



## 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 TERAI TEA CO. LTD FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022

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

We, Jain Sonesh and Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **TERAI 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 31<sup>st</sup> March, 2022 ("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, 2009 and 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, 1998 and 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) Regulations, 2014 - **{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 and Redeemable Preference Shares) Regulations, 2013 - **{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;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, 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: -

S. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	<i>Submission of Financial Results under Regulation 30 and 33 of SEBI(LODR) Regulation, 2015.</i>	<i>Delay in filing of financial results for the year ended 31<sup>st</sup> March 2021 to the stock exchanges.</i>	<i>Due to the unrepresented situations arising out of lockdowns due to COVID-19 pandemic, delay in submission of annual audited and standalone and consolidated financial results to stock exchange for the financial year ended 31.03.2021.</i>
2.	<i>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)</i>	<i>The Registration of Independent Directors are Under Process with the Data Bank Maintained by the IICA.</i>	<i>The Registration of Independent Directors are Under Process with the Data Bank Maintained by the IICA.</i>

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.



(c) The following are the details of actions taken against the listed entity / its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S. No.	Action taken by	Details of violation	Details of action taken E.g., fines, warning letter, debarment, etc	Observations/ Remarks of the Practicing Company Secretary
1.	BSE	Delay in Filing of Financial results for the year ended March, 2020	Penalty of Rs. 2,77,300/- (Inclusive of GST)	The Company had filed request for condonation of delay for waive off Penalty and the same has been waived by BSE.
2.	BSE	Delay in Filing of Financial results for quarter ended June, 2020	Penalty of Rs. 1,41,600/- (Inclusive of GST)	The Company had filed request for condonation of delay for waive off Penalty.
3.	BSE	Delay in Filing of Financial results for the year ended March, 2021	Penalty of Rs. 2,59,600/- (Inclusive of GST)	The Company had filed request for condonation of delay for waive off Penalty.

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

S. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Filing of Financial Results for the Year Ended 31 <sup>st</sup> March 2020.	Delay in Filing of Financial Results for the Year Ended 31 <sup>st</sup> March 2020.	Financial results had been approved in Board meeting held on 18th September, 2020 and submitted and had also filed for condonation of delay.	Financial results had been approved in Board meeting held on 18th September, 2020 and submitted and had also filed for condonation of delay.



2.	<i>Filing of Financial Results for Quarter ended 30<sup>th</sup> June, 2020.</i>	<i>Delay in filing of financial Results for Quarter ended 30<sup>th</sup> June, 2020.</i>	<i>Financial results had been approved in Board meeting held on 9th October, 2020 and submitted and had also filed for condonation of delay.</i>	<i>Financial results had been approved in Board meeting held on 9th October, 2020 and submitted and had also filed for condonation of delay.</i>
3.	<i>Registration of Independent directors with the data bank maintained by the IICA.</i>	<i>Registration of Independent directors with the data bank maintained by the IICA are in Process.</i>	<i>Registration of Independent directors with the data bank maintained by the IICA are still in Process.</i>	<i>Registration of Independent directors with the data bank maintained by the IICA are still in Process.</i>



PLACE: HOWRAH  
DATE: 28-05-2022  
UDIN: F009627D000419388  
PR No.: 1618/2021

For JAIN SONESH & ASSOCIATES  
COMPANY SECRETARY

*Sonesh Jain*

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