



**Tarai
Foods
Ltd.**

30th June, 2021

The Assistant General Manager (Corporate Service),
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400001.

Dear Sir,

Ref: TARAI FOODS LIMITED-Scrip Code: 519285 & TARAI

**Sub.: Annual Secretarial Compliance Report for the year
ended on 31st March, 2021**

In Compliance with SEBI Circular No.:
CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find
enclosed copy of Annual Secretarial Compliance report dated
June 30, 2021 for the financial year 2020-21 issued by Santosh
Kumar Pradhan, Practicing Company Secretary and Secretarial
Auditor of the Company.

Kindly take the same in your record.

Thanking you,

Yours truly,
FOR TARAI FOODS LIMITED

Vijay Kant Asija
Company Secretary cum Compliance Officer

Encl.: As Above

Regd. Office :
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Connaught Place,
New Delhi-110001
Tel.: 011-41018839
E-mail : taraifoods@gmail.com

Head Office and Plant :
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P.O. Box No. 18
Rudrapur-263 153
Distt. Udham Singh Nagar
Uttarakhand
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E-mail : taraifoods.rdr@gmail.com

CIN No. : L15142DL 1990 PLC 039291
Website : www.taraifoods.com



SANTOSH KUMAR PRADHAN COMPANY SECRETARIES

**Secretarial Compliance Report
of
Tarai Foods Limited
(CIN: L15142DL1990PLC039291)
for the Year ended 31st March, 2021**

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

- (a) All the documents and records made available to us and explanation provided by **Tarai Foods Limited (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/ filling, as may be relevant, which has been relied upon to make this certification for the Year ended 31st March, 2021 ("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, as amended;
- (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 participants) Regulation, 2018;

- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulation, 2018:-**Not applicable during the Review period.**
- (f) Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018:-**Not applicable during the Review period.**
- (g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014:- **Not applicable during the Review period.**
- (h) Securities and Exchange Board of India (Issued and Listing of Debt Securities Regulation, 2008:- **Not applicable during the Review period.**
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulation, 2013:- **Not applicable during the Review 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 (Regulation/ Circulars / Guidelines including specific clause)	Deviations	Observations/ Remarks of the practicing Company Secretary
1.	Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding payment of listing fees	Non-compliance of Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding payment of listing fees to BSE	The Listed Entity has not paid the Listing fees to the Recognized Stock Exchange for the Financial Year 2021-22 as required in Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 till the date of issue of this report.

2.	Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding promoters shareholding.	Non-compliance with the requirement of holding 100% promoter's shareholding in Dematerialized form.	The Listed Entity does not have 100% promoter's shareholding in Dematerialized form as required in Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3.	Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding advance notice to Stock Exchange for proposed Board Meeting.	Non-compliance with the requirement of furnishing of prior intimation of atleast 5 days' notice regarding the meeting of Board of Directors to the Stock Exchanges.	The Listed Entity has not furnished advance notice of at least 5 days regarding meeting of Board of Directors held on 15.09.2020 to the Recognized Stock Exchange as required in Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4.	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding submission of half yearly related party transactions to the Stock Exchanges.	Non-compliance with the requirement of submission of disclosure of Related Party Transaction for the half year ended 30.09.2020 to the Stock Exchange.	The Listed Entity has not submitted the half yearly disclosures of related party transactions for the half year ended 30.09.2020 on a consolidated basis to the Recognized Stock Exchange as required in Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(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 examination of those records.

(c) There were no actions taken against the Listed Entity/ its promoters/ directors 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 during the Review Period. However, the Listed Entity has received the E-Notice from the Bombay Stock Exchanges, (BSE) dated 14.10.2020 and 18.01.2021 regarding the non-compliance for giving prior intimation for board meeting and for disclosure of half yearly

Related Party transactions pursuant to Regulation 29 & 23(9) respectively of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listed Entity, which were duly replied by the Listed Entity during the period under review. Further, Bombay Stock Exchange (BSE) has waived the fine imposed on the Company for non-compliance under Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

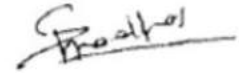
Sr. No.	Observations of the Practicing Company Secretary in the Previous reports	Observations made in the Secretarial Compliance report for the Year ended 2020 (The Years are to be mentioned)	Actions taken by the listed entity, if any	Comments Of the Practicing Company Secretary On The actions taken by the listed entity
1.	Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Listed Entity does not have 100% Promoter's Shareholding in the Dematerialized form as required in Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Listed entity is in the process for making 100 % promoter's Shareholding in a Demat Form.	The Listed Entity was not able to make 100% promoter's Shareholding in Demat Form during this year also.
2.	Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Listed Entity has not paid the Listing fees to the Recognized Stock Exchange for the Financial Year 2020-21 as required in Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements)	The Listed entity has paid the Listing Fees to BSE for the Financial Year 2020-21.	The Listed entity has paid the Listing Fees to BSE for the Financial Year 2020-21.

**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

		Regulations, 2015 till the date of issue of this report.		
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Place: Ghaziabad
Date: 30.06.2021

**For Santosh Kumar Pradhan
Company Secretaries**



**Santosh Kumar Pradhan
Proprietor
C. P. No. : 7647
FCS No. F6973
UDIN: F006973C000547689**