

VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006 – 1009, Krishna Building,
224, A.J.C. Bose Road, Kolkata – 700 017
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Web: www.vinodkothari.com
Unique Code – P1996WB042300

Secretarial compliance report of “The Peria Karamalai Tea and Produce Company Limited” for the year ended March 31, 2024

We have examined:

- all the documents and records made available to us and explanation provided by The Peria Karamalai Tea and Produce Company Limited (“the listed entity”),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

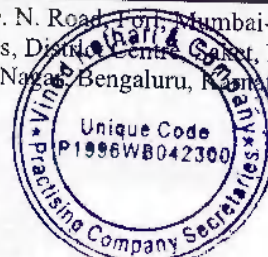
for the year ended March 31, 2024 (“Review Period”) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”);
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - Not applicable during the Review Period
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - Not applicable during the Review Period
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - Not applicable during the Review Period
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - Not applicable during the Review Period
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”);
- Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company); - Not applicable during the Review Period

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(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:



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I. (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/ circulars / guidelines including specific clause)	Regulation / circular no.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/ remark of the PCS	Management response	Remarks
1.	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.	SEBI Circular dated 25 th May, 2022	No policy has been taken by the listed entity	-	Advisory	-	Nil	The listed entity is advised to take the insurance policy in terms of the requirements of the SEBI Circular dated 25 th May, 2022.	The listed entity is in the process of obtaining the said policy for adequate compliance with law.	-

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



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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/ remark of the PCS	Management response	Remarks
1.	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.	SEBI Circular dated 25 th May, 2022	No policy has been taken by the listed entity	-	Advisory	-	Nil	The listed entity is still in the process to ensure compliance with the said requirement.	The listed entity is in the process of obtaining the said policy for adequate compliance with law.	
2.	The Structured Digital Database ("SDD") to be maintained by the companies pursuant to the provisions of regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 should have the features with respect to time stamping and audit trail.	SEBI (Prohibition of Insider Trading) Regulations, 2015	The listed entity was maintaining the SDD in a password protected excel file wherein, the requirements pertaining to time-stamping and audit trail could not be found.					During the Review Period, the listed entity has made due compliance with the observation raised and has installed a proper SDD software		



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II. 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 has 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 redirects to the relevant document(s)/ section of the website.	a) Yes b) Yes c) Yes	The Company is maintaining a functional website containing the requisite disclosure.
4	<u>Disqualification of Director</u> None of the Director of the Company are disqualified under section 164 of the Companies Act, 2013 as confirmed by the listed entity.	Yes	We have verified the same basis the declarations furnished by Directors.
5	<u>To examine details related to Subsidiaries of the listed entity:</u> a. Identification of material subsidiary companies	Yes	There are no material subsidiaries of the listed entity.



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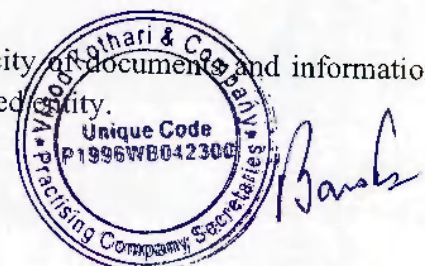
Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
	b. Requirements with respect to disclosure of material as well as other subsidiaries.		
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the Listing Regulations.	Yes	We have relied on management representation and verification on a sample basis.
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 was conducted in the meeting dated 17 th May, 2023.
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	
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	Yes	



Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
	of Insider Trading) Regulations, 2015		
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 the stock exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	During the Review Period, based on the remarks of the PCS in the Annual Secretarial Compliance Report for FY 2022-23, in relation to the partial compliance with the provisions of regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, till the time the listed entity did not comply with the said provision and installed a proper Structured Digital Database ("SDD") software, the "SDD Compliance Status" of the listed entity was changed to "Non-compliant" by the Stock Exchange. However, the same has been changed to "Compliant".by the stock exchange.
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 any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	Yes	

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



Barsha Dikshit

Barsha Dikshit
Partner

Membership No.: A48152

CP No.: 18060

UDIN: A048152F000367383

Peer Review Certificate No.:4123/2023

Place: Kolkata
Date: 14.05.2024