



# The United Nilgiri Tea Estates Company Limited

Regd. Office : P.B. No. 3708, No. 3, Savithri Shanmugam Road, Race Course, Coimbatore - 641 018

Phone : 0422-2220566, 2220125 Fax : 0422-2222865 Email : headoffice@unitea.co.in

PAN : AABCT1206H GSTIN-Tamilnadu : 33AABCT1206H1ZX GSTIN-Kerala : 32AABCT1206H1ZZ

CIN : L01132TZ1922PLC000234 Website : unitednilgiritea.com

09.08.2024

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

Dear Sirs,

**Sub: Regulation of 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

We attach herewith a soft copy of the Annual Report 2023-24 of the Company.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED,**

**R.V. SRIDHARAN**  
Company Secretary



102<sup>nd</sup>  
Annual Report &  
Accounts 2023-2024

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**

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# THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

## REGISTERED OFFICE

No. 3, Savithri Shanmugam Road,  
Race Course,  
Coimbatore - 641 018

CIN : L01132TZ1922PLC000234  
E Mail : headoffice@unitea.co.in  
Website : www.unitednilgiritea.com  
Phone : 0422-2220566; Fax : 0422-2222865

## BOARD OF DIRECTORS

Ms. MALLIKA SRINIVASAN, Chairman  
Mr. SANKAR DATTA  
Mr. P.B. SAMPATH  
Mr. R. VIJAYARAGHAVAN  
Ms. P. SHOBHANA RAVI  
Mr. R. RAJKUMAR

## CHIEF FINANCIAL OFFICER

Mr. S. RAGHURAMAN

## COMPANY SECRETARY

Mr. R. V. SRIDHARAN

## INTERNAL AUDITORS

Deloitte Touche Tohmatsu India LLP  
Prestige Trade Tower, Level 19,  
46, Palace Road, High Grounds,  
Bengaluru - 560 001

## STATUTORY AUDITORS

K. S. Aiyar & Co.,  
Chartered Accountants,  
No. 57, Sambandam Road (East),  
R.S. Puram,  
Coimbatore - 641 002

## BANKERS

Central Bank of India  
State Bank of India  
HDFC Bank Ltd.

## PLANTATIONS

Chamraj, Allada Valley and,  
Devabetta Estates,  
Chamraj Estate & Post,  
The Nilgiris - 643 204

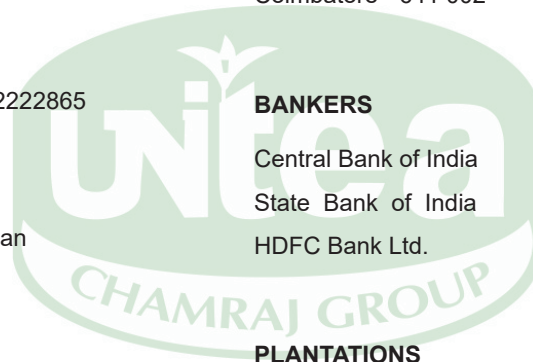
Korakundah Estate  
Korakundah Estate and Post  
The Nilgiris - 643 219

## COMMERCIAL PROPERTY

UNITEA Centre,  
Race Course,  
Coimbatore - 641 018

## REGISTRARS AND SHARE TRANSFER AGENTS

Integrated Registry Management  
Services Private Limited,  
"Kences Towers," 2nd Floor,  
No.1, Ramakrishna Street,  
North Usman Road,  
Chennai - 600 017



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**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**

REGISTERED OFFICE: No.3, SAVITHRI SHANMUGAM ROAD, RACE COURSE, COIMBATORE - 641 018

CIN : L01132TZ1922PLC000234

E- mail : headoffice@unitea.co.in Website : www.unitednilgiritea.com

Phone : 91-422-2220566 Fax: 91-422-2222865

## 102nd ANNUAL GENERAL MEETING

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 102nd Annual General Meeting of the members of the Company will be held on Friday, the 6th September, 2024 at 03.00 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Report of the Board of Directors and Auditors thereon; and
2. (i) To confirm the payment of interim dividend of Re.1/- per equity share and  
(ii) To declare Final Dividend for the financial year 2023-24.
3. To appoint a Director in place of Ms. Mallika Srinivasan [DIN 00037022] who retires by rotation and is eligible for re-appointment.

#### SPECIAL BUSINESS:

4. Re-appointment of Mr. P.B. Sampath [DIN:00037043] as an Independent Director.

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 149, 150, 152 and read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and Regulation 17, 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. P.B.Sampath [DIN:00037043] who was appointed as an Independent Director of the Company at the 100th Annual General Meeting held on 9th August 2022 and who holds office up-to the conclusion of 102nd Annual General Meeting and who is eligible for reappointment and who has submitted a declaration that he meets the criteria of independence under Section 149 (6) of the Act, Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retirement by rotation to hold office for a second term of two years commencing from the conclusion of 102nd Annual General Meeting upto the conclusion of the 104th Annual General Meeting to be held in the year 2026.

# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

5. Payment of Commission to Non-Whole-time directors of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

**RESOLVED THAT** pursuant to Article 17(a) of the Articles of Association of the Company and the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act), such sum by way commission not exceeding in the aggregate of 1% per annum of the net profit of the company computed in the manner laid down in Section 198 of the Companies Act, 2013 be paid and distributed among the directors of the Company or some or any of them (other than the whole-time director) in such amounts or proportion and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Company for each year commencing from the financial year 2024-25.

(By order of the Board)

For The United Nilgiri Tea Estates Company Limited

Chennai  
27<sup>th</sup> May 2024

R.V. SRIDHARAN  
Company Secretary

## NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, requiring social distancing as a norm to be followed and as permitted by Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA") followed by Circular No.20/2020 dated May 05, 2020, Circular No.02/2021 dated January 13, 2021 and Circular dated 5th May, 2022 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars") and SEBI Circular dated 12th May, 2020, 15th January, 2021 and 13th May, 2022, for Annual General Meeting ("AGM") to be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical attendance of the members at a common venue this AGM of the Company is being held through VC/OAVM.
2. Pursuant to the Circular No.14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, the body corporates who are members, are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate at the meeting and cast their votes through e-voting.
3. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on "first come - first served" basis. This will not include large shareholders (shareholders holding 2% or more shareholding). Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, and Auditors are allowed to attend the AGM irrespective of the above restriction concerning total number.

# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No.17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.unitednilgiratea.com](http://www.unitednilgiratea.com). The Notice can also be accessed from the website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. The Explanatory Statement pursuant to Section 102 of the Act with respect to the special business as set out in the Notice is annexed hereto. The relevant details, pursuant to Regulations 26 (4) and 36 (3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment at this AGM is also annexed.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 31st August 2024 to 6th September 2024 (both days inclusive) for determining the entitlement of the shareholders to the final dividend for the financial year 2023-24.
8. The final dividend, when declared at the AGM to be held on 6th September, 2024 will be paid subject to deduction of tax at source
  - i. To all members in respect of shares held in physical form after giving valid transfers in respect of transfer, transmission or transposition requests lodged with the Company as on the close of business hours on 30th August, 2024.
  - ii. To all beneficial owners in respect of shares held in electronic form as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on the closing hours on 30th August, 2024.
9. As per Regulation 40 of SEBI Listing Regulations as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019 except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents -Integrated Registry Management Services Private Limited for assistance in this regard.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile number, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank, branch, account number, MICR code, IFSC code, etc. to their Depository Participant in case the shares are held in electronic form and to Integrated Registry Management Services Private Limited in case the shares are held in physical form.
11. In case of joint holders attending the AGM, 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.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

13. To support the 'Green Initiative,' members are requested to register their email address with the concerned Depository Participant in respect of shares held in electronic form.
14. Under Section 124(5) of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF). The Company had transferred unclaimed dividend in respect of final Dividend 2016 to the account of Investor Education and Protection Fund.
15. Members are requested to note that dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund Authority. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority.

Members whose unclaimed dividend for the financial year 2015-16 already transferred to the IEPF account and who have not encashed the dividends for the subsequent financial years, are requested to note that the underlying shares of the Company, in respect of final dividend for the financial year 2016-17, are liable to be transferred to IEPF Authority in terms of Section 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

In view of this, members are requested to claim their dividends from the Company within the stipulated time. Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form IEPF-5 which is available on [www.iepf.gov.in](http://www.iepf.gov.in)

The details of shareholders and the shares due for transfer are displayed on the website of the Company, [unitednilgiritea.com](http://unitednilgiritea.com)

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining the demat accounts. Members holding shares in physical form can submit their PAN details to the Company. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN Card to the Company for registration of transfer of securities.
17. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the members in respect of shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form SH-13. Members are requested to submit the said form to their depository participants in case the shares are held in electronic form and to the Company in case the shares are held in physical form.
18. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021 read with SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2023-24 is being sent through electronic mode to those Members whose email addresses are registered with the Company / Depository Participants. Members may note that the Notice of AGM and the Annual Report 2023-24 will also be available on the Company's website at [unitednilgiritea.com](http://unitednilgiritea.com), on the website of National Stock



# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

19. Members seeking any information with regard to the accounts are requested to write to the Company at an early date through email to [headoffice@unitea.co.in](mailto:headoffice@unitea.co.in). The same will be replied by the Company suitably.
20. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders 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. The Shareholders are requested to update their PAN with the Company / Registrar and Share Transfer Agent (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder having PAN entitled to receive dividend amount exceeding Rs.5,000/- and who is not liable to pay income tax can submit a yearly declaration in Form 15G/ 15H, to avail the benefit of non-deduction of tax at source by email to [headoffice@unitea.co.in](mailto:headoffice@unitea.co.in). Shareholders are requested to note that in case their PAN is not registered, tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [corpserv@integratedindia.in](mailto:corpserv@integratedindia.in). The aforesaid declarations and documents need to be submitted by the Shareholders by 6th September, 2024.

21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
22. **Voting through electronic means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL), as the authorized agency, for facilitating voting through electronic means. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. The instructions for members for remote e-voting and joining AGM are as under:

1. The e-voting period commences at 09.00 A.M. on 3rd September, 2024 and ends at 5.00 P.M. on 5th September, 2024. During this period, members of the company holding shares either in physical form or in dematerialized form as on the cut-off date 30th August, 2024 will be entitled to cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change

# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

it subsequently. Those members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.

2. The Members who have cast their votes by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
3. The voting rights of members (for voting through remote e-Voting or by poll at the meeting) shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date 30th August, 2024.
4. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become members of the Company after dispatch of Notice and holding shares as on cut-off date 30th August, 2024 may obtain the Login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or [headoffice@unitea.co.in](mailto:headoffice@unitea.co.in) or [corpserv@integratedindia.in](mailto:corpserv@integratedindia.in). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on no.1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become a Member of the Company after sending the Notice and holding shares as on the cut-off date 30th August 2024 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.
5. Mr.S.Kasi Viswanathan, Partner, M/s. Gopalaiyer & Subramanian, Chartered Accountants, has been appointed as the Scrutinizer to scrutinize both e-voting during the AGM and remote e-voting process in a fair and transparent manner.

## **INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:**

### **How to vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of two steps which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

##### **A. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode**

In terms of SEBI circular 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. Login method for individual shareholders holding securities in demat mode is given below:

# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period and e-Voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period and e-Voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <b>App Store</b>       <b>Google Play</b> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab Tand then use your existing my easi user name &amp; password.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting option for eligible companies where the evoting is in progress as per the information provided by the 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 &amp; voting during the meeting. Additionally, there are 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

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

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

Login Type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-4886 7000.
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 <a href="mailto:evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.1800-21-09911

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

## How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL, CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****

# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

Manner of holding shares i.e. Demat (NSDL, CDSL) or Physical	Your User ID is:
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to [kasi.s@gopaliyer.in](mailto:kasi.s@gopaliyer.in). Please mention the e-mail ID of Scrutinizer with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-4886 7000 or send a request to Ms. Pallavi Mhatre, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode, please provide 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 headoffice@unitea.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to headoffice@unitea.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Instructions for members for e-Voting on the day of the AGM are as under:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be same person mentioned for remote e- Voting.

**Instructions for members for attending the AGM through VC/OAVM are as under:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through NSDL e-voting system. Members may access the same by following the steps mentioned above for **access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed.
2. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.



# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

3. Members are encouraged to join the meeting through Laptops for better experience.
4. Further members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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 WIFI or LAN connection to mitigate any kind of aforesaid glitches.
6. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first comes first served basis.
7. Members who would like to express their views/ask questions may send their questions in advance mentioning their name, demat account number/folio number, email ID, mobile number at [headoffice@unitea.co.in](mailto:headoffice@unitea.co.in) on or before 05.00 P.M.IST on 2nd September, 2024. The same will be replied by the Company suitably.
8. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at [headoffice@unitea.co.in](mailto:headoffice@unitea.co.in) before 5.00 P.M IST on 2nd September, 2024.
9. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

## Other instructions

1. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by her in writing, who shall counter sign the same.
2. The Chairman or the person authorized by her in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the results of the voting. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [unitednilgiritea.com](http://unitednilgiritea.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the declaration of result either by the Chairman or Chief Financial Officer of the Company. The results shall also be immediately forwarded to the National Stock Exchange of India Limited, Mumbai.
3. Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of AGM i. e. 6th September, 2024.

(By order of the Board)  
For The United Nilgiri Tea Estates Company Limited

Chennai  
27<sup>th</sup> May 2024

R.V. SRIDHARAN  
Company Secretary

# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No.4 of the agenda

Mr. P.B. Sampath is a Non-Executive Independent Director of the Company. He was appointed as an Independent Director of the Company by the members at the 100th Annual General Meeting held on 9th August 2022 for a period of two years - from the conclusion of 100th Annual General Meeting upto the conclusion of 102nd Annual General Meeting - not liable to retire by rotation.

It is proposed to re-appoint Mr. P.B. Sampath for a second term of two years commencing from the conclusion of 102nd Annual General Meeting upto the conclusion of 104th Annual General Meeting for the financial year 2025-2026 to be held in the year 2026. Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors is of the opinion that having regard to his credentials and experience in finance, accounts, internal audit and secretarial functions, his reappointment as a Non-Executive Independent Director would be beneficial to the Company and this will enable the Board to discharge its functions and duties effectively. A brief profile / expertise of Mr. P.B. Sampath is provided in the Annexure to the Notice of information of the shareholders.

The Company has, in terms of Section 160 (1) of the Companies Act, 2013, received in writing notice from a member proposing his candidature for the office of Directors.

The Board recommends the Special Resolution as set out in item No.4 of the Notice for consideration and approval of the members.

Except Mr. P.B. Sampath, none of the Directors, Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise in the above resolution.

### Item No.5 of the agenda

Section 197 of the Companies Act, 2013 (Act) permits payment of remuneration to Non-Executive Directors of a Company by way of Commission, if the Company authorizes such payment by an Ordinary Resolution. The Company has paid commission to Non-Executive Directors for earlier financial years, with the approval of the shareholders.

The resolution proposes to seek approval of members in accordance with Section 197 of the Companies Act, 2013 in order to make payment of commission to non-executive directors with effect from the financial year 2024-25. The Board of Directors will determine each year the specific amount to be paid as commission to the non-executive directors, which shall not exceed 1% of the net profits of the Company for the year, as computed in the manner referred to in Section 198 of the Act. The payment of commission would be in addition to the sitting fees payable for attending meetings of the Board and Committees thereof, if any.

All non-executive directors of the Company may be deemed interested in the resolution to the extent of commission payable to them in accordance with the proposed resolution.

The Board recommends the resolution set forth in item No.5 for the approval of the members.

**Profile of Directors seeking re-appointment at the Annual General Meeting to be held on 6th September, 2024 pursuant to Regulation 26 and 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS 2 – Secretarial Standards on General Meetings.**

Name of the Director	Ms. Mallika Srinivasan	Mr. P.B. Sampath
DIN	00037022	00037043
Date of Birth	19th November, 1959	11th October, 1944
Date of appointment	25th January, 2011	9th August, 2022
Qualification	MA from University of Madras. MBA from Wharton School of Business.	B.Com., ACA., CMA., ACS
Experience and expertise in special function	Industrialist. Wide experience in overall business management.	<ol style="list-style-type: none"> <li>51 years of working experience in Finance, Accounts, Internal Audit and Secretarial functions.</li> <li>Has been Professor of Finance and Accounting.</li> <li>Served as a part-time faculty of The Institute of Chartered Accountants of India.</li> <li>Has been empanelled in the Directors Data Base of the Indian Institute of Corporate Affairs for life.</li> </ol> <p>Expertise in internal audit, cost accounting, finance and secretarial functions.</p>
Relationship between directors inter se	None	None
Directorship in other companies	<ol style="list-style-type: none"> <li>Tractors and Farm Equipment Limited</li> <li>TAFE Motors and Tractors Limited</li> <li>TAFE Access Limited</li> <li>TAFE Properties Limited</li> <li>Southern Tree Farms Limited</li> <li>Trust Properties Development Company Private Limited</li> <li>Amalgamations Private Limited</li> <li>TAFE Foundation</li> <li>Sivasailam Chamraj Education Foundation (Section 8 Company)</li> <li>Sivasailam Chamraj Hospital Foundation (Section 8 Company)</li> <li>Sai Saranagathi Charitable Foundation (Section 8 Company)</li> </ol>	<ol style="list-style-type: none"> <li>Tractors and Farm Equipment Limited</li> <li>TAFE Motors and Tractors Limited</li> <li>TAFE Access Limited</li> <li>Southern Tree Farms Limited</li> <li>Alpump Limited</li> <li>TAFE Properties Limited</li> <li>TAFE Reach Limited</li> <li>AMCO Batteries Limited</li> <li>Vidagara Tech Park Private Limited</li> <li>TAFE Foundation (Section 8 Company)</li> </ol>

Name of the Director	Ms. Mallika Srinivasan	Mr. P.B. Sampath
Committee positions held in other companies	<p><b>TAFE Motors and Tractors Limited</b></p> <p>1. Nomination &amp; Remuneration Committee – Member</p> <p>2. Corporate Social Responsibility Committee – Chairman</p> <p><b>Tractors and Farm Equipment Limited</b></p> <p>1. Corporate Social Responsibility Committee - Chairman</p>	<p><b>Tractors and Farm Equipment Limited</b></p> <p>1. Audit Committee – Member</p> <p>2. Nomination and Remuneration Committee – Member</p> <p>3. Corporate Social Responsibility Member – Member</p> <p><b>TAFE Motors and Tractors Limited</b></p> <p>1. Audit Committee – Member</p> <p>2. Corporate Social Responsibility Committee – Member</p> <p>3. Nomination and Remuneration Committee – Member</p> <p><b>TAFE Access Limited</b></p> <p>1. Audit Committee – Chairman</p> <p>2. Nomination and Remuneration Committee – Member</p> <p><b>AMCO Batteries Limited</b></p> <p>1. Audit Committee – Chairman</p> <p>2. Nomination and Remuneration Committee - Chairman</p>
No. of shares held	1,45,100 equity shares.	Nil



Chennai  
27<sup>th</sup> May 2024

(By order of the Board)  
For The United Nilgiri Tea Estates Company Limited

R.V. SRIDHARAN  
Company Secretary

## DIRECTORS' REPORT

Your directors' have pleasure in presenting the 102nd Annual Report on the performance of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2024.

### FINANCIAL RESULTS:

Rs. in Lakhs

	Year ended 31.03.2024	Year ended 31.03.2023
Profit before finance cost, depreciation and tax	<b>2,398.64</b>	1,867.39
Finance Cost	<b>9.91</b>	10.23
Depreciation	<b>351.30</b>	365.08
Profit before tax	<b>2,037.43</b>	1,492.08
Tax Expense	<b>(432.14)</b>	(280.55)
Profit for the year	<b>1,605.29</b>	1,211.53
Other Comprehensive Income	<b>241.39</b>	157.92
Total Comprehensive Income	<b>1,846.68</b>	1,369.45

### Indian Accounting Standards (Ind AS)

In the preparation of financial statements, the Company has followed the Indian Accounting Standards (Ind AS) and the financial statements have been prepared in accordance with the recognition and measurement principles laid down in the said standards.

### Dividend

Your directors have recommended a final dividend of Rs. 1.70 per share (17%) which together with an interim dividend of Re. 1/- per share (10%) already paid, makes a total dividend of Rs. 2.70 per share (27%) for the year ended 31st March, 2024 [previous year Rs.2.70 per share]. The proposed final dividend of Rs. 1.70 per share (17%) for the year amounting to Rs. 84.94 lakhs will be accounted in the financial year 2024-25 in accordance with Ind AS 10 – 'Events after the reporting period'.

### Transfer to Reserves

The Directors have proposed to transfer a sum of Rs.1,200 Lakhs to the General Reserve which will be accounted in the financial year 2024-25 in accordance with Ind AS 10 – 'Events after the reporting period'.

### Operations

The total quantity of tea manufactured during the year under review was 32,35,110 kgs as against 33,94,965 kgs during the previous year. The rainfall during the year was 1061 mm as against 1549 mm during the previous year. Your Company has recorded total sales of 36,34,694 kgs (previous year 37,07,359 kgs) during the year. The total exports during the

## **DIRECTORS' REPORT – (Contd.)**

year were 17,28,505 kgs (previous year 18,91,839 kgs). The average price realized during the year was higher when compared to the previous year. Profit before tax for the year was Rs.2,037.43 lakhs as against Rs.1,492.08 lakhs during the previous year.

### **Outlook**

The absence of summer showers in the current year has led to a drought-like condition in tea plantations. However, as normal monsoon has been forecast for this year, crop prospects are expected to be slightly higher than the previous financial year. With the Company's focus on enhancing production of high- quality teas, strict cost control and mechanization measures, the outlook appears good.

### **Share Capital**

The paid-up capital of the Company as at 31st March 2024 remains unchanged.

### **Directors' Responsibility Statement**

As required by sub-section 5 of Section 134 of the Companies Act, 2013, your Directors confirm that:

- a) in the preparation of Annual Accounts for the year ended 31st March, 2024, the applicable Indian Accounting Standards have been followed without any material departures;
- b) such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2024 and of the profit of the Company for that period;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) proper internal financial controls to be followed by the Company have been laid down and that the financial controls are adequate and were operating effectively;
- f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and were operating effectively.

### **Directors and Key Managerial Personnel**

Of the Directors liable to retire by rotation, Ms. Mallika Srinivasan will retire at the forthcoming Annual General Meeting. She is eligible for re-election and offers herself accordingly.

The tenure of Mr. P. B. Sampath, Independent Director will end at the ensuing 102nd Annual General Meeting. It is proposed to reappoint him as an Independent Director for a second

# DIRECTORS' REPORT – (Contd.)

term of two years commencing from the conclusion of 102nd Annual General Meeting upto the conclusion of 104th Annual General Meeting.

The Board of Directors and the Nomination and Remuneration Committee are of the opinion that having regard to his credentials and vast experience in finance, accounts, internal audit and secretarial functions, his reappointment as a Non-Executive Independent Director would be beneficial to the Company and this will enable the Board to discharge its functions and duties effectively.

Mr.R.Rajkumar, Whole-time Director, Mr.S.Raghuraman, Chief Financial Officer, Mr.R.V.Sridharan, Company Secretary, Mr. Shilajit Roy Choudhury, Vice President are the key managerial personnel of the Company.

## **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

Details pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo are given in **Annexure 1**.

## **Particulars of Loan, Guarantees or Investments under Section 186**

The Company has not given any loan or guarantee to any Body Corporate in terms of Section 186 of the Companies Act, 2013, during the financial year 2023-24.

## **Particulars of contracts or arrangements made with related parties**

Particulars of contracts or arrangement with related parties referred to in Section 188 (1) of the Companies Act, 2013 in the prescribed form AOC-2 is appended as **Annexure 2** to this report.

## **Material changes and Commitments between 31<sup>st</sup> March 2024 and date of this report**

There are no material changes and commitments affecting the financial position of the company which have occurred between 31st March 2024 and the date of this report.

## **Transfer to Investor Education and Protection Fund (IEPF)**

The Company has transferred during the year unclaimed dividends amounting to Rs. 4,36,279/- to the Investor Education and Protection Fund. There were no shares due to be transferred to the demat account of IEPF Authority during the year.

## **Annual Return**

Pursuant to Section 92 (3) read with Section 134 (3) of the Companies Act, 2013, the draft Annual Return for the year ended 31st March, 2024 is available on the website of the Company at the weblink: <https://www.unitednilgiri.com/investors>. The final Annual Return shall be uploaded after the same is filed with the Ministry of Corporate Affairs.

## **Number of meetings of the Board**

Four meetings of the Board were held during the year the details of which are furnished in the Report on Corporate Governance which forms part of this report.

# DIRECTORS' REPORT – (Contd.)

## **Declaration by Independent Directors**

The Company has received declarations from all the independent directors 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.

## **Policy on appointment and remuneration of Directors**

The Company's policy on Directors' appointment and remuneration remains unchanged and can be accessed on the Company's website [unitednilgiritea.com](http://unitednilgiritea.com).

## **Committees of the Board**

The Company has four Board Committees as mentioned below:

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

A detailed note on the composition of the Board and its Committees and the meetings held during the financial year is provided in the Report on Corporate Governance.

## **Auditors**

There are no qualifications, reservations or adverse remarks or disclaimers made by K.S.Aiyar & Co., Chartered Accountants, Statutory Auditors in their report.

K.S.Aiyar & Co., Chartered Accountants, were reappointed as the Statutory Auditors of the Company by the shareholders at the 100th Annual General Meeting held on 9th August 2022 for a period of 5 years to hold office from the conclusion of the 100th Annual General Meeting till the conclusion of 105th Annual General Meeting.

## **Secretarial Audit Report**

Secretarial Audit has been carried out by S R Srinivasan & Co LLP, Practising Company Secretaries and their report is annexed herewith. There are no qualifications, reservations or adverse remarks in their report.

## **Risk Management**

The Company has a robust risk management policy and system. The strategic risks are integrated with the business plan with mitigation measures and reviewed periodically. High impact operational and financial risks are reviewed by the management and discussed at the Board periodically.



# DIRECTORS' REPORT – (Contd.)

## Corporate Social Responsibility

CSR Policy objectives and the annual report on CSR activities are given in **Annexure 3**. The Company's policy on Corporate Social Responsibility, composition of the CSR Committee and projects approved by the Board is available on the Company's website [unitednilgiritea.com](http://unitednilgiritea.com).

Besides supporting the public medical scheme administered by the Company in the area of rural development and tribal welfare, your Company has been associated with United Nilgiri Conservation Society (UNCS). UNCS since its establishment in 2013 has built confidence and trust for people in Kotagiri and Ooty through its efforts to achieve better standard of life through community development work.

## Board Evaluation

The details are furnished in the Report on Corporate Governance which forms part of this Report. The policy regarding performance evaluation of Board of Directors and its Committees and Independent Directors is available on the Company's website [unitednilgiritea.com](http://unitednilgiritea.com).

## Report on Corporate Governance

A Report on Corporate Governance is attached to this report. The Auditor's certificate on Corporate Governance is annexed thereto.

## Particulars of Employees

Disclosures regarding employees as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure 4**.

A statement showing the remuneration of employees who were in receipt of remuneration as prescribed under Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report and will be provided to any member on a written request to the Company Secretary.

## Management Discussion and Analysis Report

Management Discussion and Analysis Report given separately in **Annexure 5** forms part of this Report.

## Financial Statements of Associate Companies

A statement containing salient features of the financial statements of Associate Companies pursuant to first proviso to sub-section (3) Section 129 read with rule 5 of Companies (Accounts) Rules, 2014 is appended as **Annexure 6** to the report.

## Environmental Protection

The Company has been certified by the Rain Forest Alliance in the area of environmental protection. To ensure sustainability and environmental protection, your Company undertakes

# DIRECTORS' REPORT – (Contd.)

planting of trees covering about 100 acres every year to ensure environmental protection and sustainable source of firewood to our factories.

## **Industrial Relations**

Industrial relations have been cordial during the year.

## **Public Deposits**

The Company has not accepted or renewed any public deposit during the year.

## **Vigil Mechanism**

The Company has a vigil mechanism, details of which can be accessed at the Company's website [unitednilgirtea.com](http://unitednilgirtea.com). No complaints have been received during the year under review.

## **Sexual Harassment of Women at Workplace**

As per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, an Internal Complaints Committee has been constituted to redress the grievances of women at workplace. No complaint was received by the Committee during the year.

## **Cost Records**

The Company maintains cost records for its products in the books of account as per the requirement of Section 148 (1) of the Companies Act, 2013 read with Companies (Cost records and audit) Rules, 2014.

## **Others**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's future operations.

## **Acknowledgement**

The Board of Directors acknowledges the support received from the promoters, shareholders, bankers, suppliers, customers and employees at all levels.

Chennai  
27<sup>th</sup> May, 2024

For and on behalf of the Board  
MALLIKA SRINIVASAN  
Chairman  
DIN : 00037022

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION  
AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

**A. Conservation of Energy**

Sl. No.	Action	Remarks
1	Steps taken or impact on conservation of energy	Replaced low efficient lights with energy efficient LED lights in factories and PF meters replaced to achieve better electrical efficiency.
2.	Steps taken by the Company for utilizing alternate source of energy	Installation of hydro power project completed at Korakundah and awaiting connection to the grid.
3.	Capital investment on energy conservation equipment	Investments are made on regular basis to conserve energy.

**B. Technology Absorption**

Sl. No.	Action	Remarks
1	Imported Technology	Conducted trials on usage of drones for spraying and green leaf transportation.
2	Expenditure on R & D	Machinery for weed segregation and organic herbicide is ongoing exercise
3	Benefits derived like product improvement, cost reduction, product development, or import substitution	The Company has proposed to maximize production of primary grade teas. More demand in auction sales across South India due to Improvement in quality of tea.
4	Efforts made towards automation	Conventional plucking shears replaced with hand held battery-operated shears.

**C. Foreign Exchange Earnings and Outgo**

Actual Inflow	Rs. 40,96,40,709/-
Actual Outflow	Rs. 71,63,504/-

## FORM NO. AOC 2

**Particulars of Contracts / arrangements entered into by the Company with related parties referred to in Section 188(1) of the Companies Act, 2013**

[Pursuant to Clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

**Particulars of contracts/arrangements made with related parties**

This form pertains to the disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013, including certain arm's length transactions under third proviso thereto.

**Details of contracts or arrangements or transactions not at arm's length basis**

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2024, which were not at arm's length basis.

**Details of contracts or arrangements or transactions at arm's length basis**

The details of contracts or arrangements or transactions at arm's length basis for the year ended March 31, 2024 are as follows:

Name of the related party	Amalgamations Private Limited	Sivasailam Chamraj Education Foundation	Sivasailam Chamraj Hospital Foundation
Nature of contract	1. Availing of services	1. Contribution towards CSR activities	1. Contribution towards CSR activities
	2. Reimbursement of expenses	2. Reimbursement of expenses	2. Reimbursement of expenses
Nature of relationship	A director of the Company is a member / Director in the related party company.	Two directors of the Company are directors in the related party company. One of the Director is also a member in the related party company.	A director of the Company is a member / Director in the related party company.
Duration of contract	Yearly (from 01.04.2023 to 31.03.2024)	Yearly (from 01.04.2023 to 31.03.2024)	Yearly (from 01.04.2023 to 31.03.2024)
Salient terms	At arm's length price in the ordinary course of business	At arm's length price in the ordinary course of business	At arm's length price in the ordinary course of business
Amount	1. Availing of services: Rs.2,59,600 /-	1. Contribution towards CSR activities: Rs. Nil	1. Contribution towards CSR activities: Rs.10,00,000/-
	2. Reimbursement of expenses: Rs.4,44,048/-	2. Reimbursement of expenses: Rs.26,67,752/-	2. Reimbursement of expenses: Rs.22,83,508/-
			3. Medical Expenses: Rs.42,32,424/-

Chennai  
27<sup>th</sup> May, 2024

For and on behalf of the Board  
MALLIKA SRINIVASAN  
Chairman  
DIN : 00037022

## ANNUAL REPORT ON CSR ACTIVITIES OF THE COMPANY

### 1. Brief outline on CSR Policy of the Company:

The Company adopts the following objectives as part of its Corporate Social Responsibility:

- (i) Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set up by the Central Government for the promotion of sanitation and making available safe drinking water.
- (ii) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently-abled and livelihood enhancement projects;
- (iii) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- (iv) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro-forestry, conservation of natural resources and maintaining quality of soil, air and water including Clean Ganga Fund set up by the Central Government for rejuvenation of river Ganga;
- (v) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art' setting up public libraries, promotion and development of traditional art and handicrafts;
- (vi) Measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- (vii) Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
- (viii) Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the central government for socio economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- (ix)
  - a) Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government; and
  - b) Contributions to public funded universities, Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE), Department of Biotechnology (DBT), Department of Science and Technology (DST), Department of Pharmaceuticals, Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homeopathy (AYUSH), Ministry of Electronics and Information Technology and other bodies, namely Defence Research and Development Organisation (DRDO), Indian Council of Agricultural Research (ICAR), Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).
- (x) Rural Development Projects and Tribal Welfare;
- (xi) Slum area development;
- (xii) Disaster management, including relief, rehabilitation and reconstruction activities;

**2. Composition of CSR Committee:**

The CSR Committee of the Board of Directors is optimally balanced between Independent and Non Independent Directors. The members of the Committee as on 31st March, 2024 comprised of:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Mallika Srinivasan	Non-Executive Non-Independent	1	1
2	Mr. Sankar Datta	Non-Executive Independent	1	1
3	Mr. P.B. Sampath	Non-Executive Independent	1	1

3. Provide the web-link where composition of CSR Committee, CSR Policy and CSR Reports approved by the board are disclosed on the website of the company : [unitednilgiritea.com/?page\\_id=876](http://unitednilgiritea.com/?page_id=876)

4. Provide the executive summary along with web-link (s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable : Not applicable

5. (a) Average net profit of the company as per section 135 (5) : Rs. 9,92,19,817
- (a) Two percent of average net profit of the company as per section 135 (5) : Rs. 19,84,396
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. : —
- (c) Amount required to be set off for the financial year, if any : Rs. 46,706
- (d) Total CSR obligation for the financial year (7a+7b-7c) : Rs. 19,37,690

<b>6</b>	(a) Amount spent on CSR Projects:	Rs.
	(i) Ongoing Project	—
	(ii) Other than Ongoing Project	19,48,727
	(b) Amount spent on Administrative Overheads	—
	(c) Amount spent on Impact Assessment, if applicable	—
	(d) Total amount spent for the Financial Year [(a) + (b) + (c)]	19,48,727

The Committee has not carried out impact assessment of CSR projects in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 as the same is not applicable to the Company.

(e) CSR amount spent or unspent for the Financial Year:

Total Amount spent for the financial year (Rs.)	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
19,48,727	—	—	—	—	—

(f) Excess amount for set off, if any

S. No.	Particulars	Amount Rs.
(i)	Two percent of average net profit of the Company as per Section 135 (5)	19,84,396
(ii)	Total amount spent for the financial year	19,48,727
(iii)	Excess amount spent for the financial years [(ii) – (i)]	35,669
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	—
(v)	Amount available for set off in succeeding financial years [(iii) – (iv)]	35,669

7. Details of Unspent CSR amount for the preceding three financial years

S. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under Section 135 (6) Rs.	Balance amount in unspent CSR amount under Section 135 (6) Rs.	Amount spent in the Financial Year Rs.	Amount transferred to a fund as specified under Schedule VII as per Section 135 (5), if any		Amount remaining to be spent in succeeding financial years Rs.	Deficiency, if any
					Amount Rs.	Date of transfer		
1	2020-21	—	—	—	—	—	—	—
2	2021-22	—	—	—	—	—	—	—
3	2022-23	—	—	—	—	—	—	—
	<b>TOTAL</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

The Company has not created or acquired any capital asset through CSR spending in the financial year and hence reporting under the clause does not arise

Sl. No.	Short particulars of the property or asset (s) [including complete address and location of the property]	Pincode of the property or asset (s)	Date of creation	Amount of CSR amount spent	Details of entity / Authority / beneficiary or the registered owner		
1	2	3	4	5	6		
					CSR Registration Number, if applicable	Name	Registered address
	—	—	—	—	—	—	—

9. Specify the reason (s), if the -Company has failed to spent two percent of the : Not applicable  
average net profit as per Section 135 (5)

Chennai  
27<sup>th</sup> May, 2024

SANKAR DATTA  
Member  
DIN: 00025380

MALLIKA SRINIVASAN  
Chairman of the CSR Committee  
DIN: 00037022

**PAYMENT OF REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL**

(Pursuant to Section 197 (12) of the Companies Act, 2013 and Rule 5 (1) and 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

**Particulars of Employees:**

- (i) **The ratio of remuneration of Whole-time Director to the median remuneration of the employees of the Company for the financial year:**

Name and Designation	Remuneration paid during the year 2023-24 (Rs. in lacs)	Ratio of remuneration to median remuneration of the employees
Mr. R. Rajkumar, Whole-time Director	32.74	8.73

- (ii) **Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

The Chief Financial Officer was given an increase of 3% for the year. The Company Secretary was given an increase of 2.9 % for the year.

- (iii) **Percentage increase in the median remuneration of employees in the financial year:**

Percentage increase in the median remuneration of employees in the financial year is 17.5%.

- (iv) **Number of permanent employees on the rolls of the Company:**

Number of permanent employees on the rolls of the Company as on 31st March, 2024 is 1127.

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

The average percentage increase in the salaries of workmen, staff and managers was 5% and that of staff was 17.5% by virtue of the staff union agreement signed during the year. The increase in the salary of Whole-time Director for the year was 7.5%.

- (vi) **Affirmation that remuneration 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.

- (vii) **Employed throughout the year and was in receipt of remuneration not less than Rupees One Crore and two lakhs per annum:**

There were no employees who were in receipt of remuneration exceeding Rupees One Crore and two lakhs per annum.

- (viii) **Employed for part of the year and was in receipt of remuneration not less than Rupees Eight Lakhs fifty thousand per month:**

There were no employees who were in receipt of remuneration exceeding Rupees Eight Lakhs fifty thousand per month.

- (ix) **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:**

There were no employees who were in receipt of remuneration at a rate which in aggregate is in excess of remuneration drawn by the managing director or whole-time director or manager and holds himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Industry Structure and Developments

Production of tea in South India was slightly higher than last year. South Indian orthodox tea prices have been quite strong during the year under review. Domestic and overseas demand for orthodox tea, have pushed up orthodox tea prices. Well-made orthodox tea is expected to command a premium price during the current year.

### Opportunities and threats

The Company has scaled up production of high value teas – both organic and conventional – with special focus on high value grades and introduction of new buyers in export and domestic markets.

Increases in labour and other costs continue to impact the results.

### Performance

The total quantity of tea manufactured during the year under review was 32,35,110 kgs as against 33,94,965 kgs during the previous year. Your Company has recorded a sale of 36,34,694 kgs during the year under review, as against 37,07,359 kgs during the previous year. The total exports during the year were 17,28,505 kgs as against 18,91,839 kgs during the previous year.

Income from commercial building during the financial year 2023-24 generated a revenue of Rs. 584.07 lakhs as against previous year's Rs.567.54 lakhs.

### Outlook

The absence of summer showers in the current year has led to unprecedented drought like condition in tea plantations. However, as normal monsoon is forecast this year, crop prospects are expected to be slightly higher than the previous financial year. With the Company's focus on enhancing production of high- quality teas, strict cost control and mechanization measures, the outlook appears good.

### Risk and Concerns

Your Company owning tea gardens is dependent on weather conditions for production of green leaf, which is a major risk factor for the business. The market demand and potential competition in both domestic and international markets have significant impact on the results. Prevailing government regulations with reference to labour and operations also continue to have an impact on operations.

### Internal Control Systems and their adequacy

Your Company has adequate internal control systems in place which are further strengthened by an internal audit function carried out by an external audit firm. With the statutory auditors operating at the apex level, in the opinion of the Board of Directors, these systems are adequate for the size and nature of the Company's business.

### Financial Performance

Revenue from operations achieved during the year was Rs. 84.01 crores as against Rs.83.65 crores in the previous year. Profit before tax for the year was Rs. 20.37 crores as against Rs.14.92 crores during the previous year. The performance of the Company improved due to better sales realization and also increase in fair value gain from financial assets during the year under review.

### Labour Relations

The labour relations in the estates during the year were cordial. The estate managements continue to implement various measures relating to safety and welfare of the employees beyond what is stipulated by the prevailing laws and regulations. The total number of permanent employees on the rolls of the Company as on 31st March, 2024 was 1127.

### Key financial ratios

Key financial ratios are given under Note 32 of the attached financial statements.

## FORM NO. AOC 1

**Statement containing salient features of the financial statement of Subsidiaries / Associate Companies /Joint Ventures**

[Pursuant to first proviso to Section 129 (3) of the Companies Act read with Rule 5 of Companies (Accounts) Rules, 2014]

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies**

	<b>Name of Associates</b>	<b>Sivasailam Chamraj Education Foundation</b>	<b>Sivasailam Chamraj Hospital Foundation</b>
1	Latest audited Balance Sheet Date	31st March, 2024	31st March, 2024
2	Date on which the Associate was associated	31st January, 2022	17th February, 2022
3	Shares of associate held by the Company on the year end - No. of shares - Amount of investment in Associate (Rs.) - Extent of Holding %	12,500 1,25,000 25%	12,500 1,25,000 25%
4	Description of how there is significant influence	Voting rights	Voting rights
5	Reason why the associate is not consolidated	Because it is a Section 8 Company	Because it is a Section 8 Company
6	Networth attributable to Shareholding as per latest audited Balance Sheet	—	—
7	Excess of income over expenditure for the year - Rs. Lacs i. Considered in Consolidation ii. Not Considered in Consolidation	(4.71) — —	(29.52) — —

As per our Report of even date attached  
For K.S. Aiyar & Co.  
Chartered Accountants  
Firm Registration No.100186W  
S. KALYANARAMAN  
Partner  
Membership No.200565  
Place : Coimbatore  
Date : 27.05.2024

MALLIKA SRINIVASAN  
(DIN : 00037022)  
*Chairman*

For and on behalf of the Board of Directors  
SANKAR DATTA      R. RAJKUMAR  
(DIN : 00025380)      (DIN : 10044122)  
*Director*                      *Director*

S.RAGHURAMAN  
*Chief Financial Officer*

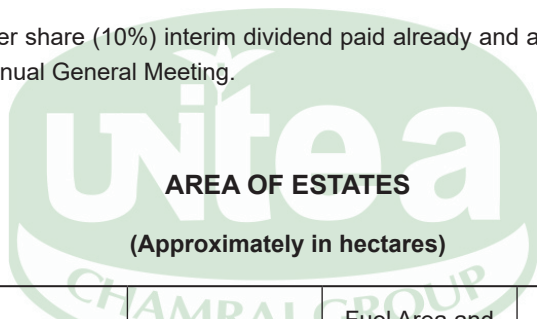
R.V.SRIDHARAN  
*Company Secretary*

Place : Chennai  
Date : 27.05.2024

## PROGRESS REPORT AND CROP HARVESTED

Year	Profit	Taxation	Net Profit after taxation	Tea Crop (made tea)	Dividend
	Rs.	Rs.	Rs.	Kg	%
2018-19	17,00,10,280	2,62,87,131	14,37,23,149	30,91,002	27%
2019-20	13,87,82,006	3,16,63,070	10,71,18,936	29,14,862	27%
2020-21	15,13,47,396	2,88,85,970	12,24,61,426	30,28,848	27%
2021-22	12,88,31,173	2,59,40,127	10,28,91,046	34,11,886	37%
2022-23	14,92,08,063	2,80,55,200	12,11,52,863	33,94,965	27%
2023-24	20,37,43,022	4,32,14,928	16,05,28,094	32,35,110	27%*

\* Subject to confirmation of Re.1/- per share (10%) interim dividend paid already and approval of Rs.1.70 per share (17%) final dividend by the members at the Annual General Meeting.



### AREA OF ESTATES

(Approximately in hectares)

Division	Mature Tea	Immature Tea	Fuel Area and Wind Belts Rocks & Roads	Shola, Jungles, Frost Prone Areas, Frost Prone Area Maintenance	Total
ALLADA VALLEY	217.15	6.00	1.00	6.46	230.61
CHAMRAJ	123.07	4.96	1.00	25.74	154.77
DEVABETTA	168.50	4.00	2.00	0.66	175.16
KORAKUNDAH	271.00	3.00	128.00	586.41	988.41
ROCKLAND	22.48	—	—	—	22.48
<b>TOTAL</b>	<b>802.20</b>	<b>17.96</b>	<b>132.00</b>	<b>619.27</b>	<b>1571.43</b>

Form MR 3

**Secretarial Audit Report**

(For the Financial year ended on March 31, 2024)

[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 United Nilgiri Tea Estates Company Limited  
3, Savithri Shanmugam Road  
Race Course  
Coimbatore - 641 018

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **The United Nilgiri Tea Estates Company Limited (CIN: L01132TZ1922PLC000234)** [hereinafter called 'the Company'] for the financial year ended 31st March, 2024 ["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 to the extent in the manner and subject to the reporting made hereinafter.

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 laws provided hereunder:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent applicable to the Company;
- (v) 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 Obligation 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 (Issue of Capital and Disclosure Requirements) Regulations, 2015; (Not applicable to the Company for the period under review).
  - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021; (Not applicable to the Company for the period under review)
  - (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company for the period under review)
  - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company for the period under review)

- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company for the period under review) and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company for the period under review)
- (vi) Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say: During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above, to the extent applicable.
  - 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 and Regulations made thereunder;
  - e. Factories Act, 1948 and Rules made thereunder
  - f. and other laws applicable to the Company as informed by the management.

The examination and reporting of these laws are limited to whether there are adequate systems and processes in place to monitor and ensure compliance with those laws.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India with respect to board and general meetings.

During the period under review, the Company has complied with the provisions of the Acts, 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 Directors and Independent Directors. During the period under review, there were no changes in the composition of Board of Directors of the Company.

Adequate notice was 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 **SR Srinivasan & Co. LLP**  
Company Secretaries

Place : Chennai  
Date : 24.05.2024

**S. RAJENDRAN**  
Managing Partner  
FCS: 3727 | CP. No. 14055  
UDIN: F003727F000446037  
P/R No.: 1177/2021

This Report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this Report.

**ANNEXURE A TO SECRETARIAL AUDIT REPORT OF  
THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED DATED 24TH MAY 2024**

To,

The Members  
The United Nilgiri Tea Estates Company Limited  
3, Savithiri Shanmugam Road  
Race Course  
Coimbatore - 641 018

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.
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. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is partly limited virtually examination based on inputs provided by the management in soft copies.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **SR Srinivasan & Co. LLP**  
Company Secretaries

Place : Chennai  
Date : 24.05.2024

**S. RAJENDRAN**  
Managing Partner  
FCS: 3727 | CP. No. 14055  
UDIN: F003727F000446037  
Peer Review No.: 1177/2021

## REPORT ON CORPORATE GOVERNANCE

Compliance Report on Corporate Governance as required under Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is furnished below:

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Board of Directors and the Management of **THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED** are committed to:

Constantly improve the quality and quantity of production of orthodox teas of exportable grades and be a leader in the export of organic teas.

- Continuous improvement in the quality and quantity of production of orthodox teas of exportable grades and to be a leader in the export of organic teas.
- Enhancing Shareholder Value, keeping in view the interest of stakeholders, through pro-active management and observance of high ethical standards.
- Ensuring transparency and accountability
- Social Responsibility including welfare of workers in the plantation.
- Following fair-trade practices as recommended by Fair-trade Labelling Organization International.

### 2. BOARD OF DIRECTORS

#### Composition

The Board of Directors of the Company as on 31<sup>st</sup> March, 2024 comprised of-

S. No.	Directors	Designation
1	Ms. Mallika Srinivasan	Chairman (Non-Executive and Non-Independent)
2	Mr. Sankar Datta	Director (Non-Executive – Independent)
3	Mr. P.B.Sampath	Director (Non-Executive – Independent)
4	Mr. R.Vijayaraghavan	Director (Non-Executive – Independent)
5	Ms. P.Shobhana Ravi	Director (Non-Executive and Non-Independent)
6	Mr. R.Rajkumar	Director (Executive – Non-Independent)

#### Details of directorship in other companies

Name of the Director	Directorship in other Companies excluding Private Limited/Foreign Companies	Membership of other Board Committees*	
		Member	Chairman
Ms. Mallika Srinivasan	5	—	—
Mr. Sankar Datta	3	1	2
Mr .P.B. Sampath	8	2	2
Mr. R. Vijayaraghavan	6	5	3
Ms. P. Shobhana Ravi	—	—	—
Mr. R. Rajkumar	1	—	—

\* Chairmanship and Membership of Audit Committee and Stakeholders Relationship Committee in Public Limited Companies, whether listed or not, alone are considered pursuant to Regulation 26(1)(a) and (1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per disclosures received from the Directors, none of the Directors serve as member of more than 10 committees or as Chairman/Chairperson of more than 5 committees as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Names of the listed entities where the person is a director**

Name of the Director	Name of the listed entities in which he/ she is a Director	Category of Directorship
Ms.Mallika Srinivasan	Nil	Nil
Mr.Sankar Datta	Nil	Nil
Mr.P.B.Sampath	Nil	Nil
Mr.R.Vijayaraghavan	Sanco Trans Limited	Independent Director
	India Nippon Electricals Limited	Independent Director
	Bimetal Bearings Limited	Independent Director
Ms.P.Shobhana Ravi	Nil	Nil
Mr.R.Rajkumar	Nil	Nil

**Meetings of the Board of Directors**

No.	Date of Board Meeting	Total Strength of the Board of Directors	Number of Directors present
1	18th May, 2023	6	6
2	10th August, 2023	6	5
3	9th November, 2023	6	6
4	9th February, 2024	6	6

**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 2023-24 and at the last Annual General Meeting held on 21st July, 2023 were as under:

Director	No. of Board Meetings Attended	Last AGM Attended
Ms.Mallika Srinivasan	4	Yes
Mr.Sankar Datta	4	Yes
Mr.P.B.Sampath	4	Yes
Mr.R.Vijayaraghavan	3	Yes
Ms.P.Shobhana Ravi	4	Yes
Mr.R.Rajkumar	4	Yes

**Disclosure of relationships between directors inter-se**

None of the Directors is related to each other.



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

The details of shares held by Non-Executive Directors are as follows:

Name	Number of shares
Ms. Mallika Srinivasan	1,45,100
Mr. Sankar Datta	Nil
Mr. P.B. Sampath	Nil
Mr. R. Vijayaraghavan	Nil
Ms. P. Shobhana Ravi	Nil

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

### Familiarization Programme for Directors

The Independent Directors are regularly provided with documents, reports and information relating to internal policies of the company to be kept updated with the Company's policies, procedures and practices. Periodic presentations are made at the Board/Committee meetings on the Company's business, developments and various statutory compliances.

The Directors were briefed about the manufacturing process, field operations, cultural practices, productivity, labour related matters, overall power consumption, cost savings and environmental protection activities undertaken by the factories. Details of familiarization programme conducted for the Independent Directors are available on the Company's website of the Company at [unitednilgiritea.com/?Page\\_id=948](http://unitednilgiritea.com/?Page_id=948).

The terms and conditions of appointment of Independent Directors have been posted on the Company's website [www.unitednilgiritea.com](http://www.unitednilgiritea.com).

### Confirmation on the fulfillment of the conditions of independence

Based on the declarations received from the Independent Directors, the Board of Directors are of the opinion that the Independent Directors fulfill the conditions specified under Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

### Detailed reasons for the resignation of Independent directors

None of the Independent Directors has resigned before the expiry of the tenure during the year under review.

### Separate meeting of the Independent Directors

The independent Directors' meeting was held on 19th March, 2024 without the attendance of Non-Independent Directors and members of Management. The independent directors reviewed the performance of Non-Independent Directors and the Board as a whole. They also reviewed the performance of the Whole-time Director taking into account the views of the Non-Executive Directors.

### Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board committees, Chairman and individual Directors pursuant to the Companies Act, 2013, SEBI Listing Regulations and Guidance Note on Board Evaluation issued by Securities and Exchange Board of India.

The performance of the Board was evaluated after seeking inputs from all the Directors viz. Board structure, Board operations and interaction, roles and responsibilities of the Board, Board and management relations, professional development etc.

The performance of individual Directors was evaluated based on inputs received from the individual Directors such as knowledge, competency, fulfillment of functions, ability to function as a team, attendance and integrity.

The performance of various committees was evaluated based on inputs received from the committee members such as composition, effectiveness of meetings, meaningful and constructive contribution etc.

The Board as a whole reviewed the performance of the Chairman, and assessed the quality, quantity and timeliness of flow of information between the Company and the Board.

### Certification from Company Secretary in Practice

S R Srinivasan & Co LLP, has issued a certificate as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed which forms part of this report.

### Expertise and attributes of Board Members

The Board comprises quality members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees.

The Board members are committed to ensuring that the Company's Board is in compliance with the highest standards of corporate governance

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

Director	Area of Expertise						
	Strategy and Planning	Financial Literacy	Leadership	Board Service and governance	Legal	Global Business	Innovation, Information technology & Cyber security
Ms. Mallika Srinivasan – Non-Executive Non-Independent Director	√	√	√	√	—	√	√
Mr. Sankar Datta – Independent Director	√	√	√	√	√	—	—
Mr. P.B.Sampath Independent Director	√	√	√	√	√	—	—
Mr. R. Vijayaraghavan – Independent Director	√	√	√	√	√	√	—
Ms. P. Shobhana Ravi Non-Executive Non-Independent Director	√	√	√	√	—	—	√
Mr. R.Rajkumar – Whole-time Director	√	√	√	√	—	√	—

## COMMITTEES OF THE BOARD

At present, the Board has 4 Committees:

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

The Board constitutes the committees and defines their terms of reference. The members of the committees are appointed by the Board.

### 3. AUDIT COMMITTEE

The powers, role and terms of reference of the Audit Committee cover the areas as contemplated under Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

#### Composition

The members of the Audit Committee as on 31<sup>st</sup> March 2024 comprised of:

Name of the Director	Designation	Category
Mr.Sankar Datta	Chairman	Independent Non-Executive
Mr.P.B.Sampath	Member	Independent Non-Executive
Mr.R.Vijayaraghavan	Member	Independent Non-Executive

Mr. Sankar Datta, Mr. P.B. Sampath and Mr. R. Vijayaraghavan possess expert knowledge in finance and accounts. The former two are Chartered Accountants and the latter a practicing lawyer. Mr.R. V. Sridharan, Company Secretary is the Secretary of the Committee.

The Chairman of the Audit Committee has attended the last Annual General Meeting held on 21st July, 2023.

#### Meetings

During the year 2023-24, the Audit Committee met four (4) times on 17th May, 2023, 9th August, 2023, 8th November, 2023 and 8th February, 2024.

#### Attendance of each member is given below:

Name of the Director	No. of Meetings held	No. of Meetings attended
Mr. Sankar Datta	4	4
Mr. P.B. Sampath	4	4
Mr. R.Vijayaraghavan	4	4

### 4. NOMINATION AND REMUNERATION COMMITTEE

The role of the Nomination and Remuneration Committee covers areas as specified in Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Remuneration policy of the Company can be accessed on the Company's website [unitednilgiritea.com](http://unitednilgiritea.com)

#### Composition

The members of the Nomination and Remuneration Committee as on 31st March 2024 comprised of:

Name of the Director	Designation	Category
Mr.P.B.Sampath	Chairman	Non-Executive Independent Director
Ms.Mallika Srinivasan	Member	Non-Executive Non-Independent Director
Mr.R.Vijayaraghavan	Member	Non-Executive Independent Director

Mr.P.B.Sampath, Chairman of the Nomination and Remuneration Committee attended the Annual General Meeting held on 21st July, 2023.

Mr.R.V.Sridharan, Company Secretary is the Secretary of the Committee.

#### Meetings

During the year 2023-24, Nomination and Remuneration Committee met once on 30th March, 2024. All the members attended the meeting.

### 5. REMUNERATION TO DIRECTORS

#### a) Remuneration to Whole-time Director

The details of remuneration paid to Mr. R. Rajkumar, Whole-time Director during the financial year 2023-24 are given below:

Description	Total (Rs.)
Salary	15,45,331
Contribution to Provident Fund and Superannuation Fund	4,05,998
Special Allowance	9,29,095
Education Allowance	64,528
Incentive	2,00,000
Holiday Allowance	1,28,720
<b>TOTAL</b>	<b>32,73,672</b>

#### b) Remuneration to Non Whole-time Directors

Name	Sitting Fees (Rs.)	Commission* (Rs.)	Total (Rs.)
Ms. Mallika Srinivasan	20,000	1,75,000	1,95,000
Mr. Sankar Datta	40,000	1,75,000	2,15,000
Mr. P.B. Sampath	40,000	1,16,667	1,56,667
Mr. R. Vijayragahavan	35,000	1,16,667	1,51,667
Ms. P. Shobhana Ravi	20,000	1,75,000	1,95,000
<b>TOTAL</b>	<b>1,55,000</b>	<b>7,58,334</b>	<b>9,13,334</b>

\* Pertaining to 2022-23 accounts paid during the financial year 2023-24. Provision for Commission to Non-Whole-time Directors amounting to Rs.8,75,000/- has been made in the accounts for the year ended 31st March, 2024.

Criteria of making payments to Non Whole-time Directors is available on the company's website at [unitednilgiritea.com](http://unitednilgiritea.com)

### 6. STAKEHOLDERS RELATIONSHIP COMMITTEE

The role of Stakeholders Relationship Committee covers areas as specified in Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## Composition

The members of the Committee as on 31st March 2024 comprised of:

Name of the Director	Designation	Category
Mr.R. Vijayaraghavan	Chairman	Non-Executive Independent Director
Mr.P.B. Sampath	Member	Non-Executive Independent Director
Ms.P. Shobhana Ravi	Member	Non-Executive Non-Independent Director

Mr. R. Vijayaraghavan, Chairman of the Stakeholders Relationship Committee attended the Annual General Meeting held on 21st July 2023.

The Board has designated Mr. R.V. Sridharan, Company Secretary as Compliance Officer.

## Meetings

During the year 2023-24, the Stakeholders Relationship Committee met seven (7) times on 10th April, 2023, 12th June, 2023, 25th August, 2023, 9th September, 2023, 3rd November, 2023, 23rd November, 2023 and 2nd February, 2024.

Attendance of each member is given below:

Name of the Director	No. of Meetings held	No. of Meetings attended
Mr. R. Vijayaraghavan	7	7
Mr. P.B. Sampath	7	7
Ms. P. Shobhana Ravi	7	7

The Committee deals with matters relating to redressal of investor's complaints pertaining to transfer and transmission of shares, non-receipt of annual reports, dividend payments and other miscellaneous complaints.

In addition, the Committee looks into other issues including status of dematerialization/re-materialization of shares as well as systems and procedures to be followed to track investor complaints and suggest measures for improvement from time to time.

The share transfers, transmissions, transposition, name deletion and issue of duplicate share certificates approved by the Committee are placed at the Board Meeting from time to time.

## Status of Complaints

No complaint was received during the year ended 31st March, 2024. There were no outstanding complaints as on 31st March, 2024.

## 7. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The terms of reference of Corporate Social Responsibility Committee are:

- 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;
- to recommend the amount of expenditure to be incurred on the activities undertaken;
- to monitor CSR policy of the Company from time to time; and
- any other matter that may be referred by the Board from time to time or as may be necessary for compliance with the Companies Act, 2013 or Rules made thereunder.

## Composition

The members of the Committee as on 31st March 2024 comprised of:

Name of the Director	Designation	Category
Ms. Mallika Srinivasan	Chairman	Non-Executive Non-Independent Director
Mr. Sankar Datta	Member	Non-Executive Independent Director
Mr. P.B. Sampath	Member	Non-Executive Independent Director

Mr. R.V. Sridharan, Company Secretary is the Secretary of the Committee.

## Meetings

The Committee met once on 18th May, 2023.during the financial year 2023-24. All the members attended the meeting.

The initiatives taken by the Company are listed in **Annexure 3** which forms part of the Directors' Report.

## 8. GENERAL BODY MEETINGS

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

Year	Date	Time	Venue
2020-21	13.08.2021	3.00 P.M.	No.3, Savithri Shanmugam Road, Race Course, Coimbatore – 641 018 As the AGM was conducted through video conferencing, the registered office of the company was deemed to be the venue of the AGM.
2021-22	09.08.2022	2.45 P.M.	No.3, Savithri Shanmugam Road, Race Course, Coimbatore – 641 018 As the AGM was conducted through video conferencing, the registered office of the company was deemed to be the venue of the AGM.
2022-23	21.07.2023	3.00 P.M.	No.3, Savithri Shanmugam Road, Race Course, Coimbatore – 641 018 As the AGM was conducted through video conferencing, the registered office of the company was deemed to be the venue of the AGM.

## Special Resolution passed in the previous three Annual General Meetings

Date	Description of Special Resolution passed
13.08.2021	Nil
09.08.2023	1. Appointment of Mr. P.B.Sampath [DIN:00037043] as an Independent Director 2. Appointment of Mr. R.Vijayaraghavan [DIN: 00026763] as an Independent Director
21.07.2023	Nil

## Extra-ordinary General Meeting

During the year, no Extra-ordinary General Meeting was held.

## Postal Ballot

No postal ballot was conducted during the year.

## Postal Ballot proposed to be conducted

As on date of this report, the Company does not foresee the need for postal ballot to pass any resolution in the financial year 2024-25.

## 9. MANAGEMENT DISCUSSION AND ANALYSIS REPORT FORMS PART OF THIS ANNUAL REPORT

## 10. MEANS OF COMMUNICATION

Quarterly, half yearly and annual financial results are published in “Business Line” (All India Edition) and “Dinamani” (Coimbatore Edition). The Company’s financial results are posted on the Company’s website unitednilgiritea.com.

There has been no presentation to institutional investors or to the analysts.

## 11. GENERAL SHAREHOLDER INFORMATION

### Date, Time and Venue of AGM

	Date & Time	Venue
102nd Annual General Meeting	Friday 6th September 2024 3.00 P.M.	The AGM being convened through video conferencing / other audio-visual means and hence the registered office of the company will be deemed to be the venue of the AGM.

**Financial year:** The Company follows 1st April to 31st March as its financial year.

### Financial Calendar 2024-25 (tentative and subject to change)

Particulars of meeting	On or before
Unaudited Financial Results for the quarter ending 30th June 2024	14th August 2024
Unaudited Financial Results for the quarter ending 30th September 2024	14th November 2024
Unaudited Financial Results for the quarter ending 31st December 2024	14th February 2025
Audited Financial Results for the year ending 31st March 2025	30th May 2025

**Date of book closure for payment of dividend** : 31st August 2024 to 6th September, 2024  
(both days inclusive)

**Date of payment of equity dividend** : Dividend shall be paid within 30 days from the date of Annual General Meeting

### Listing on Stock Exchanges

The Company’s Shares are listed in The 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 for the year 2024-25 on 12th April, 2024 to the National Stock Exchange of India Limited.

**Stock Code** : UNITEDTEA  
**ISIN** : INE 458F 01011

**High, low and closing price of Company's shares during each month in NSE in the last financial year and performance in comparison with broad based indices**

Month	NSE (Rs.)			NIFTY 50 INDEX		
	High	Low	Month Close	High	Low	Month Close
April 2023	293.95	265.05	270.10	18,089.15	17,312.75	18,065.00
May 2023	289.00	256.00	267.00	18,662.45	18,042.40	18,534.40
June 2023	301.95	256.10	279.10	19,201.70	18,464.55	19,189.05
July 2023	314.70	274.00	294.10	19,991.85	19,234.40	19,753.80
August 2023	335.00	290.05	327.25	19,795.60	19,223.65	19,253.80
September 2023	370.00	301.00	314.65	20,222.45	19,255.70	19,638.30
October 2023	323.75	305.20	312.60	19,849.75	18,837.85	19,079.60
November 2023	328.50	304.90	314.75	20,158.70	18,973.70	20,133.15
December 2023	339.40	310.00	323.75	21,801.45	20,183.70	21,731.40
January 2024	338.15	331.40	334.95	22,124.15	21,137.20	21,725.70
February 2024	383.95	321.00	346.10	22,297.50	21,530.20	21,982.80
March 2024	360.70	292.50	316.05	22,526.60	21,710.20	22,326.90

**The shares of the Company are regularly traded and in no point of time the shares were suspended for trading in the stock exchange.**

**Registrar and Share Transfer Agents**

Integrated Registry Management Services Private Limited  
 "Kences Towers," 2<sup>nd</sup> Floor,  
 No.1, Ramakrishna Street,  
 North Usman Road,  
 T.Nagar, Chennai – 600 017  
 Phone: 044-28140801 / 28149893  
 Fax No: 044-28142479  
 E-mail: [corpserv@integratedindia.in](mailto:corpserv@integratedindia.in)

**Share Transfer System**

Share Transfers are processed within a period of 15 days from the date of receipt of documents by the Registrar and Share Transfer Agents, if the documents are complete in all respects. All requests for dematerialization of shares are processed and confirmed to the depositories NSDL and CDSL within 15 days.



### Distribution of Equity Shareholding as on 31<sup>st</sup> March 2024

Range of shareholdings	Shareholders		Shares	
	Number of shareholders	%	Number of shares	%
Upto 5000	5150	98.38	9,71,870	19.45
5001 – 10000	50	0.95	3,41,038	6.83
10001 – 20000	16	0.30	2,20,664	4.42
20001 – 30000	4	0.08	1,02,511	2.05
30001 – 40000	2	0.04	62,973	1.26
40001 – 50000	1	0.02	42,000	0.84
50001 and above	12	0.23	32,55,510	65.15
<b>Total</b>	<b>5,235</b>	<b>100.00</b>	<b>49,96,566</b>	<b>100.00</b>

### Category of Shareholders as on 31<sup>st</sup> March 2024

S. No.	Category	Number of Shares	%
A	Indian Promoters & Promoters Group	24,87,982	49.79
	<b>Total Promoters &amp; Promoters Group Shareholding</b>	<b>24,87,982</b>	<b>49.79</b>
B	Public Shareholding		
	<b>1. Institutions</b>		
	a) Financial Institutions / banks	2,747	0.05
	b) Insurance Companies	2,17,361	4.35
	c) Central / State Governments	—	—
	<b>2. Non Institutions</b>		
	a) Bodies Corporate	1,04,778	2.10
	b) Individuals	21,83,698	43.71
	<b>Total Public Shareholding (1 + 2)</b>	<b>25,08,584</b>	<b>50.21</b>
	<b>Total (A + B)</b>	<b>49,96,566</b>	<b>100.00</b>

### Dematerialisation of shares as on 31<sup>st</sup> March 2024

Equity shares representing 89.48% of the company's paid up share capital has been dematerialized as on 31st March, 2024.

Name of the Depository	Number of shares dematerialised	% on Equity Share Capital
National Securities Depository Limited	39,08,663	78.23%
Central Depository Services (India) Limited	5,62,434	11.25%
<b>Total</b>	<b>44,71,097</b>	<b>89.48%</b>

### Outstanding GDRs or ADRs or warrants or any convertible instruments and their impact on equity:

There are no outstanding warrants or any convertible instruments. The company has not issued GDR/ADR during the year.

**Commodity price risk or foreign exchange risk and hedging activities:**

The Company did not engage in commodity or hedging activities during the financial year ended 31st March, 2024.

**Estate Location**

Chamraj Estate, Allada Valley Estate and Devabetta Estate

Chamraj Estate & Post,

The Nilgiris - 643 204.

Korakundah Estate,

Korakundah Estate and Post,

The Nilgiris - 643 219

**Address for Correspondence**

The Company Secretary,

The United Nilgiri Tea Estates Company Limited,

No.3, Savithri Shanmugam Road,

Race Course, Coimbatore – 641 018.

**Email ID for Investor Grievance Redressal : [headoffice@unitea.co.in](mailto:headoffice@unitea.co.in)**

**Credit Rating**

The Company does not have any debt instruments or fixed deposit programme or any scheme or proposal involving mobilization of funds either in India or abroad that requires Credit Rating.

**12. OTHER DISCLOSURES****Related Party Transactions**

All related party transactions with the Company's promoters, Directors, or Key Managerial Personnel are disclosed in the Accounts under Note No. 30 of Notes forming part of the financial statements and in the opinion of the Board of Directors, these financial and commercial transactions are not in conflict with the interest of the Company.

The Related Party Transaction Policy as approved by the Board of Directors is uploaded on the Company's website [unitednilgiritea.com/?page\\_id=945](http://unitednilgiritea.com/?page_id=945).

**Details of non-compliance by the Company**

There have been no instances of non-compliances by the Company on any matters relating to capital markets and 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.

**Whistle Blower Policy and Vigil Mechanism**

The Company has adopted a Whistle Blower Policy to provide a formal mechanism for Directors and employees to report their concerns about unethical behavior actual or suspected fraud or violation of the Company's code of conduct. No person has been denied access to the Chairman of the Audit Committee.

The Whistle Blower Policy has been posted on the website of the Company [unitednilgiritea.com/?page\\_id=879](http://unitednilgiritea.com/?page_id=879).

No complaints have been received during the year under review.

### **Compliance with mandatory requirements and adoption of non-mandatory requirements**

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

The Company has complied with the following non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. The Company's financial statements for the year 2023-24 do not contain any audit qualification.
2. Deloitte, Touche Tohmatsu India LLP, the internal auditors of the Company make quarterly presentations directly to the Audit Committee on their reports.

### **Material Subsidiaries**

The Company does not have any subsidiary.

### **Commodity price risks and hedging activities**

The Company did not engage in commodity hedging activities during the financial year.

### **Utilization of funds raised through preferential allotment or qualified institutions placement**

The Company has not raised any funds through preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **Certificate on non-disqualification of directors**

A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company has 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 statutory authority has been obtained and is annexed to this report.

### **Recommendations of the Committees of the Board**

During the year under review, the recommendations made by various committees have been accepted and there were no instances where the Board of Directors had not accepted any recommendation of the Committees.

### **Total fees for all services paid to the Statutory Auditor**

The Company has paid a sum of Rs. 10,91,618/- (last year Rs. 10,12,912/-) as fees including out of pocket expenses and applicable taxes on consolidated basis to the statutory auditor and all entities in the network firm/entity of which the statutory auditor is a part for the services rendered by them.

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

As per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has constituted an Internal Complaints Committee. No complaint was received by the Committee during the year 2023-24 and none outstanding at the end of the financial year.

### **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: NIL**

### **Non-compliance with any requirement of corporate governance report**

There has been no instances of non-compliance of any requirement of corporate governance report as stated above.

**Disclosure with respect to demat suspense account/unclaimed suspense account**

<b>S. No.</b>	<b>Particulars</b>	<b>Number of shareholders</b>	<b>Number of shares</b>
a	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	37	30,078
b	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	—	—
c	Number of shareholders to whom shares were transferred from suspense account during the year	—	—
d	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	37	30,078
e	The voting rights on these shares shall remain frozen till the rightful owner of such shares claim the shares.		

**Certificate from CEO/CFO**

The CEO/ CFO certification of the financial statements for the year has been submitted to the Board of Directors at its meeting held on 27th May, 2024 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Declaration for Code of Conduct**

I hereby affirm and state that all members of Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the code of conduct of board of directors and senior management for the financial year 2023-24.

Chennai  
27<sup>th</sup> May, 2024

**R. RAJKUMAR**  
Whole-time Director  
DIN: 10044122

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To

**The Members,  
The United Nilgiri Tea Estates Company Limited  
3, Savithri Shanmugam Road  
Race Course  
Coimbatore - 641 018**

We, SR Srinivasan & Co. LLP, have examined the relevant registers, records, forms, returns and disclosures received from the directors of The United Nilgiri Tea Estates Company Limited, having CIN: L01132TZ1922PLC000234 and having registered office at 3, Savithri Shanmugham Road, Race Course, Coimbatore - 641 018 (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 Schedule V Para C Sub clause (10)(i) 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](http://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, 2024 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 Director	DIN	Date of appointment in Company*
1	Mr. Sankar Datta	00025380	28/12/2005
2	Ms. Mallika Srinivasan	00037022	25/01/2011
3	Mr. Ranganathan Vijayaraghavan	00026763	09/08/2022
4	Mr. Rajagopal Rajkumar	10044122	30/03/2023
5	Ms. Parakkat Shobhana Ravi	08815683	10/08/2020
6	Mr. Sampath Bahukudumbi Pillapakkam	00037043	09/08/2022

\* The date of appointment is as per MCA Portal

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 on the above 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 **SR Srinivasan & Co. LLP**  
Company Secretaries

Place : Chennai  
Date : 24.05.2024

**S. RAJENDRAN**  
Managing Partner  
FCS: 3727 | CP. No. 14055  
UDIN: F003727F000446004  
P/R No.: 1177/2021

## INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

### THE MEMBERS OF THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter dated 24th July 2023.
2. We, K.S. Aiyar & Co, Chartered Accountants, the Statutory Auditors of **The United Nilgiri Tea Estates Company Limited** ("the company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2024, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

### Managements' Responsibility

3. 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 Listing Regulations.

### Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. 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 the Chartered Accountants of India (the "ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard 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

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2024.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **K.S. Aiyar & Co.**,  
Chartered Accountants  
Firm Registration No. 100186W

**(S. KALYANARAMAN)**  
Partner

Membership No. 200565  
UDIN: 24200565BKAKZZ2460

Date : 27.05.2024  
Place : Chennai

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS

## Report on the Audit of the Financial Statements

### Opinion

We have audited the accompanying financial statements of **The United Nilgiri Tea Estates Company Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2024, and 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 material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024, and its profit, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis of Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the 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 obtained by us is sufficient and appropriate to provide a basis for our opinion on the 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 financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

**INDEPENDENT  
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Sl. No	Key Audit Matter	Auditor's Response
1	<p><b>NET REALIZABLE VALUE OF FINISHED GOODS:</b></p> <p>Finished goods of inventory (Made Tea) are valued at lower of cost and net realizable value. Considering that, the selling price of made tea is dependent upon various market conditions. Determination of the net realizable value for this involves significant management judgement and therefore has been considered as a Key Audit Matter.</p> <p>The total value of finished goods of Made tea at 31st March 2024 is Rs.535.16 Lakhs. Also refer to Note 2.9 for the accounting policy on valuation of finished goods.</p>	<p>Evaluated the design of internal controls relating to the valuation of finished goods of made tea and tested the operating effectiveness of the aforesaid controls.</p> <p>Evaluated the process of arriving at the Cost of Production and the other attributable costs to arrive at the per unit cost for valuation of Made tea.</p> <p>Obtained an understanding of the determination of the net realizable values of the Made tea and tested the reasonableness of the significant judgements applied by the management.</p> <p>Evaluated the actual costs incurred to sell based on the latest sale transaction to assess the reasonableness of the cost to sell that was estimated and considered by the management.</p> <p>Compared the actual realization after the year end/ latest realization to assess the reasonableness of the net realizable value that was estimated and considered by the management.</p> <p>Compared the cost of the finished goods of made tea with the estimated net realizable value and checked if the finished goods were recorded at lower of the Cost and net realizable value.</p> <p>Assessed the appropriateness of the disclosure in the financial statements in accordance with the applicable Accounting Standards.</p>

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

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Company's Annual Report but does not include the financial statements and our auditor's report thereon.

- Our Opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained 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.



# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS (Contd.)

## Management's Responsibility for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of 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 IND AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management and Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibility for the Audit of the Financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial 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 Company has internal financial controls with reference to financial statements 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 in the financial statements made by the management and Board of Directors.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS (Contd.)

- Conclude on the appropriateness of Management and Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the 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 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 financial statements of the current period and are therefore the key audit matters. We described 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 in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - 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 except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS (Contd.)

- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 31st March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014
  - g) With respect to the adequacy of the internal financial controls with reference to financial statement 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 with reference to financial statements.
  - h) 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.
- B. 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) Rule, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
- a) The Company has disclosed the impact of pending litigation as at 31 March 2024 on its financial position in its Financial Statements- Refer Note 29 to the financial statements.
  - b) The Company did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2024.
  - c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - d) i. 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 or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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- ii. The Management has represented, that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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.
  - iii. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement
- e) As stated in Note no 36 to the financial statements
- i. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
  - ii. The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.
  - iii. As stated in Note 36 (b) to the financial statement, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- f) Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated from 16 May 2023, when the edit log facility was enabled at the application layer of the accounting software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

Date : 27.05.2024  
Place : Chennai

For **K.S.Aiyar & Co.**,  
Chartered Accountants  
Firm Registration No. 100186W  
**(S. KALYANARAMAN)**  
Partner  
Membership No. 200565  
UDIN: 24200565BKAKZR4162

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**Annexure A to the Independent Auditors' Report**

(Referred to in paragraph 1 under 'Report on other Legal and Regulatory Requirements' section of our report to the members of **The United Nilgiri Tea Estates Company Limited** of even date)

- (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) As per information and explanations given to us, physical verification of Property, Plant and Equipment has been carried out by the Management during the year in accordance with the phased programme of verification of all assets at reasonable intervals. As informed, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of title deed like registered sale deed provided to us, the title deeds of all the immovable property are held in the name of the Company as at the balance sheet date.
- (d) According to the information and explanations given to us and as shown by the records verified by us, the Company has not revalued its Property, Plant and Equipment or Intangible Assets or both during the year.
- (e) According to the information and explanations given to us and based on the records examined by us, no proceedings have been initiated or are pending against the company under Benami Transactions (Prohibition) Act, 1988 and rules made there under as the Company does not hold any Benami Property.
- (ii) a) The inventories (excluding stocks with third parties) have been physically verified by the Management during the year at reasonable intervals. In respect to inventory of tea lying at third party warehouses, the Company has obtained confirmations from such warehouses for the inventory held by them. In our opinion, the coverage and procedure for such verification is appropriate considering the size and nature of the business of the company. As per information and explanations given to us, no material discrepancies of 10% or more in the aggregate for each class of inventory were noticed on the said physical verification carried out by the management.  
b) The Company has not been sanctioned working capital limits in excess of Rs.5 crores, in aggregate, at any point of time during the year, from any banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) According to the information and explanations given to us, the Company has not made investments, provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties during the year. Accordingly, clause (iii) of the Order is not applicable.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has not given any loans or provided any guarantee or security as specified under section 185 of the Companies Act, 2013 and the Company has complied with the

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS (Contd.)

provision of Section 186 of the Companies Act, 2013 in respect of investments made, as applicable.

- (v) The Company has not accepted any deposits from the public to which the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposit) Rules 2014 apply. No order has been passed by the Company Law Board, National Law Tribunal or Reserve Bank of India or any other court or any other tribunal.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148 (1) of the Companies Act, 2013 for the manufacturing of tea and tea products, the prescribed cost records have been made and maintained. We have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us and the records of the Company examined by us, in respect of statutory dues:
- a) The Company has been generally regular in depositing undisputed statutory dues, including Goods and Service Tax, Provident Fund, Income-Tax and other material statutory dues applicable to it. According to the information and explanations given to us and the records of the Company examined by us, there were no undisputed amount payable in respect of Goods and Service Tax, Provident Fund, Income-Tax and any other material statutory dues applicable to it, were outstanding, as on the last day of the financial year, for a period of more than six months from the date they became payable;
- b) According to the information and explanation given to us, the statutory dues referred to in (vii)(a) above, which have not been deposited on account of any dispute are given below:

Name of the Statute	Nature of the Dues	Amount not deposited in Rs.	Period to which the amount relates	Forum where dispute is pending
The Income-tax Act, 1961	Income-tax (Including Interest)	29,16,760	Assessment Year – 2012-13	Commissioner of Income-tax (Appeals)
The Income-tax Act, 1961	Income-tax (Including Interest)	15,21,526	Assessment Year – 2013 -14	Commissioner of Income-tax (Appeals)
The Income-tax Act, 1961	Income-tax (Including Interest)	59,41,990	Assessment Year – 2014 -15	Commissioner of Income-tax (Appeals)
The Income-tax Act, 1961	Income-tax (Including Interest)	28,20,510	Assessment Year – 2018 -19	Commissioner of Income-tax (Appeals)

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- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- (ix) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared willful defaulter by any bank or financial institution or other lender.
- c) According to the information and explanations given to us, the Company has not obtained any term loans during the year and there are no outstanding term loans at the beginning of the year and accordingly, reporting under clause 3(ix)(c) of the Order is not applicable.
- d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short term basis have been used for long term purpose 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. Accordingly, reporting under clause 3(ix)(e) of the Order is not applicable.
- f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable.
- (x) a) The company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b) According to the information and explanations given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, which have been relied upon by us, no instances of fraud by the Company or any fraud on the Company has been noticed or reported during the year;
- b) According to the information and explanation given to us, no report under subsection 12 of section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

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- c) According to the information and explanations furnished by the management, which have been relied upon by us, no Whistle Blower Complaint was received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) (a), (b) and (c) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS Financial Statements, as required by the applicable Indian Accounting Standards.
- (xiv) a) According to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business
- b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us and based on our examination of the records, 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 Act are not applicable to the Company.
- (xvi) a) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provision of clause 3(xvi)(a) of the Order is not applicable.
- b) The Company is not a Non-Banking Finance Company or a Housing Finance Company. Accordingly, provision of clause 3(xvi)(b) of the Order is not applicable.
- c) In our opinion, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, provision of clause 3(xvi)(c) of the Order is not applicable.
- d) According to the information and explanations given to us, the Company does not have any Core Investment Company as part of the group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable
- (xvii) The Company has not incurred any cash losses in the current financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumption, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date



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(Contd.)**

of the audit report indicating that Company is not capable of meeting its liabilities existing as at the date of balance sheet as and when they fall due within a period of one year from the balance sheet. 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) According to the information and explanations given to us, there are no unspent amount towards Corporate Social Responsibility (CSR) on other than ongoing projects, requiring a transfer the unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act;
- b) In our opinion and according to the information and explanations given to us, there are no unspent amount towards Corporate Social Responsibility (CSR) pursuant to any ongoing projects and hence transferring unspent amount to a special account in compliance with provisions of sub-section 6 of Section 135 of the Act is not applicable to Company. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable.

Date : 27.05.2024  
Place : Chennai

For **K.S.Aiyar & Co.**,  
Chartered Accountants  
Firm Registration No. 100186W  
**(S. KALYANARAMAN)**  
Partner  
Membership No. 200565  
UDIN: 24200565BKAKZR4162

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS

## Annexure B to Independent Auditors' Report

(Referred to in paragraph 2 (A) (g) under 'Report on other Legal and Regulatory Requirements' section of our report to the Members of **The United Nilgiri Tea Estates Company Limited** of even date)

### **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 United Nilgiri Tea Estates Company Limited** ("the Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's 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 Act 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 Company's internal financial controls system over financial reporting.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS (Contd.)

## Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

## 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 March 31, 2024, based on the criteria for internal control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **K.S.Aiyar & Co.**,  
Chartered Accountants  
Firm Registration No. 100186W

**(S. KALYANARAMAN)**  
Partner

Date : 27.05.2024  
Place : Chennai

Membership No. 200565  
UDIN: 24200565BKAKZR4162

# THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

## Balance Sheet as at 31st March 2024

(All amounts in Rs. thousands unless otherwise stated)

Particulars	Note No.	As at 31st March 2024	As at 31st March 2023
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	3	2,99,303	2,96,857
(b) Capital work in progress	31	22,140	26,397
(c) Intangible assets	3	1,164	1,196
(d) Investment property	4	1,26,362	1,37,866
(e) Financial assets			
(i) Investments	5a	11,52,557	10,67,903
(ii) Other financial assets	5e	65,956	5,364
(f) Other non current assets	6	1,800	—
<b>Total non-current assets</b>		<u>16,69,282</u>	<u>15,35,583</u>
<b>Current assets</b>			
(a) Inventories	7	65,529	70,919
(b) Financial assets			
(i) Investments	5a	1,90,472	2,04,310
(ii) Trade receivables	5b	1,28,768	54,057
(iii) Cash and cash equivalents	5c	48,381	32,800
(iv) Bank balances other than (iii) above	5d	23,415	30,066
(v) Other financial assets	5e	7,498	7,768
(c) Current tax assets	15	13,914	14,324
(d) Other current assets	8	22,051	30,939
<b>Total current assets</b>		<u>5,00,028</u>	<u>4,45,183</u>
<b>Total Assets</b>		<u>21,69,310</u>	<u>19,80,766</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	9a	49,966	49,966
(b) Other equity	9b	19,92,321	18,21,144
<b>Total Equity</b>		<u>20,42,287</u>	<u>18,71,110</u>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial Liabilities			
Other financial liabilities	10a	21,150	20,159
(b) Provisions	11	—	943
(c) Deferred tax liabilities (net)	12	34,837	19,467
(d) Other non current liabilities	13	5,410	6,360
<b>Total non-current liabilities</b>		<u>61,397</u>	<u>46,929</u>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Trade payables			
(a) total outstanding dues of micro and small enterprises	10b	80	74
(b) total outstanding dues of creditors other than micro and small enterprises	10b	19,901	16,607
(ii) Other financial liabilities	10a	11,583	13,854
(b) Provisions	11	629	126
(c) Other current liabilities	14	33,433	32,066
<b>Total current liabilities</b>		<u>65,626</u>	<u>62,727</u>
<b>Total liabilities</b>		<u>1,27,023</u>	<u>1,09,656</u>
<b>Total equity and liabilities</b>		<u>21,69,310</u>	<u>19,80,766</u>
<b>Summary of significant accounting policies</b>	2		
The accompanying notes form an integral part of these financial statements			

As per our Report of even date attached

For K.S. Aiyar & Co.  
Chartered Accountants  
Firm Registration No.100186W  
S. KALYANARAMAN  
Partner  
Membership No.200565  
Place : Coimbatore  
Date : 27.05.2024

MALLIKA SRINIVASAN  
(DIN : 00037022)  
*Chairman*

S.RAGHURAMAN  
*Chief Financial Officer*

For and on behalf of the Board of Directors

SANKAR DATTA  
(DIN : 00025380)  
*Director*

R.V.SRIDHARAN  
*Company Secretary*

R. RAJKUMAR  
(DIN : 10044122)  
*Director*

Place : Chennai  
Date : 27.05.2024

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Statement of Profit and Loss for the year ended 31st March 2024**

(All amounts in Rs. thousands unless otherwise stated)

Particulars	Note No.	For the year ended 31st March 2024	For the year ended 31st March 2023
<b>I Income</b>			
Revenue from operations	16	8,40,153	8,36,521
Other Income	17	75,607	49,159
<b>Total Income (I)</b>		<b>9,15,760</b>	<b>8,85,680</b>
<b>II Expenses</b>			
Cost of green leaf purchased and consumed		1,30,839	1,59,633
Purchase of tea		46,888	25,366
Changes in value of finished goods (Tea)	18	4,435	20,588
Employee benefits expense	19	2,47,151	2,35,243
Finance cost	20	991	1,023
Depreciation and amortisation expense		35,130	36,508
Other expenses	20	2,46,583	2,58,111
<b>Total Expenses (II)</b>		<b>7,12,017</b>	<b>7,36,472</b>
<b>III Profit before tax (I - II)</b>		<b>2,03,743</b>	<b>1,49,208</b>
<b>IV Tax expense:</b>			
Current tax	22	27,500	25,600
Deferred tax	12	15,714	2,455
<b>Total tax expense (IV)</b>		<b>43,214</b>	<b>28,055</b>
<b>V Profit for the year (III-IV)</b>		<b>1,60,529</b>	<b>1,21,153</b>
<b>VI Other comprehensive income</b>			
Items that will not be reclassified to profit or loss:			
— Re-measurement of gains / (losses) on defined benefit obligation		(3,421)	7,431
— Tax on re-measurement of defined benefit obligation		344	(748)
— Changes in fair value of FVOCI Equity instruments		27,216	9,109
<b>Total other comprehensive income (VI)</b>		<b>24,139</b>	<b>15,792</b>
<b>Total comprehensive income for the year (V+VI)</b>		<b>1,84,668</b>	<b>1,36,945</b>
<b>Earnings per equity share (of Rs.10/- each)</b>			
Basic and diluted (in Rs.)	25	32.13	24.25
<b>Summary of significant accounting policies</b>	2		
The accompanying notes form an integral part of these financial statements			

As per our Report of even date attached

For K.S. Aiyar & Co.  
Chartered Accountants  
Firm Registration No.100186W  
S. KALYANARAMAN  
Partner  
Membership No.200565  
Place : Coimbatore  
Date : 27.05.2024

MALLIKA SRINIVASAN  
(DIN : 00037022)  
Chairman

S.RAGHURAMAN  
Chief Financial Officer

For and on behalf of the Board of Directors

SANKAR DATTA  
(DIN : 00025380)  
Director

R.V.SRIDHARAN  
Company Secretary

R. RAJKUMAR  
(DIN : 10044122)  
Director

Place : Chennai  
Date : 27.05.2024

# THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

## Statement of Changes in Equity for the year ended 31st March 2024

(All amounts in Rs. thousands unless otherwise stated)

### A. Equity Share Capital — (Refer Note 8a)

#### Year ended 31st March 2024

Balance as at April 1, 2023	Changes in equity share capital during the year	Balance as at March 31,2024
49,966	—	49,966

#### Year ended 31st March 2023

Balance as at April 1, 2022	Changes in equity share capital during the year	Balance as at March 31,2023
49,966	—	49,966

### B. Other Equity — (Refer Note 8b)

#### Year ended 31st March 2024

	Reserves and surplus		Other Reserves	Total
	General Reserve	Retained Earnings	FVOCI Equity instruments	
<b>Balance as at April 1,2023</b>	<b>13,45,000</b>	<b>1,76,813</b>	<b>2,99,331</b>	<b>18,21,144</b>
Total Comprehensive Income for the current year :				
Profit for the year		1,60,529		1,60,529
Other comprehensive income for the year		(3,077)	27,216	24,139
Amount transferred from Other reserves to retained earnings in respect of FVOCI equity instruments sold during the year		13,190	(13,190)	—
Dividends				
- Final 2023		(8,494)		(8,494)
- Interim 2024		(4,997)		(4,997)
Transfer to General Reserve	1,00,000	(1,00,000)		
<b>Balance as at March 31,2024</b>	<b>14,45,000</b>	<b>2,33,964</b>	<b>3,13,357</b>	<b>19,92,321</b>

#### Year ended 31st March 2023

	Reserves and surplus		Other Reserves	Total
	General Reserve	Retained Earnings	FVOCI Equity instruments	
Balance as at April 1, 2022	12,65,000	1,47,465	2,90,222	17,02,687
Total Comprehensive Income for the previous year :				
Profit for the year		1,21,153		1,21,153
Other comprehensive income for the year		6,683	9,109	15,792
Dividends				
- Final 2022		(13,491)		(13,491)
- Interim 2023		(4,997)		(4,997)
Transfer to General Reserve	80,000	(80,000)		
Balance as at March 31,2023	13,45,000	1,76,813	2,99,331	18,21,144

As per our Report of even date attached

For K.S. Aiyar & Co.  
Chartered Accountants  
Firm Registration No.100186W  
S. KALYANARAMAN  
Partner  
Membership No.200565  
Place : Coimbatore  
Date : 27.05.2024

MALLIKA SRINIVASAN  
(DIN : 00037022)  
*Chairman*

S.RAGHURAMAN  
*Chief Financial Officer*

For and on behalf of the Board of Directors

SANKAR DATTA  
(DIN : 00025380)  
*Director*

R.V.SRIDHARAN  
*Company Secretary*

R. RAJKUMAR  
(DIN : 10044122)  
*Director*

Place : Chennai  
Date : 27.05.2024

# THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

## Cash Flow Statement for the year ended 31st March, 2024

(All amounts in Rs. thousands unless otherwise stated)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
<b>Cash flow from operating activities</b>		
Profit before tax	2,03,743	1,49,208
<b>Adjustments for:</b>		
Depreciation and amortisation expense	35,130	36,508
(Gain) on disposal of property, plant and equipment	—	(2,633)
Interest on financial liability	991	1,023
Deferred license fees	(929)	(951)
Fair value gain from financial assets (mutual funds)	(70,467)	(29,971)
Interest income	(2,395)	(3,035)
Dividend Income	(1,938)	(1,781)
Provision no longer required written back	(440)	—
Profit on switch out /redemption of financial assets (mutual funds)	(367)	(7,747)
Net unrealised exchange (gain)/loss	(318)	65
<b>Operating profit before changes in operating assets / liabilities</b>	<b>1,63,010</b>	<b>1,40,686</b>
<b>Adjustments for increase / (decrease) in liabilities:</b>		
Other financial liabilities	(1,280)	(2,364)
Trade payables	3,300	(8,551)
Other non current liabilities	(950)	(951)
Other current liabilities	1,367	(2,770)
Non current Provision	(503)	168
Current Provision	503	(42)
<b>Adjustments for (increase) / decrease in assets:</b>		
Trade receivables	(74,711)	28,441
Inventories	5,390	24,933
Other current assets	8,888	(2,859)
Other financial assets	333	(1,552)
Cash generated from operations	<b>1,05,347</b>	<b>1,75,139</b>
Income tax paid	<b>(27,090)</b>	<b>(24,564)</b>
<b>Net cash flow from operating activities (A)</b>	<b>78,257</b>	<b>1,50,575</b>
<b>Cash flow from investing activities :</b>		
Payments for purchase of property, plant and equipment	(20,322)	(44,802)
Proceeds from sale of property, plant and equipment	—	7,392
Capital Advance	(1,800)	—
Payment for purchase of non-current investments	(14,000)	(2,10,000)
Payment for purchase of current investments	(8,000)	(2,59,800)
Proceeds from sale of non current investments	14,237	1,42,918
Proceeds from sale of current investments	35,000	1,67,500
(Increase) in Bank balances not considered as cash and cash equivalents	6,651	50,518
Invested in Bank deposit (original maturity of more than twelve months)	(20,000)	—
Invested in Corporate deposits (other non current financial assets)	(40,000)	—
Profit on switch out /redemption of financial assets (mutual funds)	367	7,747
Interest received	1,740	4,631
Dividend received	1,938	1,781
<b>Net cash flow used in investing activities (B)</b>	<b>(44,189)</b>	<b>(1,32,115)</b>

# THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

## Cash Flow Statement for the year ended 31st March, 2024 – (Contd.)

(All amounts in Rs. thousands unless otherwise stated)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
<b>Cash flow from financing activities :</b>		
Dividends paid	(18,487)	(13,491)
<b>Net cash flow used in financing activities (C)</b>	<b>(18,487)</b>	<b>(13,491)</b>
Net Increase/(decrease) in Cash and cash equivalents (A+B+C)	<b>15,581</b>	4,969
Cash and cash equivalents at the beginning of the year (Note 5c)	<b>32,800</b>	27,831
Cash and cash equivalents at the end of the year	<b>48,381</b>	32,800
<b>Components of cash and cash equivalents at the end of the year comprise:</b>		
Cash on hand	<b>63</b>	142
Balances with banks		
In current accounts	<b>48,318</b>	23,554
In EEFC account	—	9,104
Total Cash and cash equivalents (Refer Note 5c)	<b>48,381</b>	32,800

The accompanying notes form an integral part of these financial statements

Note : The above Cash Flow Statement has been prepared under "Indirect Method" set out in the Ind AS 7 - Cash Flow Statement.

As per our Report of even date attached  
 For K.S. Aiyar & Co.  
 Chartered Accountants  
 Firm Registration No.100186W  
 S. KALYANARAMAN  
 Partner  
 Membership No.200565  
 Place : Coimbatore  
 Date : 27.05.2024

MALLIKA SRINIVASAN  
 (DIN : 00037022)  
*Chairman*

S.RAGHURAMAN  
*Chief Financial Officer*

For and on behalf of the Board of Directors  
 SANKAR DATTA  
 (DIN : 00025380)  
*Director*

R.V.SRIDHARAN  
*Company Secretary*

R. RAJKUMAR  
 (DIN : 10044122)  
*Director*

Place : Chennai  
 Date : 27.05.2024



# THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

## Notes to the Financial Statements as at and for the year ended 31st March 2024

### 1. CORPORATE INFORMATION:

The United Nilgiri Tea Estates Company Limited is a public company incorporated under the provisions of the Companies Act; its shares are listed on National Stock Exchange of India Limited. The Company is primarily engaged in growing and manufacture of Tea besides Letting-out of property. The Company's teas are sold both in domestic and international markets.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES :

#### 2.1 Basis of preparation of financial statements

##### (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 additional disclosures required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

##### (b) Basis of measurement

These financial statements have been prepared under historical cost convention except for certain assets and liabilities as stated in the respective policies, which have been measured at fair value.

##### (c) Current / Non current classification

The assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities. Cash or cash equivalent is treated as current, unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

#### 2.2 Use of estimates and judgement

The preparation of financial statements in conformity with the generally accepted accounting principles requires the management to make judgments, 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 judgments, 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.

#### 2.3 Significant estimates and judgements

The areas involving significant estimates and judgements are :

- i) Estimation of fair value of investment property – (Refer Note.4.3)
- ii) Defined benefit Obligation – (Refer Note 23)
- iii) Tax expense – (Refer Note.22)

# THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

## Notes to the Financial Statements as at and for the year ended 31st March 2024

### 2.4 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/amortization 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 costs are charged to profit or 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.

### 2.5 Investment Property

Property that is held for long-term rental yields or for capital appreciation or both is classified as investment property. Investment property is carried at cost including related transaction costs less accumulated depreciation and impairment losses, if any. Subsequent expenditure is included in the asset's 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. All other repairs and maintenance costs are expensed when incurred. When a part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

### 2.6 Depreciation and amortisation

Depreciation on tangible assets (Property, plant and equipment and Investment property) is provided using straight line method over the useful life of the assets in line with the rates specified in Schedule II to the Act, except for the following categories of assets, in whose case the life of the assets has been determined based on technical evaluation, taking into account the estimated usage and past history of replacement.

Name of the Asset	Useful life prescribed In Schedule II to the Companies Act, 2013	Useful life followed by the Company
<b>Property, plant and equipment</b>		
Bearer Plant	Not specified	60 years
Vehicles	8 years	5 years
Hydro Electric power generation Machinery	40 years	25 years
<b>Investment property</b>		
Certain items of machinery	15 years	8 years
Electrical installations	15 years	8 years

Cost of Intangible asset is amortized over its estimated useful life of three years on a straight line basis.

# THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

## Notes to the Financial Statements as at and for the year ended 31st March 2024

### 2.7 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, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. 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.

### 2.8 Foreign Currency translation

#### i) 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.

#### ii) Transactions and balances

Initial Recognition

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

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.

Forward contracts

Foreign exchange forward contracts outstanding at the year-end on account of firm commitment / highly probable forecast transactions are marked to market and the gains / losses, if any, are recognised in the Statement of Profit and Loss. The Company does not enter into any speculative transactions in derivatives.

### 2.9 Inventories

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

Cost of stores and spares is ascertained on moving weighted average basis. Cost of Nursery stocks represents costs incurred in raising and maintaining such stocks till transplanted.

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

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

### 2.10 Cash and cash equivalents

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

### 2.11 Trade receivables

Trade receivables are recognised initially at the transaction price and subsequently measured at amortised cost less provision for impairment loss, if any.

# THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

## Notes to the Financial Statements as at and for the year ended 31st March 2024

### 2.12 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
- 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. The Company reclassifies debt instruments when and only when its business model for managing those assets changes. For investments in equity instruments the Company has made an irrevocable election at the time of initial recognition to account for the equity investments at fair value through Other Comprehensive Income (FVOCI). The Company transfers amounts from FVOCI equity instruments to retained earnings on de-recognition of the relevant equity instruments.

#### 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 profit or loss.

Subsequent measurement :

##### a. Investment in Equity Instruments

The Company subsequently measures all investments in equity (except that in the associates) 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 profit or loss.

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

##### b. Investment in Mutual Funds:

Company's investments in Mutual Funds are measured at Fair Value through Profit or Loss (FVTPL). A gain or loss on such 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 on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. Impairment is considered when there is significant increase in credit risk. Note 35 details how the Company determines whether there has been a significant increase in credit risk.

# THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

## Notes to the Financial Statements as at and for the year ended 31st March 2024

### 2.12 Investments and other financial assets — (Contd.)

For trade receivables, the Company applies the simplified approach permitted by Ind As 109 Financial Instruments, which requires expected credit losses to be recognized from initial recognition of the receivables.

#### 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.

### 2.13 Revenue recognition

#### (i) Revenue from Contracts with customers

Revenue from contracts with customers (export tea sales) is recognised when the Company satisfies performance obligation by transferring promised goods to customers. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset. Revenue from private tea sales is recognised when the significant risks and rewards of ownership in the goods are transferred to customers and recovery of the consideration is probable. Revenue from sale of tea at auction is recognised on receipt of sale notes from the brokers.

Revenue is measured at transaction price which is the consideration received or receivable and is net of returns, allowances, rebates and Goods and Services Tax.

- (ii) Export benefits are accounted for based on eligibility and when there is no uncertainty in receiving them.
- (iii) The Company recognises the License fee as per Leave and License agreements with the lessees in respect of its let-out property as revenue on a straight line basis over the lease term.
- (iv) Interest income from debt instruments is recognized using the effective interest rate method.
- (v) Dividends are recognized in the statement of profit and loss only when the right to receive payment is established.

### 2.14 Leases

#### As a Lessee

Leases are recognized as a right-of-use asset with a corresponding lease liability at the date on which the leased asset is available for use by the Company as a lessee except for payments associated with short term leases (lease term of 12 months or less) and low value leases, which are recognized on a straight-line basis as an expense in the profit or loss.

The Company's lease arrangements are all short term in nature and accordingly the lease rentals are recognised as an expense in the profit or loss on a straight line basis.

#### As a Lessor

Lease income (Licence fees) from the lease arrangements where the Company is a lessor is recognised as income on a straight line basis over the lease term unless the license fees is structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases in which event such increases are recognised in the year in which such benefits accrue. The related leased assets are included in the balance sheet based on their nature.

# THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

## Notes to the Financial Statements as at and for the year ended 31st March 2024

### 2.15 Government grant

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

Government grants relating to income are recognised in the statement of profit and loss over the periods in which the related costs, for which the grants are intended to compensate, are recognised as expenses and presented within other income.

Government grants relating to purchase of property, plant and equipment are included in other non-current / current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

### 2.16 Employee benefits / Obligations

#### (i) Short term obligations

Liabilities for wages and salaries including non monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees rendered their related service are recognised in respect of employees' services upto 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. The Company recognises bonus provision where contractually obliged or where there is a past practice that has created a constructive obligation.

#### (ii) 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.

##### (a) Gratuity

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. The defined benefit obligation is calculated annually by Actuaries using the Projected Unit Credit method.

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 cost recognized in profit or loss is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets.

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 (net of tax). They are included in retained earnings in the statement of changes in equity and in the balance sheet.

# THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

## Notes to the Financial Statements as at and for the year ended 31st March 2024

### 2.16 Employee benefits / Obligations — (Contd.)

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

#### (b) 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 or loss. The Company has no further obligations for future provident fund benefits other than its monthly contributions.

#### (c) Superannuation Fund

This is a defined contribution plan. The Company contributes towards superannuation fund administered by the Trustees 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) Other long term employee benefit obligation

Certain employees are entitled to compensated absence as per the rules of the Company. These employees can carry forward a portion of the unavailed leave to the subsequent year. The liability for the unavailed leave is recognised based on actual cost in the period in which such employees render their related services.

### 2.17 Taxes on Income

Taxes on Income comprise current tax and deferred 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.

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 income 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 assets are recognised only if it is possible that future taxable amounts will be available to utilise those temporary differences and losses.

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

### 2.18 Provisions and contingencies

#### Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of past events, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

# THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

## Notes to the Financial Statements as at and for the year ended 31st March 2024

### 2.18 Provisions and contingencies — (Contd.)

#### Contingencies

Wherever there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognised because (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation ; or (b) the amount of the obligation cannot be measured with sufficient reliability are recognised as contingent liability. Show Cause notices are not considered as contingent liabilities unless converted into demand.

### 2.19 Earnings per share

Basic earnings per share is 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 dilutive potential equity shares.

### 2.20 Premium from Fair Trade International (FLO)

Sale of tea under "Fair Trade International charter" (FLO Charter) offers a certain premium besides "minimum price" for the grade as agreed with the customer.

The "premium receivable on sale under FLO Charter, which is collected under an obligation to pay it over to a trust constituted under the Charter- namely " Chamraj Plantation Welfare Trust"- for the benefit of workers and community welfare, is invoiced separately and is recognised as part of revenue from operations. The amounts so transferred to the said Trust are recognised as staff welfare expenses.

### 2.21 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM").

### 2.22 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.

### 2.23 Recent Pronouncements

Ministry of Corporate Affairs("MCA") notifies new standards or amendments to the existing standards under the Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31,2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.



**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**

(All amounts in Rs. thousands unless otherwise stated)

**Note 3. Property, Plant and Equipment and Intangible Assets**

	Property, plant and equipment								Intangible Assets	
	Freehold Land and Development	Buildings	Machinery and Electrical Installations	Furniture and Fixtures	Office and Computer equipment	Vehicles	Bearer plant	Total	Software	Grand Total
<b>Year ended March 31, 2023</b>										
Gross carrying amount										
Balance as at March 31, 2022	1,02,768	89,907	1,29,782	8,628	5,559	23,552	15,220	3,75,416	1,261	3,76,677
Additions	—	14,823	21,399	75	1,089	2,272	2,948	42,606	726	43,332
Disposals	—	5,944	18	—	72	3,642	—	9,676	—	9,676
Balance as at March 31, 2023	1,02,768	98,786	1,51,163	8,703	6,576	22,182	18,168	4,08,346	1,987	4,10,333
Accumulated depreciation/amortisation										
Depreciation /amortisation charge during the year	—	18,701	54,696	2,324	2,819	12,866	2,148	93,554	475	94,029
Disposals	—	3,753	12,864	605	1,503	3,687	438	22,850	316	23,166
Balance as at March 31, 2023	—	1,558	18	—	72	3,267	—	4,915	—	4,915
Net carrying amount as on March 31, 2023	—	20,896	67,542	2,929	4,250	13,286	2,586	1,11,489	791	1,12,280
	1,02,768	77,890	83,621	5,774	2,326	8,896	15,582	2,96,857	1,196	2,98,053
<b>Year ended March 31, 2024</b>										
Gross carrying amount										
Balance as at March 31, 2023	1,02,768	98,786	1,51,163	8,703	6,576	22,182	18,168	4,08,346	1,987	4,10,333
Additions	—	11,167	10,571	—	657	481	4,457	27,333	527	27,860
Disposals	—	—	2,248	—	—	—	—	2,248	—	2,248
Balance as at March 31, 2024	1,02,768	1,09,953	1,59,486	8,703	7,233	22,663	22,625	4,33,431	2,514	4,35,945
Accumulated depreciation/amortisation										
Depreciation /amortisation charge during the year	—	20,896	67,542	2,929	4,250	13,286	2,586	1,11,489	791	1,12,280
Disposals	—	4,077	13,135	604	1,568	3,015	506	22,905	559	23,464
Balance as at March 31, 2024	—	24,973	80,411	3,533	5,818	16,301	3,092	1,34,128	1,350	1,35,478
Net carrying amount as at March 31, 2024	1,02,768	84,980	79,075	5,170	1,415	6,362	19,533	2,99,303	1,164	3,00,467

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**

(All amounts in Rs. thousands unless otherwise stated)

**Note 4. Investment Property**

Description of Assets	Freehold Land	Buildings	Machinery and Electrical Installations	Total
Year ended March 31, 2023				
Gross carrying amount				
Balance as at March 31, 2022	400	1,47,458	70,880	2,18,738
Additions	—	—	29	29
Balance as at March 31, 2023	400	1,47,458	70,909	2,18,767
Accumulated depreciation / amortisation				
Depreciation/amortisation charge during the year	—	5,898	7,444	13,342
Balance as at March 31, 2023	—	41,286	39,615	80,901
Net carrying amount as at March 31, 2023	400	1,06,172	31,294	1,37,866
<b>Year ended March 31, 2024</b>				
<b>Gross carrying amount</b>				
<b>Balance as at March 31, 2023</b>	400	1,47,458	70,909	2,18,767
Additions	—	—	162	162
<b>Balance as at March 31, 2024</b>	<b>400</b>	<b>1,47,458</b>	<b>71,071</b>	<b>2,18,929</b>
Accumulated depreciation / amortisation				
Depreciation/amortisation charge during the year	—	5,898	5,768	11,666
<b>Balance as at March 31, 2024</b>	<b>—</b>	<b>47,184</b>	<b>45,383</b>	<b>92,567</b>
<b>Net carrying amount as at March 31, 2024</b>	<b>400</b>	<b>1,00,274</b>	<b>25,688</b>	<b>1,26,362</b>

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**

(All amounts in Rs. thousands unless otherwise stated)

	Year ended	
	31st March 2024	31st March 2023
<b>4.1 Amounts recognised in profit and loss for investment property :</b>		
Rental income from freehold buildings	<b>58,407</b>	56,754
Direct operating expense from property that generated rental income	<b>8,488</b>	9,369
<b>Profit from investment property before depreciation</b>	<b>49,919</b>	47,385
Depreciation	<b>11,666</b>	13,342
<b>Profit from investment property</b>	<b>38,253</b>	34,043
	Year ended	
	31st March 2024	31st March 2023
<b>4.2 Fair Value</b>		
Land	<b>5,17,680</b>	4,88,920
Buildings	<b>2,49,062</b>	2,43,187
Machinery and Electrical installations	<b>37,271</b>	53,607
	<b>8,04,013</b>	7,85,714
<b>4.3 Estimation of Fair Value</b>		
<p>The best evidence of fair value is current prices in an active market for similar properties. Since investment properties leased out by the Company are cancellable leases, the market rates for sale / purchase of such premises are representative of fair values. Company's investment properties are at a location where active market is available for similar kind of properties. The market approach is being followed for ascertaining the fair value of the investment properties and hence fair value is ascertained on the basis of market rates prevailing for similar properties in those locations determined by an independent registered valuer. Consequently this is classified as a Level 2 valuation.</p>		
<b>4.4 Minimum lease payments receivable on lease of immovable property are as follows :</b>		
	Year ended	
Particulars	March 31, 2024	March 31, 2023
Less than one year	<b>51,560</b>	52,704
One to five years	<b>2,90,520</b>	2,85,680
More than five years	<b>37,190</b>	1,33,879
Total	<b>3,79,270</b>	4,72,263

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**

(All amounts in Rs. thousands unless otherwise stated)

**Note 5 a. Investments**  
**Non-current investments**

Particulars	Nominal value of Shares/units	As at 31st March 2024		As at 31st March 2023	
		No. of shares/Units	Amount	No. of shares/Units	Amount
<b>A Investments in equity instruments</b>					
(i) <b>Investment in Associates at cost - Unquoted (fully paid)</b>					
Sivasailam Chamraj Education Foundation*	10	12,500	125	12,500	125
Sivasailam Chamraj Hospital Foundation*	10	12,500	125	12,500	125
* incorporated under Section 8 of the Companies Act, 2013 and are not - for - profit Companies			250		250
(ii) <b>Investments in equity instruments designated at fair value through other comprehensive income</b>					
a. <b>Unquoted (fully paid)</b>					
Stanes Amalgamated Estates Limited	10	81,783	4,586	81,783	4,630
Simpson and Company Limited	2500	65	2,41,475	65	2,41,475
Orkay Industries Limited	10	450	—	450	—
Palani Andavar Cotton & Synthetic Spinners Ltd.	10	500	—	500	—
			2,46,061		2,46,105
b. <b>Quoted (fully paid)</b>					
IP Rings Limited	10	3,600	536	3,600	318
TATA Consumer Products Limited*	1	2,999	3,288	10,000	2,059
Tata Steel Limited	1	—	—	67,390	7,042
The Tata Power Company Limited	1	—	—	10,000	1,903
Uniworth India Limited	10	750	—	750	—
ZF Commercial Vehicle Control Systems India Limited	5	4,300	65,278	4,300	44,757
			69,102		56,079
			3,15,413		3,02,434
<b>Total Investments in equity instruments</b>					
* TATA Coffee Limited was merged with TATA Consumer Products Limited with effect from 1st January 2024.					

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**

(All amounts in Rs. thousands unless otherwise stated)

**Note 5 a. Investments**

**Non-current investments**

Particulars	Nominal value of Shares/units	As at 31st March 2024		As at 31st March 2023	
		No. of shares/Units	Amount	No. of shares/Units	Amount
<b>B Investments in Mutual Funds designated at Fair Value through Profit and Loss</b>					
Nippon India Short Term Fund-Growth	10	83,721	3,989	83,721	3,715
Nippon India Banking and PSU Debt Fund - Growth - Direct	10	29,26,534	56,777	29,26,534	52,678
Nippon India Arbitrage Fund - Growth- Direct	10	95,664	2,500	—	—
HDFC Corporate Bond Fund -Growth-Direct	10	17,08,135	51,045	17,08,135	47,177
HDFC Nifty G-Sec Dec 2026 Index Fund - Growth-Direct	10	78,55,244	86,894	78,55,244	80,894
Aditya Birla Sunlife Banking and PSU Debt Fund-Growth-Direct	10	95,839	32,861	95,839	30,533
Bandhan Banking and PSU Debt Fund - Growth - Direct	10	48,06,722	1,10,097	48,06,722	1,02,637
Bandhan Crisil Gilt 2027 Index Fund - Growth - Direct	10	37,54,517	44,063	37,54,517	41,001
AXIS Banking and PSU Debt Fund - Growth - Direct	1000	38,522	94,527	38,522	88,161
LIC Short Term Bond Fund - Growth-Direct	10	10,94,612	15,297	10,94,612	14,210
HSBC Corporate Bond Fund- Growth-Direct	10	4,77,469	33,422	4,77,469	31,063
UTI Corporate Bond Fund -Growth - Direct	10	55,21,056	83,192	55,21,056	77,297
Kotak Corporate Bond Fund - Growth - Direct	1000	16,131	57,026	16,131	52,848
Invesco Corporate Bond Fund - Growth - Direct	1000	18,479	56,532	18,479	52,497
Invesco India Arbitrage Fund - Growth - Direct	10	1,59,392	5,000	—	—
TATA Crisil-IBX Gilt April 2026 Index Fund - Growth - Direct	10	87,42,310	97,422	87,42,310	90,758
TATA Arbitrage Fund - Growth - Direct	10	4,73,406	6,500	—	—
<b>Total investments in Mutual Funds</b>			<b>8,37,144</b>		<b>7,65,469</b>
<b>Total non current investments</b>			<b>11,52,557</b>		<b>10,67,903</b>

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**

**Note 5 a. Investments** (All amounts in Rs. thousands unless otherwise stated)

**Non-current investments (Contd.)**

Particulars	Nominal value of Shares/units	As at 31st March 2024		As at 31st March 2023	
		No. of shares/Units	Amount	No. of shares/Units	Amount
<b>Other Disclosures</b>					
<b>Aggregate carrying amount of quoted investments</b>			<b>69,102</b>		56,079
<b>Aggregate market value of quoted investments</b>			<b>69,102</b>		56,079
<b>Aggregate amount of unquoted investments</b>			<b>10,83,455</b>		10,11,824

The investments in Mutual Funds are in open ended schemes which are not listed on any recognised stock exchanges. The Net Asset Values are based on the data published by the respective Asset Management Companies. Consequently this is classified as level 2 valuation.

**Current Investments**

Particulars	Nominal value of Shares/units	As at 31st March 2024		As at 31st March 2023	
		No. of shares/Units	Amount	No. of shares/Units	Amount
<b>Investments in debt instruments at fair value through profit and loss</b>					
Nippon India Liquid Fund - Growth-Direct	1000	13,798	81,534	13,798	75,987
DSP Liquid Fund - Growth-Direct	1000	31,564	1,08,938	39,887	1,28,323
<b>Total current investments</b>			<b>1,90,472</b>		2,04,310

The investments in Mutual Funds are in open ended schemes which are not listed on any recognised stock exchanges. The Net Asset Values are based on the data published by the respective Asset Management Companies. Consequently this is classified as level 2 valuation.

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**

(All amounts in Rs. thousands unless otherwise stated)

Particulars	As at 31st March 2024	As at 31st March 2023					
<b>Note 5b - Trade Receivables</b>							
Unsecured - considered good	1,28,768	54,057					
<b>Total</b>	<u>1,28,768</u>	<u>54,057</u>					
There are no dues from related parties.							
<b>Note 5b(1) Trade Receivables ageing Schedule - Year ended 31st March 2024</b>							
Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Trade receivables - Considered good-undisputed	68,655	59,945	168	—	—	—	1,28,768
<b>Trade Receivables ageing Schedule - Year ended 31st March 2023</b>							
Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Trade receivables - Considered good-undisputed	21,012	33,045	—	—	—	—	54,057
<b>Note 5 c - Cash and cash equivalents</b>							
(a) Cash on hand	63	142					
(b) Balances with banks							
- In current accounts	48,318	23,554					
- In EEFC account	—	9,104					
<b>Total</b>	<u>48,381</u>	<u>32,800</u>					
<b>Note 5 d - Bank balances other than cash and cash equivalents</b>							
(a) In deposit accounts (original maturity of more than three months)	19,979	26,640					
(b) In earmarked accounts:							
Unpaid dividend accounts	3,436	3,426					
<b>Total</b>	<u>23,415</u>	<u>30,066</u>					

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**

(All amounts in Rs. thousands unless otherwise stated)

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Note 5 e - Other financial assets (Unsecured - considered good)</b>		
<b>Non current</b>		
Security Deposits	5,956	5,364
Bank Balance –		
In deposit Account (Original maturity of more than twelve months)	20,000	—
Corporate Deposit	40,000	—
<b>Total</b>	<u>65,956</u>	<u>5,364</u>
<b>Current</b>		
Accrued interest on fixed deposits	1,642	987
Replanting / Orthodox Subsidy receivable	5,856	5,856
GST refund receivable	—	925
<b>Total</b>	<u>7,498</u>	<u>7,768</u>
<b>Note 6. Other Non Current Assets (Unsecured - considered good)</b>		
Capital advance	1,800	—
<b>Total</b>	<u>1,800</u>	<u>—</u>
<b>Note 7. Inventories</b>		
Finished goods (Tea)	53,516	57,951
Stores and Spare Parts	10,465	12,177
Nursery Stock	1,548	791
<b>Total</b>	<u>65,529</u>	<u>70,919</u>
<b>Note 8. Other current assets (Unsecured - considered good)</b>		
Advances - Trade and supplies	2,820	3,680
Prepaid expenses	12,287	12,993
Due from Gratuity Trust (Note 23)	3,765	11,759
Others	3,179	2,507
<b>Total</b>	<u>22,051</u>	<u>30,939</u>



**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**

(All amounts in Rs. thousands unless otherwise stated)

Description of Assets	As at 31st March 2024		As at 31st March 2023	
	No. of Shares	Amount	No. of Shares	Amount
<b>9a. Equity share capital</b>				
<b>Authorised</b>				
Equity shares of Rs.10/- each	<b>50,00,000</b>	<b>50,000</b>	50,00,000	50,000
<b>Issued, subscribed and fully paid-up</b>				
Equity shares of Rs. 10/- each	<b>49,96,566</b>	<b>49,966</b>	49,96,566	49,966
		<u>49,966</u>		<u>49,966</u>
<b>i. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year</b>				
<b>Equity Shares</b>				
At the beginning of the year	<b>49,96,566</b>	<b>49,966</b>	49,96,566	49,966
Less: Changes during the year	—	—	—	—
Outstanding at the end of the year	<u>49,96,566</u>	<u>49,966</u>	<u>49,96,566</u>	<u>49,966</u>
<b>ii. Rights, preferences and restrictions attached to equity shares</b>				
Each shareholder is entitled to one vote per share and dividend when declared. Other rights are governed by the Articles of Association of the Company and the Companies Act 2013.				
<b>iii. Details of shares held by each shareholder holding more than 5% of share capital</b>	<b>No. of shares</b>	<b>%</b>	<b>No. of Shares</b>	<b>%</b>
Tractors and Farm Equipment Limited	<b>8,55,363</b>	<b>17.12%</b>	8,55,363	17.12%
T Stanes & Company Limited	<b>8,40,441</b>	<b>16.82%</b>	8,40,441	16.82%
Amalgamations Private Limited	<b>4,09,213</b>	<b>8.19%</b>	4,09,213	8.19%
Trustees T Stanes & Co Limited Staff Pension Fund	<b>2,64,816</b>	<b>5.30%</b>	2,64,816	5.30%
	<u>23,69,833</u>		<u>23,69,833</u>	

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**  
 (All amounts in Rs. thousands unless otherwise stated)

**iv. Shareholding of Promoters and Promoter Group**

<b>Shares held by promoters as at 31.03.2024</b>				
S. No.	Promoter Name	No. of shares	% of total shares	% Change during the year
1	Tractors and Farm Equipment Limited	<b>8,55,363</b>	<b>17.12%</b>	—
2	T.Stanes and Company Limited	<b>8,40,441</b>	<b>16.82%</b>	—
3	Amalgamations Private Limited	<b>4,09,213</b>	<b>8.19%</b>	—
4	Ms. Mallika Srinivasan	<b>1,45,100</b>	<b>2.90%</b>	<b>0.04</b>
5	Mr.Murali Venkatraman	<b>76,185</b>	<b>1.52%</b>	—
6	Simpson and Company Limited	<b>61,506</b>	<b>1.23%</b>	—
7	Addison & Company Limited	<b>24,344</b>	<b>0.49%</b>	—
8	Bimetal Bearings Limited	<b>17,264</b>	<b>0.35%</b>	—
9	Associated Printer(Madras) Private Limited	<b>16,652</b>	<b>0.33%</b>	—
10	Sri Rama Vilas Service Limited	<b>10,934</b>	<b>0.22%</b>	—
11	Southern Tree Farms Limited	<b>7,520</b>	<b>0.15%</b>	—
12	Mrs.Bhavani Krishnamoorthy	<b>6,680</b>	<b>0.13%</b>	—
13	Speed-A-Way Private Limited	<b>3,224</b>	<b>0.06%</b>	—
14	Simpson and General Finance Co. Limited	<b>2,700</b>	<b>0.05%</b>	—
15	Mr.A.Krishnamoorthy	<b>732</b>	<b>0.01%</b>	—
16	Mr.A.Krishnamoorthy and Mrs.Bhavani Krishnamoorthy	<b>10,124</b>	<b>0.20%</b>	—
	<b>Total</b>	<b>24,87,982</b>	<b>49.79%</b>	

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**  
(All amounts in Rs. thousands unless otherwise stated)

**iv. Shareholding of Promoters and Promoter Group (Contd.)**

Shares held by promoters as at 31.03.2023

S. No.	Promoter Name	No. of shares	% of total shares	% Change during the year
1	Tractors and Farm Equipment Limited	8,55,363	17.12%	—
2	T.Stanes and Company Limited	8,40,441	16.82%	0.07
3	Amalgamations Private Limited	4,09,213	8.19%	0.08
4	Ms. Mallika Srinivasan	1,43,100	2.86%	—
5	Mr.Murali Venkatraman	76,185	1.52%	—
6	Simpson and Company Limited	61,506	1.23%	—
7	Addison & Company Limited	24,344	0.49%	—
8	Bimetal Bearings Limited	17,264	0.35%	—
9	Associated Printer(Madras) Private Limited	16,652	0.33%	—
10	Sri Rama Vilas Service Limited	10,934	0.22%	—
11	Southern Tree Farms Limited	7,520	0.15%	—
12	Mrs.Bhavani Krishnamoorthy	6,680	0.13%	—
13	Speed-A-Way Private Limited	3,224	0.06%	—
14	Simpson and General Finance Co. Limited	2,700	0.05%	—
15	Mr.Sudarshan Venu	2,000	0.04%	—
16	Mr.A.Krishnamoorthy	732	0.01%	—
17	Mr.A.Krishnamoorthy and Mrs.Bhavani Krishnamoorthy	10,124	0.20%	—
	<b>Total</b>	<b>24,87,982</b>	<b>49.79%</b>	

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**

(All amounts in Rs. thousands unless otherwise stated)

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Note 9 b. Other equity</b>		
<b>Reserves and Surplus</b>		
<b>General Reserve</b>	<b>14,45,000</b>	13,45,000
Retained earnings (Surplus)	<b>2,33,964</b>	1,76,813
Other reserves - FVOCI Equity Instruments	<b>3,13,357</b>	2,99,331
<b>Total</b>	<b><u>19,92,321</u></b>	<u>18,21,144</u>
<b>(i) General reserve</b>		
Opening balance	<b>13,45,000</b>	12,65,000
Add : Transfer from retained earnings	<b>1,00,000</b>	80,000
<b>Closing balance</b>	<b><u>14,45,000</u></b>	<u>13,45,000</u>
<b>(ii) Retained earnings (surplus)</b>		
Opening balance	<b>1,76,813</b>	1,47,465
Add : Profit for the year	<b>1,60,529</b>	1,21,153
Add: Items of Other Comprehensive income recognised directly in retained earnings:		
Remeasurements of post-employment benefit obligations, net of tax	<b>(3,077)</b>	6,683
Add: Amount transferred from other reserves in respect of FVOCI equity instruments sold during the year	<b>13,190</b>	—
Less: Appropriations		
Transfer to General reserve	<b>(1,00,000)</b>	(80,000)
Transaction with owners in their capacity as owners:		
Dividend declared and paid during the year - Final 2023 / Final 2021	<b>(8,494)</b>	(13,491)
- Interim 2024 / Interim 2023	<b>(4,997)</b>	(4,997)
<b>Closing Balance</b>	<b><u>2,33,964</u></b>	<u>1,76,813</u>
<b>(iii) Other Reserves :</b>		
<b>FVOCI Equity Instruments</b>		
Opening balance	<b>2,99,331</b>	2,90,222
Add: Change in fair value of FVOCI equity instruments	<b>27,216</b>	9,109
Less : Amount transferred to retained earnings in respect of FVOCI equity instruments sold during the year	<b>(13,190)</b>	—
<b>Closing balance</b>	<b><u>3,13,357</u></b>	<u>2,99,331</u>
<b>Nature and Purpose of Other Reserves :</b>		
The Company has elected to recognise changes in the fair value of investments in equity instruments in Other Comprehensive Income. These changes are accumulated within FVOCI equity instruments in Other Equity. The Company has an option of transferring amounts from FVOCI equity instruments to retained earnings on de-recognition of the relevant equity instruments.		

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**

(All amounts in Rs. thousands unless otherwise stated)

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Note 10 a. Other financial liabilities</b>		
<b>Non Current (carried at amortized cost)</b>		
Security deposits	21,150	20,159
<b>Total</b>	<b>21,150</b>	<b>20,159</b>
<b>Current</b>		
Security Deposit	—	1,300
Unclaimed Dividend	3,436	3,426
Interim Dividend Payable	—	4,997
Due to Chamraj Plantation Welfare Trust	8,147	4,131
<b>Total</b>	<b>11,583</b>	<b>13,854</b>
<b>Note 10 b. Trade payables</b>		
Total outstanding dues of micro and small enterprises (Refer note 28)	80	74
Total outstanding dues of creditors other than micro and small enterprises	19,901	16,607
<b>Total</b>	<b>19,981</b>	<b>16,681</b>
<b>10 b 1.</b> There are no dues to any related party nor were there any acceptances outstanding as at the year end.		

**Trade Payables ageing Schedule - year ended 31st March 2024**

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	—	80	—	—	—	—	80
(ii) Others	7,184	12,717	—	—	—	—	19,901

**Trade Payables ageing Schedule - year ended 31st March 2023**

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	—	74	—	—	—	—	74
(ii) Others	5,479	11,128	—	—	—	—	16,607

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**  
(All amounts in Rs. thousands unless otherwise stated)

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Note 11. Provisions</b>		
<b>Non Current</b>		
Provision for Compensated Absences	—	943
	<u>—</u>	<u>943</u>
<b>Current</b>		
Provision for Compensated Absences	629	126
	<u>629</u>	<u>126</u>
<b>Note 11.1 Provisions for Compensated Absences</b>		
Provision at the beginning of the year	1,069	943
Less: Provision utilised during the year	—	—
Add: Provision made during the year	—	126
Less: Provision reversed during the year	440	—
Provision at the end of the year	<u>629</u>	<u>1,069</u>
<b>Note 12 Deferred tax Liabilities / (Assets) (Net)</b>		
<b>12. 1. Balance comprises temporary differences attributable to:</b>		
<b>Deferred tax liabilities :</b>		
— Property, Plant and Equipment and Intangible Assets	809	1,166
— Investments	33,633	17,562
— Provision for Employee benefit	395	739
	<u>34,837</u>	<u>19,467</u>
<b>Deferred tax assets :</b>		
Provision for Employee benefit	—	—
	<u>—</u>	<u>—</u>
<b>Net deferred tax liabilities</b>	<u>34,837</u>	<u>19,467</u>

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**

(All amounts in Rs. thousands unless otherwise stated)

<b>Note 12 Deferred tax Liabilities / (Assets) (Net) (Contd.)</b>					
<b>12.2. Movement in deferred tax liability / (asset)</b>					
	Property, Plant and equipment	Investments	Employee benefit	Total	
As at April 1, 2022	1,055	15,305	(96)	16,264	
Charged/(credited) to					
— Profit and Loss	111	2,257	87	2,455	
— Other comprehensive income	—	—	748	748	
As at March 31, 2023	1,166	17,562	739	19,467	
<b>As at April 1, 2023</b>	<b>1,166</b>	<b>17,562</b>	<b>739</b>	<b>19,467</b>	
Charged/(credited) to					
— Profit and Loss	(357)	16,071		15,714	
— Other comprehensive income	—	—	(344)	(344)	
<b>As at March 31, 2024</b>	<b>809</b>	<b>33,633</b>	<b>395</b>	<b>34,837</b>	
Particulars				As at 31st March 2024	As at 31st March 2023
<b>Note 13. Other non current liabilities</b>					
Deferred Government grants				1,211	1,232
Deferred license income				4,199	5,128
<b>Total</b>				<b>5,410</b>	<b>6,360</b>
<b>Note 14. Other current liabilities</b>					
Statutory remittances				3,667	6,420
Advance from customers				290	196
Employee Benefits payable				28,512	24,703
Other Liabilities				964	747
<b>Total</b>				<b>33,433</b>	<b>32,066</b>
<b>Note 15. Current tax assets</b>					
Advance tax paid				2,09,467	1,89,727
Tax deducted at source				49,248	41,898
Less : Provision for Current Tax				2,44,801	2,17,301
<b>Total</b>				<b>13,914</b>	<b>14,324</b>

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**

(All amounts in Rs. thousands unless otherwise stated)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
<b>Note 16. Revenue from operations</b>		
a) Sale of Products - Tea (Refer note 16(i) below)	<b>7,65,589</b>	7,64,001
b) Sale of services - License fees from letting of property	<b>58,407</b>	56,754
c) Other operating revenues (Refer note 15(ii) below)	<b>16,157</b>	15,766
<b>Total</b>	<b>8,40,153</b>	8,36,521
Note : (i) Includes Revenue from contracts with customers	<b>4,47,108</b>	4,43,223
Note : (ii) Other operating revenues comprise		
Export benefits:		
Duty Drawback	<b>576</b>	589
RODTEP License	<b>4,128</b>	6,610
Scrap sales	<b>628</b>	757
Government grants	<b>21</b>	—
Insurance claim received	<b>977</b>	—
Income from other planting activities	<b>9,827</b>	7,810
<b>Total</b>	<b>16,157</b>	15,766
<b>Note 17. Other Income</b>		
Fair value gain from financial assets (mutual funds) mandatorily measured at FVTPL	<b>70,467</b>	29,971
Profit on switch out / redemption of financial assets (mutual funds)	<b>367</b>	7,747
Interest Income on		
Bank deposits	<b>1,725</b>	2,386
Corporate deposits	<b>186</b>	—
Others	<b>484</b>	649
Dividend Income on		
Non current investments	<b>1,938</b>	1,781
Provision no longer required written back	<b>440</b>	—
Gain on Foreign currency transactions (net)	<b>—</b>	3,992
Gain on disposal of property, plant and equipment	<b>—</b>	2,633
<b>Total</b>	<b>75,607</b>	49,159
<b>Note 18. Changes in value of finished goods (Tea)</b>		
Inventories at the end of the year	<b>53,516</b>	57,951
Inventories at the beginning of the year	<b>57,951</b>	78,539
Net (increase)/decrease	<b>4,435</b>	20,588



**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
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(All amounts in Rs. thousands unless otherwise stated)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
<b>Note 19. Employee benefits expense</b>		
Salaries, wages and bonus	1,81,005	1,74,863
Contribution to provident and family pension funds	17,227	16,663
Contribution to Superannuation Fund	810	1,057
Gratuity (Refer note: 23)	4,850	5,565
Workmen and staff welfare expenses	43,259	37,095
<b>Total</b>	<u>2,47,151</u>	<u>2,35,243</u>
<b>Note 20. Finance Cost</b>		
Interest expense on financial liability at FVTPL	991	1,023
<b>Total</b>	<u>991</u>	<u>1,023</u>
<b>Note 21. Other Expenses</b>		
Consumption of stores and spares	31,681	36,243
Power and fuel	52,434	53,113
Repairs and maintenance		
Building	24,655	15,845
Machinery	12,016	6,547
Others	5,122	4,381
Rates and taxes	4,337	4,938
Insurance	8,910	9,023
Selling expenses		
Packing materials	17,571	16,400
Brokerage and Commission	3,406	4,529
Freight and other transport charges	23,622	42,093
Sampling and Other Expenses	8,149	8,829
Commission to Non-Wholetime Directors	875	875
Corporate Social Responsibility expense (Refer Note :26)	1,949	2,211
Directors' Sitting Fees	155	245
Remuneration to Auditors :		
- for Audit	800	800
- for certification	42	38
- for taxation	70	20
Professional Charges	6,376	8,675
Transport charges	14,702	12,069
Travelling expenses	10,722	8,871
Rent	1,113	1,141
Loss on Foreign currency transactions	814	
Miscellaneous expenses	17,062	21,225
<b>Total</b>	<u>2,46,583</u>	<u>2,58,111</u>

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**

(All amounts in Rs. thousands unless otherwise stated)

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
<b>Note 22. Tax Expense</b>		
<b>22.1 Current Tax:</b>		
Current tax	27,500	25,600
Deffered tax (Refer Note: 11.2)	15,714	2,455
<b>Total Tax Expenses</b>	<b>43,214</b>	<b>28,055</b>
<b>22.2 Reconciliation of tax expense and the accounting profit multiplied by tax rate:</b>		
Profit before tax	2,03,743	1,49,208
Tax at the applicable tax rate of 25.168% (previous year 25.168%)	51,278	37,553
<b>Tax effect of:</b>		
Income that is exempt from tax	(11,401)	(14,100)
Expenses that are not deductible in determining taxable profit	3,587	4,738
Capital gains tax on sale of equity instrument designated at FCOCI	1,497	—
Income subject to different tax rate	(1,664)	(685)
Others	(83)	549
<b>Tax expense recognised in the statement of profit and loss</b>	<b>43,214</b>	<b>28,055</b>
<b>Note 23. Employee benefit obligations</b>		
<b>Post employment benefits</b>		
<b>(a) Defined contribution plan - Provident fund and Superannuation fund</b>		
Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to recognised provident fund administered by the government. The Company also makes contribution to superannuation fund at a specified percentage of the basic pay of the eligible employees in accordance with the Company's scheme administered by the Trustees and managed by Life Insurance Corporation of India (LIC). The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.		
<b>Amount recognised in statement of profit and loss</b>	<b>March 31, 2024</b>	March 31, 2023
Provident Fund	17,227	16,663
Superannuation Fund	810	1,057
<b>Total</b>	<b>18,037</b>	17,720

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**

(All amounts in Rs. thousands unless otherwise stated)

<b>Note 23. Employee benefit obligations (Contd.)</b>			
<b>(b) Defined benefit plan - Gratuity</b>			
The Company provides for Gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for 5 years are eligible for Gratuity. The amount of Gratuity payable on retirement/termination is the employees' last drawn basic salary per month computed proportionately for 15 days' salary multiplied by the number of years of service. The Gratuity plan is a funded plan and the Company makes contribution to LIC.			
<b>(i) Reconciliation</b>	Present value of obligation	Fair value of plan assets	Net amount
April 1, 2022	71,390	74,911	(3,521)
"Current service cost"	5,828	—	(5,828)
Interest expense/(income)	5,339	5,602	263
<b>Total amount recognised in the statement of profit and loss</b>	<b>11,167</b>	<b>5,602</b>	<b>(5,565)</b>
<b>Remeasurements</b>			
Return on plan assets, excluding amounts included in interest expense/(income)	—	1,042	1,042
(Gain)/loss from change in financial assumptions	(86)	—	(86)
Experience (gains)/losses	(8,387)	—	(8,387)
<b>Total amount recognised in other comprehensive income</b>	<b>(8,473)</b>	<b>1,042</b>	<b>(7,431)</b>
Employer contributions	—	6,373	6,373
Benefit payments	(13,097)	13,097	—
March 31, 2023	60,987	72,746	(11,759)
<b>April 1, 2023</b>	<b>60,987</b>	<b>72,746</b>	<b>(11,759)</b>
Current service cost	5,733	—	(5,733)
Interest expense/(income)	4,584	5,467	883
<b>Total amount recognised in the statement of profit and loss</b>	<b>10,317</b>	<b>5,467</b>	<b>(4,850)</b>
<b>Remeasurements</b>			
Return on plan assets excluding amounts included in interest expense/(income)	—	<b>1,234</b>	<b>1,234</b>
(Gain) / loss from change in financial assumptions	<b>1,264</b>	—	<b>1,264</b>
Experience (gains)/losses	<b>923</b>	—	<b>923</b>
<b>Total amount recognised in other comprehensive income</b>	<b>2,187</b>	<b>1,234</b>	<b>3,421</b>
Employer contributions	—	<b>277</b>	<b>277</b>
Benefit payments	<b>(15,332)</b>	<b>15,332</b>	—
<b>March 31, 2024</b>	<b>58,159</b>	<b>61,924</b>	<b>(3,765)</b>
<b>Net Asset / (liability) disclosed above relating to funded obligations are as follows:</b>			
		<b>March 31, 2024</b>	March 31, 2023
Present value of funded obligations		<b>58,159</b>	60,987
Fair value of plan assets		<b>61,924</b>	72,746
<b>(Surplus) / Deficit of funded plan</b>		<b>(3,765)</b>	(11,759)

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**

(All amounts in Rs. thousands unless otherwise stated)

<b>Note 23. Employee benefit obligations (Contd.)</b>				
<b>(ii) Significant actuarial assumptions :</b>				
The significant actuarial assumptions are as follows:				
Discount rate			<b>7.20%</b>	7.50%
Expected return on plan assets			<b>7.50%</b>	7.50%
Salary growth rate			<b>5.00%</b>	5.00%
Attrition rate			<b>5.00%</b>	5.00%
The estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotions and other relevant factors such as demand and supply in the employment market.				
<b>(iii) (a) Sensitivity Analysis</b>				
	<b>March 31, 2024</b>	March 31, 2023	<b>March 31, 2024</b>	March 31, 2023
	Change in assumption		Defined Benefit Obligation	
Discount rate	<b>1.00%</b>	1.00%	<b>54,145</b>	56,949
	<b>-1.00%</b>	-1.00%	<b>62,805</b>	65,629
Salary growth rate	<b>1.00%</b>	1.00%	<b>62,742</b>	65,612
	<b>-1.00%</b>	-1.00%	<b>54,095</b>	56,846
The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.				
<b>(b) The expected maturity analysis of undiscounted gratuity is as follows:</b>				
			<b>Year ended March 31, 2024</b>	Year ended March 31, 2023
Within one year			<b>8,589</b>	9,823
1 - 2 years			<b>8,777</b>	6,507
2 - 3 years			<b>8,525</b>	6,205
3 - 4 years			<b>10,349</b>	6,009
4 - 5 years			<b>8,658</b>	7,145
5-10 years			<b>25,831</b>	27,229
Above ten years			<b>59,676</b>	61,576
	<b>Total</b>		<b>1,30,405</b>	1,24,494
The Company has plan assets by way of investments in LIC.				
<b>(iv) Risk exposure</b>				
Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:				
<b>Asset volatility</b>				
The present value of the defined benefit plan obligation is calculated using a discount rate determined by reference to Government of India bond rate. If the return on plan asset is lower than this rate, then it will create a plan deficit.				

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<b>Note 23. Employee benefit obligations (Contd.)</b>		
<b>Changes in bond yields</b>		
A decrease in bond yields will increase plan liabilities, although this will be partly offset by increase in the value of the plan holdings.		
(v) The weighted average duration of the defined benefit obligation is 8 years (2023 – 7 years).		
<b>Note 24.</b> The Company was permitted in an earlier year to retain excess holding of 333.67 acres of vacant land contiguous to the planted area in the tea garden but due to rocky terrain, the land could not be cultivated as stipulated by Government and eviction proceedings relating to the aforesaid piece of land had been stayed by the Supreme Court of India. In its final order dated 7th August 2013, the Supreme Court has directed the Land Board to review the case afresh.		
Particulars	Year ended 31st March 2024	Year ended 31st March 2023
<b>Note 25. Earnings per Share</b>		
For the purpose of computing the earnings per share the net profit after tax has been used as the numerator and the weighted average number of shares outstanding has been considered as the denominator.		
Profit for the year as per Statement of Profit and Loss	1,60,529	1,21,153
Weighted average number of shares outstanding(Nos in thousands)	4,997	4,997
Earnings per Share - (Basic and Diluted) - (Face value of Rs.10/-) - (Rs.)	32.13	24.25
<b>Note 26. Corporate Social Responsibility :</b>		
(a) In compliance with Section 135(5) of the Companies Act, 2013, the Company is required to spend Rs. 1,984/- (previous year Rs. 2,165/-) calculated at 2% of the average net profits made during the three immediate preceding financial years towards Corporate Social Responsibility. Amounts spent towards CSR activities are monitored by CSR Committee and CSR Policy of the Company which covers predominantly Education, Healthcare and Rural development and Tribal welfare. The Company has incurred an expenditure of Rs. 1,949/- (previous year Rs. 2,211/-) as below :		
(b) Amounts spent during the year in cash on :		
(i) Construction /acquisition of any asset	—	—
(ii) Purpose other than (i) above	1,949	2,211
<b>Total</b>	<b>1,949</b>	<b>2,211</b>
Current year's expenditure is net off Rs.46/- being excess amount spent during the year ended 31st March 2023.		
<b>Note 27. Repairs to Building and Machinery include</b>		
Salaries and Wages	10,658	10,201
Consumption of stores	15,189	10,134
<b>Total</b>	<b>25,847</b>	<b>20,335</b>

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<b>Note 28. Due to Micro, Small and Medium Enterprises :</b>		
The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act")		
The disclosures pursuant to the said MSMED Act are as follows:		
Particulars	Year ended 31st March 2024	Year ended 31st March 2023
i. Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end.	80	74
ii. Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end.	—	—
iii. Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year.	—	—
iv. Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	—	—
v. Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	—	—
vi. Interest due and payable towards suppliers registered under MSMED Act, for payments already made.	—	—
vii. Further interest remaining due and payable for earlier years.	—	—
<b>Note 29. Contingent Liabilities and commitments</b>		
i) Estimated amount of contracts remaining to be executed on capital accounts (Net of advances Rs. Nil; previous year Rs. 4,549)	9,267	—
ii) Claim against the Company not acknowledged as debt in respect of Income tax matters	13,201	10,380
<b>Note 30. Related Party Disclosures</b>		
<b>1. List of related parties and nature of relationship are as under :</b>		
i) Associates	Sivasailam Chamraj Education Foundation Sivasailam Chamraj Hospital Foundation	
ii) Key Managerial Personnel	Mr. R. Rajkumar, Whole-time Director Mr. Shilajit Roy Choudhury, Vice President Mr. S. Raghuraman, Chief Financial Officer Mr. R.V. Sridharan, Company Secretary	

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<b>Note 30. Related Party Disclosures (Contd.)</b>						
<b>2. Particulars of transactions with related parties</b>						
Description	Associates		Key Managerial Personnel		Total	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
<b>(a) Transactions during the year:</b>						
(i) CSR Expenditure	1,000	300			1000	300
(ii) Reimbursement of Expenses	4,879	2387			4879	2387
(ii) Reimbursement of Expenses	4,232	—			4232	—
(iv) <b>Remuneration to Key Managerial Personnel</b>			10,663	10,261	10,663	10,261
Mr.S.Raghuraman	—	—	3,209	3,160	3,209	3,160
Mr.R.V.Sridharan	—	—	1,001	988	1,001	988
Mr.R.Rajkumar	—	—	3,274	3,093	3,274	3,093
Mr.Shilajit Roy Choudhury	—	—	3,179	3,020	3,179	3,020
(v) <b>Dividend Paid</b>			3	4	3	4
Mr.S.Raghuraman	—	—	3	4	3	4
<b>(b) Balance at the end of the year:</b>						
<i>Other Current Assets</i>						
Amount receivable from Sivasailam Chamraj Hospital Foundation	1,838	1,043			1,838	1043
Amount receivable from Sivasailam Chamraj Education Foundation	384	—			384	—
<b>(c) Payment to Directors</b>						
Description	Directors					
	2023-2024	2022-2023				
(i) <b>Sitting Fees paid :</b>	155	245				
Ms. Mallika Srinivasan	20	30				
Mr.Sankar Datta	40	60				
Mr.K.V.Sriram	—	27				
Mr.Krishna Srinivasan	—	27				
Ms.Shobana Ravi	20	25				
Mr.P.B.Sampath	40	38				
Mr.R,Vijayaraghavan	35	38				

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**Note 30. Related Party Disclosures (Contd.)**

Description	Directors	
	2023-2024	2022-2023
(ii) <b>Commission paid :</b>	<b>875</b>	875
Ms. Mallika Srinivasan	<b>175</b>	175
Mr. Sankar Datta	<b>175</b>	175
Mr. P.B.Sampath	<b>175</b>	117
Mr. R.Vijayaraghavan	<b>175</b>	117
Ms. P. Shobhana Ravi	<b>175</b>	175
Mr. K.V.Sriram	—	58
Mr. Krishna Srinivasan	—	58

**31. Ageing of Capital-work-in-progress :**

Particulars	Amount in CWIP for period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Projects in progress - As at 31.03.2024</b>	<b>6,161</b>	<b>7,626</b>	<b>8,352</b>	—	<b>22,140</b>
Projects in progress - As at 31.03.2023	15,174	5,226	4,752	1,245	26,397

There are no projects in capital work in progress, whose completion is overdue or has exceeded its cost compared to its original plan in the current year or in the previous year.

**32 Financial ratios :**

Sl. No.	Ratio	Numerator and denominator	Ratio as at		% of Change	Reason for change of more than 25%
			As at 31.03.2024	As at 31.03.2023		
1	Current Ratio (Times)	Current Assets / Current Liabilities	<b>7.62</b>	7.10	7	NA
2	Return on Equity Ratio (%)	Profit after tax/ Average shareholders' equity	<b>9.73</b>	7.99	22	NA
3	Inventory turnover Ratio (Times)	Sale of Products/ Average Inventory	<b>13.74</b>	11.19	23	NA
4	Trade Receivables turnover Ratio (Times)	Revenue from Operations/ Average Trade Receivables	<b>9.19</b>	12.25	-25	NA
5	Trade payables turnover Ratio (Times)	Purchases/ Average trade payables	<b>20.37</b>	18.15	12	NA



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**Note 32. Financial Ratios (Contd.)**

Sl. No.	Ratio	Numerator and denominator	Ratio as at		% of Change	Reason for change of more than 25%
			As at 31.03.2024	As at 31.03.2023		
6	Net Capital turnover Ratio (Times)	Revenue from Operations/Net Working Capital	1.93	2.19	-12	NA
7	Net Profit ratio (%)	Profit after tax/ Revenue from Operations	19.11	14.48	32	Due to improvement in price realisation and cost reduction as well as increase in fair value gain from financial assets.
8	Return on Capital employed (%)	Earnings before Interest and Tax / Average capital employed	12.20	9.79	8	NA
9	Return on investment (%)	Income from Investments/ Average invested funds	7.49	4.19	79	Due to increase in fair value of investments in equity instruments and in mutual funds and also increase in interest rates on deposits.

**Note 33. Segment Information**

**33.1** The Whole-time Director and the Vice President of the Company have been identified as the Chief Operating Decision Makers (CODM) as defined by Ind AS 108, Operating Segments. The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators for business as a whole. The Company's main business is growing and manufacturing of tea and letting of Commercial Property. Income from investments and interest income are not allocated to segments as the related activities are carried out by the central treasury function which manages the cash position of the Company.

**33.2(a)** The business operations are restricted in India. The Company operates in domestic and foreign markets. The Company has opted to disclose segment information using quantitative threshold as per Ind AS 108.

Particulars	31st March 2024			31st March 2023		
	Segment I	Segment II	Total	Segment I	Segment II	Total
	Plantation	Commercial Property		Plantation	Commercial Property	
<b>Segment revenue</b>						
External sales	7,81,746	58,407	8,40,153	7,79,767	56,754	8,36,521
Inter-segment sales	—	—	—	—	—	—
<b>Total Revenue</b>	<b>7,81,746</b>	<b>58,407</b>	<b>8,40,153</b>	<b>7,79,767</b>	<b>56,754</b>	<b>8,36,521</b>

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<b>Note 33. Sgment Information (Contd.)</b>						
Particulars	31st March 2024			31st March 2023		
	Segment I	Segment II	Total	Segment I	Segment II	Total
	Plantation	Commercial Property		Plantation	Commercial Property	
<b>Segment results - Profit</b>	<b>1,25,117</b>	<b>38,253</b>	<b>1,63,370</b>	1,07,443	34,043	1,41,486
Unallocated corporate expenses (H O expense)			<b>33,803</b>			33,140
<b>Profit from operations</b>			<b>1,29,566</b>			1,08,346
Investment income			<b>75,167</b>			41,885
Finance cost			<b>991</b>			1,023
Income taxes			<b>43,214</b>			28,055
<b>Net Profit</b>			<b>1,60,529</b>			1,21,153
<b>Segment assets</b>	<b>5,36,627</b>	<b>1,33,464</b>	<b>6,70,091</b>	4,72,068	1,48,265	6,20,333
Unallocated corporate assets			<b>14,99,219</b>			13,60,433
Total assets			<b>21,69,310</b>			19,80,766
<b>Segment liabilities</b>	<b>59,515</b>	<b>26,561</b>	<b>86,076</b>	52,190	27,820	80,010
Unallocated corporate liabilities			<b>40,947</b>			29,646
Total liabilities			<b>1,27,023</b>			1,09,656
<b>33.2(b) Segment Information - Geographical</b>						
Particulars			Year ended 31st March 2024			Year ended 31st March 2023
<b>(i) Revenue</b>						
India			<b>3,93,045</b>			3,93,298
Outside India			<b>4,47,108</b>			4,43,223
<b>Total</b>			<b>8,40,153</b>			8,36,521
<b>(ii) Assets *</b>						
India			<b>20,83,788</b>			19,53,146
Outside India			<b>85,522</b>			27,620
<b>Total</b>			<b>21,69,310</b>			19,80,766
* Trade receivables are disclosed on geographical locations of customers. Other assets are not identifiable separately to any reportable segments as these are used interchangeably between segments and are disclosed under "India".						

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**Note 34. Fair Value Measurements** (All amounts in Rs. thousands unless otherwise stated)

**(a) Financial instrument by category and hierarchy**

Particulars	Hierarchy	Notes	31st March 2024			31st March 2023		
			FVTPL	FVOCI	Amortized cost	FVTPL	FVOCI	Amortized cost
<b>Financial assets</b>								
<b>(i) Financial assets at fair value</b>								
Investments								
Equity instruments - quoted	1	5 a	—	69,102	—	—	56,079	—
Equity instruments - unquoted	3	5 a	—	2,46,061	—	—	2,46,105	250
Mutual funds	2	5 a	10,27,616	—	—	9,69,779	—	—
<b>(ii) Financial assets at amortized cost</b>								
Trade receivables	3	5b	—	—	1,28,768	—	—	54,057
Cash and cash equivalents	3	5c	—	—	48,381	—	—	32,800
Bank balances other than cash and cash equivalents	3	5d	—	—	23,415	—	—	30,066
Other financial assets	3	5e	—	—	73,454	—	—	13,132
<b>Financial liabilities</b>								
<b>Financial liabilities held at amortized cost</b>								
Trade payables	3	10 b	—	—	19,981	—	—	16,681
Other financial liabilities	3	10 a	—	—	32,733	—	—	34,013

**Hierarchy**

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is determined using the closing price as at the reporting period.

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

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

**(b) Valuation processes**

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the board of directors. Discussions of valuation processes and results are held between the board of directors and the finance department biannually which is in accordance with the Company's policy.

**(c) Fair value of financial assets and liabilities measured at amortised cost**

The carrying amounts of trade receivables, trade payables, cash and cash equivalents, other financial assets and 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 hierarchy.

**(d) Valuation techniques**

- (i) Quoted equity instruments are valued using quoted prices.
- (ii) Open ended Mutual funds are valued at NAV/s declared.
- (iii) The fair value of non current financial liabilities is determined using discounted cash flow analysis.

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**Note 35. Financial Risk Management**

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, bank balances other than cash and cash equivalents, investments in equity instruments and trade receivables and investment in Corporate deposits.	Ageing analysis, Credit ratings	Diversification of bank deposits, review of credit ratings, credit limits and letters of credit
Liquidity risk	Trade payables and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines
Market risk - foreign exchange	Export trade receivables	Sensitivity analysis of exchange rates	Forward contracts and monitoring exchange rate movements
Market risk - security prices	Investment in equity instruments	Sensitivity analysis of the share prices	Portfolio Diversification

The Company's risk management is carried out by the treasury team under policies approved by the board of directors. The treasury identifies, evaluates and hedges financial risks in close co-operation with the company's operating units. The board provides written policies for overall risk management, as well as policies covering specific areas, such as foreign exchange risk and credit risk.

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**Note 35. Financial Risk Management (Contd.)**

**(A) Credit Risk**

Credit risk arises from cash and cash equivalents, bank balances other than cash and cash equivalents, financial assets measured at amortised cost and credit exposures to customers including outstanding receivables, advances given to vendors.

**(i) Credit risk management**

Credit risk on cash and cash equivalents is limited as the Company invests in deposits with Nationalised / Scheduled Commercial banks and Corporate deposits with AAA credit rating. Investments in equity are made only in AAA rated instruments. The Board of Directors periodically reviews the investment portfolio of the Company.

Credit risk with respect to domestic and export trade receivables is managed by the Company through setting up credit limits for customers and also periodically reviewing their credit worthiness.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information.

Based on the assessment made by the Company, credit risk increases significantly since the initial recognition if the financial assets are realised after three months from the due date.

A default on a financial asset occurs when the counterparty fails to make contractual payments within six months from the due date. This definition of default is determined by considering the business environment in which the entity operates and other macro-economic factors.

**(ii) Provision for expected credit losses**

The Company provides for loss allowance based on 12 month expected credit loss except for trade receivables. Trade receivables consist of large number of customers spread across diverse geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivables. The Company has adopted a policy of only dealing with credit worthy counterparties, where appropriate, as a means of mitigating the risk of financial loss from default.

In determining the allowances or credit losses of trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance of trade receivables taking into account historical credit loss experience and is adjusted for forward looking information.

**Year ended March 31, 2024:**

**(a) Expected credit loss for trade receivables under simplified approach:**

Ageing	Less than twelve months	More than twelve months	Total
Gross carrying amount	1,28,768	—	1,28,768
Loss allowance rate	0%	0%	0%
Expected credit losses (Loss allowance provision)	—	—	—
<b>Carrying amount of trade receivables</b>	<b>1,28,768</b>	<b>—</b>	<b>1,28,768</b>

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**Note 35. Financial Risk Management (Contd.)**

**(A) Credit Risk (Contd.)**

- (b) Expected credit loss for other financial assets

The other financial assets amounting to Rs.73,454/- are classified as standard assets and hence no provision for expected credit loss has been made.

Year ended March 31, 2023:

- (a) Expected credit loss for trade receivables under simplified approach

Ageing	Less than twelve months	More than twelve months	Total
Gross carrying amount	54,057	—	54,057
Loss allowance rate	0%	0%	0%
Expected credit losses (Loss allowance provision)	—	—	—
Carrying amount of trade receivables	54,057	—	54,057

- (b) Expected credit loss for other financial assets

The other financial assets amounting to Rs.13,132/- are classified as standard assets and hence no provision for expected credit loss has been made.

**(iii) Reconciliation of loss allowance provision - Trade receivables, loans and other financial assets**

There is no loss allowance provision created for trade receivables, loans and other financial assets.

During the years ended March 31, 2024 and March 31, 2023 the Company has not made any write offs of trade receivables.

**B. Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash equivalents, liquid mutual funds and the availability of funding through an adequate amount of internal financing by way of daily cash flow projection to meet obligations. Due to the dynamic nature of the underlying businesses, company treasury maintains flexibility in funding by maintaining availability of funds. Management monitors daily forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

**(i) Financing arrangements**

The Company does not have any borrowing facility at the end of the reporting period.

**(ii) Maturities of financial liabilities**

The tables below analyse the financial liabilities into relevant maturity groupings based on their contractual maturities. The Company has only non-derivative financial liabilities.

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

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**Note 35. Financial Risk Management (Contd.)**

**Contractual maturities of financial liabilities:**

	Less than 6 months	6 months to 1 year	More than 1 year
<b>March 31, 2024</b>			
<b>Non-derivatives</b>			
Trade payables	<b>19,981</b>	—	—
Other financial liabilities	<b>11,583</b>	—	<b>25,056</b>
<b>Total non-derivative liabilities</b>	<b>31,564</b>	—	<b>25,056</b>
	Less than 6 months	6 months to 1 year	More than 1 year
March 31, 2023			
<b>Non-derivatives</b>			
Trade payables	16,681	—	—
Other financial liabilities	13,854	—	26,587
<b>Total non-derivative liabilities</b>	<b>30,535</b>	—	<b>26,587</b>

**(C) Market risk**

**(i) Foreign currency exposure**

The Company is exposed to foreign exchange risk arising from foreign currency transactions with respect to USD, EURO and GBP on account of sale of tea. Foreign exchange risk arises from recognised assets denominated in a currency that is not the Company's functional currency (Rs). The risk is measured through a forecast of foreign currency cash flows that would arise due to the underlying assets held. The objective of the hedges is to minimise the volatility of the INR cash flows arising on account of the underlying assets.

The Company has not taken options, futures or any other derivative instruments other than foreign exchange forward contracts to manage the foreign currency risk. The strategy followed by the Company is tracking the foreign currency exchange rates.

The Company's exposure to foreign currency risk at the end of the reporting period expressed is as follows:

Particulars	March 31, 2024	March 31, 2023
<b>Trade Receivables</b>		
USD {9,31,520(March 31,2023: 3,35,945)}	<b>77,644</b>	27,620
EURO {87321(March 31,2023: Nil)}	<b>7,878</b>	—
<b>Total</b>	<b>85,522</b>	27,620

"The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments:

The following table details Company's sensitivity to a 10% increase and decrease in the exchange rate. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their

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**Note 35. Financial Risk Management (Contd.)**

transition at the period end for 10% change in foreign currency rates. A positive number below indicates an increase in profit or equity where the INR weakens 10% against the relevant currency. For a 10% strengthening of the INR against the relevant currency, there would be a comparable impact on the profit or equity, and the balance would be negative.

	Impact on Profit after tax	
	March 31, 2024	March 31, 2023
USD	7,764	2,762
EURO	788	—

**(ii) Price risk**

- (a) **Exposure:** The Company has invested in equity instruments and the exposure is equity securities price risk from investments held by the Company and classified in the balance sheet as FVOCI.
- (b) **Sensitivity:** An increase in the price risk by 100 basis points would increase the impact in the other comprehensive income by Rs.691/- as on March 31, 2024 and Rs.561/- as on March 31, 2023. A corresponding reduction in the other comprehensive income would be noted upon decreasing the market index levels.

**Note 36. Capital Management**

**(a) Risk management**

The Company has equity share capital and other reserves attributable to the equity shareholders, as the only source of capital and the Company does not have any interest bearing borrowings/debts.

The Company is cash surplus and has no capital other than Equity. The Company is not exposed to any regulatory imposed capital requirements. The cash surpluses are currently invested in income generating equity instruments and through mutual funds, in bank deposits and corporate deposits depending on economic conditions in line with the guidelines set out by the Management. Safety of capital is of prime importance to ensure availability of capital for operations. Investment objective is to provide safety and adequate return on the surplus funds.

The Company does not have any borrowings and does not borrow funds unless circumstances require.

Particulars	March 31, 2024	March 31, 2023
<b>Equity</b>	<b>20,42,287</b>	18,71,110
Less : Tangible and other assets (net)	<b>4,55,328</b>	4,20,751
Working capital	<b>1,63,951</b>	1,51,506
<b>Investment in equity instruments, mutual funds, bank and other deposits</b>	<b>14,23,008</b>	12,98,853



**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**  
**Notes to the Financial Statements as at and for the year ended 31st March 2024**

(All amounts in Rs. thousands unless otherwise stated)

**Note 36. Capital Management (Contd.)**

**(b) Dividends**

Particulars	March 31, 2024	March 31, 2023
(i) Dividends recognised on equity shares		
Final dividend for the year ended 31st March 2023 of Rs.1.70 (31st March 2022-Rs.2.70[including a centenary year dividend of Re.1/- per share]) per fully paid up share.	<b>8,494</b>	13,491
Interim dividend for the year ended 31st March 2024 of Re.1/- (31st March 2023 - Re. 1/-) per fully paid up share.	<b>4,997</b>	4,997
(ii) Dividends not recognised at the end of the reporting period :		
In addition to the above dividends, since year end the Directors have recommended a final dividend of Rs.1.70 per fully paid up equity share. (31st March 2023 - Rs.1.70). This proposed final dividend is subject to approval of the shareholders in the ensuing Annual General meeting. The proposed dividend when approved by the shareholders will be met out of surplus in the retained earnings in the Balance Sheet.	<b>8,494</b>	8,494

**Note 37. Events occurring after the reporting period**

**(a) Final dividend**

Refer note 36 above for the final dividend recommended by the Directors, which is subject to approval of the shareholders in the ensuing Annual General meeting.

**(b) Transfer of profits to general reserve**

The transfer of profits to general reserve recommended by the Directors after the end of reporting period, which have not been recognised at the end of the reporting period

Particulars	31st March 2024	31st March 2023
Transfer of profits to general reserve not recognised as at the end of the reporting period	<b>1,20,000</b>	1,00,000

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

As per our Report of even date attached  
For K.S. Aiyar & Co.  
Chartered Accountants  
Firm Registration No.100186W  
S. KALYANARAMAN  
Partner  
Membership No.200565  
Place : Coimbatore  
Date : 27.05.2024

MALLIKA SRINIVASAN  
(DIN : 00037022)  
*Chairman*

For and on behalf of the Board of Directors  
SANKAR DATTA  
(DIN : 00025380)  
*Director*

R. RAJKUMAR  
(DIN : 10044122)  
*Director*

S.RAGHURAMAN  
*Chief Financial Officer*

R.V.SRIDHARAN  
*Company Secretary*

Place : Chennai  
Date : 27.05.2024

