

TERAI TEA COMPANY LIMITED

REGD. OFFICE : 10 GOVERNMENT PLACE (EAST), 1ST FLOOR, KOLKATA-700 069 INDIA

Telephones : (91) (33) 4021 4444, Fax : (91) (33) 2248 9182

E-mail : teraitea@gmail.com • Website : www.teragroup.com

CIN : L51226WB1973PLC029009



To
The Secretary
Bombay Stock Exchange Ltd.
Phiroza jeejeebhoy Towers
25th Floor, Dalal Street, Mumbai 400 001

Date: 30th May, 2019

The Secretary
Calcutta Stock Exchange Association Ltd.
7, Lyons Range, Kolkata-700001

The Secretary
Ahmedabad Stock Exchange,
Kamdheni Complex, opp: Sahjanand College
Panjaraple Ahmedabad-380015

The Secretary
Jaipur Stock Exchange Ltd.
Indra Place, J.L.N. Marg,
Malviya Nagar, Jaipur-302017

Dear Sir/Madam,

Sub: Secretarial Compliance Report of the Company as per Regulation 24A of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements)(Amendment)Regulations, 2018 for the financial year ending March 31,2019.

Ref: Company Code. 530533

We are submitting the Secretarial Compliance Report of the Company duly audited and signed by the Secretarial Auditor of the Company, in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Amendment) Regulations,2018 for the financial year ending March 31,2019

Kindly take the same in your records.

Thanking You,
Yours Faithfully

FOR, TERA TEA COMPANY LIMITED

ROSHAN DAVE

Company Secretary & Compliance Officer
Membership No: 27185

MR & Associates

Company Secretaries
46, B. B. Ganguly Street,
Kolkata-700012
Mobile No: 9831074332
Email : goenkamohan@gmail.com

SECRETARIAL COMPLIANCE REPORT
OF
TERAI TEA CO. LTD
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019
[Pursuant to Circular No. CIR/CFD/CMD 1/27/2019 dated 08/02/2019 issued by
Securities and Exchange Board of India]

To,
The Members,
M/s. TERA TEA CO. LTD
10, Government Place (East)
Kolkata- 700069
West Bengal

We have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. TERA 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 on 31st March, 2019 ("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 there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");



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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, 2018; - **Not Applicable for the period 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, 2018; -**Not Applicable for the period under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable for the period under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable for the period under review**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; -**Not Applicable for the period under review**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018

Based on the above examination, I/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:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 33(3)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The annual audited standalone and consolidated financial results for the financial year ended 31.03.2018, submitted to Stock Exchange with a delay of one day.	The discussion on financial reporting had not been concluded on due date i.e 30.05.2018 due to first time adoption of IND AS, hence, Board meeting continued on 31.05.2018



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2.	Regulation 47(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	News Paper publication of Unaudited financial results for the quarter ended June 2018 was published in newspaper on 15.08.2018 on due date as per LODR Regulation and same sent to stock exchange on 21.08.2018 due to illness of compliance officer within that period.	The Company shall take adequate measures to take care of the same in future.
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/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:

Sr. 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, if any.
	N/A	N/A	N/A	N/A

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	N/A	N/A	N/A	N/A

For M R & Associates
Company Secretaries

Place : Kolkata

Date : 30.05.2019




[M.R. Goenka]
Partner
FCS No.: 4515
C P No.: 2551