



**Tarai
Foods
Ltd.**

30th May, 2019

The Assistant General Manager (Corporate Service),
BSE Limited
Phiroze Jeebhoy Towers,
25th Floor, P J Towers,
Dalal Street
Mumbai - 400001.

Dear Sir,

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

Sub.: Submission of Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2019

Dear Sir,

Please find enclosed herewith the "Annual Secretarial Compliance Report" issued by a Company Secretary in Practice as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 readwith Circular No. CIR/ CFD/ CMD 1/27/2019 dated 8th February, 2019 for the year ended 31st March, 2019.

Kindly take the same in your record.

Thanking you,

Yours truly,
FOR TARAI FOODS LIMITED

Arti Verma
Company Secretary cum Compliance Officer

Encl.: As Above

Dealing Office :
#420, Ansal Tower,
38, Nehru Place,
New Delhi-110019
Tel.: 011-41018839
E-mail : taraifoods@gmail.com

Regd. Office :
13, Hanuman Road,
Connaught Place,
New Delhi-110001

Head Office and Plant :
Sandhu Farms
P.O. Box No. 18
Rudrapur-263 153
Distt. Udham Singh Nagar
Uttanchal
Tel.: (05944) 244304/7
E-mail : taraifoods.rdr@gmail.com

CIN No. : L15142DL 1990 PLC 039291

Website : www.taraifoods.com



**Secretarial Compliance Report of Tarai Foods Limited
(CIN: L15142DL1990PLC039291) for the Year
ended 31st March, 2019**

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, 2019 ("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 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-compliance with the requirement of holding 100% Promoter's shareholding in Dematerialized form.	100% Promoter's shareholding of the Listed Entity is not in Dematerialized form and the Listed Entity is in the process of getting these shares in demat form.

- (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) The following are the details of actions taken against the listed entity by Stock Exchange (including under the standard Operating procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken By	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Bombay Stock	Non-compliance with the	Fine of Rs. 1,08,560/-	The Listed Entity has paid the fine of Rs.



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

	Exchange (BSE)	requirement of appointing a qualified Company Secretary as the Compliance officer under Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	1,08,560/- through Cheque dated 27.02.2019. Subsequently, the Listed Entity has appointed Ms. Arti Verma as Company Secretary cum Compliance Officer of the Company w.e.f. 10 th January, 2019 to comply with Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
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Except this, no other actions taken against the 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.

- (d) The Listed Entity is not required to take any actions to comply with the observations made in the previous reports, as this is the first secretarial compliance report.
- (e) During the Audit, I observe that the Listed Entity has published its financial results in English Language in Hindi Newspaper. It is suggested to publish the financial results in Hindi in Hindi Newspaper, as Regulation 47(4) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 requires to publish the financial result in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated.

Place: Ghaziabad
Date: 30.05.2019

**For Santosh Kumar Pradhan
Company Secretaries**



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