

TARAI FOODS LIMITED

REGD. OFF: 13, HANUMAN ROAD, CONNAUGHT PLACE, NEW DELHI- 110001

H.O.: SANDHU FARMS, PO BOX. 18, RUDRAPUR, UTTARAKHAND- 263153

EMAIL: TARAI FOODS@GMAIL.COM

TEL: 05944 244304

CIN: L1514DL1990PLC039291

31st July, 2020

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, 2020

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, 2020.

Kindly take the same in your record.

Thanking you,

Yours truly,

FOR TARAI FOODS LIMITED



Arti Verma
Company Secretary cum Compliance Officer

Encl.: As Above



**Secretarial Compliance Report
of
Tarai Foods Limited
(CIN: L15142DL1990PLC039291)
for the Year ended 31st March, 2020**

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, 2020 ("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	Non-compliance of 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.
2.	Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-compliance with the requirement of holding 100% Promoter's shareholding in Dematerialized form.	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.

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- (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) 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 during the Review Period. However, the Listed Entity has received the Letter from the Bombay Stock Exchanges, (BSE) dated 14th May, 2019 regarding the non-compliance for the appointment of Qualified Company Secretary as Compliance Office of the Listed Entity, which were duly replied by the Listed Entity during the period under review
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the Previous reports	Observations made in the Secretarial Compliance report for the Year ended.... (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 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	100% Promoter's shareholding of the Listed Entity is not in Dematerialized form and the Listed Entity is in the process of getting these shares in demat form.	The Listed entity is in a process for making 100 % promoter's Shareholding in a Demat Form.	The Listed Entity in this year also unable to make the 100% promoter's Shareholding in Demat Form.



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Further, the Listed Entity has published its financial results in Hindi language in Hindi Newspapers as per our observations made in the previous secretarial compliance report.

Place: Ghaziabad
Date: 31.07.2020

**For Santosh Kumar Pradhan
Company Secretaries**



**Santosh Kumar Pradhan
Proprietor**

C. P. No. : 7647

FCS No. F6973

UDIN: F006973B000536315