

Date: 30/05/2024

**To,
The Secretary,
National Stock Exchange of India Limited
Add: Exchange Plaza, 5thFloor Plot No- 'C' Block,
G Block Bandra-Kurla Complex,
Bandra (E), Mumbai-400051**

Sub: Annual Secretarial Compliance Report for the Year ended 31 st March, 2024

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2024 .

Please take the above on record.

Enc: As above

**Thanking you,
Yours truly,**

**For Tara Chand InfraLogistic Solutions Limited
(Formerly Tara Chand Logistic Solutions Limited)**

**Nishu Kansal
Company Secretary & Compliance Officer
M.No. A33372**

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 48012494

Annual Secretarial Compliance Report of Tara Chand InfraLogistic Solutions Limited for the year ended March 31, 2024

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 certification;

for the financial year ended March 31, 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, and guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, and 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) 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**);
- (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 ('SEBI (PIT) 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:

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	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. Although the company has an SDD system for capturing UPSI, the Company is advised to be more vigilant and continually work on improving its procedures and systems for recording the movement of UPSI within the SDD system.
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	-

(b) The listed entity has taken the following actions to comply with the observations made in the previous reports of 31.3.2023:

Sr. No.	Not Applicable
Observations/ Remarks of the Practicing Company Secretary in the previous report	
Observations made in the secretarial compliance report for the year ended 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 with the following requirements:

NO.	PARTICULARS	COMPLIANCE STATUS (YES/NO/NA)	OBSERVATIONS/ REMARKS BY PCS
01.	<p>Secretarial Standards:</p> <p>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).</p>	YES	-
02.	<p>Adoption and timely updation of the Policies:</p> <p>(a) All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities</p> <p>(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.</p>	YES	-
03.	<p>Maintenance and disclosures on the Website:</p> <p>a) The Listed entity is maintaining a functional website</p>	a) YES	

	<p>b) Timely dissemination of the documents/ information under a separate section on the website</p> <p>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.</p>	<p>b) YES, to the extent applicable.</p> <p>c) NA</p>	<p>c) NA, as the shares of the Company were listed on the SME Exchange of NSE until March 31, 2024. Following a migration, shares have been listed on the Main Board of NSE since April 16, 2024.</p>
C)	<p>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.</p>	YES	-
D)	<p>Details related to Subsidiaries of listed entities have been examined w.r.t:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	During the review period, the Company does not have any subsidiary.
E)	<p>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.</p>	YES	-
F)	<p>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.</p>	YES	-

G)	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of the Audit Committee for all related party transactions; or</p> <p>(b) In case no prior approval is obtained, the listed entity shall provide detailed reasons along with confirmation of whether the transactions were subsequently approved/ratified / rejected by the Audit committee.</p>	NA	The Shares of the Company were listed on the SME Exchange of NSE until March 31, 2024. Following a migration, shares have been listed on the Main Board of NSE since April 16, 2024.
H)	<p>Disclosure of events or information:</p> <p>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.</p>	YES	-
I)	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	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. Although the company has an SDD system for capturing UPSI, the Company is advised to be more vigilant and continually work on improving its procedures and systems for recording the movement of UPSI within the SDD system.

J)	Actions taken by SEBI or Stock Exchange(s), if any: No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	YES	-
K)	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.
L)	Additional Non-Compliances, if any: No additional non-compliance observed for any the SEBI regulation/circular/guidance note etc. except as reported above.	YES	-

Assumptions and Limitations of the Scope and Review:

- i. Compliance with 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 (LODR) Regulations, 2015 do not apply to the Company till March 31, 2024 as the Company's shares were listed on the SME Exchange of NSE until March 31, 2024. Following a migration, the shares have been listed on the Main Board of NSE since April 16, 2024. This Report is issued only to make submissions to NSE as the Company migrated from SME Exchange to the Main Board after March 31, 2024. Accordingly, the compliances are checked, verified and commented on in this report; and

- v. 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**

Anand Subroto Mukherjee

Digitally signed by
Anand Subroto
Mukherjee
Date: 2024.05.29
15:19:11 +05'30'

Anand Mukherjee

Partner

Membership No. F11804

C.P. No: 16883

Peer Review No: 1451/2021

UDIN: F011804F000476730

Date: May 29, 2024

Place: Navi Mumbai