



**S.R. Khandelwal & Associates
Company Secretaries**

Secretarial Compliance Report of Taparia Tools Limited for the financial year ended 31st March, 2025

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Taparia Tools Limited (hereinafter referred as 'the listed entity'), having its Registered Office at 52 & 52, B MIDC Area, Satpur, Nashik MH 422007 IN Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon

Based on my verification of the listed entity's books, 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, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I Neha Yogesh Apte have examined:

- (a) All the documents and records made available to me and explanation provided by **Taparia Tools 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 2025 ("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

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(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 (including amendments, modifications form time to time), 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 and amendments for time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments for time to time - Not Applicable during the Review Period;
- (c) Securities and Exchange Board of India (substantial Acquisition of Shares and Takeovers) Regulations, 2011 amendments for time to time;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable for the period under review
- (e) Securities and Exchange Board of India (Shares Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not Applicable for the period under review;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not Applicable for the period under review;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued thereunder;

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:

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Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks



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1.	(Listing Obligation and Disclosure Requirement) Regulations 2015	31(2)	97.83 % 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 Management has represented that, shares to the extent possible all "the Promoters and Promoter group" has been dematerialized. The shares which were yet to Dematerialized, could not be done due to technical reasons of holding the shares by Individual promoters in joint names with HUF	-
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks



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1.	During Quarter ended Dec-2022 Regulations 2015	19(1)/19(2)	Non-Compliance pertaining to Chairperson of the Nomination and Remuneration Committee.	BSE	Penal		2,17,120/-	During the period under Audit for FY 23-24, Bombay Stock Exchange via its letter dated 27 th October 2023 initiated action and charged penalty of INR 2,17,120/- under Regulation 19(1)/19(2) of SEBI (LODR) Regulation 2015 for non-compliance pertaining to Chairperson of the Nomination and Remuneration Committee.	The Management informed that as there has been no non-compliance on the part of the Company. Hence the Company filled waiver application to the BSE by paying processing fees of Rs. 11800/- and the Company Explained the same to the BSE by filling the Fresh Corporate Governance report for the quarter ended 30 th September 2023.	The case stands closed with effect from 9 th August 2024. The management also confirmed that there was no violation and hence, no penalty was levied. The waiver of processing fees request accepted by the BSE as the Company has complied with the applicable rules and regulations
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C. I 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)	Observations /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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	The company has complied with this clause





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 have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	The company has complied with this clause
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3.	Maintenance and disclosures on Websites: • 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 Regulations 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	The company has complied with this clause
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4.	Disqualification of Director: None of the Director(s) of the company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	The company has complied with this clause
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	As on 31 st March, 2025, the Company does not have any subsidiary. No Observation since this clause is not applicable





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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	The company has complied with this clause
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7.	Performance Evaluation: The listed entity has conducted performance evaluation of the board, independent Directors and committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	There is a marking system for the evaluation which is satisfactory in accordance with SEBI regulations
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8.	Related Party Transactions:	Yes	No Reverse Observation
	(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.		



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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	No reverse observation
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	No reverse observation



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11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been 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 except as provided under separate paragraph herein : Regulation 19(1) & 19(2) of SEBI(Listing Obligation and Disclosure Requirement) Regulations 2015 –	Yes	The Management has represented that The Company has filed an application for waiver of fine by making payment of Rs. 11,800/- including GST as there has been no non-compliance on the
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	Non-Compliance pertaining to Chairperson of the Nomination and Remuneration Committee.		part of the Company and filed revise Corporate Governance Report for the quarter ended 30th September 2023. The case stands closed on 9 th August 2024
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	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 with the provisions of the LODR Regulations by listed entities.		The Statutory Auditors of the company remains the same
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12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	During the Year 2024-2025, the Company has complied with regulation/circular/guidance note etc. as may be issued by SEBI time to time.
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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 report 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 correctness and appropriateness of 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 S R Khandelwal & Associates
Company Secretaries
ICSI Unique code: P2024MH737700

Neha Apte



NEHA YOGESH APTE

Partner

Company Secretary FCS: 8441 | COP: 9608

Date: 20/05/2025

UDIN: F008441G000385653

Peer Review Certificate No.: 6640/2025

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