

# Corporate Information

## BOARD OF DIRECTORS

Mr. Rajvinder Singh, Non-Executive Independent Director

Ms. Suparna Charkrabortti, Non-Executive Independent Director

Mr. Rakesh Macwan (Resigned w.e.f 27.05.2024)

Mr. Ravindra Suchanti, Non-Executive Independent Director (Appointed w.e.f 27-05-2024)

Ms. Sruti Baid, Non-Executive Independent Director (Appointed w.e.f 25.06.2024)

## KEY MANAGERIAL PERSONNEL

Mr. Priyarup Mukherjee, *Company Secretary* (Resigned w.e.f 31.08.2023)

Mr. Deepak Kumar Singh, *Chief Financial Officer*

Mr. Shilajit Saha, Manager (Resigned w.e.f 01.11.2023)

Mr. Sunny Jalan, Company Secretary (Appointed w.e.f 16.11.2023)

Mr. Deepak Verma, Manager (Appointed w.e.f 01.02.2024)

## REGISTERED OFFICE

4, Dr. Rajendra Prasad Sarani

Kolkata – 700 001

Phone : (033) 2230 4351

Fax : (033) 2230 7555

E-mail: [compliances@dhelakhat.com](mailto:compliances@dhelakhat.com)

Website: [www.dhelakhat.com](http://www.dhelakhat.com)

## CIN

L15492WB1917PLC002894

## BANKER

Kotak Mahindra Bank Ltd

## STATUTORY AUDITORS

S. Guha & Associates,

*Chartered Accountants*

AE - 441, Sector -1, Saltlake

Dist. North 24 Parganas,

Kolkata - 700 064

## REGISTRAR AND SHARE TRANSFER AGENTS

Niche Technologies Pvt. Ltd.

3A, Auckland Place

7th Floor, Room No. : 7A & 7B, Kolkata - 700 017

Phone : (033) 2280-6616/17/18

Fax : (033) 2280 6619

E-mail : [nichetechpl@nicetechpl.com](mailto:nichetechpl@nicetechpl.com)

Website : [www.nichetechpl.com](http://www.nichetechpl.com)

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# Notice

## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 105th Annual General Meeting ('AGM') of the members of Dhelakhat Tea Company Limited will be held on Wednesday, 21st August, 2024 at 01:00 p.m. through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") Facility to transact the following business:

### ORDINARY BUSINESS:

#### 1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the reports of the Board of Directors and the Auditors' thereon.

### SPECIAL BUSINESS:

#### 2. To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**

**"RESOLVED THAT** Mr. Ravindra Suchanti (DIN: 00143116), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th May, 2024 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 ('the Act'), but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, appointment of Mr. Ravindra Suchanti (DIN: 00143116), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years, with effect from 27th May, 2024 up to 26th May, 2029, be and is hereby approved."

#### 3. To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**

**"RESOLVED THAT** Ms. Sruti Baid (DIN: 10637833), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25th June, 2024 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 ('the Act'), but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, appointment of Ms. Sruti Baid (DIN: 10637833), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years, with effect from 25th June, 2024 up to 24th June, 2029, be and is hereby approved."

#### Registered Office:

4, Dr. Rajendra Prasad Sarani,

Kolkata – 700001

CIN: L15492WB1917PLC002894

Phone: (033) 2230-4351

Fax: (033) 2230-7555

E-mail: compliances@dhelakhat.com

Website: www.dhelakhat.com

Place: Kolkata

Date: 25th June, 2024

By Order of the Board of Directors  
For **Dhelakhat Tea Company Limited**

**Sunny Jalan**  
Company Secretary

# Notice *(Contd.)*

## NOTES:

### 1. Explanatory Statement

The respective Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 2 and 3 of the accompanying Notice is annexed hereto and forms a part of this Notice.

A brief resume of the Directors as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standards - 2 on General Meetings in relating to the Director seeking appointment as set out in Resolution at Item No. 2 & 3 is provided in Annexure to this Notice.

### 2. General instructions for accessing and participating in the 105th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting

- a. The Ministry of Corporate Affairs, (MCA) vide its General Circular No.09/2023 dated 25th September, 2023 and in continuation to General Circular No. 10/2022 dated 28th December, 2022, General Circular Nos. 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May, 2022 has allowed Companies to conduct their AGMs due in the year 2024 through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on or before 30th September, 2024 in accordance with the requirements laid down in the paragraph 3 and 4 of the General Circular No. 20/2020 dated 5th May 2020 read with General Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020. Pursuant to the aforesaid MCA circulars read with SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and in compliance with the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the 105th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 105th AGM shall be the Registered Office of the Company. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and available at the Company's website at [www.dhelakhat.com](http://www.dhelakhat.com).
- b. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is (033) 2230-4351 (5 lines).
- c. In terms of the aforementioned MCA Circulars and SEBI Circulars, since the physical attendance of Members has been dispensed with, there is no requirement for appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 105th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 105th AGM through VC Facility and e- Voting during the 105th AGM.
- d. Members are requested to participate on first come first served basis, as participation through video conferencing is limited and will be closed on expiry of 15 minutes from the scheduled time of the AGM. However, the participation of members holding 2% or more is not restricted on first come first served basis. Members can login and join 15 minutes prior to the scheduled time of meeting and window for joining shall be kept open till the expiry of 15 minutes after the scheduled time.
- e. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- f. Central Depository Services (India) Limited ("CDSL") will be providing facility for voting through remote e-Voting, for participation in the 105th AGM through VC/OAVM Facility and e-Voting during the 105th AGM.
- g. Attendance of the Members participating in the 105th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- h. Members can raise questions during the meeting or in advance at [compliances@dhelakhat.com](mailto:compliances@dhelakhat.com). However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.

### 3. Corporate Representation

A Corporate Member shall be deemed to be present personally only if it is represented in accordance with the Section 113 of the Companies Act, 2013, supported by a certified true copy of the resolution passed by the Board of Directors of the Company authorizing the Representative to attend and vote at the meeting on behalf Corporate Member.

### 4. Inspection By Members

The Register of Directors & Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to [compliances@dhelakhat.com](mailto:compliances@dhelakhat.com).

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### 5. Book Closure

Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 15th August, 2024 to 21st August, 2024 (both days inclusive).

### 6. Bank Account Details

Regulation 12 and Schedule-I of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, requires all Companies to use the facilities of electronic clearing services for payment of dividend.

You are requested to submit your Bank Details along with an original cancelled cheque or a photo copy of the cheque to our Registrar, Niche Technologies Pvt. Ltd. to enable them to update our records, in case you hold shares in physical form and to your Depository Participants in respect of shares held by you in dematerialised form.

### 7. Nomination Facility

Members holding shares in the physical form and desirous of making / changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit an application for this purpose to the Company's Registrar and Share Transfer Agents (RTA), Niche Technologies Pvt. Ltd., who will provide the form on request. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.

### 8. Communication

Pursuant to the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 105th AGM and the Annual Report for the year 2024 including therein the Audited Financial Statements for the Financial Year 2023 - 24, are being sent only by email to the Members at their respective registered email addresses with the Company/Depository Participants. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 105th AGM and the Annual Report for the year 2024 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, scanned copy of the share certificate (front and back), complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at [compliances@dhelakhat.com](mailto:compliances@dhelakhat.com) or to e-mail address of Niche Technologies Pvt. Ltd, the Company's Registrar & Share Transfer Agent (RTA) at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com).
- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.  
Members may note that the above mentioned documents will also be available on the website of the Company at [www.dhelakhat.com](http://www.dhelakhat.com) under "Investors" section.

### 9. Registrar & Share Transfer Agents

Niche Technologies Pvt. Ltd. is the Registrar and Share Transfer Agent (RTA) of the Company. All investor related communication may be addressed to the following address:

**Niche Technologies Pvt. Ltd.**

3A, Auckland Place,

7th Floor, Room No. 7A & 7B

Kolkata – 700017

Phone No. : 033 2280 6616 / 17 / 18; Telefax: 033 2280 6619

Email: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)

Members holding Shares in physical mode are requested to intimate changes in their address to Niche Technologies Pvt. Ltd. Members holding Shares in electronic mode are requested to send the intimation for change of address to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

### 10. Unclaimed Dividend

Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Share Department of the Company, at the Company's registered office. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of the unpaid and unclaimed

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amounts lying with the Company on the website of the Company ([www.dhelakhat.com](http://www.dhelakhat.com)), as also on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)). Those Members, who have not encashed their dividends are requested to correspond with the Registrar & Share Transfer Agents as mentioned above or to the Company Secretary at the Company's Registered Office or via mail at [compliances@dhelakhat.com](mailto:compliances@dhelakhat.com).

### 11. Transfer of Unclaimed Shares to the IEPF Authority

Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("Rules") as amended from time to time all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to Investor Education and Protection Fund ("IEPF"). No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application the details of which are available at [www.iepf.gov.in](http://www.iepf.gov.in).

### 12. Mandatory PAN Submission

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form must submit their PAN details to the Company's Registrar and Share Transfer Agents, Niche Technologies Pvt. Ltd.

### 13. Dematerialization of Shareholding

Members are requested to dematerialize their shareholding to avoid inconvenience. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants. Members are encouraged to use the National Electronic Clearing Services (NECS) for receiving dividends.

### 14. Instruction for Electronic Voting (E-Voting)

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide the members the facility to exercise their right to vote by electronic means and all resolutions set forth in this Notice may be transacted through e-Voting Services provided by Central Depository Services (India) Limited ("CDSL").

In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM (Refer Annexure-1 for the detailed procedure). Members who are present in the meeting through video conferencing facility and have not casted their vote on resolution through remote e-voting, shall be allowed to vote through e-voting system during the meeting.

However, in case Members cast their vote exercising both the options, i.e. Voting at the venue and remote e-voting, then votes cast through remote e-voting shall only be taken into consideration and treated valid whereas votes cast at the meeting shall be treated as invalid. The instructions for remote e-voting are as under. Members are requested to follow the instruction below to cast their vote through e-voting.

The voting period begins on Sunday, 18th August, 2024 (9:00 a.m. IST) and ends on Tuesday, 20th August, 2024 (5:00 p.m. IST) (inclusive of both days). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th August, 2024, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email address correctly in their demat account in order to access e-Voting facility.

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### A. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below :

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers</li> </ol>
<b>Individual Shareholders holding securities in demat mode with NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

### B. Login method for e-Voting and joining virtual meeting for physical shareholders and shareholders other than individual holding in demat mode.

- i) The shareholders should log on to the e-voting website at [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- ii) Click on "Shareholders" tab.
- iii) Now enter your User Id:
  - a. For CDSL: 16 digits beneficiary ID;
  - b. For NSDL: 8 characters DP ID followed by 8 digits client ID and
  - c. Members holding shares in Physical Form should enter Folio No. registered with the Company excluding the special character.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.  
If you are a first-time user follow the steps given below:

#### For Physical shareholders and other than individual shareholders holding shares in Demat.

<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatory enter their login password in the new password field. Kindly note that this password is to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for the relevant Company name i.e., "DHELAKHAT TEA COMPANY LIMITED" on which you choose to vote.
- x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option "YES/NO" as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio / demat account.

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- xii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xviii) Additional Facility for Non- Individual Shareholders and custodians for Remote Voting only:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp & signed of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [compliances@dhelakhat.com](mailto:compliances@dhelakhat.com) and [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) without which the vote shall not be treated as valid.

### C. Other Instructions:

- i) The voting right of the Members shall be in proportion to their shares of the paid up equity share capital of the Company held by them as on cut-off date of 14th August, 2024. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- ii) The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business, on 19th July, 2024.
- iii) Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 14th August, 2024 are requested to send the written / email communication to the Company at [compliances@dhelakhat.com](mailto:compliances@dhelakhat.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- iv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or contact them at toll free number 1800 22 55 33.
- v) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or call 022-23058542/43.

### 15. SCRUTINIZER

The Company has appointed Mr. Atul Kumar Labh., Practicing Company Secretary (FCS No. 4 848 / C.P. No. 3238), as Scrutinizer for conducting the electronic voting process (both remote e-voting and e-voting at the AGM) in a fair and transparent manner.

### 16. DECLARATION OF RESULTS

The results shall be declared on or after the AGM, but not later than two days from the conclusion of the date of the AGM. The results declared alongwith the Scrutinizer's Report shall be placed on the website of the Company at [www.dhelakhat.com](http://www.dhelakhat.com) and on the website of CDSL viz [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the resolutions at the 105th Annual General Meeting on 21st August, 2024 and will be communicated to the Stock Exchange where the Company's Shares are listed, i.e. Calcutta Stock Exchange Ltd.



# Notice *(Contd.)*

## ANNEXURE-I

### PROCESS AND MANNER FOR PARTICIPATING IN AGM THROUGH VIDEO CONFERENCING

#### A. Instructions For Shareholders attending the AGM through VC/OAVM are as under:

1. The procedure for attending meeting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 (seven) days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at [compliances@dhelakhat.com](mailto:compliances@dhelakhat.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliances@dhelakhat.com](mailto:compliances@dhelakhat.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.

#### B. Instructions For Shareholders For E-Voting During the AGM are as under: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### C. Process for those shareholders whose email/mobile no. Are not registered with the company/depositories.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

## Notice *(Contd.)*

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

#### Item No. 2

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Ravindra Suchanti (DIN: 00143116), as an Additional Independent Director of the Company, w.e.f 27th May, 2024, not liable to retire by rotation. Pursuant to the provisions of Section 161(1) of the Act and Article 121 of the Articles of Association of the Company, Mr. Ravindra Suchanti (DIN: 00143116), shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Ravindra Suchanti to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Ravindra Suchanti fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM.

#### **Brief Profile of Mr. Ravindra Suchanti is as follows:**

Mr. Ravindra Suchanti, aged 65 years, is a Post Graduate in History Hons and is having around 45 years of experience in Tea Industry. Further details of Mr. Ravindra Suchanti have been given in the Annexure A to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Ravindra Suchanti as an Independent Director is now being placed before the Members for their approval Except Mr. Ravindra Suchanti and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 2 of this Notice. The Board recommends the Resolution at Item No. 2 of this Notice for approval of the Members.

#### Item No. 3

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Sruti Baid (DIN: 10637833), as an Additional Independent Director of the Company, w.e.f 25th June 2024, not liable to retire by rotation. Pursuant to the provisions of Section 161(1) of the Act and Article 121 of the Articles of Association of the Company, Ms. Sruti Baid (DIN: 10637833), shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing her candidature for the office of Director.

The Company has received a declaration from Ms. Sruti Baid to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Ms. Sruti Baid fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company.

The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM.

#### **Brief Profile of Ms. Sruti Baid is as follows:**

Ms. Sruti Baid, aged 30 years, is a B.A. and LLB. (Hons.) and She is affiliated with the Bar Council of West Bengal and is having more than 6 of experience in general corporate advisory, mergers and acquisitions and private equity transactions, joint ventures and general corporate laws pertaining to domestic and international clients in the sphere of education, e-commerce, media, healthcare, iron and steel, cement, manufacturing and information technology services. She has advised clients in relation to company laws, restructuring, foreign exchange laws, regulatory compliances and information technology laws in India etc.

Further details of Ms. Sruti Baid have been given in the Annexure A to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Ms. Sruti Baid as an Independent Director is now being placed before the Members for their approval Except Ms. Sruti Baid and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 3 of this Notice. The Board recommends the Resolution at Item No. 3 of this Notice for approval of the Members.

## Notice *(Contd.)*

### Annexure A to the Notice

#### Details of Directors seeking appointment/re-appointment at the AGM

Pursuance to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

NAME OF THE DIRECTOR	MR. RAVINDRA SUCHANTI	MS. SRUTI BAID
Age	65 Years	30 Years
Nationality	Indian	Indian
Date of Appointment	27/05/2024	25/06/2024
Expertise in specific functional areas	He is having around 45 years of experience in Tea Industry	She is affiliated with the Bar Council of West Bengal and is having more than 6 of experience in general corporate advisory, mergers and acquisitions and private equity transactions, joint ventures and general corporate laws pertaining to domestic and international clients in the sphere of education, e-commerce, media, healthcare, iron and steel, cement, manufacturing and information technology services.
Qualifications	Post Graduate in History Hons	B.A. LLB. (Hons.)
Directorships held in other companies (excluding private & foreign cos.)	Jardine Henderson Ltd. Kanco Tea & Industries Limited The Scottish Assam (India) Ltd.	None
No. of shares held by Non-Executive Directors	NIL	NIL
Number of Board meeting attended during the year	NIL	NIL
Terms and Conditions of Appointment	As mentioned in Appointment Letter	As mentioned in Appointment Letter
Chairman/Member in the Committees of the Boards of companies in which he is Director	1. Jardine Henderson Limited (Member in Audit Committee) 2. Jardine Henderson Limited (Chairman in NRC Committee)	NIL
Relationships between Directors inter-se	Not Applicable	Not Applicable
Remuneration Details (Including Sitting Fess & Commission)	NIL	NIL

#### Registered Office:

4, Dr. Rajendra Prasad Sarani,  
Kolkata – 700001

CIN: L15492WB1917PLC002894

Phone: (033) 2230-4351

Fax: (033) 2230-7555

E-mail: compliances@dhelakhat.com

Website: www.dhelakhat.com

Place: Kolkata

Date: 25th June, 2024

By Order of the Board of Directors  
For **Dhelakhat Tea Company Limited**

**Sunny Jalan**  
Company Secretary

# Directors' Report

## Dear Members,

Your directors are pleased to present the 105th Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended 31st March, 2024.

### 1. Corporate Overview

Dhelakhat Tea Company Limited is a Company with business in manufacturing of black tea. The Company has its registered office in Kolkata and has two tea estates which are located in Assam region.

### 2. Financial Results

A summary of the Company's Financial Results for the Financial Year 2023-24 is as under: Amount (₹ in Rs)

Particulars	2023-2024	2022-2023
<b>The Profit and Loss Account before taxation for the year shows a balance of Profit of</b>	(6,679,001)	21,032,610
<b>From which is to be deducted:</b>		
Tax Expenses	468,702	2,319,106
<b>Leaving a balance of Profit after Taxation</b>	<b>(7,147,704)</b>	<b>18,713,504</b>
To which is added the Balance of Profit Brought forward from the previous year	(690,622)	(15,426,600)
Other Comprehensive Income/ (Loss)	(2,989,588)	(3,977,525)
Balance available for appropriation	(10,137,292)	(690,622)
Proposed Dividend	-	-
Corporate Tax on Dividend	-	-
<b>Leaving a Credit Balance in Profit &amp; Loss Account</b>	<b>(10,137,292)</b>	<b>(690,622)</b>
<b>Earnings per share</b>	<b>-18.20</b>	<b>47.64</b>

### 3. Transfer To Reserve

For the year under review no amount has been proposed to be transferred to General Reserve.

### 4. Dividend

In view of the inadequacy of profit, your directors have not recommended any Dividend this year.

### 5. Review of Business Operations

The Company carries on the business of growing and manufacturing of tea. The Company is having two estates namely, Dhelakhat and Mohunbaree which sold 9.17 lakh kgs of tea in 2023-24 out of 9.73 lakh Kgs of production having price realization of Rs. 229.42 per kg as compared to 8.71 lakh kgs of tea out of 9.45 lakh Kgs of production having price realization of Rs. 294.59 per kg in the year 2022-23. The net sales in the year 2023-24 were Rs. 20.99 crores as compared to Rs. 26.42 crores during the year 2022-23.

### 6. Subsidiary / Joint Ventures / Associates

The Company has no subsidiaries or associated companies therefore disclosures in this regard are not provided in this Report.

### 7. Share Capital

The paid up Equity Share Capital of the Company is Rs. 39,27,700/-. During the year under review, the Company has not issued any shares with or without differential voting rights.

### 8. Board Of Directors

There has been no change in the Directorship of the Company during the year under review. Following is the Directors of the Company as on 31st March, 2024.

- a) Mr. Rakesh Macwan
- b) Mr. Rajvinder Singh

## Directors' Report *(Contd.)*

c) Ms. Suparna Chakrabortti

### 9. Declaration By Independent Directors

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

### 10. Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Companies Act, 2013, following are the Key Managerial Personnel (KMP) of the Company as on the date of this report:

- a) Mr. Deepak Verma, Manager
- b) Mr. Sunny Jalan, Company Secretary
- c) Mr. Deepak Kumar Singh, Chief Financial Officer

During the financial year under review Mr. Priyarup Mukherjee ceased to be the Company Secretary with effect from 31.08.2023.

Further, Mr. Sunny Jalan has been appointed as Company Secretary of the company w.e.f 16th November, 2023

### 11. Meetings of Board and of Committees

During the year ended 31st March, 2024 5 (Five) Board meetings were held i.e. on 27.05.2023, 30.05.2023, 09.08.2023, 13.11.2023 and 12.02.2024. The intervening gap between the meetings was within the prescribed period under the Companies Act, 2013.

Attendance of the Directors has been as follows:

Name of the Director	27.05.2023	30.05.2023	09.08.2023	13.11.2023	12.02.2024
Mr. Rakesh Macwan	Yes	Yes	Yes	Yes	Absent
Mr. Rajvinder Singh	Yes	Yes	Yes	Yes	Yes
Ms. Suparna Chakrabortti	Yes	Yes	Yes	Yes	Yes

### Audit Committee

#### i) Composition

The Audit Committee of the Company consists of Mr. Rakesh Macwan as Chairman, Mr. Rajvinder Singh and Ms. Suparna Chakrabortti as its Members. Mr. Sunny Jalan, Company Secretary acts as the Secretary of the Audit Committee.

#### ii) Attendance

During the year ended 31st March, 2024 5 (Five) Audit Committee meetings were held i.e. on 27.05.2023, 30.05.2023, 09.08.2023, 13.11.2023 and 12.02.2024. Attendance of the members has been as follows:

Name of the Member	27.05.2023	30.05.2023	09.08.2023	13.11.2023	12.02.2024
Mr. Rakesh Macwan	Yes	Yes	Yes	Yes	Absent
Mr. Rajvinder Singh	Yes	Yes	Yes	Yes	Yes
Ms. Suparna Chakrabortti	Yes	Yes	Yes	Yes	Yes

The details of all related party transactions, if any, are placed periodically before the Audit Committee. During the year there were no instances where the Board of Directors of the Company had not accepted the recommendations of the Audit Committee.

The Company has formulated a vigil mechanism/ whistle blower policy which have been uploaded on the Company's website at [www.dhelakhat.com](http://www.dhelakhat.com). The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of the employees and the Company.

# Directors' Report *(Contd.)*

## Nomination and Remuneration Committee

### i) Composition

The Nomination and Remuneration Committee of the Company consists of Mr. Rakesh Macwan as Chairman, Mr. Rajvinder Singh and Ms. Suparna Chakrabortti as its Members. Mr. Sunny Jalan, Company Secretary acts as the Secretary of the Committee.

The Company's Remuneration Policy prepared in accordance with Section 178 of the Companies Act, 2013 is available on the website of the Company at [www.dhelakhat.com](http://www.dhelakhat.com).

### ii) Attendance

3 (Three) Meeting of the Nomination and Remuneration Committee was held during the financial year ended 31st March, 2024 on 09.08.2023, 13.11.2023 & 12.02.2024. Attendance of the Members has been as follows:

Name of the Member	09.08.2023	13.11.2023	12.02.2024
Mr. Rakesh Macwan	Yes	Yes	Absent
Mr. Rajvinder Singh	Yes	Yes	Yes
Ms. Suparna Chakrabortti	Yes	Yes	Yes

### Independent Directors' Meeting

Independent Directors Meetings of the Company was held on 09.08.2023 and was attended by all the Independent Directors of the Company.

## 12. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Board of Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

## 13. Directors' Responsibility Statement

The Board of Directors acknowledges the responsibilities for ensuring compliance with the provisions of section 134(3) read with section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended on 31st March, 2024 and confirm that:

- (i) in the preparation of the Annual Accounts for the year ended 31st March, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Loss of the Company for that period;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the annual accounts on a going concern basis;
- (v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (vi) There is a proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## Directors' Report *(Contd.)*

### 14. Conservation Of Energy, Technology Absorption, Foreign Exchange Earning And Outgo:

A statement giving details of conservation of energy, technology absorption and foreign exchange earnings and outgo in terms of Rule 8(3) of the Companies (Accounts) Rules, 2014 is attached as **"Annexure-A"** and forms a part of this Report.

### 15. Particular Of Employees

The prescribed particulars of Employees required under Section 134(3) (q) read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached as **"Annexure-B"** and forms a part of this Report.

### 16. Auditors

#### Statutory Auditor

M/s S. Guha & Associates, Chartered Accountants (FRN: 322493E) were appointed as the Statutory Auditor of the Company, in place of the earlier Statutory Auditor, at Annual General Meeting held in the year 2022, for a period of 5 years i.e. till the conclusion of the Annual General Meeting of the Company to be held in the year 2027.

There are no qualifications, adverse remarks or disclaimer made by the Auditors in their Report.

#### Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Board has appointed M/s. Anjan Kumar Roy & Co., a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed as **"Annexure-C"** and forms a part of this Report.

There are no qualifications, adverse remarks or disclaimer made by the Secretarial Auditor in their Report.

#### Internal Auditor

The Company has an Internal Audit Department headed by the Chief Internal Auditor pursuant to Section 138 of the Companies Act, 2013. Reports of the Internal Audit are reviewed by the Audit Committee and the Board of Directors from time to time.

There are no qualifications, adverse remarks or disclaimer made by the Internal Auditor in their Report.

### 17. Internal Control Systems

The Company has an effective internal control and risk mitigation system, which is constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. Detailed procedural manuals are in place to ensure that all the assets are safeguarded, protected against loss and all transactions are authorized, recorded and reported correctly.

The Company has set up an Internal Audit Department headed by the Chief Internal Auditor during the year pursuant to the provisions of the Section 138 of the Act.

The reports of the Internal Audit are periodically reviewed by the Audit Committee of the Board of Directors. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

### 18. Corporate Social Responsibility

The Company has not formed any Corporate Social Responsibility Committee because the provisions of Section 135 of the Companies Act, 2013 relating to formation of such a Committee and the formulation of a Corporate Social Responsibility Policy do not apply to the Company.

### 19. Loans, Guarantees and Investments

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

## Directors' Report *(Contd.)*

### 20. Related Party Transaction

No transactions were entered with Related Parties for the year under review hence, the provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder are not attracted. Thus, disclosure in form AOC-2 in terms of Section 134 of the Companies Act, 2013 is not required.

The Policy on Related Party Transactions can be accessed on the website of the Company at [www.dhelakhat.com](http://www.dhelakhat.com).

### 21. Risk Management

- a) The production of tea crop is dependent on the vagaries of weather viz crop, temperature and humidity.
- b) Escalation in world crop affects the price of tea in India
- c) Lower export quantities reflect in the availability of tea in India thereby increasing supply over demand which reflects in the prices of tea.
- d) Tea Crop is also dependent on Pest activity on the estate. The new Protection Code being implemented by Tea Board has reduced the chemicals that can be applied for control of pests and in some cases, there is no chemical approved for certain pests which are prevalent in India.
- e) The tea market in India would have to grow in order to get better price realization. At present India has one of the lowest per capita consumptions of tea.
- f) To mitigate the above risks, the company has taken a policy of augmenting irrigation and digging of ponds near tea areas to combat lesser rainfall.
- g) The company is following a strict policy of making quality teas which results in higher price realizations for the tea manufacture.

### 22. Annual Return

For Annual Return please refer to the link at the Company website [www.dhelakhat.com](http://www.dhelakhat.com).

### 23. Managerial Remuneration

The information required pursuant to Section 197(12) read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is annexed here to as **"Annexure - D"** and forms part of this Report.

### 24. Management Discussion and Analysis Report

In terms of the requirements of Regulation 34(2)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 a Management Discussion and Analysis Report is attached as **"Annexure - E"** forming part of this Report.

### 25. Deposits

The Company has not accepted nor renewed any deposits from the public, and as such, there are no outstanding deposits in terms of the Companies (Acceptance of Deposits) Rules, 2014.

### 26. Change In the Nature of Business

There is no change in the nature of the business of the Company during the year under review.

### 27. Material Changes and Commitments, if any, affecting the Financial Position of the Company

There are no material changes or commitments that have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

### 28. Occupational Health and Safety

Occupational Health and Safety remains the management's top priority. Workers are provided with adequate safety equipment's while performing their jobs.



## Directors' Report *(Contd.)*

### 29. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013

In compliance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the Company had constituted an Internal Complaint Committee to prevent the sexual harassment on employees especially on women employees and no complaint were received by the Committee pursuant to the provisions of the Act during the year under review.

### 30. Secretarial Standards

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

### 31. Fraud Reporting

There was no fraud reported by the Auditors of the Company to the Audit Committee or the Board of Directors during the year under review.

### 32. Cautionary Statement

The Board's Report may contain certain statements describing the Company's objectives, expectations or forecasts that appear to be forward-looking within the meaning of applicable securities laws and regulations while actual outcomes may differ materially from what is expressed herein.

### 33. Proceeding Pending Under Insolvency And Bankruptcy Code, 2016

There is no proceeding pending or no Application made under the Insolvency and Bankruptcy Code, 2016 during the year under review.

### 34. Difference in valuation in case of loan taken from the bank or financial institutions

During the reporting period the company has neither accepted nor repaid any loan from any Bank or Financial Institutions.

### 35. Cost records and Auditors

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148 (1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

### 36. Significant And Material Orders

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and company's operations in future.

### 37. Acknowledgement

Your directors take the opportunity of placing their sincere appreciation to the Central Government, State Government, Banks, Financial Institutions, employees, associates, consultants and members of the company for their valuable guidance and support.

For and on behalf of the Board

4, Dr. Rajendra Prasad Sarani  
Kolkata-700 001  
Place : Kolkata  
Dated : 27th May, 2024

**Suparna Chakrabortti**  
*Director*  
(DIN: 07090308)

**Rajvinder Singh**  
*Director*  
(DIN: 06931916)

# Annexure to the Directors' Report

## ANNEXURE - A

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Account) Rules, 2014 is furnished below:

Particulars	Year Ended 31st March 2024	Year Ended 31st March 2023
<b>· POWER &amp; FUEL CONSUMPTION</b>		
· Purchased Units (in lacs)	6.84	6.66
Amount (Rs. in lacs)	47.29	43.25
Average Cost per Unit (Rs.)	6.91	6.49
· Own Generation		
· Through Diesel Generator (Units) (lacs)	0.36	0.37
· Unit per litre of Diesel oil	1.83	2.12
· Average Cost per Unit (Rs.)	49.33	42.83
· Through Natural Gas Supply Quantity	548582	572281
Total Amount (in lacs)	130.18	123.77
Average rate/Unit (Rs.)	23.73	21.63

### B. CONSUMPTION PER UNIT OF PRODUCTION

Particulars	Standards (if any)	Current Year	Previous Year
Black Tea (Kgs)	-	955,096	986,599
Electricity (Unit/kg of tea)	-	0.69	0.70

### CONSERVATION OF ENERGY

- The Company continues to give priority to conservation of energy as an ongoing process.
- To reduce the energy cost the Company has taken considerable energy saving measures through various in-house electrical modifications and the effect of the same has been felt.
- The Form of disclosure of Particulars (Form – A) is not applicable to this Company

### TECHNOLOGY ABSORPTION

#### • RESEARCH & DEVELOPMENT (R&D)

- Specific areas in which R & D: carried out by the Company : NIL
- Benefits derived as a result of: above R & D : The company makes in-house efforts in order to keep pace with technological developments
- Future Plan of Action: : The Company is in the process of organizing and expanding Agency Division in line with the market requirements.
- Expenditure on R & D: : The Company has not spent any specific amount on Research and Development during the year under review.
- Capital: : NIL
- Recurring: : NIL
- Total: : NIL
- Total R & D expenditure as a percentage of total turnover : NIL

## Annexure to the Directors' Report *(Contd.)*

### II. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

- a) Efforts in brief made towards technology absorption, adaptation and innovation : Further to details set out in part 1 above, the Company is endeavoring to update through in-house effects technology in line with industry requirements for its agency division
- b) Benefits derived as a result of the above efforts e.g. products improvement, cost reduction, production development, import substitution : NIL

### III FOREIGN EXCHANGE EARNINGS AND OUTGO

:	(1) Earnings	Rs.	NIL
:	(2) Outgo	Rs.	NIL

For and on behalf of the Board

4, Dr. Rajendra Prasad Sarani  
Kolkata-700 001  
Place : Kolkata  
Dated : 27th May, 2024

**Suparna Chakrabortti**  
*Director*  
(DIN: 07090308)

**Rajvinder Singh**  
*Director*  
(DIN: 06931916)

## Annexure to the Directors' Report (Contd.)

## ANNEXURE - B

## PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(q) OF COMPANIES ACT, 2013 READ WITH RULE 5(2) &amp; 5(3) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) 2014

## TOP 10 EMPLOYEES IN TERMS OF REMUNERATION DRAWN DURING THE YEAR

Sl No	Name	Designation	Age (Years)	Remuneration (Rs.)	Qualification	Total Experience (Years)	Date of Commencement of Employment (In This Company)	Previous Employment	% of Equity Shares held
1	Biswas Bendang Chuba	Estate Manager	40	1197284	BHM	17	15th June, 2010	Quantum Concepts	NIL
2	Swapnajit Khound	Asst. Estate Manager	54	1098588	B.SC	27	15th January 2009	Bormahjon Tea Co. Ltd.	NIL
3	Manoj Kumar Swamy	Acting Estate Manager	46	1065588	B.A.	20	1st November 2023	Narayani Tea Co. Pvt. Ltd.	NIL
4	Deepak Kumar Singh	Chief Financial Officer	38	944796	B. Com	14	1st March 2015	Embee Softwares Pvt. Ltd	NIL
5	Sahadev Gautam	Asst. Estate Manager	36	813588	B.A.	14	10th November 2023	Mohurgong & Gulma Tea Estate	NIL
6	Mayur Pratim Sharma	Asst Estate Manager	32	771588	PGD in Tea Technology & Plantation Management	6	12th March 2022	Assam Company India Ltd.	NIL
7	Santanu Mandal	Accounts Officer	39	623883	B.Com	19	07th January 2012	ICAR, Research Complex for NEH Region	NIL
8	Sunny Jalan	Company Secretary	33	417302	CS, B.Com.	6	16th November, 2023	Sirohia & Sons Ltd.	NIL
9	Pankaj Kumar	Accounts Officer	33	394392	B.Com	10	1st August 2023	Mantri Tea Co. Pvt. Ltd.	NIL
10	Deepak Verma	Manager	37	322502	B.Com	16.7	1st February 2024	J M Agro Industries	NIL

**Notes :**

- Remuneration received includes salary, perquisites and profits in lieu of salary as per Section 17(1), 17(2) and 17(3) of the Income Tax Act;
- In respect of all the employees, the nature of employment is contractual in accordance with terms and conditions as per Companies Rules, terminable by notice on either side;
- None of the employees mentioned above is relative of any Director of the Company;
- Total experience shown in Column 7 includes service with previous employers;
- None of the employees of the Company are posted and working outside India.

For and on behalf of the Board

4, Dr. Rajendra Prasad Sarani  
Kolkata-700 001  
Place : Kolkata  
Dated : 27th May, 2024

**Suparna Chakrabortti**  
Director  
(DIN: 07090308)

**Rajvinder Singh**  
Director  
(DIN: 06931916)

# Annexure to the Directors' Report *(Contd.)*

## ANNEXURE - C SECRETARIAL AUDIT REPORT

Form No. MR-3

**FOR THE FINANCIAL YEAR ENDED ON 31st March, 2024**

[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  
**M/s. Dhelakhat Tea Company Limited**  
4, Dr. Rajendra Prasad Sarani  
Kolkata – 700001

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Dhelakhat Tea Company Limited (CIN: L23109WB1960PLC024602)(here in after to be referred as the "Company") for the financial year ended 31st March, 2024 (herein after to be referred as "audit period"). Secretarial Audit was conducted on test check basis, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. Based on our verification of the records, minute books, documents, 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, the Company has, during the audit period covering the financial year ended on 31st March, 2024 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.
3. (i) We have examined the records, minute books, documents, forms, returns filed, and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:
  - (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 of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
    - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;
    - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
    - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended;
    - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
    - e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; -Not Applicable during the audit period.
    - f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended; - Not Applicable during the audit period.
    - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, as amended, regarding the Companies Act and dealing with client.
    - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended; - Not Applicable during the audit period.
    - i) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended; - Not Applicable during the audit period.

## Annexure to the Directors' Report *(Contd.)*

And to the best of our knowledge, belief and understanding, we are of the view that the Company has complied with the provisions of the above mentioned Acts, Regulations and Rules made thereunder, during the aforesaid audit period.

(ii) We have received management representation from the company that during the audit period the company has fully complied with the provisions of the following laws specifically applicable to the company:

- a. The Tea Act, 1953.
- b. The Tea Warehouse (Licensing) Order, 1989.
- c. The Tea Waste Control Order, 1959.
- d. The Tea (Distribution and Export) Control Order, 2005.
- e. Plant Protection Code (Formulated by the Tea Board of India).
- f. Food Safety and Standard Act, 2006.
- g. The Tea Board Guidelines and Orders.
- h. The Tea (Marketing) Control Order, 2003.
- i. Legal Metrology Act, 2009.

Based on the representation given by the Company, we understand that the Company has complied with these specific law.

- (iii) We have also examined the Structured Digital Database pursuant to Regulation 3(5) and 3(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 maintained by the Company for the financial year ended on 31st March, 2024 and to the our knowledge, belief and understanding, we are of the view that the Company has complied with the provisions pursuant to Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, during the aforesaid audit period.
4. (i) We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India under Section 118 of the Companies Act, 2013 and to the best of our knowledge, belief and understanding, we are of the view that the Company has complied with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India under Section 118 of the Companies Act, 2013 during the aforesaid audit period.
- (ii) We have checked the compliance with the provisions of the Standard Listing Agreement entered by the Company with The Calcutta Stock Exchange Limited also with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable during the audit period.
5. That on the basis of the audit as referred above, to the best of our knowledge, understanding, and belief, we are of the view that during the audit period the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above in Paragraphs 3(i), Paragraph 3(ii), Paragraph 4(i) and Paragraph 4(ii) of this report
6. We further report that,
  - a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors, and Woman Director. There has been no change in the composition of the Board of Directors during the audit period.
  - b) Adequate notices are given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance.
  - c) Majority decision is carried through and recorded as part of the minutes.
7. We 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, generally applicable to Company.  
The Company has approved draft Scheme for amalgamation of Dhelakhat Tea Co. Ltd. with Rydak Syndicate Limited.
8. This report is to be read with our letter of even date which is annexed as Annexure A, forming an integral part of this report.

For, **ANJAN KUMAR ROY & CO.**  
Company Secretaries

**ANJAN KUMAR ROY**

*Proprietor*

FCS No. 5684

CP. No. 4557

UDIN: F005684F000452020

Peer Review Certificate No.: 869/2020

Place : Kolkata  
Date : 27.05.2024

# Annexure to the Directors' Report *(Contd.)*

## ANNEXURE - A

(To the Secretarial Audit Report of M/s. Dhelakhat Tea Company Limited for the financial year ended 31st March, 2024)

To  
The Members  
M/s. Dhelakhat Tea Co. Ltd.  
4, Dr. Rajendra Prasad Sarani  
Kolkata – 700 001

Our Secretarial Audit Report for the financial year ended 31st March, 2024 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices, we have followed provides 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. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test check 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.

For, **ANJAN KUMAR ROY & CO.**  
Company Secretaries

**ANJAN KUMAR ROY**  
*Proprietor*

FCS No. 5684

CP. No. 4557

UDIN: F005684F000452020

Peer Review Certificate No.: 869/2020

Place : Kolkata

Date : 27.05.2024

# Annexure to the Directors' Report *(Contd.)*

## ANNEXURE - D

### INFORMATION PERTAINING TO REMUNERATION OF EMPLOYEES

Pursuant to section 197(12) read with Rule 5(1) of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules 2014

#### 1. The ratio of remuneration of each Director to the median remuneration of employees of the Company for the financial year 2023-24

All employee's median remuneration for FY 2023-24	73193
The percentage increase in the median remuneration of employees in the FY 2023-24	3.65%
The number of permanent employees on the rolls of the Company as on 31st March 2024	1067

Name of Director/ KMP	Ratio of remuneration to median remuneration of all employees	% increase in remuneration in the FY 2023-24
Mr. Rakesh Macwan	All the Directors were paid sitting fees for attending the meeting and the same has not been considered as Remuneration.	
Mr. Rajvinder Singh		
Ms. Suparna Chakrabortti		

KEY MANAGERIAL PERSONNEL	Ratio of remuneration to median remuneration of all employees	% increase in remuneration in the FY 2023-24
Mr. Deepak Kumar Singh, Chief Financial Officer	12.90	11.31%
Mr. Sunny Jalan, Company Secretary	NA	NA

#### 2. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

- Average percentile salary increase of employees other than managerial personnel is 4.75%
- Average percentile Salary increase of managerial personnel is 5.74%
- There are no exceptional circumstances in increase in managerial remuneration.

#### 3. Affirmation that the remuneration is as per the remuneration policy of the Company.

Remuneration paid during the Financial Year ended 31.03.2024 is as per the Remuneration Policy of the Company.

For and on behalf of the Board

4, Dr. Rajendra Prasad Sarani  
Kolkata-700 001  
Place : Kolkata  
Dated : 27th May, 2024

**Suparna Chakrabortti**  
Director  
(DIN: 07090308)

**Rajvinder Singh**  
Director  
(DIN: 06931916)



## Annexure to the Directors' Report (Contd.)

## ANNEXURE-E

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## Industry Structure and Development

## GLOBAL TEA MARKET AND PRODUCTION

## WORLD TEA PRODUCTION

Country	2023	2022	Variance	%
India	1367	1365	2	0.15%
Sri Lanka	254	249	5	2.00%
Kenya	570	533	37	6.94%
Bangladesh	102	93	9	9.70%
Malawi	43	47	-4	(8.52%)

From the above table, it is observed that overall production of tea increased across the map in most tea growing regions however, except for Malawi which showed a negative variance followed by India which increased its production compared to the previous year at a meagre 0.15% Sri Lanka, Kenya increased its production substantially to the tune of 2% to 7%.

## ALL INDIA TEA PRODUCTION

Region	2023			2022			VARIANCE			%
	EST	BLF	TOTAL	EST	BLF	TOTAL	EST	BLF	TOTAL	
Assam Valley	317.92	318.12	636.04	320.11	327.66	647.77	-2.19	-9.54	-11.73	-1.81
Cachar	37.45	1.36	38.81	39.60	1.33	40.93	-2.15	0.03	-2.12	-5.18
<b>Total Assam</b>	<b>355.37</b>	<b>319.48</b>	<b>674.85</b>	<b>359.71</b>	<b>328.99</b>	<b>688.70</b>	<b>-4.34</b>	<b>-9.51</b>	<b>-13.85</b>	<b>-2.01</b>
Dooars	112.20	118.00	230.20	125.23	109.58	234.81	-13.03	8.42	-4.61	-1.96
Terai	35.46	150.80	186.26	37.29	135.09	172.38	-1.83	15.71	13.88	8.05
Darjeeling - Others	5.73	0.45	6.18	6.49	0.44	6.93	-0.76	0.01	-0.75	-10.82
<b>Total West Bengal</b>	<b>153.39</b>	<b>269.25</b>	<b>422.64</b>	<b>169.01</b>	<b>245.07</b>	<b>414.08</b>	<b>-15.62</b>	<b>24.18</b>	<b>8.56</b>	<b>2.07</b>
Others	11.01	23.20	34.21	10.06	21.70	31.76	0.95	1.50	2.45	7.71
<b>TOTAL NORTH INDIA</b>	<b>519.77</b>	<b>611.94</b>	<b>1131.71</b>	<b>538.78</b>	<b>595.76</b>	<b>1134.54</b>	<b>-19.01</b>	<b>16.18</b>	<b>-2.83</b>	<b>-0.25</b>
Tamil Nadu	61.07	105.95	167.02	57.85	101.17	159.02	3.22	4.78	8.00	5.03
Kerala	52.56	10.89	63.45	55.01	12.69	67.70	-2.45	-1.80	-4.25	-6.28
Karnataka	5.27	0.25	5.52	4.80	0.30	5.10	0.47	-0.05	0.42	8.24
<b>Total SOUTH INDIA</b>	<b>118.90</b>	<b>117.09</b>	<b>235.99</b>	<b>117.66</b>	<b>114.16</b>	<b>231.82</b>	<b>1.24</b>	<b>2.93</b>	<b>4.17</b>	<b>1.80</b>
<b>TOTAL ALL INDIA</b>	<b>638.67</b>	<b>729.03</b>	<b>1367.70</b>	<b>656.44</b>	<b>709.92</b>	<b>1366.36</b>	<b>-17.77</b>	<b>19.11</b>	<b>1.34</b>	<b>0.10</b>

We shall now discuss in detail regarding Indian Tea Crop as compared to 2022. Total Assam showed a negative variance of almost 13.85m kgs as compared to 2022 however, when we see West Bengal the entire picture changes. Dooars Own Leaf was down by 13m kgs whereas Dooars Bought Leaf is up by 8.42m kgs and similarly Terai own leaf is down by 1.83m kgs whereas Terai Bought Leaf is substantially up by 15.71m kgs. Thus overall North India shows a deficit of 19m kgs for Estates whereas Bought Leaf is higher than Estates and is up by 16m kgs as compared to last year. In summary overall All India production for own leaf is down by 17.77m kgs and is up by 19m kgs for Bought Leaf. From the above it may be noted that crop for Estates has been rather depressed and is in a strain whereas production of Bought Leaf has shown an increasing trend

## Annexure to the Directors' Report (Contd.)

### REGION WISE EXPORT OF INDIAN TEA -2023

Country	2023			2022		
	QTY (m.kgs)	Unit Price (INR)	Unit Price (USD)	QTY (m.kgs)	Unit Price (INR)	Unit Price (USD)
Russia	32.85	172.61	2.09	42.22	165.70	2.09
Ukraine	0.64	247.81	2.97	1.31	178.78	2.29
<b>Total CIS</b>	<b>46.63</b>	<b>177.39</b>	<b>2.15</b>	<b>56.03</b>	<b>171.67</b>	<b>2.17</b>
United Kingdom	10.25	336.97	4.07	11.71	305.66	3.82
Germany	8.84	283.34	3.43	8.45	339.34	4.29
USA	13.07	422.49	5.11	12.26	448.51	5.72
Poland	4.23	214.33	2.59	5.91	226.84	2.86
Ireland	1.76	705.06	8.53	2.51	673.43	8.51
UAE	35.55	276.10	3.34	43.27	300.72	3.79
Iraq	35.08	175.24	2.12	14.26	175.18	2.22
Iran	5.92	304.36	3.69	22.21	284.33	3.63
<b>Total Exports</b>	<b>227.91</b>	<b>265.58</b>	<b>3.21</b>	<b>231.08</b>	<b>275.21</b>	<b>3.49</b>
<b>North India</b>	<b>137.55</b>	<b>291.59</b>	<b>3.52</b>	<b>147.33</b>	<b>305.93</b>	<b>3.88</b>
<b>South India</b>	<b>90.36</b>	<b>225.99</b>	<b>2.73</b>	<b>83.75</b>	<b>221.27</b>	<b>2.82</b>

Overall export of Indian Tea has been going through a challenging period which is evident from the above table. With global economic factors playing such as currency rate, pesticide spraying policy, shipping costs and political tensions in various nations has put Indian Tea Export in a difficult phase. CIS has exported almost 17% less quantity as compared with the previous year. On similar lines all though Germany has exported 4% higher than the previous year the average price paid by the buyers is almost 20% lower as compared to 2022. Iraq however showed positive variance although the price point at which the demand arose was at par with last year which in other word means that medium category teas were shipped. Export of Total North India teas were behind by 9.78m kgs corresponding to a lower average price however demand for cheaper quality teas was evident as is seen when we look at South India as it exported 6.61m kgs more with a marginal increase in its average price.

### COUNTRYWISE TEA IMPORTS TO INDIA

Country	2023		2022		2021		2020	
	Qty (M. Kgs)	Rs/kg	Qty (M. Kgs)	Rs/kg	Qty (M. Kgs)	Rs/kg	Qty (M. Kgs)	Rs/kg
Argentina	0.73	109.59	0.78	119.74	1.22	98.03	0.63	100.95
China	0.31	246.45	0.45	264.00	0.50	221.20	0.36	211.39
Nepal	13.66	143.65	17.36	135.19	9.21	168.46	10.88	202.61
Vietnam	1.85	117.19	2.98	88.36	2.87	89.93	1.64	95.43
Kenya	4.62	198.98	5.14	194.18	8.50	150.53	7.17	162.82
<b>Total</b>	<b>23.65</b>	<b>153.52</b>	<b>29.84</b>	<b>145.63</b>	<b>26.51</b>	<b>147.17</b>	<b>23.79</b>	<b>172.06</b>

Overall import of teas from other nations has been a continuous challenge for the Indian Tea Industry and from the above table we observe that when compared with the previous years of 2022 and 2021 the imports show a gradual decline however when compared with 2020 the import remain at par for both the years.

#### Note

With the introduction of FSSAI notification dated 29th November, 2023 regarding banned pesticides and our company being fully committed to adhering to the norm of not using any harmful pesticides in the tea, the overall cropping is bound to be affected to a certain percentage not to mention the erratic weather conditions prevalent in North India in the recent months.

## Annexure to the Directors' Report *(Contd.)*

### Review of the Company's Operations and Performance in 2023-24

The company carries on the business of growing and manufacturing of tea at the two Estates in Assam, namely, Dhelakhat and Mohunbaree. Total production for the year was 9,73,902 kgs against 9,45,516 kgs. The crop was up by 28,386 kgs (3.00%). Revenue from the operation for the year ending March -2024 was Rs 20,99,44,303 /- against a turnover of Rs 25,63,51,697/- in the year ending March 2023. The company recorded losses due to drastic fall in the export market where the average price fetched by Dhelakhat during the year was 229.42 per kg against 294.59 per kg a decrease of Rs 65.17/- per kg (22.12%).

### Economic Sustainability/Outlook for the coming season 2025

The season kicked off well with strong prices for our product. However, this initial optimism has been dampened by two major challenges. First, the weather has been unpredictable and erratic, which can significantly impact crop yields and quality. Second, we've been dealing with a heavy pest infestation, further threatening production. As a result, the overall outlook for the season is becoming increasingly gloomy.

To make matters worse, the future holds even steeper climbs. In the coming years, Assam is expected to see a rise in wages, which is great for workers but will put additional pressure on our industry's finances. Additionally, the cost of essential inputs like chemicals, fertilizers, and gas is also projected to increase. This combination of rising costs and potential production issues due to weather and pests paints a difficult picture for the long-term sustainability of the industry.

The only bright spot on the horizon seems to be the possibility of continued high tea prices in the upcoming season. This could potentially offset some of the financial strain caused by the other factors. However, it's crucial to note that relying solely on price fluctuations is not a sustainable strategy.

### Conservation of Energy

Machinery up-gradation is a regular process at the Factories of both Dhelakhat as well as Mohunbaree with a view to conserve fuel and electrical energy.

### Tea is dependent on the Vagaries of the Weather

The growing of tea has been facing the brunt of climate change in the form of extreme conditions. Either drought like conditions or very heavy intensity of rainfall has been playing havoc with the crops. With the cost factor increasing day by day with a higher proportion we feel that unless the price realization of the tea goes up substantially otherwise it will be very difficult to maintain the margins.

### Internal Control Systems and their adequacies

The company implemented internal control systems to ensure that all the assets are safe guarded and protected against losses and all transactions are recorded and reported correctly. The segment wise or product wise performance of the company is primarily engaged in the business of cultivation, manufacture and sale of tea and is managed organizationally as a single unit. Accordingly, the company is a single business segment company.

### Risk and Concerns

Risks are inevitable in any business. Being aware of this, the Company has a proper risk management system in place to counter them. The Tea Industry is largely dependent on the vagaries of nature:

**Industry risk:** The Company invested in producing quality teas as an effective hedge. This helped moderate the impact of price and output volatility, increasing corporate stability.

**Climate risk:** Weather condition largely varied from one geographical region to another and tea Industry in India facing the brunt of climate change in the form of extreme weather conditions – either a drought like situation or high intensity rainfall. This is one of the major risks for our Industry as unpredictable climatic conditions could hamper tea production.

**Labour risk:** Tea Industry is labour intensive Industry which is marked by rising labour costs and man power shortage. The Industry is highly labour intensive and is subject to stringent labour laws. Substantial increase in labour wages high social cost remains the major problems for the Indian Tea Industry. Shortage of labour during peak season in some pockets is also a cause for concern.

## Annexure to the Directors' Report *(Contd.)*

**Pest risk:** The Company rigorously enforced an estate wide mechanism to address pest attacks through the use of PPC – prescribed chemicals under the Trustee code. This responsible use of chemicals strengthen the demand for the Company's product.

### Human Resource Development and Industrial Relations

Tea Industry is highly labour intensive. Industrial relation in all tea estates and other units continued to be cordial. The Company carries out various program for development of its executives at all levels. During the year the Company carried out restructuring exercise at key level for improvement in plantation activities and overall corporate performance. The Company would like to record appreciation of the whole hearted support and dedication from employees at all levels in maintaining smooth production and manufacture of tea from all the Tea Estates during the year.

### Cautionary Statement

Statements in the Management Discussion and Analysis Report in regard to projections, estimates and expectations have been made in good faith. Many unforeseen factors may come into play and affect the actual results, which could be different from what the Director's envisage in terms of future performance and outlook.

### Opportunities and Threats for the Tea Industry

As we review the forthcoming year the threat and outlook scenario of the world crop in general and Indian crop in particular has to be considered to evaluate export and domestic sales respectively. This is a major indicator of what is likely to happen as we go through the production year.

### Details of significant changes in key financial ratios along with explanation

In compliance with the requirement of the Listing Regulations, the key financial ratios of the Company along with explanation for significant changes (i.e., for change of 25% or more as compared to the immediately previous financial year will be termed as 'significant changes'), has been provided in respective section of financial statement of the company

For and on behalf of the Board

4, Dr. Rajendra Prasad Sarani  
Kolkata-700 001  
Place : Kolkata  
Dated : 27th May, 2024

**Suparna Chakrabortti**  
*Director*  
(DIN: 07090308)

**Rajvinder Singh**  
*Director*  
(DIN: 06931916)

# Independent Auditor's Report

To the Members

**Dhelakhat Tea Company Limited**

## Report on the Audit of the Financial Statements

### Opinion

We have audited the financial statements of Dhelakhat Tea Company Limited ("the Company"), which comprise the balance sheet as at 31st March 2024, and the statement of Profit and Loss, including the statement of Other Comprehensive Income, statement of cash flows and statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and profit, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the management report but does not include the financial statements and our auditor's report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Ind AS financial statements.

## Independent Auditor's Report *(Contd.)*

Key audit matters	How our audit addressed the key audit matter
<p><b>Estimation of Useful Life of Bearer Plants (as described in note 3 of the standalone Ind AS financial statements)</b></p> <p>The carrying value of Bearer Plants as of March 31, 2024, is ₹ 1346.18 lakhs. Estimation of useful life of Bearer Plants requires the management to exercise significant judgement. The changes in natural factors may affect the useful life expectancy of such assets and consequently have an impact on the carrying value of these assets and depreciation expense.</p> <p>As per Ind AS 16 'Property, Plant and Equipment', the management reviews estimated useful life and residual value of Bearer Plants annually. As per the Bush Valuation Report uprooting done during the year in different sections has been taken out from the opening balance of carrying amount.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Assessed the management's estimate of useful life of Bearer Plants, for which we</li> </ul> <ol style="list-style-type: none"> <li>(1) evaluated the consistency of estimates with the Company's pattern of economic benefits embodied in such assets and future operating plans including acquisitions and retirements of the Bearer Plants;</li> <li>(2) compared the useful life estimates with those adopted by comparable tea producers, as per external available information; and</li> <li>(3) considered the Company's historical experience.</li> </ol> <ul style="list-style-type: none"> <li>• Evaluated the assumptions and critical judgements used by the management and tested the underlying supporting documents / details.</li> <li>• Assessed the related disclosures in the Ind AS financial statements. Our checking reveals that opening carrying amount of Bearer Plants have not been reduced with Uprooting.</li> </ul>
<p><b>Valuation of Biological Assets and agriculture produce (as described in note 10 of the Ind AS financial statements)</b></p> <p>As required by Ind AS 41 "Agriculture", management estimates the fair value of plucked (agriculture produce) and un-plucked tea leaves (biological assets) as at the balance sheet date using valuation model and recent transaction prices. As of March 31, 2024, the carrying value of biological assets included under current assets is ₹ 15.87 Lakhs. Finished goods produced from agricultural produce are valued at lower of cost (arrived at by adding the cost of conversion to the fair value of agricultural produce) and the net realisable value. For harvested or unharvested green leaves, since there is no active market for own leaves, significant judgement is involved in considering key assumptions used in determining average prevalent selling prices of the tea leaf, average quality of the tea leaf and quantity of unplucked leaf. The Company has changed its valuation of green leaf from ₹ 24/- to ₹ 31.28 which resulted in an increase in the value of closing stock. Accordingly, this matter has been identified as a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Understood, evaluated, and tested the operating effectiveness of internal controls over valuation of biological assets and harvested tea leaf inventory.</li> <li>• Assessed the significant assumptions used in the valuation model with reference to available market information,</li> <li>• Tested the data inputs used and compared them with underlying supporting documents.</li> <li>• Assessed the related disclosures in the Ind AS financial statements for compliance with disclosure requirements.</li> </ul>

### Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure-A a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing

## Independent Auditor's Report *(Contd.)*

and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We are also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure-A a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

## Annexure A" to the Independent Auditor's Report (Contd.)

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed pending litigations lying in the name of the Company as on 31st March, 2024.
  - ii. The Company does not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. Following are the instances of delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company:  
 Unclaimed Dividend for F.Y. 2015-16 amounting to ₹ 39,966.50. The said amount is yet to be transferred to Investor Education and Protection Fund.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including a foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including a foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) of the Companies (Audit and Auditors) Rules, 2014, as amended, as provided under and (b) above, contain any material mis-statement.
  - (d) No dividend has been declared or paid during the year by the Company.
- h) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

for **S. Guha & Associates**  
 Chartered Accountants  
 Firm's Registration No.- 322493E

**Mohammed Irfan Alam**  
 Partner

Membership No.- 309255  
 UDIN: 24309255BKDZKM1411

Place : Kolkata  
 Date : 27th May, 2024



## Annexure A” to the Independent Auditor’s Report (Contd.)

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the Financial Statements of the Company for the year ended March 31, 2024:

- i. a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of its property, plant and equipment.  
(B) According to the information and explanation given to us and based on our verification it can be concluded that the Company does not hold any intangible assets.
- b) According to the information and explanation given to us the property, plant and equipment of the Company has been physically verified by the Management at reasonable intervals and no material discrepancies between the book records and the physical records has been noticed.
- c) The title deeds of all the immovable properties (other than properties where the company is the lessee, and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
- d) According to the information and explanations given to us and based on our verification it can be concluded that the Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets or both during the year.
- e) According to the information and explanations given to us and based on our verification it can be concluded that no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. (a) Physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion the coverage and procedure of such verification by the management is appropriate; and no discrepancy was observed for each class of inventory;  
(b) According to the information and explanations given to us it can be concluded that during any point of time of the year, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point during the financial year; hence clause 3 (ii)(b) of the order are not applicable to the Company.
- iii. The Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties, hence, clause (a), (b), (c), (d), (e) and (f) of 3(iii) of the Companies (Auditor’s Report) Order, 2020 are not applicable to the Company.
- iv. According to the information and explanations given to us, the Company has not provided any loans, investments and guarantees under the provisions of Section 185 and 186 of the Companies Act, 2013.
- v. The Company has not accepted any deposits from the public. Therefore, the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules made thereunder with regard to the deposits accepted from the public are not applicable.
- vi. Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act hence clause 3(vi) of the order are not applicable to the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, duty of customs, duty of excise, Value Added Tax, Cess and any other statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.  
(b) except the details mentioned below there are no statutory dues referred to in sub-clause(a) that have not been deposited on account of any dispute;

Name of the Statute	Nature of Statutory Dues	Amount involved (₹)	Period to which the amount relates	Forum where dispute is pending
GST Act, 2017	IGST	5,07,323	2018-19	GST Appellate Authority, Assam
GST Act, 2017	CGST	53,847	2018-19	GST Appellate Authority, Assam
GST Act, 2017	SGST	53,847	2018-19	GST Appellate Authority, Assam

## Annexure A" to the Independent Auditor's Report *(Contd.)*

- viii. According to the records of the Company examined by us and the information and explanations given to us the Company has recorded all transactions in the books of account and the Company has not undergone any income tax proceedings under the Income Tax Act, 1961 (43 of 1961) during the year under audit hence, the question of previously unrecorded income has been properly recorded or not in the books of accounts does not arise
- ix. (a) The Company has not defaulted on repayment of working capital loans obtained from the bank during the financial year.  
 (b) The Company has not been declared wilful defaulter by any bank of financial institution or other lender.  
 (c) The Company has not availed term loan during the financial year hence clause 3 (ix) (c) of the order is not applicable to the Company.  
 (d) Funds raised on short term basis has not been utilized for long term purpose. (e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures hence clause 3(ix) (d) of the order is not applicable to the Company.  
 (f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies hence clause 3(ix) (f) of the order is not applicable to the Company.
- x. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) or term loans. Further, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence reporting under clause 3(x) of the Order are not applicable to the Company.
- xi. According to the information and explanations given to us and based on our examination of records of the Company,  
 (a) No fraud by the Company or on the Company by its officers has been noticed or reported during the year.  
 (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.  
 (c) There have been no whistle blower complaints received by the Company during the year.
- xii. In our opinion and according to the information given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- xiii. According to information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. (a) According to information and explanations given to us and based on our examination of the records of the Company, the Company has an internal audit system commensurate with the size and nature of its business.  
 (b) The reports of the internal auditors for the period under audit were considered by us wherever necessary.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.
- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).  
 (b) According to information and explanations given to us and based on our examination of the records of the Company, the Company has not conducted any Non-Banking Financial or Housing Finance Activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934 during the year under audit.  
 (c) According to information and explanations given to us and based on our examination of the records of the Company, the Company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India.  
 (d) According to information and explanations given to us and based on our examination of the records of the Company, the Company does not have any Core Investment Company as part of the Group.
- xvii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has incurred cash losses of ₹ 86,05,172/- in the financial year. The Company has not incurred cash loss in the immediately preceding financial year.

## Annexure A" to the Independent Auditor's Report *(Contd.)*

- xviii. According to the information and explanations given to us and based on our examination of the records of the Company, statutory auditors have not resigned during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. According to information and explanations given to us and based on our examination of records of the Company, provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company. Accordingly, the provisions of clause 3(xx) of the order are not applicable to the Company.
- xxi. According to the information and explanations given to us and based on our examination of the records of the Company, the company does not have any subsidiary/joint venture/associate, hence the said clause is not applicable to the company.

for **S. Guha & Associates**

*Chartered Accountants*

Firm's Registration No.- 322493E

**Mohammed Irfan Alam**

*Partner*

Membership No.- 309255

UDIN: 24309255BKDZKM1411

Place : Kolkata

Date : 27th May, 2024

## “Annexure-B” to the Independent Auditors’ Report

### OF EVEN DATE ON THE FINANCIAL STATEMENTS OF DHELAKHAT TEA COMPANY LIMITED

#### [Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)]

We have audited the internal financial controls over financial reporting of Dhelakhat Tea Company Limited (“the Company”) as of March 31, 2024, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls Over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## “Annexure-B” to the Independent Auditors’ Report

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for **S. Guha & Associates**

*Chartered Accountants*

Firm’s Registration No.- 322493E

**Mohammed Irfan Alam**

*Partner*

Membership No.- 309255

UDIN: 24309255BKDZKM1411

Place : Kolkata

Date : 27th May, 2024

**BALANCE SHEET** as at 31 March 2024

(Rs in Hundred unless otherwise stated)

Particulars	Note	31 March 2024	31 March 2023
<b>ASSETS</b>			
<b>(1) Non-current assets</b>			
Property, plant and equipment	3	14,12,786	12,45,140
Capital work-in-progress	4	76,639	52,010
<b>Financial assets</b>			
(i) Investments	5	1,16,691	1,13,992
(ii) Other financial assets	6	13,300	13,300
Non current tax asset (net)	7	13,903	44,191
Deferred tax assets (net)	18	50,491	47,251
Other non-current assets	8	50,353	50,353
<b>Total non-current assets</b>		<b>17,34,163</b>	<b>15,66,237</b>
<b>(2) Current assets</b>			
Inventories	9	3,13,647	2,66,456
Biological assets other than bearer plants	10	15,867	5,257
<b>Financial assets</b>			
(i) Trade receivables	11	1,38,727	98,735
(ii) Cash and cash equivalents	12	9,364	95,416
(iii) Other bank balances	13	400	400
Other current assets	14	92,711	69,827
<b>Total current assets</b>		<b>5,70,716</b>	<b>5,36,091</b>
<b>Total assets</b>		<b>23,04,879</b>	<b>21,02,328</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	15	39,277	39,277
Other equity	16	3,59,942	4,61,314
<b>Total equity</b>		<b>3,99,219</b>	<b>5,00,591</b>
<b>Liabilities</b>			
<b>(1) Non-current liabilities</b>			
Provisions	17	1,36,910	1,23,126
<b>Total non-current liabilities</b>		<b>1,36,910</b>	<b>1,23,126</b>
<b>(2) Current liabilities</b>			
<b>Financial liabilities</b>			
(i) Borrowings	19	5,05,059	2,17,250
(ii) Trade payables	20	-	-
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		4,53,682	4,03,649
(iii) Other financial liabilities	21	6,89,284	7,30,540
Other current liabilities	22	13,699	9,866
Provisions	23	80,996	90,720
Current tax liabilities (net)	24	26,029	26,587
<b>Total current liabilities</b>		<b>17,68,750</b>	<b>14,78,612</b>
<b>Total liabilities</b>		<b>19,05,660</b>	<b>16,01,738</b>
<b>Total equity and liabilities</b>		<b>23,04,879</b>	<b>21,02,328</b>

**Accounting Policies and Notes on Accounts - 1 To 42**

The notes referred to above form an integral part of the Financial Statements.

For and on behalf of the Board of Directors

For **S Guha & Associates**

Chartered Accountants

Firm's Registration Number: 322493E

**Mohammed Irfan Alam**

Partner

Membership Number: 309255

Place: Kolkata

Date: 27th May, 2024

**S. Chakrabortti**

Director

(DIN: 07090308)

**Rajvinder Singh**

Director

(DIN: 06931916)

**Sunny Jalan**

Company Secretary

**Deepak Kumar Singh**

(CFO)

# STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

Particulars	Note	31 March 2024	31 March 2023
<b>Income</b>			
Revenue from operations	25	20,99,443	25,63,517
Other income	26	1,53,729	78,627
<b>Total income</b>		<b>22,53,172</b>	<b>26,42,144</b>
<b>Expenses</b>			
Cost of materials consumed	27	2,28,985	2,66,894
Changes in inventories of finished goods	28	(51,858)	21,300
Change in carrying amount of biological assets other than bearer plant (gain/(loss))	29	(10,610)	5,109
Employee benefits expense	30	17,22,471	17,10,200
Finance costs	31	5,953	2,802
Depreciation expense	3	39,740	39,279
Other expenses	32	3,85,283	3,86,235
<b>Total expenses</b>		<b>23,19,962</b>	<b>24,31,819</b>
<b>Profit before tax</b>		<b>(66,791)</b>	<b>2,10,325</b>
<b>Tax expense:</b>			
- Current tax	33	-	15,138
- Deferred tax	33	4,687	8,053
<b>Total tax expenses</b>		<b>4,687</b>	<b>23,191</b>
<b>Profit for the year</b>		<b>(71,479)</b>	<b>1,87,134</b>
<b>Other comprehensive income</b>			
<i>Items that will not be reclassified to profit or loss</i>			
Remeasurements of post-employment benefit obligations	36	(37,823)	(55,630)
Income tax relating to these items	33	7,928	15,854
<b>Other comprehensive income for the year, net of tax</b>		<b>(29,895)</b>	<b>(39,775)</b>
<b>Total comprehensive income for the year</b>		<b>(1,01,373)</b>	<b>1,47,359</b>
<b>Earnings per equity share:</b>			
Basic and Diluted	34	(18.20)	47.64
(Nominal value per Share Rs.10)			

## Accounting Policies and Notes on Accounts - 1 To 42

The notes referred to above form an integral part of the Financial Statements.

For and on behalf of the Board of Directors

For **S Guha & Associates**

Chartered Accountants

Firm's Registration Number: 322493E

**Mohammed Irfan Alam**

Partner

Membership Number: 309255

Place: Kolkata

Date: 27th May, 2024

**S. Chakrabortti**

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Director

(DIN: 06931916)

**Deepak Kumar Singh**

(CFO)

## STATEMENT OF CHANGES IN EQUITY for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

### A. Equity share capital

Description	Note	Amount
As at 31 March 2022	15	39,277
Changes in equity share capital		-
<b>As at 31 March 2023</b>		<b>39,277</b>
Description	Note	Amount
As at 31 March 2023	15	39,277
Changes in equity share capital		-
<b>As at 31 March 2024</b>		<b>39,277</b>

### B. Other equity

Description	Note	Reserve and Surplus			Total other equity
		Capital reserve	General reserve	Retained earnings	
<b>Balance at 01 April 2022</b>	<b>16</b>	<b>256</b>	<b>4,67,964</b>	<b>(1,54,265)</b>	<b>3,13,955</b>
Profit for the year		-	-	1,87,134	1,87,134
Other comprehensive income for the year		-	-	(39,775)	(39,775)
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>-</b>	<b>1,47,359</b>	<b>1,47,360</b>
Transfer within equity					-
<b>Balance at 31 March 2023</b>	<b>16</b>	<b>256</b>	<b>4,67,964</b>	<b>(6,906)</b>	<b>4,61,315</b>
<b>Balance at 01 April 2023</b>	<b>16</b>	<b>256</b>	<b>4,67,964</b>	<b>(6,906)</b>	<b>4,61,315</b>
Profit for the year		-	-	(71,479)	(71,479)
Other comprehensive income for the year		-	-	(29,895)	(29,896)
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>-</b>	<b>(1,01,374)</b>	<b>(1,01,374)</b>
Transfer within equity		-	-	-	-
<b>Balance at 31 March 2024</b>	<b>16</b>	<b>256</b>	<b>4,67,964</b>	<b>(1,08,280)</b>	<b>3,59,942</b>

### Accounting Policies and Notes on Accounts - 1 To 42

The notes referred to above form an integral part of the Financial Statements.

For and on behalf of the Board of Directors

For **S Guha & Associates**

Chartered Accountants

Firm's Registration Number: 322493E

**Mohammed Irfan Alam**

Partner

Membership Number: 309255

Place: Kolkata

Date: 27th May, 2024

**S. Chakrabortti**

Director

(DIN: 07090308)

**Sunny Jalan**

Company Secretary

**Rajvinder Singh**

Director

(DIN: 06931916)

**Deepak Kumar Singh**

(CFO)



# CASH FLOW STATEMENT

for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

Particulars	31 March 2024	31 March 2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Net Profit/ (Loss) before taxation</b>	(1,26,581)	2,10,326
Adjustments for:		
Depreciation	39,740	39,279
Net gain on financial assets measured at FVTPL	(2,699)	(7,393)
Gain on sale of assets		
Finance costs	5,953	2,802
Irrecoverable Receivables written off	-	-
<b>OPERATING PROFIT / (LOSS) BEFORE WORKING CAPITAL CHANGES</b>	<b>(83,588)</b>	<b>2,45,014</b>
Adjustments for:		
Non-Current/Current financial and other assets	(59,052)	54,351
Inventories	(47,191)	7,713
Non-Current/Current financial and other liabilities/provisions	53,937	4,527
<b>CASH USED IN OPERATING ACTIVITIES</b>	<b>(1,35,893)</b>	<b>3,11,604</b>
Direct Taxes Paid (Net of Refund)	-	-
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(1,35,893)</b>	<b>3,11,604</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property, plant and equipment & CWIP	(2,32,014)	(58,375)
Sale of Assets		
<b>NET CASH GENERATED FROM INVESTING ACTIVITIES</b>	<b>(2,32,014)</b>	<b>(58,375)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds from Financial borrowings	2,87,809	(1,72,688)
Interest paid	(5,953)	(2,802)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>2,81,856</b>	<b>(1,75,491)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>(86,051)</b>	<b>77,737</b>
* <b>CASH AND CASH EQUIVALENTS OPENING BALANCE</b>	<b>95,416</b>	<b>17,678</b>
* <b>CASH AND CASH EQUIVALENTS CLOSING BALANCE</b>	<b>9,365</b>	<b>95,416</b>

## Accounting Policies and Notes on Accounts - 1 To 42

The notes referred to above form an integral part of the Financial Statements.

For and on behalf of the Board of Directors

For **S Guha & Associates**

Chartered Accountants

Firm's Registration Number: 322493E

**Mohammed Irfan Alam**

Partner

Membership Number: 309255

Place: Kolkata

Date: 27th May, 2024

**S. Chakrabortti**

Director

(DIN: 07090308)

**Sunny Jalan**

Company Secretary

**Rajvinder Singh**

Director

(DIN: 06931916)

**Deepak Kumar Singh**

(CFO)

# NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2024

## 1 General Information

Dhelakhat Tea Company Limited is a Company incorporated under the Companies Act, 2013. The Company's shares are listed on the Calcutta Stock Exchange. The Company is engaged in harvesting, manufacturing and selling of tea.

The financial statements as at 31 March 2024 present the current financial position of the Company.

The functional and presentation currency of the Company is Indian Rupee ("INR") which is the currency of the primary economic environment in which the Company operates.

The financial statements for the year ended 31 March 2024 were approved by the Board of Directors and authorised for issue on 27th May, 2024.

## 2.0 Material accounting policies

The significant accounting policies applied by the Company in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements unless otherwise indicated.

### 2.1 Statement of compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 01, 2016.

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

### 2.2 Basis of preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention, except for the following:

- a) certain financial assets and liabilities that is measured at fair value;
- b) certain biological assets (including unplucked green leaves) measured at fair value less cost to sell."

### 2.3 Use of estimates and critical accounting judgments

In preparation of the financial statements, the Company makes judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Significant judgments and estimates relating to the carrying amounts of assets and liabilities include useful lives of property, plant and equipment, intangible assets, impairment of property, plant and equipment, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

### 2.4 Property, plant and equipment

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred. When a replacement occurs, the carrying amount of the replaced part is derecognised. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items. The Company's tea bushes qualify as bearer plants under the definition in Ind AS 41 and are therefore accounted for as a part of property, plant and equipment."

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Borrowing costs, if any,

# NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2024

during the period of construction is capitalised as part of cost of the qualifying assets.

The gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset, and is recognised in the statement of profit and loss.

## 2.5 Biological assets

Tea leaves growing on tea bushes are measured at fair value less cost to sell with changes in fair value recognised in statement of profit and loss.

## 2.6 Depreciation methods, estimated useful lives and residual value of property, plant and equipment

Depreciation, other than bearer plant, is calculated using written down value method to allocate their cost, net of their residual values on the basis of useful lives prescribed in Schedule II to the Companies Act, 2013, which are also supported by technical evaluation. Bearer plants are depreciated using straight line method from the date when they are ready for commercial harvest. The estimated useful lives of assets and residual values are reviewed regularly and, when necessary, revised. No further charge is provided in respect of assets that are fully written down but are still in use.

The estimated useful lives for the main categories of property, plant and equipment and other intangible assets are:

Categories of assets	Useful life (in years)
Plant and Machinery	15
Furniture & Fixture	10
Building	60
Bearer plants	79
Vehicles	8 - 10
Software	5

## 2.7 Impairment of non-financial assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows which are largely independent of the cash flows from other assets or group of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

## 2.8 Leases

Leases are classified as finance lease where the terms of the lease transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

## 2.9 Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

# NOTES TO FINANCIAL STATEMENTS

for the year ended 31 March 2024

## (a) Financial assets

### Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have maturities of less than three months from the date of such deposits. These balances with banks are unrestricted for withdrawal and usage.

### Other bank balances

Other bank balances include balances and deposits with banks that are restricted for withdrawal and usage or having maturities of more than three months from the date of such deposits.

### Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### Financial assets measured at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### Financial assets measured at fair value through profit or loss

Financial asset not measured at amortized cost or at fair value through other comprehensive income is carried at fair value through profit or loss.

### Impairment of financial assets

Loss allowance for expected credit losses is recognized for financial assets measured at amortized cost and fair value through other comprehensive income.

The Company recognises life time expected credit losses for all trade receivables that do not constitute a financing transaction.

For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

### De-recognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

## (b) Financial liabilities and equity instruments

### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

### Financial liabilities

Financial liabilities such as trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant.

# NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2024

## **Borrowings**

Interest-bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method.

## **Derecognition of financial liabilities**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

## **2.10 Employee benefits**

### **(a) Post employment obligations**

#### **Defined contribution plans**

The Company makes contributions to government administered provident fund scheme, employee state insurance scheme and pension fund scheme for the employees. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

#### **Defined benefit plans - Gratuity**

The liability or asset recognised in the balance sheet in respect of gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets, if any. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets, if any. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income

They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost."

### **(b) Compensated absences**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised based on actuarial valuation at the present value of the obligation as on the reporting date.

The obligations are presented as current liabilities in the balance sheet since the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

## **2.11 Government grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government Grant that are receivable as a compensation for expenses or losses incurred for the purpose of giving immediate financial support with no future related cost are recognised in statement of Profit and loss in the year it is received.

Tea Plantation Subsidy and other subsidies is accounted for on acceptance from the concerned authorities."

# NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2024

## 2.12 Provisions

Provisions are recognised in the balance sheet when the Company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. When appropriate, provisions are measured on a discounted basis.

### **Constructive obligation is an obligation that derives from an entity's actions where:**

- (a) by an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated to other parties that it will accept certain responsibilities and
- (b) As a result, the entity has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

## 2.13 Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled."

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

## 2.14 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable net of discounts, taking into account contractually defined terms and excluding taxes or duties collected on behalf of the government.

### **Sale of goods**

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognized if there are significant uncertainties regarding recovery of the amount due, associated costs or the possible return of goods.

# NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2024

## 2.15 Income recognition

### a) Interest income

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

### b) Dividend income

Dividend income from investments is recognised when the shareholder's rights to receive payment have been established.

## 2.16 Inventories

Raw materials including harvested tea leaves, produced from own gardens are measured at lower of cost and net realisable value. Cost being the fair value less cost to sell at the point of harvest of tea leaves.

Raw materials of purchased green leaves, stores and spare parts and finished goods are stated at lower of cost and net realisable value. Cost of finished goods comprise direct material, direct labour and appropriate portion of variable and fixed overhead expenditure. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Cost are assigned to individual items of inventory on the basis of weighted average method. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale."

## 2.17 Research and development

Revenue expenditure on research and development is recognised as a charge in the Statement Profit and Loss. Capital expenditure on assets acquired for research and development is added to Property, plant and equipment, if any.

## 2.18 Earnings per share

Earnings per share is calculated by dividing the net profit or loss for the year attributable to equity share holders, by the weighted average numbers of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## 2.19 Contingent Liabilities

Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty are treated as contingent and disclosed by way of notes to the accounts.

## 2.20 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest hundreds as per the requirements of Schedule III, unless stated otherwise.

# NOTES TO FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

## Note 3 : Property, plant and equipment

Particulars	Gross carrying amount				Accumulated depreciation				Net carrying value	
	As at 01 April 2022	Addition/ Adjustments	Deductions/ Adjustments	Closing as at 31 March 2023	As at 01 April 2022	Charge during the year	Deductions/ Adjustments	Closing as at 31 March 2023	As at 31 March 2023	As at 01 April 2022
Land - leasehold	1			1	1			1	-	-
Bearer plant	12,18,089	62,116	-	12,80,205	81,140	19,907	-	1,01,047	11,79,158	11,36,948
Buildings	46,133	-	-	46,133	18,862	1,483	-	20,345	25,788	27,271
Plant & Machinery	1,10,788	-	-	1,10,788	72,420	6,803	-	79,223	31,565	38,368
Furniture & Fixture	1,202	-	-	1,202	822	98	-	921	281	379
Motor Vehicles	16,454	-	-	16,454	12,830	1,103	-	13,933	2,522	3,625
Plant & Machinery Spares	15,005	9,703	-	24,708	9,055	9,885	-	18,940	5,768	5,950
Computers	431	-	-	431	373	-	-	373	58	58
<b>Total</b>	<b>14,08,102</b>	<b>71,820</b>	<b>-</b>	<b>14,79,921</b>	<b>1,95,503</b>	<b>39,279</b>	<b>-</b>	<b>2,34,781</b>	<b>12,45,140</b>	<b>12,12,598</b>

Particulars	GROSS BLOCK - AT COST				Accumulated depreciation				Net carrying value	
	As at 01 April 2023	Addition/ Adjustments	Deductions/ Adjustments	Closing as at 31 March 2023	As at 01 April 2023	Charge during the year	Deductions/ Adjustments	Closing as at 31 March 2024	As at 31 March 2024	As at 01 April 2023
Land - leasehold	1			1	1	-		1	-	-
Bearer plant	12,80,205	1,89,901	-	14,70,106	1,01,047	22,878	-	1,23,925	13,46,181	11,79,158
Buildings	46,133	2,490	-	48,623	20,345	1,523	-	21,868	26,755	25,788
Plant & Machinery	1,10,788	6,474	-	1,17,262	79,223	8,011	-	87,233	30,028	31,565
Furniture & Fixture	1,202	-	-	1,202	921	73	-	993	208	281
Motor Vehicles	16,454	4,050	-	20,504	13,933	1,268	-	15,201	5,304	2,522
Plant & Machinery Spares	24,708	2,304	-	27,012	18,940	5,349	-	24,290	2,723	5,768
Computers	431	2,167	-	2,598	373	638	-	1,011	1,587	58
<b>Total</b>	<b>14,79,922</b>	<b>2,07,386</b>	<b>-</b>	<b>16,87,308</b>	<b>2,34,782</b>	<b>39,740</b>	<b>-</b>	<b>2,74,522</b>	<b>14,12,786</b>	<b>12,45,140</b>

## Note 4 : Capital work-in-progress

Particulars	As at 01 April 2022	Addition	Deductions / Adjustments	Closing as at 31 March 2023
Bearer plant - young trees	65,454	48,672	(62,116)	52,010
<b>Total</b>	<b>65,454</b>	<b>48,672</b>	<b>(62,116)</b>	<b>52,010</b>

Description	As at 01 April 2023	Addition	Deductions / Adjustments	Closing as at 31 March 2024
Bearer plant - young trees	52,010	76,639	(52,009)	76,639
<b>Total</b>	<b>52,010</b>	<b>76,639</b>	<b>(52,009)</b>	<b>76,639</b>



# NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

As at March 31, 2024				
Description	Amount of capital work-in-progress to be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Projects in progress:				
Young Tree	76,639	-	-	-
<b>Total</b>	<b>76,639</b>	-	-	-

As at March 31, 2023				
Description	Amount of capital work-in-progress to be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Projects in progress:				
Young Tree	48,672	-	-	-
<b>Total</b>	<b>48,672</b>	-	-	-

## Note 5 : Investments - Non current

Particulars	31 March 2024	31 March 2023
<b>Investment in equity shares designated at FVPL - Others (fully paid up):</b>		
<b>i) Quoted</b>		
10,606 (31 March 2023: 10,606 ) equity shares of Rs.100 each fully paid-up in Jardine Henderson Limited	1,16,641	1,13,942
<b>ii) Unquoted</b>		
500 (31 March 2023: 500) equity shares of Rs.10 each fully paid-up in ABC Tea Workers' Welfare Services (formerly Assam Bengal Cereals (Ltd.))	50	50
<b>Total non-current investment</b>	<b>1,16,691</b>	<b>1,13,992</b>
(a) Aggregate carrying amount of quoted investments	1,16,641	1,13,942
(b) Aggregate market value of quoted investments	1,16,641	1,13,942
(c) Aggregate amount of unquoted investments	50	50

## Note 6 : Other financial assets - non current

Particulars	31 March 2024	31 March 2023
Security deposits	13,300	13,300
<b>Total</b>	<b>13,300</b>	<b>13,300</b>

## Note 7 : Non current tax asset (net)

Particulars	31 March 2024	31 March 2023
Advance income tax	13,903	44,191
<b>Total</b>	<b>13,903</b>	<b>44,191</b>

## Note 8 : Other non current assets

Particulars	31 March 2024	31 March 2023
Advances others	50,353	50,353
<b>Total</b>	<b>50,353</b>	<b>50,353</b>

# NOTES TO FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

## Note 9 : Inventories

Particulars	31 March 2024	31 March 2023
Inventories (valued at lower of cost and net realizable value)	2,74,156	2,22,298
Stores and spares	39,491	44,158
<b>Total</b>	<b>3,13,647</b>	<b>2,66,456</b>

## Note 10 : Biological assets other than bearer plants

Particulars	31 March 2024	31 March 2023
Fair value of biological assets other than bearer plants (Unharvested tea leaves)	15,867	5,257
<b>Total</b>	<b>15,867</b>	<b>5,257</b>

## Reconciliation of changes in the carrying amount of biological assets

Particulars	31 March 2024	31 March 2023
Opening balance	5,257	3,74,700
Gain/ (loss) arising from changes in fair value less costs to sell	-	-
Decreases due to harvest during the year	(5,257)	(3,74,700)
Increases due to purchases/ flushing during the year	15,867	5,257
<b>Closing balance</b>	<b>15,867</b>	<b>5,257</b>

## Note 11 : Trade receivables

Particulars	31 March 2024	31 March 2023
Unsecured, considered good	1,38,727	98,735
<b>Total</b>	<b>1,38,727</b>	<b>98,735</b>

Refer note 37 for risk relating to trade receivables

## Note 12 : Cash and cash equivalents

Particulars	31 March 2024	31 March 2023
Cash in hand	662	217
Balance with banks in current account	8,702	95,199
<b>Total</b>	<b>9,364</b>	<b>95,416</b>

## Note 13 : Other bank balances

Particulars	31 March 2024	31 March 2023
Balance with banks - unpaid dividend account*	400	400
<b>Total</b>	<b>400</b>	<b>400</b>

## Note 14 : Other current assets

Particulars	31 March 2024	31 March 2023
Advance against supply of goods or services	33,058	27,914
Advance to others	46,202	36,026
Balances with excise and other government authorities	13,451	5,887
<b>Total</b>	<b>92,711</b>	<b>69,827</b>

# NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

## Note 15 : Equity share capital

Particulars	31 March 2024	31 March 2023
<b>Authorized equity share capital</b>		
500,000 (31 March, 2023: 500,000) equity shares of Rs.10/- each	50,000	50,000
<b>Issued, subscribed and fully paid-up equity share capital</b>		
392,770 (31 March, 2023: 392,770) equity shares of Rs.10 each fully paid up	39,277	39,277
	<b>39,277</b>	<b>39,277</b>

### (i) Movement in equity share capital

Particulars	31 March 2024		31 March 2023	
	No. of shares	Amount	No. of shares	Amount
<b>Equity shares</b>				
At the beginning of the year	3,92,770	39,277	3,92,770	39,277
Issued during the year				
<b>Outstanding at the end of the year</b>	<b>3,92,770</b>	<b>39,277</b>	<b>3,92,770</b>	<b>39,277</b>

### (ii) Terms / rights attached to equity shares

The company has only one class of equity shares having a par value of Rs 10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after the distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### (iii) Details of shareholders holding more than 5 % shares in the company

Particulars	31 March 2024		31 March 2023	
	No. of shares	% of holding	No. of shares	% of holding
<b>Equity shares of Rs. 10 each fully paid-up</b>				
1. Rydak Syndicate Ltd.	62,924	16.02%	62,924	16.02%
2. Kant & Co. Ltd.	60,407	15.38%	60,407	15.38%
3. Sripadam Investments Ltd.	54,248	13.81%	54,248	13.81%
4. National Insurance Co. Ltd.	39,030	9.94%	39,030	9.94%

(iv) During the period of 5 years immediately preceding the balance sheet date, no shares were issued for consideration other than cash. Also, no bonus shares were issued and no shares were bought back by the company during the said period.

## Note 16 : Other equity

Particulars	31 March 2024	31 March 2023
<b>Reserves and surplus</b>		
a) Capital reserve	256	256
b) General reserve	4,67,966	4,67,964
c) Retained earnings	(1,08,280)	(6,906)
<b>Total reserves and surplus</b>	<b>3,59,942</b>	<b>4,61,314</b>

# NOTES TO FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

## Note 16(a) : Other equity

Particulars	31 March 2024	31 March 2023
<b>Reserves and surplus</b>		
<b>a) Capital reserve</b>		
Opening balance	256	256
<b>Closing balance</b>	<b>256</b>	<b>256</b>
<b>b) General reserve</b>		
Opening balance	4,67,964	4,67,964
Amount transferred from retained earnings	-	-
<b>Closing balance</b>	<b>4,67,964</b>	<b>4,67,964</b>
<b>c) Retained earnings</b>		
Opening balance	(6,906)	(1,54,265)
Net profit/ (loss) for the year	(71,479)	1,87,134
<i>Items of other comprehensive income recognised directly in retained earnings</i>	-	-
- Remeasurements of post-employment benefit obligation, net of tax	(29,895)	(39,775)
<b>Closing balance</b>	<b>(1,08,281)</b>	<b>(6,906)</b>
<b>Total reserves and surplus</b>	<b>3,59,940</b>	<b>4,61,314</b>

### Nature and purpose of other reserves

#### General reserve

Under the erstwhile Indian Companies Act, 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to introduction of Companies Act, 2013, the requirement to mandatory transfer a specified percentage of the net profit to general reserve has been withdrawn though the Company may transfer such percentage of its profits for the financial year as it may consider appropriate. Declaration of dividend out of such reserve shall not be made except in accordance with rules prescribed in this behalf under the Act.

#### Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfer to general reserve, dividends or other distributions paid to shareholders.

## Note 17 : Provisions - Non current

Particulars	31 March 2024	31 March 2023
<b>Provision for employee benefits</b>		
Provision for gratuity (Refer note 38)	1,36,910	1,23,126
<b>Total</b>	<b>1,36,910</b>	<b>1,23,126</b>

# NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

## Note 18 : Deferred tax Assets (net)

Particulars	31 March 2024	31 March 2023
<b>Deferred tax liability</b>		
Property, plant and equipment	-	-
MAT credit entitlement	-	-
Investments	21,114	20,707
Others	-	-
<b>Gross deferred tax liability</b>	<b>21,114</b>	<b>20,707</b>
<b>Deferred tax asset</b>		
Property, plant and equipment	6,279	6,433
Expenses allowable on payment basis	60,686	59,529
Provisions	-	-
Biological asset other than bearer plant and inventories	4,640	249
Others	-	1,747
<b>Gross deferred tax assets</b>	<b>71,605</b>	<b>67,958</b>
<b>Net deferred tax liabilities/(asset)</b>	<b>(50,491)</b>	<b>(47,251)</b>

## Note 19 : Borrowings - Current

Particulars	31 March 2024	31 March 2023
Loans repayable on demand		
<b>Unsecured</b>		
Inter-corporate deposit	2,17,250	2,17,250
<b>Secured</b>		
Cash credit from banks (secured)	2,87,809	-
<b>Total</b>	<b>5,05,059</b>	<b>2,17,250</b>

Cash credit from banks are secured against first charge on the entire current assets of the Company and are repayable on demand. The above loans carry interest @ 11.15% p.a. (31 March 2023 :@ 10.00% p.a)

## Note 20 : Trade payables

Particulars	31 March 2024	31 March 2023
Trade payables ( Refer note 39)	4,53,682	4,03,649
<b>Total</b>	<b>4,53,682</b>	<b>4,03,649</b>

## Note 21 : Other financial liabilities - Current

Particulars	31 March 2024	31 March 2023
Unpaid dividend	400	400
Others payables	6,88,884	7,30,140
<b>Total</b>	<b>6,89,284</b>	<b>7,30,540</b>

## Note 22 : Other Current Liabilities

Particulars	31 March 2024	31 March 2023
Statutory dues payable	13,699	9,866
<b>Total</b>	<b>13,699</b>	<b>9,866</b>

# NOTES TO FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

## Note 23 : Provisions - current

Particulars	31 March 2024	31 March 2023
<b>Provision for employee benefits</b>		
Provision for gratuity (Refer note 38)	76,023	85,747
Provision for compensated absences	4,973	4,973
<b>Total</b>	<b>80,996</b>	<b>90,720</b>

## Note 24 : Current tax liability (net)

Particulars	31 March 2024	31 March 2023
Provision for tax	26,029	26,587
<b>Total</b>	<b>26,029</b>	<b>26,587</b>

## Note 25: Revenue from operation

Particulars	31 March 2024	31 March 2023
<b>Sale of goods:</b>		
Manufactured goods (Sale of Tea)	20,99,443	25,63,517
<b>Total</b>	<b>20,99,443</b>	<b>25,63,517</b>

## Note 26 : Other income

Particulars	31 March 2024	31 March 2023
Dividend income on equity investments measured at FVTPL	477	955
Sale of tea waste	11,440	20,711
Government grant	1,29,301	-
Sundry receipt	9,813	49,568
Change in fair value of financial Asset measured at FVTPL	2,698	7,393
<b>Total</b>	<b>1,53,729</b>	<b>78,627</b>

## Note 27 : Cost of materials consumed

Particulars	31 March 2024	31 March 2023
Inventory at the beginning of the year	44,163	42,719
Add: Purchases	2,24,313	2,68,338
Less: Inventory at the end of the year	(39,491)	(44,163)
<b>Total</b>	<b>2,28,985</b>	<b>2,66,894</b>

## Note 28 : Changes in inventories of finished goods

Particulars	31 March 2024	31 March 2023
Opening Stock of Tea	2,22,298	2,43,598
Closing Stock of Tea	2,74,156	2,22,298
<b>(Increase)/Decrease</b>	<b>(51,858)</b>	<b>21,300</b>

## Note 29 : Change in Carrying amount of Biological Assets other than bearer plant (Gain)/Loss

Particulars	31 March 2024	31 March 2023
Opening Stock of Bearer Plant	5,256	10,365
Closing Stock of Bearer Plant	15,866	(5,256)
<b>(Increase)/Decrease</b>	<b>(10,610)</b>	<b>5,109</b>

# NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

## Note 30 : Employee benefit expense

Particulars	31 March 2024	31 March 2023
Salaries, Wages & Bonus	14,40,566	14,81,704
Contribution to Provident and other funds	1,34,236	1,28,076
Gratuity expense	31,422	30,343
Workmen and Staff Welfare	1,16,247	70,077
<b>Total</b>	<b>17,22,471</b>	<b>17,10,200</b>

## Note 31: Finance costs

Particulars	31 March 2024	31 March 2023
Interest and finance charges on financial liabilities not at fair value through profit or loss	16,118	2,802
Less: Borrowing cost capitalisation	(10,165)	-
<b>Total</b>	<b>5,953</b>	<b>2,802</b>

## Note 32 : Other expenses

Particulars	31 March 2024	31 March 2023
Power and Fuel	2,39,311	2,28,555
Repairs to Buildings	1,096	692
Repairs to Machinery	3,661	4,338
Insurance	1,891	3,112
Rates & Taxes	3,325	4,848
Cess on Green Leaf	-	-
Brokerage and Commission on Tea	20,823	25,781
Freight and Transit Charges	52,325	51,531
Cultiivation Expenses	715	5,136
Directors sitting fees	1,450	1,530
<b>Auditors' remuneration:</b>		
Statutory Audit fees	1,450	1,450
Tax Audit fees	-	350
Other Services	-	363
Miscellaneous Expenses	59,236	58,549
<b>Total</b>	<b>3,85,283</b>	<b>3,86,235</b>

# NOTES TO FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

## Note 33 : Income tax expense

This note provides an analysis of the Company's income tax expense, shows amounts that are recognised in profit or loss or other comprehensive income and how the tax expense is affected by non-assessable and non-deductible items.

Particulars	31 March 2024	31 March 2023
(a) Income tax expense		
Current tax		
Current tax on profits for the year	-	15,138
Profit and loss	-	-
<b>Total current tax expense</b>	<b>-</b>	<b>15,138</b>
<b>Deferred tax</b>		
Decrease (increase) in deferred tax assets	(4,703)	(21,649)
(Decrease) increase in deferred tax liabilities	(3,098)	(2,564)
<b>Total deferred tax expense/(benefit)</b>	<b>(7,801)</b>	<b>(24,212)</b>
<b>Income tax expense</b>	<b>(7,801)</b>	<b>(24,212)</b>

Particulars	31 March 2024	31 March 2023
Current tax expense recognised in profit or loss		
Current tax on profits for the year		
Profit and loss	-	-
<b>Total current tax expense (A)</b>	<b>-</b>	<b>-</b>
<b>Deferred tax expense recognised in profit or loss</b>		
Deferred taxes	(4,687)	8,053
<b>Total deferred tax expense recognised in profit or loss (B)</b>	<b>(4,687)</b>	<b>8,053</b>
Deferred tax expense recognised in Other comprehensive income		
Deferred taxes	(7,927)	15,854
<b>Total deferred tax expense recognised in Other comprehensive income (C)</b>	<b>(7,927)</b>	<b>15,854</b>
<b>Total deferred tax for the year (B+C)</b>	<b>(12,614)</b>	<b>23,908</b>
<b>Total income tax expense recognised in profit or loss (A+B)</b>	<b>(4,687)</b>	<b>8,053</b>
<b>Total income tax expense recognised in Other comprehensive income (C)</b>	<b>(7,927)</b>	<b>15,854</b>
<b>Total income tax expense (A+B+C)</b>	<b>(12,614)</b>	<b>23,908</b>

## Note 34 : Earnings per share

Particulars	31 March 2024	31 March 2023
(a) Profit attributable to equity holders of the company used in calculating basic and diluted earnings per share (INR hundreds)	(71,479)	1,87,134
(b) Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share (in numbers)	3,92,770	3,92,770
(c) Nominal value of Equity Share (in Rs.)	10	10
(d) Basic and diluted earnings per share (INR)	(18.20)	47.64

## Note 35: Capital management

### (a) Risk management

The Company's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and



# NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

- maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through a mixture of equity, long term borrowings and short term borrowings.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The amount mentioned under total equity in balance sheet is considered as Capital.

## (b) Dividends paid and proposed

Particulars	31 March 2024	31 March 2023
<b>(i) Equity shares</b>		
Final dividend for the year ended 31 March, 2023 - Nil (31 March, 2022 - Nil) per fully paid share	-	-
Dividend Distribution Tax	-	-

## Note 36 : Fair value measurements

### Financial instruments by category

Particulars	31 March 2024			31 March 2023		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
<b>Financial assets</b>						
Investments in equity instruments	1,16,691	-	-	1,13,992	-	-
Trade receivables			1,38,727	-	-	98,735
Cash and cash equivalents			9,364	-	-	95,416
Other bank balances			400	-	-	400
Other financial assets			13,300	-	-	13,300
<b>Total financial assets</b>	<b>1,16,691</b>		<b>1,61,791</b>	<b>1,13,992</b>	-	<b>2,07,851</b>
<b>Financial liabilities</b>						
Borrowings			5,05,059		-	2,17,250
Trade payable			4,53,682		-	4,03,649
Other financial liabilities			6,89,284		-	7,30,540
<b>Total financial liabilities</b>	-	-	<b>16,48,025</b>	-	-	<b>13,51,439</b>

## (i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

## NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

The entire financial assets and liabilities of the Company is classified as Level 3 in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

### Note:

- There have been no transfers between Level 1 and Level 2 for the years ended March 31, 2024 and March 31, 2023
- Costs of unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.
- Fair value of borrowings which do not have an active market or are unquoted is estimated by discounting expected future cash flows using a discount rate equivalent to the risk-free rate of return adjusted for credit spread considered by lenders for instruments of similar maturities which is categorised as level 3 in the fair value hierarchy.

### (ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the fair value of the financial instruments is determined using discounted cash flow analysis.

The carrying amounts of remaining financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

The fair values for financial instruments were calculated based on cash flows discounted using current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

Fair value of biological assets other than bearer plants

### Fair value of biological assets other than bearer plants

Particulars	31 March 2024	31 March 2023
Fair value of biological assets other than bearer plants (Unharvested tea leaves) for which fair value (less cost to sell) are disclosed	15,867	5,257
<b>Total</b>	<b>15,867</b>	<b>5,257</b>

**Note:** The fair value of biological assets other than bearer plants are to considered as Level 2 fair values

### Note 37 : Financial Risk Management

The Company's activities are exposed to a variety of financial risks: credit risk, liquidity risk and market risk (i.e. foreign currency risk, interest rate risk and price risk).

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk:

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables and financial assets measured at amortised cost.	Aging analysis Credit ratings	Diversification of bank deposits and credit limits, quality customer selection
Liquidity risk	Financial liabilities that are settled by delivering cash or another financial asset.	Cash flow forecasts	Projecting cash flows and considering the level of liquid assets necessary to meet the liabilities
Market risk – a) security prices	Investments in equity securities	Sensitivity analysis	Portfolio diversification

### (A) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) including deposits with banks and financial institutions and other financial instruments carried at amortised cost and financial guarantees.

#### i) Trade receivables

Customer credit risk is managed by the Company through established policy and procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally carrying 45 to 90 days credit terms. The Company has a detailed review mechanism of overdue customer receivables at various levels within organisation

## NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

to ensure proper attention and focus for realisation. The Company's exposure to customers is diversified and no single customer contributes to more than 10% of outstanding trade receivables as at 31 March 2023, 31 March 2023. The ageing of trade receivables as of balance sheet date is given below. The age analysis have been considered from the due date:

As at March 31, 2024	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed – considered good	98,735	-	-	-	-	98,735
Undisputed – Credit Impaired	-	-	-	-	43,440	43,440
Disputed - considered good	-	-	-	-	-	-
Disputed - considered doubtful	-	-	-	-	-	-
<b>Trade receivables due</b>	<b>98,735</b>	-	-	-	<b>43,440</b>	<b>1,42,175</b>
Less: Allowance for Credit Loss					(43,440)	(43,440)
<b>Total trade receivables</b>	<b>98,735</b>					<b>98,735</b>

The requirement for impairment is analysed at each reporting date. Refer note 11 for details on the impairment of trade receivables. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 36. The Company does not hold collateral as security.

### ii) Financial instruments and deposits

Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables, loans receivables, investments and cash and cash equivalents held by the Company. None of the financial instruments of the Company result in material concentration of credit risk.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was Rs. 96,42,554 as at 31 March 2022, Rs. 94,06,389 as at 31 March 2021, being the total of the carrying amount of trade receivables and other financial assets.

### (B) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally performed in accordance with practice and limits set by the Company.

#### (i) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

- all financial liabilities

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities 31 March 2024	Less than 1 year	1 - 3 years	Total
Borrowings	5,05,059		5,05,059
Trade payable	4,53,682		4,53,682
Other financial liabilities	6,89,284		6,89,284
<b>Total financial liabilities</b>	<b>16,48,025</b>	-	<b>16,48,025</b>

Contractual maturities of financial liabilities 31 March 2023	Less than 1 year	1 - 3 years	Total
Borrowings	2,17,250		2,17,250
Trade payable	4,03,649		4,03,649
Other financial liabilities	7,30,540		7,30,540
<b>Total financial liabilities</b>	<b>13,51,439</b>	-	<b>13,51,439</b>

# NOTES TO FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

## C) Market risk

### (i) Foreign currency risk

Foreign Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's transactions are denominated only in INR and hence the Company is not exposed to any foreign currency risk.

### (ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to the risk of changes in market interest rates because it does not have any floating rate borrowings nor does it have any variable rate financial assets.

### (iii) Price risk

#### (a) Exposure

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market.

The company's exposure to equity securities price risk arises from investments held by the company in equity securities and classified in the balance sheet as at fair value through profit and loss account.

#### (b) Sensitivity

The table below summarises the impact of increases/decreases of the prices of respective securities on company's equity and profit before tax for the period. The analysis is based on the assumption that the price of the respective securities had increased by 5% or decreased by 5% with all other variables held constant:

Particulars	Impact on profit before tax		Impact on other component of equity	
	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23
Increase by 5% (2020: 5%)*	5,835	5,700	4,172	4,075
Decrease by 5% (2020: 5%)*	(5,835)	(5,700)	(4,172)	(4,075)

\* Holding all other variables constant

## Note 38 : Employee benefit obligations

### (i) Defined contribution plan

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident fund which is defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are recognised in the Statement of Profit and Loss as they accrue. The amount recognised as an expense towards contribution to Provident fund for the year aggregates to Rs. 30,34,266 (2021-22: Rs. 34,47,448).

### (ii) Post-employment obligations

#### a) Gratuity

"The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic (including dearness allowance) salary per month computed proportionately for 15 days (reckoning 26 days for a month) salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognised funds in India. Based on actuarial valuation, a provision is recognised in full for the projected obligation over and above the funds held in scheme.

### (iii) Balance sheet recognition

#### a) Gratuity

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

# NOTES TO FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
<b>1 April 2022</b>	2,07,195	13,167	1,99,542
Current service cost	15,538	-	15,538
Interest expense/(income)	15,918	1,112	14,805
<b>Total amount recognised in profit or loss</b>	<b>31,455</b>	<b>1,112</b>	<b>30,343</b>
<i>Remeasurements</i>			
Return on plan assets, excluding amounts included in interest expense/(income)	-	89	(89)
Actuarial (gain)/loss from change in financial assumptions	(3,340)	-	(3,340)
Actuarial (gain)/loss from unexpected experience	59,059	-	59,059
<b>Total amount recognised in other comprehensive income</b>	<b>55,719</b>	<b>89</b>	<b>55,630</b>
Employer contributions/ premium paid	-	(76,641)	(76,641)
Benefit payments	(71,641)	71,641	-
<b>31 March 2023</b>	<b>2,22,728</b>	<b>9,369</b>	<b>2,08,873</b>

Particulars	Present value of obligation	Fair value of plan assets	Net amount
<b>1 April 2023</b>	2,22,728	9,369	2,08,873
Current service cost	15,401	-	15,401
Interest expense/(income)	17,435	1,413	16,022
<b>Total amount recognised in profit or loss</b>	<b>32,836</b>	<b>1,413</b>	<b>31,422</b>
<i>Remeasurements</i>			
Return on plan assets, excluding amounts included in interest expense/(income)	-	1,960	(1,960)
Actuarial (gain)/loss from change in financial assumptions	1,922	-	1,922
Actuarial (gain)/loss from unexpected experience	37,860	-	37,860
<b>Total amount recognised in other comprehensive income</b>	<b>39,782</b>	<b>1,960</b>	<b>37,822</b>
Employer contributions/ premium paid	-	(65,184)	(65,184)
Benefit payments	(65,184)	65,184	-
<b>31 March 2024</b>	<b>2,30,161</b>	<b>12,741</b>	<b>2,12,933</b>

#### (iv) Significant estimates: actuarial assumptions

The significant actuarial assumptions were as follows:

Particulars	31 March 2024	31 March 2023
Discount rate	-	-
Salary growth rate	-	-
Mortality rate	IALM (2012-14) Table	IALM (2012-14) Table
Disability Rate	5% of Mortality Rate	5% of Mortality Rate
Withdrawal rate	1% to 8%	1% to 8%
Retirement Age	58	58 Years
Average Future Service	16.58	16.91

# NOTES TO FINANCIAL STATEMENTS

for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

## (v) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions are :

Particulars	Impact on defined benefit obligation			
	31 March 2024		31 March 2023	
	Increase	Decrease	Increase	Decrease
Discount rate (-/+ 1%)	(17,651)	21,239	(17,479)	21,060
Salary growth rate (-/+ 1%)	21,806	(18,435)	22,900	(19,339)
Withdrawal rate (-/+ 1%)	5,955	(5,323)	6,213	(5,635)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied while calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

## (vi) The major categories of plan assets

The defined benefit plans are funded with insurance companies of India. The Company does not have any liberty to manage the funds provided to insurance companies. Thus the composition of each major category of plan assets has not been disclosed.

## (vii) Risk exposure

Through its defined benefit plans the Company is exposed to a number of risks, the most significant of which are detailed below:

### Investment risk:

The defined benefit plans are funded with insurance companies of India. The Company does not have any liberty to manage the funds provided to insurance companies.

The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the Government of India bonds. If the return on plan asset is below this rate, it will create a plan deficit.

### Interest risk:

A decrease in the interest rate on plan assets will increase the plan liability.

### Life expectancy:

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and at the end of the employment. An increase in the life expectancy of the plan participants will increase the plan liability.

### Salary growth risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. An increase in the salary of the plan participants will increase the plan liability.

## (viii) Defined benefit liability and employer contributions

Expected contributions to post-employment benefit plans for the next year ending 31 March, 2023 would be Rs. 31,14,206

The weighted average duration of the defined benefit obligation is 6.86 years (31 March, 2022 – 4.67 years). The expected maturity analysis of undiscounted gratuity benefits is as follows:

Particulars	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
<b>31 March, 2023</b>				
Defined benefit obligation (gratuity)	14,816	5,431	24,595	68,939
<b>Total</b>	<b>14,816</b>	<b>5,431</b>	<b>24,595</b>	<b>68,939</b>
<b>31 March, 2022</b>				
Defined benefit obligation (gratuity)	-	92,204	61,118	1,30,864
<b>Total</b>	<b>-</b>	<b>92,204</b>	<b>61,118</b>	<b>1,30,864</b>

# NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

## (ix) Compensated absences

Compensated absences cover the Company's liability for sick and earned leave. As the Company does not have an unconditional right to defer the payment beyond 12 months the entire amount has been treated as current.

## Note 39 : Trade Payables

### a. Contingent liability is not provided for and includes:

#### As at March 31, 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - MSME	-	-	-	-	-
Undisputed dues - others	99,369	34,223	82,591	2,37,499	4,53,682
Disputed dues - MSME	-	-	-	-	-
Disputed dues - others	-	-	-	-	-
<b>Trade payables due</b>	<b>99,369</b>	<b>34,223</b>	<b>82,591</b>	<b>2,37,499</b>	<b>4,53,682</b>
<b>Trade payables not due</b>	-	-	-	-	-
<b>Unbilled trade payables</b>	-	-	-	-	-
<b>Total trade payables</b>	<b>99,369</b>	<b>34,223</b>	<b>82,591</b>	<b>2,37,499</b>	<b>4,53,682</b>

#### As at March 31, 2023

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - MSME	0	-	-	-	0
Undisputed dues - others	1,30,927	-	2,72,722	-	4,03,649
Disputed dues - MSME	-	-	-	-	-
Disputed dues - others	-	-	-	-	-
<b>Trade payables due</b>	<b>1,30,927</b>	-	<b>2,72,722</b>	-	<b>4,03,649</b>
<b>Trade payables not due</b>	-	-	-	-	-
<b>Unbilled trade payables</b>	-	-	-	-	-
<b>Total trade payables</b>	<b>1,30,927</b>	-	<b>2,72,722</b>	-	<b>4,03,649</b>

## Note 40 : Ratios

Particulars	Numerator	Denominator	31-Mar-24	31-Mar-23	Variance
Current Ratio <sup>1</sup>	Current assets	Current liabilities	0.15	0.36	-59.91%
Debt- Equity Ratio <sup>2</sup>	Total Debts	Shareholders Equity	1.27	0.43	191.51%
Debt-Service Coverage Ratio	Earnings Available for Debt Service	Debt Service	-10.22	76.05	-113.44%
Return on Equity (ROE)	Net Profits after taxes	Average Shareholders Fund	-15.89%	5.81%	-21.70%
Trade receivables turnover ratio	Revenue	Average Trade Receivable	17.68	20.73	-14.70%
Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	-4.33	0.56	-873.34%
Trade payables turnover ratio	Purchases of services and Goods	Other expenses Average Trade Payables	0.52	0.48	9.02%
Net capital turnover ratio	Revenue	Working Capital	-1.39	-2.72	-48.94%
Net profit ratio	Net Profit	Revenue	-3.40%	7.30%	-10.70%
Return on capital employed (ROCE)	Earning before interest and Taxes	Capital Employed <sup>(4)</sup>	-6.73%	29.69%	-36.42%

## NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2024

(Rs in Hundred unless otherwise stated)

Return on Investment(ROI)					
Quoted	Income generated from investments	Time weighted average investments	0%	0%	
Unquoted	Income generated from investments	Time weighted average investments	0%	0%	

### Note 41 : Other notes to accounts

#### a. Contingent liability is not provided for and includes:

Particulars	31-Mar-24	31-Mar-23
Income Tax demand disputed and under Appeal	-	-

#### ii) Estimated amount of contracts remaining to be executed on capital accounts is Nil

- b. The Company is engaged in the business of growing, manufacturing and sale of black tea and is having its manufacturing facilities located in India. The performance of the Company is assessed and reviewed by the Chief Operating Decision Maker ('CODM') as a single operating segment and accordingly growing, manufacturing and sale of black tea is the only operating segment.

The Company is domiciled in India and sells its products in India.

The Company has no customers from whom it derives more than 10% of total revenue.

#### c) Key management personnel compensation

Particulars	31-Mar-24	31-Mar-23
Short-term employee benefits	9,448	22,766
Post Retirement Benefits	0	14,276

- d. There were no dues to the Micro, Small and Medium Enterprises outstanding as on 31st March, 2023. This information as required, has been determined to the extent such parties have been identified on the basis of information available to the Company.
- e. There has been no loss on account of impairments of assets since the carrying amount of property, plant and equipment does not exceed the recoverable amount as per Accounting Standard issued by Companies (Accounts) Rules, 2014.
- f. The Scheme of Arrangement for amalgamation of M/s Dhelakhat Tea Company Limited (Transferor Company) with the Company is yet to be approved by the Hon'ble National Company Law Tribunal (NCLT) Kolkata Bench. Pending approval of the said scheme, these accounts have been prepared without giving effect of the said scheme in compliance with the requirement of IND AS 103 issued by the Institute of Chartered Accountants of India. Upon approval of the scheme by the Hon'ble NCLT, all assets and Liabilities of Transferor company would be transferred and vested in the Company w.e.f 1st April 2022 at their respective Book Value
- g) Figures of the previous year has been re-grouped/re-arranged to conform current year's presentation

### Note 42 : Additional Regulatory Information

- i) The company does not hold any investment properties
- ii) The Company has not revalued any of its Property, Plant and Equipment during the year
- iii) The Company does not hold any intangible assets
- iv) The company is filing quarterly returns with the financial institution and the same are in agreement with the books of accounts.



## NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2024

*(Rs in Hundred unless otherwise stated)*

- v) The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
- vi) The company does not have any transactions with the companies stuck off under section 248 of the Companies Act 2013 or section 560 of the Companies Act 1956.
- vii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- viii) The Company has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
- ix) The Company has not advanced or loaned or invested funds to any person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- x) The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- xi) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- xii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

### Accounting Policies and Notes on Accounts - 1 To 42

The notes referred to above form an integral part of the Financial Statements.

For **S Guha & Associates**

Chartered Accountants

Firm's Registration Number: 322493E

**Mohammed Irfan Alam**

Partner

Membership Number: 309255

Place: Kolkata

Date: 27th May, 2024

For and on behalf of the Board of Directors

**S. Chakrabortti**

Director

(DIN: 07090308)

**Rajvinder Singh**

Director

(DIN: 06931916)

**Sunny Jalan**

Company Secretary

**Deepak Kumar Singh**

(CFO)

