

Prachi Todi

Company Secretaries
46, East Topsia Road Arupota,
Kolkata-700105

Mobile No: 9830072442

Email: csprachi92@gmail.com; info.prachi92@gmail.com

SECRETARIAL AUDIT REPORT

(FORM NO. MR-3)

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Board of Directors,
Asian Tea and Exports Ltd
Sikkim Commerce House
4/1 Middleton Street
Kolkata - 700071

I have conducted the **Secretarial Audit** of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s ASIAN TEA AND EXPORTS LTD** (hereinafter called "the Company"). Secretarial Audit was conducted on test check basis, in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, and relying on the representations made by the Company and its Officers, I hereby report that in my opinion, the Company has, during the financial year ended 31st March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I further report that compliance with applicable laws is the responsibility of the Company and my report constitutes an independent opinion. Further, my report is neither an assurance for future viability of the Company nor a confirmation of efficient management by the Company.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023, according to the provisions of the following laws and as shown to me, during my audit:

- (i) The Companies Act, 2013 (**'the Act'**) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent



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of Foreign Direct Investment, Overseas Direct Investments and External Commercial Borrowings to the extent applicable to the Company;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 and other applicable regulations/guidelines/circulars as may be issued by SEBI from time to time to the extent applicable;
 - The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations/ guidelines/ circulars as may be issued by SEBI from time to time to the extent applicable;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021;
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

I further report that, during the year under review, there were no actions/events in pursuance of:

- The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof and on the basis of the Management representation, I have also examined the secretarial compliances of the Company for the financial year ended 31st March 2023, of the following laws specifically applicable to the Company:

- West Bengal Shops & Establishment Act, 1963;
- The Payment of Wages Act, 1936;
- The Payment of Bonus Act, 1965;
- Employees' State Insurance Act, 1948;
- Employees' State Insurance (Central) Rules, 1950;
- Trade Marks Act, 1999;
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.



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I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued and mandated by the Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with the Calcutta Stock Exchange Limited.
- (iii) The Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to me, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent mentioned hereunder:

I further report that:

- a. The Company had published its Annual Audited Financial Results for the year ended 31st March, 2022 on 01st June, 2022. Accordingly, pursuant to Regulation 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Disclosure of Related Party Transactions was required to be filed with the relevant stock exchange(s) within fifteen days from the date of publication of standalone and consolidated financial results. However, the same was filed on 29th June, 2022, resulting in a delay of fifteen (15) days in such filing. As a result, the Company had paid a penalty of Rs. 75,000 plus GST @ 18% to the Bombay Stock Exchange Limited.
- b. During the year under review, Mr. Ashok Chamaria (DIN: 00445605) ceased to act as a Non-Executive Independent Director of the Company with effect from 29th September, 2022. Accordingly, such vacancy was required to be filled by the Board of Directors at the earliest but not later than three months from the date of such vacancy, as required under Regulation 25(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, such vacancy was filled on 30th March, 2023, i.e., beyond the stipulated time period of three months. As a result, the Company had paid a penalty of Rs. 15,000 plus GST @18% to the Bombay Stock Exchange Limited due to non-compliance of Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further report that:

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors, as on date. As per form DIR-12 filed with the Ministry of Corporate Affairs ("MCA"), Mr. Manish Jajodia (DIN: 02945372) has been appointed as an Additional director (Non-Executive Independent Director) of the Company with effect from 30th March, 2023. Further, during the year under review, Mr. Ashok Chamaria (DIN: 00445605) of the Company ceased to act as a Non-Executive Independent Director of the Company with effect from 29th September, 2022. Apart from this, there were no other changes in the composition of the Board of Directors that took place during the year under review.



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Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the Meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I further report that:

Pursuant to the completion of tenure of M/s Kaushal Surana & Co, Chartered Accountants as Statutory Auditors of the Company, the Board of Directors of the Company, at their Meeting held on 03rd September, 2022 approved and recommended to the shareholders, the appointment of M/s. Agarwal Kejriwal & Co., Chartered Accountants, (Firm Registration No: 316112E) as the Statutory Auditors of the Company, to hold office for a period of five years from the conclusion of the 36th Annual General Meeting (AGM) of the Company till the conclusion of 41st AGM of the Company.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with my letter of even date which is annexed as “**Annexure A**” and forms an integral part of this Report.



Prachi Todi

Practicing Company Secretary

M. No.: 53022

C.P. No.: 22964

Peer Review Certificate No.: 1445/2021

UDIN: A053022E000376873

Date: 25/05/2023

Place: Kolkata

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"ANNEXURE – A"
(TO THE SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023)

To
The Board of Directors,
Asian Tea and Exports Ltd
Sikkim Commerce House
4/1 Middleton Street
Kolkata - 700071,

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on the audit.
2. I have followed the Audit practices and processes as and where appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. I believe that the processes and practices that were followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.



Prachi Todi
Practicing Company Secretary
M. No.: 53022
C.P. No.: 22964
Peer Review Certificate No.: 1445/2021
UDIN: A053022E000376873

Date: 25/05/2023
Place: Kolkata