

TARAI FOODS LIMITED



Tarai

**33RD
ANNUAL REPORT
2022 - 2023**

TARAI FOODS LIMITED

Board of Directors	Mr. Gurprit Singh Sandhu Mrs. Kiran Sandhu Mr. Lilanshu Arora Mr. BS Johal Mr. Satish Kumar Ms. Mandeep Grewal	(Managing Director) (Director) Director
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Audit Committee, Nomination & Remuneration Committee Committee	Mrs. Kiran Sandhu Stakeholder Relationship Mr. Lilanshu Arora Mr. Ganesh Kumar
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Auditors	Sunil Vashisht & Co. R-8, South Extension Part-2, New Delhi-110049
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Company Secretary	Mr. Vijay Kant Asija
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Bankers	Axis Bank Ltd. B-6, Lajpat Nagar-II, New Delhi-110024
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Regd. Office	13, Hanuman Road, Connaught Place New Delhi-110001 Tel. : 011-41018839
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Head Office :	Village Fazilpur Meharola Rudrapur Distt. Udham Singh Nagar, Uttarakhand
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Share Transfer Agent

Beetal Financial & Computer Services (P) Ltd.

99, Madangir, Beetal

House

Behind Local Shopping

Centre

Near Dada Harsukhdas

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New Delhi-

110062

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BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 33rd Annual Report, together with the audited statement of accounts of the Company for the year ended 31st March, 2023.

1. Statement of Company Affairs:

a. Financial Results & Performance:

The performance of the Company for the financial year ended 31st March, 2023 is summarized as below:

Particulars	Financial Year ended 31st March, 2023 (Rs. In Lacs)	Financial Year ended 31st March, 2022 (Rs. In Lacs)
Gross Revenue	54.1	281.7
Less: Total Expenditure	99.1	319.3
Profit/(Loss) before Exceptional/ Extraordinary Items and Tax	(45.1)	(37.6)
-Exceptional Items	0.0	0.0
-Extraordinary Items	0.0	7.0
Profit/(Loss) before tax	(45.1)	(44.6)
Tax Expenses	0.0	0.0
Profit/(Loss) for the period	(45.1)	(44.6)
Other Comprehensive Income	1.0	1.6
Total Comprehensive Income for the Period	(44.1)	(43.0)

The Company was in its 33rd year of its operations. During the year under review, the Gross Revenue of the company reduced to Rs. 54.1 Lacs as compared to Rs. 281.7 Lacs in the previous year. Further, the Company incurred a loss of Rs. 44.1 Lacs as compared to a loss of Rs. 43.0 Lacs during the Previous Year. The company focused its attention only on production and sale of fresh Mushrooms and the directors are hopeful of better performance in the next year.

b. Transfer to Reserves:

The company has not transferred any amount to General Reserve of the Company during the financial year under review.

c. Dividend:

Due to the losses incurred by the Company, no dividend is recommended on the equity shares of the Company for the year ended 31st March, 2023.

d. Material changes and commitments affecting the financial position of the Company which have occurred between the end of Financial Year of the Company to which the Financial Statements relate and the date of the report:

There were no material changes affecting the Financial Position of the company which occurred between the end of the financial year till the date of the board report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT. REVIEW OF OPERATIONS DURING THE YEAR & FUTURE PLANS

(i) Industry structure and developments.

The global frozen foods market is in a state of moderate, yet constant expansion. Frozen foods are high on the convenience quotient, and hence the adoption of frozen foods will continue to be observed in areas where urbanization is gathering pace. The market research report on the global frozen food market takes a granular look at the many influencing factors that are steering the growth. The report is a result of qualitative and quantitative research techniques that aim to drill down to the exact factors that are driving growth and creating new opportunities for growth.

Mushroom farming is practiced in more than 100 countries and its production is increasing at an annual rate of 6-7% presently. World production of mushroom is over 25 million tons as per claims of Chinese Association of edible mushrooms. Indoor cultivation of mushrooms utilizes the vertical space and is regarded as the highest protein producer per unit area and time – almost 100 times more than the conventional agriculture and animal husbandry. This high tech horticulture venture has a promising scope to meet the food shortages without undue pressure on land. In India, mushroom production shot up from near 38000 tons in 1997 to over 1,30,000 at present. India produces about 600 million tons of agricultural waste annually and a major part of it are left out to decompose naturally or burnt *in situ*. This can effectively be utilized to produce highly nutritive food unlike mushrooms and spent mushroom substrate can be converted into organic manure for field crops. Mushroom growing is highly labour oriented venture and two factors, i.e, availabilities of raw material and labour make mushroom growing economically profitable in India. On the export front also, for the first time during 1994 India not only figured in the US imports but emerged as the 2nd largest exporter of the canned mushrooms replacing Taiwan. Now a few commercial mushroom units are exporting canned mushrooms to the Americans, European and other countries regularly.

(ii) Opportunities and Threats

Foods and vegetables - fast growing sector

Fruits and vegetables are one of the most important and fast growing sub-sectors of the food processing industry. Over the last few years, there has been a positive growth in ready-to-serve beverages, fruit juices and pulps, dehydrated and frozen fruits and vegetable products, tomato products, pickles, convenience veg spice pastes, processed mushrooms and curried vegetables. The demand has increased because of the factors like consumption by nuclear families, working women, students and single employees staying alone. There are abundant opportunities in expanding the export market because of good international demand for certain fruits and vegetable products. The Indian food processing industry is primarily export oriented. India's geographical situation gives it the unique advantage of connectivity to Europe, the Middle East, Japan, Singapore, Thailand, Malaysia and Korea.

Macro-economic as well as industry specific (FMCG and Packaged Food) indications point to enduring buoyancy in the domestic market, while the international geographies in which your Company operates are likely to be stable as well. Changing demographics (young, higher disposable income, experimental, urbanization, willingness to spend) further fuelled by trends like a greater awareness of health and nutrition on one hand and more hedonism (especially the new 'affluent' generation) is rapidly enlarging the opportunity.

Frozen Finger Chips:

The market of processed potato products is growing at the rate of 15% to 20% per annum. The estimates of trade sources and sector studies indicate a market share of about 30% of potato based products in total 2400 crores snack food market.

Domestic Market:

The Frozen French fries market in India is in a nascent stage but is growing at a rate of about 25% per year. The percent organized market for frozen French- fries in India is estimated at over 3500 tons/annum, mostly contributed by imported French Fires. The estimated domestic production of French fries is about 500 MT.

Mushrooms:

Development trends of Mushroom industry is based on the increasing consumer consciousness and demand for nutritious quality and organic products in domestic and international market. Increasing interest in protection of environment from the industrial pollution and environment friendly progress in mushroom production and processing technologies resulting in tremendous growth in the productivity and production of mushrooms.

Strength:-

Mushrooms are grown seasonally as well as state-of-art environment controlled Crop room in the commercial units. It is highly labour oriented venture and labour availability is no constraint in the vicinity of **Tarai Foods** and two factors that is availabilities of raw materials and labour make mushroom growing economically profitable in this region. Moreover, **Tarai Foods Ltd. Rudrapur** is located in the bowl of raw materials like Wheat Straw, Sugar cane Bagasse & Chicken Manure required for composting. Besides, the moderate climate of the Tarai region is well suited to mushroom production as temperature does not as high alike other parts of the country.

Aware ness about food and medicinal values of mushrooms increasing quantitative use of mushrooms in the country thus creating better market for a product like fresh and processed mushrooms. There is increasing market for value added products like pickles or soup powder of mushrooms.

Threats

- *Uncontrolled price structure*

When there is a glut in the market, the price of certain food items falls down considerably but as the demand increases or there is shortage of those food items in the market the price rises up with a vast variation. Thus there is always an uncertainty in market prices of most of the food items which reduces the amount of net profit and this discourages the manufacturers/ producers of these food items. This problem gets aggravated during peak production months, also because there is no minimum support price from the Govt.

- *High transportation charges:*

Although, agro and animal wastes are available in plenty in India but their availability are not evenly distributed. Due to diversified climate and topography of land, different kinds of crops are raised in different parts of the Country and production/ manufacture have to pay heavy transport charges. The hike in diesel/petrol prices from time to time aggravates this problem.

- *Competition: e.g. -Availability of canned Chinese mushroom at lower price.*
- Unorganized production and sale particularly by seasonal farmers resulting in glut in market during winter months. This results in price cut in the period.
- Lack of modern facilities to produce quality compost, casing material spawn and processed products. TFL is going to improve its facilities in this regard.

To address these risks, the Company has a single point source supplier of Frozen/IQF (Individually Quick Frozen products to the customers as per their requirements with high quality products at a lower cost. Though the competition is fierce, the goodwill and the quality of the products offered by the Company are great plus factors and the Company expects to overcome the competition. The Company had expanded its product line both horizontally as well as vertically.

(iii) Segment wise & Product-wise performance:

The Company operates in a single segment. The product wise performance is as under:

Processed Foods

- **Fresh Mushrooms**
- **Mushroom Spawn**
- **Compost for Mushroom**

Product-wise performance Sale of Finished Goods

Description	Current Year		Previous Year	
	Qty. (in MTs)	Value (in Rs. In lacs)	Qty. (in MTs)	Value (in Rs. In Lacs)
Fresh Mushrooms	39.116	52.25	223.73	258.96
<i>Mushroom Spawn</i>	0.00	0.00	4.27	5.37
<i>Compost for Mushroom</i>	0.00	0.00	8.09	0.80

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The company has completely diversified in Mushroom growing under controlled conditions. It has been successful in creating capacities of 6.55 qntl. a day for Mushroom.

(iv) Outlook:

Food Processing Industry is of enormous significance for India's development because of the vital linkages and synergies that it promotes between the two pillars of the economy, namely Industry and Agriculture. The growth potential of this sector is enormous and it is expected that the food production will double in the next 5 years and the consumption of value added food products will also grow at a fast pace. This growth of the Food Processing Industry will be of immense benefits to the economy, raising agricultural yields, meeting productivity, creating employment and raising the standard of very large number of people throughout the Country, specially, in the rural areas. Economic liberalization and rising consumer prosperity is opening up new opportunities for diversification in food processing sector.

The nature of the Indian food processing market and the experiences of successful Indian and MNC players indicate that this sector will grow substantially in future because of the following reasons :

1. Effective distribution network and supply chain
2. Product range that is customized to suit local market requirements.
3. Superior processing technology
4. Brand building and marketing

Management is consistently keeping close watch on the changing market scenario and the business strategy is reviewed regularly for achieving a consistent growth by meeting the tough international competition successfully.

(v) Risks and concerns:

Every business has inherent risks involved in it operations, which may be either external or internal. The external factors are market competition, availability of cheaper substitute products, Government policies regarding power tariffs and ongoing political and economic changes in the importing Country. The Company may not have much control over such factors; however it is important to address these risks & concerns to mitigate their overall impact on the business. Formal risk assessment and Management approach along with the regular monitoring mechanism in the Company ensures that these risks are duly addressed and well managed. High focus on safety of plant, its premises and people continuity and proactive Management of related business environment are essential for the risk management in the overall supply chain and business in general.

(vi) Internal control systems and their adequacy.

The Company has an adequate system of internal controls to ensure that all activities are monitored and controlled as well as transactions are authorized, recorded and reported correctly. The Company ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines, which are supplemented by internal audit regularly.

The Audit Committee of the Board meets on quarterly basis and reviews the internal control systems as well as financial statements.

(vii) Discussion on financial performance with respect to operational performance:

The Company has diversified its operations into Mushroom growing in artificially controlled temperature setting and offers a wide range Frozen and IQF (Individually Quick Frozen) product range of peas, fruits/ vegetables as per the requirements of the customers, meeting strict quality & hygiene standards. Canned peas in various shapes and sizes are also available as per the customer requirement. The Company is a single point source of supplier of Frozen, IQF, products to the customers as per their requirements.

(viii) Material developments in Human Resources / Industrial Relations front, including number of people employed

The Company lays due emphasis on sound Human Resource Management practices and appraisal systems with focus on cordial employee relations to ensure higher level of productivity and operational efficiency. Adequate efforts have been made to strengthen and develop its human resources as a key strength through continuous training inputs and focused development plan. As on 31st March 2023, the total numbers of permanent employees in the Company were 06.

The belief that 'great people create great organizations' has been at the core of the Company's approach to its people. We continued to make significant investments for training in the areas of marketing excellence, customer service and building capabilities for organized retail trade.

(ix) Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor:

Particular	FY 2022-23	FY 2021-22
Debt Equity Ratio	(127)	(150)
Asset Proprietary Ratio	(88)	(60)

(x) Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof:

The company had shut down its operations after the first quarter of the financial year due to which it has incurred losses and resultantly, there has been a negative impact on the Return on Net worth as compared to previous financial year.

2. Key Changes during the year:

1. **Changes in the Nature of business:** NIL

2. **Changes during the year in Directors and KMP:**

Mr. Bhupender Singh Johal (DIN: 01983665), Mr. Satish Kumar (DIN: 09360435) and Mrs. Mandeep Grewal (DIN: 03614401) who were appointed as Additional Directors of the Company w.e.f. 08th December, 2021, were duly regularized as Independent Director of the Company in the 32nd Annual General Meeting of the Company held on 26th September, 2022.

3. **Changes in the Subsidiaries, Joint Venture and Associate Company:** The Company did not make any subsidiaries, Joint Ventures and Associate Company during the financial year under review.

4. **Details of Significant & material order passed by the regulators or Courts or Tribunal impacting the Going Concern status & Company's operation in future:**

During the year under review, no significant or material order has been passed by the regulators, courts or tribunals impacting the going concern status and company's operation in future.

5. **Reclassification of person belonging to the "Promoter Group" from the "Promoter Group" category to "Public Group" category.**

During the year under review, the Members have passed the resolution for re-classification of Mr. Anand Rungta and Mr. S Inder Partap Singh who were holding 700 and 1,90,000 shares respectively from "Promoter Group" category to "Public Group" category. However, the Company was not able to comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 and hence, it is now proposed to pass the same resolution in the forthcoming Annual General Meeting of the Company.

3. Directors:

The Board of Directors of the Company is duly constituted as on 31st March, 2023 as per the provisions of the Companies Act and SEBI (LODR) Regulation, 2015.

a. Composition and Meetings of the Board:

The Board Comprises of Mr. Gurprit Singh Sandhu (DIN: 00053527), Mr. Lilanshu Arora (DIN: 07187329), Mrs. Kiran Sandhu (DIN: 00053879), Mr. Satish Kumar (DIN: 09360435), Mr. Bhupender Singh Johal (DIN: 01983665) and Mrs. Mandeep Grewal (DIN: 03614401) as at the end of the Financial Year 31.03.2023. During the year under review, the

Board met four times on 30.05.2022, 12.08.2022, 14.11.2022, and 10.02.2023, in respect of which proper notices were given and the proceedings were duly recorded. The maximum time gap between any two board meetings is as per the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015. The details of the Composition of the Board and attendance of Directors in Board & General Meetings are given separately in the Corporate Governance report annexed separately.

b. Composition and Meeting of Audit Committee:

The Audit Committee is duly constituted as at end of the financial year. The Audit Committee comprises of Mr. Lilanshu Arora (DIN: 07187329), Mrs. Kiran Sandhu (DIN: 00053879), Mr. Satish Kumar (DIN: 09360435), Mr. Bhupender Singh Johal (DIN: 01983665) and Mrs. Mandeep Grewal (DIN: 03614401) as its members. During the year under review the Audit Committee met four times in the financial year on 30.05.2022, 12.08.2022, 14.11.2022, and 10.02.2023. The details of the attendance of the Members who attended the meetings and terms of reference and other details are given separately in the Corporate Governance report annexed separately.

c. Composition and Meeting of Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprises of Mr. Lilanshu Arora (DIN: 07187329), Mrs. Kiran Sandhu (DIN: 00053879), Mr. Satish Kumar (DIN: 09360435), Mr. Bhupender Singh Johal (DIN: 01983665) and Mrs. Mandeep Grewal (DIN: 03614401) as the members of the Committee as at the end of the financial year. The Nomination and Remuneration Committee met four times on 30.05.2022, 12.08.2022, 14.11.2022 and 10.02.2023 during the financial year. The details of the attendance of the Members who attended the meetings and terms of reference and other details are given separately in the Corporate Governance report annexed separately.

d. Composition and meeting of Stakeholders Relationship Committee:

The Stakeholders Relationship Committee comprises of Mr. Lilanshu Arora (DIN: 07187329), Mrs. Kiran Sandhu (DIN: 00053879), Mr. Satish Kumar (DIN: 09360435), Mr. Bhupender Singh Johal (DIN: 01983665) and Mrs. Mandeep Grewal (DIN: 03614401) as the members of the Committee as at the end of the financial year. The Stakeholder Relationship Committee duly met four times on 30.05.2022, 12.08.2022, 14.11.2022 and 10.02.2023 during the financial year. The details of the attendance of the Members who attended the meetings and terms of reference and other details are given separately in the Corporate Governance report annexed separately.

e. Declaration by Independent Directors and their meeting:

The Company has received the requisite declarations under section 149(7) of the Companies Act, 2013 read with the SEBI (Listing Obligations & Disclosure Requirement) regulations, 2015 from each of the Independent directors at the start of the Financial Year stating that they meet the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015. During the year under review, One (1) separate meeting of Independent Directors of the Company was held on 10.02.2023.

f. Familiarization & Training Programme for Independent Directors:

The Company had provided suitable training to all the independent directors of the Company and to familiarize them with the Company, the business model, the socio-economic environment in which the Company operates, the operational and financial performance of the Company. The familiarization Programme also seeks to update the Independent Directors with their roles, rights, responsibilities, duties under the Act and other statutes.

g Formal Annual Evaluation of Board of its own performance and that of its Committees and Directors:

Pursuant to the provisions of the Act and the Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, its committees and the individual directors. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

g .Policy on Director's appointment and remuneration:

The current policy is to have an appropriate mix of executive & non-executive and independent directors to maintain the independence of the board and separate its functions of governance and management. The policy of the Company on Directors appointment and remuneration including the criteria for determining the qualifications, positive attributes, independence of a Director and other matters as provided under Section 178(3) of the Companies Act, 2013 is as per the terms laid down in the Nomination & Remuneration policy of the Company.

h. Statement Regarding opinion of Board with regard to integrity, expertise and experience (including the proficiency) of Independent Director appointed during the year:

In the opinion of the Board of Directors, all the three Independent Directors, Mr. Bhupender Singh Johal (DIN: 01983665), Mrs. Mandeep Grewal (DIN: 03614401) and Mr. Satish Kumar (DIN: 09360435) who were appointed w.e.f. 08th December 2021 and were regularized by shareholders by way of special resolution in the 32nd AGM, possess necessary integrity, expertise and experience (including proficiency) which make them fully eligible to be appointed as Independent Director.

4. Auditors:

a. Statutory Auditors:

M/s Sunil Vashisht & Co., Chartered Accountants (FRN: 005016N) having Office at R-8, South Extension Part-2, New Delhi - 110049 were appointed as the Statutory Auditors of the Company for a period of 5 years in the 28th Annual General Meeting held on 28.09.2018 to hold office till the conclusion of this 33rd Annual General Meeting of the Company to be held on 26th September, 2023. Now, Board of Directors of the Company recommends to re-appoint M/s Sunil Vashisht & Co., Chartered Accountants (FRN: 005016N) as the Statutory Auditor of the Company for another period of five years to hold office from conclusion of this 33rd Annual General Meeting of the Company till conclusion of 38th Annual General Meeting of the Company, at such remuneration and out of pocket expenses or other expenses as may be mutually decided by the Board of Director and Statutory Auditor of the Company. The proposed resolution of such appointment is given in the Notice of this 33rd Annual General Meeting.

Reporting of frauds by auditors:

During the year under review, the auditors has not reported to the Board, under sub-section (12) of section 143 of the Companies Act, 2013 any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

There are no explanations or comments given by the Board as the report given by auditors of the Company doesn't contain any qualification, reservation or adverse remarks.

b. Secretarial Audit:

The Board appointed M/s Santosh Kumar Pradhan, Practicing Company Secretary as the Secretarial Auditor to conduct the secretarial audit of the Company for the Financial Year 2022-23. The secretarial audit report as required under section 204 of the Companies Act, 2013 is annexed as **Annexure 1** and forms part of this report.

Comments of Secretarial Auditor and Board's explanation:

Comments of Secretarial Auditor:

The Secretarial Auditor of the Company has given following comments in his report for the financial year 2022-23:

- a. *The Company does not have a Whole Time Key managerial Personnel in the Category of Chief Financial Officer (CFO) pursuant to the provisions of Section 203 of Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.*
- b. *The Company has not filed its Financial Statements and Annual Return with the Registrar of Companies for the financial year ended 2021-22.*
- c. *The company has not filed any of the requisite resolutions in Forms MGT-14 required to be filed with the Registrar of Companies during the Financial Year 2022-23;*
- d. *The company has not filed the requisite Forms DIR-12, MR-1 & MGT-15 required to be filed with the Registrar of Companies for the resolutions passed in the Annual General Meeting held for the Financial Year 2021-22;*
- e. *The DIR-3_KYC Forms was not filed for Mrs. Kiran Sandhu and Mr. Mandeep Grewal during the Financial Year 2022-23;*
- f. *100% Promoter's shareholding of the Listed Entity is not in Dematerialized form as required under Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- g. *The Company has not submitted the quarterly Financial Results for the quarters ended 31.03.2022, 30.06.2022, 30.09.2022 and 31.12.2022 within the prescribed time period to the Stock Exchange.*

- h. *The Company has not submitted Annual Secretarial Compliance Report for the Financial Year ended 31.03.2022, within the prescribed time period to the Stock Exchange.*
- i. *The Company has not submitted the copy of Annual Report along with Notice for the Financial Year ended 31.03.2022, within the prescribed time period to the Stock Exchange.*
- j. *The Company has not submitted the details of Related Party Transaction for the Half Year ended 30.09.2022, within the prescribed time period to the Stock Exchange.*
- k. *The Company has not submitted shareholding pattern for the quarter ended 30.09.2022, 31.12.2022 and 31.03.2022 within the prescribed time period to the Stock Exchange.*
- l. *The Company has not submitted outcome of the Board Meeting held on 12.08.2022, 14.11.2022 and 10.02.2022 within the prescribed time period to the Stock Exchange.*
- m. *The Company has not submitted details of Investor Complaints for the quarter ended 30.09.2022 within the prescribed time period to the Stock Exchange.*
- n. *The Company has not maintained a functional website as required under Regulation 46 of SEBI (LODR) Regulation, 2015.*
- o. *The Company has not paid the listing fees to the Bombay Stock Exchange for the Financial Year 2023-24 within the prescribed time period.*
- p. *The Company has not published the financial results for all the four quarters for financial year 2022-23, as required under regulation 47 of SEBI (LODR) Regulations, 2015.*
- q. *The Chairman of the Audit Committee and Stake Holder Relationship Committee did not attend the 32nd Annual General Meeting of the Company;*
- r. *The Financial Results submitted to Stock Exchange has been signed by the Company Secretary of the Company instead of Chairperson or Managing Director of the company for all the four quarters for the financial year 2022-23.*

Board's Explanation:

Board of Director's explanation to such comments is as follows:

Due to scarcity of funds, non-availability of resources, low business operations and other unavoidable circumstances, the company was not able to appoint CFO in the company, file the requisite forms with ROC and meeting other statutory compliances as indicated by secretarial auditor in its report. However, the Company shall ensure to comply with all the requirements in times to come.

Disclosure about Cost Audit and Maintenance of Cost Records:

The provisions of the cost audit and maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable on the Company and accordingly such accounts and records are not required to be made and maintained.

5. Annual Return:

The Companies (Amendment) Act, 2017 has replaced the requirement of annexing Extract of Annual Return (MGT-9) with the Annual Report and provides for company to place the copy of Annual Return on the website of the company, if any. Hence, the draft of Annual Return is available on the website of the company www.tarafoods.in

6. Vigil Mechanism: (Whistle Blower Policy)

A Vigil Mechanism / Whistle Blower Policy, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 was approved by the Board. The vigil mechanism shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee, in exceptional cases.

Mr. Manjit Singh, Plant manager was appointed as the Vigilance Officer to hear the grievances of the employees with any person in the company and take steps to resolve the issues amicably and report the same to the Managing Director of the Company and offences of serious nature may be brought to the attention Mr. Lillanshu Arora, Chairman of the Audit Committee of the Company who shall after hearing the concerned person award appropriate punishment to the offender.

7. Deposits:

During the year under review, your company has not accepted any public deposits in terms of the provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014.

8. Loans, Guarantees or investments:

During the year under review Company has given a loan of Rs. 73,182 to the Related Parties of the Company. Except this the Company has not given any loan, provided any Guarantees and has not made any investments during the financial year under review.

9. Contracts and arrangements with related parties:

The Company has not entered into any contracts and arrangements with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 and hence the Form AOC-2 is not required to be annexed.

10. Corporate Social Responsibility:

The provisions of Corporate Social Responsibility are not applicable on the Company.

11. Risk Management Policy:

Every business has inherent risks involved in its operations, which may be either external or internal. The external factors are market competition, availability of cheaper substitute products, Government policies regarding power tariffs and ongoing political and economic changes in the importing Country. The Company may not have much control over such factors; however it is important to address these risks & concerns to mitigate their overall impact on the business. Formal risk assessment and Management approach along with the regular monitoring mechanism in the Company ensures that these risks are duly addressed and well managed. High focus on safety of plant, its premises and people continuity and proactive Management of related business environment are essential for the risk management in the overall supply chain and business in general.

12. Internal Financial controls Systems and Their Adequacy:

The Company has an adequate system of internal controls to ensure that all activities are monitored and controlled as well as transactions are authorized, recorded and reported correctly. The Company ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines, which are supplemented by internal audit regularly.

The Audit Committee of the Board meets on quarterly basis and reviews the internal control systems as well as financial statements.

13. Share Capital:

The Company has only one kind of Shares i.e. Equity shares with same voting rights. The Company has not issued any sweat equity shares during the financial year under review. The Company has not issued any further shares during the financial year under review. Further, during the year under review, the Company has not made any offer to buy back its shares.

14. Particulars of Employees:

Information in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure 2** and forms part of this report.

15. Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo:

Information in accordance with the provisions of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption and Foreign exchange earning & outgo of the Company were given as per **Annexure 3** to this report.

16. Corporate Governance report:

A Comprehensive report on Corporate Governance as stipulated under Regulation 34(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is attached to this report.

Your Company has obtained a certificate from the Statutory Auditor regarding the compliance of conditions of Corporate Governance as stipulated under Schedule V (E) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the same is annexed.

17. Code of Conduct for Prevention of Insider Trading:

Your Company's Code of Conduct for Prevention of Insider Trading covers all the Directors, senior management personnel, persons forming part of promoter(s)/promoter group(s) and such other designated employees of the Company, who are expected to have access to unpublished price sensitive information relating to the Company. The Directors, their relatives, senior management personnel, persons forming part of promoter(s)/promoter group(s), designated employees etc. are restricted in purchasing, selling and dealing in the shares of the company while in possession of unpublished price sensitive information about the Company as well as during the closure of trading window.

The Board of Directors has approved and adopted the revised Code of Conduct to Regulate, fair disclosure, Monitor and Report Trading by Insiders in line with SEBI (Prohibition of Insider Trading) Amendment Regulation, 2018.

18. Disclosure under the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013:

The details are as follows:

1. Number of Complaints of Sexual Harassment received in the year: Nil
2. Number of Complaints disposed during the year: N.A
3. No. of cases pending for more than ninety days: Nil
4. No. of workshops or awareness Programme against Sexual harassment carried out: Nil
5. Nature of action taken by the employee or District officer: N.A

The Company is in the process of constituting Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee will provide adequate safeguard against Sexual Harassment Complaints and will provide direct access to the Chairperson of the Internal Complaints Committee. It will take steps to resolve the issues and after hearing the concerned person award appropriate punishment to the offender.

19. Disclosure about application made or proceeding pending under the Insolvency and Bankruptcy Code, 2016:

During the year under review, neither any application has been made nor are any proceedings pending against the company under the Insolvency and Bankruptcy Board of India.

20. The details of difference between amount of the time of one time Settlement and the Valuation done while taking loan from the Bank or Financial Institutions along with the reasons thereof

No such event has occurred during the year under review.

21. Disclosure under Secretarial Standard:

The Company complies with the provisions of applicable Secretarial Standards in respect of the convening of the Board & General Meetings.

22. Disclosure of certain types of agreements binding the listed entities

The company has not entered into any agreement with its shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the company which is not in the normal course of it and directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the company or impose any restrictions or any liability upon the company.

Further, neither of its shareholders, promoters, promoter group entities, related parties directors, key managerial personnel or employees has informed the company about any agreement either among themselves or with the third party which directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the company or impose any restrictions or any liability upon the company.

23. Disclosure for Investor Education and Protection Fund

There were no unpaid/unclaimed dividend declared or paid last year. The provisions of section 125 of the Companies Act, 2013 do not apply.

24. Directors' Responsibility Statement:

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to the Directors' Responsibility Statement, it is hereby confirmed that:

1. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. The Directors had selected such accounting policies and applied them consistently, and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities
4. The Directors had prepared the annual accounts on a 'going concern' basis; and
5. The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
6. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

25. Stock Exchange Listing

The shares of the Company are listed on BSE Limited (BSE). The listing fee for the financial year 2023-24 has not been paid by Company to BSE till the date of this report, however company is in process of paying the same to BSE.

APPRECIATION:

We wish to convey our sincere thanks to the Shareholders and various agencies of the Central Government, State Governments, Financial Institutions, Company's Banker and Business Associates for their continued cooperation extended to the Company. We also wish to record our deep appreciation of the contribution made by the employees at all levels.

Place: Rudrapur
Date: 10.08.2023

By Order of the Board
Tarai Foods Limited

Sd/-
Mr. G.S. Sandhu
Chairman
DIN: 00053527

Address: CAS0020002, Ground Floor, Tower No. 02 of the Castille
Jaypee Greens, Greater Noida- 201306, U.P.

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members,
Tarai Foods Limited
CIN: L15142DL1990PLC039291
13, Hanuman Road, Connaught Place,
New Delhi- 110001.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Tarai Foods Limited (CIN: L15142DL1990PLC039291) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable as the Company has not issued any securities);**
 - (iv) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not Applicable as the Company has not issued any securities to Employees during the financial year);**

- (v) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable as the Company has not issued any non-convertible securities during the financial year);**
- (vi) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable as the Company has not de-listed its securities during the Financial Year);** and
- (viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable as the Company has not bought back any security during the Financial Year);**

(vi) Other laws applicable specifically to the Company viz.

- (a) Food Safety and Standard Act, 2006.

I have also examined compliance with the applicable clauses of the following:

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (b) The SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the Listing Agreements entered into by the Company with the Stock Exchanges.

I report that, during the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, standards, etc. mentioned above except the following:

- a. *The Company does not have a Whole Time Key managerial Personnel in the Category of Chief Financial Officer (CFO) pursuant to the provisions of Section 203 of Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.*
- b. *The Company has not filed its Financial Statements and Annual Return with the Registrar of Companies for the financial year ended 2021-22.*
- c. *The company has not filed any of the requisite resolutions in Forms MGT-14 required to be filed with the Registrar of Companies during the Financial Year 2022-23;*
- d. *The company has not filed the requisite Forms DIR-12, MR-1 & MGT-15 required to be filed with the Registrar of Companies for the resolutions passed in the Annual General Meeting held for the Financial Year 2021-22;*
- e. *The DIR-3_KYC Forms was not filed for Mrs. Kiran Sandhu and Mr. Mandeep Grewal during the Financial Year 2022-23;*
- f. *100% Promoter's shareholding of the Listed Entity is not in Dematerialized form as required under Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- g. *The Company has not submitted the quarterly Financial Results for the quarters ended 31.03.2022, 30.06.2022, 30.09.2022 and 31.12.2022 within the prescribed time period to the Stock Exchange.*
- h. *The Company has not submitted Annual Secretarial Compliance Report for the Financial Year ended 31.03.2022, within the prescribed time period to the Stock Exchange.*
- i. *The Company has not submitted the copy of Annual Report along with Notice for the Financial Year ended 31.03.2022, within the prescribed time period to the Stock Exchange.*
- j. *The Company has not submitted the details of Related Party Transaction for the Half Year ended 30.09.2022, within the prescribed time period to the Stock Exchange.*
- k. *The Company has not submitted shareholding pattern for the quarter ended 30.09.2022, 31.12.2022 and 31.03.2022 within the prescribed time period to the Stock Exchange.*
- l. *The Company has not submitted outcome of the Board Meeting held on 12.08.2022, 14.11.2022 and 10.02.2022 within the prescribed time period to the Stock Exchange.*
- m. *The Company has not submitted details of Investor Complaints for the quarter ended 30.09.2022 within the prescribed time period to the Stock Exchange.*
- n. *The Company has not maintained a functional website as required under Regulation 46 of SEBI (LODR) Regulation, 2015.*
- o. *The Company has not paid the listing fees to the Bombay Stock Exchange for the Financial Year 2023-24 within the prescribed time period.*

- p. *The Company has not published the financial results for all the four quarters for financial year 2022-23, as required under regulation 47 of SEBI (LODR) Regulations, 2015.*
- q. *The Chairman of the Audit Committee and Stake Holder Relationship Committee did not attend the 32nd Annual General Meeting of the Company;*
- r. *The Financial Results submitted to Stock Exchange has been signed by the Company Secretary of the Company instead of Chairperson or Managing Director of the company for all the four quarters for the financial year 2022-23.*

I further report that, based on the information provided by the Company, its' officers and Authorised Representatives during the conduct of the Audit, in my opinion, adequate systems, processes and control mechanism exist in the Company to monitor & ensure compliance with applicable General laws like Labour Laws, Competition law & Environmental laws.

I further report that, the compliance by the Company of applicable financial laws, like Direct & Indirect Tax laws, has not been reviewed in this Audit since the same have been subject to review by Statutory Financial Auditor and other designated professionals.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Women Directors and Independent Directors as at the end of the Financial Year. There were no changes in the composition of the Board of Directors were carried out during the year under review.

I further report that adequate notices were given to all directors regarding all Board Meetings that were conducted during the year. The schedule of the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board respectively.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the period under review, the company has not taken any decisions which have major bearing on the Company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Date: 10.08.2023
Place: Ghaziabad

for **Santosh Kumar Pradhan**
(Company Secretaries)

Santosh Kumar Pradhan
FCS No.: 6973 & C. P. No. 7647
P. R.C. No.: 1388/2022
UDIN: F006973E000775312

Note: This report is to be read with our letter of even date which is annexed as '**ANNEXURE A**' and forms an integral part of this report

To
The Members,
Tarai Foods Limited
CIN: L15142DL1990PLC039291
13, Hanuman Road, Connaught Place,
New Delhi- 110001

My report of even date is to be read alongwith this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 10.08.2023
Place: Ghaziabad

For Santosh Kumar Pradhan
(Company Secretaries)

Santosh Kumar Pradhan
(Proprietor)
FCS No.: 6973 & C. P. No. 7647
P. R. No.: 1388/2022
UDIN: F006973E000775312

Annexure 2

A. Disclosures pursuant to Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the year 2022-23:

Sl. No	Name of the Directors	Designation	Ratio
1.	Gurprit Singh Sandhu	Managing Director	N.A

2. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Sl. No	Name of the Directors	Designation	Increase
1.	Gurprit Singh Sandhu	Managing Director	NIL
2.	Kiran Sandhu	Non-Executive Director	NIL
4.	Vijay Kant Asija	Company Secretary	NIL

3. The percentage increase in the median remuneration of employees in the financial year:

There is no increase in the median remuneration of employees in the financial year.

4. The number of permanent employees on the rolls of company: 06

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

There is no increase in the average percentile of salaries of employees including managerial personnel in 2022-23.

6. Affirmation that the remuneration is as per the remuneration policy of the company: No remuneration is being paid to any of the Directors of the Company.

B. The information required under Section 197 of the Act read with rule 5(1) & 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended vide Notification dated 30th June, 2016 are given below:

(i) Name of top Ten employees

Sl. No.	Name Of Employees	Designation	Remuneration (Rs.) Per Annum	Nature Of Employment (Contractual Or Otherwise)	Qualification And Experience	Date Of Commencement Of Employment	Age	Last Employment Before Joining The Company	% Of Equity Shares Held By Such Emp	Whether Any Such Employee Is A Relative Of Any Director Or
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									loye e	Manage r Of The Compan y
1.	Manjeet Singh	Plant Manager	5,70,240	Permanent	Post-Graduation 10 Years	01.06.2009	57	N.A.	Nil	NO
2.	Harnetar Singh	Electrician	1,73,508	Permanent	Senior Secondary 24 Years	01.08.1994	51	N.A.	Nil	NO
3.	P.S. Sharma	Welder	1,20,120	Permanent	Senior Secondary 26 Years	02.04.1996	56	N.A.	Nil	NO
4.	Jaganlal	Welder	1,12,476	Permanent	Senior Secondary 8 Years	01.12.2011	39	N.A.	Nil	NO
5.	Sompal	Computer Operator	1,08,000	Permanent	Graduate	01.09.2017	51	N.A.	Nil	NO

ii. Employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than Rs. 1,02,00,000/-: N.A

S. No.	Name of Employees	Designation	Remuneration (Rs.)	Nature of employment (Contractual or otherwise)	Qualification and Experience	Date of Commencement of employment	Age	Last employment before joining the Company	% of Equity shares held by such employee	Whether any such employee is a relative of any director or manager of the Company
N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

iii. Employed for part of the Financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Rs. 8,50,000/- per month:

S. No.	Name of Employees	Designation	Remuneration (Rs.)	Nature of employment (Contractual or otherwise)	Qualification and Experience	Date of Commencement of employment	Age	Last employment before joining the Company	% of Equity shares held by such employee	Whether any such employee is a relative of any director or manager of the Company
N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

iv. Employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole time director or manager and holds by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company:

S. No.	Name of	Designation	Remuneration (Rs.)	Nature of employment	Qualification and	Date of Commenc	Age	Last employ	% of Equity	Whether any such
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	Empl oyees			ent (Contract ual or otherwise)	Experien ce	ement of employ ment		ment before joining the Company	shares held by such emplo yee	employee is a relative of any director or manager of the Company
N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

Place: Rudrapur
Date: 10.08.2023

By Order of the Board
For Tarai Foods Limited

Mr. G.S. Sandhu
Chairman
DIN: 00053527

Address: CAS0020002, Ground Floor, Tower No. 02 of the Castille
Jaypee Greens, Greater Noida- 201306, U.P.

Annexure 3

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014

I. Conservation of Energy:

Sustainability at Tarai involves the awareness that a greener, healthier planet is the best legacy we can leave for our future generations and for our business. The Company has embedded a policy of reduce, reuse and recycle across all its processes. Company's technical staff and engineers are trained to identify energy-saving opportunities and consistent efforts to improve performances have resulted in considerable reduction in the use of energy and natural resources. Your Company has taken appropriate measures for environment protection by adopting green and clean technologies.

A few initiatives taken by your Company towards energy conservation during the year under review:

- Switch off utility machines during off times.
- Rain water harvesting continues to be a focused activity at our manufacturing plants.
- Use of electrical equipment's with high energy efficiency and low anti-environment emissions.
- Office lights are switched off during lunch time and immediately after the office hours.
- The curtains are kept raised so that natural light is used.
- The laptop & computer monitors are programmed to go to sleep mode when not in use.
- Use of high masks light of 250w to CFL of 85 W.
- We have been able to achieve a higher level of operational efficiency of utilities such as Heating, Ventilation and Air Conditioning (HVAC) systems by scrapping and replacing the old floor mounted HVAC with a more efficient roof mounted HVAC.

II. Technology absorption, adaptation and innovation:

(i) The efforts made towards technology absorption:

Validation of a formulation for compost preparation was carried out in the year 2015. Formulation chosen for the composting consisted of wheat straw, Chicken manure(80 %) , Gypsum (9.5 %) , Urea (1%)and Cotton seed cake(2 %). Validated recent formulation gave significantly higher yield comparing earlier formulation. The present formulation is comparatively cost effective also. Application of validated formulation is presently going on.

The company has not imported any technology in the last few years and hence matters pertaining to the technology absorption, adaptation and innovation are not applicable to the company.

The imported technology currently used is quite old, around 17-20 years old for which the company has retained key technical staffs that have been trained by earlier technical collaborator and have adapted the technology well.

(ii) The expenditure incurred on Research and Development:

Our company is involved in manufacturing business for which the employees carry on necessary research on the job for improving the existing processes and procedures. Since it is an integral part of our continuous effort to improve our services, no research and development expenditure is separately allocated.

III. Foreign Exchange Earnings & Outgo

The particulars regarding earnings and outgo in Foreign Exchange for the year 2022-23 are given below.

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Foreign Exchange Earning	NIL	NIL

Foreign Exchange Outgo	NIL	NIL
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By Order of the Board
For **Tarai Foods Limited**

Place: Rudrapur
Date: 10.08.2023

Mr. G.S. Sandhu
Chairman
DIN: 00053527

**Address: CAS0020002, Ground Floor, Tower No. 02 of the Castille
Jaypee Greens, Greater Noida- 201306, U.P.**

REPORT ON CORPORATE GOVERNANCE

1. BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance refers to a set of laws, regulations and good practices that enable an organization to perform efficiently and ethically generate long term wealth and create value for all its stakeholders. The Company believes the sound Corporate Governance is critical for enhancing and retaining investor trust and the Company always seeks to ensure that its performance goals are met with integrity. The Company has established systems and procedures to ensure that its Board of Directors is well informed and well equipped to fulfill its overall responsibilities and to provide management with the strategic direction needed to create long term shareholders value.

The Company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate governance viz. Integrity, equity, transparency, fairness, disclosure, accountability and commitment to values.

The Governance Structure

The Company's Corporate Governance philosophy has following tiers:

- i. Strategic Supervision – by the Board of Directors comprising the Executive and Non-Executive Directors.
- ii. Executive Management- by the Executive Management comprising of the Chairman, MD and Whole time Director.
- iii. Operational Management- by the concerned Departmental Heads/Operation Heads.

The said governance structure besides ensuring greater management accountability and credibility facilitates increased autonomy of business, performance discipline and development of business leaders, leading to public confidence.

2. BOARD OF DIRECTORS:

a) Composition and Category of Directors:

The Details of the Board of directors as at the end of the Financial Year is provided herein below:

S. No.	Name of Directors/ DIN	Category of Directors	No. of Other Directorship	No of Committee Position held		Directorship in other listed entities (category of directorship)
				Chairperson	Member	
1.	Mr. Gurprit Singh Sandhu (DIN:00053527)	Executive Managing Director	2	NIL	NIL	NIL
2.	Mrs. Kiran Sandhu (DIN:00053879)	Non- Executive Director	2	NIL	Audit, Nomination & Remuneration and Stakeholder Relationship Committee	NIL

3.	Mr. Lilanshu Arora (DIN:07187329)	Non- Executive Independent	2	Audit, Nomination & Remuneration and Stakeholder Relationship Committee	Audit, Nomination & Remuneration and Stakeholder Relationship Committee	NIL
4.	Mr. Satish Kumar (DIN: 09360435)	Non- Executive Independent	1	NIL	Audit, Nomination & Remuneration and Stakeholder Relationship Committee	NIL
5.	Mr. B. S. Johal (DIN: 08198711)	Non- Executive Independent	1	NIL	Audit, Nomination & Remuneration and Stakeholder Relationship Committee	NIL
6.	Mrs. Mandeep Grewal (DIN: 03614401)	Non- Executive Independent	NIL	NIL	Audit, Nomination & Remuneration and Stakeholder Relationship Committee	NIL

b) Details of Board Meetings held during the year & the attendance of each Director and the attendance in last AGM :

During the year under review, four Board meetings were held and the dates of the board meetings and attendance at the board meetings were as follows:

Date of Board Meeting	Mr. Gurprit Singh Sandhu	Mrs. Kiran Sandhu	Mr. Satish Kumar	Mr. B. S. Johal	Mrs. Mandeep Grewal	Mr. Lilanshu Arora
30/05/2022	YES	YES	YES	YES	YES	YES
12/08/2022	YES	YES	YES	YES	YES	YES
14/11/2022	YES	YES	YES	YES	YES	YES
10/02/2023	YES	YES	YES	YES	YES	YES
Attendance in Board Meeting	4/4	4/4	4/4	4/4	4/4	4/4

Attendance in Last AGM	YES	NO	NO	NO	NO	NO
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c) Disclosure of relationship between Directors inter-se and number of shares held by each of the Non-Executive Directors:

Mr. G.S. Sandhu & Ms. Kiran Sandhu are related to each other. Except this, no other directors are related to each other. Ms. Kiran Sandhu holds 52,490 shares as on 31.03.2023 and no other Non-executive Directors hold any shares in the Company.

d) Web-link of familiarization program for Director Including Independent Directors:

The Company has imparted requisite training to the Independent Directors. The details regarding Director Training and familiarization programs has been placed at the website of the company www.taraifoods.in.

e) Chart Setting out the Skills / Expertise / Competence of the Board of Directors:

As stipulated under Schedule V of the SEBI Listing Regulations, core skills/expertise/competencies, as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

- S No. Core Skills/Expertise/Competencies
1. Corporate Management and Leadership Quality
 2. Knowledge of Foods industry
 3. Knowledge of Corporate Finance, Accounting and Internal Financial Controls
 4. Sales, Marketing and International business
 5. Corporate Governance

While evaluating the performance of Board as a whole, it was ensured that the core skills/competencies of the Board Member match with the Core Skills/Competencies matrix set by the company for running its business effectively and in a transparent manner:

Name of the Director	Expertise in specific functional area
Mr. Gurprit Singh Sandhu	Industrialist, Industry Knowledge, Management skills, Leadership in the field of Foods industry
Mr. Kiran Sandhu	Industry Knowledge in the field of Foods,
Mr. Mandeep Grewal	Industry Knowledge in the field of Foods and Banking, Finance
Mr. Satish Kumar	Industry Knowledge in the field of Foods and Banking, Finance
Mr. Bhupender Singh Johal	Industry Knowledge in the field of Foods and Banking, Finance
Mr. Lilanshu Arora	Industry Knowledge in the field of Foods and Banking, Finance

f) Board Independence :

The Company strongly believe that Independent directors play an important role in the affairs of the Company through their valuable contribution and bring transparency and effectiveness in the functioning of the Company. The definition of "independence" of Directors is derived from Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Companies Act. The Company has received the annual confirmation and disclosures from all its Non-Executive Independent directors and all of them comply with the requirements laid down by the SEBI Listing Regulations that are applicable to an Independent Director.

g) MEETING OF INDEPENDENT DIRECTORS:

During the year under review, one (1) separate meeting of Independent Directors was held on 10th February, 2023.

h) TERM OF BOARD MEMBERSHIP:

The Nomination and Remuneration Committee (NRC) determines the appropriate characteristics, skills and experience required for the Board as a whole and for individual members. Board members are expected to possess the required qualifications, integrity, expertise and experience for the position. They also possess expertise and insights in sectors/areas relevant to the Company, and have ability to contribute to the Company's growth.

i) BOARD PROCEDURE :

Meetings Schedule, Agenda and participation thereat: The Board/Committee meetings are pre-scheduled and a tentative annual calendar of the Board and Committee meetings is circulated to the Directors well in advance to help them plan their schedule and ensure meaningful participation in the meetings. The Company Secretary, in consultation with the Chairman, drafts the agenda for meetings, along with notes and the same is made available at least seven days in advance to all the Directors for facilitating fruitful and focused discussions at the meeting. Only in case of urgent business, if the need arises, the Board's/ Committee's approval is taken by passing resolutions through circulation or by calling Board Meeting

j) COMPLIANCE REPORTS

The Board periodically reviews the compliance report of the laws applicable to the Company as well as steps taken by the Company to rectify the instances of non-compliances, if any.

k) INFORMATION PROVIDED TO THE BOARD

The Board has unrestricted access to all Company-related information. At Board/Committee meetings, departmental heads and other technical heads who can provide additional insights into the items being discussed, are invited. The Company provides the following information *inter alia* to the Board, which is given either as part of the agenda or by way of presentations during the meetings, as deemed appropriate.

3. PARTICULARS OF SENIOR MANAGEMENT

Mr. Vijay Kant Asija, Compliance Officer cum Company Secretary of the Company is designated as the Senior management of the Company.

4. AUDIT COMMITTEE:

a. Meetings during the year:

During the financial year 2022-2023, the Members of the Audit Committee met four times. The dates of the meetings were 30.05.2022, 12.08.2022, 14.11.2022 and 10.02.2023.

b) Composition of Committee and attendance of members :

Sl. NO.	NAME OF DIRECTOR	POSITION	CATE GORY	NO. OF MEETINGS	ATTENDANCE
1.	Mr. Lilanshu Arora	Chairman	ID	4	4
2.	Mrs. Kiran Sandhu	Member	NED	4	4
3.	Mr. Satish Kumar	Member	ID	4	4
4.	Mr. B. S. Johal	Member	ID	4	4
5.	Mrs. Mandeep Grewal	Member	ID	4	4

Terms of reference of Audit Committee:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending the appointment, remuneration and terms of appointment of statutory auditors, including cost auditors of the Company;
- Approving payment to statutory auditors, including cost auditors, for any other services rendered by them;
- Reviewing with the management, the annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgement by the management;
 - d. Significant adjustments made in financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, the performance of statutory auditors and internal auditors, adequacy of internal control systems;
- Formulating the scope, functioning, periodicity and methodology for conducting the internal audit;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow-up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Vigil Mechanism and Whistle Blower mechanism;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
- Reviewing financial statements, in particular the investments made by the Company's unlisted subsidiaries;
- Reviewing the following information:
 - a. The Management Discussion and Analysis of financial condition and results of operations;
 - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - c. Management letters/letters of internal control weaknesses issued by the statutory auditors;
 - d. Internal audit reports relating to internal control weaknesses;
 - e. Reviewing the appointment, removal and terms of remuneration of the Chief internal auditor / internal auditor(s); and statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice in terms of Regulation 32(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the recommendations made by the Audit Committee during the year under review were accepted by the Board.

5. NOMINATION AND REMUNERATION COMMITTEE:

a) Remuneration policy of the Company:

The remuneration policy of the Company is available at the website of the Company at www.tarafoods.in. No remuneration is being paid to any of the Directors of the Company.

b) Meetings during the year:

During the financial year 2022-2023, the Members of the Nomination and Remuneration Committee met Four times. The dates of the meetings were 30.05.2022, 12.08.2022, 14.11.2022, 10.02.2023.

c) Composition of Committee and attendance of members:

SI. NO.	NAME OF DIRECTOR	POSITION	CATE GORY	NO. OF MEETINGS	ATTENDANCE
1.	Mr. Lilanshu Arora	Chairman	ID	4	4
2.	Mrs. Kiran Sandhu	Member	NED	4	4
3.	Mr. Satish Kumar	Member	ID	4	4
4.	Mr. B. S. Johal	Member	ID	4	4
5.	Mrs. Mandeep Grewal	Member	ID	4	4

C) Performance evaluation criteria:

The Criteria for evaluation of Independent directors may be on the following parameters:

- Highest personal and professional ethics, integrity and values
- Practical wisdom and mature judgment
- Attendance and participation in the meetings
- Expert opinions in respect of serious issues.
- Abidance and behavior in accordance with the code of conduct for Directors.
- The willingness and commitment to devote extensive time necessary to fulfill his/her duties.

Evaluation mechanism:

- i) The Performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- j) On the basis of the report of Performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director.

Terms of reference:

1. Authority:

A. The Committee is authorized by the Board to:

- a) investigate and undertake any activity within its terms of reference; and
 - b) Seek any information it properly requires from any employee of the Company in order to perform its duties and all employees are directed by the Board to co-operate with any request made by the Committee.
- B. If the Committee considers it necessary to do so, it is authorized to obtain appropriate external advice to assist it in the performance of its duties and to secure the services of outsiders with relevant experience and expertise and to invite those persons to attend at meetings of the Committee. The cost of obtaining any advice or services shall be paid by the Company within the limits as authorized by the Board.

2. Duties:

A. The duties of the Committee in relation to its nominations function shall be:

- a) to be responsible for identifying and nominating, for the approval of the Board and ultimately the shareholders, candidates to fill Board vacancies as and when they arise as well as putting in place plans for succession, in particular with respect to the Chairman of the Board and the Chief Executive Officer;
- b) to review regularly the Board structure, size, composition and make recommendations to the Board of adjustments that are deemed necessary, in order to ensure an adequate size and a well-balanced composition of the Board and further ensure that a majority of the Board is independent, and to make determinations regarding independence of members of the Board;
- c) to consider succession and emergency planning, taking into account the challenges and opportunities facing the Company and the skills and expertise therefore needed on the Board, reporting to the Board regularly;
- d) to keep under review the leadership needs of the organization, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the market place;
- e) annual performance evaluation of the Chairman, Managing Director and Whole time director in their respective offices and all directors with respect to their roles as directors;
- f) to ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
- g) To recommend to the Board whether to re-appoint a director at the end of their term of office.
- h) to make recommendations to the Board concerning any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the provision of the law and their service contract;
- i) to identify and recommend directors who are to be put forward for retirement by rotation;
- j) Before appointment is made by the Board, to evaluate the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment.

In identifying suitable candidates the Committee may:

- (i) use open advertising or the services of external advisers to facilitate the search;
 - (ii) consider candidates from a wide range of backgrounds; and
 - (iii) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
- k) to ensure the development of guidelines for selecting candidates for election or re-election to the Board, or to fill vacancies on the Board;
 - l) to delegate any of its powers to one or more of its members or the secretary of the Committee;
 - m) to consider any other matters as may be requested by the Board; and
 - n) to make available its terms of reference and review annually those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

3. Duties-Remuneration

The duties of the Committee in relation to its remuneration function shall be:

A. to consider and determine, based on their performance and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board and the Chief Executive Officer, namely,

- a) base salary;
- b) bonuses and performance-related payments (including profit-sharing schemes);
- c) discretionary payments;
- d) benefits in kind; and
- e) share options and their equivalents

B. to approve the remuneration of other members of the senior management of the group

C. be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee and considering any other connection that they may have with the Company.

D. in relation to the above, the Committee shall at all times give due regard to published or other available information relating to pay, bonuses and other benefits of executives in companies which are comparable to the Company;

E. to delegate any of its powers to one or more of its members or the secretary of the Committee;

F. to consider any other matters as may be requested by the Board; and

G. to make available its terms of reference and review annually those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

2. Remuneration of Directors:

The Company does not give any Remuneration to any of its Directors.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE:

a) Meeting During the Year:

During the financial year 2022-2023, the Members of the Stakeholder Relationship met Four times. The dates of the meetings were 30.05.2022, 12.08.2022, 14.11.2022 and 10.02.2023.

b) Composition of Committee and attendance of members :

SI. NO.	NAME OF DIRECTOR	POSITION	CATE GORY	NO. OF MEETINGS	ATTENDANCE
1.	Mr. Lilanshu Arora	Chairman	ID	4	4
2.	Mrs. Kiran Sandhu	Member	NED	4	4
3.	Mr. Satish Kumar	Member	ID	4	4
4.	Mr. B. S. Johal	Member	ID	4	4
5.	Mrs. Mandeep Grewal	Member	ID	4	4

c) Mr. Vijay Kant Asija, Company Secretary is the Compliance Officer of the Company.

d) - No. of Investors' Complaints received by the Company: NIL

- No. of Complaints not solved to the satisfaction of shareholders: NIL

- No. of Complaints not solved / pending: NIL

7. GENERAL BODY MEETINGS :

• **Location and time, where last three AGMs were held :**

Particulars	FY 2019-20	FY 2020-21	FY 2021-22
Date & Time	September 30, 2020 01.00 P.M.	September 30, 2021 05.30 P.M.	September 26, 2022 10:00 A.M.
Venue	Through VC/ OAVM	Through VC/ OAVM	Through VC/ OAVM

• **Whether any special resolutions passed in the previous 3 AGMs:**

One Special Resolution was passed in the AGM held on 30th September, 2020.
No Special Resolution was passed in the AGM held on 30th September, 2021.
Four Special Resolutions were passed in the AGM held on 26th September, 2022.

• **Whether any special resolution passed in last year through postal ballot, details of voting pattern:**

No

• **Person who Conducted the Postal Ballot exercise:**

N.A.

• **Whether any special resolution is proposed to be conducted through postal ballot:**

No

- **Procedure for postal ballot:**

N.A

8. MEANS OF COMMUNICATION:•

The Quarterly Unaudited Financial Results are generally published by the Company in The Financial Express (English), Mint (English), Naya India (Hindi), Jansatta (Hindi). The Company doesn't maintains any web-site. During the year under review, the Company has neither released any official news nor has made any presentation to the Institutional Investors or to the Analysts.

9. GENERAL SHAREHOLDER INFORMATION:

a) Annual General Meeting:

Date and Time: 26th September, 2023 at 10:00 A.M.
Venue : Through Video Conferencing/ other Audio Visual means

Financial Year: 2022-23

The financial year of the Company is from April to March.

b) Dividend payment date :

N. A.

c) Name and address of Stock Exchanges at which the listed entity securities are listed:

The shares of your Company are listed at The Bombay Stock Exchange, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001. The Company has paid the listing fees to the Bombay Stock Exchange for the financial year 2022-23, however, the Company has not paid the listing fees for the financial year 2023-24.

e) Stock Code:

The Stock Exchange, Mumbai - 519285

f) Market price Data High/ Low during each month in last financial year:

At BSE (Bombay Stock Exchange)

Month	Monthly High	Monthly Low
Apr-22	10.05	7.17
May-22	9.15	5.12
Jun-22	10.08	4.65
Jul-22	7.60	3.62
Aug-22	7.85	5.64
Sep-22	7.25	6.04
Oct-22	7.15	6.08
Nov-22	6.95	6.07
Dec-22	7.00	6.01
Jan-23	6.75	5.95
Feb-23	6.42	4.09
Mar-23	7.57	3.89

g) Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.:

Since the shares of the Company are thinly traded, the comparison of the performance of the shares of the Company with indices such as BSE Sensex is not made.

h) In case of securities are suspended from trading, the Directors report shall explain the reason:

N.A.

i) Registrar and Transfer Agents:

Beetal Financial & Computer Services Pvt. Limited, having their registered office at 99, 3rd Floor, Madangir, B/4 Behind Local Shopping Center, Near Dada, Harsukh Das Mandir, New Delhi- 110 062.

j) Share Transfer System:

All the share transfer system of the company is being controlled by Beetal Financial & Computer Services Pvt. Limited, subject to the approval of the company.

k) Distribution of Shareholding as on 31.03.2023:

Sr. No.	Category	No. of Shares	% of Holding
A.	Promoters' Holding:		
1.	Promoters		
	Indian Promoters	19,31,162	10.89
	Foreign Promoters	63,28,100	35.70
2.	Persons Acting In Concert	NIL	NIL
	Sub- Total	82,59,262	46.59
B.	Non Promoters' Holding		
3.	Institutional Investors:		
a.	Mutual Funds & UTI	12,900	0.07
b.	Banks, FIs, Insurance Companies (Central/State Govt. Institutions/Non- Govt. Institutions)	20,100	0.12
c.	Foreign Institutional Investors	NIL	NIL
	Sub- Total	33,000	0.19
4.	Others		
a.	Private Corporate Bodies	37,73,945	21.29
b.	Indian Public	53,52,944	30.19
c.	NRIs/OCBs	2,28,898	1.29
	Any Other Clearing Members- Demat Transit/ Trust/HUF)	80,071	0.45
	Sub-Total	94,35,858	53.22
	GRAND TOTAL	1,77,28,120	100

l) Dematerialization of Shares & Liquidity:

As on 31st March, 2023, 1,28,44,169 equity shares, representing 72.450% of total Equity Capital is held in demat form with the NSDL & CDSL.

m) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:

N. A.

n) Commodity price risk or foreign exchange risk and hedging activities:

N.A.

o) Plant Location:

Village: Fazilpur-Mehrola, Tehsil: Kichha, Rudrapur, Dist.: Udham Singh Nagar, Uttarakhand.

p) Address for Correspondence:

Registered office address - 13, Hanuman Road, Connaught Place, New Delhi- 110001.

q) Credit Rating:

Company has not obtained any credit rating during the financial year.

10. OTHER DISCLOSURES:

- **Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, Directors or the management, their subsidiaries or relative that may have potential conflict with the interests of the Company at large:**

The Company does not have any materially significant related party transactions, which may have potential conflict with its interest at large.

- **Details of non-compliance by the Listed Entity, penalties, strictures imposed on the listed entity by Stock Exchange(s) or the Board or any Statutory Authority, on any matter related to capital markets, during the last three years :**

During the year under review, the Company was not able to comply with some of the provisions of SEBI LODR Regulations and the Company has received notices & clarifications from the Stock Exchange for the same. The Company has paid penalties for these non-compliances and shall ensure to comply with all the requirements in future. Further, the Company has got the approval of Members for the re-classification of some of the Promoters from Promoter Category to Non-Promoter category, however, the Company was not able to comply with the requirements of SEBI LODR and hence, the same resolution is proposed to be passed in the ensuing Annual General Meeting of the Company.

- **Whistle Blower policy and affirmation that no personnel has been denied access to the audit committee:**

A Vigil Mechanism / Whistle Blower Policy, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 was approved by the Board in its Board meeting held on 14th November, 2014. The vigil mechanism shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee, in exceptional cases.

Mr. Manjit Singh, Plant Manager was appointed as the Vigilance Officer to hear the grievances of the employees with any person in the company and take steps to resolve the issues amicably and report the same to the Managing Director of the Company and offences of serious nature may be brought to the attention Mr. Lilanshu Arora Chairman of the Audit Committee of the Company who shall after hearing the concerned person award appropriate punishment to the offender.

- **Details of compliance of mandatory requirements and adoption of the non-mandatory requirements:**

The Company has complied with the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and the Company proposed to adopt some of the provisions of the non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

- Web Link where policy for determining "material" subsidiaries and policy on dealing with related party transactions is disclosed: The Company does not have any subsidiary Company.

- **Disclosure of Commodity price risks and commodity hedging activities:**

N.A.

- **Certificate From Practicing Company Secretary that None of the Directors on the Board of the Company have**

been Debarred or Disqualified from Being appointed or Continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any Such Statutory authority:

The Company has received a certificate from Santosh Kumar Pradhan, Practising Company Secretary to the effect that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs or any other statutory authority. The same forms part of this report.

- All The recommendation made by the Audit/ Nomination & Remuneration Committee and Stakeholder Relationship Committee during the Year under review were accepted and adopted by the Board.
- **Statutory Auditors and their fee: M/S Sunil Vashisht & Co. the Chartered Accountants are the Statutory Auditors of the Company. During the F.Y. 2022-23, the total fees Paid by the Company to them on a Consolidated basis is as below:**

Statutory Audit	Rs. 106200
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- **Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 :**

In order to comply with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has formulated and implemented a policy on prevention, prohibition and redressal of complaints related to sexual harassment of women at the workplace. All women employees are covered under the above policy. The said policy has been uploaded on the internal portal of the Company for information of all employees. An Internal Complaint Committee (ICC) has been set up in compliance with the said Act. During the year under review, no Complaint was reported pertaining to sexual harassment of women at workplace.

- **Loans and Advances in the nature of loan to firms/companies in which directors are interested**

During the year under review company has not given any loan or advance in the nature of loan to firms/companies in which directors are interested.

- **Details of material Subsidiaries of the listed entity:**

Company does not have any subsidiary till the issue of this report.

21. The Company has complied with all the requirement of the corporate governance report as mentioned in Schedule V sub paras (2) to (10) except for maintenance of website during the year under review due to financial position of the Company. Subsequent to the end of the Financial Year, the Company has started its website in new domain viz. www.taraifoods.in
22. The Company has Complied with the all the Corporate governance requirements as specified in regulation 17 to 27 and clauses (b) to (i) of Sub regulation (2) of regulation 46 of SEBI(Listing Obligation and Disclosure Requirements, Regulations 2015 except for the non-compliances pointed by the Secretarial Auditor in their Report forming part of the Annual Report of the Company.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to regulation 34(3) and Schedule V Para C clause (10)(i) of SEBI (Listing obligation and Disclosure Requirement) Regulations, 2015)

To,
The Members of,
TARAI FOODS LIMITED
13, HANUMAN ROAD,
CONNAUGHT PLACE,
NEW DELHI, DL 110001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **TARAI FOODS LIMITED** having CIN L15142DL1990PLC039291 and having registered office at 13, Hanuman Road, Connaught Place, New Delhi- 110 001 (hereinafter referred to as the Company), produced before me by the Company for the purpose of issuing the Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub clause 10(i) of Security Exchange Board of India (Listing obligation and Disclosure Requirement) Regulations, 2015).

In my opinion and to the best of my information and according to the verifications (including Directors Identifications Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its Officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Security Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	GURPRIT SINGH SANDHU	00053527	20/02/1990
2.	*KIRAN SANDHU	00053879	31/08/1998
3.	LILANSHU ARORA	07187329	01/04/2019
4.	SATISH KUMAR	09360435	08/12/2021
5.	BHUPENDER SINGH JOHAL	01983665	08/12/2021
6.	*MANDEEP GREWAL	03614401	08/12/2021

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Note: * The Directors have not filed their Form DIR-3-KYC.

Place: Ghaziabad
Date: 10.08.2023

For Santosh Kumar Pradhan
(Company Secretaries)

Santosh Kumar Pradhan
Proprietor
FCS NO.: 6973 & C.P. No. 7647
P.R.C. No. 1388/2022
UDIN: F006973E000775345

COMPLIANCE CERTIFICATE

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE
Independent's Auditor's Certificate**

The Members

**Tarai Foods Limited
(CIN: L15142DL1990PLC039291)
13, Hanuman Road, Connaught Place,
New Delhi- 110001.**

1. We have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 pursuant to the Uniform Listing Agreement of the said company with the Stock Exchanges, for the year ended 31st March 2023.
2. The Compliance of conditions of corporate governance is the responsibility of the management. Our Examination was limited to procedures and implementation thereof, adopted by the Company ensuring the Compliance of the conditions of the corporate Governance as stipulated in said regulations. It is neither an audit nor an expression of opinion on the financial statements of the company.
3. We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for the review, and the information and explanations given to us by the Company.
4. Based on such a review, in our opinion, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 pursuant to the Uniform Listing Agreement of the said company with the Stock Exchanges.
5. We further state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Date: 10.08.2023
Place: Rudrapur**

**For Sunil Vashisht & Co.
Chartered Accountants
Firm Regn. No.: 005016N**

**Sd/-
CA VARUN VASHISHT
(Partner)
Membership No.: 512252**

Certificate in Pursuant to Regulation 17(8) & and 33(2)(a) of the SEBI (LODR) Regulations, 2015 as amended time to time for the year ended 31st March, 2023

CEO Compliance Certificate

I, G.S. Sandhu, CEO and Managing Director (DIN: 0053527) of Tarai Foods Limited certify that:

- a) I have reviewed the Audited Financial Statements and Cash Flow Statement for the Financial Year ended 31st March, 2023 and to the best of my knowledge and belief, I state that:
- (i) These statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading;
 - ii) These statements together present true and fair view of the Company's affairs and are in compliance with the existing Accounting Standards, applicable laws and regulations.
- b) To the best of my knowledge and belief, no transaction entered into by the Company during the year ended 31st March, 2023 are fraudulent, illegal or violative of the Company's code of conduct.
- c) I accept responsibility for establishing and maintaining internal controls and financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal control, if any, of which I am aware have been disclosed to the Auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) i) There has not been any significant change in the internal control over financial reporting during the year under reference;
- ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iii) I am not aware of any instances during the year of significant fraud with involvement therein management or any employee having significant role in the Company's internal control system over financial reporting.

G.S Sandhu
Managing Director and CEO
DIN: 00053527

Date: 30.05.2023
Place: Rudrapur

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF TARAI FOODS LIMITED

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **TARAI FOODS LIMITED** ("the Company") which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information which we have signed under reference to this report.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2023, the loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Serial no	Key Audit Matter	Auditor's Response
	None	None

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, we report that:

- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of written representations received from the directors as on 31 March 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023, from being appointed as a director in terms of section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A" Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial.

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according the explanations given to us:

1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements in accordance with the Indian Accounting Standards (IndAS).
2. The Company did not have any long term contracts including derivative contracts for which there are any material foreseeable losses.
3. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

M/s Sunil Vashisht & Co.
(Chartered Accountants)
FRN: 005016N

Sd/-
CA. Varun Vashisht
Partner
M.No. 512252
Place: Rudrapur
Date: 30.05.2023

“Annexure A” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of TARAI FOODS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of TARAI FOODS LIMITED (“the Company”) as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

M/s Sunil Vashisht & Co.
(Chartered Accountants)
FRN: 005016N

Sd/-
CA. Varun Vashisht
Partner
M.No. 512252
Place: Rudrapur
Date: 30.05.2023

ANNEXURE- B TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2023, we report that:

- (i). In respect of its fixed assets:
- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The fixed assets have been physically verified by the Management during the year in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. And which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification and the same have been properly dealt with in the books of account;
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the company.

- (ii). In respect of its inventory:
- a) As explained to us, inventories have been physically verified by the Management at regular intervals during the year.
- b) There were no material discrepancies noticed on such physical verification of inventory as compared to the book records and the same have been properly dealt with in the books of account;

(iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence (iii) (a), (b) and (c) are not applicable in the case of the Company.

(iv) In our opinion and according to the information and explanations given to us, in respect of loans, investments, guarantees, and security, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

(v). According to the information and explanations given to us, the Company has not accepted any deposits during the year and accordingly the question of complying with the directives issued by the Reserve Bank of India and the provisions of section 73 and 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder does not arise. According to the information and explanations given to us, no Order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal on the Company.

(vi). The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

(vii). According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion:

a) in the year under review, the Company is regular in depositing undisputed statutory dues including employees' state insurance, income-tax, Goods and Service Tax, duty of customs, cess and any other statutory dues to the appropriate authorities.

Undisputed statutory dues of provident fund of current year under review and of earlier years and sales tax of earlier years have been deposited and Provident Fund amounting to Rs. 5.27 lacs including of earlier years) and sales tax of earlier years amounting to Rs. 0.13 lacs has not been deposited with the Authorities after they have become due. However, provision for provident Fund has been made in Books of Accounts in the earlier years.

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, duty of customs, Goods and Service Tax, cess and other material statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.

(viii) In our opinion and based on our audit procedures and according to the information and explanation given to us and as per the books maintained by the Company, the Company has not defaulted in repayment of dues to financial institutions and the bank. And the Company did not have any outstanding debenture during the year.

(ix) In our opinion and based on our audit procedures and according to the information and explanation given to us, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and term loans in the year under review and accordingly, paragraph 3 (ix) of the Order is not applicable.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) The company is not a Nidhi Company and hence paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) To the best of our knowledge and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review..

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

M/s Sunil Vashisht & Co.
(Chartered Accountants)
FRN: 005016N

Sd/-
CA. Varun Vashisht
Partner
M.No. 512252
Place: Rudrapur
Date: 30.05.2023

TARAI FOODS LIMITED
13, HANUMAN ROAD, CONNAUGHT PLACE, DELHI- 110001
AUDITED BALANCE SHEET AS AT 31.03.2023

PARTICULARS	Note No.	AS AT	AS AT
		31.03.2023	31.03.2022
		Rs. In Lakhs	Rs. In Lakhs
A. ASSETS			
1. Non Current Assets			
Property, Plant & Equipments	1	204.80138	220.82478
Capital Work-In-Progress		12.69336	12.69336
Total Non-Current Assets		217.49474	233.51814
2. Current Assets			
Inventories	2	.00000	18.61111
Financial Assets:			
Trade Receivables	3	1.03210	6.14952
Cash and cash equivalents	4	4.98614	5.24753
Short Term Loans and Advances	5	26.03849	26.86015
Total Current Assets		32.05673	56.86831
TOTAL- ASSETS		249.55147	290.38645
B. EQUITY AND LIABILITIES			
1. Equity			
Share Capital	6	1536.41200	1536.41200
Other Equity	7	-1755.10588	-1711.05670
Total Equity attributable to equity shareholders		-218.69388	-174.64470
2. Liabilities			
Non Current Liabilities			
Financial Liabilities:			
- Long Term Borrowings	8	277.90668	261.43800
Other Financial Liabilities:			
-Long Term Provisions	9	7.94333	8.25726
Total Non Current Liabilities		285.85001	269.69526
Current Liabilities			
Financial Liabilities:			
Trade payables	10	156.70280	160.33252
Other Financial Liabilities:			
Other Current Liabilities	11	24.39559	32.93004
Short Term Provisions	12	1.29694	2.07332
Total Current Liabilities		182.39534	195.33589
TOTAL EQUITY AND LIABILITIES		249.55147	290.38645

The accompanying notes 1 to 22 are an integral part of the Standalone Financial Statements
This is the Balance Sheet referred to in our report of even date

For and on behalf of
M/s. Sunil Vashisht & Co.
Chartered Accountants

Sd/-
Varun Vashisht
Partner
Membership No. 512252

For & On Behalf of the Board

Sd/-
G.S. Sandhu
Managing Director
DIN: 00053527

Sd/-
Lilanshu Arora
Director
DIN: 07187329

Sd/-
Vijay Kant Asija
Company Secretary
Membership No. 13390

Place : Rudrapur
Date: 30.05.2023

TARAI FOODS LIMITED
13, HANUMAN ROAD, CONNAUGHT PLACE, DELHI- 110001
AUDITED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2023

Particulars	Note No.	For the year ended	
		31.03.2023	31.03.2022
		Rs. In Lakhs	Rs. In Lakhs
Revenue from Operations	13	52.24799	274.33876
Other Income, net	14	1.84478	7.44515
Total Income		54.09277	281.78391
Cost of Materials consumed	15	8.00530	114.29092
Purchase of Stock in Trade		.00000	.00000
Changes in inventories of Finished Goods, WIP and stock-in-Trade	16	18.61111	5.14515
Employee Benefit Expenses	17	10.10092	21.78258
Finance Cost	18	.31366	.55003
Depreciation and Amortization expenses	1	15.99088	16.01349
Other Expenses	19	45.97835	161.47787
Total Expenses		99.00022	319.26004
Profit/(Loss) before Extraordinary Items and Tax and Prior Period Items		-44.90745	-37.47614
Prior Period Expenses		.00000	7.02529
Profit/(Loss) before Extraordinary Items and Tax		-44.90745	-44.50143
Extraordinary Items		.00000	.00000
Profit/(Loss) before Tax		-44.90745	-44.50143
Current Tax		.00000	.00000
Deferred Tax		.00000	.00000
Prior Period Taxes		.13410	.00000
Profit / (Loss) for the Year		-45.04155	-44.50143
Other Comprehensive Income			
Items that will not be reclassified to profit or loss		.99237	1.55117
Income tax related items that will not be reclassified to profit or loss		.00000	.00000
Items that will be reclassified to profit or loss		.00000	.00000
Income tax related items that will be reclassified to profit or loss		.00000	.00000
Total Other Comprehensive Income, net of Tax		.99237	1.55117
Total Comprehensive Income for the year		-44.04918	-42.95026
Earning Per Share before Extra Ordinary Items			
Basic and Diluted EPS		-0.29	-0.29
Earning Per Share after Extra Ordinary Items			
Basic and Diluted EPS		-0.29	-0.29

The accompanying notes 1 to 22 are an integral part of the Standalone Financial Statements

As per our report of even date attached

For and on behalf of
M/s. Sunil Vashisht & Co.
Chartered Accountants

For & On Behalf of the Board

Sd/-
Varun Vashisht
Partner
Membership No. 512252

Sd/-
G.S. Sandhu
Managing Director
DIN: 00053527

Sd/-
Lilanshu Arora
Director
DIN: 07187329

Place : Rudrapur
Date: 30.05.2023

Sd/-
Vijay Kant Asija
Company Secretary
Membership No. 13390

Statement of Changes in Equity

Particulars	Equity Share Capital	Reserves & Surplus			Other Comprehensive Income	Total
		Capital Reserve	Securities Premium Reserve	Retained Earnings	Other Items of Other Comprehensive Income	
Balance as at 1st April, 2022	1536.41200	79.25635	369.59311	-2159.90615	.00000	-174.64469
Changes in Equity for the year ended 31st March, 2023						
Pension Plans Gains/(Losses)	.00000		.00000	.00000	.99237	.99237
Dividends (Including Dividend Distribution Tax)	.00000		.00000	.00000	.00000	.00000
Profit/(Loss) for the year	.00000		.00000	-45.04155	.00000	-45.04155
Balance as at 31st March, 2023	1536.41200	79.25635	369.59311	-2204.94770	.99237	-218.69387

The accompanying notes 1 to 22 are an integral part of the Standalone Financial Statements

As per our report of even date attached

For and on behalf of
M/s. Sunil Vashisht & Co.
Chartered Accountants

For & On Behalf of the Board

Sd/-
Varun Vashisht
Partner
Membership No. 512252

Sd/-
G.S. Sandhu
Managing Director
DIN: 00053527

Sd/-
Lilanshu Arora
Director
DIN: 07187329

Place : Rudrapur
Date: 30.05.2023

Sd/-
Vijay Kant Asija
Company Secretary
Membership No. 13390

TARAI FOODS LIMITED
AUDITED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31.03.2023

[Accounting Policy](#)

Cash Flows are reported using the Indirect Method, whereby profit for the year is adjusted for the effects of transactions of a non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows.

	For the year ended 31st March 2023	For the year ended 31st March 2022
	Rs.	Rs.
A. Cash Flow from Operating Activities		
Net Profit/ (Loss) Before Tax & Extraordinary items	-44,08170	-44,50142
Adjustments for		
Actuarial Gain	.00000	1,55117
Depreciation and amortisation	16,02340	16,01349
Finance Cost	.00000	.00000
Interest on Deposits	-.66121	-.31363
Amount transferred to Capital Reserve	.00000	.00000
Profit on sale of Fixed Assets	.00000	-7,11090
Interest on loans written back	.00000	.00000
Amounts Written Back	.00000	.00000
Operating Profit/ (Loss) before Working Capital Changes	-28,71951	-34,36129
Adjustment for		
Trade & Other Receivables	5,11742	-2,08872
Loans and Advances	.82166	1,38057
Inventories	18,61111	5,14515
Long Term Provisions	-.31393	.00000
Short Term Provisions	-.77638	.89306
Trade and other Payables	-12,16417	.67390
Cash Generated from operations	-17,42380	-28,35732
Finance Cost	.00000	.00000
Taxes Paid	.00000	.00000
Net Cash from Operating Activities (A)	-17,42380	-28,35732
B. Cash Flow From Investing Activities		
Purchase of Fixed Assets	.00000	.31363
Interest on Deposits	.66121	13,50000
Sale of Fixed Assets	.00000	.00000
Net Cash used in Investing Activities (B)	.66121	13,81363
C. Cash Flow From Financing Activities		
Increase in unsecured loans	16,46868	3,20000
Repayment of Unsecured loans	.00000	.00000
Repayment to Financial Institutions and Banks	.00000	.00000
Cash Flow before Extraordinary Items	16,46868	.00000
Adjustments for Extraordinary Items	.00000	.00000
Net Cash used in Financing Activities (C)	16,46868	3,20000
Net Increase in Cash & Cash Equivalents (A+B+C)	-.29391	-11,34368
Cash & Cash Equivalents as at the beginning of the period(note below)	5,24752	16,59120
Cash & Cash Equivalents as at the close of the period(note below)	4,95363	5,24752
Cash & Cash Equivalents including		
-Cash in hand	.16608	.17107
-Balances with Scheduled Banks	1,28833	1,85013
-Fixed Deposit with Bank	3,49921	3,22634
Total	4,95363	5,24753

- The financial results of the company have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder.
- The above results have been reviewed by Audit Committee and were approved at the Board Meeting of the Directors of the company held on 30.05.2023.
- The company has its operations of manufacturing of fresh, frozen foods and vegetables and there is no segment to be reported as per IND AS-108.
- Previous figures have been regrouped, reclassified wherever considered necessary to conform to the current period presentation.

Sd/-
 Varun Vashisht
 Partner
 Membership No. 512252

Sd/-
 G.S. Sandhu
 Managing Director
 DIN: 00053527

Sd/-
 Lilanshu Arora
 Director
 DIN: 07187329

Place : Rudrapur
 Date: 30.05.2023

Sd/-
 Vijay Kant Asija
 Company Secretary cum Compliance Officer
 A-13390

Statement of Other Comprehensive Income		As at 31st March, 2023
Particulars	Note	Amount in Rs.
A. Items that can be reclassified into profit or loss:		
1. Foreign exchange gains and loss arising from translations		.00000
2. Effective portions of gains and losses on hedging instruments in a cash flow hedge		.00000
Total (A)		.00000
B. Items that cannot be reclassified into profit or loss:		
1. Changes in Revaluation Surplus		.00000
2. Actuarial gains and losses on defined benefit plans	A	.99237
3. Gains and losses from investments in equity instruments measured at fair value through OCI		.00000
4. For those liabilities designated at fair value through profit or loss, changes in fair value attributable to changes in the liability's credit risk.		.00000
Total (B)		.99237
Total Other Comprehensive Income (A+B)		.99237

A. As per Ind AS 19, Employee Benefits, actuarial gains and losses are recognised in other comprehensive income and not reclassified to profit and loss in subsequent period.

NET 11 FINITELY PLANNED EQUIPMENT										
Program	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	06/31/01	06/30/02	06/30/03	06/30/04	06/30/01	06/30/02	06/30/03	06/30/04	06/31/01	06/31/02
TRANSFORMERS										
1448	110 81308	00000	00000	110 81308	00000	00000	00000	00000	110 81308	110 81308
Power Sub	9 13569	00000	00000	9 13569	8 72641	00000	00000	8 72641	459 238	459 238
Relay	843 61262	00000	00000	843 61262	251 98158	31 83611	00000	294 84669	48 77735	39 64104
High & Medium	736 10138	00000	00000	736 10138	685 41064	4 37862	00000	633 28077	41 91211	41 88074
Instrument & Relays	15 84463	00000	00000	15 84463	15 81613	00124	00000	15 81757	02706	02860
Office Equipment	64 11253	00000	00000	64 11253	42 40120	14801	00000	42 34021	1 76313	1 71114
Vehicles	4 75540	00000	00000	4 75540	4 76611	00000	00000	4 76611	02919	02919
Total	1298 81659	00000	00000	1298 81659	1038 40929	11 93690	00000	1029 09619	306 88138	282 22992
Total	1298 81659	00000	147 28613	1480 20272	1173 45677	16 93690	141 88004	1096 00361	613 86276	564 45984
Capital exp	16 8076	00000	00000	16 8076					16 8076	16 8076

NOTE 2: INVENTORY

	As at 31.03.2023	As at 31.03.2022
	Rs. In Lakhs	Rs. In Lakhs
Raw Material	.00000	5.99854
W.I.P.	.00000	12.61257
Finished Goods	.00000	.00000
Stores & Spares	.00000	.00000
Fuel, Oil and Lubricants	.00000	.00000
Packing Material	.00000	.00000
	.00000	18.61111

NOTE 3: TRADE RECEIVABLES

	As at 31.03.2023	As at 31.03.2022
(All the trade receivables are Unsecured)	Rs. In Lakhs	Rs. In Lakhs
Debts outstanding for a period over six months :		
- Unsecured but considered good	1.03210	6.14952
- Unsecured and considered doubtful	5.46900	5.46900
Others :		
- Unsecured but considered good	.00000	.00000
- Unsecured and considered doubtful	.00000	.00000
Less : Provision for doubtful debts	5.46900	5.46900
	1.03210	6.14952

NOTE 4: CASH & CASH EQUIVALENTS

	As at 31.03.2023	As at 31.03.2022
	Rs. In Lakhs	Rs. In Lakhs
Balances With Banks In Current Accounts	1.32085	1.60978
Cheques/ Drafts on Hand	.00000	.00000
Cash on Hand	.16608	.17107
Fixed Deposit with Bank #	3.49921	3.46669
	4.98614	5.24753

NOTE 5: SHORT TERM LOANS AND ADVANCES

All are unsecured and Considered Good except as mentioned otherwise	As at 31.03.2023	As at 31.03.2022
	Rs. In Lakhs	Rs. In Lakhs
A.) Loans and Advances to Related Parties	.73182	.00000
B.) Loans and Advances to Others: (Unsecured and considered Good)		
Advances recoverable in cash or in kind or for value to be received		
- Unsecured but considered good	.00000	.00000
- Unsecured and considered doubtful	6.70500	6.70500
With Statutory Authorities: Unsecured and considered good		
- Balance with Income Tax Authorities	8.48975	10.67642
- Balance with Sales Tax Authority	3.42245	1.53823
- Balance with Custom Duty and Excise Duty	.00100	.00100
Deposits	10.05027	10.34077
Others#	3.34320	4.30373
Less: Provision for doubtful Advances	6.70500	6.70500
# Includes Advances to Sundry Creditors (Advance include amount due from Directors/ Officers of the Company Rs. Nil /- Previous Year Rs. Nil)		
	25.30667	26.86015

NOTE 6: SHARE CAPITAL

	As at 31.03.2023	As at 31.03.2022
	Rs. In Lakhs	Rs. In Lakhs
AUTHORISED CAPITAL:		
32,000,000 Equity Shares of Rs. 10/- each (32,000,000 Equity Shares of Rs. 10/- each)	3200.00000	3200.00000
150,000 (last year 150,000) Cumulative Convertible Preference Share Of Rs.100 /- each	150.00000	150.00000
	3350.00000	3350.00000

ISSUED, SUBSCRIBED, CALLED UP AND PAID UP

17,728,120 Equity Shares of Rs. 10 each , fully called up (previous year 17728120 Equity Shares)	1772.81200	1772.81200
LESS: Calls in arrears	236.40000	236.40000
-- By directors and officers Rs.Nil (PY Rs. NIL)		
-- By others Rs. 2.364 crs.(PY Rs. 2.364 crs.)	1536.41200	1536.41200

A.) The details of the Shareholders holding more than 5% shares:

Name of the Shareholders	As at 31.03.2023		As at 31.03.2022	
	No. of Shares	% held	No. of Shares	% held
Galway Investments Pvt. Ltd.	6328.10	35.70%	6328.10	35.70%
G.S. Sandhu	1658.56	9.36%	1658.56	9.36%
Arihant Technology Pvt. Ltd.	1000.00	5.64%	1000.00	5.64%
Sunbright Foods Pvt. Ltd.	1000.00	5.64%	1000.00	5.64%

B.) The reconciliation of the number of shares outstanding is set out below:

Particulars	As at 31.03.2023	As at 31.03.2022
	No. of Shares	No. of Shares
Equity Shares at the beginning of the Year	17728.12	17728.12
Add: Share issued during the year	0.00	0.00
Less: Shares cancelled	0.00	0.00
Equity Shares at the end of the Year	17728.12	17728.12

C.) Terms/ rights attached to Equity Shares:

The Company has only one class of Equity Shares having a par value of Rs. 10/- per share. Each holder of Equity share is entitled to one vote per share. The dividends, if and when declared, is declared and paid in Indian Rupees. The Board of Directors have neither declared nor proposed any Dividend. In the event of Liquidation of the Company, the Equity holders will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, and in the proportion to the number of Equity shares held by them.

NOTE 7: RESERVES & SURPLUS

	As at 31.03.2023	As at 31.03.2022
	Rs. In Lakhs	Rs. In Lakhs
RESERVES AND SURPLUS		
Share Premium Reserve		
At the beginning and at the end of the year	369.59311	369.59311
Capital Reserve		
At the beginning and at the end of the year	79.25635	79.25635
SURPLUS		
Debit Balance in profit & Loss A/c.		
As per Last Balance Sheet	-2159.90615	-2119.01689
Add: Profit/ (losses) for the Year	-44.04918	-40.88926
At the end of the Year	-2203.95533	-2159.90615
Accumulated Other Comprehensive Income	.99237	1.55117
TOTAL	-1755.10587	-1711.05669

NOTE 8: LONG TERM BORROWINGS:

	As at 31.03.2023	As at 31.03.2022
	Rs. In Lakhs	Rs. In Lakhs
Secured:		
TERM LOAN FROM FIS AND BANKS:		
- Rupee Term Loan	0	0
- Interest Accrued and Due	0	0
	<u>0</u>	<u>0</u>
Less: Repayments under negotiated settlement	0	0
	<u>0</u>	<u>0</u>

NOTE 8(a): OTHER LONG TERM BORROWINGS:

	As at 31.03.2023	As at 31.03.2022
	Rs. In Lakhs	Rs. In Lakhs
UNSECURED LOANS:		
- From Others		
- From Directors	237.90668	221.43800
- From others#	40.00000	40.00000
	<u>277.90668</u>	<u>261.43800</u>
# Includes unsecured loan from a Company listed in the Register maintained u/s 189 of the Companies Act, 2013.		

NOTE 9: LONG TERM PROVISIONS

	As at 31.03.2023	As at 31.03.2022
	Rs. In Lakhs	Rs. In Lakhs
PROVISION FOR EMPLOYEE BENEFITS		
- Provision for Gratuity (unfunded)	7.50416	7.22537
- Provision for Earned Leaves (unfunded)	.43917	.63847
	<u>7.94333</u>	<u>7.86384</u>

NOTE 10 : TRADE PAYABLES

	As at 31.03.2023	As at 31.03.2022
	Rs. In Lakhs	Rs. In Lakhs
Sundry Creditors- Due to Others	156.70280	160.33253
- Due to Micro, small and Medium Enterprises	.00000	.00000
	156.70280	160.33253

NOTE 11: OTHER CURRENT LIABILITIES

	As at 31.03.2023	As at 31.03.2022
	Rs. In Lakhs	Rs. In Lakhs
UNSECURED:		
Security deposits	3.04700	3.04700
Other Payables:		
Advances from Customers	.00000	1.39629
Expenses Payable	3.88684	7.46543
Other Statutory Dues	17.46175	21.02132
	21.34859	29.88304
	24.39559	32.93004

NOTE 12: SHORT TERM PROVISIONS

	As at 31.03.2023	As at 31.03.2022
	Rs. In Lakhs	Rs. In Lakhs
Current Portion of Long Term Employee Benefits:		
- Provision for Gratuity (UNFUNDED)	1.22486	2.36932
- Provision for Earned Leaves (UNFUNDED)	.07208	.09742
	1.29694	2.46674

Note 13: REVENUE FROM OPERATIONS

	As at 31.03.2023	As at 31.03.2022
	Rs. In Lakhs	Rs. In Lakhs
Sale of Products	52.24799	274.33876
Sale of services	.00000	.00000
Other Operating Revenues	.00000	.00000
	52.24799	274.33876
Less: Exise Duty/service tax	.00000	.00000
	52.24799	274.33876

Note 14: OTHER INCOME

	As at 31.03.2023	As at 31.03.2022
	Rs. In Lakhs	Rs. In Lakhs
Interest Income on Fixed and security deposits	.68931	.31363
Interest on Income Tax Refund	.00442	.00000
Sundry balances written back	.00000	.02062
Profit on sale of Fixed Assets	.00000	7.11090
Miscellaneous Income	1.15105	.00000
	1.84478	7.44515

NOTE 15: COST OF MATERIALS CONSUMED

	As at 31.03.2023		As at 31.03.2022	
	Amt. in Rs. In Lakhs	% of Consumption	Amt. in Rs. In Lakh	% of Consumption
Imported	0	0	0	0
Indegenous	8.00530	100	114.29092	100
	8.00530	100	114.29092	100

CONSUMPTION OF RAW MATERIAL:

	As at 31.03.2023		As at 31.03.2022	
	Qty (in MT)	Value (In Rs. In Lakhs)	Qty (in MT)	Value (In Rs. In Lakhs)
Wheat Straw		2.57880		49.38691
Farmyard Manure		.40610		3.97728
Poultry Manure		.55435		12.70216
Raw Peas		.00000		.00000
Misc.(Spawn, Gypsum, coir pith, chemicals,cotton rolls etc.		4.46605		29.40457
		8.00530		95.47092

NOTE 16: INCREASE / (DECREASE) IN INVENTORY

	As at 31.03.2023	As at 31.03.2022
	Rs. In Lakhs	Rs. In Lakhs
Finished Goods		
Opening stock	5.99854	5.99854
Closing stock	.00000	5.99854
a	5.99854	.00000
Work in progress		
Opening stock	12.61257	17.75772
Closing stock	.00000	12.61257
b	12.61257	5.14515
a + b	18.61111	5.14515

NOTE 17: EMPLOYEE BENEFIT EXPENSES

	As at 31.03.2023	As at 31.03.2022
	Rs. In Lakhs	Rs. In Lakhs
Salaries and Wages	7.26124	17.84934
Contribution to Provident and other fund	1.57912	1.41391
Leave Encashment	.08607	.11017
Gratuity	1.06599	1.08406
Bonus	.10850	.88754
Staff Welfare Expenses	.00000	.43756
	10.10092	21.78258

NOTE 18: FINANCE COST

	As at 31.03.2023	As at 31.03.2022
	Rs. In Lakhs	Rs. In Lakhs
Interest expense:		
- Term Loan	.00000	.00000
- Others	.00000	.00000
Bank Charges	.31366	.55003
Other Borrowing Costs	.00000	.00000
	.31366	.55003

NOTE 19: OTHER EXPENSES

	As at 31.03.2023	As at 31.03.2022	
MANUFACTURING EXPENSES	Rs. In Lakhs	Rs. In Lakhs	
Consumption of Stores, spares and packing material	9.29568	58.87371	
Fuel, Power & Water	11.00746	65.04735	
Repairs to Building	.02380	.06820	
Repairs to Machinery	1.15000	11.01286	
Repair & Maintenance - Cold Store	.00000	.00000	
A	21.47694	135.00212	
MARKETING EXPENSES			
Loading & Unloading Charges	.00000	.04550	
Freight Outward	.00000	1.68420	
Cold Store Hire charges	.00000	.00000	
B	.00000	1.72970	
ADMINISTRATIVE EXPENSES			
Audit Fees	1.06200	1.00000	
Travelling & Conveyance Expenses	.02510	.29420	
Advertisement	.13566	.66433	
Book Maintenance Charges	.00000	.00000	
Rent	1.22088	3.32892	
General/Board meeting Expenses	.01500	.00000	
Miscellaneous Expenses	.20999	.32614	
Legal & Professional Charges	11.44158	12.10940	
License & Filing Charges	.11714	.52681	
Repair & Maintenance - Office	.00000	.00000	
Repair & Maintenance - Office Equipments	.04763	.17680	
Repair & Maintenance- Vehicles	.07580	.29957	
Repair & Maintenance- Other Assets	.01500	.83071	
Listing Fee & Expenses	3.54000	3.54000	
Share Registrar Charges	.00000	.00000	
Printing & Stationery	.02787	.16432	
Telephone Charges	.29074	.57639	
Postage Charges	.00183	.00747	
Amounts w/off	.04856	.00000	
Interest and penalties	6.22664	.90100	
C	24.50141	24.74604	
TOTAL	A+B+C	45.97835	161.47787

NOTE 20: RELATED PARTY TRANSACTIONS

As per Ind AS-24 Related Parties Disclosure issued by the Institute of Chartered Accountants of India, the Company's related parties and transactions with them during the year are disclosed below:

(a) List of Related Parties

Relation with Related Parties	Name of Related Parties
Key Mangement Personel-Director	Mr. GS Sandhu
Relative of Key Management of Personel	Mrs. Kiran Sandhu
Enterprise Over which there is significant influence of Director and their relative above	Suraiya Exports Private Limited
	Tarai Farmlands Private Limited

(b) Related Parties Transactions during the year ended 31.03.2020**Transaction Related to Balance Sheet****(Amount in Rupees in Lakhs)**

Name of Related Parties	Nature of Transaction	For the year ended 31 March 2023	For the year ended 31 March 2022
GS Sandhu	Unsecured Loan Taken	16.46868	3.20000
GS Sandhu	Unsecured Loan Repaid	.00000	.00000
Total		16.46868	3.20000

(c) Closing Balances**(Amount in Rupees)**

Name of Related Parties	As at 31 March 2023	As at 31 March 2022
Mr. GS Sandhu	237.90668	221.43800
Tarai Farmlands Private Limited	40.00000	40.00000
Total	277.90668	261.43800

Note 21: STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES

1. General Information:

a) Tarai Foods Limited (the Company), is a Public Limited Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on the Stock Exchange of Mumbai. The Registered Office of the company is located at 13, Hanuman Road, Connaught Place, New Delhi- 110001.

b) The company is primarily engaged in the business of manufacture of frozen fruits and vegetables using the Individual Quick Frozen (IQF) freezing Technology.

2. Statement of Compliance:

a) The financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS), notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.

b) Up to the year ended 31st March, 2017, the Company prepared its Financial Statements in accordance with the requirements of previous GAAP prescribed under section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014. These are the Companies First Ind AS Financial Statements.

3. Significant accounting policies:

a) Basis of preparation of Financial Statements

i) In accordance with the notification issued by the Ministry of Corporate Affairs, the Company is required to prepare its Financial Statements as per the Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Accounting Standards) Amendment Rules, 2016 with effect from 1st April, 2016. Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, the Statement of changes in Equity for the year ended 31st March, 2023 and a summary of Significant accounting policies and other Explanatory Information (together hereinafter referred to as "Financial Statements").

ii) The financial statements of the company are prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP) on the accrual basis of accounting and historical cost convention except for certain material items that have been measured at fair value as required by the relevant Ind AS and explained in the ensuing policies below.

iii) The financial statements are presented in Indian Rupees ('INR') and all values are rounded to the nearest Lakh, except otherwise indicated.

b) Use of estimates and judgments

i) The preparation of the financial statements requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amount of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.

4. **Property, Plant and Equipments:**

The cost of Property, Plant and Equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets. Expenditure incurred after the property, plant and equipment have been put into use, are charged to Statement of Profit and Loss in the period in which the costs are incurred.

Capital Work-In-Progress is carried at cost, comprising direct cost, related incidental expenses, if any to the extent they relate to the period till assets are ready for intended use.

5. **Depreciation :**
TANGIBLE ASSETS:

Depreciation has been provided based on useful life assigned to each asset in accordance with Schedule II of the Companies Act, 2013 as per rates prescribed according to the Straight Line Method.

6. **Revenue Recognition and Sales:**

Revenue on sale of goods is recognized on transfer of risks and reward which generally coincide with dispatch of goods to the parties.

7. **Inventories:**

a. Finished Goods are valued at the lower of cost and net realizable value. Cost for this purpose includes direct cost and an appropriate portion of allocable overheads.

b. W.I.P. is valued at cost. Cost for this purpose includes direct cost and attributable overheads.

c. In case of stores and spares and packing material and raw material, 'Specific Identification' method and for other inventories, FIFO method is used.

8. **Employee Benefits:**

a. **Provident Fund:**

Provident Fund is a defined contribution scheme and the Company's contributions are charged to the Profit and Loss Account during the period in which the employee renders the related services.

b. **Gratuity and Leave Encashment entitlement:**

The company's liability towards the Gratuity and Leave Encashment is accounted for on the basis of actuarial valuation done at the year end and is charged to Statement of Profit and Loss.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates. The Company determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice.

9. TAXATION

Income Tax expenses comprise current tax (i.e. amount of tax for the year determined in accordance with the Income Tax Laws). Deferred Tax on assets are recognized and carried forward only if there is a virtual/ reasonable certainty of realization of such assets in near future and are reviewed for their appropriateness of respective carrying value at Balance Sheet date.

10. Provisions, Contingent Liabilities and Contingent assets:

Provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation.

Contingent liabilities are disclosed in the notes to accounts and are determined based on the management perception that these liabilities are not likely to materialize. Contingent assets are not recognized or disclosed in the financial statements.

Note 22: ADDITIONAL NOTES TO FINANCIAL STATEMENTS

1. The confirmation, reconciliation and adjustment of balances pertaining to trade receivables and payables, loans and advances and capital advances is an ongoing process. As regards the outstanding trade receivables, loans and advances and capital advances, the significant portion of these are independently verified and the company is of the opinion that the same are fully recoverable and consequential adjustments and provisioning, if any, are not likely to be material given the nature and size of its operation.

2. In the absence of any possibility of taxable profits in the near future, the company has not provided for Deferred Tax Asset as per Ind AS-12. The company is not recognizing deferred tax assets in respect of huge unabsorbed depreciation and carried forward losses and other deferred tax assets as there is no certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

3. The company had raised invoice claims on Lamb Weston Inc. amounting to Rs.12.17 lacs during earlier years towards renting of cold storage, testing charges, custom duty and freight charges which are outstanding as at March 31, 2023. These amounts are recoverable in foreign currency and are doubtful of recovery. Accordingly, provision for these amounts had already been made in these accounts in 1997-98.

5. Disclosure pursuant to Ind AS -37:

Rs. In lacs

	Debtors	Loans and Advances
Provisions for doubtful debts		
Opening balance as on 01.04.22	5.47	6.71
Provided /Utilised/Reversed during the year	NIL	NIL
Closing balance as on 31.03.2023	5.47	6.71

6. The company has not received any intimation from all the suppliers regarding their status under the Micro, Small and Medium Enterprises Act, 2006. There is a micro and small enterprises to whom the Company owes dues, which is outstanding for more than 45 days as at 31st March, 2023. The above information pertaining to micro and small enterprises has been determined to the extent such parties have been identified on the basis of the information available with the Company. This has been relied upon by the auditors.

7. In respect of Ind AS 108 on "Operating Segments", the Company is a single segment Company dealing in fresh, frozen and canned foods in accordance with the criteria for identification of reportable segment specified in the said standard.

8. Earnings per share

Particulars		2022-23 (Rs. In lacs)	2021-22 (Rs. In lacs)
Numerator			
Net profit/ (Loss) before Exceptional Items		(44.91)	(44.50)
Net profit/ (loss) After Exceptional Items		(44.91)	(44.50)
Net profit/ (loss) after Other comprehensive income		(44.05)	(42.95)
Denominator			
Weighted average Equity Shares	Nos.	15364120	15364120
Basic and Diluted EPS			
(face value of Rs. 10/- each)			
Before Exceptional Items		(0.29)	(0.29)
After Exceptional Items		(0.29)	(0.29)

9. The net worth of the company is negative as at the Balance Sheet date. However accounts of the company have been prepared on going concern basis since the company is taking necessary steps for its revival. In case the company is unable to continue as going concern in future, the resultant adjustments, if any are presently not ascertainable.
10. Liabilities recognized in the Balance Sheet as on 31st March, 2023 with respect to gratuity is Rs. 8.73 Lacs (Previous year Rs. 8.35 lacs) and with respect to leave encashment/ entitlements Rs. 0.51 Lacs (Previous Year Rs. 0.74 lacs) as per the Actuarial Valuation. The following table set out the status of the Gratuity plan as required under IndAS-19. Reconciliation of the opening and closing value of the defined benefit obligation-

GRATUITY PLAN		LEAVE ENCASHMENT			
Sr. No.	Components of Employers Expenses	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
1.	Current Service Cost	44,014	48,841	3,088	6,407
2.	Interest Cost	62,585	59,565	5,519	4,610
3.	Net Actuarial (gain)/ loss recognized in the period	(68,166)	(149,892)	(31,071)	(5,225)
4.	Expenses Recognized in the statement of Profit & Loss	1,06,599	1,08,406	(51,125)	5,792
Sr. No.	Net Assets/ (Liability) recognized in Balance Sheet	2023	2022	2023	2022
1.	Present Value of defined Benefit obligation	8,72,902	8,34,469	51,125	73,589
2.	Fair Value of Plan Assets	--	--	--	--
3.	Status {(Deficit)/ Surplus}	(8,72,902)	(8,34,469)	(51,125)	(73,589)
4.	Net Asset/ (Liability) recognized in Balance Sheet	(8,72,902)	(8,34,469)	(51,125)	(73,589)
a.	Current	(1,22,486)	(1,11,932)	(7,208)	(9,742)
b.	Non- Current	(7,50,416)	(7,22,537)	(43,917)	(63,847)
Sr. No.	Change in Present Value of Obligations during the Year	2023	2022	2023	2023
1.	Present Value of the Obligation at the Beginning of the Year	8,34,469	8,75,955	73,589	67,797
2.	Current Service Cost	44,014	48,841	3,088	6,407
3.	Interest Cost	62,585	59,565	5,519	4,610
4.	Curtailement Cost/ (Credit)	--	--	--	--
5.	Settlement Cost/(Credit)	--	--	--	--
6.	Plan Amendments	--	--	--	--
7.	Acquisitions	--	--	--	--
8.	Actuarial (Gains)/Losses	(68,166)	(149,892)	(31,071)	(5,225)
9.	Benefits paid	0	0	0	0
10.	Present Value of Obligation at the END of the Year	8,72,902	8,34,469	51,125	73,589
Sr. No.	Change in Fair Value of Assets	N.A.	N.A.	N.A.	N.A.
Sr. No.	Actuarial Assumptions	2023	2022	2023	2022
1.	Discount Rate	7.50%	6.80%	6.80%	6.80%
2.	Rate of Increase in Compensation Levels	10%	10%	10%	10%
Sr. No.	Major category of Plan Assets	N.A.	N.A.	N.A.	N.A.

12. The cold store building had suffered damages due to earthquake in March, 1999. The building requires major repairs in insulation and RCC works has to be repaired and substantial insulation will have to be re-done. The company had filed insurance claim with the National Insurance Co. in 2001 which remains unsettled till date.
13. The Company suffered loss on account of deterioration of stocks arising out of break down in Generating set and earthquake damages to the cold store building. Company had filed insurance claim with National Insurance Co. in 2001 for deterioration of stocks, machinery break down, for generator set and cold store building which are all pending till date.

14. The company has filed a case in Delhi High Court in 2004 for losses on account of damages to the cold store, deterioration of stocks, machinery break down. The case has been admitted and the evidences are being taken up.
15. The company went into One Time Settlement Scheme with IFCI Ltd. And IDBI Bank Ltd. and has successfully paid off all the borrowings outstanding towards the banks and financial institutions and received No Dues Certificate from them. As of now, the company has only Unsecured Loans taken from the Directors and Related Parties.

16.

	2022-23	2021-22
VALUE OF IMPORTS ON CIF BASIS ON RAW MATERIAL, COMPONENTS, SPARE PARTS AND CAPITAL GOODS	NIL	NIL
PAYMENT TO AUDITORS AS:		
STATUTORY AUDIT FEES	90,000	90,000
TAX AUDIT FEES	10,000	10,000
COST AUDIT FEES	NIL	NIL
INTERNAL AUDIT FEES	6,200	8,000
SECRETARIAL AUDIT FEES	20,000	20,000
OTHER REIMBURSEMENTS	--	--
TOTAL AUDIT PAYMENTS	1,26,200	1,28,000
EXPENDITURE IN FOREIGN CURRENCY ON ROYALTY, KNOWHOW, PROFESSIONAL AND CONSULTATION FEES, INTEREST AND OTHER MATTERS	NIL	NIL
AMOUNT REMITTED IN FOREIGN CURRENCY ON DIVIDEND	NIL	NIL
EARNINGS IN FOREIGN CURRENCY ON ROYALTY, KNOWHOW, PROFESSIONAL AND CONSULTATION FEES, INTEREST AND OTHER MATTERS	NIL	NIL

17. The company was declared a sick industrial company by the hon'ble BIFR under the provisions of SICA in the hearing held on 31.07.2002 and IDBI was appointed as the Operating Agency u/s 17(3) of the Sick Industrial Companies (Special Provisions) Act, 1985 to examine the viability of the company and formulate a rehabilitation scheme based on the company's proposal for revival. The company was a sick company from year 2001 to 2012 and it is still a loss making entity.
18. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.