



JAIN SONESH & ASSOCIATES

Company Secretaries

46/1, College Road, Opp. B. E. College (Main Gate)
Howrah-711 103

M: +91 8013929199

E-mail: jainsonesh1987@gmail.com

fcssoneshjain@gmail.com

SECRETARIAL COMPLIANCE REPORT OF TERAJ TEA CO. LTD FOR THE YEAR ENDED 31ST MARCH, 2023

(Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)
Regulation, 2015)

To,
The Members,
M/s Terai Tea Co. Ltd
10, Government Place (East)
Kolkata - 700069

I, Sonesh Jain Proprietor of Jain Sonesh and Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by TERAJ TEA CO.LTD. ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (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 year ended 31st March, 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 during the year under review};
- (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 during the year under review};
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - {Not Applicable during the year under review};
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - {Not Applicable during the year under review};
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - {Not Applicable during the year under review};



- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/ guidelines issued thereunder;

I have examined the compliance of above regulations, circulars, guidelines issued there under as applicable during the review period and based on confirmation received from management of the company as and wherever required and affirm that:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Not Any
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • 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 	Yes	Noy Any
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • 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	Not Any Not Any Not Any
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Not Any
5.	<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	N.A.	The Company does not have any Subsidiary



6.	<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.	Yes	Not any
7.	<u>Performance Evaluation:</u> 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	Not Any
8.	<u>Related Party Transactions:</u> (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 No Such Case	Not Any Not any
9.	<u>Disclosure of events or information:</u> 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	Noy any
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Not Any
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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	Yes	Not any
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/ guidance note etc.	Yes	Not Any



Further, based on the above examination, I hereby report, during the review period that:

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/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 Practicing Company)	Management Response
Regulation 33 (3) (a) - Financial Results along with Limited review report/ Auditor's report	Regulation 33 (3) (a)	As per the provisions of regulation 33 (3) (a) of SEBI (LODR) Regulations, 2015, the company is required to file the Financial Results along with Limited review report/ Auditor's report Within 45 days from the end of the quarter/Within 60 days from the end of the last quarter. However, the company has filed Financial Result resulting in delay of 1(one) day in filing of Last quarter of financial year ending March 2022.	BSE	Fine	There was delay in filing of 1 (one) day in filing of financial results of quarter ending March 2022 and it is a violation of regulation 33 of SEBI (LODR) Regulation, 2015.	Rs. 5000/- per day on the company. As the results were delayed by 1 (one) day. The total penalty was Rs. 5000 + 18% GST aggregating to Rs. 5900/-	The company delayed in filing Financial Results for Quarter ending March 2022 which is violation of regulation 33 of SEBI (LODR) Regulation, 2015. However, Company has filed the results and paid the Fine levied by BSE.	The delay was due to adjournment of meeting by one day due to non-completion of all the agenda items for which proper intimation was made to stock exchange immediately and further disclosures were duly made to the regulatory.
Regulation 33 (3) (a) - Financial Results along with Limited review report/ Auditor's report	Regulation 33 (3) (a)	As per the provisions of regulation 33 (3) (a) of SEBI (LODR) Regulations, 2015, the company is required to file the Financial Results along with Limited review report/ Auditor's report Within 45 days from the end of the quarter/Within 60 days from the end of the last quarter. However, the company has filed Financial Result resulting in delay of 5 (Five) days in filing of Quarter ending of September 2022.	BSE	Fine.	There was delay in filing of 5 (Five) days in filing of financial results of quarter ending September 2022 and it is a violation of regulation 33 of SEBI (LODR) Regulation, 2015.	Rs. 5000/- per day on the company. As the results were delayed by 5 (Five) days. The total penalty was Rs. 25000 + 18% GST aggregating to Rs. 29500/-	The company delayed in filing Financial Results for Quarter ending September 2022 which is violation of regulation 33 of SEBI (LODR) Regulation, 2015. However, Company has filed the results and paid the Fine levied by BSE.	The delay was purely unintentional and inadvertent. while filing the financial results, the attachments of the consolidated cash flow sheet could not be made out of sheer mistake, which the co. Has rectified following a query raised by the stock exchange. In spite of prayers made to the stock exchange citing the reasonable grounds for non-uploading of the consolidated cash flow, the stock exchange imposed the penalty which was paid.



Pursuant to Rule 6 of the companies (Appointment and qualification of directors) Rule, 2019, the independent directors of the company have registered themselves with the data bank maintained by the Indian Institute of Corporate Affairs (IICA)	Rule 6 of the companies (Appointment and qualification of directors) Rule, 2019	The Registration of Independent Directors was Under Process with the Data Bank Maintained by the IICA. The Company has appointed independent directors registered with data bank maintained by the Indian Institute of Corporate Affairs (IICA) during the year under review.	-	-	The Registration of Independent Directors was Under Process with the Data Bank Maintained by the IICA. The Company has appointed independent directors registered with data bank maintained by the Indian Institute of Corporate Affairs (IICA) during the year under review.	-	The Registration of Independent Directors was Under Process with the Data Bank Maintained by the IICA. The Company has appointed independent directors registered with data bank maintained by the Indian Institute of Corporate Affairs (IICA) during the year under review.	All the pending registration of independent director with the data bank maintained by IICA was duly made & the new appointment of independent directors has also been made after due consideration of registration. As on date, no registration is under process.
--	---	---	---	---	---	---	---	---

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

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 Practicing Company Secretary)
Regulation 33 (3) (a) - Financial Results along with Limited review report/Auditor's report	Regulation 33 (3) (a)	Delay in filing of financial results for the year ended 31st March 2021 to the stock exchanges	BSE	There was delay in filing of financial results of quarter ending March 2021 and it is a violation of regulation 33 of SEBI (LODR) Regulation, 2015	There was delay in filing of financial results of quarter ending March 2021 and it is a violation of regulation 33 of SEBI (LODR) Regulation, 2015.	Rs.259600/-	The Company has filed the results and paid the Fine levied by BSE. The Company had filed request for condonation of delay for waive off Penalty.



<p>Pursuant to Rule 6 of the companies (Appointment and qualification of directors) Rule, 2019, the independent directors of the company have registered themselves with the data bank maintained by the Indian Institute of Corporate Affairs (IICA).</p>	<p>Pursuant to Rule 6 of the companies (Appointment and qualification of directors) Rule, 2019</p>	<p>The Registration of Independent Directors are Under Process with the Data Bank Maintained by the IICA.</p>			<p>The Registration of Independent Directors are Under Process with the Data Bank maintained by the IICA.</p>		<p>The Company has appointed independent directors registered with data bank maintained by the Indian Institute of Corporate Affairs (IICA) during the year under review and existing director completed registration process during the year under review.</p>
--	--	---	--	--	---	--	---

- c) The company has re-appointed auditor in the Annual General Meeting for Five Consecutive Years as per the relevant provisions of Act during the period under review as his term was expired during the year under review. The listed entity has suitably included the conditions as mentioned in para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 in terms of appointment of statutory auditor of the Listed entity.



Assumptions & Limitation of scope and Review:

- a) Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- b) Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- c) We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- d) This Report is solely for the intended 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.

PLACE: HOWRAH
DATE: 15-05-2023
UDIN: F009627E000301864
PR No.: 1618/2021



For JAIN SONESH & ASSOCIATES
COMPANY SECRETARY

Sonesh Jain.

(CS SONESH JAIN)
Proprietor
Mem. No. FCS-9627
CP No. - 11865