



Ideas for a new day

May 24, 2024

Compliance Department, BSE Limited , Phiroze Jeejeebhoy Tower, Dalal Street, Fort, Mumbai - 400 001	Compliance Department, National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, G-Block, Bandra- Kurla Complex Bandra-(E), Mumbai – 400 051
Scrip Code:- 539889	Scrip Symbol :- PARAGMILK

Dear Sir / Madam,

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

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD 1/27/2019 dated July 11, 2023, we have enclosed herewith the Annual Secretarial Compliance Report of the Company for the Financial Year ended March 31, 2024, issued by M/s. N.L. Bhatia & Associates - Practicing Company Secretaries.

You are requested to kindly take the same on record.

Thanking you.

Yours Faithfully,

For Parag Milk Foods Limited

Virendra Varma
Company Secretary and Compliance Officer
FCS No. 10520

Encl a/a



Parag Milk Foods Ltd.,

CIN-L15204PN1992PLC070209

Regd. Office: Flat No. 1 Plot No. 19, Nav Rajasthan Co-Op Housing Society, Behind Ratna Memorial Hospital, Senapati Bapat Road, Shivaji Nagar, Pune - 411016. Ph.: +91 72764 70001

Corporate Office: 10th floor, Nirmal building, Nariman point, Mumbai - 40021 Tel.: 022-43005555 Fax: 022-43005580

Website: www.paragmilkfoods.com | **email:** investors@paragmilkfoods.com



N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

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To,
The Board of Directors,
Parag Milk Foods Limited
CIN: L15204PN1992PLC070209
Flat No.1, Plot No.19,Nav Rajasthan Soc.,
behind Ratna Memorial Hospital,
S.B. Road, Shivaji Nagar,
Pune, Maharashtra, India, 411016

Dear Sirs,

Sub: Annual Secretarial Compliance Report for the Financial Year 2023-24

We, **M/s N L Bhatia & Associates**, Practicing Company Secretaries, have been engaged by **Parag Milk Foods Limited** (hereinafter referred to as the 'Company') [CIN: L15204PN1992PLC070209] having their equity shares listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), to conduct an audit in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the Management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report and Auditing Standards issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed as Annexure A.

For M/s. N L Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH055800
PR No.: 700/2020



hfaasm B.R

Bharat Upadhyay
Partner

FCS No. 8663

COP No. 9625

UDIN: F005436F000423392

Date: May 22, 2024

Place: Mumbai

Secretarial compliance report of Parag Milk Foods Limited for year ended 31st March, 2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Parag Milk Foods Limited. (hereinafter referred as 'the listed entity'), having its Registered Office at "Flat No.1,Plot No.19,Nav Rajasthan Soc., behind Ratna Memorial Hospital, S.B. Road, Shivaji Nagar, Pune, Maharashtra, India, 411016. Secretarial review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon. Based on our verification of the listed entity's books, papers, 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, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

We, **M/s N L Bhatia & Associates**, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Parag Milk Foods Limited (the 'Listed Entity');
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) books, papers, minute books, forms and returns filed;
- (e) all other documents / filings, as may be relevant, which have been relied upon to make this certification.

For the year ended 31st March 2024 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, provisions and the circulars/ guidelines issued thereunder, which have been examined, include:-

1. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
3. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
4. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



5. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **(Not Applicable to the Company during the Financial year);**
6. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
7. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **(Not applicable to the Company during the Financial year);**
8. Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
9. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **(Not applicable to the Company during the Financial year);**

and Circulars/ Guidelines Issued thereunder

and based on the above examination, we hereby report that, for the year ended 31st March, 2024:

- (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:-

Compliance Requirement (Regulations/ Sr. circular No.s/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of violation	Fine Amount	Observations/ remarks of the Practising Company Secretary, if any.	Management Response	Remarks
NA									

- (b) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 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 action taken by the listed entity
NA						



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

Sr. No	Particulars	Compliance status (Yes/ No/ NA)	Observation / Remarks by PCS
1.	<p><u>Secretarial Standard</u> The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	The Company has duly complied with the SS issued by ICSI.
2.	<p><u>Adoption and timely updation of the Policies:</u> •All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • 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	The Company has updated all applicable policies under SEBI Regulations and the same are in conformity with SEBI Regulations and has been reviewed.
3.	<p><u>Maintenance and disclosures on Website:</u> •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 redirects to the relevant document(s) / section of the website.</p>	Yes	The Company has maintained fully functional website at www.paragmilkfoods.com .
4.	<p><u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies. (b)Requirements with respect to disclosure of material as well as other subsidiaries.</p>	Yes	The Company has appropriately identified the Related Parties and proper disclosures were made by the Company with respect to its material subsidiaries.
6.	<p><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</p>	Yes	The Company has complied with the SEBI Regulations for preserving and maintaining records as prescribed and has duly in place the said policy.



7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	The Company has duly conducted performance evaluation of the Board, Independent Directors and the Committees in each financial year.
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee.	Yes Yes	The Company has obtained prior approval of Audit Committee for all Related party transactions The Company has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee, in case where prior approval from the audit committee was not obtained.
9.	Disclosure of events or information: The listed entity has 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	The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The Company has duly complied with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.
11.	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 Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	NA	The Company is not in receipt of any such notices from SEBI or Stock Exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.
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 has / have complied with paragraph 6.1 and 6.2 of section	NA	There is no instance of resignation of statutory auditors from the Company or its material subsidiary during the financial year.



	V-D of Chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by listed entities.		
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	No	

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. Our 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 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.



For M/s. N L Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH055800
PR No.: 700/2020

Bharat Upadhyay

Bharat Upadhyay
Partner

FCS No. 5436
COP No. 4457

UDIN: F005436F000423392

Date: May 22, 2024

Place: Mumbai