

TARAI FOODS LIMITED

CIN: L15142DL1990PLC039291 Regd. Office: 13, Hanuman Road, Connaught Place, New Delhi- 110 001

Website: www.taraifoods.in Email:grvnnces.tfl@gmail.com Tel No.: 011-41018839

30th May 2025

The Manager,
Corporate Relationship Department
BSE Limited,
Flr 25, P J Towers,
Dalal Street,
Mumbai-400001.

Subject: Annual Secretarial Compliance Report of Tarai Foods Limited for FY 2024-25.

Scrip No.: 519285

Dear Sir/Madam,

Please find enclosed the Annual Secretarial Compliance Report of the Listed Entity for the financial year ended 31.03.2025 for your kind perusal and consideration.

You are requested to kindly take the same on your record.

Thanking you,

Yours truly,

FOR **TARAI FOODS LIMITED**

VIJAY KANT
ASIJA

Digitally signed by VIJAY
KANT ASIJA
Date: 2025.05.30 16:10:27
+05'30

Vijay Kant Asija

Company Secretary cum Compliance Officer

Encl.: As Above



SANTOSH KUMAR PRADHAN COMPANY SECRETARIES

Secretarial Compliance Report Of Tarai Foods Limited (CIN: L15142DL1990PLC039291) For the Financial Year Ended 31st March, 2025

I have examined the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Tarai Foods Limited (CIN: L15142DL1990PLC039291) (hereinafter referred to as the Listed Entity)**, having its Registered Office 13, Hanuman Road, Connaught Place, New Delhi-110001. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observation thereon.

Based on our verification of the listed entity's books, paper, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

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

- (a) All the documents and records made available to me and explanation provided by **Tarai Foods Limited (CIN: L15142DL1990PLC039291) (hereinafter referred to as the Listed Entity)**.
- (b) The filling/ submissions made by the Listed Entity to the Stock Exchanges;
- (c) Website of the Listed Entity;
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this report for the Financial Year ended 31st March, 2025 ("Review Period") in respect of Compliance of the Provisions of:
 - (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulation, Circulars, Guidelines issued thereunder; and
 - (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018:- **Not applicable during the Review period.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018:- **Not applicable during the Review period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:- **Not applicable during the Review period.**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021:- **Not applicable during the Review period.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018;

and circulars/ guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

- I. (a) The Listed Entity has complied with the provisions of the above Regulations and the Circulars/Guidelines issued thereunder, except in respect of matters specified below:

Sr . No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks

SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES

1.	SEBI LODR Regulations, 2015	Regulation 33 of LODR	Non-submission of the financial results for the 2 nd quarter ended 30 th September, 2024 within the prescribed time period	BSE	Fine	Delay in submission of Quarterly Financial Result for the quarter ended 30 th September, 2024	206500 (inclusive of GST)	The Listed has submitted its unaudited financial results for the 2 nd quarter ended 30 th September, 2024 on 22 nd December, 2024.	The Company has filed the results for the 2 nd Quarter ended 30 th September, 2024 on 20 th November, 2024 and revised results on 22 nd December, 2024, thereby making a default for submission of results within the prescribed time period and the Company has paid the penalty to BSE.	
2.	SEBI LODR Regulations, 2015	Reg 17(1A) of SEBI LODR, Regulations, 2015	Non-compliance with the requirements pertaining to appointment or continuation of office of Non-executive	BSE	Fine	The Listed Entity has not obtained the shareholders approval for continuation of appointment of Ms. Mandeep Grewal	106200 (inclusive of GST)	Ms. Mandeep Grewal, one the Non-Executive Director of the Company continued on the Board of the Listed	Ms. Mandeep Grewal (Non Executive Independent Director, DIN: 03614401) resigned from the office of Directorship of the Company w.e.f.	

			director, attaining the age of seventy-five years.			on the Board of the Company on attaining the age of 75 years.		Entity after attaining the age of 75 years without obtaining the approval of shareholders for the period from 16 th July, 2024 to 14 th August, 2024 as required under Regulation 17(1A) of LODR.	14.08.2024 and the Company has requested for waiver of this penalty.	
3.	SEBI LODR Regulations, 2015	Reg 46 of SEBI LODR Regulations, 2015	The Listed Entity has not uploaded all the requisite details as required under Regulation 46 of LODR in the website of the Company.	NA	None	The Listed Entity has not uploaded all the requisite details as required under Regulation 46 of LODR in the website of the Company.	None	The Listed Entity has not uploaded all the requisite details as required under Regulation 46 of LODR in the website of the Company.	The Listed Entity is in the process of updating all the details on the website of the Company.	

4.	SEBI LODR Regulations, 2015	Regulation 31(2) of LODR Regulations, 2015	Listed Entity has not maintained 100% promoter holding in demat mode	NA	None	Listed Entity has not maintained 100% promoter holding in demat mode	None	The Listed Entity has not maintained 100% promoter holding in demat mode as required under Regulation 31(2) of LODR.	The Listed Entity is in the process of maintaining 100% promoter holding in demat mode	
5.	SEBI LODR Regulations, 2015	Regulation 47 of SEBI LODR	The Listed entity has not published the quarterly financial results in newspaper as per regulation 47 of SEBI LODR for Quarter ended 31 st March, 2024, 30 th June, 2024 and 30 th September, 2024 and also not filed with Stock Exchange.	NA	None	The Listed entity has not published the quarterly financial results in newspaper as per regulation 47 of SEBI LODR for Quarter ended 31 st March, 2024, 30 th June, 2024 and 30 th September, 2024 and also not filed with Stock Exchange.	None	The Listed entity has not published the quarterly financial results in newspaper as per regulation 47 of SEBI LODR for Quarter ended 31 st March, 2024, 30 th June, 2024 and 30 th September, 2024 and also not filed with Stock	The Company has not published the results in Newspaper due to financial condition of the Company and the Company will ensure to comply with this regulation in future.	

								Exchange.		
6	SEBI LODR Regulations, 2015	Regulation 23 (9) of LODR.	Listed Entity has not submitted the details of Related Party Transaction report for the half year ended 31.03.2024 and 30.09.2024 within the stipulated time period.	NA	None	Delay in submission of Half Yearly related party transaction Reports to BSE for the half year ended 31.03.2024 and 30.09.2024.	None	The Listed Entity has submitted the details of half yearly related party transaction Reports to BSE on 01.06.2024 for the quarter ended on 31 st March, 2024 and 15.11.2024 for the quarter ended on 30 th September, 2024, which is not within the stipulated time period.	There is delay in submission of half yearly related party transaction Reports to BSE for the half year ended 31.03.2024 and 30.09.2024. The Company will ensure to comply with this Regulation in future.	

7	SEBI LODR Regulations, 2015	Reg. 7(3) of SEBI LODR	Listed entity has not submitted Compliance Certificate under regulation 7(3) for the year ended 31.03.2024 with the stock exchange.	NA	None	Listed entity has not submitted Compliance Certificate under regulation 7(3) for the year ended 31.03.2024 with the stock exchange.	None	Listed entity has not submitted Compliance Certificate under regulation 7(3) with the stock exchange for the year ended 31.03.2024	The Company will ensure to comply with this Regulation in future, however, this provision is not applicable w.e.f. 13.12.2024	
8	SEBI LODR Regulations, 2015	Regulation 29 of SEBI LODR	Listed Entity has not submitted the intimation of board meeting for approval of financial results for the year ended 31 st March, 2024 within the stipulated time period.	NA	None	Listed Entity has not submitted the intimation of board meeting for approval of financial results for the year ended 31 st March, 2024 within the stipulated time period.	None	The Listed entity has submitted the Notice of the Board meeting for approval of financial statements for the year ended 31 st March, 2024 on 30.05.2024, which is not within the	The Company has submitted the Notice for the Board Meeting at shorter notice for the approval of financial statements for the year ended 31 st March, 2024 on 30.05.2024 and the Company will ensure to comply with this Regulation in future.	

								stipulated time period.		
9	SEBI LODR Regulations, 2015	Regulation 33 of SEBI LODR Regulations, 2015	Non-submission of the financial results for the Quarter & Year ended 31 st March, 2024 within the prescribed time period	Stock Exchange	Fine	Delay in submission of Quarterly Financial Result for the quarter ended 31 st March, 2024	106200 (inclusive of GST)	The Listed has submitted its unaudited financial results for the year ended 31 st March, 2024 on 17 th June, 2024.	The Company has filed the results for the year ended 31 st March, 2024 on 17 th June, 2024 thereby making a default for submission of results within the prescribed time period and the Company has paid the penalty to BSE.	
10	SEBI LODR Regulations, 2015	Reg 30 of SEBI LODR Regulations, 2015	The Listed entity has not uploaded the outcome of Board meeting held on 31/05/2024 and 14/11/2024 within the stipulated	NA	None	The Listed entity has not uploaded the outcome of Board meeting held on 31/05/2024 and 14/11/2024 within the	None	The listed entity has uploaded the outcome for the board meeting held on 31/05/2024 on 17/06/2024 and for the	The Company will ensure to comply with the requirements of Regulation 30 of SEBI LODR in future.	

			time period			stipulate d time period		board meeting held on 14/11/2 024, the outcome of board meeting was submitte d on 20/11/2 024, which is not within the stipulate d time period.		
1 1	SEBI (Prohibition of Insider Trading) Regulations, 2015	Reg 9 read with Clause 4 of Schedule of PI Regulations	The Listed entity is required to intimate about the closure of Trading Window before the start of each quarter	NA	None	The listed entity has not informed the stock exchange about the closure of trading window for each quarter.	None	The listed entity has not informed the stock exchange about the closure of trading window for each quarter during the Financial Year 2024-25.	The Company will ensure to comply with the requiremen ts of Regulation 9 of SEBI (Prohibitio n of Insider Trading) Regulations , 2015 in future.	

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1 2	SEBI (LODR) Regulations, 2015	Reg 30 of SEBI LODR	The listed entity is required to submit the AGM proceedings within 12 hours from the conclusion of Annual General meeting	NA	None	The Listed entity has not filed the AGM proceedings with the Stock Exchange within the stipulated time period	None	The Listed Entity has not filed the proceedings of Annual General Meeting held on 26 th day of September, 2024 within the stipulated time period.	The Company will ensure to comply with the requirements of Regulation 30 of SEBI LODR in future.	
1 3	SEBI (LODR) Regulations, 2015	Reg 31 (1) of SEBI LODR	The listed entity is required to submit the Shareholding Pattern within 21 days of end of each quarter.	NA	None	The Listed entity has not filed the Shareholding Pattern for the Quarter ending 31.03.2025 within the stipulated time period	None	The Listed Entity has filed the Shareholding Pattern for the Quarter ending 31.03.2025 on 22.04.2025, which is not within the stipulated time period.	The Company will ensure to comply with the requirements of Regulation 30 of SEBI LODR in future.	

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14	SEBI (DP) Regulations, 2018	Reg 76 of SEBI DP Reg.	The Listed Entity is required to submit the Reconciliation of Share capital Audit Report within 21 days from end of each quarter.	NA	None	The Listed entity has not filed the Reconciliation of Share capital Audit Report for the Quarter ending 30.06.2024 and 31.03.2025 within the stipulated time period	None	The Listed Entity has filed the Reconciliation of Share capital Audit Report for the Quarter ending 30.06.2024 on 01.08.2024 and for the quarter ended 31.03.2025 on 02.05.2025, which is not within the stipulated time period.	The Company will ensure to comply with the requirements of Regulation 76 of SEBI (DP) Regulations, 2018 in future.	
15	SEBI (LODR) Regulations, 2015	Reg 24A (2) of SEBI LODR	The listed entity is required to submit the Annual Secretarial Compliance Report within 60 days from the end of the	Stock Exchange	Fine	Delay in submission of Annual Secretarial Compliance Report for the year ended 31 st March,	42,480 (inclusive of GST)	The Listed has submitted its Annual Secretarial Compliance Report for the year ended 31 st March, 2024 on 30.05.2024, however, the XBRL	The Company has filed Annual Secretarial Compliance Report for the year ended 31 st March, 2024 on 30.05.2024, however, the XBRL	

			Financial Year.			2024 in XBRL.		31 st March, 2024 on 30.05.2024, however, the XBRL file was not submitted within the stipulated time period.	could not be submitted within time period due to error in XML File thereby making a default and the Company has paid the penalty to BSE.	
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The Listed Entity has received Letters, clarifications and E-mails from the Stock Exchanges, which were replied by the Company during the period under review..

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

Sr. No .	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended 31st March, 2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Listed Entity has not submitted the details of outcome of Board Meetings within the stipulated time period.	The Listed Entity has not submitted the details of outcome of Board Meetings within the stipulated time period.	Regulation 33 of LODR	Delay in submission of outcome of the Board Meetings held on 30.05.2023, 10.08.2023 and 14.11.2023. No action taken on the Listed Entity	The Company tried to file the Outcome of Board Meetings in time.	The Actions taken by the Listed entity is not satisfactory as subsequent outcomes were also filed beyond

						prescribed time period.
2.	The Listed Entity has not submitted the Investor Complaints for the quarter ended 31.03.2024 to BSE within the stipulated time period.	The Listed Entity has not submitted the Investor Complaints for the quarter ended 31.03.2024 to BSE within the stipulated time period.	Regulation 13(3) of SEBI LODR	Delay in submission of Investor Complaints to BSE for the quarter ended 31.03.2024. No action taken on the Listed Entity	The Company tries to file the same within prescribed time period.	The Listed Entity is filing subsequent reports within the prescribed time period.
3.	The Listed Entity has uploaded/updated the details as required under Regulation 46 of LODR on the website of the Company.	The Listed Entity has uploaded/updated the details as required under Regulation 46 of LODR on the website of the Company.	Regulation 46 of SEBI LODR	The details as required under Regulation 46 of LODR are not uploaded in the website of the Company. No action taken on the Listed Entity	The Company has tried to update its website of the Company.	Some of the information's are still to be uploaded in the website of the Company.
4.	The Listed Entity has not maintained 100% promoter holding in demat mode	The Listed Entity has not maintained 100% promoter holding in demat mode	Regulation 31(2) of LODR	Listed Entity has not maintained 100% promoter holding in demat mode. No action taken on the Listed Entity.	The Company tries to make the promoters holding 100% in demat.	The Actions taken by the Listed entity is not satisfactory this is pending for quite some time now.
5.	The Listed entity has not published/ not published within the stipulated time period the quarterly and annual financial results in	The Listed entity has not published/ not published within the stipulated time period the quarterly and annual financial results in	Regulation 47 of LODR	The Listed entity has not published quarterly and annual financial results in newspaper as per regulation 47 of SEBI LODR	The Company tries to comply with this requirement, however,	The Actions taken by the Listed entity is not satisfactory as during the current year

	newspaper as required under regulation 47 of SEBI LODR.	newspaper as required under regulation 47 of SEBI LODR.			due to financial constraint, it is not able to comply with this Regulation.	also, some of the results are not published in Newspaper.
6.	The Listed Entity has submitted the details of half yearly related party transactions to BSE on 01.06.2023 and 30.09.2023, which is not within the stipulated time period.	The Listed Entity has submitted the details of half yearly related party transactions to BSE on 01.06.2023 and 30.09.2023, which is not within the stipulated time period.	Regulation 2 of LODR	Delay in submission of Half Year related party transactions to BSE for the half year ended 31.03.2023 and 30.09.2023.	The Company tries to comply with this regulation.	The Actions taken by the Listed entity is not satisfactory as during the current year also, The Report for 1 st half Year ended 30.09.2024 was filed after due date.

II. I hereby report that, during the Review Period the compliance status of the listed entity with the following requirements is as appended below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS
1.	<u>Secretarial Standard:</u> The compliances of listed entity are in accordance with the applicable Secretarial Standard (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	Nil
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. 	No	The Listed Entity has not updated the policies within the time.

	<ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circular/ guidelines issued by SEBI. 		
3.	<u>Maintenance and disclosure on website:</u> <ul style="list-style-type: none"> The listed entity is maintaining a functional website. Timely dissemination of the documents /information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website. 	No	The Listed Entity has not updated the details in its website as mentioned under Point No. I (3) above.
4.	<u>Disqualification of Director:</u> None of the Director of the Listed Entity is/ are disqualified under section 164 of the Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	<u>Details related to subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	Yes	The Company does not have any material subsidiaries during the review period.
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI LODR regulations, 2015.	Yes	Nil
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the committees at the start	Yes	Nil

	of every financial year/ during the financial year as prescribed in SEBI Regulations.		
8.	<p><u>Related party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) In case no prior approval has been obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved /ratified/ rejected by the Audit Committee,.</p>	Yes	Nil
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulation, 2015 within the time limits prescribed thereunder.</p>	No	The Listed Entity has not disclosed the events within the prescribed time period.
10.	<p><u>Prohibitions of insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	No	During the Review Period, the Listed Entity is not maintaining the Structural Digital Database.
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Action has been taken against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder or The actions taken against the Listed entity/ its promoters/ Directors/ subsidiaries either by SEBO or Stock exchange are specified in the last column.</p>	No	The details of penalties levied by BSE is as mentioned under Point No. I (a) of the Report
12.	<p><u>Resignation of Statutory Auditors from the Listed entity or its material subsidiaries:</u></p> <p>In case of resignation of Statutory Auditor from the Listed entity or any of its material subsidiaries during the Financial Year, the Listed entity and/ or its material subsidiary(ies) has/ have</p>	NA	There was no resignation of Statutory Auditors in the Listed

	complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master circular on compliance with the provision of the LODR Regulations by the Listed Entities.		entity or its material subsidiaries during the Review Period
13.	<u>Additional Non- compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	Nil

I further report that the Listed Entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46 (2)(za) of the LODR Regulations.: Not Applicable

Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My Responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Ghaziabad
Date: 29.05.2025

For Santosh Kumar Pradhan
Company Secretaries
Santosh Kumar Pradhan
Digitally signed
by Santosh
Kumar Pradhan
Date: 2025.05.29
19:29:45 +05'30'
C.P. No.: 7647
FCS No. F6973
P.R. No. 1388/2021
UDIN: F006973G000491512