



THE PERIA KARAMALAI TEA & PRODUCE CO LTD.

1.09.2023

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
Scrip Symbol: PKTEA

Sub: Submission of Notice of 110th AGM and Annual Report for the Financial Year 2022-23 under Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Dear Sir/ Madam,

Pursuant to Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, enclosed find herewith Annual Report along with Notice of 110th Annual General Meeting for the Financial Year 2022-23 of the Company to be held on Tuesday, 26th September, 2023 through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

A copy of the Annual Report of the Company for the financial year ended 31st March, 2023 along with Notice of 110th Annual General Meeting is also available on the website of the company at www.periatea.com.

This is for your information and records.

Thanking You,

Yours Faithfully,
For The Peria Karamalai Tea & Produce Co Ltd

Saurav Singhania
Company Secretary
Membership No. A27227

Encl: A/a

LN BANGUR GROUP OF COMPANIES



REGISTERED OFFICE

7, Munshi Premchand Sarani, Hastings, Kolkata - 700 022,
India L: +91 33 22237128 / 29 | F: +91 33 22231569

CORPORATE ADDRESS

'Athiva,' Plot No. C2, Sector - III, HUDA Techno Enclave,
Madhapur, Hyderabad - 500081, Telangana, India L: +91 40 69282828

CIN: LO1132WB1913PLC220832

Securing a brighter tomorrow

Email: compliance@lnbgroup.com www.periatea.com



THE PERIA KARAMALAI TEA AND PRODUCE
COMPANY LIMITED

110th
ANNUAL REPORT
2022-2023





THE PERIA KARAMALAI TEA AND PRODUCE COMPANY LIMITED

Registered Office : 7, Munshi Premchand Sarani, Hastings, Kolkata - 700 022

Phone : 91-33-22233394 Fax : 91-33-22231569 E-mail : periatea@lnbgroup.com Website : www.periatea.com

CIN: L01132WB1913PLC220832

CORPORATE INFORMATION

Board of Directors	:	Mr. Lakshmi Niwas Bangur	-	Chairman
		Mrs. Alka Devi Bangur	-	Managing Director
		Mr. Shreeyash Bangur	-	Deputy Managing Director
		Mr. Harischandra Maneklal Parekh	-	Independent Director
		Mr. Pudugramam Ramachandran Ramakrishnan	-	Independent Director
		Mr. Narasimhan Swaminathan	-	Independent Director
		Mr. Ashok Kumar Bhargava	-	Independent Director
		Mr. Gaurav Jalan	-	Independent Director
Corporate Management Team	:	Mr. Sanjeev Kumar Singh	-	Chief Executive Officer
		Mr. K Ashokan	-	Chief Financial Officer
		Mr. Saurav Singhanian	-	Company Secretary
Committees of Board	:	AUDIT COMMITTEE	Mr. Pudugramam Ramachandran Ramakrishnan	- Chairman
			Mr. Lakshmi Niwas Bangur	- Member
			Mr. Harischandra Maneklal Parekh	- Member
			Mr. Narasimhan Swaminathan	- Member
			Mr. Ashok Kumar Bhargava	- Member
		NOMINATION AND REMUNERATION COMMITTEE	Mr. Pudugramam Ramachandran Ramakrishnan	- Chairman
			Mr. Lakshmi Niwas Bangur	- Member
			Mr. Harischandra Maneklal Parekh	- Member
			Mr. Narasimhan Swaminathan	- Member
		STAKEHOLDERS RELATIONSHIP COMMITTEE	Mr. Lakshmi Niwas Bangur	- Chairman
			Mr. Pudugramam Ramachandran Ramakrishnan	- Member
			Mr. Narasimhan Swaminathan	- Member
			Mr. Ashok Kumar Bhargava	- Member
		CSR COMMITTEE	Mr. Lakshmi Niwas Bangur	- Chairman
			Mr. Pudugramam Ramachandran Ramakrishnan	- Member
			Mr. Narasimhan Swaminathan	- Member
			Mr. Shreeyash Bangur	- Member
Statutory Auditors	:	M/s. Jayaraman and Krishna, Chartered Accountant, Coimbatore		
Secretarial Auditors	:	M/s Vinod Kothari & Co., Practising Company Secretaries, Kolkata		
Internal Auditors	:	M/s Kumbhat & Co., Chartered Accountant, Chennai		
Bankers	:	HDFC Bank Ltd		
Stock Exchange	:	NSE Limited, Mumbai		
Registrar & Share Transfer Agents	:	M/s. SKDC Consultants Ltd., "Surya", 35, Mayflower Avenue Behind Senthil Nagar, Sowripalayam Road Coimbatore- 641028 Tel No. +91 (422) 4958995, 2539835, 2539836 Fax No. +91 (422) 2539837 Email : info@skdc-consultants.com		
Head Office	:	"PANCHRATN", 286, Race Course Road, Coimbatore - 641 018		
Corporate Office	:	'Athiva', Plot No. C2, Sector - III, Huda Techno Enclave, Madhapur, Hyderabad - 500 081, Telangana		



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NOTICE TO SHAREHOLDERS

Notice is hereby given that the 110th Annual General Meeting (AGM) of the Members of The Peria Karamalai Tea & Produce Company Limited will be held on Tuesday the 26th day of September, 2023 at 10.30 A.M Indian Standard Time ("IST"), through Video Conferencing/ Other AudioVisual Means ("VC/OAVM"), to transact the following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) the Annual Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 including the Audited Balance Sheet as at March 31, 2023 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
 - (b) the Annual Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 including the Audited Balance Sheet as at March 31, 2023 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2023.
3. To appoint a director in place of Mr. Lakshmi Niwas Bangur (DIN 00012617), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

4. Re-appointment of Mrs. Alka Devi Bangur as Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with allied rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 17(1C), 17(6)(e) and all other applicable provisions of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (as amended from time to time), the applicable clauses of the Articles of Association of the Company and other applicable provisions, if any, and as recommended by the Nomination & Remuneration Committee, the Audit Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the reappointment of Mrs. Alka Devi Bangur (DIN: 00012894) as Managing Director of the Company and whose period of office be liable to retire by rotation under the Act, for a further period of 3 (three) years, with effect from 17th September, 2023, notwithstanding that on 28 November 2024 she attains the age of 70 years during the aforesaid tenure, upon such terms and conditions as detailed out in the Explanatory Statement annexed thereto, including remuneration payable from time to time, which at all times shall be within the limits of the Act or any statutory amendment(s) and/or modification(s) thereof.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during the tenure of Mrs. Alka Devi Bangur (DIN:00012894) as Managing Director of the Company, the remuneration payable to her shall be in accordance with the limits prescribed in Schedule V read with Sections 196 and 197 of the Companies Act, 2013 and as may be amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to alter and/or vary the terms and conditions, remuneration and other entitlements, as deemed necessary and proper in the best interest of the Company with requisite approvals and ceiling limits as provided under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT any of the Directors and/ or the Company Secretary of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper, expedient or incidental to give effect to the above resolution."

5. Re-appointment of Mr. Shreeyash Bangur as Deputy Managing Director of the Company

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



“RESOLVED THAT pursuant to the provisions of sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with allied rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 17(1C), 17(6)(e) and all other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the applicable clauses of the Articles of Association of the Company and other applicable provisions, if any, and as recommended by the Nomination & Remuneration Committee, the Audit Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the reappointment of Mr. Shreeyash Bangur (DIN: 00012825) as Deputy Managing Director of the Company and whose period of office be liable to retire by rotation under the Act, for a further period of 3 (three) years, with effect from 5th November, 2023, upon such terms and conditions as detailed out in the Explanatory Statement annexed thereto, including remuneration payable from time to time, which at all times shall be within the limits of the Act or any statutory amendment(s) and/or modification(s) thereof.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during the tenure of Mr. Shreeyash Bangur (DIN:00012825) as Deputy Managing Director of the Company, the remuneration payable to him shall be in accordance with the limits prescribed in Schedule V read with Sections 196 and 197 of the Companies Act, 2013 and as may be amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to alter and/or vary the terms and conditions, remuneration and other entitlements, as deemed necessary and proper in the best interest of the Company with requisite approvals and ceiling limits as provided under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT any of the Directors and/ or the Company Secretary of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper, expedient or incidental to give effect to the above resolution.”

6. Continuation of Directorship of Mr. Lakshmi Niwas Bangur (DIN:00012617) as a Non Executive Director of the Company

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, and pursuant to the consent and recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for continuation of directorship of Mr. Lakshmi Niwas Bangur (DIN: 00012617) as a Non-Executive Director of the Company beyond 75 (seventy-five) years of age, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto”

By Order of the Board
For The Peria Karamalai Tea & Produce Co. Ltd.

Kolkata
27th July, 2023

Saurav Singhania
Company Secretary

**NOTES:**

1. Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated 8th April, 2020, read with General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 02/2022 dated 5th May, 2022 and General Circular No. 10/2022 dated 28th December, 2022 and also SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as "said Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Shareholders at a common venue.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("Act") read with the said Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has decided to convene its ensuing 110th AGM through VC/OAVM and the Shareholders can attend and participate in the ensuing AGM through VC/OAVM. However, for the purpose of technical compliance of the provisions of section 96(2) of the Companies Act, 2013, the venue of the AGM shall be deemed to be the Registered Office of the Company at 7, Munshi Premchand Sarani, Hastings, Kolkata-700022.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC/OAVM, whereby physical attendance of Shareholders has been dispensed with and in line with the said Circulars read with Circular No.: SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January

2021 ("said SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI"), the facility to appoint a proxy to attend and cast vote for the shareholder is not made available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. Institutional / Corporate Shareholders (i.e. other than Individuals / HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC /OAVM on its behalf and to cast vote through remote e-voting as well as vote at the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to voting@vinodkothari.com.
4. The facility for Shareholders to join the AGM in the VC/OAVM mode will be kept open to join 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting. The Shareholders can join the AGM by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
5. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members during the Annual General Meeting.
7. In line with the said Circulars issued by the MCA and SEBI, the Annual Report for the financial year ended 31st March, 2023 consisting of financial



statements including Board's Report, Auditors' Report and other documents required to be attached therewith including Notice of the 110th AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

Members may also note that the Notice of the 110th AGM and the Annual Report 2022-2023 will also be available on the Company's website at www.periatea.com and website of the Stock Exchange i.e NSE Ltd., at www.nseindia.com. The Notice of the AGM shall also be available on the website of CDSL at www.evotingindia.com.

8. The relevant Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out the material facts concerning each item of Special Business to be transacted at the meeting is annexed hereto and forms part of the Notice.
9. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this AGM.
11. Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS2) on General Meetings, details of directors seeking appointment /reappointment at the Annual General Meeting are furnished in **Annexure A** which forms part of the notice.
12. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2023 to 26th September, 2023 (both days inclusive) for determining the name of members eligible for dividend on equity shares, if declared at the meeting.
13. The Dividend, as recommended by the Board, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration to those members whose names stand registered on the Company's Register of Members-
 - a. as Beneficial Owners as at 19th September, 2023 as per the list to be furnished by National Securities Depository Services Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in electronic form; and
 - b. as members in the Register of Members of the Company in physical form on or before 19th September, 2023.
14. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to shareholders at the prescribed rates in the Income Tax Act, 1961 ("the IT Act"). For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. In general, to enable compliance with TDS requirements, the shareholders are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants (in case of shares held in demat mode). Members holding shares in physical form can submit such details by sending an email to the Registrar & Share Transfer Agent of the Company at green@skdc-consultants.com
 - a. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source at green@skdc-consultants.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
 - b. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by submitting at green@skdc-consultants.com



15. Members holding Shares of the Company in physical form through multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agent of the Company.
16. In all correspondence with the Company/Registrar & Share Transfer Agent, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DPID and Client ID number.
17. National Electronic Clearing Service (NECS):
 - a. SEBI vide its Circular No. SEBI/HO/MIRSD/ DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to recent General Circular 20/2020 dated 5th May, 2020 companies are directed to credit the dividend of the shareholders directly to the bank accounts of the shareholders using Electronic Clearing Service. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form. In case of non-availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such shareholder(s) post normalization of postal services in the Country.
 - b. The Company has provided National Electronic Clearing Service (NECS) facility to the Members for remittance of dividend. NECS facility is available at locations identified by Reserve Bank of India from time to time. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent ('RTA'), M/s SKDC Consultants Limited. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.
- c. Members holding shares in electronic form may note that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent, M/s SKDC Consultants Limited cannot act on request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members. Members holding shares in physical form and desirous of registering bank particulars against their respective folios for payment of dividend are requested to write to the Registrar and Share Transfer Agent of the Company.
18. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with pin code of the post office, mandate, bank particulars and Permanent Account Number(PAN) to the Company's Registrar and Share Transfer Agent ('RTA') and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
19. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/ MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/ MIRSDRTAMB/P/CIR/2021/655 and SEBI/HO/ MIRSD/MIRSDRTAMB/P/CIR/2021/687 date November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, such folios shall be frozen by the RTA.



However, the security holders of such frozen folios shall be eligible:

- To lodge any grievance or avail any service, only after furnishing the complete documents/details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

20. Members holding shares in physical form, desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and rules made thereunder are requested to submit the prescribed Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), as applicable for the purpose, to the RTA of the Company i.e., SKDC Consultants Limited. Members holding shares in demat form may contact their respective Depository Participant for recording nomination in respect of their shares.
21. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically.
22. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
23. As per the green initiative taken by the Ministry of Corporate Affairs, members are advised to register their email address with the Company in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in demat form to enable the Company to serve documents in electronic form.
24. 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 their PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company/Registrar & Share Transfer Agent.

Pursuant to Regulation 12 along with Schedule I of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, all Companies shall mandatorily use any of the electronic mode of payment facility approved by the Reserve Bank of India for making payments such as Dividend to the Members (where core banking details are available) or to print the bank account details of the members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank) or to print the address of the member on such payment instructions (in case where the bank details of investors are not available).

Hence, the Members are requested to furnish/ update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:

- (a) The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
- (b) The Registrar & Share Transfer Agents of the Company (RTA) at email id green@skdc-consultants.com.
25. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the Members to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories. In terms of Regulation 40 of the Listing Regulations, listed companies are not allowed to process a request of transfer of shares held in physical form. Accordingly, Members, who have not dematerialized their shares as yet, are advised to have their shares dematerialised to avail the benefits of paperless trading as well as easy liquidity as the trading in shares of the Company is under compulsory dematerialised form.
26. Members desirous of receiving any information on the accounts of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.



27. Members wishing to claim dividend which remain unclaimed are requested to correspond with the Company or RTA of the Company. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's unpaid dividend account will be transferred to the Investor Education and Protection Fund.
28. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. Therefore, the dividend declared for the Financial Year ended March 31, 2015 and earlier years, remaining unpaid or unclaimed for a period of seven years from the date of transfer of the same to the unpaid dividend account, has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.
29. Pursuant to the provisions of Section 124 of the Companies Act, 2013 dividends that are unpaid / unclaimed for a period of seven years from the date they became due for payment are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Pursuant to the provisions of IEPF Rules 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2023 on the website of the Company viz., www.periatea.com. Members who have a valid claim to any of the unpaid or unclaimed dividends are requested to lodge their claim with the Company or RTA of the Company.

The details of unpaid dividend and last date of transfer in the IEPF are given hereunder:

Year	Type of Dividend	Dividend per Share (Rs.)	Date of declaration of Dividend	Dividend Amount unpaid as on 31st March 2023	Last date for transfer of unpaid dividend in Investor Education and Protection Fund
2015-16	Final	0.75	12.08.2016	1,43,366	19.09.2023
2016-17	Final	1.00	09.08.2017	2,21,477	16.09.2024
2017-18	Final	0.75	14.09.2018	88,673	21.10.2025
2018-19	Final	0.75	09.09.2019	81,819	16.10.2026
2019-20	Final	0.50	28.09.2020	59,845	4.11.2027
2020-21	Final	1.50	24.09.2021	1,63,209	31.10.2028
2021-22	Final	1.00	24.09.2022	1,11,774	31.10.2029

The final dividend for the Financial Year ended March 31, 2016 and dividends declared thereafter, which remain unclaimed for a period of seven years, will be transferred by the Company to the Investor Education and Protection Fund, as per the applicable provisions of the Companies Act, 2013 and allied rules thereunder. Please note that the due date for transferring the unclaimed final dividend for the Financial Year ended March 31, 2016 to Investor Education and Protection Fund is 19th September, 2023. Shareholders, who have not yet encashed

their final dividend for the Financial Year ended March 31, 2016 or any subsequent Financial Years are requested to make their claim to the Company / Company's Registrar and Share Transfer Agent immediately. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on March 31, 2023 on the website of the Company www.periatea.com.

30. As per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and



Refund) Rules, 2016, (hereinafter referred to as the IEPF Rules, 2016) read with Section 124 of the Companies Act, 2013, in addition to the transfer of the unpaid or unclaimed dividend to Investor Education and Protection Fund (hereinafter referred to as "IEPF"), the Company shall be required to transfer the underlying shares on which dividends have remained unpaid or unclaimed for a period of seven consecutive years to IEPF Demat Account. Accordingly, the Company has transferred on due dates the shares, in respect of which dividend was unpaid or unclaimed for a consecutive period of seven (7) years or more has been transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government upto the financial year 2014-15.

31. The Company published notice in newspapers and also send a individual intimations to the concerned shareholders, as and when required, pursuant to IEPF Rules read with section 124 of the Companies Act, 2013, requesting them to claim their unpaid and unclaimed dividends failing which the corresponding shares will be transferred to IEPF.
32. Shareholders are informed that once the unpaid/unclaimed dividend or the shares are transferred to IEPF, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents as specified in Form IEPF-5 which is available on the website of IEPF at www.iepf.gov.in
33. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed to this Notice.
34. The resolutions will be deemed to be passed on the AGM date subject to the receipt of the requisite number of votes in favour of the resolutions.
35. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, 15th June, 2020, 28th September, 2020, 31st

December, 2020, 13th January, 2021, 23rd June, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022, and 28th December, 2022 and any other applicable notification/circular, the Company is pleased to provide the Members (whether holding shares in physical or dematerialized form) with the facility to exercise their right to vote on the matter set out in the notice by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited (CDSL). For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Saturday, 23rd September, 2023 at 9.00 A.M and ends on Monday, 25th September, 2023 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, 19th September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.



Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid 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
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">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 www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New system Myeasi Tab and then click on registration option.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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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
Individual Shareholders holding securities in Demat mode with CDSL	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
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.



(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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 shareholders 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 <THE PERIA KARAMALAI TEA & PRODUCE CO LTD> 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 or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	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"> 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.
Dividend Bank Details OR Date of Birth (DOB)	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"> 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.

- (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, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also 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

- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.



(xvii) 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 and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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.
- Alternatively Non Individual shareholders are mandatory required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz. voting@vinodkothari.com and to the Company at the email address viz; periatea@lnbgroup.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for 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 e-voting.
3. 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.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
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 from between **19th September, 2023 to 23rd September 2023** mentioning their name, demat account number/folio number, email id, mobile number at periatea@lnbgroup.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at periatea@lnbgroup.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



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 RTA at green@skdc-consultants.com
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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 or call toll free no. 1800 22 55 33.

36. Any person who acquire shares and become the member after despatch of Notice and hold shares as of the cut-off dates may obtain the sequence number for remote e-voting by sending a request to the Company's RTA.
37. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid up equity share capital of the Company as on the cut-off date of Tuesday, 19th September, 2023. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

38. The Board of Directors of the Company at their meeting held on 17th May, 2023 has appointed, M/s Vinod Kothari & Company, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the Annual General Meeting in fair and transparent manner.
39. During the AGM, the Chairman shall formally propose to the Members participating through VC/ OAVM Facility to vote on the resolutions as set out in the Notice of the AGM, if already not voted through remote evoting. Voting at the AGM shall be kept open for a period of 30 minutes after the AGM ends.
40. Scrutinizer shall, after the 30 minutes of conclusion of the Meeting will unblock the votes cast during the meeting and through remote e-voting in the presence of at least two witnesses not in the employment of the Company and within a period not exceeding 2 working days from the conclusion of the meeting make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any other person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
41. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.periatea.com and on the website of CDSL www.evotingindia.com and shall also be displayed on the Notice Board of the Company at its registered office. Further, immediately after the declaration of result by the Chairman or a person authorised by him in writing shall communicate to National Stock Exchange of India Limited.

By Order of the Board
For The Peria Karamalai Tea & Produce Co. Ltd.

Kolkata
27th July, 2023

Saurav Singhania
Company Secretary

**EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 4 to 6 of the accompanying Notice dated 27th July, 2023.

Item No. 4

Mrs. Alka Devi Bangur (DIN:00012894) was re-appointed as the Managing Director of the Company in the meeting of the Board of Directors held on 15th June, 2020 for a term of 3 years with effect from 17th September, 2020, which was approved by the shareholders in the 107th Annual General Meeting of the Company held on 28th September, 2020. The said term is expiring on 16th September, 2023.

Members of the Company are aware that Mrs. Alka Devi Bangur holds Masters Degree in English, Hindi and Business Administration. She is associated with the Company since 1993. She has a vast experience in the management and administration of the Company. Under her leadership, the Company has registered steady progress and growing from strength to strength. Therefore, it is desirable that Mrs. Alka Devi Bangur should continue to lead the Company as Managing Director for a further period of 3 Years w.e.f 17th September, 2023.

The Board of Directors of the Company at their meeting held on 17th May, 2023 has recommended re-appointment of Mrs. Alka Devi Bangur as Managing Director for a further term of 3 years with effect from 17th September 2023, subject to the approval of the Members in the ensuing Annual General Meeting. The recommendation for re-appointment was also approved by the Nomination and Remuneration Committee and Audit Committee at their respective meeting held on 17th May, 2023 and was recommended to the Board for its approval. While approving the re-appointment of the Managing Director the Nomination and Remuneration Committee considered various parameters such as increase in scale of operation of the Company, increased involvement of the Managing Director in the overall growth of the Company, increased level of responsibility and remuneration of similar professional in similar industries etc.

The terms and conditions of Mrs. Alka Devi Bangur (DIN:00012894) for her reappointment as Managing Director, as recommended by the Nomination and Remuneration Committee and Audit Committee are as follows:-

1. Mrs. Alka Devi Bangur shall be responsible for advising and assisting the Board of Directors of the Company in formulation of long term business plans and strategic thrust of the Company, for co-ordinating key affairs of business of the Company externally and where needed internally too, for formulation of and decision on developmental, diversification and growth plans of the Company including plans for major capital expenditure for reviewing and monitoring the execution of plans and conduct of overall affairs of the Company; and for all matters of strategic importance.
2. Mrs. Alka Devi Bangur shall have adequate communication facilities and necessary office establishment, appropriate set-up and systems built-up, provided to her by the Company, for the purpose of carrying out her above duties. Mrs. Alka Devi Bangur shall have power to visit the Registered Office and offices at various places, to have meetings, deliberations and negotiations with Bank/Institutions, Government Authorities and other concerned as and when needed for the purpose of discharging her duties as above.
3. Mrs. Alka Devi Bangur shall generally have all powers in the normal course of business of the Company to deliberate, deal, negotiate, interact and enter into agreements on behalf of the Company with whomsoever concerned. In respect of the business of the Company from time to time, and shall exercise and perform the above and such other powers and duties as the Board of Directors of the Company may, from time to time, subject to the provisions of law and the Articles of Association of the Company, further determine.
4. Mrs. Alka Devi Bangur while being away from her normal place of establishment shall be responsible to keep appropriate arrangements to keep communication with the Registered Office, other offices of the Company and other business associates, as may be necessary from time to time, for the purpose of discharging her duties.



5. Any actual expenses on travel, staying in hotel etc and any other expenses incurred by Mrs. Alka Devi Bangur for the purpose of carrying out her duties as above, will be reimbursable to her or payable to the party concerned by the Company.
6. Mrs. Alka Devi Bangur, while she continues to hold the office as Managing Director, in her capacity as Director of the Company, shall be subject to retirement by rotation under Section 152 of the Act and she shall be reckoned as a Director for the purpose of determining the number of directors liable to retire by rotation, but she shall ipso facto and immediately cease to be the Managing Director, if for any reasons she ceases to hold office as Director of the Company.
7. Since prior to re-appointment of Mrs. Alka Devi Bangur in capacity of the Managing Director with effect from September 17, 2023, she has remained in the services of the Company, she shall be deemed to be in continuous service of the Company for the purpose of the benefit of Gratuity.
8. In consideration of her services as Managing Director, Mrs. Alka Devi Bangur shall be entitled to receive the following by way of remuneration as recommended by the Nomination & Remuneration Committee:
 - a. **Salary:** Rs.1,87,500/- (Rupees One Lakh Eighty Seven Thousand Five Hundred Only) per month with such increments as may be determined by the Board of Directors of the Company from time to time in the salary range of Rs. 1,87,500/- to Rs. 2,60,417/-.
 - b. **Commission:** Commission on net profits of the company as may be determined by the Board of Directors within the overall limits laid down under the Act.
 - c. **Perquisites:**
 - i. In addition to salary and commission, Mrs. Alka Devi Bangur, Managing Director shall also be entitled to interchangeable perquisites like furnished accommodation, where accommodation is not provided 60% of the salary as HRA, gas, electricity, water, furnishings, medical reimbursement, LTA for self and family, fees of clubs, medical insurance, personal accident insurance etc. in accordance with the rules of the Company.
 - ii. Leave in accordance with the rules applicable to the managerial staff of the Company. Encashment of unavailed leave as per rules of the Company.
 - iii. Use of Company's car, cell phone and telephone at residence for official purposes, encashment of unavailed leave at the end of tenure, contribution to Provident Fund, Superannuation Fund and Gratuity Fund will not be considered as perquisites.
 - iv. Mrs. Alka Devi Bangur shall also be entitled to get reimbursement/direct payment of club membership fees for two clubs in India including admission, Annual/Life Membership Fees for the purpose of furtherance of the business of the Company, in addition to the Remuneration as mentioned above, which shall not form part of the remuneration.
 - v. Gratuity payable shall not exceed half a month's salary for each completed year of service or at the rate as may be modified from time to time.
 - d. In the event of loss or inadequacy of profits in any financial year, the Managing Director shall be paid remuneration by way of salary, allowances and perquisites as specified under Section II of Part II of Schedule V of the Companies Act, 2013 or within such ceilings as may be prescribed under Schedule V from time to time of the Companies Act, 2013 and as may be amended from time to time.
 - e. The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.



- f. The Managing Director shall be entrusted with substantial powers of management and shall exercise her powers subject to the superintendence, control and direction of the Board of Directors.
- g. The appointment of three years may be determined by either party by giving three months' notice in writing to the other party.
- h. The Managing Director shall be subject to liable to retire by rotation under section 152 of the Companies Act, 2013.

Further, pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any payment of remuneration to the executive directors of the Company being promoters or members of the promoter group in excess of higher of Rupees 5 crore or 2.5 per cent of the net profits to one such director or 5% of net profits in aggregate to all such directors will require the approval of the members of the Company by way of a special resolution.

A brief resume of Mrs. Alka Devi Bangur, nature of her expertise in specific functional areas and names of Companies in which she holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 are given in a annexure, annexed hereto and marked as "Annexure-A" to this Notice. Further, Disclosure as required under Clause (iv) of Part B of Section II of Schedule V of the Companies Act, 2013 is given hereunder and annexed hereto and marked as "Annexure-B" to this Notice.

Accordingly, Members of the Company are requested to approve the limits of remuneration as set out above to Mrs. Bangur as an executive director.

Except Mr. Lakshmi Niwas Bangur, Mrs. Alka Devi Bangur and Mr. Shreeyash Bangur, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested financial or otherwise in the resolution.

The Board recommends passing of the resolutions as set out under Item No.4 of the notice for approval of the members as Special Resolution.

Item No. 5

Mr. Shreeyash Bangur (DIN:00012825) was re-appointed as the Deputy Managing Director of the Company in the meeting of the Board of Directors held on 15th June, 2020 for a term of 3 years with effect from 5th November, 2020, which was approved by the shareholders in the 107th Annual General Meeting of the Company held on 28th September, 2020. The said term is expiring on 4th November, 2023.

Members of the Company are aware that Mr. Shreeyash Bangur is a graduate in Accounting and Management from University of Wales, Cardiff, United Kingdom. He also holds Post Graduate Degree in Engineering Business Management from Warwick Manufacturing Group, United Kingdom. He is associated with the Company since 2012. He has rich and varied experience and has led the company with his leadership and entrepreneurial ability. Therefore, it is desirable that Mr. Shreeyash Bangur should continue to lead the Company as Deputy Managing Director for a further period of 3 Years w.e.f 5th November, 2023.

The Board of Directors of the Company at their meeting held on 17th May, 2023 has recommended re-appointment of Mr. Shreeyash Bangur as Deputy Managing Director for a further term of 3 years with effect from 5th November, 2023, subject to the approval of the Members in the ensuing Annual General Meeting. The recommendation for re-appointment was also approved by the Nomination and Remuneration Committee and Audit Committee at their respective meeting held on 17th May, 2023 and was recommended to the Board for its approval. While approving the re-appointment of the Deputy Managing Director the Nomination and Remuneration Committee considered various parameters such as increase in scale of operation of the Company, increased involvement of the Deputy Managing Director in the overall growth of the Company, increased level of responsibility and remuneration of similar professional in similar industries etc.

The terms and conditions of Mr. Shreeyash Bangur (DIN:00012825) for his reappointment as Deputy Managing Director, as recommended by the Nomination and Remuneration Committee and Audit Committee are as follows:-



1. Mr. Shreeyash Bangur shall be responsible for advising and assisting the Board of Directors of the Company in formulation of long term business plans and strategic thrust of the Company, for co-ordinating key affairs of business of the Company externally and where needed internally too, for formulation of and decision on developmental, diversification and growth plans of the Company including plans for major capital expenditure for reviewing and monitoring the execution of plans and conduct of overall affairs of the Company; and for all matters of strategic importance.
2. Mr. Shreeyash Bangur shall have adequate communication facilities and necessary office establishment, appropriate set-up and systems built-up, provided to him by the Company, for the purpose of carrying out his above duties. Mr. Shreeyash Bangur shall have power to visit the Registered Office and offices at various places, to have meetings, deliberations and negotiations with Bank/Institutions, Government Authorities and other concerned as and when needed for the purpose of discharging his duties as above.
3. Mr. Shreeyash Bangur shall generally have all powers in the normal course of business of the Company to deliberate, deal, negotiate, interact and enter into agreements on behalf of the Company with whomsoever concerned. In respect of the business of the Company from time to time, and shall exercise and perform the above and such other powers and duties as the Board of Directors of the Company may, from time to time, subject to the provisions of law and the Articles of Association of the Company, further determine.
4. Mr. Shreeyash Bangur while being away from his normal place of establishment shall be responsible to keep appropriate arrangements to keep communication with the Registered Office, other offices of the Company and other business associates, as may be necessary from time to time, for the purpose of discharging his duties.
5. Any actual expenses on travel, staying in hotel etc and any other expenses incurred by Mr. Shreeyash Bangur for the purpose of carrying out his duties as above, will be reimbursable to him or payable to the party concerned by the Company.
6. Mr. Shreeyash Bangur, while he continues to hold the office as Deputy Managing Director, in his capacity as Director of the Company, shall be subject to retirement by rotation under Section 152 of the Act and he shall be reckoned as a Director for the purpose of determining the number of directors liable to retire by rotation, but he shall ipso facto and immediately cease to be the Deputy Managing Director, if for any reasons he ceases to hold office as Director of the Company.
7. Since prior to re-appointment of Mr. Shreeyash Bangur in capacity of the Deputy Managing Director with effect from November 5, 2023, he has remained in the services of the Company, he shall be deemed to be in continuous service of the Company for the purpose of the benefit of Gratuity.
8. In consideration of his services as Deputy Managing Director, Mr. Shreeyash Bangur shall be entitled to receive the following by way of remuneration as recommended by the Nomination & Remuneration Committee:
 - a. **Salary:** Rs.1,00,000/- (Rupees One Lakh Only) per month with such increments as may be determined by the Board of Directors of the Company from time to time in the salary range of Rs. 1,00,000/- to Rs. 1,25,000/-.
 - b. **Commission:** Commission on net profits of the Company in each year computed in accordance with Section 198 of the Companies Act, 2013 subject to such limit as may be determined by the Board of Directors.
 - c. **Perquisites:**
 - i. In addition to salary and commission, Mr. Shreeyash Bangur, Deputy Managing Director shall also be entitled to perquisites which shall not exceed 100% of his salary.
 - ii. Leave in accordance with the rules applicable to the managerial staff of the Company. Encashment of unavailed leave as per rules of the Company.



- iii. Use of Company's car for official purposes, cell phone, laptop/tablets and telephone at residence, encashment of unavailed leave at the end of tenure, contribution to Provident Fund, Superannuation Fund and Gratuity Fund will not be considered as perquisites.
- iv. Mr. Shreeyash Bangur shall also be entitled to get reimbursement/direct payment of club membership fees for two clubs in India including admission, Annual/Life Membership Fees for the purpose of furtherance of the business of the Company, in addition to the Remuneration as mentioned above, which shall not form part of the remuneration.
- v. Gratuity payable shall not exceed half a month's salary for each completed year of service or at the rate as may be modified from time to time.
- d. In the event of loss or inadequacy of profits in any financial year, the Deputy Managing Director shall be paid remuneration by way of salary, allowances and perquisites as specified under Section II of Part II of Schedule V of the Companies Act, 2013 or within such ceilings as may be prescribed under Schedule V from time to time of the Companies Act, 2013 and as may be amended from time to time.
- e. The Deputy Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
- f. The Deputy Managing Director shall be entrusted with substantial powers of management and shall exercise his powers subject to the superintendence, control and direction of the Board of Directors
- g. The appointment of three years may be determined by either party by giving three months' notice in writing to the other party.
- h. The Deputy Managing Director shall be subject to liable to retire by rotation under section 152 of the Companies Act, 2013.

Further, pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any payment of remuneration to the executive directors of the Company being promoters or members of the promoter group in excess of higher of Rupees 5 crore or 2.5 per cent of the net profits to one such director or 5% of net profits in aggregate to all such directors will require the approval of the members of the Company by way of a special resolution.

A brief resume of Mr. Shreeyash Bangur, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 are given in an annexure, annexed hereto and marked as "Annexure-A" to this Notice. Further, Disclosure as required under Clause (iv) of Part B of Section II of Schedule V of the Companies Act, 2013 is given hereunder and annexed hereto and marked as "Annexure-B" to this Notice.

Accordingly, Members of the Company are requested to approve the limits of remuneration as set out above to Mr. Bangur as an executive director.

Except Mr. Lakshmi Niwas Bangur, Mrs. Alka Devi Bangur and Mr. Shreeyash Bangur, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested financial or otherwise in the resolution.

The Board recommends passing of the resolutions as set out under Item No.5 of the notice for approval of the members as Special Resolution.

Item No. 6

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 1st April 2019, no listed Company shall appoint or continue the



appointment of a Non-executive director, who has attained the age of 75 years, unless a special resolution is passed to that effect.

Mr. Lakshmi Niwas Bangur, a non-executive director of the Company will be attaining the age of 75 years in August 2024.

In terms of the provisions of the Companies Act, 2013, Mr. Lakshmi Niwas Bangur is liable to retire by rotation and being eligible, offers himself for re-appointment. Mr. Lakshmi Niwas Bangur is in good health and of sound and alert mind. The Board is also confident about him being able to function and discharge his duties in an able and competent manner.

The Nomination & Remuneration Committee at its meeting held on 17th May, 2023, evaluated the performance of Mr. Lakshmi Niwas Bangur and based on the performance evaluation of him, the Committee has considered and approved the continuation of directorship of Mr. Lakshmi Niwas Bangur as a non-executive director of the Company..

The Board based on the recommendation of Nomination & Remuneration Committee and taking in account of his good health, sound and alert mind, skills, expertise, competencies in the context of the business of the Company, the contribution made by Mr. Lakshmi Niwas Bangur as an non executive Director since his appointment, which has immensely benefited the Company, had approved and recommended to the Shareholders for their approval by passing Special Resolution in the ensuing Annual General Meeting to continue the directorship of Mr. Lakshmi Niwas Bangur as a Non-executive Director of the Company, liable to retire by rotation.

Brief Profile

Mr. L.N.Bangur has been associated with the Company since April 1988 as the Chairman. He possesses long and varied experience in various industries like plantations, paper and textiles apart from trading and investment activities. He holds a Bachelors Degree in Commerce.

He is the Chairman & Managing Director of Maharaja Shree Umaid Mills Limited and Managing Director of Shree Krishna Agency Limited. He holds directorship in Amalgamated Development Limited, Placid Limited, The Kishore Trading Company Limited, The Swadeshi Commercial Company Limited, The General Investment Company Limited and Kiran Vyapar Limited.

He is also an active committee member of Federation of Indian Chamber of Commerce and Industry.

A brief resume of Mr. Lakshmi Niwas Bangur, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 are given in a annexure, annexed hereto and marked as "Annexure-A" to this Notice

Except Mr. Lakshmi Niwas Bangur, Mrs. Alka Devi Bangur and Mr. Shreeyash Bangur, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested financial or otherwise in the resolution.

The Board recommends passing of the resolutions as set out under Item No.6 of the notice for approval of the members as Special Resolution.

By Order of the Board
For The Peria Karamalai Tea & Produce Co. Ltd.

Kolkata
27th July, 2023

Saurav Singhania
Company Secretary

**Annexure A**

Details of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting (Pursuant to Regulation 36(3) of SEBI Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 (SS- 2 on General Meetings)

Name of Director	Mrs. Alka Devi Bangur	Mr. Shreeyash Bangur	Mr. Lakshmi Niwas Bangur
DIN	00012894	00012825	00012617
Age / Date of Birth	68 years / 28.11.1954	43 years / 01.06.1980	73 years / 26.08.1949
Date of First Appointment on the Board	17.09.1993	05.11.2012	01.04.1988
Expertise in Specific functional areas	Industrialist	Industrialist	Industrialist
Qualifications	MBA	MSC in Engineering & Business Management	B.Com
Terms and condition of appointment / re-appointment	As per Note No.4 of Explanatory Statement given in the Notice.	As per Note No.5 of Explanatory Statement given in the Notice.	Director Liable to Retire by rotation and eligible for reappointment and as per Note No.6 of Explanatory Statement given in the Notice.
Remuneration last drawn by such person, if applicable	Rs. 42.08 lakhs per annum	Rs. 27.24 lakhs per annum	N.A.
List of outside directorship held excluding alternate directorship	<ol style="list-style-type: none"> 1. Rupa & Company Ltd 2. Maharaja Shree Umaid Mills Limited 3. Apurva Export Pvt. Ltd 4. The Marwar Textiles (Agency) Private Limited 5. Mugneeram Ramcoowar Bangur Charitable & Religious Company 	<ol style="list-style-type: none"> 1. Kiran Vyapar Ltd 2. Sidhidata Tradecomm Ltd. 3. Sidhidata Solar Urja Ltd. 4. Eminence Agrifield Pvt. Ltd. 5. Navjyoti Commodity Management Services Limited. 6. LNB Renewable Energy Ltd. 7. Parmarth Wind Energy Pvt. Ltd. 8. Palimarwar Solar Project Pvt. Ltd. 9. Manifold Agri crops Pvt. Ltd. 	<ol style="list-style-type: none"> 1. The Swadeshi Commercial Company Limited 2. Shree Krishna Agency Limited 3. The Marwar Textiles (Agency) Private Limited 4. Kiran Vyapar Limited 5. The Kishore Trading Company Limited 6. The General Investment Company Limited 7. Placid Limited 8. Mugneeram Ramcoowar Bangur Charitable & Religious Company 9. Apurva Export Pvt Ltd 10. Amalgamated Development Ltd 11. LNB Real Estates Private Limited 12. Purnay Greenfield Private Limited 13. Maharaja Shree Umaid Mills Limited



Name of Director	Mrs. Alka Devi Bangur	Mr. Shreeyash Bangur	Mr. Lakshmi Niwas Bangur
Listed entities from which the Director has resigned from Directorship in last 3 (years)	NIL	NIL	NIL
Chairman / Member of the Committees of the Board of Directors of the Company	NIL	NIL	Chairman of Stakeholders Relationship Committee, Member of Audit Committee, and Nomination & Remuneration Committee
Chairman/ Member of the Committees of the Board of Directors of other companies in which he/she is a director	Chairman of Stakeholders Relationship Committee and Member of Audit Committee in Maharaja Shree Umaid Mills Limited.	Member of Audit Committee and Nomination & Remuneration Committee in Sidhidata Solar Urja Ltd.	1. Member of Nomination & Remuneration Committee in Maharaja Shree Umaid Mills Limited. 2. Chairman of Audit Committee and Member of Nomination & Remuneration Committee in Placid Ltd. 3. Member of Stakeholder Relationship Committee and Nomination & Remuneration Committee and Audit Committee in Kiran Vyapar Limited. 4. Member of Audit Committee and Nomination & Remuneration Committee in The General Investment Company Limited.
No. of Equity shares held in the Company including shareholding as a beneficial owner.	37638	NIL	25481
Details of remuneration sought to be paid	Refer Item No.4 of the explanatory statement	Refer Item No.5 of the explanatory statement	Sitting fees and reimbursement of expenses, if any, as per the Nomination & Remuneration Policy of the Company
Number of Board Meetings attended during FY 2022-23	4 (Four)	4 (Four)	4 (Four)
Relationship with other Directors, Manager and other Key Managerial Persons of the Company	Spouse of Mr. Lakshmi Niwas Bangur, Chairman and Mother of Mr. Shreeyash Bangur, Deputy Managing Director.	Son of Mr. Lakshmi Niwas Bangur, Chairman and Mrs. Alka Devi Bangur, Managing Director.	Spouse of Mrs. Alka Devi Bangur, Managing Director and Father of Mr. Shreeyash Bangur, Deputy Managing Director.

**Annexure B**

Disclosure as required under Clause (iv) of Part B of Section II of Schedule V of the Companies Act, 2013 is given hereunder:

I. General Information

i. Nature of industry	The Company engaged in the production and distribution of Tea, generation and distribution of power and Investment.
ii. Date or expected date of commencement of commercial production:	Not Applicable since the Company has already Commenced its business activities
iii. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	N.A.

iv. Financial performance based on given indicators: As per Audited Financial Results for the year ended 31st March, 2023:

(Amount in Lakhs)

Particulars	2022-23	2021-22
Revenue from Operation	5153.56	4720.02
Profit / (Loss) before interest, depreciation and tax	190.67	828.48
Profit/(Loss) before Tax	(315.75)	117.72
Profit/(Loss) after tax	(335.62)	49.72
Other Comprehensive Income	(16.92)	499.34
Total Comprehensive Income	(352.54)	549.06
Earning per equity share:		
Basic	(10.84)	1.61
Diluted	(10.84)	1.61

v. Foreign Investment or collaborators, If any: The Company does not have any Foreign Collaboration.

II. Information about the appointees:

Particulars	Mrs. Alka Devi Bangur	Mr. Shreeyash Bangur
a. Background details Job profile and suitability and Recognition or awards	Mrs. Alka Devi Bangur holds Masters Degree in English, Hindi and Business Administration. She is associated with the Company since 1993. She has a vast experience in the management and administration of the Company. Under her leadership, the Company has registered steady progress and growing from strength to strength.	Mr. Shreeyash Bangur is a graduate in Accounting and Management from University of Wales, Cardiff, United Kingdom. He also holds Post Graduate Degree in Engineering Business Management from Warwick Manufacturing Group, United Kingdom. He is associated with the Company since 2012. He has rich and varied experience and has led the company with his leadership and entrepreneurial ability.



Particulars	Mrs. Alka Devi Bangur	Mr. Shreeyash Bangur
b. Past remuneration	Rs. 42.08 lakhs per annum	Rs. 27.24 lakhs per annum
c. Remuneration proposed	As per Note No.4 of Explanatory Statement given in the Notice.	As per Note No.5 of Explanatory Statement given in the Notice.
d. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, scale of operations of the Company, the profile, knowledge, skills and responsibilities of Mrs. Alka Devi Bangur, the Board of Directors considers that the remuneration proposed to her is commensurate with the remuneration packages paid to similar professionals in similar industries.	Taking into consideration the size of the Company, scale of operations of the Company, the profile, knowledge, skills and responsibilities of Mr. Shreeyash Bangur, the Board of Directors considers that the remuneration proposed to him is commensurate with the remuneration packages paid to similar professionals in similar industries.
e. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed to be paid to Mrs. Alka Devi Bangur and holding of 37638 equity shares in promoter category she does not have any other pecuniary relationship with the Company. She is Spouse of Mr. Lakshmi Niwas Bangur, Chairman and Mother of Mr. Shreeyash Bangur, Deputy Managing Director. Except as above she does not have any relationships with any other managerial personnel	Besides the remuneration proposed to be paid to Mr. Shreeyash Bangur, he does not have any other pecuniary relationship with the Company. He is Son of Mr. Lakshmi Niwas Bangur, Chairman and Mrs. Alka Devi Bangur, Managing Director. Except as above he does not have any relationships with any other managerial personnel.

III. Other Information

a. Reasons of loss or inadequate profits	The Company is engaged in the business of tea plantation and manufacturing activities. The Profit of the company has reduced primarily on account of increase in cost of production, unfavourable selling price and climate conditions. On account of the aforesaid reason, the profit of the Company became inadequate in terms of Section 197/198 read with Schedule V to the Companies Act, 2013.
b. Steps taken or proposed to be taken for improvement	Automation of tea processing in the light of Global competition and shortage of estate workers is imperative for future growth of tea industry. Sharing the social cost by the State Governments will reduce the cost of production (Mainly cost of labour) and thereby increase the competitive strength of Indian tea. The Company has also been continuously striving for cost reduction, quality improvement and product development for fetching better prices. With all these efforts, the Company is hopeful to achieve better results in the current as well as in the coming years. Further, the Company is taking efforts on implementing other marketing and operational strategies to help increase the sales, production and thereby increasing profits of the Company.
c. Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However, the operations and profitability of the Company may improve through constant efforts and would be comparable with the industry average in future.



DIRECTORS' REPORT

Your Directors have pleasure in presenting the 110th Annual Report for the year ended 31st March 2023.

1. FINANCIAL RESULTS (Rs. in lakhs)

Particulars	2022-23	2021-22
Profit / (Loss) before interest, depreciation and tax	190.67	828.48
Less: Interest	196.96	333.40
Profit/(Loss) before depreciation	(6.29)	495.08
Less: Depreciation	309.46	377.36
Profit/(Loss) before Tax	(315.75)	117.72
Less: Tax expenses	19.87	68.00
Profit/(Loss) after tax	(335.62)	49.72
Other Comprehensive Income	(16.92)	499.34
Total Comprehensive Income	(352.54)	549.06
Appropriations		
Profit/(Loss) after tax	(335.62)	49.72
Add: Balance brought forward from previous year	5514.61	5511.35
Profit available for appropriation	5179.00	5561.07
Less: Dividend including tax on dividend	(30.96)	(46.44)
Balance carried forward to the Balance Sheet	5148.04	5514.61
Earning per equity share:		
Basic	(10.84)	1.61
Diluted	(10.84)	1.61

The financial statements for the year ended 31st March, 2023 have been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014.

2. Operations

Production

During the financial year 2022-23, your Company produced 27,28,148 kg of made tea as against 24,87,837 kg of made tea produced in 2021-22.

Price & Sales

Your company's tea realized average price of Rs 132.89/- per kg as against Rs.132.33/-per kg realized last year. During the year, the Company has made a total sales realization of Rs. 4415 lakhs compared to Rs. 3205 lakhs last year.

Wind Power Generation

During the year under review, the Wind Mills generated 21,64,752 units as against 20,74,266 units generated during the same period last year.

Solar Power Generation

During the year under review, the Solar Power generated 40,07,376 units as against 43,81,236 units generated during the same period last year

3. Material Changes and Commitments, if any, affecting the financial position of the Company

There are no material changes and commitments, affecting the financial position of the Company that have occurred between the end of the financial year 2022-23 and the date of the report.

4. Dividend

The Board of Directors is pleased to recommend a dividend of Re 0.50/- per share (last year Re.1/- per share) for the year ended 31st March 2023 subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.

Pursuant to the Finance Act, 2020 read with the Income-tax Act, 1961, the dividend paid or distributed by a company shall be taxable in the hands of the shareholders w.e.f. April 1, 2020. Accordingly, in compliance with the said provisions, the Company shall make the payment of dividend after necessary deduction of tax at source at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.



5. Transfer to Reserves

No amount has been transferred to the Reserves during the financial year 2022-23.

6. Change in the nature of business

During the year under review, there were no changes in the nature of the business of the Company as well as its subsidiaries.

7. Share Capital

The Paid up Equity Share Capital of the Company as at 31st March 2023 is Rs. 3,09,58,790/-. During the year under review, your company has neither issued and allotted any fresh equity shares (including ESOP) nor has granted any stock options and sweat equity shares. None of the Directors of the Company hold any instruments convertible into equity shares of the Company.

8. Transfer of Shares and unclaimed dividend to Investor Education and Protection Fund

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules') as amended from time to time, all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. Accordingly, the Company has transferred the unclaimed and unpaid dividends of Rs. 1,39,811/- for the financial year 2014-15 to IEPF Authority during the financial year 2022-23. Further 7623 Corresponding shares were transferred to IEPF Authority as per the requirement of the IEPF rules.

The members who have a claim on above dividends and shares may claim the same from IEPF Authority by submitting an online application in web Form No. IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form IEPF-5. No claims shall lie against the Company in respect of the dividend / shares so transferred.

9. Annual Return

Pursuant to Section 92(3) read with Section 134(3) of the Act, the draft Annual Return for the year ended 31st March, 2023 is available on the website of the Company at the weblink: <https://www.periatea.com/investors>

The final Annual Return shall be uploaded at the same web link after the same is filed with the Registrar of Companies/Ministry of Corporate Affairs (MCA).

10. Number of Meetings of the Board of Directors

The Board meets at regular intervals to discuss and decide on Company's business Policy and strategy apart from other broad business. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board Meeting.

The notice of Board Meeting is given well in advance to all the Directors. The Agenda of the Board/ Committee Meetings is circulated at least 7 (seven) days prior to the date of the meeting as per Section 173(3) of the Companies Act, 2013 read with Secretarial Standard on meeting of the Board of Directors (SS-1). The Agenda for the Board and Committee Meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The Board met four (4) times during the financial year 2022-23. The detailed information chart showing the date of the meetings of the Board and its various Committees as well as details of the Directors who attended the meeting are given in the Corporate Governance Report forming part of this Annual Report.

11. Committees of the Board

During the financial year ended 31 March 2023, the Company has 4 (four) committees as mentioned below:

1. Audit Committee
2. Stakeholders Relationship Committee
3. Nomination and Remuneration Committee
4. Corporate Social Responsibility Committee

Details of the Committees along with their charters, composition and meetings held during the year are given in the Corporate Governance Report forming a part of this Annual Report.

**12. Public Deposits**

During the financial year 2022-23, the Company has not accepted any deposits from the public under section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

13. Listing

Your Company's shares are continued to be listed on National Stock Exchange of India Limited. The Company has paid the Annual Listing Fees to the Stock Exchange for FY 2023-24.

14. Directors' Responsibility Statement

In terms of provision of Section 134(3)(c) and 134(5) of the Companies Act, 2013, your Director's state that:

- a. in the preparation of the annual accounts for the financial year ended 31st March 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b. the directors had 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;
- c. the directors had 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;
- d. the directors had prepared the annual accounts on a going concern basis;
- e. the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. Fraud Reporting

There have been no instances of frauds identified or reported by the statutory auditors during the course of their audit pursuant to sub-section 12 of section 143 of the Companies Act, 2013 (amended from time to time) to Central Government.

16. Declaration by Independent Directors

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the financial year 2022-23, all Independent Directors of the Company have registered themselves with the Independent Directors Databank.

In the opinion of the Board, all the Independent Directors fulfils the conditions specified in the Act with regard to integrity, expertise, and experience (including the proficiency) of the Independent Director and are independent of the management.

17. Company's Policy relating to Directors appointment, payment of remuneration and other matters provided under Section 178 (3) of the Companies Act, 2013

The Board on the recommendation of the Nomination and Remuneration Committee framed a policy for the selection, appointment, fixing and revising remuneration of Directors, Key Managerial Personnel, Senior Management Personnel and employees of the Company. The Nomination and Remuneration Policy of the Company is annexed herewith as **Annexure A** and can also be accessed on the Company's website www.periatea.com.

18. Disclosure of inadequacy of profits

Mrs Alka Devi Bangur was re-appointed as Managing Director for three years and Mr. Shreeyash Bangur was re-appointed as Deputy Managing Director for three years at the Annual General Meetings of the Company held on 28th September, 2020 on such remuneration as may be permissible under the provisions of section 197 of the Companies Act, 2013 read with Schedule V.

During FY 2022-23, the Company was having inadequate profits to pay managerial remuneration to above mentioned managerial persons considering the minimum remuneration fixed by the shareholders in the aforesaid meetings. The Company has paid managerial remuneration to the above mentioned managerial personnel of the Company in compliance of the provisions of section 197 read with Part A of Section II of Schedule V of the Companies Act, 2013. Further, reappointment of the above mentioned managerial personnel are being proposed for approval of shareholders at the ensuing Annual General Meeting and the general information required to be provided pursuant to section II of part II



of Schedule V are furnished in the Explanatory Statement to Notice of ensuing Annual General Meeting.

19. Particulars of loans, guarantees or investments made under Section 186 of the Companies Act, 2013

The loan, guarantee given and investment made by the Company during the financial year ended March 31, 2023 are within the limits prescribed under Section 186 of the Companies Act, 2013. Further, the details of loan, guarantee given and investment made pursuant to Section 186 of the Companies Act, 2013 have been given in the notes to the financial statements.

20. Particulars of contracts or arrangements with related parties

During the year under review, all transactions with related parties during the financial year 2022-23 were in the ordinary course of business and on arm's length basis. Further, during the financial year, the Company has not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the Company's policy of Materiality of Related Party Transactions. Hence, no transaction is reported in Form No. AOC-2 in terms of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014.

The policy on related party transactions as approved by the Board of Directors has been uploaded on the Company's website at <https://www.periatea.com/wp-content/uploads/2021/04/policy-on-related-party-transactions.pdf>

Further, as required by Schedule V of SEBI (LODR) Regulations, 2015, disclosures of transactions with any person or entity belonging to the promoter/ promoter group which hold(s) 10% or more shareholding in the Company in the format prescribed in the relevant Accounting Standards, has been made in the relevant Notes to the Financial Statements.

21. Conservation of energy, technology absorption, foreign exchange earnings and outgo

The information on conservation of energy, technology absorption, foreign exchange earnings and outgo stipulated under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith as **Annexure B**.

22. Risk Management

The Company has in place mechanism to identify, assess, monitor and mitigate various risks that may impact key business objectives of your Company and to ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated and managed, to establish a framework for the company's risk management process and to ensure company wise implementation to ensure systematic and uniform assessment of risks and to enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices and to assure business growth with financial stability.

Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory and Internal Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

23. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Guidance Notes issued by SEBI in this regard, Nomination and Remuneration Committee has formulated criteria for evaluation of the performance of the Board of Directors, its committees, Independent Directors, Non-Independent Directors, Chairman, CEO and the Managing Directors. Based on those criteria, performance evaluation has been done.

A structured questionnaire was prepared and circulated after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations, ethics and compliances, financial reporting process and monitoring activities.

Performance parameters for the Board as a collective body, included parameters like qualification and diversity of Board members, method and criteria for selection of independent directors to ensure independence, availability, appropriateness, clarity of understanding on risk scenarios faced by the



Company, existence, sufficiency and appropriateness of policy on dealing with potential conflicts of interest, involvement of Board members in long –term strategic planning etc. Based on these criteria, the performance of the Board, various Board Committees, Chairman, CEO, Managing Director and Individual Directors (including Independent Directors) was found to be satisfactory.

Independent Directors have reviewed the performance of Board, Non- Independent Director and Chairman in their separately held meeting without the participation of other Non-Independent Directors and members of management. Based on their review, the Independent Directors, hold a unanimous opinion that the Non-Independent Directors, including the Chairman to the Board are experts with sufficient knowledge in their respective field of activities.

24. Directors and Key Managerial Personnel

a. Details of Directors retiring by rotation

Mr. Lakshmi Niwas Bangur (DIN: 00012617), Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Brief profile of Mr. Lakshmi Niwas Bangur, who is to be re-appointed is furnished in the notice of the ensuing Annual General Meeting as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2. The Board of Directors of your Company recommends the re-appointment of Mr. Lakshmi Niwas Bangur at the ensuing Annual General Meeting.

b. Appointment / Reappointment of Directors / Key Managerial Personnel

Mrs. Alka Devi Bangur (DIN: 00012894) Managing Director of the Company whose term expires on 16th September, 2023 have been recommended by the Nomination and Remuneration Committee, Audit Committee and Board of Directors for re-appointment, for the further period of 3 years w.e.f 17th September, 2023 by the shareholders at the ensuing Annual General Meeting. Brief profile of Mrs. Alka Devi Bangur, is furnished in the Notice of the ensuing Annual General Meeting as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2.

Mr. Shreeyash Bangur (DIN: 00012825) Deputy Managing Director of the Company whose term expires on 4th November, 2023 have been recommended by the Nomination and Remuneration Committee, Audit Committee and Board of Directors for re-appointment, for the further period of 3 years w.e.f 5th November, 2023 by the shareholders at the ensuing Annual General Meeting. Brief profile of Mr. Shreeyash Bangur, is furnished in the Notice of the ensuing Annual General Meeting as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2.

The Board of Directors at its meeting held on 8th May, 2018 had appointed Mr. Ashok Kumar Bhargava [DIN: 00640248] as an Additional Director (Independent Non-Executive) of the Company. Further, the Members at the 105th Annual General Meeting held on 14th September, 2018 approved the appointment of Mr. Ashok Kumar Bhargava as an Independent Director to hold office for a term of 5 years w.e.f 8th May, 2018. Accordingly, the tenure of 1st term of Mr. Ashok Kumar Bhargava as an Independent Director expired on 7th May, 2023. The Board of Directors of the Company at their meeting held on 14th April, 2023, based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has approved and recommended to the shareholders the re-appointment of Mr. Bhargava, as an Independent Director of the Company for second term of 5 (five) consecutive years w.e.f 8th May, 2023. Accordingly, the Company had sought the approval of the shareholders by way of Special Resolution through Postal Ballot through Remote e-Voting process vide their Notice dated 14th April, 2023. The result of Postal ballot is under process.

All the Directors have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164(2) of the Companies Act, 2013.

Mr. S Venugopalakrishnan, Chief Financial Officer has resigned from the services of the Company with effect from 29th October, 2022. The Board expressed their gratitude and thanks for the



contribution and efforts made by him towards discharging his duties and responsibilities during his tenure.

The Board of Directors at its meeting held on 29th October, 2022 approved the appointment of Mr. K Ashokan as Chief Financial Officer of the Company with effect from 29th October, 2022.

Apart from the aforesaid appointment/reappointment, there were no other changes in Board and KMPs.

25. Reports on the performance and financial position of each of the subsidiaries, Associates and Joint Venture Companies included in the Consolidated Financial Statements

The Company has two subsidiaries namely PKT Plantations Ltd and Shivphal Vinimay Private Limited.

Policy for determining 'Material' Subsidiaries

The Company has adopted a Policy on Material Subsidiaries as approved by the Board. It has been posted on the website of the Company at its weblink: periatea.com/wp-content/uploads/2021/04/Policy-for-Determining-Material-Subsidiaries.pdf. More details are given in the Corporate Governance Report annexed hereto.

There has been no change in the number of subsidiaries or in the nature of business of the subsidiaries, during the year under review.

In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared a consolidated financial statements of the Company consolidating the financial statements of its subsidiary companies, which is forming part of the Annual Report. A statement containing salient features of the financial statements of the subsidiary companies in Form AOC-1 is also attached to the Consolidated Financial Statement and forms part of the Annual Report. Further, the contribution of these subsidiaries to the overall performance of the Company is provided under the Notes to the Consolidated Financial Statements.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries are available on the website of the Company. Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary

company or companies may write to the Company Secretary at the Company's registered office.

During the Financial Year 2022-23, the Company has no associate or Joint Venture Company.

26. Details of significant and material orders passed by the Regulators or Courts or Tribunals

Apart from above no significant and material order passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operation in future.

27. Adequacy of Internal Financial Controls with reference to the financial statements

The Company is having adequate internal financial control which is commensurate with the nature of its size and business. The Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively. The Internal Financial Control systems of the Company are monitored and evaluated and reviewed by the Audit Committee.

Your Board confirms the following:

1. Systems have been laid to ensure that all transactions are executed in accordance with management's general and specific authorization. There are well laid manuals for such general or specific authorization.
2. Systems and procedures exist to ensure that all transactions are recorded as is necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for aspects and the timely preparation of reliable financial information.
3. Access to assets is permitted only in accordance with management's general and specific authorization. No assets of the Company are allowed to be used for personal purposes, except in accordance with terms of employment or except as specifically permitted.
4. The existing assets of the Company are verified/checked at reasonable intervals and appropriate action is taken with respect to any differences, if any.



5. Proper systems are in place for prevention and detection of frauds and errors and for ensuring adherence to the Company's policies.

Based on the above, your Board is of the view that adequate internal financial controls exist in the Company. Further, the certificate from Chief Executive Officer and Chief Financial Officer, in terms of Regulation 17(8) of the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015, provided in this Annual Report, also certifies the adequacy of our Internal Control systems and procedures.

28. Statutory Auditors

M/s Jayaraman & Krishna., Chartered Accountants (FRN: 011185S) have been appointed as the Statutory Auditors of the Company for a period of 5 (five) years from the conclusion of the 108th Annual General Meeting till the conclusion of the 113th Annual General Meeting.

29. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed M/s Vinod Kothari & Company, Practising Company Secretaries to undertake the Secretarial Audit of the Company. The report of the Secretarial Auditors for the Financial Year 2022-23 is annexed herewith as **Annexure C** which is self-explanatory. The said Report does not contain any qualifications, reservations or adverse remark.

30. Internal Auditors

Pursuant to the provision of section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014 M/s Kumbhat & Co, Chartered Accountant, Chennai has conducted Internal Audit of the Company for the Financial Year 2022-23. Further, the Audit Committee considers and reviews the Internal Audit Report submitted by the Internal Auditor on a quarterly basis.

31. Auditors' Report

The notes on financial statements referred to in the Auditors Report are self-explanatory and do not call for any further comments. The Auditors Report does not contain any qualifications, reservations or adverse remarks.

32. Industrial Relations

The relation between management and labour was cordial during the year.

33. Particulars of employees

Disclosure pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is marked as **Annexure D** which is annexed hereto and forms a part of the Board Report.

34. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place a policy on Sexual Harassment of Women at workplace in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaint Committee has been set up to redress complaints received. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Committee has not received any complaint from any employee during the financial year 2022-23.

35. Whistle Blower Policy/Vigil Mechanism

The Board of Directors of the Company has established a Vigil Mechanism or Whistle Blower Policy for Directors and Employees in terms of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to report concerns about unethical behavior, wrongful conduct and violation of company's code of conduct or ethics. The details of which have been given in the Corporate Governance Report annexed to this Report and also posted on the Company's website www.periatea.com.

36. Corporate Social Responsibility (CSR)

The Board has constituted a Corporate Social Responsibility Committee in accordance with section 135 of the Companies Act, 2013. The Annual Report on CSR activities including the details about the development of CSR Policy and initiatives taken by the Company on Corporate Social Responsibility during the year, as required by the Companies (Corporate Social Responsibility Policy) Rules, 2014 is given in the **Annexure E** to this report. The Corporate Social Responsibility Policy has been posted on the website of the Company www.periatea.com.



The Company, along with other Group Companies, has set up a Registered Public Charitable Trust named as LNB Group Foundation as implementing agency of the Company to carry out CSR activities fall within the purview of Schedule VII of the Act read with the Companies (Corporate Social Responsibility Policy) Rules 2014.

37. Management Discussion and Analysis Report

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report.

38. Corporate Governance

Your Company is committed to observe Good Corporate Governance practices. The report on Corporate Governance for the financial year ended March 31, 2023, as per Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report and annexed to this Report. The requisite certificate from Statutory Auditors M/s. Jayaraman & Krishna, Chartered Accountants confirming compliance with the conditions of corporate governance is attached to this Annual Report.

39. Certificate from CEO/CFO

The CEO/CFO certification pursuant to Regulation 17(8) read with Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year under review forms part of this Annual Report.

40. Annual Secretarial Audit under Listing Regulations

In line with the SEBI Circular dated February 08, 2019, an Annual Secretarial Compliance Report confirming compliance of all applicable SEBI Regulations, Circulars and Guidelines by the Company was issued by appointed M/s Vinod Kothari & Company, Practicing Company Secretaries and was filed with the Stock Exchange.

41. Code for prevention of Insider Trading

The Company has adopted a Code of Conduct for prevention of Insider Trading and Code of Practices

and Procedures for fair disclosure of Unpublished Price Sensitive Information' (UPSI) as prescribed in SEBI (Prohibition of Insider Trading) Regulations, 2015.

42. Secretarial Standard

The Company has complied with all applicable Secretarial Standards during the year under review.

43. Maintenance of Cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013

The Company has maintained cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

44. Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year alongwith their status as at the end of the financial year.

During the year under review, there were no application has been made and no proceedings is pending under Insolvency and Bankruptcy Code, 2016 (31 of 2016).

45. Details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

During the under review, there was no one time settlement with Banks or Financial Institutions therefore, there is no instance of difference between amount of valuation done at the time of one time settlement and the valuation done while taking loan from the bank.

46. Acknowledgements

The Board express their gratitude to the shareholders, customers, vendors, financial institutions and banks for the support extended by them. The Board also appreciation of the hard work and commitment of the employees of the Company at all levels during the year.

For and on behalf of the Board

Lakshmi Niwas Bangur
Chairman
(DIN: 00012617)

Kolkata
17th May, 2023.

**Annexure - A****NOMINATION AND REMUNERATION POLICY****1. Preamble**

1.1 Sub-section (3) of Section 178 of the Companies Act, 2013 states that the Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

1.2 Section 178 of the Companies Act, 2013 has been made effective from April 1, 2014 by the Central Government by notification no. S.O. 902(E) issued on March 26, 2014. Therefore this Nomination and Remuneration Policy ("the Policy") has been framed in compliance with the provisions of the Act and Rules made under the Act.

1.3 Pursuant to the amendments in Regulation 19 read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide SEBI (LODR) (Amendment) Regulations, 2018 and the Companies (Amendment) Act, 2017, the Policy has been further revised and adopted by the Board in its Meeting held on January 2, 2019.

The Policy provides a framework for remuneration to the members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel ("SMP") of the Company (collectively referred to as "Executives").

The expression "senior management" means officers/personnel of Company who are members of its core management team excluding directors comprising all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

Further, the term "Applicable Law" includes any statute, law, regulations, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications or other governmental instruction and/or mandatory standards as may be applicable to the Company from time to time.

All the other terms used in the Policy shall have the same meaning as assigned to them under the Applicable Law.

1.4 The Members of the Nomination and Remuneration Committee ("the Committee or NRC") shall be appointed by the Board and shall comprise three or more non-executive directors out of which not less than one-half

shall be independent directors. Any fraction in the one-half shall be rounded off to one.

1.5 This Policy will be called "Peria Nomination & Remuneration Policy" and referred to as "the Policy".

1.6 The Policy will be reviewed at such intervals as the Nomination and Remuneration Committee will deem fit.

2. Objectives

2.1 The objectives of the Policy are as follows:

2.1.1 To set criteria for determining qualifications, positive attributes and independence of a director, and remuneration of the Executives.

2.1.2 To enable the Company to attract, retain and motivate highly qualified members for the Board and other executive level to run the Company successfully.

2.1.3 To enable the Company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.

2.1.4 To ensure that the interests of Board members & senior executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the "pay-for-performance" principle.

2.1.5 To ensure that remuneration to directors, KMP and senior management employees of the Company involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

3. Principles of remuneration

3.1 Support for Strategic Objectives: Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with, and supports and reinforces the achievement of the Company's vision and strategy.

3.2 Transparency: The process of remuneration management shall be transparent, conducted in good faith and in accordance with appropriate levels of confidentiality.

3.3 Internal equity: The Company shall remunerate the Executives in terms of their roles within the organisation. Positions shall be formally evaluated to determine their relative weight in relation to other positions within the Company.

3.4 External equity: The Company strives to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Therefore the Company will remain logically mindful of the ongoing need to attract



and retain high quality people, and the influence of external remuneration pressures. Reference to external market norms will be made using appropriate market sources, including relevant and comparative survey data, as determined to have meaning to the Company's remuneration practices at that time.

3.5 Flexibility: Remuneration and reward shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other laws.

3.6 Performance-Driven Remuneration: The Company shall establish a culture of performance-driven remuneration through the implementation of the Performance Incentive System.

3.7 Affordability and Sustainability: The Company shall ensure that remuneration is affordable on a sustainable basis.

4. Terms of Reference and Role of the Committee

4.1 The Terms of Reference and Role of the Committee as set by the Board of Directors are as under:

4.1.1 Evaluate the current composition and organization of the Board and its committees in light of requirements established by any Regulatory Body or any other applicable statute, rule or regulation which the Committee deems relevant and to make recommendations to the Board with respect to the appointment, re-appointment and resignation of Independent, Executive and Non-Executive Directors of the Company;

4.1.2 Review the composition and size of the Board in order to ensure that the Board is comprised of members reflecting the proper expertise, skills, attributes and personal and professional backgrounds for service as a Director of the Company, as determined by the Committee;

4.1.3 Review and recommend to the Board an appropriate course of action upon the resignation of current Board members, or any planned expansion of the Board, and review the qualifications, experience and fitness for service on the Board of any potential new members of the Board;

4.1.4 Review all stockholder proposals submitted to the Company (including any proposal relating to the nomination of a member of the Board) and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal;

4.1.5 Formulate, administer and supervise the Company's Stock Option schemes, if any, in accordance with relevant laws;

4.1.6 Ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;

4.1.7 Ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

4.1.8 Ensure that remuneration to Directors, Key Managerial Personnel (KMPs) and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;

4.1.9 Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel (KMPs) and other employees of the Company;

4.1.10 For appointment of an independent director, the Nomination and Remuneration Committee shall evaluate balance of skills, knowledge, and experience on the board and on the basis of such evaluation, prepare a description of role and capabilities required of an independent director recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
- b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
- c. consider the time commitments of the candidates.

4.1.11 Formulate the criteria for evaluation of Independent Directors and the Board;

4.1.12 Devise a policy on Board diversity;

4.1.13 Identify the persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;

4.1.14 Specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Committee or by an independent external agency and review its implementation and compliance;

4.1.15 Recommend to the Board of Directors of the Company, all remuneration, in whatever form, payable to the senior management;



4.1.16 To decide whether to extend or continue the term of appointment of the independent director, on the basis of report of performance evaluation of independent directors;

4.1.17 Deal with such matters as may be referred to by the Board of Directors from time to time;

4.1.18 To Identify whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

4.2 The Committee shall:

4.2.1 review the ongoing appropriateness and relevance of the Policy;

4.2.2 ensure that all provisions regarding disclosure of remuneration, including pensions, leave encashment, gratuity, etc. are fulfilled;

4.2.3 obtain reliable, up-to-date information about remuneration in other companies;

4.2.4 ensure that no director or executive is involved in any decisions as to their own remuneration.

4.3 Without prejudice to the generality of the terms of reference as set out above, the Committee shall:

4.3.1 operate the Company's share option schemes (if any) or other incentives schemes (if any) as they apply to. It shall recommend to the Board the total aggregate amount of any grants to the Executives including individual limit and make amendments to the terms of such schemes, as the case may be;

4.3.2 liaise with the trustee / custodian of any employee share scheme, which is created by the Company for the benefit of employees or Directors.

4.3.3 review the terms of Executives service contracts from time to time.

5. Procedure for selection and appointment of the Board Members

5.1 Board membership criteria:

5.1.1 The Committee, along with the Board, shall review on an annual basis, appropriate skills, characteristics and experience required of a Board Member. The objective is to have a Board with diverse background and experience in business, government, academics, technology and in areas that are relevant for the Company's global operations.

5.1.2 In evaluating the suitability of individual Board members, the Committee shall take into account many factors, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background and personal achievements. Directors must possess experience at policy-making and operational levels in large organizations with significant international activities that will indicate their ability to make meaningful contributions to the Board's discussion and decision making in the array of complex issues facing the Company.

5.1.3 Director should possess the highest personal and professional ethics, integrity and values. They should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular constituency.

5.1.4 In addition, Directors must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust.

5.1.5 The Committee shall evaluate each Director with the objective of having a group that best enables the success of the Company's business.

5.2 Selection of Board Members/ extending invitation to a potential director to join the Board:

5.2.1 One of the roles of the Committee is to periodically identify competency gaps in the Board, evaluate potential candidates as per the criteria laid above, ascertain their availability and make suitable recommendations to the Board. The objective is to ensure that the Company's Board is appropriate at all points of time to be able to take decisions commensurate with the size and scale of operations of the Company. The Committee also identifies suitable candidates in the event of a vacancy being created on the Board on account of retirement, resignation or demise of an existing Board member. Based on the recommendations of the Committee, the Board evaluates the candidate(s) and decides on the selection of the appropriate member.

5.2.2 The Board then shall make an invitation (verbal / written) to the new member to join the Board as a Director. On acceptance of the same, the new Director may be appointed by the Board.

6. Procedure for selection and nomination of KMP and SMPs

The Chairman and the Managing Director (MD) along with the Head of Human Resource (HR) Department, identify and appoint suitable candidates for appointing them as KMPs (excluding Executive Directors) or SMPs of the



Company on the basis of their academic, professional qualifications, relevant work experience, skill and other capabilities suitable to the position of concerning KMP or SMP.

Further, in case of KMP (excluding Executive Director) appointment, approval of the Board of Directors / concerned Committee shall be taken in accordance with provisions of relevant Act, statutes, regulations etc. existing as on that date. The appointment and/or removal of KMPs shall be placed before the NRC and / or Board of Directors at regular intervals.

Further, in case of appointment of SMPs (excluding KMPs), the appointment and all remuneration, in whatever form as approved by the MD and Head of the HR Department shall be placed before the NRC at regular intervals.

7. Compensation Structure

7.1 Remuneration to Non-Executive Directors

The Non-executive Directors of the Company will be paid remuneration by way of fees only for attending the meetings of the Board of Directors and its Committees. The fees paid to the Non-executive Directors for attending meetings of Board of Directors shall be such as may be determined by the Board within the limit prescribed under the Companies Act, 2013 which is currently Rs. 100,000/- per meeting i.e. Board or Committee. Beside the sitting fees, they are also entitled to reimbursement of expenses and payment of commission on net profits.

The fees of the Non-executive Directors for attending meetings of Board of Directors and the Committees thereof may be modified from time to time only with the approval of the Board in due compliance of the provisions of Companies Act, 2013 and amended from time to time.

An Independent Director shall not be entitled to any stock option and may receive remuneration only by way of fees and reimbursement of expenses for participation in meetings of the Board or Committee thereof and profit related commission, as may be permissible by the Applicable law.

If any such director draws or receives, directly or indirectly, by way of fee/remuneration any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company.

7.2 Remuneration to Executive Directors, KMPs & SMPs

The Company has a credible and transparent framework in determining and accounting for the remuneration of the

Managing Director / Whole Time Directors (MD/WTDs), KMPs and SMPs. Their remuneration shall be governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards. The remuneration determined for MD/WTDs shall be approved by the Board of Directors at a meeting which shall be subject to the approval of members at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in Schedule V of the Companies Act, 2013. As a policy, the Executive Directors are not paid any fees for attending the Board and/or Committee meetings.

If any Director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law, such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company.

A Director who is in receipt of any commission from the Company and who is a managing or whole-time director of the Company may receive any remuneration or commission from any holding or subsidiary company of the Company, subject to its disclosure by the Company in the Board's report.

The remuneration (including revision) of KMPs (excluding Executive Directors) and SMPs on the recommendation of the Committee, shall be determined by Chairman along with the MD and Head of Human Resource (HR) Department after taking into consideration the academic, professional qualifications, work experience, skill, other capabilities and industry standards.

Further, the remuneration (including revision) of KMPs (excluding Executive Directors) shall also be subject to approval of the Board of Directors/concerned Committees, if stipulated by any Act, statute, regulations etc.

8. Powers of the Committee and Meetings of the Committee

The Committee shall have inter-alia the following powers:

8.1 Conduct studies or authorise studies of issues within the scope of the Committee with full access to all books, records, facilities and personnel of the Company;

8.2 Retain or seek advice of consultants and experts for performance of their role under this Policy and the costs relating thereto shall be borne by the Company;

8.3 Delegate its powers to any Member of the Committee or any KMP of the Company or form sub-committees to perform any of its functions or role under this Policy.



The Committee shall meet as per the requirements of law or at such larger frequency as may be required.

9. Approval and publication

9.1 This Policy as framed by the Committee shall be recommended to the Board of Directors for its approval.

9.2 The policy shall be placed on the website of the Company.

9.3 The Policy along with the web address of the same shall form part of Director's Report as required under Section 178(4) of the Companies Act, 2013.

10. Supplementary provisions

10.1 This Policy shall formally be implemented from the date on which it is adopted by the Board of Directors.

10.2 Any matters not provided for in this Policy shall be handled in accordance with relevant laws and regulations, the Company's Articles of Association.

10.3 The right to interpret this Policy vests in the Board of Directors of the Company.

Annexure - B

Conservation of Energy, Technology absorption & Foreign Exchange Earnings and Outgo

A. Conservation of Energy

Steps taken for conservation of energy

Focus is on the need to reduce the cost of energy. In this regard the company has taken host of initiatives.

Steps taken by the Company for utilising alternate source of energy

The existing Wind Turbine Generators have outlived in its economic life, the company has already installed and commissioning solar power project on 23rd February 2018 (Alternative green energy).

Capital investment on energy conservation equipments

Nil.

B. Technology Absorption

i) Efforts made towards technology absorption

The company had been continuously adopting suggestions / recommendation of scientist apart from the company owned efforts in the process of quality of leaf improvement as well as more efficient agricultural practice to reduce cost.

ii) Benefits derived

Cost reduction improvement in yield Quality up-gradation of the field and on the field.

iii) Import of technology - Nil

iv) Expenditure incurred on Research & Development - Nil

C. Foreign Exchange Earnings & outgo

	31.03.2023	31.03.2022
i) Earnings in Foreign Exchange	Nil	Nil
ii) Expenditure in Foreign Currency – Travelling	Nil	Nil
iii) CIF Value of Imports:		
a) Raw Materials	Nil	Nil
b) Consumable stores and spares	Nil	Nil
c) Capital Goods	Nil	Nil
iv) All Store items consumed indigenously	100%	100%

Annexure - C

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members,
The Peria Karamalai Tea & Produce Company Limited
7, Munshi Premchand Sarani,
Hastings,
Kolkata - 700 022

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **The Peria Karamalai Tea & Produce Company Limited** [hereinafter called '**the Company**'] for the year ended March 31, 2023 [**"Period under Review"**]. The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and



other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the Period under Review, has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Period under Review, according to the provisions of applicable law provided hereunder:

1. The Companies Act, 2013 ('the Act') and the rules made thereunder including any re-enactment thereof;
2. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent applicable to the Company.;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), to the extent applicable: -
 - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - e. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
6. Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:
 - a. Tea Act, 1953;
 - b. Plantation Labour Act, 1951 and Rules made thereunder;
 - c. Tea Marketing Control Order, 2003;
 - d. Food Safety and Standards Act, 2006.

We have also examined compliance with the applicable clauses of the Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India.

Management Responsibility:

Kindly refer to our letter of even date which is annexed as **Annexure 'I'** which is to be read along with and forms an integral part of this report.

We report that during the Period under Review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Director and Independent Directors. During the Period under review, there were no changes in the composition of Board of Directors of the Company.

Adequate notice is given to all directors to schedule the Board Meetings and Committee meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions were unanimous and there was no instance of dissent in Board or Committee Meetings.

We further report that there are adequate systems and processes in the Company, which commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Period under Review, the Company has not undertaken any specific events/ actions that can have a major bearing on the Company's compliance responsibility in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For M/s. Vinod Kothari & Company
Practicing Company Secretaries
 Unique Code : P1996WB042300

Pammy Jaiswal

Partner

Membership No.: A48046

CP No.: 18059

Place : Kolkata

Date : 17th May 2023

UDIN: A048046E000325840

Peer Review Certificate No.: 781/2020

**Annexure I****ANNEXURE TO SECRETARIAL AUDIT REPORT
(UN-QUALIFIED)**

To,

The Members,
The Peria Karamalai Tea & Produce Company Limited
7, Munshi Premchand Sarani, Hastings,
Kolkata - 700022

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit. The list of documents for the purpose, as seen by us, is listed in **Annexure II**;
2. We have followed the audit practices and the 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 followed provide a reasonable basis for our opinion;
3. Our Audit examination is restricted only upto legal compliances of the applicable laws to be done by the Company, we have not checked the practical aspects relating to the same.
4. Wherever our Audit has required our examination of books and records maintained by the Company, we have also relied upon electronic versions of such books and records, as provided to us through online communication. Considering the effectiveness of information technology tools in the audit processes, we have conducted online verification and examination of records, as facilitated by the Company, for the purpose of issuing this Report. In doing so, we have followed the guidance as issued by the Institute.
5. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as well as correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns.
6. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulation and happening of events etc.
7. The compliance of the provisions of Corporate and

other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis and sample basis.

8. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices.
9. The contents of this Report have to be read in conjunction with and not in isolation of the observations, if any, in the report(s) furnished/to be furnished by any other auditor(s)/agencies/authorities with respect to the Company.
10. 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.

Annexure - II**LIST OF DOCUMENTS**

1. Minutes of the following:
 - a. Board Meeting;
 - b. Audit Committee Meeting;
 - c. Nomination and Remuneration Committee Meeting;
 - d. Stakeholders Relationship Committee Meeting;
 - e. Corporate Social Responsibility Committee Meeting;
 - f. Annual General Meeting
2. Annual Report 2021-22;
3. CSR Compliances;
4. Notice and Agenda for Board and Committee Meeting
5. Register maintained under Act, 2013.
6. Memorandum and Articles of Association;
7. Forms filed with ROC during the year 2022-23;
8. Disclosures under Act, 2013 and those under Listing Regulations;
9. Policies framed under Act, 2013 and Listing Regulations;
10. Disclosures under SEBI (Prohibition of Insider Trading) Regulations, 2015
11. Disclosures under SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

**Annexure - D**

Statement pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. Particulars pursuant to Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

I. Name of the Top Ten employees in terms of remuneration drawn:

Sl No	Name of Employee	Designation	Remuneration received	Nature of Employment, Whether contractual or otherwise	Qualification of employee	Experience	Date of commencement of employment	Age of the employee	The last employment held by such employee before joining the Company	Percentage of equity shares held by such employee	Whether any such employee is a relative of any director or manager of the Company and if so, name of such director or manager
1	Mrs. Alka Devi Bangur	Managing Director	42,07,500	Permanent	MBA	32 Yrs	17/09/1993	68	—	1.22%	Mr. L N Bangur, Chairman & Mr. Shreeyash Bangur, Dy. Managing Director
2	Mr. Shreeyash Bangur	Dy. Managing Director	27,24,000	Permanent	M.SC (Engineering)	16 Yrs	16/11/2011	43	International Paper APPM Ltd.	NIL	Mr. L N Bangur, Chairman & Mrs. Alka Devi Bangur, Managing Director
3	Mr. S.K.Singh	Chief Executive Officer	1,07,71,356	Permanent	MBA	25 Yrs	21/07/2012	51	Helbriya Estates	Nil	Nil
4	Mr. Rohan Jhawar	Principal Executive Officer	74,80,489	Permanent	BE	17 Yrs	23/05/2012	40	Videocon Industries Ltd	Nil	Nil
5	Mr. J Prabhakar Reddy	General Manager- Legal	22,61,350	Permanent	M.A., LLB	30 Yrs	02/04/2014	55	IVRCL Limited	Nil	Nil
6	Mr. S. Venugopalakrishnan	Chief Financial Officer	18,30,658	Permanent	B.Com., FCA	24 Yrs	10/11/2020	51	Technology Frontiers (India) Pvt Limited	Nil	Nil
7	Mr. Guru Ragunathan	Senior Manager- Sales & Marketing	14,31,526	Permanent	MBA	15 Yrs	18/01/2018	41	Lanmark Shops India Pvt Ltd	Nil	Nil
8	Mr. Sasidharan	Senior Manager- Factories	14,05,469	Permanent	B.A (Hindi)	36 Yrs	01/06/2008	57	Jayashree Tea & Industries Ltd.	Nil	Nil
9	Mr. Krishna Kumar	Acting Group. Manager (Field Operations)	12,75,204	Permanent	B.Sc (Mathematics)	34 Yrs	01/04/2021	57	Parry Agro Industries Ltd.	Nil	Nil
10	Mr. Saurav Singhania	Company Secretary	12,16,608	Permanent	CS	11 Yrs	21/11/2021	39	The Peria Karamalai Tea & Produce Co Ltd	Nil	Nil

II. Employed throughout the year and was in receipt of remuneration not less than Rupees One crore and two lakhs per annum

Mr. Sanjeev Kumar Singh, Chief Executive Officer of the Company was in receipt of remuneration exceeding Rupees one crore and two lakhs per annum.



III. Employed for the part of the year and was in the receipt of remuneration not less than Rupees Eight lakhs fifty thousand per month

There were no employees who were employed for the part of the year and in receipt of remuneration exceeding Rupees Eight lakhs Fifty thousand per month.

IV. Employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company. NIL

2. Particulars pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

a) The ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year is given below:

Name	Ratio
Executive Directors	
Mrs. Alka Devi Bangur (Managing Director)	43.01: 1
Mr. Shreeyash Bangur (Deputy Managing Director)	27.84: 1
Non Executive Directors	
Mr. Lakshmi Niwas Bangur (Director)	N.A
Mr. Harischandra Maneklal Parekh (Independent Director)	N.A
Mr. Pudugramam Ramachandran Ramakrishnan (Independent Director)	N.A
Mr. Narasimhan Swaminathan (Independent Director)	N.A
Mr. Ashok Kumar Bhargava (Independent Director)	N.A
Mr. Gaurav Jalan (Independent Director)	N.A

Note: None of the Non-Executive Directors (including Independent Director) receive any remuneration from the Company except sitting fees for attending the meeting of the Board or Committee thereof.

b) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year:

Name	Category	Percentage
Mrs. Alka Devi Bangur	Managing Director	Nil
Mr. Shreeyash Bangur	Deputy Managing Director	Nil
Mr. Lakshmi Niwas Bangur	Director	N.A
Mr. Harischandra Maneklal Parekh	Independent Director	N.A
Mr. Pudugramam Ramachandran Ramakrishnan	Independent Director	N.A
Mr. Narasimhan Swaminathan	Independent Director	N.A
Mr. Gaurav Jalan	Independent Director	N.A



Name	Category	Percentage
Mr. Ashok Kumar Bhargava	Independent Director	N.A
Mr. Sanjeev Kumar Singh	Chief Executive Officer	7%
Mr. S.Venugopalakrishnan (resigned w.e.f 29.10.2022)	Chief Financial Officer	N.A
Mr. K.Ashokan (appointed w.e.f. 29.10.2022)	Chief Financial Officer	N.A
Mr. Saurav Singhania	Company Secretary	25%

Note: None of the Non-Executive Directors (including Independent Director) receive any remuneration from the Company except sitting fees for attending the meeting of the Board or Committee thereof.

- c) **Percentage increase in the median remuneration of employees in the financial year: 7.78%**
- d) **Number of permanent employees on the rolls of the Company: 1,261**
- e) **Average percentile increase already made in the salaries of the 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 any exceptional circumstances for increase in the managerial remuneration:**

There was an average increase of 1.65 % in remuneration of employee excluding key managerial personnel while the average percentile increase in the remuneration of key managerial personnel was 5.42 %.

- f) **Affirmation that remuneration paid is as per the Remuneration Policy of the Company**

It is affirmed that the remuneration is paid as per the Remuneration Policy of the Company.



Annexure E

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES CSR DETAILING FOR THE PERIOD 01.04.2022 TO 31.03.2023

1. A brief outline of the Company's CSR policy:

In accordance with the provisions of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, and Notification issued by the Ministry of Corporate Affairs dated the 22nd of January, 2021, the Company has framed its CSR Policy to carry out its CSR activities in accordance with Schedule VII of the Act. Through the values and principles inherent within the Group, the Company strives to positively impact the community by promoting inclusive growth in the areas of education, art, healthcare, sports, environmental sustainability and conservation etc. Along with sustained economic performance, environmental and social stewardship is also a key factor for holistic business growth. Over the period of its long existence, the Company has upheld its tradition of community service and tried to reach out to the underprivileged in order to empower their lives and provide holistic development. The Company's focus areas are concentrated on increasing access to health, education, environment sustainability, community development and holistic development with a focus on underprivileged people living around its manufacturing units and other establishments. The Company's CSR Policy also focuses on leveraging the full range of the Company's resources to broaden access to the basic facilities for the underserved population. The Company wishes to formalize and institutionalize its efforts made in the domain of Corporate Social Responsibility and this Policy shall serve as a guiding document to help identify, execute and monitor CSR projects in keeping with the spirit of the Policy. The Company's revised CSR policy is placed on its website and the web-link for the same is <https://www.periatea.com/investors/>

2. The Composition of the CSR Committee:

Names of the Director	Designation in Committee	Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
Mr. Lakshmi Niwas Bangur	Chairman	Chairman	4	4
Mr. Pudugramam Ramachandran Ramakrishnan	Member	Independent Director	4	Nil
Mr. Narsimhan Swaminathan	Member	Independent Director	4	Nil
Mr. Shreeyash Bangur	Member	Deputy Managing Director	4	4

The CSR Committee of the Board of Directors of the Company met 4 times during the financial year ended 31st March, 2023, on 28.05.2022, 05.08.2022, 29.10.2022 and 04.02.2023.

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company <https://www.periatea.com/investors/>
4. Details of executive summary along with web-link of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 – **Not Applicable**
5. Average net profit of the company as per section 135(5)
 - (a) The Average net profit of the Company for the last three Financial years is **Rs. 78.27 lakhs.**
 - (b) Two percent of average net profit of the company as per section 135(5) is **Rs. 1.57 lakhs.**
 - (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Nil**
 - (d) Amount required to be set off for the financial year, if any: **Nil**
 - (e) Total CSR obligation for the financial year 2022-23 (b+c-d): **Rs. 1.57 lakhs**



6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **1.58 lakhs**
 (b) Amount spent in Administrative Overheads: **Nil**
 (c) Amount spent on Impact Assessment, if applicable: **Not Applicable**
 (d) Total amount spent from 01.04.2022 to 31.03.2023 (a+b+c): **1.58 lakhs**
 (e) CSR amount spent or unspent from 01.04.2022 to 31.03.2023:

Total Amount Spent for the Financial Year. (Rs. in lakhs)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
1.58 lakhs	—	—	—	—	—

- (f) Excess amount for set off, if any:

SI No.	Particulars	Amount [in Rs.]
(i)	Two percent of the average net profit of the company as per section 135(5)	Rs. 1.57 Lakhs
(ii)	Net CSR obligation for the Financial Year 2022-23	Rs. 1.57 Lakhs
(iii)	Total amount spent from 01.04.2022 to 31.03.2023	Rs. 1.58 Lakhs
(iv)	Excess amount spent for the financial year [(iii)-(ii)]	Rs. 0.01 Lakhs
(v)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(vi)	Amount available for set off in succeeding financial years [(iv)-(v)]	Rs. 0.01 Lakhs

7. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs)	Balance amount in Unspent CSR Account under section 135(6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub section (5) of section 135, if any		Amount remaining to be spent in succeeding financial years (in Rs.)	Deficiency, if any.
					Amount (in Rs)	Date of transfer		
Not Applicable								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **No**
9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) – **Not Applicable**

For Peria Karamalai Tea & Produce Co Limited

Sd/-
Lakshmi Niwas Bangur
 Chairman
 DIN: 00012617

Sd/-
Shreeyash Bangur
 Member
 DIN: 00012825

Place : Kolkata
 Dated : May 17, 2023



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a. Industry Structure & Development

During the financial year 2022-23 India produced 1365.20 million kg of tea compared to 1329.04 million kg of tea in 2021-22 and grown by 2.72%. In 2022-23 South Indian Tea industry produced 231.80 million kg of tea compared to 235.60 million kg of tea in 2021-22 and decrease by 1.61%. In 2022-23 North India produced 1133.40 million kg of tea compared to 1093.38 million kg of tea in 2021-22 and Grown by 3.66%.

All India auction average sale price stood at Rs.180.92 per kg in 2022-23 compared to Rs.174.84 per kg in 2021-22 increase by Rs. 6.08 per kg due to slightly higher demand compared to previous year. North India average sale price was Rs.201.60 per kg in 2022-23 compared to Rs.190.77 per kg in 2021-22 and increased by Rs. 10.83 per kg. South Indian Tea average sale price was Rs.113.70 per kg in 2022-23 compared to Rs.118.48 per kg in 2021-22 and price drop by Rs. 4.78 per kg.

Export of tea from India was 226.98 million kg in 2022-23 compared to 195.50 million kg in 2021-22 and increase by 31.48 million kg in 2022-23 due to high export demand.

b. Opportunities & Threats

Automation of tea processing in the light of Global competition and shortage of estate workers is imperative for future growth of tea industry. Sharing the social cost by the State Governments will reduce the cost of production and thereby increase the competitive strength of Indian tea

- Increase in Labour wages:
- Inflated price of inputs like fertilizers, firewood, Diesel etc.
- Erratic weather, global warming effect.
- Deforestation
- Increasing trend of pest and disease.
- Dwindling of labour force.
- Longer period of dry spell.

c. Segment wise Performance

The price of orthodox tea is attractive and stable. Our company has been producing and selling of good quality of orthodox tea from the financial year 2018-19 onwards as a diversification.

Tea and other corps business accounted for 86.49% of the total revenue of the Company, Income from power generation is 1.78 % and Investment income accounted for 11.73 %.

d. Forward looking statements / Outlook

Certain statements included above may be forward looking and would involve number of risks uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward looking statements. The Company undertakes no obligation to publicly update or revise any forward looking statements whether as a result of new information / future events or otherwise.

e. Risk & concerns

Risk management is an integral part of the business process. With the help of experienced professionals the company mapped the risks at the business processes and enterprise levels and evolved a risk management framework. Risk mitigating measures have been identified and these would be periodically reviewed by the Board of Directors.

During the financial year 2022-23 our total production was 27.28 Lakhs kg as against 24.88 lakhs kgs during the same period of last year. There was 2.40 Lakhs kgs tea production increased during the year approximately 9.66% due to moderate climate in the Valparai area and increase in plucking of tea leaves.

f. Internal Control

The Company has adequate internal control system to monitor internal business process financial reporting and compliance with applicable laws. The internal control system ensures that all assets are protected against loss from unauthorized use and all transactions are recorded and reported correctly. The Company periodically reviews the adequacy and effectiveness of the control systems. The Audit Committee of the Board assures the existence of effective internal control environment.

g. Discussion on financial performance with respect to operational performance

This section is covered in the Board's Report under the section of financial results and operation.

h. Human Resource

Relationship with employees at all level remains cordial. Training and development of employees continue to be an area of prime importance. The devotion and commitment of employees has enabled the Company to fulfil its targets and deadlines in time. The total number of employees on the rolls of the Company as on 31st March 2023 was 1261.



i. Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore, including:

Particulars	FY ended 31st March 2023	FY ended 31st March 2022	% of Changes between FY '23 and FY '22	Explanation
Debtors Turnover	25	30	(16.67)	—
Inventory Turnover	49	57	(14.03)	—
Interest Coverage Ratio	0.97	2.48	(60.89)	The company incurred loss during the financial year due to increase in cost of production.
Current Ratio	3.12	1.97	58.38	During the financial year, South Indian Tea demand was higher in comparison with previous year which resulted in higher sales and increase in receivables. Hence the current ratio increased over the previous financial year.
Debt Equity Ratio	1.19	1.33	(10.53)	—
Operating Margin Ratio	19.13	16.15	18.45	—
Net Profit Margin	(6.05)	2.44	(347.95)	Please refer explanation given in the interest coverage ratio.

j. Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof.

Particulars	FY ended 31st March 2023	FY ended 31st March 2022	% of Changes between FY '23 and FY '22	Explanation
Return on Net Worth	(1.74)	0.63	(376.19)	Please refer explanation given in the interest coverage ratio.



REPORT ON CORPORATE GOVERNANCE

As required under Regulation 34(3) read with Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**hereinafter referred to as “Listing Regulations, 2015”**) the details of compliance by the Company with the norms on Corporate Governance for the Financial Year ended 31st March, 2023, are as under:

1. Company's philosophy on code of Corporate Governance

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. The Company's philosophy on Corporate Governance is based on ethical governance practices, Integrity, transparency, accountability and compliance with laws which are the columns of good governance are cemented in the Company's robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level brings lasting shareholder value and enhances interest of all other stakeholders. The Company's Code of Business Conduct and ethics and its well-structured internal control systems which are subjected to regular assessment for its effectiveness, reinforces integrity of Management and fairness in dealing with the Company's stakeholders.

The Company has complied with the requirements of Corporate Governance as laid down under the Listing Regulations, 2015.

2. Board of Directors

a. Composition and category of Board and the number of other board of directors or committees in which a directors is a member or chairperson including the names of the listed entities where the person is a director and the category of directorship

The Board consists of 8 (eight) Directors, out of which six are Non-Executive Directors and two are Executive Directors. Mrs. Alka Devi Bangur and Mr. Shreeyash Bangur are Executive Directors and all others are Non-Executive Directors.

Name of the Director	Category	Name of the other listed entities in which is a Director and their category	Other Directorships #	Membership of other Board Committees ^	
				Member*	Chairman
Mr. Lakshmi Niwas Bangur	Non-Executive Chairman - Promoter Director	Kiran Vyapar Ltd- Non-Executive Chairman	8	6	2
Mrs. Alka Devi Bangur	Managing Director - Promoter Director	Rupa & Co Ltd- Non- Executive Independent Director	2	2	1
Mr. Shreeyash Bangur	Deputy Managing Director - Promoter Director	Kiran Vyapar Limited-Executive- Managing Director	8	1	0
Mr. Harischandra Maneklal Parekh	Non-Executive- Independent Director	Diana Tea Co. Ltd – Non Executive- Independent Director	1	2	1
Mr. Pudugramam Ramachandran Ramakrishnan	Non-Executive- Independent Director	NIL	1	2	1
Mr. Narasimhan Swaminathan	Non-Executive- Independent Director	NIL	1	2	0
Mr. Ashok Kumar Bhargava	Non-Executive- Independent Director	NIL	0	2	0
Mr. Gaurav Jalan	Non-Executive- Independent Director	NIL	2	1	0

excludes directorship in private companies, foreign companies and section 8 companies.



^ Only Audit Committee and Stakeholders Relationship Committee are considered including this listed entity.

* Number of Membership also includes Chairmanship held in the Committee(s).

The composition of the Board is in accordance with Regulation 17 of the Listing Regulations, 2015.

b. Attendance of Directors at Board Meetings and Annual General Meeting

The attendance of directors at the meetings of Board of Directors held during the financial year 2022-23 and at the last Annual General Meeting held on 24th September, 2022 is as under:

Name of the Director	Board Meeting		Annual General Meeting
	Held during the year	Attended	
Mr. Lakshmi Niwas Bangur	4	4	Yes
Mrs. Alka Devi Bangur	4	4	Yes
Mr. Shreeyash Bangur	4	4	No
Mr. Harischandra Maneklal Parekh	4	2	No
Mr. Pudugramam Ramachandran Ramakrishnan	4	2	No
Mr. Narasimhan Swaminathan	4	1	No
Mr. Ashok Kumar Bhargava	4	4	Yes
Mr. Gaurav Jalan	4	3	Yes

c. Meetings of the Board of Directors

During the financial year 2022-23, 4 (four) meetings of the Board of Directors were held on 28th May, 2022, 5th August, 2022, 29th October, 2022 and 4th February, 2023.

d. Disclosure of relationship between directors inter-se:

None of the Directors are related to each other except Mr. Lakshmi Niwas Bangur, Mrs. Alka Devi Bangur and Mr. Shreeyash Bangur.

Name of the Directors	Relationship between directors
Mr. Lakshmi Niwas Bangur	Spouse of Mrs. Alka Devi Bangur and Father of Mr. Shreeyash Bangur
Mrs. Alka Devi Bangur	Spouse of Mr. Lakshmi Niwas Bangur and Mother of Mr. Shreeyash Bangur
Mr. Shreeyash Bangur	Son of Mr. Lakshmi Niwas Bangur and Mrs. Alka Devi Bangur

e. Number of shares and convertible instruments held by non-executive directors

The details of Shares of the Company held by Non-Executive Directors are as follows:

Name	No. of Shares
Mr. Lakshmi Niwas Bangur	25,481
Mr. Harischandra Maneklal Parekh	NIL
Mr. Pudugramam Ramachandran Ramakrishnan	300
Mr. Narasimhan Swaminathan	150
Mr. Ashok Kumar Bhargava	NIL
Mr. Gaurav Jalan	NIL

The non-executive directors of the Company do not hold any convertible instruments in the Company.



f. Familiarization Programme for Independent Directors

At the time of appointment of an Independent Director, formal letter of appointment is given to them, which inter-alia explains the role, functions, duties and responsibilities expected from them as an Independent Director of the Company. Further, with a view to familiarize them with the Company's operations, an induction kit was also provided to the Independent Directors of the Company. Moreover, the Directors were also explained in detail the compliances required from them under the Companies Act, 2013 and Listing Regulations, 2015

Further, on an ongoing basis, the Independent Directors were regularly provided with documents, reports and other internal policies of the Company to familiarise them with the Company's policies, procedures and practices. Periodic presentations are made at the Board/ Committee Meetings on the Company's operations, expansion, developments and various statutory compliances. A visit to the factories was arranged for the directors to have first-hand information about the manufacturing operations.

Field visits were also arranged for the Independent Directors. They were apprised about the plucking operations, cultural practices like fertiliser application, spraying of chemicals to control pests and diseases, functioning of drip irrigation etc. They were taken around nurseries, replanted areas, check dam, areas where minor produces are grown etc. Further, they were apprised about the productivity, labour related matters, overall power consumption, cost savings and environmental protection activities undertaken by the factories.

The details of the Familiarization Programme has been disclosed on the website of the Company at <https://www.periatea.com/wp-content/uploads/2023/05/Details-of-Familiarization-Programme-2022-23.pdf>

g. Skill, Competence and Expertise of Board of Directors

Sl. No	Skill, Competence and Expertise	Mr. Lakshmi Niwas Bangur	Mrs. Alka Devi Bangur	Mr. Shreeyash Bangur	Mr. Harischandra Maneklal Parekh	Mr. Pudugramam Ramachandran Ramakrishnan	Mr. Narasimhan Swaminathan	Mr. Ashok Kumar Bhargava	Mr. Gaurav Jalan
1	Industry experience including its entire value chain and in depth experience in corporate strategy and planning and Marketing	√	√	√	√	–	√	√	√
2	Understanding of the relevant laws, rules and regulations, policies applicable to Tea Industry	√	√	√	√	√	–	√	√
3.	Experience in finance, tax , Investment, risk management, legal, compliance and corporate Governance	√	–	√	√	√	–	√	√
4.	Experience in Human Resource Management, communication and Information technology	√	–	√	–	–	–	–	√
5.	Leadership Quality including integrity and high ethical standards	√	√	√	√	√	√	√	√
6.	Social welfare orientation	√	√	√	√	√	√	√	√

h. Separate meeting of the Independent Directors

The Independent Directors meeting was held on 4th February, 2023 without the attendance of Non-Independent Directors and members of Management. The Independent Directors reviewed the performance of Non-Independent Directors and to assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

i. Independent Directors Confirmation by the Board

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 and Regulation 16(1)(b) of the Listing Regulations. In the opinion



of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations.

j. Detailed reason for the Resignation of Independent Director

No Independent Director resigned from the Company during the Financial Year 2022-2023.

3. Committees of the Board

At present, the Board has 4 Committees:

- a. Audit Committee.
- b. Nomination and Remuneration Committee.
- c. Stakeholders Relationship Committee.
- d. Corporate Social Responsibility Committee.

The Board constitutes the committees and defines their terms of reference. The members of the committees are co-opted by the Board.

a. Audit Committee

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. The primary objective of the Committee is to monitor and provide effective supervision of the financial reporting process to ensure reliability and timeliness of disclosures while ensuring integrity and quality of the reports.

Brief description of terms of reference of Audit Committee as per the Charter approved by the Board:

Powers of Audit Committee

The powers of Audit Committee include the following:

1. To investigate any activity within its terms of reference.
2. To seek information required from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee includes the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors except those which are specifically prohibited;
4. Reviewing, with the management, and examination of the financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings



- e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Modified opinion(s) in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or Qualified Institutional Placement, and making appropriate recommendations to the Board to take up steps in this matter;
 7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the company with related parties and scrutiny of the method used to determine the arm's length price of any transaction;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the Whistle Blower mechanism;
 19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
 20. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision.
 21. Reviewing the compliance of internal control as required under the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.



22. Carrying out any other function as may be delegated by the Board of Directors from time to time or as may be required by applicable law or as is mentioned in the terms of reference of the audit committee.
23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Review of information by Audit Committee

1. The Audit Committee shall mandatorily review the following information:
 - a. Management discussion and analysis of financial condition and results of operations;
 - b. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - c. Internal audit reports relating to internal control weaknesses; and
 - d. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
 - e. Statement of deviations:
 - i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulations 32(1).
 - ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

Composition

The Board has constituted a well-qualified Audit Committee. All the members of the Committee are Non-Executive Directors with majority of them being Independent Directors including the Chairman as required under Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. The Company Secretary of the Company acts as the Secretary of the Committee.

The members of the Audit Committee as on 31st March 2023 comprised of:

Name of the Director	Designation	Category
Mr. Pudugramam Ramachandran Ramakrishnan	Chairman	Independent Non Executive
Mr. Lakshmi Niwas Bangur	Member	Promoter Non Executive
Mr. Harischandra Maneklal Parekh	Member	Independent Non Executive
Mr. Narasimhan Swaminathan	Member	Independent Non Executive
Mr. Ashok Kumar Bhargava	Member	Independent Non Executive

Meetings

During the year under review, the Audit Committee met 4 (four) times on 28th May, 2022, 5th August, 2022, 29th October, 2022 and 4th February, 2023.

Attendance of each member is given below:

Name of the Director	No. of meeting held	No. of Meetings attended
Mr. Pudugramam Ramachandran Ramakrishnan	4	2
Mr. Lakshmi Niwas Bangur	4	4
Mr. Harischandra Maneklal Parekh	4	3
Mr. Narasimhan Swaminathan	4	1
Mr. Ashok Kumar Bhargava	4	4



b. Nomination & Remuneration Committee

The Nomination & Remuneration Committee reviews and determines the Company's policy on managerial remuneration and recommends to the Board on the specific remunerations of Executive Directors and Key Managerial Persons, so as to ensure that they are fairly rewarded for their individual contributions to the Company's overall performance and their remuneration is in line with the industry standards.

The main objective of the Nomination & Remuneration Committee are:

- a) To set criteria for determining qualifications, positive attributes and independence of a director, and remuneration of the Executives.
- b) To enable the Company to attract, retain and motivate highly qualified members for the Board and other executive level to run the Company successfully.
- c) To enable the Company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.
- d) To ensure that the interests of Board members & senior executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the "pay-for-performance" principle.
- e) To ensure that remuneration to directors, KMP and senior management employees of the Company involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Brief description of terms of reference of Nomination & Remuneration Committee as per the Charter approved by the Board:

- I. To formulate criteria for:
 - a. determining qualifications, positive attributes and independence of a director;
 - b. evaluation of performance of independent directors and the Board of Directors.
- II. To devise the following policies on:
 - a. remuneration including any compensation related payments of the directors, key managerial personnel and other employees and recommend the same to the Board of the Company;
 - b. Board diversity laying out an optimum mix of executive, independent and non-independent directors keeping in mind the needs of the Company.
- III. To identify persons who are qualified to:
 - a. become directors in accordance with the criteria laid down, and recommend to the Board the appointment and removal of directors;
 - b. be appointed in senior management in accordance with the policies of the Company and recommend their appointment or removal to the HR Department and to the Board.
- IV. To specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
- V. To carry out evaluation of the performance of every director of the Company;
- VI. To express opinion to the Board that a director possesses the requisite qualification(s) for the practice of the profession in case the services to be rendered by a director are of professional nature.
- VII. To decide whether to extend or continue the term of appointment of the independent director, on the basis of report of performance evaluation of independent directors;



VIII. To recommend to the board, all remuneration, in whatever form, payable to senior management.

IX. To carry out such other business as may be required by applicable law or delegated by the Board or considered appropriate in view of the general terms of reference and the purpose of the Nomination and Remuneration Committee.

X. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
- b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
- c. consider the time commitments of the candidates.]

The Nomination and Remuneration policy of the Company is annexed to the Board's Report and can also be accessed on the Company's website www.periatea.com.

Composition

The Board has constituted a well-qualified Nomination and Remuneration Committee. All the members of the Committee are Non-Executive Directors with majority of them being Independent Directors as required under Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

The members of the Nomination & Remuneration Committee as on 31st March 2023 comprised of:

Name of the Director	Designation	Category
Mr. Pudugramam Ramachandran Ramakrishnan	Chairman	Independent Non Executive
Mr. Lakshmi Niwas Bangur	Member	Promoter Non Executive
Mr. Harischandra Maneklal Parekh	Member	Independent Non Executive
Mr. Narasimhan Swaminathan	Member	Independent Non Executive

Meetings

During the year 2022-23, Nomination and Remuneration Committee met on 28th May, 2022 & 28th October, 2022.

Attendance of each member is given below:

Name of the Director	No. of meeting held	No. of Meetings attended
Mr. Pudugramam Ramachandran Ramakrishnan	2	2
Mr. Lakshmi Niwas Bangur	2	1
Mr. Harischandra Maneklal Parekh	2	1
Mr. Narasimhan Swaminathan	2	2

Performance evaluation criteria for Independent Directors

On the advice of the Board of Directors and the Nomination and Remuneration Committee and in consonance with Guidance Note on Board Evaluation issued by SEBI through circular number SEBI/HO/CFD/CMD/CIR/P/2017/004 dated January 5, 2017, the Company formulated criteria for evaluation of the performance of the Board of Directors, its committees, Independent Directors, Non-Independent Directors. Based on those criteria, performance evaluation has been done.

Details of the performance evaluation of Board of Directors of the Company including Independent Directors is provided in the Directors' Report forming part of the Annual Report of the Company.

**Remuneration Policy:**

The Board of Directors of the Company has approved and adopted the Nomination and Remuneration Policy of the Company. The said Policy which includes the criteria for making payment to Non-Executive Directors can be viewed at the website of the Company www.periatea.com.

c. Stakeholders Relationship Committee

The Committee is responsible for the satisfactory redressal of investors' complaints pertaining to the transfer/transmission of shares, non-receipt of Annual Reports, dividend payments, issue of duplicate share certificates and other miscellaneous complaints. In addition to above the Committee also looks into other issues including status of dematerialization/re-materialization of shares as well as system and procedures followed to track investor complaints and suggest matter for improvement from time to time.

Brief description of terms of reference of Stakeholders Relationship Committee as per the Charter approved by the Board:

1. To ensure proper and timely attendance and redressal of grievances of security holders of the Company in relation to:
 - a. Transfer/transmission of shares,
 - b. Non-receipt of annual reports,
 - c. Non-receipt of declared dividends,
 - d. All such complaints directly concerning the shareholders / investors as stakeholders of the Company; and
 - e. Any such matters that may be considered necessary in relation to shareholders and investors of the Company.
2. Reviewing the measures taken for effective exercise of voting rights by shareholders.
3. Reviewing the adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
5. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from the shareholders from time to time;
6. To review and / or approve applications for transfer, transmission, transposition and mutation of share certificates including issue of duplicate certificates and new certificates on split / sub-division / consolidation / renewal and to deal with all related matters as may be permissible under applicable law.
7. To review and/or approve requests of dematerialization and rematerialisation of securities of the Company and such other related matters;
8. Appointment and fixing of remuneration of RTA and overseeing their performance;
9. Review the status of the litigation(s) filed by/against the security holders of the Company;
10. Review the status of claims received for unclaimed shares;
11. Recommending measures for overall improvement in the quality of investor services;
12. Review the impact of enactments/ amendments issued by the MCA/ SEBI and other regulatory authorities on matters concerning the investors in general;
13. Such other matters as per the directions of the Board of Directors of the Company and/ or as required under Regulation 20 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time.



14. Any other issue within the terms of reference.

Composition

The Board has constituted a well-qualified Stakeholders' Relationship Committee. All the members of the Committee are Non-Executive Directors with majority of them being Independent Directors as required under Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

The members of the Committee as on 31st March, 2023 comprised of:

Name of the Director	Designation	Category
Mr. Lakshmi Niwas Bangur	Chairman	Promoter Non Executive
Mr. Pudugramam Ramachandran Ramakrishnan	Member	Independent Non Executive
Mr. Narasimhan Swaminathan	Member	Independent Non Executive
Mr. Ashok Kumar Bhargava	Member	Independent Non Executive

The Board has designated Mr. Saurav Singhania, Company Secretary as Compliance Officer.

Meetings

During the year, the Stakeholders Relationship Committee met 4 (four) times on 28th May, 2022, 5th August, 2022, 29th October, 2022 and 4th February, 2023.

Attendance of each member is given below:

Name of the Director	No. of meeting held	No. of Meetings attended
Mr. Lakshmi Niwas Bangur	4	4
Mr. Pudugramam Ramachandran Ramakrishnan	4	2
Mr. Narasimhan Swaminathan	4	1
Mr. Ashok Kumar Bhargava	4	4

The status of complaints received from the investors during the financial year 2022-23 is furnished below:

Complaints pending as on 1st April 2022	Nil
Complaints received during the year	2
Complaints resolved during the year	2
Complaints pending as on 31st March 2023	Nil

SEBI Complaints redress System (SCORES)

The Company has registered with "SCORES" as per SEBI Circular CIR/OIAE/1/2014 dated December 18, 2014 in order to update the status of Investors Complaints. There were no complaint pending on SCORES portal as on 31st March, 2023.

d. Corporate Social Responsibility Committee

The Company has constituted a CSR Committee as required under Section 135 of the Companies Act, 2013. The Committee has overall responsibility for: (i) identifying the areas of CSR activities; (ii) recommending the amount of expenditure to be incurred on the identified CSR activities; (iii) implementing and monitoring the CSR policy from



time to time; and (iv) coordinating with Company or such other agency in implementing programs and executing initiatives as per CSR policy of the Company. The purpose and responsibilities of the Committee shall include such other items/matters prescribed under applicable law or prescribed by the Board in compliance with applicable law from time to time.

The Committee is also responsible for reporting progress of various initiatives and in making appropriate disclosures on a periodic basis.

Brief description of terms of reference of Corporate Social Responsibility Committee as per the Charter approved by the Board:

- a) To formulate and recommend to the Board a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- b) To recommend the amount of expenditure to be incurred on the activities undertaken.
- c) To monitor CSR Policy of the Company from time to time.
- d) Evaluate the social impact of the Company's CSR Activities;
- e) Review the Company's disclosure of CSR matters;
- f) Submit a report on CSR matters to the Board at such intervals and in such format as may be prescribed;
- g) Consider other functions, as defined by the Board or as may be stipulated under any law, rule or regulation including the Listing Regulations, Corporate Social Responsibility Voluntary Guidelines, 2009 and the Companies Act, 2013.

The Company's CSR Policy is uploaded on the website of the Company www.periatea.com

Composition

The Composition of the Committee is Comprised of Non-Executive and Executive member as per the provisions of section 135 of the Companies Act, 2013.

The members of the Committee as on 31st March, 2023 comprised of:

Name of the Director	Designation
Mr. Lakshmi Niwas Bangur	Chairman
Mr. Pudugramam Ramachandran Ramakrishnan	Member
Mr. Narasimhan Swaminathan	Member
Mr. Shreeyash Bangur	Member

Meetings

During the year under review, the Committee met on 28th May, 2022, 5th August, 2022, 29th October, 2022 and 4th February, 2023.

Attendance of each member is given below:

Name of the Director	No. of meeting held	No. of Meetings attended
Mr. Lakshmi Niwas Bangur	4	4
Mr. Pudugramam Ramachandran Ramakrishnan	4	Nil
Mr. Narasimhan Swaminathan	4	Nil
Mr. Shreeyash Bangur	4	4



4. Remuneration of Directors

a) Remuneration to Executive Directors

The details of remuneration paid to Mrs. Alka Devi Bangur, Managing Director and Mr. Shreeyash Bangur, Deputy Managing Director during the financial year 2022-23 are given below:

Name	Designation	All elements of remuneration package, i.e. salary, benefits, bonuses, pension etc. for the year ended 31st March, 2023 (Amount In Lakhs)	
Mrs. Alka Devi Bangur	Managing Director	Salary and Allowances	36.00
		Perquisites	3.38
		Contribution to Provident Fund	2.70
Mr. Shreeyash Bangur	Deputy Managing Director	Salary and Allowances	24.00
		Perquisites	1.80
		Contribution to Provident Fund	1.44

a. Service Contract:

- (i) **Mrs. Alka Devi Bangur:** For a period of three years w.e.f. 17th September, 2020. The Board of Directors at its Meeting held on 15th June, 2020 approved the re-appointment of Mrs. Alka Devi Bangur as the Managing Director of the Company for a further period of 3 years w.e.f. 17th September, 2020 and the same was also approved by the shareholders at the Annual General Meeting of the Company held on 28th September, 2020.
- (ii) **Mr. Shreeyash Bangur :** For a period of three years w.e.f. 5th November, 2020. The Board of Directors at its Meeting held on 15th June, 2020 approved the re-appointment of Mr. Shreeyash Bangur as the Deputy Managing Director of the Company for a further period of 3 years w.e.f. 5th November, 2020 and the same was also approved by the shareholders at the Annual General Meeting of the Company held on 28th September, 2020.

b. Notice Period: Three Months' notice from either side

c. Severance Fees: None

d. Stock Options: None

b) Remuneration to Non-Executive Directors

Name	Business relationship with the company	Sitting Fees (Amount in Rs.)	Commission	Total
Mr. Lakshmi Niwas Bangur	Promotor Non Executive	40000	—	40000
Mr. Harischandra Maneklal Parekh	Independent Director	30000	—	30000
Mr. Pudugramam Ramachandran Ramakrishnan	Independent Director	25000	—	25000
Mr. Narasimhan Swaminathan	Independent Director	15000	—	15000
Mr. Ashok Kumar Bhargava	Independent Director	45000	—	45000
Mr. Gaurav Jalan	Independent Director	20000	—	20000



The Company does not pay any performance incentive or severance fees. Apart from the abovementioned remuneration, the Company had no pecuniary relationship or transactions with the Non-Executive Directors during the financial year 2022-23.

In compliance with the requirements of Companies Act, 2013 and Rules made there under and pursuant to Regulation 19 of the SEBI (LODR) Regulations, 2015 read with Schedule II Part D to the said Regulations, the Board of Directors has a Nomination and Remuneration Policy for its Directors, including Non-Executive Directors, Key Managerial Personnel and other employees of the Company which is also made available on the website of the Company at <https://www.periatea.com/investors/>

None of the Directors hold any stock option in the Company.

5. General Body Meetings

a) The location and time of the last three Annual General Meetings held are given as under:

Year	Date	Time	Venue
2019-20	28.09.2020	10:30 A.M.	Annual General Meeting through Video conferencing/ Other Audio Visual Means Facility (Deemed Venue for Meeting: Registered Office, 7, Munshi Premchand Sarani, Hastings, Kolkata-700022)
2020-21	24.09.2021	10:30 A.M.	Annual General Meeting through Video conferencing/ Other Audio Visual Means Facility (Deemed Venue for Meeting: Registered Office, 7, Munshi Premchand Sarani, Hastings, Kolkata-700022)
2021-22	24.09.2022	10:30 A.M.	Annual General Meeting through Video conferencing/ Other Audio Visual Means Facility (Deemed Venue for Meeting: Registered Office, 7, Munshi Premchand Sarani, Hastings, Kolkata-700022)

b) Special Resolution passed in the previous three Annual General Meetings

Date	Description of Special Resolution passed
28.09.2020	1. Special Resolution for Re-appointment of Mrs. Alka Devi Bangur as Managing Director of the Company. 2. Special Resolution for Re-appointment of Mr. Shreeyash Bangur as Deputy Managing Director of the Company. 3. To approve Private Placement of Redeemable Non Convertible Debentures.
24.09.2021	NIL
24.09.2022	NIL

c) No Extra-Ordinary General Meeting was held during the year under review.

d) Postal Ballot: No resolution was passed through Postal Ballot during the Financial Year 2022-23.

Presently the Board of Directors at their meeting held on 14th April, 2023 proposed to pass the following Resolution through Postal Ballot. Accordingly, the Company had sought the approval of the shareholders by way of Special Resolution through Postal Ballot through Remote e-Voting process vide their Notice dated 14th April, 2023. The result of Postal ballot is under process.

Type of Resolution	Matter
Special	Re-appointment of Mr. Ashok Kumar Bhargava (DIN:00640248) as an Independent - Non-Executive Director for a second term of 5(five) consecutive years.



6. Means of Communication

a. Financial Results

The Quarterly, Half Yearly and Annual Financial Results of the Company are sent to the Stock Exchanges immediately after these are approved by the Board. These are also published in the prescribed proforma within 48 hours of the conclusion of the meeting of the Board in which they are considered in English newspaper circulation the whole or substantially the whole of India and in one vernacular newspaper of the State where the registered office of the Company is situated [i.e. in Business standard/Financial Express (All India edition) and Ekdin (Bengali)].

These results are simultaneously posted on the website of the Company at <https://www.periatea.com/> and also uploaded on the website of the Stock Exchange where the Shares of the Company are listed i.e., National Stock Exchange of India Limited.

The Company has no official news releases and also has not made any presentations to institutional investors or to the analysts during the year.

b. Annual Report

Annual Report containing, inter alia, Audited Annual Accounts, Directors' Report, Corporate Governance Report, Management Discussion & Analysis Report, and other relevant/important information is circulated to members and other entitles.

c. E-mail IDs for Shareholders/Investors

Investors may send their query/feedback to periatea@lnbgroup.com

7. General Shareholder Information

Date, time and venue of the Annual General Meeting

Particulars	Date & Time	Venue
110th Annual General Meeting	26.09.2023 10.30 AM	Annual General Meeting through Video conferencing / Other Audio Visual Means Facility (Deemed Venue for Meeting: Registered Office, 7, Munshi Premchand Sarani, Hastings, Kolkata-700022)

Financial Year : The Company follows 1st April to 31st March as its Financial Year.

Financial Calendar for FY 2023-24 (tentative and subject to change)

Particulars of meeting	On or before
Unaudited Financial Results for the quarter ending 30th June 2023	14th August 2023
Unaudited Financial Results for the quarter ending 30th September 2023	14th November 2023
Unaudited Financial Results for the quarter ending 31st December 2023	14th February 2023
Audited Financial Results for the year ending 31st March 2024	30th May 2024

Date of book closure for payment of dividend : 20th September, 2023 to 26th September, 2023 (both days inclusive)

Date of payment of equity dividend : Dividend shall be paid to all the eligible shareholders within 30 days from the date of Annual General Meeting.

Listing on Stock Exchanges

The Company's Shares are listed in the following Stock Exchange:

- National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G
Bandra Kurla Complex, Bandra East
Mumbai – 400 051



The Company has paid the annual listing fees to the above mentioned Stock Exchange.

Stock Code

National Stock Exchange of India Limited	PKTEA
ISIN (for Demat)	INE431F01018

Depositories Connectivity

National Securities Depository Limited (NSDL)

Central Depository Services Limited (CDSL)

The custodian fees has been duly paid to NSDL and CDSL for the financial year 2022-23.

Details of monthly high and low quotations of the equity shares of the company traded on National Stock Exchange of India Limited during the financial year 2022-23 with performance in comparison to broad based indices:

Month	PKTEA NSE (Rs.)			NSE NIFTY (Rs.)		
	High	Low	Month Close	High	Low	Month Close
April 2022	324.50	276.60	298.85	18114.65	16824.70	17102.55
May 2022	300.00	251.05	274.35	17132.85	15735.75	16584.55
June 2022	337.95	272.00	300.00	16793.85	15183.40	15780.25
July 2022	321.60	278.00	290.05	17172.80	15511.05	17158.25
August 2022	325.00	261.60	305.00	17992.20	17154.80	17759.30
September 2022	337.00	280.25	297.50	18096.15	16747.70	17094.35
October 2022	318.00	250.00	265.50	18022.80	17959.20	18012.20
November 2022	282.95	237.00	247.60	18816.05	17774.25	18758.35
December 2022	271.00	233.50	250.95	18887.60	17779.50	18105.30
January 2023	254.85	225.00	246.65	18251.95	17405.55	17662.15
February 2023	261.85	221.00	250.95	18134.75	16828.35	17303.95
March 2023	334.00	250.10	292.55	17799.95	16913.75	17359.75

The securities of the Company are not suspended at National Stock Exchange of India Limited.

Registrar and Share Transfer Agents

SKDC Consultants Limited

"Surya", 35, Mayflower Avenue, Behind Senthil Nagar,

Sowripalayam Road, Coimbatore - 641028

Tel No +91(422) 4958995, 2539835, 2539836

Fax No +91 (422) 2539837

Email: info@skdc-consultants.com

Share Transfer System

The Company's listed securities can be transferred only in dematerialised form. Further, SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has mandated all listed companies to issue securities only in dematerialised form, while processing requests for issue of duplicate security certificate, claim against Unclaimed Suspense Account, renewal/ exchange of security certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. Transfer of equity shares in electronic form is effected through the Depositories with no involvement of the Company.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 mandated all holders of physical securities in listed companies to update their KYC by furnishing the following documents/details to the RTA



- Register the PAN through form ISR – 1
- Compulsory linking of PAN and Aadhaar
- Nomination in form SH-13 or cancellation or variation in nomination through Form SH-14
- Declaration to Opt-out Nomination through Form ISR – 3 after cancelling his existing nomination, if any, through Form SH-14
- Bank account particulars through form ISR-2
- Specimen signature update
- All the above forms are available on the website of the Company's Registrar and Share Transfer Agent

The folios wherein any one of the cited document/ details as above are not available on or after October 01, 2023, shall be frozen by the RTA

The Company obtains a certificate of compliance in respect of share transfer from a Practicing Company Secretary pursuant to Regulation 40(9) of the SEBI (LODR), Regulations, 2015.

Distribution of Equity Shareholding as on 31st March 2023

Slab of shareholdings	Shareholders		Shares	
	Number of shareholders	% of Shareholders	Number of shares	% of Shareholding
1 – 500	3463	91.13	347617	11.23
501 – 1000	192	5.05	132920	4.29
1001 – 2000	88	2.31	120401	3.89
2001 – 3000	17	0.44	41930	1.35
3001 – 4000	4	0.10	13140	0.42
4001 – 5000	4	0.10	17906	0.58
5001 – 10000	11	0.28	83008	2.68
10001 and above	21	0.55	2338957	75.55
Total	3800	100.00	3095879	100.00

Category of Shareholders as on 31st March 2023

S. No.	Category	Number of shares	%
A	Indian Promoters & Promoters Group	1886377	60.932
B	Public Shareholding		
	1. Institutions		
	a) Financial Institutions / banks	3818	0.123
	b) Insurance Companies	114941	3.713
	c) Central / State Governments	18477	0.596
	d) Foreign Portfolio Investors	—	—
	2. Non Institutions		
	a) Bodies Corporate	85530	2.762
	b) Individuals	805784	26.027
	c) Others	180952	5.845
	Total Public Shareholding (1 + 2)	1209502	39.068
	Total (A + B)	3095879	100.000

**Dematerialisation of shares as on 31st March 2023**

S. No.	Name of the Depository	Number of shares dematerialised	% on Equity Share Capital
A	National Securities Depository Limited	1803052	58.24
	Central Depository Services (India) Limited	1100092	35.53
	Total	2903184	93.77
B	Physical	192735	6.23
	Total	3095879	100.00

Outstanding GDRs/ ADRs/Warrants or conversion Instruments, conversion date and likely impact on equity:

No GDRs' ADRs' or Warrants have been issued by the Company during the year.

Commodity price risk or foreign exchange risk and hedging activities

During the financial year ended 31st March 2023, the Company did not engage in commodity or hedging activities.

Estate Location

- | | |
|---|--|
| 1. Karamalai Estate
Karamalai Bazaar Post
Valparai - 642 130 | 2. Akkamalai Estate
Akkamalai Branch P.O.
Valparai - 642 127 |
| 3. Vellamalai Estate
Karamalai,
Bazaar Post
Valparai - 642 130 | 4. Nadumalai Estate
Valparai - 642 127 |

Wind Mill Location

Aralvaimozhi, Muppandal. Kanyakumari District, Tamil Nadu

Solar Power Project

Kudipatty Village, Peraiyur Taluk, Madurai District, Tamil Nadu

Address for Correspondence**Head Office:**

The Chief Executive Officer
The Peria Karamalai Tea & Produce Company Limited
"PANCHRATN", No. 286, Race Course Road, Coimbatore - 641 018

Registered Office:

The Company Secretary
The Peria Karamalai Tea & Produce Company Limited
7, Munshi Premchand Sarani, Hastings
Kolkata - 700 022

Email ID for Investor Grievance Redressal: periatea@lnbgroup.com

Credit Rating

The Company has not issued debt instruments and not involved in mobilization of funds under any fixed deposit programme or any scheme or proposal. Therefore, the requirement of obtaining Credit Rating is not applicable to the Company.



8. Other Disclosures

a. Disclosure on materially significant related party transactions that may have potential conflict with the interests of listed entity at large

All related party transactions are entered on an arm's length basis in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act 2013 and the SEBI (LODR) Regulations, 2015. There were no materially significant related party transactions made by the Company with the Promoter Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large. The details of transactions with related parties are provided in the Company's financial statements in accordance with the applicable Accounting Standards.

The details of related party transaction are disclosed in note no 31 attached to and forming part of the accounts.

The Related Party Transaction Policy as approved by the Board of Directors is uploaded on the Company's website at <https://www.periatea.com/investors/>.

b. Details of non-compliance by the listed entity, penalties and strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years

There were no penalties, strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

c. Details of establishment of Vigil Mechanism, Whistle Blower Policy, and affirmation that no personnel has been denied access to the audit committee

The Company has adopted a Whistle Blower Policy to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior actual or suspected fraud or violation of the Company's code of conduct. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

The Whistle Blower Policy has been posted on the website of the Company www.periatea.com.

Your Company hereby affirms that no complaints were received during the year under review and no personnel has been denied access to the audit committee in this regard.

d. Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with all mandatory requirements specified in regulation 17 to 27 and clauses of (b) to (i) of Regulation 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also adopted the following non-mandatory requirements of sub-regulation (1) of Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- i. Non -Executive Chairman Office: Chairman office is separate from that of the Managing Director
- ii. Shareholders Rights: The quarterly, half yearly and annual financial results of the Company are published in the newspapers on an all India basis and are also posted on the Company's website. Further significant events are informed to the Stock Exchange from time to time and then the same is also posted on the website of the Company. The complete Annual Report is sent to every shareholder of the Company.
- iii. Audit Qualification: The Company's financial statement for the year 2022-23 does not contain any audit qualification.
- iv. Separate posts of Chairman and CEO: The Company has appointed separate persons to the post of Chairman and Managing Director or Chief Executive Officer.
- v. Reporting to Internal Auditor: The Internal Auditor reports to the Audit Committee.

**e. Web link where policy for determining material subsidiaries is disclosed:**

The Company does not have any material subsidiary. The policy for determining material subsidiaries is available on the website of the Company <https://www.periatea.com/investors/>.

f. Web link where policy for related party transactions is disclosed:

The policy for Related Party Transactions is available on the website of the Company <http://www.periatea.com/investors>.

g. Disclosure of Commodity Price Risk and Commodity Hedging activities:

The Company has not dealt in Commodity Hedging activities therefore not threatened by any Commodity Price Risk.

h. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)

The Company has not raised any funds through preferential allotment or qualified institutions placement during the Financial Year ended March 31, 2023.

i. Certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of corporate affairs or any such statutory authority

The Company has obtained a certificate from a Company Secretary in Practice stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by SEBI or Ministry of Corporate Affairs or any such statutory authority.

j. Declaration that the board has accepted all recommendation of any committee of the board which is mandatorily required, in the financial year ended March 31, 2023.

There has been no such incidence where the Board has not accepted the recommendation of the Committees of the Company during the year under review.

k. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

The total fees paid, on a consolidated basis, during the year by the Company to M/s. Jayaraman & Krishna, Statutory Auditors, aggregate Rs 2.65 lakhs till 31st March, 2023.

The Statutory Auditor is not a part of any other entity in the network firm/network entity.

Details relating to fees paid to the Statutory Auditors are given in Note 30 to the Consolidated Financial Statements.

l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Sl. No	Particulars	Status
1.	Number of Complaints filed during the financial year	NIL
2.	Number of Complaints disposed of during the financial year	NIL
3.	Number of Complaints pending as on end of the financial year	NIL

m. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount':

Details of Loans and advances (being in the nature of loans) provided by the Company to firms/companies in which its directors are interested are given in the note no. 8 to the Consolidated Financial Statement forming part of the report and accounts.



n. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.

During the year under review, the Company does not have any material subsidiary.

o. Non- Compliance of any requirement of Corporate Governance report of sub- paras (2) to (10) of SEBI (LODR) Regulations, 2015, with reasons thereof shall be disclosed

The Company has complied with the requirements of Schedule V Corporate Governance Report sub paras (2) to (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Certificate obtained from a Statutory Auditor, M/s Jayaraman & Krishna, Chartered Accountant that the Company has complied with the conditions of Corporate Governance is annexed to the 'Report of the Board of Directors forming part of the Annual Report.

9) Code of conduct for Directors and Senior Management Personnel

The Company has adopted a Code of Business Conduct and Ethics for its Directors and Senior Management Personnel. The same has been posted on the website of the Company viz., <https://www.periatea.com/code-of-conduct/>. All Board Members and Senior Management Personnel have affirmed their compliance with the code of conduct for the year under review.

A declaration to that effect signed by the Chief Executive Officer of the Company pursuant to Schedule V (D) of the Listing Regulations, 2015 is attached and forms part of the Annual Report of the Company.

10) Disclosure with respect to demat suspense account/unclaimed suspense account

- a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: NIL
- b) Number of shareholders who approached listed entity for transfer of shares from Suspense account during the year : NIL
- c) Number of shareholders to whom shares were transferred from suspense account during the year: NIL
- d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year : NIL
- e) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: NIL



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and clause (10)(i) of Para C of Schedule V of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
The Peria Karamalai Tea & Produce Company Limited
7, Munshi Premchand Sarani, Hastings,
Kolkata, West Bengal- 700022.

We, M/s Vinod Kothari & Company, have examined the relevant registers, records, forms, returns and disclosures received from the directors of The Peria Karamalai Tea & Produce Company Limited having CIN L01132WB1913PLC220832 and having registered office at 7, Munshi Premchand Sarani, Hastings, Kolkata, West Bengal -700022 (hereinafter referred to as the 'Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with clause (10)(i) of Para C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the directors on the Board of the Company as stated below for the financial year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name of the director	Director Identification Number
1.	Mr. Lakshmi Niwas Bangur	00012617
2.	Mr. Shreeyash Bangur	00012825
3.	Mrs. Alka Devi Bangur	00012894
4.	Mr. H M Parekh	00026530
5.	Mr. P R Ramakrishnan	02715749
6.	Mr. N Swaminathan	02743671
7.	Mr. Ashok Kumar Bhargava	00640248
8.	Mr. Gaurav Jalan	00111070

Ensuring the eligibility for the appointment / continuity of every director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M/s Vinod Kothari & Company**
Company Secretaries in Practice
Unique Code : P1996WB042300

Pammy Jaiswal

Partner

Membership No.: A48046

CP No.: 18059

UDIN: A048046E000326115

Peer Review Certificate No.: 781/2020

Place : Kolkata

Date : 17-05-2023

**Declaration by the CEO under Regulation 26 (3) read with Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Compliance with Code of Conduct**

To

The Members of
The Peria Karamalai Tea & Produce Co. Ltd.

In accordance with Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended on March 31, 2023.

For The Peria Karamalai Tea & Produce Co. Ltd.

Place : Kolkata

Date : 17.05.2023

S K Singh

Chief Executive officer

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
The Peria Karamalai Tea & Produce Co. Ltd.,
Coimbatore

We have examined the compliance of conditions of Corporate Governance by **The Peria Karamalai Tea & Produce Company Limited** ("The Company"), for the year ended March 31, 2023 as per relevant Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on certification of Corporate Governance issued by the Institute of Chartered Accountants of India and the

Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India, which requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standards on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in the relevant Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as applicable during the year ended 31 March 2023. We state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For JAYARAMAN & KRISHNA

Chartered Accountants

ICAI Firm Registration No.011185S

S. KRISHNA MOORTHY

Partner

Membership No. 200826

UDIN: 23200826BGTIOU1992

Coimbatore

17th May 2023



**CERTIFICATE FURNISHED BY THE CHIEF EXECUTIVE OFFICER AND THE CHIEF FINANCIAL OFFICER
PURSUANT TO REGULATION 17(8) OF SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENTS)
REGULATIONS 2015**

To

The Board of Directors
The Peria Karamalai Tea & Produce Co. Ltd

- (a) We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2023 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee that:
- (i) there was no significant changes in internal control over financial reporting during the year;
 - (ii) there was no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements: and
 - (iii) there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Date : 17th May 2023

K Ashokan
Chief Financial Officer

S K Singh
Chief Executive Officer



INDEPENDENT AUDITORS' REPORT

To the Members of **The Peria Karamalai Tea and Produce Company Limited**

Report on the Audit of Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of **The Peria Karamalai Tea & Produce Company Limited ("the Company")** which comprises the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant 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 standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) rules 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2023, its loss and total comprehensive loss, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Ind AS financial statements 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 Standalone Ind AS 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone Ind AS 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 ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient

and appropriate to provide a basis for our Audit opinion on the standalone financial statements.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Standalone Ind AS Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS 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 standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained during the course of our 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.

Responsibilities of the Management and those charged with Governance for the Standalone Ind AS 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 standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the



Company in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS 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.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS 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 standalone Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the standalone Ind AS 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, with reference to Financial Statements 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 standalone Ind AS 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 standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit



work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone Ind AS financial statements.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. 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 statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit, 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.
 - 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 standalone Ind AS financial statements comply with the Indian 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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended.

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) 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 the impact of pending litigations on its financial position in its standalone Ind AS financial statements. [Refer Note No C (2) under "other notes to Ind AS Standalone financial statements"]
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.



iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

iv) a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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 (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding parties"), with

the understanding, whether recorded in writing or otherwise, that the Company shall, 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.

c) Based on such audit procedures that were 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 (a) and (b) contain any material misstatement.

v) The amount of dividend is in accordance with Section 123 of the Act.

a) The dividend proposed in the previous year and declared and paid by the Company during the year is in accordance with Section 123 of the Act.

b) The Board of Directors of the Company has proposed a dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting.

For JAYARAMAN & KRISHNA

Chartered Accountants
ICAI Firm Registration No.011185S

S. KRISHNA MOORTHY

Partner, Auditor
Membership No. 200826
(UDIN: 23200826BGTIPD1969)

Coimbatore
17th May 2023

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT**

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of The Peria Karamalai Tea and Produce Company Limited on the standalone financial statements for the year ended 31.03.2023

(i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

B. The Company has maintained proper records showing full particulars of intangible assets.

(b) The Property, Plant and Equipment, capital work-in-progress, and relevant details of right-of-use assets were physically verified in a phased manner during the year by the Management which, in our opinion, is reasonable having regard to the size of the Company and the nature of the assets. No material discrepancies were noticed on such physical verification

(c) Based on our examination of the registered sale deed / transfer deed provided to us, we report that, the title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its property, plant and equipment (including right-of-use- assets) and intangible assets during the year.

(e) There are no proceedings initiated or are pending against the Company for holding any Benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories.

(b) As disclosed in Note No. 18 under borrowings – para (1) to the Standalone Ind-AS Financial Statements, the Company has been sanctioned/ renewed working capital limits in excess of Rupees Five Crores in aggregate from banks/ financial institutions during the year on the basis of security of current assets/non-current assets of the Company. The quarterly returns/ statements filed by the Company with such banks and financial institutions are not in agreement with the unaudited books of account of the Company of the respective quarters.

(Rs. in crores)

Name of the Bank	Aggregate working capital limits sanctioned	Quarter ended	Amount of Inventory disclosed as per quarterly statement	Amount of Inventory as per books of account	Difference
HDFC Bank	Open Cash credit Rs 10.00 Crores	June 30, 2022	16.42	9.33	7.09
		September 30, 2022	13.99	5.92	8.07
		December 31, 2022	18.34	7.28	11.06
		March 31, 2023	20.75	6.97	13.78

Note : The differences are primarily due to inclusion of value of standing crops in the stock statement submitted to the Bank. The Bank has considered the value of standing crops for calculation of drawing power in open cash credit account.



- (iii) (a) The Company has granted unsecured loans, to companies, during the year, but not provided guarantee or security

Rs in lakhs

Particulars	Loans	Advances in nature of loans
A. Aggregate amount granted / provided during the year:		
- Subsidiaries	—	—
- Joint Ventures	—	—
- Associates	—	—
- Others	3,080.00	—
B. Balance outstanding as at balance sheet date in respect of above cases: *		
- Subsidiaries	—	—
- Joint Ventures	—	—
- Associates	—	—
- Others	4,250.00	—

- (b) The terms & conditions of the grant of all the above-mentioned loans and advances in the nature of loans during the year are, in our opinion, prima facie, are not prejudicial to the Company's interest.
- (c) The Company has granted loans which are re-payable on demand with a condition that interest are to be serviced as and when due. During the year the Company has not demanded such loans. Having regard to the fact that the repayment of principal has not been demanded by the Company, in our opinion the repayments of principal amounts, if any and receipts of interest are regular.
- (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) During the year the Company has renewed demand loans amounting Rs 50.00 lakhs, which was due for renewal.
- (f) The Company has granted Loans or advances in the nature of loans which are [repayable on

demand or without specifying any terms or period of repayment] details of which are given below:

Rs.in lakhs.

Particulars	All Parties*	Promo- ters*	Related Parties*
Aggregate of loans/ advances in nature of loans given during the year	3080.00	—	3080.00
- Repayable on demand (A)	3080.00	—	3080.00
- Agreement does not specify any terms or period of repayment (B)	—	—	—
Total (A+B)	3080.00		3080.00
Percentage of loans/ advances in nature of loans to the total loans	100		100
Aggregate outstanding as on 31.03.2023	4250.00		3960.00

- iv. (a) The Company has not advanced any loans to its directors or any other person in whom the directors are interested or given any guarantee or provided any security in connection with any loan taken by the directors or such other person as contemplated under section 185 of the Companies Act, 2013
- (b) In our opinion and according to the information and explanations given to us, provisions of Section 186 of the Companies Act 2013 in respect of investments made and guarantees given have been complied with by the Company.
- v. The Company has neither accepted any deposits from public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013, in respect of manufacture of tea as well as generation and transmission of electricity by the company. We have broadly reviewed the accounts and records of the Company in this connection and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however carried out a detailed examination of the same.



- vii. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, Income-tax, Goods and Services tax, Duty of Customs, Duty of Excise, Value Added Tax, cess and other statutory dues applicable to the Company.

There are no undisputed arrears of statutory dues which were outstanding as at 31 March 2023 for a period more than six months from the date they became payable.

- (b) The details of statutory dues referred to in sub-clause (a) above, which has not been deposited as on 31.03.2023 on account of dispute are given below.

Name of Statute	Nature of the Dues	Total Amount disputed (Rs.in lakhs)	Period to which the Amount Relates	Amount Paid (Rs. In lakhs)	Forum where Dispute is Pending
Nil					

- viii. There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

- ix. (a) The Company has not defaulted in the repayment of loans or other borrowings, or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared as willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has taken a term loan of Rs.2.33 Crores during the year and there are no unutilized term loans at the beginning of the year.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been

used during the year for long-term purposes by the Company.

- (e) On an overall examination of the financial statements of the Company, 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.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint ventures or associate companies. Hence, the requirement to report on clause (ix) (f) of the Order is not applicable to the Company
- x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x) (a) of the Order is not applicable.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x) (b) of the Order is not applicable to the Company.
- xi. (a) No fraud by the Company and no fraud on the Company 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 has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.
- (c) As represented to us by the Management, there are no whistle blower complaints received by the Company during the year.
- xii. In our opinion, the Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.



- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) The Internal Audit Reports of the Company issued till the date of the Audit Report, for the period under Audit have been considered by us.
- xv. According to the information and explanations given by the management and audit procedures performed by us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core Investment Company within the group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable to the Company.
- xvii. The Company has incurred Cash loss of Rs. 0.26 Crores during the financial year covered by our audit.
- xviii. There has been no resignation of the statutory auditors of the Company during the year and accordingly requirement to report on clause 3(xviii) of the Order is not applicable to the Company.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, (Asset Liability Maturity (ALM) pattern) other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing

has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not 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. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. (a) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub- section (6) of section 135 of the said Act. [Refer Note. No.16 of Standalone financial statements]. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.
- (b) There are no ongoing projects as specified in sub section (6) of Section 135 of Companies Act, 2013 and hence reporting under this clause is not applicable for the Company.
- xxi. According to the information and explanations given to us, and based on the CARO reports issued by the auditors of the subsidiaries, associates and joint ventures included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, provided to us by the Management of the Company and based on the identification of matters of qualifications or adverse remarks in their CARO reports by the respective component auditors and provided to us, we report that the auditors of such companies have not reported any qualifications or adverse remarks in their CARO report.

For JAYARAMAN & KRISHNA

Chartered Accountants
ICAI Firm Registration No.011185S

S. KRISHNA MOORTHY

Partner, Auditor
Membership No. 200826
(UDIN: 23200826BGTIPD1969)

Coimbatore
17th May 2023



Annexure - B to the Auditors' Report

(Referred to in Paragraph 2(f) of Report on Other Legal and Regulatory Requirements)

Report on the Internal Financial Controls Over Financial Reporting 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 The Peria Karamalai Tea & Produce Company Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies 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 ("the 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 internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act 2013, to the extent applicable to an audit of internal financial controls. 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 judgement, 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 internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting with reference to these Standalone Financial Statements

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 authorisations of management and directors of the company, and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 with reference to these Standalone IND AS Financial Statements

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 controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, 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 31 March 2023, based on the internal financial controls 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.

Coimbatore
17th May 2023

For JAYARAMAN & KRISHNA
Chartered Accountants
ICAI Firm Registration No.011185S

S. KRISHNA MOORTHY
Partner, Auditor
Membership No. 200826
(UDIN: 23200826BGTIPD1969)



BALANCE SHEET AS AT 31ST MARCH 2023

(Rupees in Lakhs)

	Note	31.03.2023	31.03.2022
ASSETS			
1 Non-current Assets			
a Property, Plant and Equipment	1	2,929.80	3,160.65
b Capital Work In Progress	1	188.53	151.44
c Intangible assets	1	0.26	0.45
d Right of use Asset	1	8.50	38.84
e Financial Assets:			
i) Investments	2	11,584.30	11,408.99
ii) Other Financial Assets	3	140.03	155.15
f Other Non-Current Assets	4	169.83	237.31
		15,021.25	15,152.83
2 Current Assets			
a Inventories	5	722.57	749.85
b Financial Assets:			
i) Investments	2	—	—
ii) Trade receivables	6	195.59	307.63
iii) Cash and cash equivalents	7(a)	1,206.04	249.60
iv) Bank Deposits other than (ii) above	7(b)	15.03	18.73
v) Loans	8	4,250.00	8,130.00
vi) Other Financial Assets	9	59.04	102.55
c Other current assets	10	105.11	46.02
		6,553.38	9,604.38
TOTAL		21,574.63	24,757.21
EQUITY AND LIABILITIES			
1 Equity			
a Equity Share capital	11	309.59	309.59
b Other Equity	12	17,862.03	18,245.51
		18,171.62	18,555.10
2 Non-current Liabilities			
a Financial Liabilities			
i) Borrowings	13	822.77	885.02
ii) Lease Liabilities	14	5.58	6.92
iii) Other Financial Liabilities	15	28.90	28.93
b Deferred Tax Liabilities (Net)	16	237.31	249.50
c Provisions	17	210.93	168.67
		1,305.49	1,339.04
3 Current Liabilities			
a Financial Liabilities			
i) Borrowings	18	1,352.47	4,164.56
ii) Trade payables	19		
a) Total outstanding dues to MSME		8.81	7.15
b) Total outstanding dues to other creditors		572.50	481.58
iii) Lease liabilities	20	3.43	42.76
iv) Other financial liabilities	21	15.57	14.22
b Other Current Liabilities	22	26.70	58.40
c Current Tax Liabilities (Net)	23	—	—
d Provisions	24	118.04	94.40
		2,097.52	4,863.07
TOTAL		21,574.63	24,757.21
See accompanying notes to the financial statements	31		

In terms of our Report attached

For and on behalf of the Board of Directors

For Jayaraman & Krishna
Chartered Accountants
Reg. No. 011185S

Lakshmi Niwas Bangur
Chairman
DIN : 00012617

Alka Devi Bangur
Managing Director
DIN : 00012894

Shreeyash Bangur
Dy. Managing Director
DIN : 00012825

S. Krishnamoorthy
Partner, Auditor M.No. 200826
Coimbatore, 17th May 2023

Sanjeev Kumar Singh
Chief Executive Officer

K. Ashokan
Chief Financial Officer

Saurav Singhania
Company Secretary
Kolkata, 17th May 2023



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2023

(Rupees in Lakhs)

	Note No.	31.03.2023	31.03.2022
Income:			
Revenue from operations	25	5,153.56	4,720.02
Other income	26	65.21	112.37
Total Income		5,218.77	4,832.39
Expenses:			
Cost of materials consumed		325.90	241.58
Purchase of stock in trade		522.74	63.61
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	27	49.68	(75.71)
Employee benefit expenses	28	2,815.53	2,611.84
Finance costs	29	196.96	333.40
Depreciation and amortization expense	1	309.46	377.36
Other expenses	30	1,314.25	1,162.59
Total expenses		5,534.52	4,714.67
Profit / (Loss) before tax		(315.75)	117.72
Tax expense:			
1. Current Tax Expense		5.92	76.10
2. Deferred Tax Liability (Provided) / (Reversed)		(12.19)	(8.10)
3. Short provision of earlier years provided		26.14	—
Profit /(Loss) from continuing operations for the year		(335.62)	49.72
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
i) Changes in fair value of FVOCI Equity Instruments			
- Quoted		(4.81)	49.77
- Unquoted		(37.15)	440.30
ii) Remeasurements of post employment defined benefit plans		25.04	9.27
iii) Income tax relating to these items		—	—
Other Comprehensive Income for the year net of tax		(16.92)	499.34
Total Comprehensive Income for the Year		(352.54)	549.06
Earnings per equity share:			
(1) Basic (Face Value of Rs 10/- per share)		(10.84)	1.61
(2) Diluted (Face Value of Rs 10/- per share)		(10.84)	1.61
See accompanying notes to the financial statements.	31		

In terms of our Report attached

For Jayaraman & Krishna
Chartered Accountants
Reg. No. 011185S

S. Krishnamoorthy
Partner, Auditor M.No. 200826
Coimbatore, 17th May 2023

For and on behalf of the Board of Directors

Lakshmi Niwas Bangur
Chairman
DIN : 00012617

Sanjeev Kumar Singh
Chief Executive Officer

Alka Devi Bangur
Managing Director
DIN : 00012894

K. Ashokan
Chief Financial Officer

Shreeyash Bangur
Dy. Managing Director
DIN : 00012825

Saurav Singhania
Company Secretary
Kolkata, 17th May 2023

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023**

(Rupees in Lakhs)

	31.3.2023	31.3.2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	(315.74)	117.72
Adjustments for:		
Depreciation and Amortisation	309.46	377.36
Loss / (Gain) on sale of Property, Plant & Equipments (Net)	(8.81)	(66.08)
Net gain arising on Mutual Funds designated at FVTPL	(217.25)	(513.05)
Items debited/ (credited) to OCI	25.04	9.27
Gain on sale of Mutual Funds designated at FVTPL	(50.02)	(9.82)
Loss on sale of investment in bond	—	—
Interest income on financial assets	(338.43)	(667.83)
Profit on decognition	(8.50)	—
Dividend income from investment in equity shares	(1.64)	(1.70)
Finance costs	196.96	333.40
Operating Profit before working capital changes	(408.93)	(420.73)
Adjustments for:		
Other financial liability	—	(0.29)
Trade receivables and other assets	86.56	(88.27)
Inventories	27.28	(86.78)
Trade payables & other liabilities	126.78	248.55
Short term borrowings	(2,798.59)	3,928.44
Cash generated from operations	(2,966.90)	3,580.92
Direct Taxes paid (net)	(20.67)	(157.02)
Net Cash from operating activities (A)	(2,946.23)	3,423.90
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipments	(82.12)	(109.94)
Sale of Property, Plant & Equipments	10.61	69.64
Sale/Purchase of Non-current Investments	50.02	1,225.00
Sale of Investments	—	1,643.42
Interest received from financial assets	378.16	690.65
Bank balance not considered as cash and cash equivalents	3.70	0.19
Intercompany loans (given)/ received	3,880.00	(6,010.00)
Dividend received from investment in equity shares	1.64	1.70
Net Cash (used in) generated investing activities (B)	4,242.01	(2,489.34)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Long term borrowings	(75.76)	(311.75)
Payment of Lease liabilities	(39.17)	(48.68)
Finance costs paid	(193.45)	(334.40)
Dividend paid including dividend distribution tax	(30.96)	(46.44)
Net Cash used in financing activities (C)	(339.34)	(741.27)
Net increase / (decrease) in Cash and Cash Equivalents (D) = (A+B+C)	956.44	193.29
Opening Cash and Cash Equivalents	249.60	56.31
Closing Cash and Cash Equivalents	1,206.04	249.60

In terms of our Report attached

For and on behalf of the Board of Directors

For Jayaraman & Krishna
Chartered Accountants
Reg. No. 011185S

Lakshmi Niwas Bangur
Chairman
DIN : 00012617

Alka Devi Bangur
Managing Director
DIN : 00012894

Shreeyash Bangur
Dy. Managing Director
DIN : 00012825

S. Krishnamoorthy
Partner, Auditor M.No. 200826
Coimbatore, 17th May 2023

Sanjeev Kumar Singh
Chief Executive Officer

K. Ashokan
Chief Financial Officer

Saurav Singhania
Company Secretary
Kolkata, 17th May 2023



STATEMENT OF CHANGES IN EQUITY

A. EQUITY SHARE CAPITAL

(Rupees in Lakhs)

	Face value	Amount
(1) Current reporting period		
Balance at the beginning of the current reporting period - 01.04.2022		309.59
Changes in Equity Share Capital due to prior period errors	10	—
Restated balance of the current reporting period		309.59
Changes in Equity Share Capital during the current year	10	—
Balance at the end of the current reporting period - 31.03.2023		309.59
(2) Previous reporting period		
Balance at the beginning of the previous reporting period - 01.04.2021		309.59
Changes in Equity Share Capital due to prior period errors	10	—
Restated balance of the previous reporting period		309.59
Changes in Equity Share Capital during the previous year	10	—
Balance at the end of the previous reporting period - 31.03.2022		309.59

B. OTHER EQUITY

(Rupees in Lakhs)

Particulars	Reserves and Surplus				Item of other comprehensive Income		Total
	Securities Premium	Capital Reserve	General Reserve	Retained Earnings	Equity Instruments through OCI	Remeasurements of Post-employment benefits obligations	
Balance as at 01.04.2021	279.74	41.69	8,302.10	5,511.35	3,667.11	(59.09)	17,742.90
Profit for the year	—	—	—	49.71	—	—	49.71
Other Comprehensive Income	—	—	—	—	490.08	9.27	499.35
Dividend paid	—	—	—	(46.45)	—	—	(46.45)
Balance as at 31.03.2022	279.74	41.69	8,302.10	5,514.61	4,157.19	(49.83)	18,245.51
Profit for the year	—	—	—	(335.61)	—	—	(335.61)
Other Comprehensive Income	—	—	—	—	(41.95)	25.04	(16.91)
Dividend paid	—	—	—	(30.96)	—	—	(30.96)
Balance as 31.03.2023	279.74	41.69	8,302.10	5,148.04	4,115.24	(24.79)	17,862.03

In terms of our Report attached

For Jayaraman & Krishna
Chartered Accountants
Reg. No. 011185S

S. Krishnamoorthy
Partner, Auditor M.No. 200826
Coimbatore, 17th May 2023

For and on behalf of the Board of Directors

Lakshmi Niwas Bangur
Chairman
DIN : 00012617

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K. Ashokan
Chief Financial Officer

Shreeyash Bangur
Dy. Managing Director
DIN : 00012825

Saurav Singhania
Company Secretary
Kolkata, 17th May 2023



NOTES TO STANDALONE FINANCIAL STATEMENTS

1. PROPERTY, PLANT AND EQUIPMENT

(Rupees in Lakhs)

DESCRIPTION OF ASSETS	FREE HOLD LAND & DEVELOPMENT	BUILDINGS	PLANT, MACHINERY & EQUIPMENTS	SOLAR PLANT	FURNITURES & FIXTURES	VEHICLES	BEARER PLANTS	COMPUTERS	SOFTWARE	TOTAL
I. GROSS CARRYING VALUE										
As at 01.04.2022	489.14	894.65	3,289.91	1,452.55	303.73	779.71	111.47	78.13	9.26	7,408.55
Additions during the year	—	—	41.36	—	2.55	—	—	1.12	—	45.03
Deletions during the year	—	—	30.81	—	—	11.24	—	—	—	42.05
As at 31.03.2023	489.14	894.65	3,300.48	1,452.55	306.28	768.46	111.47	79.25	9.26	7,411.53
II. ACCUMULATED DEPRECIATION / AMORTISATION										
As at 01.04.2022	—	634.52	2,364.86	296.33	235.67	622.87	12.91	71.44	8.81	4,247.42
Depreciation during the year	—	11.44	139.42	72.23	11.43	33.80	2.32	3.48	0.19	274.30
Deletions during the year	—	—	29.57	—	—	10.68	—	—	—	40.25
As at 31.03.2023	—	645.96	2,474.71	368.57	247.09	645.99	15.22	74.93	9.00	4,481.47
III. NET CARRYING VALUE										
As at 31.03.2023	489.14	248.69	825.76	1,083.98	59.19	122.47	96.25	4.32	0.26	2,930.06
As at 31.03.2022	489.14	260.13	925.05	1,156.21	68.08	156.83	98.57	6.68	0.45	3,161.14

CAPITAL WORK IN PROGRESS

(Rupees in Lakhs)

PARTICULARS	GROSS BLOCK AT COST		
	As at 01.04.2022	Additions / (Reversals)	As at 31.03.2023
PLANT, MACHINERY & EQUIPMENTS	10.66	35.58 (10.66)	35.58
BEARER PLANTS	140.78	12.17	152.95
TOTAL	151.44	37.09	188.53

AGEING OF CAPITAL WORK IN PROGRESS

Particulars	Amount in CWIP for the period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Plant and Machinery	35.58				35.58
Bearer Plant	12.17	25.66	49.42	65.69	152.94
Total	47.75	25.66	49.42	65.69	188.52

RIGHT-OF-USE ASSET (Refer Note No.31(B)(1))

Description of Asset	Gross Carrying Value	Addition/ (deletion)	Depreciation as on 01.04.2022	Depreciation for the year	Deletion	Net carrying value
BUILDING	229.72	(147.41)	190.88	35.16	(152.23)	8.50
TOTAL	229.72	(147.41)	190.88	35.16		8.50



NOTES TO FINANCIAL STATEMENTS

2. NON CURRENT INVESTMENTS

(Rupees in lakhs)

Particulars	Nominal value of Each Share (Rs)	Balance As at 31.03.2023		Balance As at 31.03.2022	
		No. of Shares	Amount	No. of Shares	Amount
a) Investments in Equity Instruments					
i) Fully paid - Unquoted Equity shares at FVOCI					
Placid Limited	100	93,590	4,469.86	93,590	4,501.67
Navjyoti Commodity Management Services Ltd	10	2,50,000	150.53	2,50,000	155.85
ii) In Subsidiary Companies at cost					
PKT Plantations Ltd	10	2,50,000	25.00	2,50,000	25.00
Shivpal Vinimay Private Ltd	10	50,000	5.00	50,000	5.00
iii) In fully paid Equity Shares at FVOCI :					
Quoted :					
MOIL Limited	10	2,272	3.23	2,272	4.19
Kiran Vyapar Ltd	10	1,00,000	136.15	1,00,000	140.00
b) In Debt instruments designated at FVTPL					
Investments In Mutual Funds					
HDFC Corporate Bond Fund Growth	10	1,99,21,474	5,414.66	1,99,21,474	5,206.10
HDFC Capital buider Fund Growth	100	3,17,559	1,379.88	3,17,559	1,371.18
Total Non Current Investments			11,584.30		11,408.99
TOTAL INVESTMENTS			11,584.30		11,408.99
Aggregate carrying amount of Quoted Investments			139.38		144.19
Aggregate market value of Quoted Investments			139.38		144.19
Aggregate amount of Unquoted Investments			11,444.91		11,264.81
Aggregate amount of impairment in value of Investments			—		—



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.3.2023	31.3.2022
3 OTHER FINANCIAL ASSETS		
Non Current		
a) Security Deposits	107.43	117.61
b) Other Advance	17.99	27.71
c) Deposit with banks having more than 12 months maturity	14.61	9.83
	<u>140.03</u>	<u>155.15</u>
4 OTHER - NON CURRENT ASSETS		
a) Agriculture Income tax (NET)	77.06	77.06
b) Prepaid Rent	0.13	0.05
c) Capital advances	12.00	26.79
d) Tax paid on Income Tax appeal	4.17	4.17
e) Income Tax Refund due	23.18	41.17
f) provision for Taxation (Net)	53.29	88.07
	<u>169.83</u>	<u>237.31</u>
5 INVENTORIES		
a) Finished goods:		
Tea Valued at lower of cost and Net realisable value	560.46	610.13
b) Stores and Spares Valued at Average cost	159.91	136.50
c) Loose Tools Valued at Average Cost	2.20	3.22
	<u>722.57</u>	<u>749.85</u>
FINANCIAL ASSETS - CURRENT		
6 TRADE RECEIVABLES		
Un-Secured - Considered Good	195.59	307.63
Doubtful		
Less : Allowance for doubtful debts	—	—
	<u>195.59</u>	<u>307.63</u>



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

AGEING OF RECEIVABLES AS ON 31.03.2023

Particulars	Outstanding for the following periods from the due date of payments					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
UNDISPUTED RECEIVABLES						
Considered Good	—	—	—	(0.01)	—	(0.01)
Considered Doubtful	—	—	—	—	—	—
DISPUTED RECEIVABLES						
Considered Good	—	—	—	—	—	—
Considered Doubtful	—	—	—	—	—	—
Total	—	—	—	(0.01)	—	(0.01)

AGEING OF RECEIVABLES AS ON 31.03.2022

Particulars	Outstanding for the following periods from the due date of payments					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
UNDISPUTED RECEIVABLES						
Considered Good	192.36	49.49	54.26	11.52	—	307.63
Considered Doubtful	—	—	—	—	—	—
DISPUTED RECEIVABLES						
Considered Good	—	—	—	—	—	—
Considered Doubtful	—	—	—	—	—	—
Total	192.36	49.49	54.26	11.52	—	307.63

	31.3.2023	31.3.2022
7 a) CASH AND CASH EQUIVALENTS		
i) Balance with Banks in Current Account	500.28	244.25
ii) Balance with Banks in Deposit Account (with less than 3 months maturity)	703.93	3.67
iii) Cash on hand	1.83	1.68
	1,206.04	249.60
b) BANK DEPOSITS OTHER THAN ABOVE		
i) With more than 3 months but less than 12 months maturity	6.09	9.83
ii) Unpaid dividend Account (Refer Note)	8.93	8.90
	15.03	18.73



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

8 LOANS

Current Unsecured and Considered Good :

Loans and advances to :-

Related Parties (Refer Note No. 31(8)(13) & (14))

Others

31.3.2023

31.3.2022

3,960.00

6,840.00

290.00

1,290.00

4,250.00

8,130.00

Details of Loans and Advances given to Promoters for the year ended 31.03.2023

Sl. No.	Type of Borrower	Amount of Loans and Advances given	Balance of loan/advance at the end of FY	% of loan / advance against total loan/advances
1	Promoters Group			
	Kiran Vyapar Limited	—	—	0.00%
	Placid Limited	—	—	0.00%
	M B Commercial Company Limited	—	—	—
	Navjyoti Commodities Management Services Limited	—	—	—
2	Related party			
	LNB Renewable Energy Limited	—	—	—
	Maharaja Shree Umaid Limited	—	—	0.00%
	Amalgamated Development Limited	—	—	0.00%
	Total	—	—	0.00%

Details of Loans and Advances given to Promoters for the year ended 31.03.2022

Sl. No.	Type of Borrower	Amount of Loans and Advances given	Balance of loan/advance at the end of FY	% of loan / advance against total loan/advances
1	Promoters Group			
	Kiran Vyapar Limited	1,335.00	1,325.00	—
	Placid Limited	5,210.00	4,885.00	—
	M B Commercial Company Limited	350.00	—	0.00%
	Navjyoti Commodities Management Services Limited	200.00	—	0.00%
2	Related party			
	Shree Krishna Agency Limited	90.00	—	—
	LNB Renewable Energy Limited	350.00	350.00	—
	Maharaja Shree Umaid Limited	280.00	280.00	—
	Amalgamated Development Limited	—	—	0.00%
	Total	7,815.00	6,840.00	84.13%



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.3.2023	31.3.2022
9 OTHER FINANCIAL ASSETS		
a) Advances recoverable in cash	1.39	5.17
b) Interest accrued on Loans and Deposits		
Related Parties	—	4.41
Others	25.20	60.52
c) Tea Subsidy receivable	32.45	32.45
	59.04	102.55
10 OTHER CURRENT ASSETS (NET)		
Others:		
Staff & Other advances	52.43	—
Prepaid Expenses	15.14	14.36
Tax receivable	37.54	31.66
	105.11	46.02
11 EQUITY SHARE CAPITAL		
Authorised		
7,500,000 Equity Shares of Rs. 10/- each	750.00	750.00
(Seventy five lakh shares of Rupees ten each)		
Issued and Subscribed		
30,95,879 Equity Shares of Rs. 10/- each fully Paid	309.59	309.59
	Number of shares	Number of shares
At the beginning of the year	30,95,879	30,95,879
Changes during the year	—	—
At the close of the year	30,95,879	30,95,879
Equity shareholders holding more than 5% shares:		
Placid Ltd	8,99,330	6,68,574
Kiran Vyapar Ltd	4,70,224	4,70,224
Life Insurance Corporation of India Ltd	1,88,781	1,94,347



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

Details of Shareholding of Promoters

Sl. No	Particulars	31st March, 2023			31st March, 2022		
		No of Shares held	Percentage of total shares	Percentage change during the year	No of Shares held	Percentage of total shares	Percentage change during the year
1	Individuals/HUF - Promoters						
a	Lakshmi Nivas Bangur (HUF)	61,200	1.98%	—	61,200	1.98%	—
b	Alka Devi Bangur	37,638	1.22%	—	37,638	1.22%	—
c	Lakshmi Nivas Bangur	25,481	0.82%	—	25,481	0.82%	—
d	Sheetal Bangur	1,260	0.04%	—	1,260	0.04%	—
2	Body Corporate - Promoters Group						
a	Placid Limited	8,99,330	29.05%	2.72%	8,15,123	26.33%	4.73%
b	Kiran Vyapar Limited	4,70,224	15.19%	—	4,70,224	15.19%	—
c	M B Commercial Co Limited	1,21,275	3.92%	—	1,21,275	3.92%	—
d	Shree Krishna Agency Limited	53,446	1.73%	—	53,446	1.73%	—
e	Mugneeram Ramcoowar Bangur Charitable and Religious Trust	34,500	1.11%	—	34,500	1.11%	—
f	The General Investment Company Limited	21,000	0.68%	—	21,000	0.68%	—
g	Navjyoti Commodity Management Services Limited	6,912	0.21%	—	6,912	0.21%	—
	Total	17,32,266	55.95%	2.72%	16,48,059	53.23%	4.73%

12 OTHER EQUITY

Other Equity

Particulars	Reserves and Surplus				Other comprehensive income reserve		Total
	Securities Premium	Capital Reserve	General Reserve	Retained Earnings	Equity instruments through OCI	Remeasurement of Post employment benefits Obligation	
Balance as at 01.04.2021	279.74	41.69	8,302.10	5,511.35	3,667.11	(59.09)	17,742.90
Profit for the year	—	—	—	49.71	—	—	49.71
Other Comprehensive Income	—	—	—	—	490.08	9.27	499.35
Dividend paid	—	—	—	(46.45)	—	—	(46.45)
Balance as at 31.03.2022	279.74	41.69	8,302.10	5,514.61	4,157.19	(49.83)	18,245.51
Profit for the year	—	—	—	(335.61)	—	—	(335.61)
Other Comprehensive Income	—	—	—	—	(41.95)	25.04	(16.91)
Dividend paid	—	—	—	(30.96)	—	—	(30.96)
Balance as at 31.03.2023	279.74	41.69	8,302.10	5,148.04	4,115.24	(24.79)	17,862.03



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.3.2023	31.3.2022
13 BORROWINGS		
Secured : From Banks		
From Banks		
1) Term Loan from HDFC Bank Limited	508.44	644.02
(Secured by charge on all the movable fixed assets of Company funded out of term loan and on land measuring 15.3225 acres at Kudipatty Madurai district and Lien Marked on 36,82,500 Units of HDFC Corporate Bond Fund Growth Repayable in 108 monthly installments of Rs.11,29,853-. commencing from 04.01.2019) at Effective Interest rate of 7.85%)		
2) Term Loan from HDFC Bank Limited	80.97	232.40
(Secured by second charge on all the movable fixed assets of Company funded out of term loan and on land measuring 15.3225 acres at Kudipatty Madurai district.) Repayable in 36 monthly installments of Rs. 12,91,111 commencing from 04.10.2021) at effective interest rate of 8.25% P.A		
3) Term Loan from HDFC Bank Limited	232.40	—
(Secured by second charge on all the movable fixed assets of company funded out of term loan)		
4) HDFC Bank Limited - Vehicle loan	0.78	6.79
(Secured by the vehicle, Repayable in 36 installments of Rs. 77,880 commencing from 05.01.2021 effective Interest rate 7.50%)		
Period and amount of continuing default Rs. Nil)		
5) HDFC Bank Limited - Vehicle loan	0.19	1.81
(Secured by the vehicle, Repayable in 36 installments of Rs. 18,802 commencing from 05.02.2021 effective Interest rate 7.80% Period and amount of continuing default in respect of each of the above loan Rs. Nil)		
	822.77	885.02
14 LEASE LIABILITIES		
Non-Current lease liabilities (Refer Note No. 31(B)(1))	5.58	6.92
	5.58	6.92



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.3.2023	31.3.2022
15 OTHER FINANCIAL LIABILITIES		
Others - Deposit Received from Customers	28.90	28.90
Security Deposit - Rent	—	0.03
	<u>28.90</u>	<u>28.93</u>
16 DEFERRED TAX LIABILITY		
Opening Deferred Tax Liability	249.50	257.60
Add: Provided /(Reversed) during the year	(12.19)	(8.10)
	<u>237.31</u>	<u>249.50</u>
17 PROVISIONS		
Provision for employees benefit :		
Provision for Gratuity (Net)	210.93	168.67
	<u>210.93</u>	<u>168.67</u>
FINANCIAL LIABILITIES - CURRENT		
18 BORROWINGS		
Secured Loan repayable on demand		
1) Cash credit facility from HDFC Bank Limited	1,054.31	852.90
(Secured by charge on all the movable fixed assets of Company both present and future on land measuring 15.3225 acres at Kudipatty Madurai district. Secured by charge on all the current assets of the Company both present and future) Limit - Rs. 10,00,00,000		
The company filed monthly and quarterly return to the banks and are in agreement with the books of accounts		
2) Revolving Demand Loan from Barclays Investments & Loans Private Limited.	—	3,000.00
The said loan repayable within 3 months from the date of availment/renewed		
(Secured by charge on Mutual Fund Investments of the company both present and future Limit - Rs. 50,00,00,000 at Interest rate of 6.5% p.a		
3) Revolving Demand Loan sanctioned by Dutesche Investment India Pvt Limited.	—	—



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.3.2023	31.3.2022
The said loan repayable within 12 months from the date of availment/renewed and company yet to avail the said loan (Secured by charge on Mutual Fund Investments of the company both present and future Limit - Rs. 25,00,00,000)		
4) Current maturities of long term debt - (refer Sch 13) Period and amount continuing default in respect of each of the above loan is Nil	298.15	311.66
	<u>1,352.47</u>	<u>4,164.56</u>
19 TRADE PAYABLES		
Total outstanding dues of Micro & Small Enterprises	8.81	7.15
Due to Others	572.50	481.58
	<u>581.29</u>	<u>488.74</u>
Ageing of Trade Payable as on 31.03.2023		

Particulars	Outstanding for the following periods from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
UNDISPUTED DUES					
MSME	—	—	—	—	—
Others	—	—	—	—	—
DISPUTED DUES					
MSME	—	—	—	—	—
Others	—	—	—	—	—
	—	—	—	—	—



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

Ageing of Trade Payable as on 31.03.2022

Particulars	Outstanding for the following periods from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
UNDISPUTED DUES					
MSME	7.15	—	—	—	7.15
Others	473.54	8.04	—	—	481.58
DISPUTED DUES					
MSME	—	—	—	—	—
Others	—	—	—	—	—
	480.69	8.04	—	—	488.73

	31.3.2023	31.3.2022
20 LEASE LIABILITIES		
Current Lease Liabilities (Refer No. 31(B)(1))	3.43	42.76
	3.43	42.76
21 OTHER FINANCIAL LIABILITIES		
a) Interest accrued but not due on term loans	6.64	5.32
b) Unpaid dividends	8.93	8.90
	15.57	14.22
22 OTHER CURRENT LIABILITIES		
Other Payables :		
Creditors for Capital Expenditure	5.97	10.74
Statutory Liabilities	20.73	47.66
	26.70	58.40
23 CURRENT TAX LIABILITY (NET)		
Provision for Taxation (Net)	—	—
	—	—
24 PROVISIONS		
Provision for employees benefit :		
Provision for Gratuity	118.04	94.40
	118.04	94.40



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.03.2023	31.03.2022
25 REVENUE FROM OPERATIONS		
Sale of Products :		
Tea	4,414.85	3,205.48
Tea Waste	9.70	7.50
Minor Produce	32.99	81.78
Other Operating Revenues :		
Income from tea Subsidy	—	1.15
Income from tea plantation subsidy	—	4.34
Sale of Electricity	91.60	200.36
Fair value gain from Financial assets (Mutual Funds)	217.25	513.05
Dividend Income	1.64	1.70
Interest on loans and advances (Refer Note No. 31 (b) (22))	314.58	663.55
Interest on Bonds	—	0.78
Processing fee income	20.94	21.24
Profit on Sale of Investments	50.02	19.09
	5,153.56	4,720.01
26 OTHER INCOME		
Interest Income on		
Bank Deposit and EB Deposits	23.85	3.50
Unwinding of discount on security deposits	0.39	0.25
Revenue from other financial liability	8.47	2.35
Profit on Sale of Assets	8.81	66.08
Scrap sales	8.41	4.10
Sundry Receipts	15.27	36.09
	65.21	112.37
27 CHANGES IN INVENTORIES OF FINISHED GOODS		
Work in Progress and Stock in Trade		
Opening stock of Finished Goods :		
Tea	610.13	534.42
Minor produce	—	—
	610.13	534.42
Less: Closing stock of Finished Goods		
Tea	560.46	610.13
Minor produce	—	—
Net changes in inventories	49.68	75.72



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.03.2023	31.03.2022
28 EMPLOYEE BENEFIT EXPENSES :		
Salaries, Wages and Bonus	2,394.77	2,220.52
Contribution to Provident, Gratuity and Pension Fund	293.57	276.89
Employees welfare Expenses	127.19	114.43
	<u>2,815.53</u>	<u>2,611.84</u>
29 FINANCE COST		
Interest Expenses		
Term loan	96.57	106.69
Cash Credit and others	83.51	33.03
Short term loan (Refer Note No. 31 (b) (22))	14.69	184.42
Lease liability	2.19	6.74
Income Tax	—	0.18
On other financial liability	—	2.34
	<u>196.96</u>	<u>333.39</u>
30 OTHER EXPENSES :		
Power and Fuel	486.54	436.72
Rent	16.19	22.51
Repairs to Buildings	161.42	157.57
Repairs to Machinery	170.74	164.99
Insurance	25.81	25.67
Rates and Taxes	7.37	5.87
Transport	61.92	53.63
General Charges	91.46	82.16
Commission and Brokerage	36.81	23.38
Payment to Auditors		
Statutory Audit fee	1.25	1.25
For Certification	0.80	0.73
Travelling Expenses	98.78	49.12
Tea Selling Expenses	95.10	66.21
Postage & Telephone	7.20	8.43
Professional Charges	30.19	36.06
Miscellaneous Expenses	22.64	28.32
	<u>1,314.25</u>	<u>1,162.61</u>



ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS

31 Notes to the Financial Statements

A Corporate Information:

The Peria Karamalai Tea and Produce Company Limited is a Public Limited Company domiciled in India and incorporated under The Companies Act, 1956. The registered office of the company is at Kolkata, West Bengal, India. It is mainly engaged in the production and distribution of Tea, generation and distribution of power and investment in financial instruments.

The financial statements for the year ended March 31, 2023 are approved for issue by Company's Board of Directors on 17th May, 2023.

B. Significant Accounting Policies

1. Basis of preparation and presentation:

a) Statement of Compliance:

These financial statements have been prepared in accordance with the generally accepted accounting principles in India and have complied in all material respects with the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 (the Act), the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as applicable and also complied with other relevant provisions of the Act and Interpretations issued by the Ind AS Transition Facilitation Group (ITFG) applicable to Companies reporting under Ind As and additional disclosures required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Basis of measurement:

The financial statements have been prepared on the historical cost convention on accrual basis except for certain assets and liabilities as stated in the respective policies at fair value at the end of each reporting period.

c) Current and Non-Current Classification:

All assets and liabilities have been classified as current and non-current as per the company's normal operating cycle and other criteria set out in Ind AS 1 – Presentation of financial statements and schedule III to the Companies act, 2013. Based on the nature of the products and the time between acquisition of assets for processing and their realization of cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of classification of assets and liabilities as current and non-current.

The Statement of Cash flows have been prepared under Indirect Method.

2. Estimates and Judgements:

a) Use of estimates and judgments

The preparation of financial statements is in conformity with the generally accepted accounting principles that require the management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities as at the balance sheet date, reported amounts of revenue and expenses for the year and disclosure of contingent liabilities as of the date of balance sheet. The judgements, estimates and assumptions used in the accompanying financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of financial statements. Actual amounts could differ from these estimates.



NOTES TO FINANCIAL STATEMENTS (Contd..)

b) Significant estimates and judgements

The areas involving significant estimates and judgements are:

- (i) Defined benefit obligation – Refer note no.17(c)(a)
- (ii) Current tax expense – Refer note no. 18

3. Property, Plant and Equipment:

- a) Freehold land is carried at cost. All other items of property, plant and equipment including intangibles are carried at cost less accumulated depreciation/amortisation and impairment losses, if any.

Subsequent expenditure relating to an asset is included in its book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of a component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the statement of profit and loss during the reporting period in which they are incurred.

- b) Biological Assets

Bearer Plants

Biological Assets which are held to bear agricultural produce are classified as bearer plants. The company recognises tea bushes in the estates as bearer plants which are carried at cost of acquisition less accumulated depreciation and any recognised impairment losses. Costs comprise of expenditure on development, extension, planting, infilling and replanting including cost of uprooting and maintenance of the newly planted bushes. The above costs are carried under Capital Work in Progress until maturity of such bushes.

4. Intangible Assets

Intangible assets with finite useful life that are acquired separately are carried out at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is recognised on straight-line basis over their estimated useful life.

5. Depreciation and amortization

Depreciation on tangible assets is in line with the rates specified in Schedule II to the Companies Act, 2013 except for Bearer Plants which are depreciated over their estimated useful life. Tools are amortized over a period of two years. Cost of Intangible assets is amortized over a period of three years on straight line basis.

6. Borrowing Cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

7. Impairment

The carrying values of assets/cash generating units at each Balance Sheet date are annually reviewed for impairment. If any indication of impairment exists (i.e., if the carrying amount of these assets exceeds their recoverable amount), the recoverable amount of such assets is estimated and impairment is recognized. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by



NOTES TO FINANCIAL STATEMENTS (Contd..)

discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased such reversal of impairment loss is recognised in the Statement of Profit and Loss.

8. Foreign Currency translation

a) Functional and presentation currency

The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

b) Transactions and balances

i) Initial Recognition

Foreign currency transactions are recorded in functional currency using the exchange rates prevailing on the date of transaction.

ii) Subsequent recognition

As at the reporting date, monetary assets and liabilities denominated in foreign currency are restated at the closing exchange rates. Exchange differences arising out of actual payment/ realisation and from the year end restatement are recognized in the statement of profit and Loss.

9. Inventories

Inventories are stated at lower of cost and net realisable value.

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.

Cost of Finished goods (Tea) is determined based on absorption costing method.

Agricultural produce included in the inventory are measured at fair value less estimated point of sale costs

Cost of Nursery stocks represents cost incurred in raising and maintaining such stocks till transplanted.

Inventory at stores are carried at cost. Provision is made for obsolete, slow-moving and defective stocks, where necessary.

10. Cash and cash equivalents

Cash and cash equivalents consist of all cash balances including demand deposits with banks with original maturities of three months or less.

11. Trade Receivable

Trade receivables are recognised less provision for impairment, if any.

12. Investments and Other Financial Assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- (a) Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and

**NOTES TO FINANCIAL STATEMENTS (Contd..)**

(b) Those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flow.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVTOCI). The company transfers amount from other comprehensive income to Retained earnings on the de-recognition of the relevant equity instruments for which such irrevocable election has been made by the company.

The Company reclassifies debt instruments when and only when its business model for managing those asset changes.

(ii) Measurement**Initial Recognition**

The Company measures a financial asset (in the case of a financial asset not carried at a fair value through profit or loss) at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the statement of profit and loss.

Subsequent Measurement:

(a) Equity Instruments

The Company subsequently measures all investments in equity (except that in the subsidiary) at fair value and has elected to present fair value gains and losses on equity investments in other comprehensive income with no subsequent reclassification of fair value gains and losses to the statement of profit and loss.

Investments in subsidiaries and associates are measured at cost less provision for impairment.

(b) Debt Instruments

Company's investments in Mutual Funds (debt funds) are measured at Fair Value through Profit or Loss (FVTPL). A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognized in profit or loss and presented in the statement of profit and loss in the period in which it arises.

(iii) Impairment of financial assets:

The Company assesses expected credit losses associated with its assets carried at amortised cost based on Company's past history of recovery, credit-worthiness of the counter party and existing market conditions. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Company applies the simplified approach for recognition of impairment allowance as provided in Ind AS 109, which requires expected credit losses to be recognised from initial recognition of the receivables.



NOTES TO FINANCIAL STATEMENTS (Contd..)

(iv) De-recognition of financial assets:

A financial asset is de-recognised only when:

- (a) The Company's contractual right to the cash flow expires or
- (b) The Company has transferred the rights to receive cash flows from the financial asset.

13. Financial liabilities

Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and in case of loans and borrowings net of directly attributable costs. Financial liabilities are subsequently measured at amortised cost using effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying value approximates fair value due to short maturity of these instruments.

14. Revenue Recognition:

Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers. It requires revenue to be recognised when (or as) the entity satisfies a performance obligation by transferring a promised good/service to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

The entity recognizes significant financing component in a contract as finance cost (or income) as per Ind AS 115. No effect has been provided for contracts for which period of obligation is one year or less (as per para 63 of Ind AS 115).

Revenue from contract with customers is recognised when the company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations maybe satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognised as per the terms of relevant contractual agreements/ arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the asset. Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and goods and service tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/ discounts.

Revenue from sale of tea at auction is recognised on receipt of sale notes from brokers.

Dividends are recognised in the statement of profit and loss only when the right to receive payment is established.

15. Leases:

The Company as a lessee

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.



NOTES TO FINANCIAL STATEMENTS (Contd..)

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

A Lease for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

16. Government Grant and Government assistance:

Government grants are recognised at fair value where there is a reasonable assurance that the grant will be received and all attached conditions will be complied with.

Subsidies received against manufacture of specified varieties of tea are recorded as income in the period of manufacture of such goods.

Non-monetary grant is recognised at a nominal amount.

17. Employee benefits:

a) Short term obligations

Liabilities for wages and salaries that are expected to be settled wholly within 12 months after the end of the period in which the employees render their related services are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Balance Sheet.

The Company recognises a liability and an expense for bonuses where there is a contractual obligation or where there is a past practice that has created a constructive obligation.



NOTES TO FINANCIAL STATEMENTS (Contd..)

b) Other Employee Benefit Obligation

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of the expected future payments to be made in respect of services provided by employee up to the end of reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss. 84 The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regard less of when the actual settlement is expected to occur.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as Short term employee benefit

c) Post-employment obligations

The Company has the following post-employment obligations/plans:

- (a) Defined benefit plans such as gratuity for its eligible employees; and
- (b) Defined contribution plans such as provident fund and superannuation.

(i) Gratuity:

Liabilities with regard to the gratuity are determined by actuarial valuation at each balance sheet date using projected unit credit method by an Independent actuary. The Company makes annual contributions to The Gratuity Fund of The Peria Karamalai Tea & Produce Company (The Trust). Trustees administer contributions made to the trust and contributions are invested in schemes managed by Life Insurance Corporation of India.

The liability or asset recognised in the Balance Sheet in respect of defined benefit 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.

Actuarial gains or losses are recognized in other comprehensive income. Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognized in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. Re-measurement gains or losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

(ii) Superannuation Fund:

This is a defined contribution plan. The Company contributes towards superannuation fund administered and managed by Life Insurance Corporation of India (LIC). The Company has no further obligations for future superannuation benefits other than its monthly contributions and recognises such contributions as expense in the year incurred.

(iii) Provident Fund:

This is a defined contribution plan and contributions made to the Fund as per the rules of the Company are charged to profit and loss as and when due. The Company has no further obligations for future provident fund benefits other than its monthly contributions.



NOTES TO FINANCIAL STATEMENTS (Contd..)

18. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

(a) Current tax

The current tax expense for the period is the tax payable on the current period's taxable income computed at the applicable income tax rate and is recognised in the statement of profit and loss. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted.

The provision of tax is made by following lower tax regime as prescribed u/s 115BAA provisions of the Income-tax Act, 1961 (Act). Accordingly tax credit not available has been reversed.

(b) Deferred tax

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

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences and incurred tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

(c) Current and Deferred Tax for the year

Current and deferred tax are recognised in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the income taxes are also recognised in other comprehensive income or directly in equity respectively.

19. Provisions and Contingencies

Provisions: Provisions are recognised when there is a present obligation or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past



NOTES TO FINANCIAL STATEMENTS (Contd..)

events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

20. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

21. Segment Reporting

Segments are identified based on the manner in which the Company's Chief Operating Decision Maker ('CODM') decides about resource allocation and reviews performance. Segment results that are reported to the CODM include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment and intangible assets other than goodwill.

22. Dividend to Shareholders

Final dividend distributed to equity shareholders is recognised in the period in which it is approved by the members of the Company in the Annual General Meeting. Interim dividend is recognised when approved by the Board of Directors at the Board meeting.

Dividend distributed (including interim dividend) is recognised in the Statement of changes in Equity.

C. Other Notes to Financial Statements

1. Transition to IND AS 116

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to its lease contracts existing on April 1, 2019 using the modified retrospective approach under which the ROU Asset is measured at an amount equal to lease liability, which in turn is measured based on the remaining lease payments. . Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate. The incremental borrowing rate applied is 9%.

Right-of-use asset (ROU asset) - Building

(Rupees in Lakhs)

Particulars	2022-23	2021-22
Opening balance	38.84	49.45
Amount recognised during the year	6.57	44.80
Amount reversed during the year	(1.75)	—
Less: Depreciation*	(35.16)	(55.71)
Carrying amount at the end of the year	8.50	38.84

* The aggregate depreciation expenses on ROU Asset is included under the Depreciation and Amortisation expense in the statement of profit and loss.

**NOTES TO FINANCIAL STATEMENTS (Contd..)****Lease Liability**

(Rupees in Lakhs)

Particulars	2022-23	2021-22
Balance at the beginning of the year	49.68	53.55
Amount recognised / (reversed) as Lease Liability on adoption of IND AS 116	(3.69)	41.30
Add: Finance costs accrued during the period recognised in statement of profit and loss	2.18	6.58
Less: Payment of lease liabilities	39.16	53.55
Carrying amount as on 31.03.2023	9.01	49.68
Current portion of lease liabilities	3.43	42.76
Non-current portion of lease liabilities	5.58	6.92

Rental Expenses for short term leases recognised in the statement of profit and loss for the year ended 31.03.2023 is Rs.16.19 Lakhs (Previous year Rs.3.60 lakhs)

2. Contingent Liability and commitments to the extent not provided for:**i. Claims against the company not acknowledged as debts:**

The Company has obtained a stay of proceedings from the Honourable High Court of Madras on 24th March 2006 against a proposition notice from the Commercial Tax Department for levy of sales tax on export sales effected through auction centres. The matter is pending and in common with the other tea planting companies.

ii. Income Tax Matters:

- Tax assessments have been completed up to Assessment year 2022-23.
- For the Assessment year 2014-15, the tax authorities reopened the assessment under section 263 of the Income tax Act, 1961, for deduction under 80IA wrongly claimed by the assessee under faceless assessment scheme. The same was disallowed earlier and appeal was filed by the company, and the same was dismissed vide ITAT order dated 08.12.22 and stated in it that the AO is free to examine the aspect of the claim of deduction u/s 80IA of the Act, after allowing reasonable opportunity of being heard to the assessee and for the reason no provision has been made.

3. The details of amounts outstanding to Micro and Small Enterprises based on available information with the Company is as under:

Principal amount due and remaining unpaid	8.81
Interest due on above and the unpaid interest	Nil
Interest paid	Nil
Payment made beyond the appointed day during the year	Nil
Interest due and payable for the period of delay	Nil
Interest accrued and remaining unpaid	Nil
Amount of further interest remaining due and payable in succeeding years	Nil



NOTES TO FINANCIAL STATEMENTS (Contd..)

4. Income tax relating to continuing Operation

Income tax recognised in profit and loss account

(Rupees In Lakhs)

Particulars	31.03.2023	31.03.2022
Current tax		
Current tax on profits for the year	5.92	76.10
Deferred tax	(12.19)	(8.10)
	(6.27)	68.00
Adjustment tax of prior year	26.14	—
Total income tax expense recognised for the year	19.87	68.00

Reconciliation of income tax expense to the accounting profit for the year

(Rupees In Lakhs)

Particulars	31.03.2023	31.03.2022
Profit before tax after exceptional item	(315.74)	117.72
Enacted tax rate in India	25.17%	25.17%
Computed expected tax expense at enacted tax rate	(79.47)	29.62
Tax Effect on		
Less tax impact on agricultural income	(93.90)	(54.03)
	—	—
Tax effect on unrealized gain and Ind AS	20.69	92.41
Total income tax expense recognised for the year	(6.27)	68.00

The movement of Deferred Income Tax Asset & Liabilities is as follows:

(Rupees In Lakhs)

Particulars	Opening as on 01.04.2022	Provided / (reversed) during the year	Closing as on 31.03.2023
Deferred Liability on account of Depreciation	286.86	(2.80)	284.06
Deferred Tax asset:			
On account of 43B Disallowances	(37.36)	(9.39)	(46.75)
Deferred tax Liability (NET)	249.50	(12.19)	237.31

5. Earnings per Share:

(Rupees In Lakhs)

Particulars	31.03.2023	31.03.2022
Profit /(Loss) after tax	(335.62)	49.72
Weighted average No. of shares outstanding	30,95,879	30,95,879
Basic earnings per share (Nominal value of equity shares Rs. 10/- per share)	(10.84)	1.61

**NOTES TO FINANCIAL STATEMENTS (Contd..)****6. Details of Dividend proposed and paid**

Dividend for the year ended 31.03.2022 paid Re.1.50 per share	:	Rs.30.96 lakhs
Tax Deducted thereon	:	Rs.2.20 lakhs

In respect of current year, the Directors proposed Dividend of Rs.0.50 /- per share on equity shares of face value Rs.10 each on 17/05/2023

There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company. Except that an amount of Rs.1,953/- , Rs.1,674/- and Rs.3,540/- relating to the Dividend declared for the year 2009-10, 2010-11 and 2011-12 respectively has been kept on hold due to court case.

7. Employee Benefits:**a) Defined Contribution Plan:**

The Company makes contribution towards employees' provident fund and superannuation fund. Under the rules of these schemes, the company is required to contribute a specified percentage of payroll costs. The company during the year recognized Rs.197.57 lakhs (Previous year Rs.175.38 lakhs) as expense towards contribution to the Provident Fund.

The liability towards superannuation fund for the year ended 31st March 2023 amounting to Rs.20.28 lakhs (Previous year Rs.19.33 lakhs) has been charged to Statement of Profit and Loss.

The leave encashment for the year ended 31st March 2023 amounting to Rs.18.10 lakhs (previous year Rs. 14.62 lakhs) has been charged to Statement of Profit and Loss and the net liability as on 31.03.2023 is Rs.30.25 lakhs (previous year – Rs.25.71 lakhs).

b) Defined Benefit Plan:**GRATUITY (FUNDED):**

(Rupees In Lakhs)

PARTICULARS	31.03.2023	31.03.2022
A. Expense recognised in Income Statement		
1. Current Service cost	72.72	72.98
2. Interest expense	99.03	93.24
3. Interest (Income on plan asset)	80.54	(80.15)
4. Net interest	18.49	13.09
5. Immediate recognition of (gain) / losses	—	—
6. Defined Benefits cost included in P&L	91.21	86.07
B. Expense recognised in Other Comprehensive Income		
1. Actuarial (gain) / Losses on DBO		
(a) Due to Experience	(43.04)	118.45
(b) Due to Change in Financial Assumptions	10.04	(135.06)
(c) Due to demographic assumptions	—	—



NOTES TO FINANCIAL STATEMENTS (Contd..)

PARTICULARS	31.03.2023	31.03.2022
2. Return on plan assets (Greater) / Less than Discount rate	7.96	7.34
3. Total actuarial (gain) / loss included in OCI	(25.04)	(9.27)
C. Net Asset / (Liability) recognised in the Balance Sheet		
1. Present value of benefit obligation	1,507.18	1,449.00
2. Fair value of plan assets	1,178.21	1,185.93
3. Funded Status (Surplus / Deficit)	(328.97)	(263.07)
4. Net Asset / (Liability) recognised in Balance Sheet	(328.97)	(263.07)
D. Change in Present value of the obligation during the year		
1. Present value of the obligation at beginning of the year	1,449.00	1,353.29
2. Current service cost	72.72	72.98
3. Interest cost	99.03	93.24
4. Benefits paid	(80.57)	(53.89)
5. Actuarial (gain) / loss on obligation	(33)	(16.61)
(a) Due to Experience	—	—
(b) Due to Change in Financial Assumptions	—	—
6. Present value of obligation at end of the year	1,507.18	1,449.00
E. Reconciliation of opening & closing values of Plan Assets		
1. Fair value of plan assets at the beginning of the year	1185.93	1,167.02
2. Expected return on plan assets	80.54	80.15
3. Contributions made	0.27	—
4. Benefits paid	(80.57)	(53.89)
5. Actuarial gain / (loss) on plan assets	(7.96)	(7.34)
6. Fair value of plan assets at the end of the year	1,178.21	1,185.93
Actual return on plan assets	72.58	72.81
F. Actuarial Assumptions		
1. Discount rate	7.41%	7.03%
2. Salary escalation	6.50%	6.00%
3. Attrition rate	5.00%	5.00%
4. Expected rate of return on plan assets	7.03%	6.75%
5. Mortality rate	Indian Assured Lives Mortality (2012-14)	



NOTES TO FINANCIAL STATEMENTS (Contd..)

PARTICULARS	31.03.2023	31.03.2022
G. Sensitivity analysis	31.03.2023 INCREASE IN DBO	% INCREASE/ DECREASE IN DBO
Projected Benefit Obligation on Current Assumptions		
Impact of increase in 100 basis points in Rate of Discounting	(66.41)	(4.41%)
Impact of decrease in 100 basis points in Rate of Discounting	73.27	4.86%
Impact of increase in 100 basis points in Rate of Salary Increase	70.59	4.68%
Impact of decrease in 100 basis points in Rate of Salary Increase	(65.09)	(4.32%)
Impact of increase in 100 basis points in Attrition Rate	0.24	0.02%
Impact of decrease in 100 basis points in Attrition Rate	(0.2)	(0.01%)
Increase in Mortality Rate by 10%	(0.07)	0.00%

H. Categories of plan assets:

All plan assets (100%) are held in 'Assets under Insurance schemes' for the year ending 31.03.2023 and 31.03.2022.

I. Risk Exposure:

The gratuity scheme is a final salary defined benefit plan, that provides for a lump sum payment at the time of separation; based on scheme rules and benefits are calculated on the basis of last drawn salary and the period of service at the time of separation and paid as lump sum. There is a vesting period of 5 years. The design entitles the following risks that affect the liabilities and cash flows,

- Interest rates risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If bond's yield falls, the defined benefit obligation will tend to increase.
- Salary inflation risk: Higher than expected increases in salary will increase the defined benefit obligation.
- Demographic risk: The risk of volatility of results due to unexpected nature of decrements that include mortality attrition, disability and retirement. The effect of these decrements on the DBO depends upon the combination of salary increase, discount rate and vesting criteria and therefore not very straightforward. It is important not to overstate withdrawal rate because the cost of retirement benefit of a short caring employees will be less compared to long service employees.
- Asset Liability mismatch: This will come into play unless the funds are invested in a term of the assets replicating the term of the liability.

J. Expected contributions to the plan:

Expected contributions to the plan for the next annual reporting period is Rs.118.04 lakhs.

K. Maturity Profile of defined benefit obligation (undiscounted basis):

(Rs in Lakhs)

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Between 5 and 10 years	Above 10 years
As at March 31, 2023	265.49	171.62	462.42	629.47	769.10



NOTES TO FINANCIAL STATEMENTS (Contd..)

8. FAIR VALUE MEASUREMENTS:

(Rupees In Lakhs)

		31st MARCH 2023			31st MARCH 2022		
PARTICULARS	HIERAR- CHY	FVTPL	FVTOCI	AMORTIZED COST	FVTPL	FVTOCI	AMORTIZED COST
Financial Assets:							
(i) Financial assets at fair value							
Investments							
Equity instruments – Quoted	1		139.38			144.19	
Equity instruments – Unquoted	2		4620.38			4657.52	
Mutual funds	2	6,794.53			6,577.29		
(ii) Financial assets at amortized cost							
Trade receivables	3			195.59			307.63
Cash and cash equivalents	3			1221.07			268.33
Other financial assets	3			199.08			219.96
Loans	3			4250.00			8130.00
Financial Liabilities:							
Borrowings (including current maturities of long term debts)	3			2,175.24			5,049.59
Trade payables	3			581.30			488.74
Lease liability	3			9.01			49.68
Other financial liabilities	3			44.47			43.16

NOTE: Investments in subsidiaries are valued at cost and hence not considered for categorisation.

Fair value measurements are categorised into

Level 1 - unadjusted quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 - inputs other than quoted prices included within level 1, that are observable for the assets and liabilities, either directly or indirectly;

Level 3 - unobservable inputs for the assets or liabilities.

- Fair value in respect of equity instruments is the quoted prices of those instruments in the stock exchanges at the measurement date.
- Fair value of Mutual funds is the NAV as on the measurement date.

**NOTES TO FINANCIAL STATEMENTS (Contd..)**

- Fair value of unquoted equity instruments is at fair value measured as on measurement date. Fair value of such shares has been arrived based on methods which are combination of market, income and cost approaches.
- Carrying amounts of trade receivables and trade payables, cash and cash equivalents, other financial assets & other financial liabilities (current) are considered to be the same as their fair values due to their short-term nature and categorized as level 3 hierarchies.

9. Financial risk management:

The Company's activities expose it to credit risk, market risk and liquidity risk. In order to minimise any adverse effects on the financial performance of the Company, the company has risk management policies as described below

i. Credit risk:

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Company is exposed to credit risk from its operating activities (primarily Trade Receivables) and from its investing activities (primarily Deposits with Banks, Loans and advances to Corporate and Investments in Shares and Mutual Funds).

Credit risk from balances with banks, term deposits, loans, investments is managed by Company's finance department.

Trade Receivables are typically unsecured and are derived from revenue earned from customers. Customer credit risk is managed as per the Company's policy and procedures which involve credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. Outstanding customer receivables are regularly monitored.

The Company's maximum exposure to credit risk for the components of the Balance Sheet as of 31st March, 2023 and 31st March, 2022 is the carrying amounts as disclosed in Note 9.

ii. Market risk:

Market risk is the risk that changes in market prices – such as commodity prices, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. Further, the company is not exposed to any foreign currency exchange rate risk which has an impact on the Income statement and Equity as it does not have transaction references with other currencies.

a. 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 interest rate risk can also impact the provision for retirement benefits.

The Company's main interest rate risk arises from short term and long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk.

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of changes in market interest rates.

b. Price Risk

Securities price risk is the risk that the fair value of a financial instruments will fluctuate due to changes in market traded prices. The Company invests its surplus funds in various debt instruments and equity instruments. These investments are susceptible to market price risk, mainly arising from changes in the



NOTES TO FINANCIAL STATEMENTS (Contd..)

interest rates or market yields which may impact the return and value of such investments. To manage its price risk arising from investments in mutual funds, the Company diversifies its portfolio.

c. Agricultural Risk

Cultivation of tea being an agricultural activity, there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions, and fluctuation of selling price of finished goods (tea) due to increase in supply/availability. The Company manages these price fluctuations by actively managing the sourcing of tea, and alternate blending strategies without impacting the quality of the blend.

iii. Liquidity risk:

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and maintains adequate sources of financing.

The tables below analyse the company's financial liabilities into relevant maturity groupings based on their contractual maturities. The company has only all non-derivative financial liabilities.

The amounts disclosed in the table are contracted undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant. Balances due beyond 12 months are carried at amortised cost.

Contractual maturities of financial liabilities:

(Rupees in Lakhs)

March 31, 2023	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Above 5 years	Total
Non-derivatives					
Long term loans	298.15	256.25	566.52	—	1,120.92
Short term Borrowings	1054.32	—	—	—	1054.32
Trade payables	581.30	—	—	—	581.30
Lease Liabilities	3.43	5.58	—	—	9.01
Other financial liabilities	15.57	28.90	—	—	44.47
Total non-derivative Liabilities	1952.77	290.73	566.52	—	2810.02
March 31, 2022					
Non-derivatives					
Long term loans	311.75	299.12	484.21	101.61	1,196.69
Short term Borrowings	3852.90	—	—	—	3852.90
Trade payables	488.74	—	—	—	488.74
Lease Liabilities	42.76	6.92	—	—	49.68
Other financial liabilities	14.22	28.94	—	—	43.16
Total non-derivative liabilities	4710.37	334.98	484.21	101.61	5631.17

10. Impairment of Assets:

The Company has carried out an exercise to ascertain the impairment, if any, in the carrying value of fixed assets. The exercise has not revealed any impairment of assets during the year under review.

**NOTES TO FINANCIAL STATEMENTS (Contd..)****11. Capitalisation of Borrowing Costs:**

The company has capitalized the following borrowing costs with eligible assets. Amount capitalised in Capital Work in progress was nil (Previous year Rs.Nil). No borrowing costs were capitalized to Property, plant and equipment (other than WIP) during the year ending 31.03.2023 and 31.03.2022.

12. Undisclosed Income:

There is no undisclosed income reported during the year.

13. Relationship with Struck of Companies:

During the year the Company has no transaction with the Struck of Companies

14. Disclosure under Section 186(4) of the Act:

The company has advanced loans to the following body corporates and the details of the loans are as under:

(Rupees in Lakhs)

Name of the Company	As at 31.03.2023	As at 31.03.2022
Loans to other body corporates		
Asbesco India Private Limited	50.00	50.00
Bright Metal Private Limited	50.00	50.00
The Beauty Impex Private Limited	165.00	165.00
Universal Chemicals Industries	25.00	25.00
Hortex Rubber Pvt Limited	—	1,000.00
Loans to related parties		
Maharaja Shree Umaid Mills Limited	Nil	350.00
Placid Limited	425.00	4,885.00
M B Commercial Co Limited	450.00	Nil
Navjyoti Commodities Management Ltd	400.00	Nil
Kiran Vyapar Limited	425.00	1,325.00
Amalgamated Development Limited	430.00	280.00
IOTA Mtech Ltd	460.00	Nil
LNB Renewable Energy Ltd	455.00	Nil
Shree Krishna Agency Limited	455.00	Nil
Sidhidata Tradecomm Limited	460.00	Nil
Total	4250.00	8,130.00

The company has advanced the aforesaid loans for their business requirements. No guarantee or security has been provided by the company under the provisions of Section 186 of the Act.



NOTES TO FINANCIAL STATEMENTS (Contd..)

15. Related Party Disclosures:

Information on Related party transactions as required by Ind AS 24 – Related Party Disclosures for the year ended 31.03.2023

(a) List of Related Parties

(i) Parties where control exists

Wholly Owned Subsidiary Companies

PKT Plantations Limited

Shivphal Vinimay Private Limited

(ii) Key management personnel:

Name of the related party	Designation
Mrs. Alka Devi Bangur	Managing Director
Shri. Shreeyash Bangur	Deputy Managing Director
Shri. Sanjeev Kumar Singh	Chief Executive Officer
Shri. K. Ashokan	Chief Financial Officer
Shri. Saurav Singhania	Company Secretary

(iii) Relative of KMP (Managing Director)

Shri. L.N. Bangur

Ms. Sheetal Bangur

Shri. Yogesh Bangur

(iv) Enterprises over which KMP or Relatives of KMP exercises control or significant influence:

M.B.Commercial Company Ltd

Amalgamated Development Ltd

Maharaja Shree Umaid Mills Ltd

Placid Limited

The Marwar Textiles (Agency) Pvt.Ltd

Navjyoti Commodity Management Services Ltd

Samay Industries Limited

The General Investment Co. Ltd

Kiran Vyapar Limited

Soul Beauty & Wellness Centre LLP

Mugneeram Ramcoowar Bangur Charitable & Religious Co.

Shree Rama Vaikunth Trust

Shree Krishna Agency Ltd

LNB Realty LLP

Sidhidata Tradecomm Ltd

IOTA Mtech Ltd

LNB Renewable Energy Limited

LNB Group Foundation



NOTES TO FINANCIAL STATEMENTS (Contd..)

(v) Post-Employment benefit Plans:

The Gratuity Fund of The Peria Karamalai Tea & Produce Company Limited

- (b) During the year the following transactions were carried out with the related parties in the ordinary course of business:

(i) Transactions during the year with Related parties:

(Rupees in Lakhs)

Name of the Related Party	Nature of Transaction	Year ended 31.03.2023	Year ended 31.03.2022
Shri. L.N. Bangur	Sitting fees paid	0.30	0.50
M.B.Commercial Company Ltd	Loan Given	450	Nil
	Loan Repaid	Nil	350.00
	Interest received	1.71	24.30
The Marwar Textiles (Agency) Pvt. Ltd	Rent Paid	5.20	3.30
Navjyoti Commodities Management Services Ltd	Rent received	Nil	0.12
	Loan Given	400	Nil
	Loan Repaid	Nil	200.00
	Interest received	1.53	14.04
Shree Rama Vaikunth Trust	Lease obligation repayment	3.60	3.60
Maharaja Shree Umaid Mills Ltd	Loan Given	Nil	350.00
	Loan repaid	350	Nil
	Interest received	10.78	29.73
Placid Limited	Loan Given	Nil	5,210.00
	Loan repaid	4460	325.00
	Interest received	102.19	404.67
LNB Renewable Energy Limited	Services received	22.38	19.33
	Loan Given	455	90.00
	Loan Repaid	Nil	90.00
	Interest received	1.62	2.15
The Gratuity Fund of the Peria Karamalai Tea & Produce Company Limited	Contribution to post employment benefit plan	Nil	Nil
Kiran Vyapar Limited	Loan Given	200	1,335.00
	Loan Repaid	1100	10.00
	Interest received	74.55	59.45
Shree Krishna Agency Ltd	Loan Repaid	Nil	Nil
	Interest received	1.54	Nil
	Loan given	455	Nil



NOTES TO FINANCIAL STATEMENTS (Contd..)

Name of the Related Party	Nature of Transaction	Year ended 31.03.2023	Year ended 31.03.2022
Amalgamated Development Ltd	Loan given	200	Nil
	Loan Repaid	50	Nil
	Interest received	19.98	25.20
IOTA Mtech Ltd	Loan given	460	Nil
	Interest received	0.78	Nil
Sidhidata Tradecomm Ltd	Loan given	460	Nil
	Interest received	0.78	Nil
LNB Realty LLP	Rent Paid	14.01	Nil
Samay Industries Limited	Printing Charges	0.07	Nil

(ii) Remuneration of Key Management Personnel:

The remuneration of key management personnel of the Company are set out below in aggregate for each of the categories specified in Ind AS 24 Related party disclosures.

(Rupees in lakhs)

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Salaries and Wages	189.84	174.24
Contribution to Provident Funds and Other Funds #	25.91	24.83

Does not include gratuity as it is provided in the books of accounts on the basis of actuarial valuation for the company as a whole and hence individual amount cannot be determined.

(iii) Balances as at year end are set out below:

(Rupees in Lakhs)

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Loans Receivable	3960	6840.00
Lease Deposit receivable	2.00	2.00
Trade Payables	3.67	7.74
Payable to Post Employment Benefit Plan – Gratuity	328.97	263.07
Reimbursement of Expenses receivable	—	0.14

Note : Related party relationship are as identified by the management.

**NOTES TO FINANCIAL STATEMENTS (Contd..)****16. Corporate Social Responsibility:**

The company covered under section 135 of the Companies Act, the following are details in relation to CSR activities

(Rupees in Lakhs)

Sl. No.	Particulars	Amount
(i)	Amount required to be spent by the company during the year	1.58
(ii)	Amount of expenditure incurred	1.58
(iii)	Shortfall at the end of the year	Nil
(iv)	Total of previous year Shortfall	Nil
(v)	Reasons for shortfall	N.A.
(vi)	Nature of CSR activities	Contribution made to LNB Group Foundation, registered with MCA vide Registration number is CSR00033624 dated 08.07.22
(vii)	Details of related party transaction	Contribution made to LNB Group Foundation is a related party.
(viii)	Where a provision is made with respect to a liability incurred by entering into contractual obligation, the movements in the provision during the year	N.A.

17. Details of in key financial ratios, along with detailed explanations therefor, including:

Particulars	FY ended 31st March 2023	FY ended 31st March 2022	% of Changes between FY '22 and FY '23	Explanation
Current Ratio	3.12	1.98	58.20%	Due to Increase in current assets and Increase Current Liabilities contributed increase in Current Ratio
Debt Equity Ratio	1.19	1.34	(11.02%)	
Debt Service Coverage Ratio	0.14	0.20	(29.70%)	Due to bad monsoon and reduction in production and Sales quantity contributed reduction in the profits and increase in the short term borrowings also contributed in reduction in debt coverage ratio Due to decrease in profits
Return on equity - %	(1.74%)	0.65	(373.88%)	Due to bad monsoon and reduction in production and Sales quantity contributed reduction in the profits contributed in reduction in return on equity
Inventory Turnover Ratio	0.49	0.57	(13.16%)	



NOTES TO FINANCIAL STATEMENTS (Contd..)

Particulars	FY ended 31st March 2023	FY ended 31st March 2022	% of Changes between FY '22 and FY '23	Explanation
Trade Receivable Turnover Ratio – No of days	18.79	12	32.39%	Change in mix between Auction and Direct sales and collection performance contributed to increase Trade receivable turnover ratio
Trade Payable Turnover Ratio – No of days	39.14	59	(27.29%)	Because of timely payment of Dues
Net Capital Turnover Ratio	0.25	0.19	23.78%	Due to Increase in Turnover
Net Profit Ratio - %	(6%)	2	(348.36%)	Due to bad monsoon and reduction in production and Sales quantity, there is a reduction in the export market and reduction in investment income contributed reduction in the net profits of the company
Return on Capital Employed - %	(0.6%)	2.3	(126.90%)	Reduction in Profits due to price drop contributed reduction in the return on capital employed during the year
Return on Investments %	(4.1%)	1.3	(164.21%)	Reduction in Profits due to price drop contributed reduction in the return on Investment during the year

18. Disclosure on Crypto or virtual currency:

The is not transacted on crypto or virtual currency during the year and there is no outstanding crypto or virtual currency at the end of the year

19. Previous year's figures have been regrouped / rearranged to the extent necessary to confirm to current year's classifications.

Unless otherwise stated, all the numbers have been rounded off to the nearest lakhs.

In terms of our Report attached

For Jayaraman & Krishna
Chartered Accountants
Reg. No. 011185S

S. Krishnamoorthy
Partner, Auditor M.No. 200826
Coimbatore, 17th May 2023

For and on behalf of the Board of Directors

Lakshmi Niwas Bangur
Chairman
DIN : 00012617

Sanjeev Kumar Singh
Chief Executive Officer

Alka Devi Bangur
Managing Director
DIN : 00012894

K. Ashokan
Chief Financial Officer

Shreeyash Bangur
Dy. Managing Director
DIN : 00012825

Saurav Singhania
Company Secretary
Kolkata, 17th May 2023



CONSOLIDATED FINANCIAL STATEMENTS



INDEPENDENT AUDITORS' REPORT

To the Members of **The Peria Karamalai Tea and Produce Company Limited**

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind As financial statements of The Peria Karamalai Tea & Produce Company Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at 31, March 2023, the consolidated statement of Profit and Loss including the Statement of other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated Ind As financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act 2013, ("the Act") in the manner so required and give a true and fair view in conformity with the Ind AS prescribed under section 133 of the Act read with the companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31, March 2023, its consolidated loss, including other comprehensive loss, its consolidated statement of changes in equity and its consolidated cash flows for the year then ended.

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 Consolidated Ind AS Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI), together with the independence and requirements that are relevant to our audit of the consolidated Ind AS financial statements under the

provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind As financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Consolidated Ind AS Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the consolidated Ind AS 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 consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained during the course of our 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.

Responsibilities of Management and those charged with Governance for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated



Ind AS financial statements in terms of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the 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 consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group and of its associates and jointly controlled entities 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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

Auditor's Responsibilities for the Audit of the consolidated Ind AS financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS 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 it 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 consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit.

- Identify and assess the risk of material misstatement of the Consolidated Ind AS 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 Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements 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 ability of the Group 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 consolidated Ind AS 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS Financial statements, including the disclosures, and whether the



Consolidated Ind AS Financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the Consolidated Ind AS Financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Ind AS Financial statements of which we are the independent auditors.
- We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Ind AS Financial statements of which we are the independent auditors 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.
- From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS Financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

A further description of the auditor's responsibilities for the audit of the consolidated Ind AS financial statements is included in Annexure A. This description forms part of our auditor's report.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated Ind AS financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, including other comprehensive income, the Consolidated Cash Flows and the Consolidated Statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- (e) On the basis of the written representations received from the Directors of the Holding Company as on 31 March, 2023 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor who is appointed under Section 139 of the Act, of its subsidiary company, none of the directors of the Group's Companies, is disqualified as on 31 March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of Internal Financial Controls over financial reporting with reference to Financial Statements of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure B.
- (g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act read with Schedule V of the act.



- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i) The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. [Refer Note No. C (2) "under other notes to Consolidated Ind AS Financial statements"]
 - ii) The Company did not have any long-term contracts including derivative contracts. Hence the question of any material foreseeable losses does not arise.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.
 - iv) a) The respective Management of the Holding company and its subsidiaries whose Financial statements have been audited by the Act have represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b) The respective Management of the Holding company and its subsidiaries whose financial statements have been audited by the Act has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or its subsidiary from any person(s) or entity(ies), including foreign entities ("Funding parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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.
 - c) Based on such audit procedures that were 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 (a) and (b) contain any material misstatement.
 - v) The amount of dividend is in accordance with Section 123 of the Act.
 - a) The dividend proposed in the previous year and declared and paid by the Company during the year is in accordance with Section 123 of the Act.
 - b) The Board of Directors of the Company has proposed a dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting.
2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ the "Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent Company, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the consolidated financial statements



Other Matters

- (a) We did not audit the financial statements of subsidiary company M/s. PKT Plantations Limited, whose Ind AS financial statements reflect total assets Rs 39.69 lakhs as at 31 March 2023, total revenues of Rs 0.42 lakhs, and net cash inflow amounting to Rs 38.97 lakhs, for the year ended on that date, as considered in the consolidated Ind AS financial statements.
- (b) We did not audit the financial statements of subsidiary company M/s. Shivphal Vinimay Private Limited, whose Ind AS financial statements reflect total assets Rs. 0.70 lakhs as at 31 March 2023, total revenues of Rs 0.04 lakhs, and net cash inflow amounting to Rs 0.12 lakhs, for the year ended on that date, as considered in the consolidated Ind AS financial statements.
- (c) Both the above Ind AS financial statements have been audited by other auditors whose report has been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries and our report in terms of sub-section (3) and (11) of section 143 of the Companies Act, 2013, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of other auditor.
- (d) Our Opinion on the Consolidated Ind AS financial statements and our report on other legal and other regulatory requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor and the financial statements certified by the Management.

For JAYARAMAN & KRISHNA
Chartered Accountants
ICAI Firm Registration No.011185S

S. KRISHNA MOORTHY
Partner, Auditor
Membership No. 200826
(UDIN: 23200826BGTIPE7127)

Coimbatore
17th May 2023



ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

Responsibilities for Audit of Consolidated Ind AS Financial Statements

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

- Identify and assess the risks of material misstatement of the consolidated Ind AS 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 ability of the Group and its associates and jointly controlled entities 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 consolidated Ind AS 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 Group and its Associates

and jointly controlled entities to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated

Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For JAYARAMAN & KRISHNA

Chartered Accountants
ICAI Firm Registration No.011185S

S. KRISHNA MOORTHY

Partner, Auditor
Membership No. 200826
(UDIN: 23200826BGTIPE7127)

Coimbatore
17th May 2023



ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Paragraph 1(f) under "Report on Other Legal & Regulatory Requirements of the independent Auditor's Report to the members of the company on the Consolidated Ind AS Financial Statements for the year ended 31 March 2023)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended 31 March 2023, we have audited the internal financial controls over financial reporting of The Peria Karamalai Tea & Produce Company Limited (hereinafter referred to as "the Company"), the holding company incorporated in India and such companies incorporated in India under the Companies Act, 2013, which are its subsidiary Companies as of that date

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies 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 ("the 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 the respective 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 internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143 (10) of the Companies

Act 2013, to the extent applicable to an audit of internal financial controls. 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 judgement, 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 internal financial controls system over financial reporting of the Company.

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 authorisations of management and directors of the company. and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the company and its subsidiary companies which are companies incorporated in India have, 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 31 March 2023, based on the internal financial controls over financial reporting criteria established by the respective Companies, 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.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Companies Act, 2013, on the adequacy and operating effectiveness of the Internal Financial Controls Over Financial Reporting insofar as it relates to the subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the Auditors of such companies incorporated in India.

For JAYARAMAN & KRISHNA

Chartered Accountants
ICAI Firm Registration No.011185S

S. KRISHNA MOORTHY

Partner, Auditor
Membership No. 200826
(UDIN: 23200826BGTIPE7127)

Coimbatore
17th May 2023



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2023

(Rupees in Lakhs)

	Note	31.03.2023	31.03.2022
ASSETS			
1 Non-current Assets			
a Property, Plant and Equipment	1	2,929.80	3,160.65
b Capital Work In Progress	1	188.53	151.44
c Intangible assets	1	0.26	0.45
d Right of use Asset	1	8.50	38.84
e Financial Assets:			
i) Investments	2	11,554.29	11,378.99
ii) Other Financial Assets	3	140.03	155.15
f Other Non-Current Assets	4	170.02	237.31
		14,991.43	15,122.83
2 Current Assets			
a Inventories	5	722.57	749.85
b Financial Assets:			
i) Investments	2	—	—
ii) Trade receivables	6	195.59	307.63
iii) Cash and cash equivalents	7(a)	1,245.72	250.19
iv) Bank Deposits other than (ii) above	7(b)	15.54	57.90
v) Loans	8	4,250.00	8,130.00
vi) Other Financial Assets	9	59.04	103.61
c Other current assets	10	105.11	46.05
		6,593.57	9,645.23
TOTAL		21,585.00	24,768.06
EQUITY AND LIABILITIES			
1 Equity			
a Equity Share capital	11	309.59	309.59
b Other Equity	12	17,871.83	18,256.03
		18,181.42	18,565.62
2 Non-current Liabilities			
a Financial Liabilities			
i) Borrowings	13	822.77	885.02
ii) Lease Liabilities	14	5.58	6.92
iii) Other Financial Liabilities	15	28.90	28.93
b Deferred Tax Liabilities (Net)	16	237.31	249.50
c Provisions	17	210.93	168.67
		1,305.49	1,339.04
3 Current Liabilities			
a Financial Liabilities			
i) Borrowings	18	1,352.47	4,164.56
ii) Trade payables	19		
a) Total outstanding dues to MSME		8.81	7.15
b) Total outstanding dues other creditors		573.09	481.92
iii) Lease liabilities	20	3.43	42.76
iv) Other financial liabilities	21	15.57	14.22
b Other Current Liabilities	22	26.68	58.39
c Current Tax Liabilities (Net)	23	—	—
d Provisions	24	118.04	94.40
		2,098.09	4,863.40
TOTAL		21,585.00	24,768.06
See accompanying notes to the financial statements	31		

In terms of our Report attached

For and on behalf of the Board of Directors

For Jayaraman & Krishna
Chartered Accountants
Reg. No. 011185S

Lakshmi Niwas Bangur
Chairman
DIN : 00012617

Alka Devi Bangur
Managing Director
DIN : 00012894

Shreeyash Bangur
Dy. Managing Director
DIN : 00012825

S. Krishnamoorthy
Partner, Auditor M.No. 200826
Coimbatore, 17th May 2023

Sanjeev Kumar Singh
Chief Executive Officer

K. Ashokan
Chief Financial Officer

Saurav Singhania
Company Secretary
Kolkata, 17th May 2023

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2023**

(Rupees in Lakhs)

	Note No.	31.03.2023	31.03.2022
Income:			
Revenue from operations	25	5,153.56	4,720.02
Other income	26	65.67	114.47
Total Income		5,219.23	4,834.49
Expenses:			
Cost of materials consumed		325.90	241.58
Purchase of stock in trade		522.74	63.61
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	27	49.68	(75.71)
Employee benefits expense	28	2,815.53	2,611.84
Finance costs	29	196.96	333.42
Depreciation and amortization expense	1	309.46	377.36
Other expenses	30	1,315.35	1,163.80
Total expenses		5,535.62	4,715.90
Profit / (Loss) before tax		(316.39)	118.59
Tax expense:			
1. Current Tax Expense		5.92	76.48
2. Deferred Tax Liability (Provided) / (Reversed)		(12.19)	(8.10)
3. Mat credit entitlement of earlier year reversed		26.22	—
Profit from continuing operations for the year		(336.34)	50.21
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
i) Changes in fair value of FVOCI Equity Instruments			
- Quoted		(4.81)	49.77
- Unquoted		(37.15)	440.30
ii) Remeasurements of post employment defined benefit plans		25.04	9.27
iii) Income tax relating to these items		—	—
Other Comprehensive Income for the year net of tax		(16.92)	499.34
Total Comprehensive Income for the Year		(353.26)	549.55
Earnings per equity share:			
(1) Basic (Face Value of Rs 10/- per share)		(10.86)	1.62
(2) Diluted (Face Value of Rs 10/- per share)		(10.86)	1.62
See accompanying notes to the financial statements.	31		

In terms of our Report attached

For Jayaraman & Krishna
Chartered Accountants
Reg. No. 011185S

S. Krishnamoorthy
Partner, Auditor M.No. 200826
Coimbatore, 17th May 2023

For and on behalf of the Board of Directors

Lakshmi Niwas Bangur
Chairman
DIN : 00012617

Sanjeev Kumar Singh
Chief Executive Officer

Alka Devi Bangur
Managing Director
DIN : 00012894

K. Ashokan
Chief Financial Officer

Shreeyash Bangur
Dy. Managing Director
DIN : 00012825

Saurav Singhania
Company Secretary
Kolkata, 17th May 2023


CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

(Rupees in Lakhs)

	31.3.2023	31.3.2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	(316.39)	118.59
Adjustments for:		
Depreciation and Amortisation	309.46	377.36
Loss / (Gain) on sale of Property, Plant & Equipments (Net)	(8.81)	(66.08)
Net gain arising on Mutual Funds designated at FVTPL	(217.25)	(513.05)
Items debited/ (credited) to OCI	25.04	9.27
Gain on sale of Mutual Funds designated at FVTPL	(50.02)	(9.82)
Loss on sale of investment in bond	—	—
Interest income on financial assets	(338.89)	(669.87)
Profit on decognition	(8.50)	—
Dividend income from investment in equity shares	(1.64)	(1.70)
Finance costs	196.96	333.42
Operating Profit before working capital changes	(410.03)	(421.88)
Adjustments for:		
Other financial liability	—	(0.29)
Trade receivables and other assets	86.56	(88.29)
Inventories	27.28	(86.78)
Trade payables & other liabilities	127.04	248.00
Short term borrowings	(2,798.59)	3,928.44
Cash generated from operations	(2,967.73)	3,579.20
Direct Taxes paid (net)	(20.42)	(157.27)
Net Cash from operating activities (A)	(2,947.31)	3,421.93
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipments	(82.12)	(110.23)
Sale of Property, Plant & Equipments	10.61	69.64
Sale/Purchase of Non-current Investments	50.02	1,225.00
Sale of Investments	—	1,643.42
Interest received from financial assets	379.67	692.81
Bank balance not considered as cash and cash equivalents	42.37	0.70
Intercompany loans (given)/ received	3,880.00	(6,010.00)
Dividend received from investment in equity shares	1.64	1.70
Net Cash (used in) generated investing activities (B)	4,282.19	(2,486.96)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Long term borrowings	(75.76)	(311.75)
Payment of Lease liabilities	(39.17)	(48.68)
Finance costs paid	(193.45)	(334.42)
Dividend paid including dividend distribution tax	(30.96)	(46.44)
Net Cash used in financing activities (C)	(339.34)	(741.29)
Net increase / (decrease) in Cash and Cash Equivalents (D) = (A+B+C)	995.54	193.68
Opening Cash and Cash Equivalents	250.19	56.51
Closing Cash and Cash Equivalents	1,245.72	250.19

In terms of our Report attached

For and on behalf of the Board of Directors

For Jayaraman & Krishna
Chartered Accountants
Reg. No. 011185S

Lakshmi Niwas Bangur
Chairman
DIN : 00012617

Alka Devi Bangur
Managing Director
DIN : 00012894

Shreeyash Bangur
Dy. Managing Director
DIN : 00012825

S. Krishnamoorthy
Partner, Auditor M.No. 200826
Coimbatore, 17th May 2023

Sanjeev Kumar Singh
Chief Executive Officer

K. Ashokan
Chief Financial Officer

Saurav Singhania
Company Secretary
Kolkata, 17th May 2023



STATEMENT OF CHANGES IN EQUITY

A. EQUITY SHARE CAPITAL

(Rupees in Lakhs)

	Face value	Amount
(1) Current reporting period		
Balance at the beginning of the current reporting period - 01.04.2022		309.59
Changes in Equity Share Capital due to prior period errors	10	—
Restated balance of the current reporting period		309.59
Changes in Equity Share Capital during the current year	10	—
Balance at the end of the current reporting period - 31.03.2023		309.59
(2) Previous reporting period		
Balance at the beginning of the previous reporting period - 01.04.2021		309.59
Changes in Equity Share Capital due to prior period errors	10	—
Restated balance of the previous reporting period		309.59
Changes in Equity Share Capital during the previous year	10	—
Balance at the end of the previous reporting period - 31.03.2022		309.59

B. OTHER EQUITY

(Rupees in Lakhs)

Particulars	Reserves and Surplus				Item of other comprehensive Income		Total
	Securities Premium	Capital Reserve	General Reserve	Retained Earnings	Equity Instruments through OCI	Remeasurements of Post-employment benefits obligations	
Balance as at 01.04.2021	279.74	41.69	8,302.10	5,521.38	3,667.11	(59.10)	17,752.92
Profit for the year	—	—	—	50.20	—	—	50.20
Other Comprehensive Income	—	—	—	—	490.08	9.27	499.35
Dividend paid	—	—	—	(46.44)	—	—	(46.44)
Balance as at 31.03.2022	279.74	41.69	8,302.10	5,525.14	4,157.19	(49.83)	18,256.03
Profit for the year	—	—	—	(336.34)	—	—	(336.34)
Other Comprehensive Income	—	—	—	—	(41.95)	25.04	(16.91)
Dividend paid	—	—	—	(30.96)	—	—	(30.96)
Balance as 31.03.2023	279.74	41.69	8,302.10	5,157.85	4,115.24	(24.79)	17,871.82

In terms of our Report attached

For Jayaraman & Krishna

Chartered Accountants

Reg. No. 011185S

S. Krishnamoorthy

Partner, Auditor M.No. 200826

Coimbatore, 17th May 2023

For and on behalf of the Board of Directors

Lakshmi Niwas Bangur

Chairman

DIN : 00012617

Sanjeev Kumar Singh

Chief Executive Officer

Alka Devi Bangur

Managing Director

DIN : 00012894

K. Ashokan

Chief Financial Officer

Shreeyash Bangur

Dy. Managing Director

DIN : 00012825

Saurav Singhania

Company Secretary

Kolkata, 17th May 2023



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. PROPERTY, PLANT AND EQUIPMENT

(Rupees in Lakhs)

DESCRIPTION OF ASSETS	FREE HOLD LAND & DEVELOPMENT	BUILDINGS	PLANT, MACHINERY & EQUIPMENTS	SOLAR PLANT	FURNITURES & FIXTURES	VEHICLES	BEARER PLANTS	COMPUTERS	SOFTWARE	TOTAL
I. GROSS CARRYING VALUE										
As at 01.04.2022	489.13	894.65	3,289.91	1,452.55	303.73	779.71	111.47	78.13	9.26	7,408.54
Additions during the year	—	—	41.36	—	2.55	—	—	1.12	—	45.03
Deletions during the year	—	—	30.81	—	—	11.24	—	—	—	42.05
As at 31.03.2023	489.13	894.65	3,300.47	1,452.55	306.28	768.46	111.47	79.25	9.26	7,411.52
II. ACCUMULATED DEPRECIATION / AMORTISATION										
As at 01.04.2022	—	634.52	2,364.86	296.33	235.67	622.87	12.91	71.44	8.81	4,247.42
Depreciation during the year	—	11.44	139.42	72.23	11.43	33.80	2.32	3.48	0.19	274.30
Deletions during the year	—	—	29.57	—	—	10.68	—	—	—	40.25
As at 31.03.2023	—	645.96	2,474.71	368.57	247.09	645.99	15.22	74.93	9.00	4,481.47
III. NET CARRYING VALUE										
As at 31.03.2023	489.13	248.69	825.75	1,083.98	59.19	122.47	96.25	4.32	0.26	2,930.05
As at 31.03.2022	489.13	260.13	925.05	1,156.21	68.08	156.83	98.57	6.68	0.45	3,161.13

CAPITAL WORK IN PROGRESS

(Rupees in Lakhs)

PARTICULARS	GROSS BLOCK AT COST		
	As at 01.04.2022	Additions / (Reversals)	As at 31.03.2023
PLANT, MACHINERY & EQUIPMENTS	10.66	35.58 (10.66)	35.58
BEARER PLANTS	140.78	12.17 —	152.95
TOTAL	151.44	37.09	188.53

AGEING OF CAPITAL WORK IN PROGRESS

Particulars	Amount in CWIP for the period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Plant and Machinery	35.58	—	—	—	35.58
Bearer Plant	12.17	25.66	49.42	65.69	152.94
Total	47.75	25.66	49.42	65.69	188.52

RIGHT-OF-USE ASSET (Refer Note No.31(B)(1))

Description of Asset	Gross Carrying Value	Addition	Depreciation as on 01.04.2022	Depreciation for the year	Deletion	Net carrying value
BUILDING	229.72	(147.41)	190.88	35.16	(152.23)	8.50
TOTAL	229.72	(147.41)	190.88	35.16	(152.23)	8.50



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

2. NON CURRENT INVESTMENTS

(Rupees in lakhs)

Particulars	Nominal value of Each Share (Rs)	Balance As at 31.03.2023		Balance As at 31.03.2022	
		No. of Shares	Amount	No. of Shares	Amount
a) Investments in Equity Instruments					
i) Fully paid - Unquoted Equity shares at FVOCI					
Placid Limited	100	93,590	4,469.86	93,590	4,501.68
Navjyoti Commodity Management Services Ltd	10	2,50,000	150.53	2,50,000	155.85
ii) In fully paid Equity Shares at FVOCI :					
Quoted :					
MOIL Limited	10	2,272	3.23	2,272	4.19
Kiran Vyapar Ltd	10	1,00,000	136.15	1,00,000	140.00
b) In Debt instruments designated at FVTPL					
Investments In Mutual Funds					
HDFC Corporate Bond Fund Growth	10	1,99,21,474	5,414.66	1,99,21,474	5,206.10
HDFC Capital buider Fund Growth	100	3,17,559	1,379.87	3,17,559	1,371.18
Total Non Current Investments			11,554.29		11,379.00
TOTAL INVESTMENTS			11,554.29		11,379.00
Aggregate carrying amount of Quoted Investments			139.38		144.19
Aggregate market value of Quoted Investments			139.38		144.19
Aggregate amount of Unquoted Investments			11,414.91		11,234.81
Aggregate amount of impairment in value of Investments			—		—



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.3.2023	31.3.2022
3 OTHER FINANCIAL ASSETS		
Non Current		
a) Security Deposits	107.43	117.61
b) Other Advance	17.99	27.71
c) Deposit with banks having more than 12 months maturity	14.61	9.83
	<u>140.03</u>	<u>155.15</u>
4 OTHER - NON CURRENT ASSETS		
a) Agriculture Income tax (NET)	77.06	77.06
b) Prepaid Rent	0.13	0.05
c) Capital advances	12.00	26.79
d) Tax paid on Income Tax appeal	4.17	4.17
e) Income Tax Refund due	23.33	41.32
f) provision for Taxation (Net)	53.33	87.90
	<u>170.02</u>	<u>237.29</u>
5 INVENTORIES		
a) Finished goods:		
Tea Valued at lower of cost and Net realisable value	560.46	610.13
b) Stores and Spares Valued at Average cost	159.91	136.50
c) Loose Tools Valued at Average Cost	2.20	3.22
	<u>722.57</u>	<u>749.85</u>
FINANCIAL ASSETS - CURRENT		
6 TRADE RECEIVABLES		
Un-Secured - Considered Good	195.59	307.63
Doubtful		
Less : Allowance for doubtful debts	—	—
	<u>195.59</u>	<u>307.63</u>



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in Lakhs)

AGEING OF RECEIVABLES AS ON 31.03.2023

Particulars	Outstanding for the following periods from the due date of payments					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
UNDISPUTED RECEIVABLES						
Considered Good	—	—	—	(0.01)	—	(0.01)
Considered Doubtful	—	—	—	—	—	—
DISPUTED RECEIVABLES						
Considered Good	—	—	—	—	—	—
Considered Doubtful	—	—	—	—	—	—
Total	—	—	—	(0.01)	—	(0.01)

AGEING OF RECEIVABLES AS ON 31.03.2022

Particulars	Outstanding for the following periods from the due date of payments					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
UNDISPUTED RECEIVABLES						
Considered Good	192.36	49.49	54.26	11.52	—	307.63
Considered Doubtful	—	—	—	—	—	—
DISPUTED RECEIVABLES						
Considered Good	—	—	—	—	—	—
Considered Doubtful	—	—	—	—	—	—
Total	192.36	49.49	54.26	11.52	—	307.63

	31.3.2023	31.3.2022
7 a) CASH AND CASH EQUIVALENTS		
i) Balance with Banks in Current Account	539.96	244.84
ii) Balance with Banks in Deposit Account (with less than 3 months maturity)	703.93	3.67
iii) Cash on hand	1.83	1.68
	1,245.72	250.19
b) BANK DEPOSITS OTHER THAN ABOVE		
i) With more than 3 months but less than 12 months maturity	6.61	49.01
ii) Unpaid dividend Account (Refer Note)	8.93	8.90
	15.54	57.91



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in Lakhs)

8 LOANS

Current Unsecured and Considered Good :

Loans and advances to :-

Related Parties (Refer Note No. 31(8)(13) & (14))

Others

31.3.2023

31.3.2022

3,960.00

6,840.00

290.00

1,290.00

4,250.00

8,130.00

Details of Loans and Advances given to Promoters for the year ended 31.03.2023

Sl. No.	Type of Borrower	Amount of Loans and Advances given	Balance of loan/advance at the end of FY	% of loan / advance against total loan/advances
1	Promoters Group			
	Kiran Vyapar Limited	—	—	0.00%
	Placid Limited	—	—	0.00%
	M B Commercial Company Limited	—	—	—
	Navjyoti Commodities Management Services Limited	—	—	—
2	Related party			
	LNB Renewable Energy Limited	—	—	—
	Maharaja Shree Umaid Limited	—	—	0.00%
	Amalgamated Development Limited	—	—	0.00%
	Total	—	—	0.00%

Details of Loans and Advances given to Promoters for the year ended 31.03.2022

Sl. No.	Type of Borrower	Amount of Loans and Advances given	Balance of loan/advance at the end of FY	% of loan / advance against total loan/advances
1	Promoters Group			
	Kiran Vyapar Limited	1,335.00	1,325.00	—
	Placid Limited	5,210.00	4,885.00	—
	M B Commercial Company Limited	350.00	—	0.00%
	Navjyoti Commodities Management Services Limited	200.00	—	0.00%
2	Related party			
	Shree Krishna Agency Limited	90.00	—	—
	LNB Renewable Energy Limited	350.00	350.00	—
	Maharaja Shree Umaid Limited	280.00	280.00	—
	Amalgamated Development Limited	—	—	0.00%
	Total	7,815.00	6,840.00	84.13%



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.3.2023	31.3.2022
9 OTHER FINANCIAL ASSETS		
a) Advances recoverable in cash	1.39	5.17
b) Interest accrued on Loans and Deposits		
Related Parties	—	4.41
Others	25.20	61.57
c) Tea Subsidy receivable	32.45	32.45
	59.04	103.60
10 OTHER CURRENT ASSETS (NET)		
Others:		
Staff & Other advances	52.43	—
Prepaid Expenses	15.14	14.36
Tax receivable	37.54	31.66
	105.11	46.02
11 EQUITY SHARE CAPITAL		
Authorised		
7,500,000 Equity Shares of Rs. 10/- each	750.00	750.00
(Seventy five lakh shares of Rupees ten each)		
Issued and Subscribed		
30,95,879 Equity Shares of Rs. 10/- each fully Paid	309.59	309.59
	Number of shares	Number of shares
At the beginning of the year	30,95,879	30,95,879
Changes during the year	—	—
At the close of the year	30,95,879	30,95,879
Equity shareholders holding more than 5% shares:		
Placid Ltd	8,99,330	6,68,574
Kiran Vyapar Ltd	4,70,224	4,70,224
Life Insurance Corporation of India Ltd	1,88,781	1,94,347



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in Lakhs)

Details of Shareholding of Promoters

Sl. No	Particulars Promotor/Promoters Group Name	31st March, 2023			31st March, 2022		
		No of Shares held	Percentage of total shares	Percentage change during the year	No of Shares held	Percentage of total shares	Percentage change during the year
1	Individuals/HUF - Promoters						
a	Lakshmi Nivas Bangur (HUF)	61,200	1.98%	—	61,200	1.98%	—
b	Alka Devi Bangur	37,638	1.22%	—	37,638	1.22%	—
c	Lakshmi Nivas Bangur	25,481	0.82%	—	25,481	0.82%	—
d	Sheetal Bangur	1,260	0.04%	—	1,260	0.04%	—
2	Body Corporate - Promoters Group						
a	Placid Limited	8,99,330	29.05%	2.72%	8,15,123	26.33%	4.73%
b	Kiran Vyapar Limited	4,70,224	15.19%	—	4,70,224	15.19%	—
c	M B Commercial Co Limited	1,21,275	3.92%	—	1,21,275	3.92%	—
d	Shree Krishna Agency Limited	53,446	1.73%	—	53,446	1.73%	—
e	Mugneeram Ramcoowar Bangur Charitable and Religious Trust	34,500	1.11%	—	34,500	1.11%	—
f	The General Investment Company Limited	21,000	0.68%	—	21,000	0.68%	—
g	Navjyoti Commodity Management Services Limited	6,912	0.21%	—	6,912	0.21%	—
	Total	17,32,266	55.95%	2.72%	16,48,059	53.23%	4.73%

12 OTHER EQUITY

Other Equity

Particulars	Reserves and Surplus				Other comprehensive income reserve		Total
	Securities Premium	Capital Reserve	General Reserve	Retained Earnings	Equity instruments through OCI	Remeasurement of Post employment benefits Obligation	
Balance as at 01.04.2021	279.74	41.69	8,302.10	5,521.38	3,667.11	(59.10)	17,752.92
Profit for the year	—	—	—	50.20	—	—	50.20
Other Comprehensive Income	—	—	—	—	490.08	9.27	499.35
Dividend paid	—	—	—	(46.44)	—	—	(46.44)
Balance as at 31.03.2022	279.74	41.69	8,302.10	5,525.14	4,157.19	(49.83)	18,256.03
Profit for the year	—	—	—	(336.34)	—	—	(336.34)
Other Comprehensive Income	—	—	—	—	(41.95)	25.04	(16.91)
Dividend paid	—	—	—	(30.96)	—	—	(30.96)
Balance as at 31.03.2023	279.74	41.69	8,302.10	5,157.85	4,115.24	(24.79)	17,871.82



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.3.2023	31.3.2022
13 BORROWINGS		
Secured : From Banks		
From Banks		
1) Term Loan from HDFC Bank Limited	508.44	644.02
(Secured by charge on all the movable fixed assets of Company funded out of term loan and on land measuring 15.3225 acres at Kudipatty Madurai district and Lien Marked on 36,82,500 Units of HDFC Corporate Bond Fund Growth Repayable in 108 monthly installments of Rs.11,29,853-. commencing from 04.01.2019) at Effective Interest rate of 7.85%)		
2) Term Loan from HDFC Bank Limited	80.97	232.40
(Secured by second charge on all the movable fixed assets of Company funded out of term loan and on land measuring 15.3225 acres at Kudipatty Madurai district.) Repayable in 36 monthly installments of Rs. 12,91,111 commencing from 04.10.2022) at effective interest rate of 8.25% P.A		
3) Term Loan from HDFC Bank Limited	232.40	—
(Secured by second charge on all the movable fixed assets of company funded out of term loan)		
4) HDFC Bank Limited - Vehicle loan	0.78	6.79
(Secured by the vehicle, Repayable in 36 installments of Rs. 77,880 commencing from 05.01.2022 effective Interest rate 7.50%)		
Period and amount of continuing default Rs. Nil)		
5) HDFC Bank Limited - Vehicle loan	0.19	1.81
(Secured by the vehicle, Repayable in 36 installments of Rs. 18,802 commencing from 05.02.2022 effective Interest rate 7.80% Period and amount of continuing default in respect of each of the above loan Rs. Nil)		
	822.77	885.02
14 LEASE LIABILITIES		
Non-Current lease liabilities (Refer Note No. 31(B)(1))	5.58	6.92
	5.58	6.92



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.3.2023	31.3.2022
15 OTHER FINANCIAL LIABILITIES		
Others - Deposit Received from Customers	28.90	28.90
Security Deposit - Rent	—	0.03
	<u>28.90</u>	<u>28.93</u>
16 DEFERRED TAX LIABILITY		
Opening Deferred Tax Liability	249.50	257.60
Add: Provided /(Reversed) during the year	(12.19)	(8.10)
	<u>237.31</u>	<u>249.50</u>
17 PROVISIONS		
Provision for employees benefit :		
Provision for Gratuity (Net)	210.93	168.67
	<u>210.93</u>	<u>168.67</u>
FINANCIAL LIABILITIES - CURRENT		
18 BORROWINGS		
Secured Loan repayable on demand		
1) Cash credit facility from HDFC Bank Limited	1,054.31	852.90
(Secured by charge on all the movable fixed assets of Company both present and future on land measuring 15.3225 acres at Kudipatty Madurai district. Secured by charge on all the current assets of the Company both present and future) Limit - Rs. 10,00,00,000		
The company filed monthly and quarterly return to the banks and are in agreement with the books of accounts		
2) Revolving Demand Loan from Barclays Investments & Loans Private Limited.	—	3,000.00
The said loan repayable within 3 months from the date of availment/renewed		
(Secured by charge on Mutual Fund Investments of the company both present and future Limit - Rs. 50,00,00,000 at Interest rate of 6.5% p.a		



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.3.2023	31.3.2022
3) Revolving Demand Loan sanctioned by Dutesche Investment India Pvt Limited.	—	—
The said loan repayable within 12 months from the date of availment/renewed and company yet to avail the said loan		
(Secured by charge on Mutual Fund Investments of the company both present and future Limit - Rs. 25,00,00,000		
4) Current maturities of long term debt - (refer Sch 13)	298.15	311.66
Period and amount continuing default in respect of each of the above loan is Nil		
	<u>1,352.47</u>	<u>4,164.56</u>

19 TRADE PAYABLES

Total outstanding dues of Micro & Small Enterprises	8.81	7.15
Due to Others	573.07	481.59
	<u>581.88</u>	<u>488.74</u>

Ageing of Trade Payable as on 31.03.2023

Particulars	Outstanding for the following periods from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
UNDISPUTED DUES					
MSME	—	—	—	—	—
Others	—	—	—	—	—
DISPUTED DUES					
MSME	—	—	—	—	—
Others	—	—	—	—	—
	—	—	—	—	—



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in Lakhs)

Ageing of Trade Payable as on 31.03.2022

Particulars	Outstanding for the following periods from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
UNDISPUTED DUES					
MSME	7.15	—	—	—	7.15
Others	473.54	8.04	—	—	481.58
DISPUTED DUES					
MSME	—	—	—	—	—
Others	—	—	—	—	—
	480.69	8.04	—	—	488.73

31.3.2023

31.3.2022

20 LEASE LIABILITIES

Current Lease Liabilities (Refer No. 31(B)(1))

3.43

42.76

3.43

42.76

21 OTHER FINANCIAL LIABILITIES

a) Interest accrued but not due on term loans

6.64

5.32

b) Unpaid dividends

8.93

8.90

15.57

14.22

22 OTHER CURRENT LIABILITIES

Other Payables :

Creditors for Capital Expenditure

5.96

10.72

Statutory Liabilities

20.73

47.66

26.69

58.37

23 CURRENT TAX LIABILITY (NET)

Provision for Taxation (Net)

—

—

—

—

24 PROVISIONS

Provision for employees benefit :

Provision for Gratuity

118.04

94.40

118.04

94.40



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.3.2023	31.3.2022
25 REVENUE FROM OPERATIONS		
Sale of Products :		
Tea	4,414.85	3,205.48
Tea Waste	9.70	7.50
Minor Produce	32.99	81.78
Other Operating Revenues :		
Income from tea Subsidy	—	1.15
Income from tea plantation subsidy	—	4.34
Sale of Electricity	91.60	200.36
Fair value gain from Financial assets (Mutual Funds)	217.25	513.05
Dividend Income	1.64	1.70
Interest on loans and advances (Refer Note No. 31 (b) (22))	314.58	663.55
Interest on Bonds	—	0.78
Processing fee income	20.94	21.24
Profit on Sale of Investments	50.02	19.09
	<u>5,153.56</u>	<u>4,720.01</u>
26 OTHER INCOME		
Interest Income on		
Bank Deposit and EB Deposits	24.31	5.60
Unwinding of discount on security deposits	0.39	0.25
Revenue from other financial liability	8.47	2.35
Profit on Sale of Assets	8.81	66.08
Scrap sales	8.41	4.10
Sundry Receipts	15.27	36.09
	<u>65.67</u>	<u>114.48</u>
27 CHANGES IN INVENTORIES OF FINISHED GOODS		
Work in Progress and Stock in Trade		
Opening stock of Finished Goods :		
Tea	610.13	534.42
Minor produce	—	—
	<u>610.13</u>	<u>534.42</u>
Less: Closing stock of Finished Goods		
Tea	560.46	610.13
Minor produce	—	—
	<u>560.46</u>	<u>610.13</u>
Net changes in inventories	<u>49.68</u>	<u>(75.72)</u>



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.3.2023	31.3.2022
28 EMPLOYEE BENEFIT EXPENSES :		
Salaries, Wages and Bonus	2,394.77	2,220.52
Contribution to Provident, Gratuity and Pension Fund	293.57	276.89
Employees welfare Expenses	127.19	114.43
	<u>2,815.53</u>	<u>2,611.84</u>
29 FINANCE COST		
Interest Expenses		
Term loan	96.57	106.69
Cash Credit and others	83.51	33.03
Short term loan (Refer Note No. 31 (b) (22))	14.69	184.42
Lease liability	2.19	6.74
Income Tax	—	0.20
On other financial liability	—	2.34
	<u>196.96</u>	<u>333.41</u>
30 OTHER EXPENSES :		
Power and Fuel	486.54	436.72
Rent	16.28	22.51
Repairs to Buildings	161.42	157.57
Repairs to Machinery	170.74	164.99
Insurance	25.81	25.67
Rates and Taxes	7.42	5.92
Transport	61.92	53.63
General Charges	91.46	82.16
Commission and Brokerage	36.81	23.38
Payment to Auditors		
Statutory Audit fee	1.66	1.60
For Certification	0.99	0.74
Travelling Expenses	98.78	49.12
Tea Selling Expenses	95.10	66.21
Postage & Telephone	7.20	8.43
Professional Charges	30.39	36.75
Miscellaneous Expenses	22.79	28.41
	<u>1,315.35</u>	<u>1,163.81</u>



ACCOUNTING POLICIES AND NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 Notes to the Financial Statements

A Corporate Information:

The Peria Karamalai Tea and Produce Group Limited ('parent Group') and its subsidiaries (together referred to as the 'Group') are mainly engaged in the production and distribution of tea, generation and distribution of power and investment in financial instruments.

The Holding Group is a public limited Group incorporated and domiciled in India and has its registered office at Kolkata, West Bengal, India. The Holding Group has its primary listings on National stock exchange and The Calcutta stock exchange limited.

The financial statements for the year ended March 31, 2023 are approved for issue by Group's Board of Directors on 17th May, 2023.

B. Significant Accounting Policies

1. Basis of preparation and presentation:

a) Statement of Compliance:

These financial statements have been prepared in accordance with the generally accepted accounting principles in India and have complied in all material respects with the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 (the Act), the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as applicable and also complied with other relevant provisions of the Act and Interpretations issued by the Ind AS Transition Facilitation Group (ITFG) applicable to Companies reporting under Ind As and additional disclosures required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Basis of measurement:

The financial statements have been prepared on the historical cost convention on accrual basis except for certain assets and liabilities as stated in the respective policies at fair value at the end of each reporting period.

c) Current and Non-Current Classification:

All assets and liabilities have been classified as current and non-current as per the Group's normal operating cycle and other criteria set out in Ind AS 1 – Presentation of financial statements and schedule III to the Companies act, 2013. Based on the nature of the products and the time between acquisition of assets for processing and their realization of cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of classification of assets and liabilities as current and non-current.

The Statement of Cash flows have been prepared under Indirect Method.

2. Basis of consolidation:

The Group consolidates all entities which are controlled by it.

The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over relevant activities of the entity.

Entities controlled by the Group are consolidated from the date control commences until the date control ceases.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)

Consolidation means recognition of like items of assets, liabilities, equity, income and expense of the entities controlled by the Group.

Inter-Group transactions, balances and unrealised gains on transactions are eliminated in full on consolidation. Unrealised losses are also eliminated if there is a profit on ultimate sale of goods. When necessary, amounts reported by subsidiaries have been adjusted to conform to the Group's accounting policies.

3. Estimates and Judgements:

a) Use of estimates and judgments

The preparation of financial statements is in conformity with the generally accepted accounting principles that require the management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities as at the balance sheet date, reported amounts of revenue and expenses for the year and disclosure of contingent liabilities as of the date of balance sheet. The judgements, estimates and assumptions used in the Grouping financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of financial statements. Actual amounts could differ from these estimates.

b) Significant estimates and judgements

The areas involving significant estimates and judgements are:

- (i) Defined benefit obligation – Refer Note No.18(c)(a).
- (ii) Current tax expense – Refer Note No.19

4. Property, Plant and Equipment:

- a) Freehold land is carried at cost. All other items of property, plant and equipment including intangibles are carried at cost less accumulated depreciation/amortisation and impairment losses, if any.

Subsequent expenditure relating to an asset is included in its book value only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of a component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the statement of profit and loss during the reporting period in which they are incurred.

- b) Biological Assets

Bearer Plants

Biological Assets which are held to bear agricultural produce are classified as bearer plants. The Group recognises tea bushes in the estates as bearer plants which are carried at cost of acquisition less accumulated depreciation and any recognised impairment losses. Costs comprise of expenditure on development, extension, planting, infilling and replanting including cost of uprooting and maintenance of the newly planted bushes. The above costs are carried under Capital Work in Progress until maturity of such bushes.

5. Intangible Assets

Intangible assets with finite useful life that are acquired separately are carried out at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is recognised on straight-line basis over their estimated useful life.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)

6. Depreciation and amortization

Depreciation on tangible assets is in line with the rates specified in Schedule II to the Companies Act, 2013 except for Bearer Plants which are depreciated over their estimated useful life. Tools are amortized over a period of two years. Cost of Intangible assets is amortized over a period of three years on straight line basis.

7. Borrowing Cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

8. Impairment

The carrying values of assets/cash generating units at each Balance Sheet date are annually reviewed for impairment. If any indication of impairment exists (i.e., if the carrying amount of these assets exceeds their recoverable amount), the recoverable amount of such assets is estimated and impairment is recognized. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased such reversal of impairment loss is recognised in the Statement of Profit and Loss.

9. Foreign Currency translation

a) Functional and presentation currency

The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Group.

b) Transactions and balances

i) Initial Recognition

Foreign currency transactions are recorded in functional currency using the exchange rates prevailing on the date of transaction.

ii) Subsequent recognition

As at the reporting date, monetary assets and liabilities denominated in foreign currency are restated at the closing exchange rates. Exchange differences arising out of actual payment/ realisation and from the year end restatement are recognized in the statement of profit and Loss.

10. Inventories

Inventories are stated at lower of cost and net realisable value.

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.

Cost of Finished goods (Tea) is determined based on absorption costing method.

Agricultural produce included in the inventory are measured at fair value less estimated point of sale costs

Cost of Nursery stocks represents cost incurred in raising and maintaining such stocks till transplanted.

Inventory at stores are carried at cost. Provision is made for obsolete, slow-moving and defective stocks, where necessary.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)****11. Cash and cash equivalents**

Cash and cash equivalents consist of all cash balances including demand deposits with banks with original maturities of three months or less.

12. Trade Receivable

Trade receivables are recognised less provision for impairment, if any.

13. Investments and Other Financial Assets**(i) Classification**

The Company classifies its financial assets in the following measurement categories:

- (a) Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- (b) Those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flow.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For Investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVTOCI). The Group transfers amount from other comprehensive income to Retained earnings on the de-recognition of the relevant equity instruments for which such irrevocable election has been made by the Group.

The Group reclassifies debt instruments when and only when its business model for managing those asset changes.

(ii) Measurement**Initial Recognition**

The Group measures a financial asset (in the case of a financial asset not carried at a fair value through profit or loss) at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the statement of profit and loss.

Subsequent Measurement:

(a) Equity Instruments

The Group subsequently measures all investments in equity (except that in the subsidiary) at fair value and has elected to present fair value gains and losses on equity investments in other comprehensive income with no subsequent reclassification of fair value gains and losses to the statement of profit and loss.

Investments in subsidiaries and associates are measured at cost less provision for impairment.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)

(b) Debt Instruments

Group's investments in Mutual Funds (debt funds) are measured at Fair Value through Profit or Loss (FVTPL). A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognized in profit or loss and presented in the statement of profit and loss in the period in which it arises.

(iii) Impairment of financial assets:

The Group assesses expected credit losses associated with its assets carried at amortised cost based on Group's past history of recovery, credit-worthiness of the counter party and existing market conditions. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach for recognition of impairment allowance as provided in Ind AS 109, which requires expected credit losses to be recognised from initial recognition of the receivables.

(iv) De-recognition of financial assets:

A financial asset is de-recognised only when:

- (a) The Group's contractual right to the cash flow expires or
- (b) The Group has transferred the rights to receive cash flows from the financial asset.

14. Financial liabilities

Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and in case of loans and borrowings net of directly attributable costs. Financial liabilities are subsequently measured at amortised cost using effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying value approximates fair value due to short maturity of these instruments.

15. Revenue Recognition:

Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers. It requires revenue to be recognised when (or as) the entity satisfies a performance obligation by transferring a promised good/service to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

The entity recognizes significant financing component in a contract as finance cost (or income) as per Ind AS 115. No effect has been provided for contracts for which period of obligation is one year or less (as per para 63 of Ind AS 115).

Revenue from contract with customers is recognised when the Group satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations maybe satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognised as per the terms of relevant contractual agreements/ arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the asset. Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and goods and service tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/ discounts.

Revenue from sale of tea at auction is recognised on receipt of sale notes from brokers.

Dividends are recognised in the statement of profit and loss only when the right to receive payment is established.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)****16. Leases:****The Group as a lessee**

The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Group as a lessor

A Lease for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

17. Government Grant and Government assistance:

Government grants are recognised at fair value where there is a reasonable assurance that the grant will be received and all attached conditions will be complied with.

Subsidies received against manufacture of specified varieties of tea are recorded as income in the period of manufacture of such goods.

Non-monetary grant is recognised at a nominal amount.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)

18. Employee benefits:

a) Short term obligations

Liabilities for wages and salaries that are expected to be settled wholly within 12 months after the end of the period in which the employees render their related services are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Balance Sheet.

The Group recognises a liability and an expense for bonuses where there is a contractual obligation or where there is a past practice that has created a constructive obligation.

b) Other Employee Benefit Obligation

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of the expected future payments to be made in respect of services provided by employee up to the end of reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss. 84 The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regard less of when the actual settlement is expected to occur.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as Short term employee benefit

c) Post-employment obligations

The Group has the following post-employment obligations/plans:

- (a) Defined benefit plans such as gratuity for its eligible employees; and
- (b) Defined contribution plans such as provident fund and superannuation.

(i) Gratuity:

Liabilities with regard to the gratuity are determined by actuarial valuation at each balance sheet date using projected unit credit method by an Independent actuary. The Group makes annual contributions to The Gratuity Fund of The Peria Karamalai Tea & Produce Group (The Trust). Trustees administer contributions made to the trust and contributions are invested in schemes managed by Life Insurance Corporation of India.

The liability or asset recognised in the Balance Sheet in respect of defined benefit 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.

Actuarial gains or losses are recognized in other comprehensive income. Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognized in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. Re-measurement gains or losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)****(ii) Superannuation Fund:**

This is a defined contribution plan. The Group contributes towards superannuation fund administered and managed by Life Insurance Corporation of India (LIC). The Group has no further obligations for future superannuation benefits other than its monthly contributions and recognises such contributions as expense in the year incurred.

(iii) Provident Fund:

This is a defined contribution plan and contributions made to the Fund as per the rules of the Group are charged to profit and loss as and when due. The Group has no further obligations for future provident fund benefits other than its monthly contributions.

19. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

(a) Current tax

The current tax expense for the period is the tax payable on the current period's taxable income computed at the applicable income tax rate and is recognised in the statement of profit and loss. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted.

The provision of tax is made by following lower tax regime as prescribed u/s 115BAA provisions of the Income-tax Act, 1961 (Act). Accordingly tax credit not available has been reversed.

(b) Deferred tax

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

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences and incurred tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

(c) Current and Deferred Tax for the year

Current and deferred tax are recognised in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the income taxes are also recognised in other comprehensive income or directly in equity respectively.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)

20. Provisions and Contingencies

Provisions: Provisions are recognised when there is a present obligation or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

21. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

22. Segment Reporting

Segments are identified based on the manner in which the Group's Chief Operating Decision Maker ('CODM') decides about resource allocation and reviews performance. Segment results that are reported to the CODM include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment and intangible assets other than goodwill.

23. Dividend to Shareholders

Final dividend distributed to equity shareholders is recognised in the period in which it is approved by the members of the Group in the Annual General Meeting. Interim dividend is recognised when approved by the Board of Directors at the Board meeting.

Dividend distributed (including interim dividend) is recognised in the Statement of changes in Equity.

C. Other Notes to Financial Statements

1. Transition to IND AS 116

Effective April 1, 2019, the Group adopted Ind AS 116 "Leases" and applied the standard to its lease contracts existing on April 1, 2019 using the modified retrospective approach under which the ROU Asset is measured at an amount equal to lease liability, which in turn is measured based on the remaining lease payments. Consequently, the Group recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate.

The incremental borrowing rate applied is 9%.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)**

Right-of-use asset (ROU asset) - Building

(Rupees in Lakhs)

Particulars	2022-23	2021-22
Opening balance	38.84	49.45
Amount recognised during the year	6.57	44.80
Amount reversed during the year	(1.75)	-
Less: Depreciation*	(35.16)	(55.71)
Carrying amount at the end of the year	8.50	38.84

* The aggregate depreciation expenses on ROU Asset is included under the Depreciation and Amortisation expense in the statement of profit and loss.

Lease Liability

(Rupees in Lakhs)

Particulars	2022-23	2021-22
Balance at the beginning of the year	49.68	53.55
Amount recognised as Lease Liability on adoption of IND AS 116	(3.69)	41.30
Add: Finance costs accrued during the period recognised in statement of profit and loss	2.18	6.58
Less: Payment of lease liabilities	39.16	53.55
Carrying amount as on 31.03.2022	9.01	49.68
Current portion of lease liabilities	3.43	42.76
Non-current portion of lease liabilities	5.58	6.92

Rental Expenses for short term leases recognised in the statement of profit and loss for the year ended 31.03.2023 is Rs.16.19 Lakhs (Previous year Rs.3.60 lakhs.)

2. Contingent Liability and commitments to the extent not provided for:**i. Claims against the company not acknowledged as debts:**

The Group has obtained a stay of proceedings from the Honourable High Court of Madras on 24th March 2006 against a proposition notice from the Commercial Tax Department for levy of sales tax on export sales effected through auction centres. The matter is pending and in common with the other tea planting companies.

ii. Income Tax Matters:

- Tax assessments have been completed up to Assessment year 2017-18.
- For the Assessment year 2014-15, the tax authorities reopened the assessment under section 263 of the Income tax Act, 1961, for deduction under 80IA wrongly claimed by the assessee under faceless assessment scheme. The same was disallowed earlier and appeal was filed by the company, and the same was dismissed vide ITAT order dated 08.12.22 and stated in it that the AO is free to examine the aspect of the claim of deduction u/s 80IA of the Act, after allowing reasonable opportunity of being heard to the assessee and for the reason no provision has been made.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)

3. The details of amounts outstanding to Micro and Small Enterprises based on available information with the Company is as under:

(Rupees in lakhs)

Principal amount due and remaining unpaid	8.81
Interest due on above and the unpaid interest	Nil
Interest paid	Nil
Payment made beyond the appointed day during the year	Nil
Interest due and payable for the period of delay	Nil
Interest accrued and remaining unpaid	Nil
Amount of further interest remaining due and payable in succeeding years	Nil

4. Income tax relating to continuing Operation

Income tax recognised in profit and loss account

(Rupees In Lakhs)

Particulars	31.03.2023	31.03.2022
Current tax		
Current tax on profits for the year	5.93	76.48
Deffered Tax	(12.19)	(8.10)
	6.26	68.38
MAT credit Reversal	—	—
Adjustment tax of prior year	26.21	—
Total income tax expense recognised for the year	19.95	68.38

Reconciliation of income tax expense to the accounting profit for the year

(Rupees In Lakhs)

Particulars	31.03.2023	31.03.2022
Profit before tax after exceptional item	(316.38)	118.59
Enacted tax rate in India	25.17%	25.17%
Computed expected tax expense at enacted tax rate	(79.63)	29.85
Tax Effect on		
Less tax impact on agricultural income	(93.90)	(54.03)
Tax effect on unrealized gain and Ind AS	20.7	92.56
Total income tax expense recognised for the year	(6.26)	68.38

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)****The movement of Deferred Income Tax Asset & Liabilities is as follows:**

(Rupees In Lakhs)

Particulars	Opening as on 01.04.2022	Provided / (reversed) during the year	Closing as on 31.03.2023
Deferred Liability on account of Depreciation	286.86	(2.80)	284.06
Deferred Tax asset:			
On account of 43B Disallowances	(37.36)	(9.39)	(46.75)
Deferred tax Liability (NET)	249.50	(12.19)	237.31

5. Earnings per Share:

(Rupees In Lakhs)

Particulars	31.03.2023	31.03.2022
Profit /(Loss) after tax	(336.33)	50.21
Weighted average No. of shares outstanding	30,95,879	30,95,879
Basic earnings per share (Nominal value of equity shares Rs. 10/- per share)	(10.86)	1.62

6. Details of Dividend proposed and paid

Dividend for the year ended 31.03.2022 paid Re.1.50 per share : Rs.30.96 lakhs

Tax Deducted thereon : Rs.2.20 lakhs

In respect of current year, the Directors proposed Dividend of Rs. 0.50/- per share on equity shares of face value Rs.10 each on 17.05.2023

There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group. Except that an amount of Rs.1,953/- , Rs.1,674/- and Rs.3,540/- relating to the Dividend declared for the year 2009-10, 2010-11 and 2011-12 respectively has been kept on hold due to court case.

7. Employee Benefits:**a) Defined Contribution Plan:**

The Company makes contribution towards employees' provident fund and superannuation fund. Under the rules of these schemes, the company is required to contribute a specified percentage of payroll costs. The company during the year recognized Rs.197.57 lakhs (Previous year Rs.175.38 lakhs) as expense towards contribution to the Provident Fund.

The liability towards superannuation fund for the year ended 31st March 2023 amounting to Rs.20.28 lakhs (Previous year Rs.19.33 lakhs) has been charged to Statement of Profit and Loss.

The leave encashment for the year ended 31st March 2023 amounting to Rs.18.10 lakhs (previous year Rs. 14.62 lakhs) has been charged to Statement of Profit and Loss and the net liability as on 31.03.2023 is Rs.30.25 lakhs (previous year – Rs.25.71 lakhs).



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)

b) Defined Benefit Plan:

GRATUITY (FUNDED):

(Rupees In Lakhs)

PARTICULARS	31.03.2023	31.03.2022
A. Expense recognised in Income Statement		
1. Current Service cost	72.72	72.98
2. Interest expense	99.03	93.24
3. Interest (Income on plan asset)	80.54	(80.15)
4. Net interest	18.49	13.09
5. Immediate recognition of (gain) / losses	—	—
6. Defined Benefits cost included in P&L	91.21	86.07
B. Expense recognised in Other Comprehensive Income		
1. Actuarial (gain) / Losses on DBO		
(a) Due to Experience	(43.04)	118.45
(b) Due to Change in Financial Assumptions	10.04	(135.06)
(c) Due to demographic assumptions	—	—
2. Return on plan assets (Greater) / Less than Discount rate	7.96	7.34
3. Total actuarial (gain) / loss included in OCI	(25.04)	(9.27)
C. Net Asset / (Liability) recognised in the Balance Sheet		
1. Present value of benefit obligation	1,507.18	1,449.00
2. Fair value of plan assets	1,178.21	1,185.93
3. Funded Status (Surplus / Deficit)	(328.97)	(263.07)
4. Net Asset / (Liability) recognised in Balance Sheet	(328.97)	(263.07)
D. Change in Present value of the obligation during the year		
1. Present value of the obligation at beginning of the year	1,449.00	1,353.29
2. Current service cost	72.72	72.98
3. Interest cost	99.03	93.24
4. Benefits paid	(80.57)	(53.89)
5. Actuarial (gain) / loss on obligation	(33)	(16.61)
(a) Due to Experience	—	—
(b) Due to Change in Financial Assumptions	—	—
6. Present value of obligation at end of the year	1,507.18	1,449.00



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)

PARTICULARS	31.03.2023	31.03.2022
E. Reconciliation of opening & closing values of Plan Assets		
1. Fair value of plan assets at the beginning of the year	1,185.93	1,167.02
2. Expected return on plan assets	80.54	80.15
3. Contributions made	0.27	—
4. Benefits paid	(80.57)	(53.89)
5. Actuarial gain / (loss) on plan assets	(7.96)	(7.34)
6. Fair value of plan assets at the end of the year	1,178.21	1,185.93
Actual return on plan assets	72.58	72.81
F. Actuarial Assumptions		
1. Discount rate	7.41%	7.03%
2. Salary escalation	6.50%	6.00%
3. Attrition rate	5.00%	5.00%
4. Expected rate of return on plan assets	7.03%	6.75%
5. Mortality rate	Indian Assured Lives Mortality (2012-14)	
G. Sensitivity analysis	31.03.2022 INCREASE IN DBO	% INCREASE/ DECREASE IN DBO
Projected Benefit Obligation on Current Assumptions		
Impact of increase in 100 basis points in Rate of Discounting	(66.41)	(4.41%)
Impact of decrease in 100 basis points in Rate of Discounting	73.27	4.86%
Impact of increase in 100 basis points in Rate of Salary Increase	70.59	4.68%
Impact of decrease in 100 basis points in Rate of Salary Increase	(65.09)	(4.32%)
Impact of increase in 100 basis points in Attrition Rate	0.24	0.02%
Impact of decrease in 100 basis points in Attrition Rate	(0.2)	(0.01%)
Increase in Mortality Rate by 10%	(0.07)	0.00%

H. Categories of plan assets:

All plan assets (100%) are held in 'Assets under Insurance schemes' for the year ending 31.03.2023 and 31.03.2022.

I. Risk Exposure:

The gratuity scheme is a final salary defined benefit plan, that provides for a lump sum payment at the time of separation; based on scheme rules and benefits are calculated on the basis of last drawn salary and the period of service at the time of separation and paid as lump sum. There is a vesting period of 5 years. The design entitles the following risks that affect the liabilities and cash flows,



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)

- i. Interest rates risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If bond's yield falls, the defined benefit obligation will tend to increase.
- ii. Salary inflation risk: Higher than expected increases in salary will increase the defined benefit obligation.
- iii. Demographic risk: The risk of volatility of results due to unexpected nature of decrements that include mortality attrition, disability and retirement. The effect of these decrements on the DBO depends upon the combination of salary increase, discount rate and vesting criteria and therefore not very straightforward. It is important not to overstate withdrawal rate because the cost of retirement benefit of a short caring employees will be less compared to long service employees.
- iv. Asset Liability mismatch: This will come into play unless the funds are invested in a term of the assets replicating the term of the liability.

J. Expected contributions to the plan:

Expected contributions to the plan for the next annual reporting period is Rs.118.04 lakhs.

K. Maturity Profile of defined benefit obligation (undiscounted basis):

(Rs in Lakhs)

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Between 5 and 10 years	Above 10 years
As at March 31, 2023	265.49	171.62	462.42	629.47	769.10

9. FAIR VALUE MEASUREMENTS:

(Rupees In Lakhs)

		31st MARCH 2023			31st MARCH 2022		
PARTICULARS	HIERAR-CHY	FVTPL	FVTOCI	AMORTIZED COST	FVTPL	FVTOCI	AMORTIZED COST
Financial Assets:							
(i) Financial assets at fair value							
Investments							
Equity instruments – Quoted	1		139.38			144.19	
Equity instruments – Unquoted	2		4620.38			4657.52	
Mutual funds	2	6,794.53			6,577.29		



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)

(ii) Financial assets at amortized cost								
Trade receivables	2			195.59				307.63
Cash and cash equivalents	3			1261.26				308.11
Other financial assets	3			199.08				221.02
Loans	3			4250.00				8130.00
Financial Liabilities:								
Borrowings (including current maturities of long term debts)	3			2,175.24				5,049.59
Trade payables	3			581.89				489.07
Lease liability	3			9.01				49.68
Other financial liabilities	3			44.47				43.16

Fair value measurements are categorised into

Level 1 - unadjusted quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 - inputs other than quoted prices included within level 1, that are observable for the assets and liabilities, either directly or indirectly;

Level 3 - unobservable inputs for the assets or liabilities.

- Fair value in respect of equity instruments is the quoted prices of those instruments in the stock exchanges at the measurement date.
- Fair value of Mutual funds is the NAV as on the measurement date.
- Fair value of unquoted equity instruments is at fair value measured as on measurement date. Fair value of such shares has been arrived based on methods which are combination of market, income and cost approaches.
- Carrying amounts of trade receivables and trade payables, cash and cash equivalents, other financial assets & other financial liabilities (current) are considered to be the same as their fair values due to their short-term nature and categorized as level 3 hierarchies.

9. Financial risk management:

The Group's activities expose it to credit risk, market risk and liquidity risk. In order to minimise any adverse effects on the financial performance of the Group, the Group has risk management policies as described below

i. Credit risk:

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Group is exposed to credit risk from its operating activities (primarily Trade Receivables) and from its investing



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)

activities (primarily Deposits with Banks, Loans and advances to Corporates and Investments in Shares and Mutual Funds).

Credit risk from balances with banks, term deposits, loans, investments is managed by Group's finance department.

Trade Receivables are typically unsecured and are derived from revenue earned from customers. Customer credit risk is managed as per the Group's policy and procedures which involve credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Group grants credit terms in the normal course of business. Outstanding customer receivables are regularly monitored.

The Group's maximum exposure to credit risk for the components of the Balance Sheet as of 31st March, 2021 and 31st March, 2020 is the carrying amounts as disclosed in Note 9.

ii. Market risk:

Market risk is the risk that changes in market prices – such as commodity prices, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. Further, the Group is not exposed to any foreign currency exchange rate risk which has an impact on the Income statement and Equity as it does not have transaction references with other currencies.

a. 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 interest rate risk can also impact the provision for retirement benefits.

The Group's main interest rate risk arises from short term and long-term borrowings with variable rates, which expose the Group to cash flow interest rate risk.

The Group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of changes in market interest rates.

b. Price Risk

Securities price risk is the risk that the fair value of a financial instruments will fluctuate due to changes in market traded prices. The Group invests its surplus funds in various debt instruments and equity instruments. These investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments. To manage its price risk arising from investments in mutual funds, the Group diversifies its portfolio.

c. Agricultural Risk

Cultivation of tea being an agricultural activity, there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions, and fluctuation of selling price of finished goods (tea) due to increase in supply/availability. The Group manages these price fluctuations by actively managing the sourcing of tea, and alternate blending strategies without impacting the quality of the blend.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)****iii. Liquidity risk:**

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group closely monitors its liquidity position and maintains adequate sources of financing.

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities. The Group has only all non-derivative financial liabilities.

The amounts disclosed in the table are contracted undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant. Balances due beyond 12 months are carried at amortised cost.

Contractual maturities of financial liabilities:*(Rupees in Lakhs)*

March 31, 2023	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Above 5 years	Total
Non-derivatives					
Long term loans	298.15	256.25	566.52	—	1,120.92
Short term Borrowings	1054.32				1054.32
Trade payables	581.89				581.89
Lease Liabilities	3.43	5.58			9.01
Other financial liabilities	15.57	28.90			44.47
Total non-derivative Liabilities	1953.36	290.73	566.52	—	2810.61
March 31, 2022					
Non-derivatives					
Long term loans	311.75	299.12	484.21	101.61	1,196.69
Short term Borrowings	3852.9				3852.9
Trade payables	489.07				489.07
Lease Liabilities	42.76	6.92			49.68
Other financial liabilities	14.22	28.93			43.15
Total non-derivative liabilities	4710.37	334.98	484.21	101.61	5631.49

10. Impairment of Assets:

The Group has carried out an exercise to ascertain the impairment, if any, in the carrying value of fixed assets. The exercise has not revealed any impairment of assets during the year under review.

11. Capitalisation of Borrowing Costs:

The Group has capitalized the following borrowing costs with eligible assets. Amount capitalised in Capital Work in progress was Nil (Previous year Rs.Nil). No borrowing costs were capitalized to Property, plant and equipment (other than WIP) during the year ending 31.03.2023 and 31.03.2022.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)

12. Undisclosed Income:

There is no undisclosed income reported during the year.

13. Relationship with Struck off Companies:

During the year the Group has no transaction with the Struck off Companies

14. Disclosure under Section 186(4) of the Act:

The Group has advanced loans to the following body corporates and the details of the loans are as under,
(Rupees in Lakhs)

Name of the Company	As at 31.03.2023	As at 31.03.2022
Loans to other body corporates		
Asbesco India Private Limited	50.00	50.00
Bright Metal Private Limited	50.00	50.00
The Beauty Impex Private Limited	165.00	165.00
Universal Chemicals Industries	25.00	25.00
Hortex Rubber Pvt Limited	—	1,000.00
Loans to related parties		
Maharaja Shree Umaid Mills Limited		350.00
Placid Limited	425.00	4,885.00
M B Commercial Co Limited	450.00	Nil
Navjyoti Commodities Management Services Ltd	400.00	Nil
Kiran Vyapar Limited	425.00	1,325.00
Amalgamated Development Limited	430.00	280.00
IOTA Mtech Ltd	460.00	
LNB Renewable Energy Ltd	455.00	
Shree Krishna Agency Limited	455.00	
Sidhidata Tradecomm Limited	460.00	
Total	4250.00	8,130.00

The Group has advanced the aforesaid loans for their business requirements. No guarantee or security has been provided by the Group under the provisions of Section 186 of the Act.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)****15. Related Party Disclosures:**

Information on Related party transactions as required by Ind AS 24 – Related Party Disclosures for the year ended 31.03.2023

(a) List of Related Parties**(i) Key management personnel:**

Name of the related party	Designation
Mrs. Alka Devi Bangur	Managing Director
Shri. Shreeyash Bangur	Deputy Managing Director
Shri. Sanjeev Kumar Singh	Chief Executive Officer
Shri. K. Ashokan	Chief Financial Officer
Shri. Saurav Singhania	Company Secretary

(ii) Relative of KMP (Managing Director)

Shri. L.N. Bangur
Ms. Sheetal Bangur
Shri. Yogesh Bangur

(iii) Enterprises over which KMP or Relatives of KMP exercises control or significant influence:

M.B.Commercial Group Ltd
Amalgamated Development Ltd
Maharaja Shree Umaid Mills Ltd
Placid Limited
The Marwar Textiles (Agency) Pvt.Ltd
Navjyoti Commodity Management Services Ltd
Samay Industries Limited
The General Investment Co. Ltd
Kiran Vyapar Limited
Soul Beauty & Wellness Centre LLP
Mugneeram Ramcoowar Bangur Charitable & Religious Co.
Shree Rama Vaikunth Trust
Shree Krishna Agency Ltd
LNB Realty LLP
Sidhidata Tradecomm Ltd
IOTA Mtech Ltd
LNB Renewable Energy Limited
LNB Group Foundation



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)

(iv) Post-Employment benefit Plans:

The Gratuity Fund of The Peria Karamalai Tea & Produce Group Limited

- (b) During the year the following transactions were carried out with the related parties in the ordinary course of business:

(i) Transactions during the year with Related parties:

Name of the Related Party	Nature of Transaction	Year ended 31.03.2023 (Rs.in Lakhs)	Year ended 31.03.2022 (Rs.in Lakhs)
Shri.L.N.Bangur	Sitting fees paid	0.30	0.50
M.B.Commercial Company Ltd	Rent Paid	450	Nil
	Loan Given	Nil	Nil
	Loan Repaid	1.71	350.00
	Interest received	Nil	24.30
The Marwar Textiles (Agency) Pvt.Ltd	Rent Paid	Nil	3.30
Navjyoti Commodity Management Services Ltd	Rent received	Nil	0.12
	Loan Given	400	Nil
	Loan Repaid	Nil	200.00
	Interest received	1.53	14.04
Shree Rama Vaikunth Trust	Rent paid	3.60	3.60
Maharaja Shree Umaid Mills Ltd	Loan Given	Nil	350.00
	Loan repaid	350	Nil
	Interest received	10.78	29.73
Placid Limited	Loan Given	Nil	5,210.00
	Loan repaid	4460	325.00
	Interest received	102.19	404.67
LNB Renewable Energy Limited	Services received	22.38	19.33
	Loan Given	455	90.00
	Loan Repaid	Nil	90.00
	Interest received	1.62	2.15
The Gratuity Fund of the Peria Karamalai Tea & Produce Company Limited	Contribution to post employment benefit plan	Nil	Nil
Kiran Vyapar Limited	Loan Given	200	1,335.00
	Loan Repaid	1100	10.00
	Interest received	74.55	59.45



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)

Name of the Related Party	Nature of Transaction	Year ended 31.03.2023 (Rs.in Lakhs)	Year ended 31.03.2022 (Rs.in Lakhs)
Shree Krishna Agency Ltd	Loan Repaid	Nil	Nil
	Interest received	1.54	Nil
	Loan given	455	Nil
Amalgamated Development Ltd	Loan given	200	Nil
	Loan Repaid	50	Nil
	Interest received	19.98	25.20
IOTA Mtech Ltd	Loan given	460	Nil
	Interest received	0.78	Nil
Sidhidata Tradecomm Ltd	Loan given	460	Nil
	Interest received	0.78	Nil
LNB Realty LLP	Rent Paid	14.01	Nil
Samay Industries Limited	Printing Charges	0.07	Nil

(ii) Remuneration of Key Management Personnel:

The remuneration of key management personnel of the Group are set out below in aggregate for each of the categories specified in Ind AS 24 Related party disclosures.

(Rupees in Lakhs)

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Salaries and Wages	189.84	174.24
Contribution to Provident Funds and Other Funds #	25.91	24.83

does not include gratuity as it is provided in the books of accounts on the basis of actuarial valuation for the Group as a whole and hence individual amount cannot be determined.

(iii) Balances as at year end are set out below:

(Rupees in Lakhs)

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Loans Receivable	3960	6840
Lease Deposit receivable	2.00	2.00
Trade Payables	3.67	7.74
Payable to Post Employment Benefit Plan – Gratuity	328.97	263.07
Reimbursement of Expenses receivable	—	0.14

Note : Related party relationship are as identified by the management.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)

16. Corporate Social Responsibility:

(Rupees in Lakhs)

Sl. No.	Particulars	Amount
(i)	Amount required to be spent by the company during the year	1.58
(ii)	Amount of expenditure incurred	1.58
(iii)	Shortfall at the end of the year	NIL
(iv)	Total of previous year Shortfall	NIL
(v)	Reasons for shortfall	N.A
(vi)	Nature of CSR activities	Contribution made to LNB Group Foundation, registered with MCA vide Registration number is CSR00033624 dated 08.07.22
(vii)	Details of related party transaction	Contribution made to LNB Group Foundation is a related party.
(viii)	Where a provision is made with respect to a liability incurred by entering into contractual obligation, the movements in the provision during the year	N.A.

17. Disclosure on Crypto or virtual currency:

The is not transacted on crypto or virtual currency during the year and there is no outstanding crypto or virtual currency at the end of the year

18. Details of in key financial ratios, along with detailed explanations therefor, including:

Particulars	FY ended 31st March 2023	FY ended 31st March 2022	% of Changes between FY '23 and FY '22	Explanation
Current Ratio	3.12	1.98	58.20%	Due to Increase in current assets and Increase Current Liabilities contributed increase in Current Ratio
Debt Equity Ratio	1.19	1.34	(11.02%)	
Debt Service Coverage Ratio	0.14	0.20	(29.70%)	Due to bad monsoon and reduction in production and Sales quantity contributed reduction in the profits and increase in the short term borrowings also contributed in reduction in debt coverage ratio Due to decrease in profits
Return on equity - %	(1.74%)	0.65	(373.88%)	Due to bad monsoon and reduction in production and Sales quantity contributed reduction in the profits contributed in reduction in return on equity



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)

Particulars	FY ended 31st March 2023	FY ended 31st March 2022	% of Changes between FY '23 and FY '22	Explanation
Inventory Turnover Ratio	0.49	0.57	(13.16%)	
Trade Receivable Turnover Ratio – No of days	18.79	12	32.39%	Change in mix between Auction and Direct sales and collection performance contributed to increase Trade receivable turnover ratio
Trade Payable Turnover Ratio – No of days	39.14	59	(27.29%)	Because of timely payment of Dues
Net Capital Turnover Ratio	0.25	0.19	23.78%	Due to Increase in Turnover
Net Profit Ratio - %	-6%	2	(348.36%)	Due to bad monsoon and reduction in production and Sales quantity, there is a reduction in the export market and reduction in investment income contributed reduction in the net profits of the company
Return on Capital Employed - %	(0.6%)	2.3	(126.90%)	Reduction in Profits due to price drop contributed reduction in the return on capital employed during the year
Return on Investments %	(4.1%)	1.3	(164.21%)	Reduction in Profits due to price drop contributed reduction in the return on Investment during the year

19. The Subsidiary Companies considered in the Consolidated Financial Statements and their respective reporting dates.

S.No	Name of the Company	Country of Incorporation	% of Ownership interest	
			As at 31.03.2023	As at 31.03.2022
1	PKT Plantations Limited	India	100%	100%
2	Shivphal Vinimay Private Limited	India	100%	100%



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)

Disclosure of additional information pertaining to the Parent Company, Subsidiaries, Associate and Joint Venture in respect of Net Assets:

(Rupees in lakhs)

Name of the Entity	Net Assets			
	As at 31.03.2023		As at 31.03.2022	
	% of Consolidated Assets	Amount	% of Consolidated Assets	Amount
Parent company				
The PeriaKaramalai Tea and Produce Co. Limited	99.78%	18,141.62	99.78%	18,525.10
Indian Subsidiaries				
PKT Plantations Limited	0.21%	39.39	0.21%	39.50
Shivphal Vinimay Private Limited	0.01%	0.40	0.01%	1.02
		18,181.41		18,565.62

Disclosure of additional information pertaining to the Parent Company, Subsidiaries, Associate and Joint Venture in respect of Share of Profit / (Loss), Other Comprehensive Income (OCI) and Total Comprehensive Income (TCI) :

Name of the Entity	Share of Profit/Loss				OCI				TCI			
	As at 31.03.2023		As at 31.03.2022		As at 31.03.2023		As at 31.03.2022		As at 31.03.2023		As at 31.03.2022	
	% of Consolidated profit and loss	Amount	% of Consolidated profit and loss	Amount	% of Consolidated OCI	Amount	% of Consolidated OCI	Amount	% of Consolidated TCI	Amount	% of Consolidated TCI	Amount
Parent company												
The PeriaKaramalai Tea and Produce Co. Limited	99.79%	(335.62)	99.02%	49.72	100%	(16.92)	100%	499.34	99.80%	(352.54)	99.91%	549.06
Indian subsidiaries												
PKT Plantations Limited	0.03%	(0.11)	2.29%	1.15	—	—	—	—	0.03%	(0.11)	0.21%	1.15
Shivphal Vinimay Private Limited	0.18%	(0.61)	(1.31%)	(0.66)	—	—	—	—	0.17%	(0.61)	(0.12%)	(0.66)
		(336.34)		50.21		(16.92)		499.34		(353.26)		549.55

20. Segment Information:

For management purposes the group has classified its businesses into Tea, Investment and Power. Segment wise revenue, results, assets and liability figures relates to the respective amounts directly identifiable to each of the segments. Un-allocable items include expenses incurred on common services at the corporate level, unallocated other income and exceptional items.

Pricing of inter segment transfers are based on benchmark market prices. The business operations are restricted in India. The Company has opted to disclose segment information using quantitative threshold as per Ind AS 108.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)

Particulars	31-03-2023				31-03-2022			
	Tea	Investment	Power	Total	Tea	Investment	Power	Total
Revenue								
External Sales	4495.71	624.97	91.59	5212.27	3,370.43	1,219.40	200.36	4,790.19
Inter Segment Revenue			147.66	147.66			98.84	98.84
Total	4495.71	624.97	239.25	5359.93	3,370.43	1,219.40	299.20	4,889.03
Less: Inter Segment Revenue			147.66	147.66				98.84
Total				5212.27				4,790.19
Results								
Operating Profit (Loss)	(726.68)	606.96	(6.67)	(126.39)	(684.66)	1,045.60	49.12	410.06
Less Interest				196.96				333.42
Total				(323.35)				76.69
Add Other income				6.96				41.95
Profit / (Loss) before tax				(316.39)				118.59
Provision for taxation				19.95				68.38
Profit / (Loss) after tax				(336.34)				50.21
Other Information								
Segment Assets	4347.87	15829.49	1367.27	21544.63	3,647.40	19,537.25	1,542.61	24,727.26
Unallocated Assets				40.37				40.80
Enterprise Assets				21585.00				24,768.06
Segment Liabilities	2328.89	—	705.37	3034.26	1,174.30	3,000.00	827.20	5,001.50
Unallocated Liabilities				18550.74				18,766.56
Enterprise Liabilities				21585.00				23,768.06
Capital Expenditure	45.03	—	—	45.03	227.22	—	—	227.22
Depreciation	193.69	—	72.23	265.92	249.71	—	72.23	321.94

21. Previous year's figures have been regrouped / rearranged to the extent necessary to confirm to current year's classifications.

Unless otherwise stated, all the numbers have been rounded off to the nearest lakhs.

In terms of our Report attached

For Jayaraman & Krishna
Chartered Accountants
Reg. No. 011185S

S. Krishnamoorthy
Partner, Auditor M.No. 200826
Coimbatore, 17th May 2023

For and on behalf of the Board of Directors

Lakshmi Niwas Bangur
Chairman
DIN : 00012617

Sanjeev Kumar Singh
Chief Executive Officer

Alka Devi Bangur
Managing Director
DIN : 00012894

K. Ashokan
Chief Financial Officer

Shreeyash Bangur
Dy. Managing Director
DIN : 00012825

Saurav Singhania
Company Secretary
Kolkata, 17th May 2023

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd..)****Form No. AOC - 1 Part A : Subsidiaries**

Pursuant to Section 129(3) of the Companies Act 2013 read with
Rule 5 of the Companies (Accounts) Rules 2014

Statement containing salient features of the Financial Statement of Subsidiaries.

Name of the Company	PKT Plantations Limited	Shivphal Vinimay Private Limited
Reporting Currency	INR (In Lakhs)	INR(In Lakhs)
Financial year ended	31.03.2023	31.03.2023
Exchange Rate	—	—
Share capital	25.00	5.00
Reserves and surplus	14.39	(4.59)
Total Liabilities	39.69	0.70
Total Assets	39.69	0.70
Investments	—	—
Turnover	0.42	0.04
Profit before tax	(0.03)	(0.61)
Provision for taxation	—	—
Profit after tax	(0.11)	(0.61)
Proposed dividend	—	—
% of share holding	100	100

Part B : Associates and Joint ventures

Statement pursuant to section 129(3) of the Companies act 2013 related to Associate Companies and Joint venture

Name of associates / Joint venture

Latest Audited Balance sheet date

Share of Associate /Joint Venture held by the Company at the year end

Amount of Investment in Associate /Joint Venture

Description how there is significant influence

Reason why the Associate /Joint Venture is not consolidated

Net worth attributable to Shareholding as per Latest audited Balance sheet

Profit/Loss for the year

1. Considered in Consolidation

2. Not Considered in Consolidation

Name of the Associate / Joint Venture which are yet to Commence Operation

Name of the Associate / Joint Venture which have been liquidated or sold during the year

NOT APPLICABLE

In terms of our Report attached

For Jayaraman & Krishna
Chartered Accountants
Reg. No. 011185S

S. Krishnamoorthy
Partner, Auditor M.No. 200826
Coimbatore, 17th May 2023

For and on behalf of the Board of Directors

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DIN : 00012894

K. Ashokan
Chief Financial Officer

Shreeyash Bangur
Dy. Managing Director
DIN : 00012825

Saurav Singhania
Company Secretary
Kolkata, 17th May 2023

THE PERIA KARAMALAI TEA AND PRODUCE COMPANY LIMITED

CIN: L01132WB1913PLC220832

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