

VINOD KOTHARI & COMPANY

Practising Company Secretaries

B-42, Metropolitan Co-operative Housing Society, Dhapa

Kolkata – 700 105, India

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Unique Code – P1996WB042300

PAN No. -AAMFV6726E

GSTIN - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Secretarial compliance report of The Peria Karamalai Tea and Produce Company Limited for the financial year ended March 31, 2025

We have examined:

- (a) all the documents and records made available to us and explanation provided by The Peria Karamalai Tea and Produce Company Limited (“**listed entity/Company**”),
 - (b) the filings/ submissions made by the listed entity to the Stock Exchange,
 - (c) website of the listed entity,
 - (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report,
- for the financial year ended March 31, 2025 (“**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 there under; 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 (“**Listing Regulations**”);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - Not applicable during the Review Period
- (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 Review Period
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - Not applicable during the Review Period
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - Not applicable during the Review Period
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“**PIT Regulations**”);
- (h) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company); - Not applicable during the Review Period
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

and circulars/ guidelines issued thereunder; and based on the above examination, we hereby report that, during the Review Period:

Mumbai: 403-406, 175 Shreyas Chambers, D. N. Road, Fort, Mumbai-400 001

Delhi: Nukleus, 501 & 501A, 5th Floor, Salcon Rasvilas, District Centre, Saket, New Delhi, Delhi 110017

Bengaluru: 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001



(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.	Compliance Requirement (Regulations/ guidelines including specific clause)	Regulation/ circular no.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/ remark of the Practicing Company Secretaries (PCS)	Management response	Remarks
										Nil

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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports	Observations made in the Secretarial Compliance report for the year ended	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
1.	The listed entity is advised to take the insurance policy in terms of the requirements of the SEBI Circular dated 25 th May, 2022.	Financial year ended 31 st March, 2024	As per SEBI Circular dated 25 th May, 2022, the listed companies are mandatorily required to take special contingency insurance policy from the insurance company towards the risk arising out of the requirements relating to issuance of duplicate securities in order to protect the interest of the listed companies.	No policy had been taken by the listed entity.	During the Review Period, the listed entity has made due compliance with the observation raised and obtained the special contingency insurance policy.	The Policy has been taken by the listed entity.



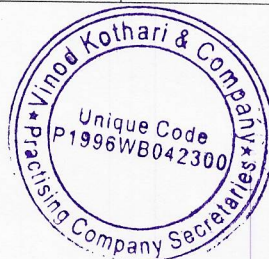
- I. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1	<u>Secretarial Standard</u> The compliances of the listed entity are in accordance with applicable Secretarial Standards (SS) issued by ICSI, namely SS-1 and SS-2	Yes	
2	<u>Adoption and timely updation of the Policies:</u> a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity b) All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations /circulars /guidelines issued by SEBI.	Yes	
3	<u>Maintenance and disclosure on website</u> a) The listed entity is maintaining a functional website. b) Timely dissemination of the documents/ information under a separate section on the website. c) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirect to the relevant document(s)/ section of the website.	a) Yes b) Yes c) Yes	
4	<u>Disqualification of Director</u> None of the Directors of the listed entity are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.	Yes	We have verified the same on the basis of the declarations furnished by Directors and the information available on public domain.
5	<u>Details related to subsidiaries of listed entities have been examined w.r.t.:</u> a. Identification of material subsidiary companies b. Disclosure requirements of material as well as other subsidiaries.	NA	There are no subsidiaries of the listed entity.
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	Yes	We have relied on management representation and verification on a sample basis.



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Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
	Preservation of Documents and Archival policy prescribed under the Listing Regulations.		
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	The performance evaluation for the FY 2024-25 was conducted in the meeting dated 14 th May, 2024.
8	<u>Related Party Transactions</u> a. The listed entity has obtained prior approval of Audit Committee for all related party transaction b. In case no prior approval obtained, the listed entity shall provide the detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	We have given some recommendations for disclosures with respect to RPTs placed before the AC for approval.
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 Listing Regulations within the time limits prescribed thereunder.	Yes	
10	<u>Prohibition of Insider Trading</u> The listed entity is in compliance with the Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	We undertook a process walkthrough and checked entries made in the structured digital database, on a sample basis. It was noted that due to certain technical constraints, a few entries were captured at a later time in the system. However, as informed to us, all such entries were recorded following internal verification and scrutiny, ensuring completeness and accuracy of the database.
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the Listed Entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges	Yes	No actions have been taken except for a clarification letter seeking reasons for non-submission of consolidated financial results for the quarter ended 30 th June, 2024 for which the Company



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Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
	(including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the Listed Entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.		had suitably replied that on account of de-subsidiarisation of two erstwhile subsidiaries of the Company viz. Shivpal Vinimay Private Limited and PKT Plantations Limited w.e.f. 15 th November, 2023, the requirement of consolidated financial results is not applicable on the Company for the Review Period.
12	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> 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	There has been no instance of resignation of an auditor during the Review Period.
13	<u>Additional Non-Compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/ circular/guidance notes, etc.	Yes	There are no additional non-compliances by the Company. It was noted that the Board approved the appointment of new Independent Directors at its meeting held on 20 th September 2024, subject to shareholders' approval. While the Annual General Meeting of the Company was held on 26th September 2024, the notice for the AGM had been issued prior to the date of appointment. Accordingly, to ensure compliance with the regulatory timelines, shareholder approval for the appointment was sought and obtained through a postal ballot well within the three-months of the appointment of the new Independent Directors.

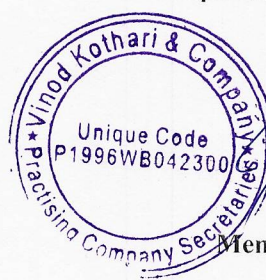
We further report that the Listed Entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2)(za) of the LODR Regulations. - Not Applicable during the Review Period.



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 intended purpose of compliance in terms of Regulation 24A(2) of the Listing Regulations 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 Vinod Kothari & Company
Practicing Company Secretaries
Unique Code: P1996WB042300



Pammy Jaiswal
Pammy Jaiswal
Partner

Membership No.: A48046

CP No.: 18059

UDIN: A048046G000437479

Peer Review Certificate No.:4123/2023

Place: Kolkata

Date: 26th May, 2025