

TARAI FOODS LIMITED
CIN: L15142DL1990PLC039291

Regd. Office: 13, Hanuman Road, Connaught Place, New Delhi- 110 001.
Website: www.taraifoods.com Email: grvnaces.tfl@gmail.com Tel No.: 011-41018839

16st July, 2022.

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

Dear Sir,

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

Sub.: Submission of Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2022.

Dear Sir,

Please find enclosed herewith the “Annual Secretarial Compliance Report” issued by a Company Secretary in Practice as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 readwith Circular No. CIR/ CFD/ CMD 1/27/2019 dated 8th February, 2019 for the year ended 31st March, 2022.

Kindly take the same in your record.

Thanking you,

Yours truly,
FOR TARAI FOODS LIMITED



Vijay Kant Asija
Company Secretary cum Compliance Officer

TARAI FOODS LIMITED

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Encl.: As Above



Secretarial Compliance Report
of
Tarai Foods Limited
(CIN: L15142DL1990PLC039291)
For the Year ended 31st March, 2022

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

- (a) All the documents and records made available to us and explanation provided by **Tarai Foods Limited (hereinafter referred to as the Listed Entity)**,
- (b) The filling/ submissions made by the Listed Entity to the Stock Exchanges,
- (c) Website of the Listed Entity,
- (d) Any other document/ filling, as may be relevant, which has been relied upon to make this certification for the Year ended 31st March, 2022 ("Review Period") in respect of Compliance of the Provisions of:
 - (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulation, Circulars, Guidelines issued thereunder; and
 - (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and participants) Regulation, 2018;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulation, 2018:-**Not applicable during the Review period.**



- (f) Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018:- **Not applicable during the Review period.**
- (g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014:- **Not applicable during the Review period.**
- (h) Securities and Exchange Board of India (Issued and Listing of Debt Securities Regulation, 2008:- **Not applicable during the Review period.**
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulation, 2013:- **Not applicable during the Review period.**

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the review period:

- (a) The listed entity has Complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulation/ Circulars / Guidelines including specific clause)	Deviations	Observations/ Remarks of the practicing Company Secretary
1.	Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding payment of listing fees.	Non-compliance of Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding payment of listing fees to BSE for the Financial Year 2021-22 within prescribed time.	The Listed Entity has not paid the Listing fees to the Recognized Stock Exchange for the Financial Year 2021-22 as required in Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 within prescribed time.
2.	Regulation 17 of SEBI (Listing Obligations and Disclosure	The composition of the Board of the Listed Entity was not proper for the period from	The Board of the Listed Entity was duly constituted on 8 th December, 2021 with the appointment of requisite



	Requirements) Regulations, 2015 regarding Composition of Board of Directors.	16 th July, 2021 to 8 th December, 2021 due to absence of requisite number of independent Directors.	number of Independent Directors as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3.	Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding composition of Audit Committee.	The composition of the Audit Committee of the Listed Entity was not proper for the period from 16 th July, 2021 to 8 th December, 2021.	The Audit Committee of the Listed Entity was duly re-constituted on 8 th December, 2021 as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4.	Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding composition of Nomination and Remuneration Committee.	The composition of the Nomination and Remuneration Committee of the Listed Entity was not proper for the period from 16 th July, 2021 to 8 th December, 2021.	The Nomination and Remuneration Committee of the Listed Entity was duly re-constituted on 8 th December, 2021 as per Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5.	Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding composition of Stakeholder relationship Committee.	The composition of the Stakeholders Relationship Committee of the Listed Entity was not proper for the period from 16 th July, 2021 to 8 th December, 2021.	The Stakeholders Relationship Committee of the Listed Entity was duly re-constituted on 8 th December, 2021 as per Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6.	Regulation 31(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding filing of statement on	The Company has not filed shareholding pattern for the quarter ended December, 2021 within the prescribed time period.	The Listed Entity has filed shareholding pattern for the quarter ended December, 2021 on 15 th February, 2022.



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	shareholding pattern.		
7.	Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding promoter's shareholding.	Non-compliance with the requirement of holding 100% promoter's shareholding in Dematerialized form.	The Listed Entity does not have 100% promoter's shareholding in Dematerialized form as required in Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
8.	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding submission of half yearly related party transactions to the Stock Exchanges.	Non-compliance with the requirement of submission of disclosure of Related Party Transaction for the half year ended 30.09.2021 to the Stock Exchange.	The Listed Entity has not submitted the half yearly disclosures of related party transactions for the half year ended 30.09.2021 on a consolidated basis to the Recognized Stock Exchange as required in Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
9.	Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding disclosure of events and information.	Delay in filing outcome of meetings of board of directors held during the Financial year 2021-22 for approval of financial results to be submitted to the stock exchange within prescribed time.	The Listed Entity has not submitted the outcome of meetings of board of directors held during the Financial year 2021-22 for approval of financial results to the stock exchange within the prescribed time.



10.	Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding disclosures on website.	All the requisite information/ documents as required under Regulation 46 were not updated in the website of the Company.	The Listed Entity has not updated all the information/ documents in its website as required under Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
11.	Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding advertisement in Newspaper.	Non-Compliance for not publishing the financial results for 2 quarters in newspaper as specified.	The Listed Entity has not published Financial results in Newspapers as specified in Regulation 33 for the quarter ended 31 st December, 2021 and 31 st March, 2022 during the Financial Year 2021-22.

- (b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the Listed Entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the standard Operating procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken By	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Bombay Stock exchange (BSE)	Regulation 6(1) pertaining to appointment of Compliance officer in the listed entity for the quarter ended 31 st March, 2021.	BSE vide its reminder E-mail dated 07/09/2021 has imposed a fine of Rs. 30,000/- plus GST for the quarter ended	The listed entity has paid the amount of fine levied to BSE on 12/11/2021.



		31 st March, 2021.	
	Regulation 17(1) pertaining to Composition of Board of Director for the quarter ended 30 th September, 2021 and 31 st December, 2021.	BSE vide its mail dated 21/02/2022 has imposed a fine of Rs. 5,000 per day for 53 days i.e. Rs. 2,65,000 plus GST.	The listed entity has submitted its representation before BSE vide E-mail dated 22/02/2022 requesting to withdraw the fine imposed by the exchange and subsequently, the Listed Entity has paid the penalty to the exchange.
	Regulation 31 pertaining to Holding of specified securities and shareholding pattern for the quarter ended 31 st December, 2021.	BSE vide its E-mail dated 02/03/2022 has imposed a fine of Rs. 46,000/- plus GST.	The Listed entity has paid the amount of fine levied to BSE on 14/03/2022.
	Regulation 33 pertaining to Submission of financial results with stock exchange for the quarter ended 31 st December, 2021.	BSE vide its E-mail dated 14/03/2022 has imposed a fine of Rs. 5,000 per day for 1 day i.e. Rs. 5,000 plus GST.	The Listed entity has paid the amount of fine levied to BSE on 25/04/2022.

Except for these, there were no actions taken against the Listed Entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the standard Operating procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

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



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Sr. No.	Observations of the Practicing Company Secretary in the Previous reports	Observations made in the Secretarial Compliance report for the Year ended 2021 (The Years are to be mentioned)	Actions taken by the listed entity, if any	Comments Of the Practicing Company Secretary On The actions taken by the listed entity
1.	Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Listed Entity has not paid the Listing fees to the Recognized Stock Exchange for the Financial Year 2020-21 as required in Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 till the date of issue of this report.	The Listed entity has paid the Listing Fees to BSE for the Financial Year 2020-21 on 25.04.2022 to the stock Exchange.	The Listed entity has paid the Listing Fees to BSE for the Financial Year 2020-21 on 25.04.2022 to the stock Exchange.
2.	Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Listed Entity does not have 100% Promoter's Shareholding in the Dematerialized form as required in Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Listed entity is in the process for making 100 % promoter's Shareholding in a Dematerialized Form.	The Listed Entity was not able to make 100% promoter's Shareholding in Dematerialized Form during this year also.



3.	Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Listed Entity has not furnished advance notice of at least 5 days regarding meeting of Board of Directors held on 15.09.2020 to the Recognized Stock Exchange as required in Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Listed Entity has submitted the advance notice on 10.09.2020 which is not within the prescribed time limit regarding meeting of Board of Directors held on 15.09.2020 to the Stock Exchange and BSE has imposed a fine of Rs. 10,000 plus GST vide E-mail dated 14.10.2020 for such non-compliance against which the listed entity has submitted its representation to BSE on 15.10.2020 in lieu of the same the exchange has waived the amount of fine imposed.	There is a delay on the part of the company for submission of advance notice to the stock exchange for board meeting held on 15.09.2020 after representation made by the listed entity the exchange has waived the amount of fine imposed.
4.	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding submission of half yearly related party transactions to the Stock Exchanges.	The Listed Entity has not submitted the half yearly disclosures of related party transactions for the half year ended 30.09.2020 on a consolidated basis to the Recognized Stock Exchange as required in Regulation 23(9) of SEBI (Listing Obligations and	The Listed Entity has not filed half yearly disclosures of related party transactions for the half year ended 30.09.2020 and BSE has imposed a fine of Rs. 1,75,000/- plus GST vide its E-mail dated 18.01.2021 for such non-compliance	The BSE vide its E-mail dated 20 th July, 2021 waived the penalty imposed on the company.



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		Disclosure Requirements) Regulations, 2015	against which the listed entity has submitted its representation before BSE vide E-mail dated 21.01.2021 for waiver of Penalty levied by the exchange.	
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Place: Ghaziabad
Date: 31.05.2022

**For Santosh Kumar Pradhan
Company Secretaries**



**Santosh Kumar Pradhan
Proprietor
C. P. No. : 7647
FCS No. F6973
P.R.C. No. 1388/2021
UDIN: F006973D000444498**