



KAMLESH M. SHAH & CO.

B.COM LL B ACS

Since - 1993

PEER REVIEWED

PRACTICING COMPANY SECRETARY

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SECRETARIAL COMPLIANCE REPORT OF MISHTANN FOODS LIMITED

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

(Pursuant to Regulation 24A (2) read with SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021

I Kamlesh M. Shah have examined:

- (a) all the documents and records made available to us and explanation provided by **MISHTANN FOODS LIMITED** (CIN: L15400GJ1981PLC004170) ("the listed entity");
- (b) the filings / submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity; and
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2023** ("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, 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 for the year under report)**
- (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 for the year under report)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable for the year under report)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable for the year under report)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable for the year under report)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable for the year under report)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable for the year under report)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable for the year under report)** and circulars / guidelines issued thereunder

I 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)	Observations / Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	
2	Adoption and timely updation of the Policies: - 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 have been reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI.	YES YES YES	
3	Maintenance and disclosures on Website: - 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.	YES YES YES YES	
4	Disqualification of Director:		



Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations / Remarks by PCS*
	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. • 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 the management, as applicable. • 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.		
	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	NA	There was no resignation by the Statutory Auditor in the Listed Entity, hence not applicable.



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
	case where the listed entity / its material subsidiary has not provided information as required by the auditor.		
3	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 October 18, 2019.	NA	There was no resignation by the Statutory Auditor in the Listed Entity, hence not applicable.

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.	Compliance Requirement (Regulations/ circulars / 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	Management Response	Remarks
1.	Notice for Non-Compliance with Regulation 21(2) of SEBI (LODR) Regulations, 2015	Regulation 21(2)	Non-Compliance with Constitution of Risk Management Committee	Penalty Imposed	Penalty Letter (Show Cause Notice)	Non-Compliance with Constitution of Risk Management Committee	182000	Company has Made the Waiver Application in respect of Penalty Letter Received from Bombay	Company has made waiver application to Bombay Stock Exchange.	Waiver Application is been approved and taken on Record by Bombay Stock Exchange.



								Stock Exchange and taken on Note for future Compliances		
2.	Notice for Non-Compliance with Regulation 23(9) of SEBI (LODR) Regulations, 2015	Regulation 23(9)	Delay Submission	Penalty Imposed	Penalty Letter (Show Cause Notice)	Non-Compliance with Related Party Disclosure	35400	Company has paid the Penalty which is imposed by Bombay Stock Exchange and taken on Note for future Compliances	Company has made waiver application to Bombay Stock Exchange.	
3.	Notice for Non-Compliance with Regulation 13(1) of SEBI (LODR) Regulations, 2015	Regulation 13(1)	Delay Submission	Penalty Imposed	Penalty Letter (Show Cause Notice)	Delay in Submission of Investor Grievance Statement Period from period September 11, 2022 to October 10, 2022	18360	Company has paid the Penalty which is imposed by Bombay Stock Exchange and taken on Note for future		



								Compliances		
4.	Notice for Non-Compliance with Regulation 13(1) of SEBI (LODR) Regulations, 2015	Regulation 13(1)	Delay Submission	Penalty Imposed	Penalty Letter (Show Cause Notice)	Delay in Submission of Investor Grievance Statement Period from October 11, 2022 to November 10, 2022	49680	Company has paid the Penalty which is imposed by National Stock Exchange and taken on Note for future Compliances		



- (a) The listed entity has taken the following actions to comply with the observations made in previous reports:

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
					Advisory / Clarification / Fine / Show Cause Notice/ Warning, etc.					
NA										

Place: Ahmedabad
Date: May 27, 2023
UDIN: A008356E000399439



For KAMLESH M. SHAH & CO.,
Practicing Company Secretary

Kamlesh M. Shah

KAMLESH M. SHAH
(Proprietor)
(ACS: 8356, COP: 2072)
Peer Review No.1090/2021