



SANTOSH KUMAR PRADHAN COMPANY SECRETARIES

**Secretarial Compliance Report
Of
Tarai Foods Limited
(CIN: L15142DL1990PLC039291)
For the Financial Year
Ended 31st March, 2024**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Tarai Foods Limited (CIN: L15142DL1990PLC039291) (hereinafter referred to as the Listed Entity)**, having its Registered Office 13, Hanuman Road, Connaught Place, New Delhi-110001. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observation thereon.

Based on our verification of the listed entity's books, paper, 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, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, Santosh Kumar Pradhan, Company Secretary in Practice, have examined:

- (a) All the documents and records made available to me and explanation provided by **Tarai Foods Limited (CIN: L15142DL1990PLC039291) (hereinafter referred to as the Listed Entity)**.
- (b) The filling/ 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, 2024 ("Review Period") in respect of Compliance of the Provisions of:
 - (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulation, 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 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 during the Review period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:- **Not applicable during the Review period.**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021:- **Not applicable 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) Regulation, 2018;

and circulars/ guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

- I. (a) The Listed Entity has complied with the provisions of the above Regulations and the Circulars/Guidelines issued thereunder, except in respect of matters specified below:

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

1.	SEBI LODR Regulations, 2015	Listed Entities are required to submit the outcome of Board Meetings within 30 minutes of closure of Board Meeting for approval of Quarterly Results as per Regulation 33 of LODR	Listed Entity has not submitted the outcome of the Board Meetings held on 30.05.2023, 10.08.2023 & 14.11.2023 within the stipulated time period.	NA	None	Delay in submission of outcome of the Board Meetings held on 30.05.2023, 10.08.2023 and 14.11.2023.	None	The Listed Entity has not submitted the details of outcome of Board Meetings within the stipulated time period.	There is delay in submission of outcome of board meetings	
2.	SEBI LODR Regulations, 2015	Listed Entities are required to submit the Investor Complaints within 21 days of end of each quarter as per Regulation 13 (3) of LODR	Listed Entity has not submitted the details of Investor Complaints for the quarter ended 31.03.2024 within the stipulated time period.	NA	None	Delay in submission of Investor Complaints to BSE for the quarter ended 31.03.2024	None	The Listed Entity has not submitted the Investor Complaints for the quarter ended 31.03.2024 to BSE within the stipulated time period.	There is delay in submission of Investor Complaint to BSE for the quarter ended 31.03.2024.	
3.	SEBI LODR Regulations, 2015	Listed Entities are required to maintain functional website as per Regulation 46 of LODR	The Listed Entity has not uploaded the requisite details in the	NA	None	The details as required under Regulation 46 of LODR are not	None	The Listed Entity has uploaded / updated the details as required under	The Listed Entity is in the process of updating the details on the website of	

			website of the Company.			uploaded in the website of the Company.		Regulation 44 of LODR on the website of the Company.	the Company.	
4.	SEBI LODR Regulations, 2015	Listed Entities are required to hold 100% of promoters holding in demat form as per Regulation 31(2) of LODR	Listed Entity has not maintained 100% promoter holding in demat mode	NA	None	Listed Entity has not maintained 100% promoter holding in demat mode	None	The Listed Entity has not maintained 100% promoter holding in demat mode	The Listed Entity is in the process of maintaining 100% promoter holding in demat mode	
5.	SEBI LODR Regulations, 2015	The Listed Entities are required to publish financial result in newspaper as required under Regulation 47 of LODR.	The Listed entity has not published the quarterly and annual financial results in newspaper as per regulation 47 of SEBI LODR.	NA	None	The Listed entity has not published quarterly and annual financial results in newspaper as per regulation 47 of SEBI LODR	None	The Listed entity has not published / not published within the stipulated time period the quarterly and annual financial results in newspaper as required under regulation 47 of SEBI LODR.	The Listed entity has not published the quarterly and annual financial results in newspaper as per regulation 47 of SEBI LODR	

6.	SEBI LODR Regulations, 2015	Non-compliance with the requirements pertaining to appointment or continuation of Non-executive director who has attained the age of seventy-five years as per Regulation 17 (1A) of LODR.	The Listed Entity has not obtained the shareholders approval for continuation of appointment of Mrs. Kiran Sandhu on the Board of the Company on attaining the age of 75 years.	BSE	Fine	The Listed Entity has not obtained the shareholders approval for continuation of appointment of Mrs. Kiran Sandhu on the Board of the Company on attaining the age of 75 years.	Rs. 84,960/- (inclusive of GST)	Mrs. Kiran Sandhu, one the Non-Executive Director of the Company continued on the Board of the Listed Entity after attaining the age of 75 years without obtaining the approval of shareholders as required under Regulation 17(1A) of LODR.	The Listed Entity is taking steps to comply with the requirements of Regulation 17(1A) of LODR.	
7.	SEBI LODR Regulations, 2015	Listed Entities are required to submit the details of Related Party Transactions on half yearly basis to BSE on the date of publication of financial results as per Regulation 23 of LODR.	Listed Entity has not submitted the details of Related Party Transactions reports for the half year ended 31.03.2023 and 30.09.2023, within	NA	None	Delay in submission of Half Year related party transactions to BSE for the half year ended 31.03.2023 and 30.09.2023.	None	The Listed Entity has submitted the details of half yearly related party transactions to BSE on 01.06.2023 and 30.09.2023, which is not within	There is delay in submission of half yearly related party transactions to BSE for the half year ended 31.03.2023 and 30.09.2023.	

			the stipulated time period.					the stipulated time period.		
8.	SEBI LODR Regulations, 2015	Listed Entities are required to submit a compliance Certificate to the stock exchange within 30 days from the end of Financial year under Reg. 7(3).	Listed entity has not submitted Compliance Certificate under regulation 7(3) for the period 31.03.2024 with the stock exchange.	NA	None	Listed entity has not submitted Compliance Certificate under regulation 7(3) with the stock exchange.	None	Listed entity has not submitted Compliance Certificate under regulation 7(3) with the stock exchange for the period 31.03.2024.	Listed entity will submit Compliance certificate under Regulation 7(3) as early as possible with the stock exchange.	
9.	SEBI LODR Regulations, 2015	Prior Intimation of Notice of Board Meeting under Regulation 29	Listed Entity has not provided the intimation of board meeting for approval of financial results for the year ended 31 st March, 2024 within the stipulated time period as required	NA	None	Listed entity has not submitted the notice of Board meeting for the approval of financial statements for the year ended 31 st March, 2024 within the stipulate	None	Listed entity has submitted the Notice of the Board meeting for approval of financial statements for the year ended 31 st March, 2024 on 30.05.2024, which is not as per Regulation	Listed entity has submitted the Notice for the Board Meeting at shorter notice for the approval of financial statements for the year ended 31 st March, 2024.	

			under Regulation 29			d time period.		n 29 of LODR.		
10.	SEBI LODR Regulations, 2015	Approval of Financial Statements for the year ended 31 st March, 2024 under Regulation 33.	Listed Entity has not approved the financial statements for the year ended 31 st March, 2024 within the stipulated time period as required under Regulation 33.	NA	None	Listed entity has not approved the financial statements for the year ended 31 st March, 2024 within the stipulated time period.	None	Listed entity has submitted the Notice for convening the Board meeting for approval of financial statements for the year ended 31 st March, 2024 on 31.05.2024, which is not as per Regulation 33 of LODR.	Listed entity ensures to comply with the requirements of Regulation 33 in future.	

The Listed Entity has received Letters, clarifications and E-mails from the Stock Exchanges, which were replied by the Company during the period under review. Further, the Listed Entity has paid a penalty of Rs. 10 Lakhs to BSE on 08.08.2023 and a penalty of Rs. 9,35,200/- to BSE on 07.02.2024 for various defaults made by the Company for previous years.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports.

Sr. No.	Compliance Requirement (Regulation / 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
1.	SEBI LODR Regulations, 2015	Regulation 33 of LODR	Listed Entity has not submitted the Audited Financial Results for the FY ended on 31 st March, 2022 to BSE within a period of 60 days from the end of the Financial Year.	Bombay Stock Exchange (BSE)	Fine	Listed Entity has not submitted the Audited Financial Results for the FY ended on 31 st March, 2022 to BSE within a period of 60 days from the end of the Financial Year.	Rs. 1,18,000/- inclusive of GST	The Listed Entity has submitted the Audited Financial Results to BSE on 19.06.2022 and paid the penalty on 10.08.2022	NA	
2.	SEBI LODR Regulations, 2015	Regulation 24(A) of LODR	Listed Entity has not submitted the Annual Secretarial Compliance Report for the FY ended on 31 st March, 2022 to BSE within a period of 60 days from	Bombay Stock Exchange (BSE)	Fine	Delay in submission of Annual Secretarial Compliance Report to BSE for FY ended 31 st March,	Rs. 1,08,560/- inclusive of GST	The Listed Entity has submitted the Annual Secretarial Compliance Report to BSE on 16.07.2022 and paid the penalty on 10.08.2022.	NA	

			the end of the Financial Year.			2022 within the stipulated time period.				
3.	SEBI LODR Regulations, 2015	Regulation 34 of LODR	Listed Entity has not submitted the Annual report and Notice of AGM for the Financial Year ended 31 st March, 2022 to BSE within the stipulated time period	Bombay Stock Exchange (BSE)	Fine	Delay in submission of Annual Report to BSE for FY ended 31 st March, 2022 within the stipulated time period.	Rs. 2,360/-	The Listed Entity has submitted the Annual Report to BSE on 05.09.2022 and has not paid the penalty amount levied on them.	NA	
4.	SEBI LODR Regulations, 2015	Regulation 31 of LODR	Listed Entity has not submitted the Shareholding Pattern for the quarters ended 30.09.2022, 31.12.2022 & 31.03.2023 within the stipulated time period.	NA	None	Delay in submission of shareholding Patterns for the quarter ended 30.09.2022, 31.12.2022 and 31.03.2023.	None	The Listed Entity has submitted the Shareholding Patterns for the quarter ended 30.06.2022 on 22.10.2022 and for the quarter ended 31.12.2022 on 22.03.2023 and for the quarter ended 31.03.2023 on	NA	

								23.04.2023 with BSE.		
5.	SEBI LODR Regulations, 2015	Regulation 23 of LODR	Listed Entity has not submitted the details of Related Party Transactions for the half year ended 30.09.2022, within the stipulated time period.	NA	None	Delay in submission of Half Year related party transactions to BSE for the half year ended 30.09.2022,	None	The Listed Entity has submitted the details of half yearly related party transactions to BSE on 13.12.2022 after the stipulated time period.	NA	
6.	SEBI LODR Regulations, 2015	Regulation 33 of LODR	Listed Entity has not submitted the outcome of the Board Meetings held on 12.08.2022, 14.11.2022 & 10.02.2023 within the stipulated time period.	NA	None	Delay in submission of outcome of the Board Meetings held on 12.08.2022 and 10.02.2023 and non-submission of outcome for the Board Meeting held on 14.11.2022.	None	The Listed Entity has submitted the details of outcome of Board Meetings held on 12.08.2022 at 11:44 P.M. and for the Board Meeting held on 10.02.2023 on 16.04.2023 and has not submitted the outcome for the Board meeting held on 14.11.2022.	NA	

7.	SEBI LODR Regulations, 2015	Regulation 33 of LODR	Listed Entity has not submitted the details of Investor Complaints for the quarter ended 30.09.2022 within the stipulated time period.	NA	None	Delay in submission of Investor Complaints to BSE for the quarter ended 30.09.2022	None	The Listed Entity has submitted the Investor Complaints for the quarter ended 30.09.2022 to BSE on 22.10.2022.	NA	
8.	SEBI LODR Regulations, 2015	Regulation 46 of LODR	Listed Entity has not maintained a functional website	NA	None	Listed Entity has not maintained a functional website.	None	Listed Entity has not maintained a functional website.	The Listed Entity has updated its website.	
9.	SEBI LODR Regulations, 2015	Regulation 31(2) of LODR.	Listed Entity has not maintained 100% promoter holding in demat mode	NA	None	Listed Entity has not maintained 100% promoter holding in demat mode	None	Listed Entity has not maintained 100% promoter holding in demat mode.	The Listed Entity is in the process of maintaining 100% promoter holding in demat mode.	
10.	SEBI LODR Regulations, 2015	Regulation 14 of LODR	Listed Entity has not paid the Listing fees to BSE for the FY 2023-24.	NA	None	Listed Entity has not paid the Listing fees to BSE	None	Listed Entity has not paid the Listing fees to BSE for the FY 2023-24.	The Listed Entity has paid the Listing	

						for the FY 2023- 24			g Fees to BSE for the FY 2023- 24 on 09.06. 2023.	
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- II. The provisions of Para 6 of Circulars no. CIR/CFD/CMD1/114/2019 issued by SEBI on 18th October, 2019 in terms of resignation of Statutory Auditors are not applicable on the Listed Entity during the Review Period as there was no change in Auditors of the Company during the Review Period.
- III. I further report that during the review period, the compliance status of the Listed entity as required under NSE Circular Ref No: NSE/CML/2023/21 dated 16th March, 2023 & NSE/CML/2023/30 dated 10th April, 2023 and the BSE Circular No. 20230316-14 dated 16th March, 2023 & 20230410-41 dated 10th April, 2023, are annexed as **Annexure-A** to the report.

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 nor 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.

Place: Ghaziabad
Date: 30.05.2024

For Santosh Kumar Pradhan
Company Secretaries

Santosh Kumar Pradhan
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Date: 2024.05.30 18:38:52 +05'30'

Santosh Kumar Pradhan
Proprietor

C. P. No. : 7647

FCS No. F6973

P.R. No. 1388/2021

UDIN: F006973F000503581

ANNEXURE-A

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS
1.	<p><u>Secretarial Standard:</u></p> <p>The compliances of listed entity are in accordance with the applicable Secretarial Standard (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act,2013 and mandatorily applicable.</p>	Yes	Nil
2.	<p><u>Adoption and timely updation of Policies:</u></p> <ul style="list-style-type: none"> • 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/circular/ guidelines issued by SEBI. 	Yes	Nil
3.	<p><u>Maintenance and disclosure on website:</u></p> <ul style="list-style-type: none"> • 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 re-directs to the relevant document(s)/section of the website. 	No	The Listed Entity has not updated the details in its website as mentioned under Point No. I (3) above.

4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under section 164 of the companies Act, 2013 as confirmed by the listed entity.</p>	Yes	Nil
5.	<p><u>Details related to subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.</p>	Yes	The Company does not have any material subsidiaries during the review period.
6.	<p><u>Preservation of Documents:</u></p> <p>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.</p>	Yes	Nil
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	Nil
8.	<p><u>Related party Transactions:</u></p> <p>(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.</p>	Yes	Nil

9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulation, 2015 within the time limits prescribed thereunder.</p>	Yes	Nil
10.	<p><u>Prohibitions of insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	No	During the Review Period, the Listed Entity is maintaining the Structural Digital Database physically in PDF mode and is in the process of taking software.
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Action 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.</p>	No	The details of penalties levied by BSE is as mentioned under Point No. I (a) of the Report
12.	<p><u>Additional Non- compliance, if any:</u></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Yes	Nil

**Place: Ghaziabad
Date: 30.05.2024**

**For Santosh Kumar Pradhan
Company Secretaries**

Santosh Kumar Pradhan
Digitally signed by
Santosh Kumar Pradhan
Date: 2024.05.30
18:39:26 +05'30'

**Santosh Kumar Pradhan
Proprietor
C. P. No. : 7647
FCS No. F6973
P.R. No. 1388/2021
UDIN: F006973F000503581**