



Form No. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended on 31st March, 2020

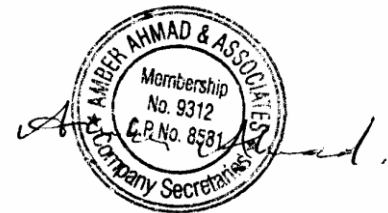
[Pursuant to Regulation 24A of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Winnow Investments and Securities Private Limited
Jasmine Tower, 3rd Floor, 31, Shakespeare Sarani,
Kolkata – 700017

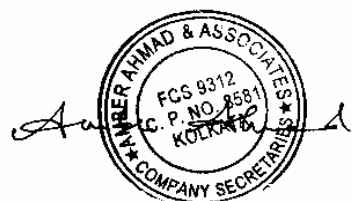
I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **WINNOW INVESTMENTS AND SECURITIES PRIVATE LIMITED (CIN: U65910WB2015PTC205912)** (hereinafter called the “**Company**”). Secretarial Audit was conducted in a 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, the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2020** (the “**Audit Period**”), 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:-

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **WINNOW INVESTMENTS AND SECURITIES PRIVATE LIMITED** (the “**Company**”) for the financial year ended **31st March, 2020** according to the provisions of:
 - (i) The Companies Act, 2013 (the “**Act**”) and the Rules made there under;



- (ii) The Securities Contracts (Regulation) Act, 1956 (“**SCRA**”) and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (*not applicable to the Company during the Audit Period*);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) to the extent applicable to the Company:
 - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).
- (vi) During the period under review, provisions of the following regulations and guidelines were not applicable to the Company:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ;
 - 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;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, the Securities and Exchange Board of India (Delisting of Equity shares) (Amendment) Regulations, 2015 and the Securities and Exchange Board of India (Delisting of Equity shares) (Amendment) Regulations, 2016;
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;



(vii) OTHER APPLICABLE ACTS:

- a) Reserve Bank of India Act, 1934
- b) fiscal, labour and environmental laws which are generally applicable to all companies.

2. I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except that the process of registration of Company as Non-Banking Financial Company pursuant to Section 45-IA of Reserve Bank of India Act, 1934 has been initiated by the Company.

3. I further report that:

- a) The Board of Directors of the Company is duly constituted with 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 were carried out in compliance with the provisions of the Act.
- b) 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.
- c) All decisions of the Board were unanimous and the same was captured and recorded as part of the minutes.
- d) 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.
- e) The Company is a material subsidiary of KANCO TEA & INDUSTRIES LIMITED in terms of Regulation 16(1)(c) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

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.



Place: Kolkata
Date: 24th June, 2020

For AMBER AHMAD & ASSOCIATES
Company Secretaries

Amber Ahmad

CS AMBER AHMAD
Proprietor

Membership No.: FCS 9312

C.P. No.: 8581

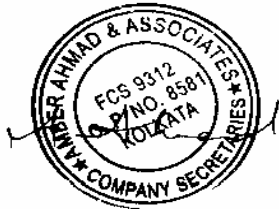
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ANNEXURE – A

To,
The Members,
Winnow Investments and Securities Private Limited
Jasmine Tower, 3rd Floor,
31, Shakespeare Sarani,
Kolkata – 700017

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

1. Maintenance of secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were 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, I 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. Where ever 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, standards is the responsibility of the Management. My examination is 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.
7. This Report is being issued under the conditions of national lockdown due to COVID-19 with limited resources available to me.



Place: Kolkata
Date: 24th June, 2020

For AMBER AHMAD & ASSOCIATES
Company Secretaries

Amber Ahmad

CS AMBER AHMAD
Proprietor
Membership No.: FCS 9312
C.P. No.: 8581
UDIN: F009312B000359728