tara chand
infralogistic solutions ltd
Think New. Act Now
(Formerly Tara Chand Logistic Solutions Ltd)

Pan No. AAECT1408Q
TAN No.PTLT12766F
GSTIN. 04AAECT1408Q1Z8
CIN No. L63090CH2012PLC033556

Registered Office : 342, Industrial Area, Phase-1, Chandigarh -160 002
Ph.: 8427300795, 8427646965 | E : info.chd@tarachandindia.in | www.tarachandindia.in

Date: April 04, 2024

To,

The National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G-Block,
Bandra- Kurla Complex Bandra (E),
Mumbai-400051, Maharashtra, India

Reference No. NSE/LIST/246

Sub: Re-Submission of Secretarial Compliance Report from Practicing Company Secretary (PCS) pursuant to Requirement Letter Ref .NSE/LIST/246 dated March 19, 2024 with reference to application for SME to Main Board Final Approval.

Dear Sir/Madam,

This is with respect to above mentioned subject and in continuation to our earlier submission on the same matter dated **March 22 ,2024 vide Neaps App. No. 2024/Mar/10181/10234** we are hereby **re-submitting** the Secretarial Compliance Report from Practicing Company Secretary (PCS) as per prescribed format in the **Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11,2023**.

Thanking you,
For Tara Chand Infralogistic Solutions Limited
(Formerly Tara Chand Logistic Solutions Limited)

VINAY KUMAR TARA CHAND AGGARWAL
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Date: 2024.04.04 13:21:05 +05'30'

Vinay Kumar
Managing Director
DIN:00151567

Encl:As above

Regd. Office: 305, 3rd Floor, Sector 1, Building No.2, Millenium Business Park, Mahape, Navi Mumbai – 400710, Maharashtra, India

Email: info@avsassociates.co.in **Tel:** 022 48012494

Secretarial Compliance Report of Tara Chand InfraLogistic Solutions Limited for the period from April 1, 2023 to March 20, 2024 ("Review Period")

We, AVS & Associates, Practicing Company Secretaries, based on the directives issued by the National Stock Exchange of India Limited ('NSE') as the requirement for the approval of application of migration filed by the Company from SME to the Main Board, have examined:

(a) All the documents and records made available to us and explanation provided by Tara Chand InfraLogistic Solutions Limited ("the Company or Listed Entity");

(b) The filings/submissions made by the listed entity to the Stock Exchange i.e. National Stock Exchange of India Limited ('NSE');

(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 period April 1, 2023 to March 20, 2024 ('Review Period') in respect of compliance with the provisions of:

(a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, 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 voluntary, include:

(a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015');

(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the review period);**

(e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021**(Not applicable to the Company during the review period);**

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(f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the review period);**

(g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the review period)**;

(h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued thereunder applicable to the listed entity.

and based on the above examination, We 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:

No.	01
Compliance Requirement (Regulations/circulars/ guidelines including specific clauses)	Regulation 3(5) of SEBI (PIT), Regulations, 2015 requires UPSI Sharing should be recorded in a Structured Digital Database maintained by the Company.
Regulation / Circular No.	Regulation 3(5) of SEBI (PIT), Regulations, 2015
Deviations	The Company has maintained its database w.r.t. UPSI Sharing in Excel Format instead of taking a Structured Digital Database as required under regulation 3(5) of SEBI (PIT), Regulations, 2015.
Action Taken by	-
Type of Action	-
Details of Violation	-
Fine Amount	-
Observations/Remarks of the Practicing Company Secretary	The Company has maintained its database w.r.t. UPSI Sharing in Excel Format instead of taking a Structured Digital Database ('SDD') as required under regulation 3(5) of SEBI (PIT), Regulations, 2015 for the period April 1, 2023 to August 7, 2023. Further, after August 8, 2023, the entries have been captured in the SDD maintained by the Company.
Management Response	The Company maintained the digital database in password-protected excel worksheets for ensuring the requirements of Regulation 3(6) of SEBI(PIT), 2015. Further, on the date this report, the Company has already implemented and made effective the structured digital database as per the applicable Regulations. The delay in implementation is due to the fact that the company had been facing IT infrastructure challenges to implement the same which took some time to make it effective.
Remarks	-

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(b) The listed entity has taken the following actions to comply with the observations made in the previous report of 31.3.2023: Not Applicable

No.	-
Observations/ Remarks of the Practicing Company Secretary in the previous reports	-
Observations made in the secretarial compliance report for the year 31.3.2023	-
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	-

(c) We hereby report that, during the review period the compliance status of the listed entity is appended as below:

NO.	PARTICULARS	COMPLIANCE STATUS (YES/NO/NA)	OBSERVATIONS/ REMARKS BY PCS
01.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	-
02.	Adoption and timely updation of the Policies: (a) All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities (b) All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	(a) YES (b) YES	-

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03.	Maintenance and disclosures on the Website: a) The Listed entity is maintaining a functional website b) Timely dissemination of the documents/ information under a separate section on the website c) 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.	(a) YES (b) YES (c) NA	-
04.	Disqualification of Director: None of the Directors (s) of the Company is/ are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.	YES	-
05.	Details related to Subsidiaries of listed entities have been examined w.r.t: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	-
06.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	-
07.	Performance Evaluation: The listed entity has conducted a performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	-

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08.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of the Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	NA	-
09.	**Disclosure of events or information:** The listed entity has generally provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	-
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) &3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	NO	The Company has maintained its database w.r.t. UPSI Sharing in Excel Format instead of taking a Structured Digital Database ('SDD') as required under regulation 3(5) of SEBI (PIT), Regulations, 2015 for the period April 1, 2023 to August 7, 2023. Further, after August 8, 2023, the entries have been captured in the SDD maintained by the Company.
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	YES	-

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12.	Resignation of statutory auditors from the listed entity or its material subsidiaries 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 complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No such event of the resignation of a statutory auditor occurred during the review period.
13.	Additional Non-compliances, if any: No additional non-compliance observed For any of the SEBI regulation/circular/guidance Note etc.	YES	-

Assumptions and Limitations of the Scope and Review:

i. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Listed entity. Our responsibility is to report based on our examination of relevant documents and information. This is neither an audit nor an expression of opinion. Further, we have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the listed entity;

ii. The Compliances in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 do not apply to the Company. However, in accordance with the directives of the NSE pertaining to the submission requirements for the approval of the Company's application to migrate from SME to the Main Board, this activity has been undertaken. The Company will submit this report to the NSE to seek approval for the migration application only.

iii. This Report is solely intended for submission to NSE for the application of migration filed by the Company from SME to the Main Board and is not to be used, referred to, or distributed for any purpose without our prior written consent. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or whose hands it may come without our prior consent in writing.

For AVS & Associates
Company Secretaries

Vijay Mahendra Yadav
Digitally signed by Vijay Mahendra Yadav
Date: 2024.04.04 12:33:36 +05'30'

Vijay Yadav
Partner
Membership No. F11990
C.P. No: 16806
Peer Review No: 1451/2021
UDIN: F011990F000023859

Date: April 04, 2024
Place: Navi Mumbai