

TYROON TEA COMPANY LIMITED

(AN ISO 9001:2008, ISO 22000:2005 AND HACCP CERTIFIED COMPANY)

CIN : L15421WB1890PLC000612

PHONE NOS : 2248 – 3236/6071/9931

E – MAIL : info@tyroontea.com

WEBSITE : www.tyroontea.com

REGISTERED OFFICE:

“McLEOD HOUSE,
3, NETAJI SUBHAS ROAD,
KOLKATA – 700 001.
INDIA

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IN YOUR REPLY PLEASE QUOTE REF. NO. TY/SH

Date: 30/05/2024

The Bombay Stock Exchange Limited,
25 P. J. Tower,
25th Floor, Dalal Street,
Mumbai – 400 001.

SCRIP CODE 526945

Dear Sir,

Sub: Submission of Annual Secretarial Compliance Report for the year ended 31/03/2024.

With reference to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8th 2019, we are submitting herewith Annual Secretarial Compliance Report pursuant to Regulation 24(A) of SEBI, (LODR), Regulation 2015, for the year ended 31/03/2024.

Thanking you,

Yours faithfully,
For Tyroon Tea Company Limited,



(K. C. Mishra)
Company Secretary and CFO

Encl:As above.

eCSIN – EA013288A000046618



SECRETARIAL COMPLIANCE REPORT
of M/S **TYROON TEA CO LIMITED**
CIN: L15421WB1890PLC000612
FOR THE YEAR ENDED 31ST MARCH, 2024

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

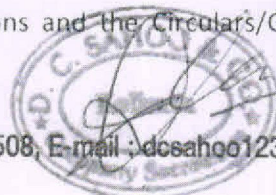
To,
The Board of Directors,
M/S. TYROON TEA CO LIMITED
CIN: L15421WB1890PLC000612
Registered Off: 3, Netaji Subhas Road,
Kolkata- 700001

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **TYROON TEA CO LIMITED** (hereinafter referred as "the listed entity"), having its registered office at 3, Netaji Subhas Road, Kolkata- 700001, India. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, M/s. D.C. Sahoo & Co., Practicing Company Secretaries, have examined:

- a) All the documents and records made available to us and explanations provided by the listed entity
i.e. **TYROON TEA CO LIMITED** ;
- b) the filings/submissions made by the company to the Stock Exchanges;
- c) Website of the Company;
- d) any other documents/filings, as may be relevant, which has been relied upon to prepare this Certificate, for the financial year ended on March 31, 2024 (review period) in respect of Compliance with the provisions of:
 - (i) The Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, Circular, Guidelines issued thereunder and;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under and the Regulations, Circular, Guidelines issued thereunder by the Securities & Exchange Board of India (SEBI);
- e) The specific Regulations whose provisions and the Circulars/Guidelines issued thereunder have been examined, includes –

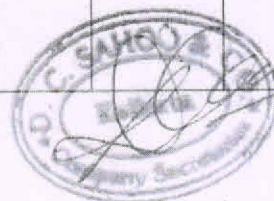


- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable to the listed entity during the review period**
- (iii) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable to the listed entity during the review period**
- (iv) Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018; **Not Applicable to the listed entity during the review period;**
- (v) The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021; **Not Applicable to the listed entity during the review period;**
- (vi) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable for the reporting period;**
- (vii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (viii) Securities and Exchange Board of India (Issue and listing of Debt Securities) Regulations, 2008; **Not Applicable for the reporting period**
- and circulars/ guidelines issued there under

and based on the above examination, 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 (Regulation s/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of action	Details of Violation	Fine Amount	Observation / Remarks of the practicing Company Secretary	Management Response	Remark
1.	Regulation 19(1)/19(2)	Regulation 19(1)/19(2)	Non compliance with the constitution of nomination and remuneration committee.	By BSE	By imposing fine	Non compliance with the constitution of nomination and remuneration committee	Rs.59,000/- Including GST.	The listed entity has paid the fine and has regularised the non-compliance as on date	constitution of nomination and remuneration committee has been regularised.	The non-compliance has been regularised as on date.




2	Regulation 19(1)/19(2)	Regulation 19(1)/19(2)	Non compliance with the constitution of nomination and remuneration committee.	By BSE	Cumulative fine was imposed for same non-compliance	Deviation was sorted out in last quarter, but BSE imposed cumulative fine for same Non compliance with the constitution of nomination and remuneration committee	Rs.2,17,120/- Including GST.	The listed entity has applied for waiver by depositing RS.11,800/- application fees, to the BSE.	constitution of nomination and remuneration committee has been regularised in the preceding quarter.	The non-compliance has been regularised as on date.
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(b) The listed entity has taken following actions to comply with the observations made in previous reports:

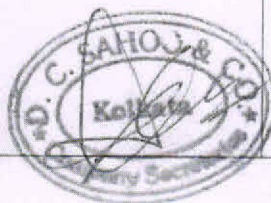
Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of action	Details of Violation	Fine Amount	Observation/Remarks of the practicing Company Secretary	Management Response	Remarks
1	Regulation 27(2)	Regulation 27(2)	Non-submission of the Corporate Governance compliance report, within the prescribed time	By BSE	BY imposing Fine	Non-submission of the Corporate Governance compliance report, within the prescribed time	Rs.1,06,200/- (including GST)	The listed entity had applied for waiver by depositing RS.11,800/- application fees, to the BSE.	Noncompliance with regard to submission of the Corporate Governance compliance report, has been regularised.	Regulation 27(2) regularised by submitting Corporate Governance compliance report.



(c) We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The Compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	Except the non-compliances mentioned in point No: 11
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes Yes Yes	
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under section 164 of Companies Act, 2013.	yes	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Discloser requirement of material as well as other subsidiaries.	NA. NA.	The listed entity has no subsidiaries during the period under review.
6.	Preservation of Documents: 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 SEBI LODR regulations, 2015.	Yes	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the board, Independent Directors and the Committees at the start of every financial	Yes.	

	year/during the financial year as prescribed in SEBI Regulations.		
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions, or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>Yes</p> <p>NA</p>	<p>For all the RTP's prior approval was taken</p>
9.	<p>Disclosure of events information:</p> <p>The listed entity provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>Yes</p>	
10.	<p>Prohibition of insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	<p>Yes</p>	
11	<p>Actions taken by SEBI or stock Exchange (s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	<p>No. Due to non-compliance of Regulation 19(1) / 19(2) BSE has imposed fine.</p> <p>AND</p> <p>For same non-compliance of Regulation 19(1) / 19(2) BSE has imposed a cumulative fine.</p>	<p><i>The BSE has imposed a fine of Rs.59,000/- (inclusive GST) on Co, for Non_ compliance of Regulation 19(1)/ 19(2) , however the Co has paid the fine and has regularised the non-compliance as on date.</i></p> <p><i>The BSE has imposed a cumulative fine of Rs.2,17,120/- (including GST) on Co, for Non_ compliance of same Regulation 19(1) / 19(2), however the Co has regularised the non-compliances as on date and has made an application to the BSE , by depositing Rs.11,800/- (including GST) for waiver of cumulative fine.</i></p> <p>Apart from this, no action has taken against the listed entity/ its promoters</p>



			/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and Circulars/ guidelines issued thereunder during the year under review.
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>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.</p>	N.A.	No statutory auditor from the listed entity or any of its material subsidiaries resigned during the reporting financial year.
13.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for all SEBI Regulation/circular/guidance note etc.</p>	Yes	No any additional non-compliance observed for all SEBI regulation /circular / guidance note etc. during the year under review.

Assumption & 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 certify 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the effectiveness with which the management has conducted the affairs of the listed entity.



For D. C. SAHOO & CO.
Company Secretaries

D. C. Sahoo
Proprietor

M. No.: ACS No: 14008

C P No.: 5508

UDIN:A014008F000494202

PRC NO: 3491/2023

Place: Kolkata

Date: 30.05.2024