

MILKFOOD LIMITED

CIN : L15201PB1973PLC003746

5th Floor, 91, Bhandari House, Nehru Place, New Delhi-110 019

Ph: 26460670-4 / 26463773 Fax: 011-26460823

Email : milkfoodltd@milkfoodltd.com, Website: www.milkfoodltd.com

22nd June, 2020

MFL\SCY\2020 - 21
The Manager (Listing)
The BSE Limited
1st Floor, New Trading Ring,
Rotunda Building
P J Towers, Dalal Street,
Fort, Mumbai-400 001

Sub: Annual Secretarial Compliance Report for the Financial Year Ended 31st March, 2020
Scrip Code No.: 507621

Dear Sir/Madam,

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Regulations”), read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 please find enclosed herewith the “Annual Secretarial Compliance Report” dated 22nd June, 2020 issued by Mrs. Kamlesh Gupta, Practicing Company Secretary, Gurugram for the Financial Year Ended 31st March, 2020.

You are requested to take the same on your records.

Thanking you

Yours faithfully,
For Milkfood Limited

Rakesh Kumar Thakur
Company Secretary &
Compliance Officer

Encl: As above

Regd. Office: P.O. Bahadurgarh – 147021 Distt. Patiala (Punjab)
Phones : 0175-2381404/2381415
Fax : 0175-2380248

Kamlesh Gupta
Company Secretaries

763, HBH, Saraswati Vihar
Near Sahara Mall
Gurugram

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Annual Secretarial Compliance Report of M/s MILKFOOD LIMITED

for the year ended 31st March, 2020

(Pursuant to SEBI- CIR/CFD/CMD1/27/2019 Dated 8th February, 2019)

I, I, Kamlesh Gupta, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by M/s Milkfood Limited having its Registered Office at P.O. Bahadurgarh, Distt. Patiala, Punjab (“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, 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”);

2. 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the reporting period)
- (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the reporting period)
- (g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the reporting period)

(h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the reporting period)

(i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the Company during the reporting period) 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:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 31A of SEBI(Listing Obligations and Disclosure Requirements) Regulations , 2015, relating to the Re-classification of Promoter and Promoter Group's entities not complied with	Regulations 31A of SEBI(Listing Obligations and Disclosure Requirements) Regulations , 2015, relating to the Re-classification of Promoter and Promoter Group's entities not complied with.	Non compliance of Regulation 31A of SEBI(Listing Obligations and Disclosure Requirements) Regulations , 2015, relating to the Re-classification of Promoter and Promoter Group's entities.

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(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.

(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 hereunder:

Sr. No	Action taken by	Details of violation	of	Details of action taken E.g. fines, warning letter, debarment, etc	Observations/ remarks of the Practicing Company Secretary, if any.

1.	BSE, SEBI	Regulation 31A of SEBI(Listing Obligations and Disclosure Requirements) Regulations , 2015, relating to the Re-classification of Promoter and Promoter Group's entities.	Warning Letters	Non compliance of Regulation 31A of SEBI(Listing Obligations and Disclosure Requirements) Regulations , 2015, relating to the Re-classification of Promoter and Promoter Group's entities
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(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
No observation was made in the previous Secretarial Compliance Report.				

3. The Company has complied with the 6(A) and 6(B) of SEBI Circular No.: CIR/CFD/CMD1/114/2019 dated 18th October, 2019 and mentioned all the terms and conditions in the appointment letter/re appointment letter issued to the Statutory Auditors.

Date:22/06/2020
Place: Gurugram

(Kamlesh Gupta)
Practicing Company Secretary
ACS: 13862
CP: 10451
UDIN: A013862B000365686