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: March 22, 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: 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 in with respect to above mentioned subject we are hereby submitting Secretarial Compliance Report from Practicing Company Secretary (PCS) .

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

VINAY KUMAR TARA CHAND AGGARWAL
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Date: 2024.03.22 12:55:52 +05'30'

Vinay Kumar
Managing Director
DIN:00151567

Encl:As above

AVS & ASSOCIATES
Company Secretaries
(Peer Reviewed Firm)

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:** 022-35119443/022-35119444

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

We have conducted a limited review of the compliance of the applicable statutory provisions and the adherence to practices by Tara Chand InfraLogistic Solutions Limited (hereinafter referred as 'the Listed Entity or the Company'), having its Registered office at 342 Industrial Area Phase I, Chandigarh – 160002 based on the directives issued by the National Stock Exchange of India Limited as the requirement for the approval of application of migration filed by the Company from SME to the Main Board. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts and providing our observations thereon.

Based on our limited verification of the Company's books, papers, minutes 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 the review period, we hereby report that the Company has, during the review period generally complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, AVS & Associates, Practicing Company Secretaries, 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 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,20

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(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);**

(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:

I. (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.	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	
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.	-
Compliance Requirement (Regulations/circulars/ guidelines including specific clauses)	-
Regulation / Circular No.	-
Deviations	-
Action Taken by	-
Type of Action	-
Details of Violation	-
Fine Amount	-
Observations/ Remarks of the Practicing Company Secretary made in the previous report of 31.3.2022	-
Management Response	-
Remarks	-

II. Compliances related to the resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019:

No.	PARTICULARS	COMPLIANCE STATUS (YES / NO)	OBSERVATIONS / REMARKS BY PCS
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the	NA	No such event of the resignation of a statutory auditor occurred during the review period.

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	limited review/ audit report for the last quarter of such financial year as well as the auditreport for such financial year.		
2	Other conditions relating to the resignation of the statutory auditor		
	i. Reporting of concerns by the Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	No such event of the resignation of a statutory auditor occurred during the review period.
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by themanagement, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	NA	No such event of the resignation of a statutory auditor occurred during the review period.

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	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
	iii. The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No such event of the resignation of a statutory auditor occurred during the review period.

III. 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 have been reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI.	(a) YES (b) YES	-
03.	Maintenance and disclosures on the Website: a) The Listed entity is maintaining a functional website	(a) YES	-

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	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.	(b) YES (c) NA	
(c)	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	-
(d)	Details related to Subsidiaries of listed entities have been examined w.r.t: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	-
(e)	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	-
(f)	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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(g)	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	-
(h)	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	-
(i)	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.
(j)	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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(k)	Additional Non-compliances, if any: No additional non-compliance observed For any SEBI regulation/circular/guidance Note etc.	YES	-

IV. 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;

ii. Our responsibility is to report based on our examination of relevant documents and information. This is neither an audit nor an expression of opinion;

iii. We have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the listed entity;

iv. 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;

v. 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; and

vi. 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
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Date: 2024.03.22 12:47:29 +05'30'

Vijay Yadav
Partner
Membership No. F11990
C.P. No: 16806
Peer Review No: 1451/2021
UDIN: F011990E003619484

Date: March 22, 2024
Place: Navi Mumbai