

30th May, 2023

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, 2023.

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, 2023.

Kindly take the same in your record.

Thanking you,

Yours truly,

FOR TARAI FOODS LIMITED

VIJAY
KANT
ASIJA

Digitally signed
by VIJAY KANT
ASIJA
Date: 2023.05.30
20:48:29 +05'30'

Vijay Kant Asija
Company Secretary cum Compliance Officer

Encl.: As Above



Secretarial Compliance Report
Of
Tarai Foods Limited
(CIN: L15142DL1990PLC039291)
For the Financial Year
Ended 31st March, 2023

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, 2023 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/ filling, as may be relevant, which has been relied upon to make this report for the Financial Year ended 31st March, 2023 ("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 Practising Company Secretary	Management Response	Remarks
1	SEBI LODR Regulations, 2015	Listed Entities are required to submit Audited Financial Results to BSE within 60 days of end of Financial Year	Listed Entity has not submitted the Audited Financial Results	Bombay Stock Exchange (BSE)	Fine	Delay in submission of Audited Financial Results to BSE for FY	Rs. 1,18,000/- inclusive of GST	The Listed Entity has submitted the Audited Financial Results to	The Listed Entity paid the penalty to BSE on 10.08.2022 for	Nil

		per Regulation 3 of LODR	for the FY ended on 31 st March, 2022 to BSE within a period of 60 days from the end of the Financial Year.			ended 31 st March, 2022 within the stipulated time period		BSE on 19.06.2022 and paid the penalty on 10.08.2022	delay in submission of audited Financial Results for the FY ended 31.03.2022.	
2.	SEBI LODR Regulations, 2015	Listed Entities are required to submit Annual Secretarial Compliance Report to BSE within 60 days of end of Financial Year viz. 31 March, 2022 as per Regulation 24A 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 the end of the Financial Year.	Bombay Stock Exchange (BSE)	Fine	Delay in submission of Annual Secretarial Compliance Report to BSE for FY ended 31 st March, 2022 within the stipulated time period	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	The Listed Entity has paid the penalty to BSE on 10.08.2022 for delay in submission of Annual Secretarial Compliance Report for the FY ended 31.03.2022.	
3.	SEBI LODR Regulations, 2015	Listed Entities are required to submit a copy of Annual Report alongwith Notice of AGM to Stock Exchanges not later	Listed Entity has not submitted the Annual report and Notice of AGM for	Bombay Stock Exchange (BSE)	Fine	Delay in submission of Annual Report to BSE for FY ended 31 st March,	Rs. 2,360/-	The Listed Entity has submitted the Annual Report to BSE on 05.09.2022 and has	The listed entity has not paid the penalty to BSE till the date of issue of this report.	



		than the day of commencement of dispatch to shareholders as per Regulation 34 of LODR	the Financial Year ended 31 st March, 2022 to BSE within the stipulated time period			2022 within the stipulated time period		not paid the penalty amount levied on them.		
4.	SEBI LODR Regulations, 2015	Listed Entities are required to submit the Shareholding pattern to BSE within 21 days from end of each quarter as per 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 23.04.2023 with BSE	There is delay in submission of Shareholding pattern to BSE for the quarters ended 30.09.2022, 31.12.2022 & 31.03.2023.	



5.	SEBI LODR Regulations, 2015	Listed Entities are required to submit the details of Related Party Transactions on half yearly basis to BSE within 15 days from date of publication as per 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.	There is delay in submission of half yearly related party transactions to BSE for the half year ended 30.09.2022.
6.	SEBI LODR Regulations, 2015	Listed Entities are required to submit the outcome of Board Meeting within 30 minutes of the 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 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	There is delay/ non-submission of outcome of board meetings

								held on 14.11.2022.		
7.	SEBI LODR Regulations, 2015	Listed Entities are required to submit the Investor Complaints within 21 days of end of each quarter as per 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.	There is delay in submission of Investor Complaint to BSE for the quarter ended 30.09.2022	
8.	SEBI LODR Regulations, 2015	Listed Entities are required to maintain functional website as per 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 is in the process of updation of website	
9.	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	Listed Entity has not maintained 100% promoter holding in demat mode	The Listed Entity is in the process of maintain 100% promoter holding in demat mode	



10.	SEBI LODR Regulations, 2015	Listed Entity has not paid the Listing fees to BSE for the FY 2023-24 as per 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 for the FY 2023-24		Listed Entity has not paid the Listing fees to BSE for the FY 2023-24	The Listed Entity is in the process of making the Listing fees to BSE for the FY 2023-24	
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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:

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

Sr. No.	Compliance Requirement (Regulation / circulars 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 14 of LODR	Listed Entity has not paid the Listing Fees for FY 2021-22 to BSE	N.A	N.A	Listed Entity has not paid the Listing Fees for FY 2021-22 to BSE	N.A	The Listed Entity has paid the listing fees to BSE for the FY 2021-22.	N.A	
2.	SEBI LODR Regulations, 2015	Regulation 31(2) of LODR	100% promoters holding is not in demat mode	N.A	N.A	100% promoters holding is not in demat mode	N.A	100% promoters holding is still not in demat mode as required under Regulation	The Listed Entity is in the process of making	

								31(2) LODR	of	100% hold ing of prom oters in dema t mode	
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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: 30.05.2023

For Santosh Kumar Pradhan
Company Secretaries



Santosh Kumar Pradhan
Proprietor

C. P. No. : 7647

FCS No. F6973

P.R. No. 1388/2021

UDIN: F006973E000430165

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 	No	The Listed Entity is not maintain a functional website as on date of issue of this report.



	the relevant document(s)/section of the website.		
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	As the Company does not have a functional website, the policy is not available in the website of the Company.
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.	<u>Disclosure of events or information:</u> 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.	Yes	Nil
10.	<u>Prohibitions of insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	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.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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.	No	The details of penalties levied by BSE is as mentioned under Point No. I (a) of the Report
12.	<u>Additional Non- compliance, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	Nil

Place: Ghaziabad
Date: 30.05.2023

For Santosh Kumar Pradhan
Company Secretaries



Santosh Kumar Pradhan
Proprietor

C. P. No. : 7647

FCS No. F6973

P.R. No. 1388/2021

UDIN: F006973E000430165