



Ideas for a new day

May 22, 2019

Compliance Department, BSE Limited , Phiroze Jeejeebhoy Tower, Dalal Street, Fort, Mumbai- 400001	Compliance Department, National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, G-Block, Bandra-Kurla Complex Bandra-(E), Mumbai-400051
Scrip Code :- 539889	Scrip Symbol. PARAGMILK

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for Financial Year ended March 31, 2019

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD 1/27/2019 dated February 08, 2019, we have enclosed herewith the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2019 issued by M/s. N.L. Bhatia & Associates - Practicing Company Secretaries.

Request you to kindly take the same on record.

For **Parag Milk Foods Limited**

Rachana Sangneria
Company Secretary and Compliance Officer
ACS No. 10280

Encl: As above



Parag Milk Foods Ltd.,

CIN-L15204PN1992PLC070209

Regd. Office: Flat No. 1 Plot No. 19, Nav Rajasthan Co-Op Housing Society, Behind Ratna Memorial Hospital,
Senapati Bapat Road, Shivaji Nagar, Pune - 411016. Ph.: +91 72764 70001

Corporate Office: 20th floor, Nirmal building, Nariman point, Mumbai - 40021 Tel.: 022-43005555 Fax: 022-43005580

Website: www.paragmilkfoods.com | email: investors@paragmilkfoods.com



N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2510 0718
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Website : www.nlba.in

To,
The Board of Directors,
Parag Milk Foods Limited,
CIN: L15204PN1992PLC070209
Flat No.1, Plot No.19,,
Nav Rajasthan Soc., behind Ratna Memorial Hospital,
S.B. Road, Shivaji Nagar
Pune- 411016

Dear Sir,

Sub: Annual Secretarial Compliance Report for the Financial year 2018-19

We have been engaged by Parag Milk Foods Limited (hereinafter referred to as the Company') bearing CIN: L15204PN1992PLC070209 whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 DATED 08TH February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

Date: May 22, 2019
Place: Mumbai

For N. L. Bhatia & Associates
Company Secretaries
UIN: P1996MH055800



Navnitlal Bhatia

N. L. Bhatia
FCS: 1176
CP. No. 422



N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

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Secretarial Compliance Report of Parag Milk Foods Limited for year ended 31st March, 2019

To,

Parag Milk Foods Limited

We, M/s N L Bhatia & Associates Practicing Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by **Parag Milk Foods Limited ("the listed entity")**
- b) the filings/ submissions made by the listed entity to the stock exchanges.
- c) website of the listed entity.
- d) books, papers, minute books, forms and returns filed.

for the year ended 31st March, 2019 ("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");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009;

and based on the above examination, We 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
NA	NA	NA	NA

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far 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 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.
NA	NA	NA	NA	NA

- 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
NA	NA	NA	NA	NA

Date: MAY 22, 2019

Place: Mumbai

For N. L. Bhatia & Associates

Company Secretaries

UIN: P1996MH055800



Navnit Lal Bhatia

N. L. Bhatia

FCS: 1176

CP. No. 422