



**P D RAO & ASSOCIATES**  
Company Secretaries

Room No.1A, 6th Floor, Saltee Plaza  
1 Mall Road, Nagerbazar  
Kolkata-700080  
E-mail : compliance@pdrao.com  
Website : www.pdrao.com  
Mob : + 91 97325 49778

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**

**For the Financial Year ended 31<sup>st</sup> March, 2025**

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,  
The Members,  
Ranicherra Tea Co Ltd  
CIN: L01132WB1908PLC001893  
Matelli, Jalpaiguri – 735223  
West Bengal

We have conducted Secretarial Audit of compliance with the applicable statutory provisions and adherence to good corporate practices by **Ranicherra Tea Co Ltd** (hereinafter called "the Company") (CIN:L01132WB1908PLC001893). Secretarial Audit has been conducted in accordance with the Guidance Note issued by the Institute of Company Secretaries of India (a statutory body constituted under the Company Secretaries Act, 1980) and in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The Company's Management is responsible for the preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws & regulations.

**Auditor's Responsibility:**

Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to the secretarial compliances.

Based on our 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, we hereby report that, in our opinion and to the best of our information, knowledge and belief and according to the explanations given to us, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2025** ('Audit Period') complied with applicable statutory provisions listed hereunder to the extent applicable 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.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial ended on **31<sup>st</sup> March, 2025**, according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the Rules made thereunder.
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) The following Regulations and Guidelines are prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

- a. **The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.** (Not applicable as there was no reportable event during the period under review);
- b. **The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015** (to the extent applicable to the Company during the period under review);
- c. **The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.** (Not applicable as there was no reportable event during the period under review);
- d. **Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021** (Not applicable as there was no reportable event during the period under review);
- e. **The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008** (Not applicable as there was no reportable event during the period under review);
- f. **The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993** regarding the Companies Act and dealing with client is MAHESHWARI DATAMATICS PVT LTD. 23<sup>RD</sup> R.N. MUKHERJEE ROAD, 5<sup>TH</sup> FLOOR, KOLKATA – 700001.
- g. **The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.** (to the extent applicable to the Company during the period under review)

- h. **The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.** (Not applicable as there was no reportable event during the period under review); and
- i. **The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the amendments made thereunder from time to time** (to the extent applicable to the Company during the period under review).
- 6) **Based on the information provided by the Company, the general laws like fiscal, labour laws, environmental laws and all other laws, rules, regulations and guidelines which are generally applicable to all Tea Manufacturing Companies, the following laws/Acts are inter alia, applicable to the Company :**
- i) The Factories Act, 1948 and allied State Laws.
  - ii) The Plantations Labour, 1951
  - iii) The Tea Act, 1953
  - iv) The Food Safety and Standard Act, 2006
  - v) The Food Safety and Standard Regulation, 2011
  - vi) Tea Waste (Control) Order, 1959
  - vii) Tea (Marketing) Control Order, 2003
  - viii) Tea Warehouse (Licensing) Order, 1989
  - ix) The Trade Mark Act, 1949
  - x) Insecticides Act, 1949
  - xi) Payment of Wages Act, 1936 and other applicable labour laws;
  - xii) Air (Prevention and Control of Pollution) Act, 1981 and the rules and standards made thereunder;
  - xiii) Environment Protection Act, 1986 and the rules, and notifications issued thereunder;

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

- i) Secretarial Standards as issued and notified by the Institute of Company Secretaries of India relating to Meeting of Board of Directors (SS-1) and General Meetings (SS-2);
- ii) Listing agreements entered into by the Company with Calcutta Stock Exchange. (CSE) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that as far as we have been able to ascertain –

- i. The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review are carried out in compliance with the provisions of the Act.
- ii. As per the information given by the management of the Company, all notices were given to the Directors of the Company to schedule the Board Meetings, and the agendas along with the detailed notes on agenda were sent at least seven days in advance. Further, 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.
- iii. 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.
- iv. There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure proper compliances with the applicable laws, regulations and guidelines.

We further report that during the audit period:

1. The company was under suspension by Calcutta Stock Exchange Ltd due to non-compliance of Listing Agreement and the Company has applied for Revocation of Suspension and it was duly complied in FY 2024-25 and the Company was being revoked and was admitted for dealing wef 20.03.2025 and now the Company's status is "Active" at the Calcutta Stock Exchange Ltd.



It is stated that compliance with all applicable provisions of the Companies Act, 2013 and other laws is the responsibility of the Management. We have relied on the representation made by the Management and its Officers for systems and mechanisms set up by the Company for compliance with applicable laws. Our examination, on a test check basis, was limited to procedures followed by the Company for ensuring compliance with the said provisions. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted its affairs. We further state that this is neither an audit nor an expression of opinion on the financial activities/statement of the Company. Moreover, we have not covered any matter related to any other law which may be applicable to the Company except the aforementioned corporate laws of the Union of India.

Date: 19th May, 2025  
Place: Kolkata

For P D Rao and Associates  
Company Secretaries



Signature: P. Doleswar  
Name: CS Puppala Doleswar Rao  
(Proprietor)

C. P No: 14385

Membership No.: F10817

Peer Review No.: 2819/2022

Unique ID No.: S2015WB333800

ICSI UDIN: F010817G000381418

DOC ID NO: PDRA/068

**Notes:**

- a) This Report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.
- b) In this Certificate, we have not taken into consideration the events which have not come to our knowledge while conducting this audit.

**ANNEXURE-A**

To,  
The Members,  
Ranicherra Tea Co Ltd  
CIN: L01132WB1908PLC001893  
Matelli, Jalpaiguri – 735223  
West Bengal

Our Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2025 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. Our responsibility is to express an opinion on the secretarial records based on our audit.
2. We have followed audit practices and processes considered to be appropriate to obtain reasonable assurance about the fairness of the contents of the secretarial records. The verification was done on a test basis to ensure that facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedure on a test basis to the extent applicable to the Company.
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.

For P D Rao and Associates  
Company Secretaries

Signature:   
Name: CS Puppala Doleswar Rao  
(Proprietor)



Date: 19th May, 2025  
Place: Kolkata

C. P No: 14385  
Membership No.: F10817  
Peer Review No.: 2819/2022  
Unique ID No.: S2015WB333800  
ICSI UDIN: F010817G000381418  
DOC ID NO: PDRA/068