



Annual Report 2024-2025



Forward-looking Statement

In this annual report, we have disclosed forward looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make, contain forward-looking statements that set out anticipated results based on the management’s plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as ‘anticipates’, ‘estimates’, ‘expects’, ‘projects’, ‘intends’, ‘plans’, ‘believes’ and words of similar substance in connection with any discussion on future performance. We cannot guarantee that these forward-looking statements will be

realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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CORPORATE INFORMATION

Board of Directors

Mr. C. K. Dhanuka
Chairman & Managing Director
Mrs. B. Dhanuka
Vice Chairman & Managing Director
Mr. Mayank Beriwal (w.e.f. 12/02/25)
Mr. R.K. Sharma
Mr. V. Goenka
Prof. A. K. Dutta
Mrs. A. Jhunjhunwala
Mr. S. Rampuria

Advisor to the Board

Mr. Mrigank Dhanuka (w.e.f. 12/02/25)

Financial Advisor

Mr. Vikash Jain

Chief Executive Officer

Mr. Pravir Murari (w.e.f. 01/04/25)
Mr. P. C. Dhandhan (till 31/03/25)

Chief Financial officer

Mr. Pankaj Prabhat

Company Secretary & Compliance Officer

Mr. R. Mahadevan

Statutory Auditor

M/s S. R. Batlibol & Co. LLP
Chartered Accountants

Cost Auditor

M/s Mani & Co.
Cost Accountants

Secretarial Auditor

M/s. M. Shah Nawaz & Associates
Practising Company Secretaries

Bankers

State Bank of India
Bank of Baroda
Punjab National Bank
ICICI Bank
HDFC Bank
Kotak Mahindra Bank

Registered Office

Dhunseri Tea & Industries Limited
CIN : L15500WB1997PLC085661
“Dhunseri House”,
4A, Woodburn Park, Kolkata-700020
Phone : 91-33-2280-1950 (5 Lines)
Fax : 91-33-2287 8350/9274
E-mail : mail@dhunseritea.com
Website: www.dhunseritea.com

Tea Estates/Factories

Bahipookri Tea Estate

P.O. Mazbat, Udalguri, Assam 784507

Bettybari Tea Estate

P.O. Mazbat, Udalguri, Assam 784507

Dhunseri Tea Estate

P.O. Mazbat, Udalguri, Assam 784507

Hatijan Tea Estate

P.O. Hoogrijan, Dibrugarh, Assam 786601

Orang Tea Estate

P.O. Mazbat, Udalguri, Assam 784507

Balijan (North) Tea Estate

P.O. Chabua, Dibrugarh, Assam 786184

Hapjan Tea Estate

P.O. Makum, Doom Dooma, Tinsukia,
Assam 786170

Budlabeta Tea Estate

P.O. Doom Dooma, Tinsukia,
Assam 786181

Deohall Tea Estate

P.O. Hoogrijan, Tinsukia, Assam 786601

Duamara Tea Estate

P.O. Margherita, Doom Dooma, Tinsukia,
Assam 786181

Tara Tea Estate

P.O. Hoogrijan, Tinsukia, Assam 786151

Subsidiary Companies

Dhunseri Petrochem & Tea Pte Ltd.

#27-00 Republic Plaza,
Singapore 048619

Kawalazi Estate Co. Ltd.

Thunga Estate Makandi, Thyolo Road, Malawi

Makandi Tea & Coffee Estates Ltd.

Thunga Estate Makandi, Thyolo Road, Malawi

A.M. Henderson & Sons Ltd.

Chiwale Estate, Sharpe Road,
Thunga, Thyolo, P.O. Box 5247, Limbe

Chiwale Estate Management Services Ltd.

Thunga Estate Makandi, Thyolo Road, Malawi

Dhunseri Mauritius Pte Ltd.

IFC Court, Bank Street, Twenty Eight
Cybercity, Ebene 72201, Mauritius

Ntimabi Estate Limited

Thunga, Thyolo Road, P.O. Box 5598, Limbe

Registrars and

Share Transfer Agents

Maheshwari Datamatics Pvt. Limited

CIN : U20221WB1982PTC034886
23, R N Mukherjee Road, 5th Floor,
Kolkata 700 001
Phone : 91-33-2243-5029
91-33-2248-2248
Fax : 91-33-2248 4787
Email : mdpldc@yahoo.com

Chairman's Statement



Dear Shareholders,

I welcome you all to this 28th Annual General Meeting.

I am pleased to inform you that steps initiated during the previous year have resulted in upgrading the quality of tea and as a consequence thereof the realisations have also improved.

I am also pleased to inform you that our operations of upgrading the Company's estates are in motion which would contribute to the improvement in yields as well as the quality of tea manufactured. All these factors would lead to achieving better results for the Company.

We are back in the list as a dividend paying

Company after a pause during the previous year.

Our offshore expansion programme is continuing and efforts to increase the production capacity of Macadamia, is now showing results. We expect to achieve the distinction of being one of the largest private producers of Macadamia globally.

I wish you all the very best and also thank you once again for your continued support and cooperation.

Kolkata
May 22, 2025

C.K.DHANUKA
CHAIRMAN

DIRECTORS' REPORT

We have pleasure in presenting the 28th Annual Report together with the Financial Statements of the Company for the year ended 31st March, 2025.

1. Financial Statements:

(Rs. In Lakhs)

Particulars	Standalone		Consolidated	
	Accounting year ended		Accounting year ended	
	31.03.2025	31.03.2024	31.03.2025	31.03.2024
Revenue from Operations	32,702.53	29,701.79	45,637.84	39,542.15
Other Income	440.28	963.56	581.49	1,032.13
Total income	33,142.81	30,665.35	46,219.33	40,574.28
Total expenses	35,768.46	38,370.30	51,887.07	58,288.34
Profit / (Loss) before exceptional items and tax	(2,625.65)	(7,704.95)	(5,667.74)	(17,714.06)
Exceptional items	2,728.82	1,101.93	2,728.82	1,101.93
Profit / (Loss) before tax	103.17	(6,603.02)	(2,938.92)	(16,612.13)
Tax expense	(129.31)	(529.79)	(934.28)	(2,502.26)
Profit / (Loss) for the year	232.48	(6,073.23)	(2,004.64)	(14,109.87)
Other comprehensive income / (loss) for the year (net of tax)	4.34	1,057.66	(30.73)	(3,084.53)
Total comprehensive income / (loss) for the year	236.82	(5,015.57)	(2,035.37)	(17,194.40)
Earnings per share (of Rs 10/- each) Basic and Diluted (Rs)	2.21	(57.80)	(19.08)	(134.29)

2. Dividend:

The Board has recommended a dividend of Re. 1.00 per equity share of Rs. 10/- each i.e. 10% for the financial year ended 31st March, 2025 subject to approval of the members at the ensuing 28th Annual General Meeting ("AGM"). The dividend on equity shares, if approved by the members would involve a cash outflow of about Rs. 105.07 lakhs subject to deduction of tax at source as per the provisions of the Income Tax Act.

3. Transfer to reserves:

During 2024-25 no amount was transferred to General Reserves.

4. Operations:

In respect of the Indian operations the total tea manufacturing during 2024-25 was 11.73 mn kg in comparison to 13.09 mn kg in the previous year. The total sales were 12.41 mn kg in comparison to 13.72 mn kg in the previous year. The average realization per kg of Tea was higher in comparison to the previous year.

In respect of the off shore operations the total tea manufacturing during the year was 9.16 mn kg in comparison to 7.35 mn kg in the previous year. The total sales were 7.80 mn kg in comparison to 7.01 mn kg in the previous year. The average realization per kg of Tea was lower in comparison to the previous year.

The production of macadamia was 0.25 mn kg in comparison to 0.32 Mn kg in the previous year and sales were 0.32 mn kg in comparison to 0.25 mn kg in the previous year. The average realization per kg of macadamia was lower in comparison to the previous year.

5. Naga Dhunseri Group Limited (NDGL) was earlier holding 9,23,626 shares (8.79%) in your Company. On

March 10, 2025 it had further acquired 48,09,595 shares (45.77%) of your company from Dhunseri Investments Limited. NDGL present holding is 57,33,221 shares (54.56%) Thus, your Company is now a Subsidiary of NDGL.

6. Subsidiary Companies:

The Company's wholly owned subsidiaries outside India as on March 31, 2025 are as under:

- Dhunseri Petrochem & Tea Pte Ltd (DPTPL)
- Makandi Tea & Coffee Estates Ltd (MTCEL)
- Kawalazi Estate Company Ltd (KECL)
- A.M. Henderson & Sons Ltd. (AMHSL)
- Chiwale Estate Management Services Ltd (CEMSL)
- Dhunseri Mauritius Pte Ltd (DMPL)
- Ntimabi Estate Ltd (NEL)

The entire share capital of the aforesaid subsidiaries i.e., AMHSL, CEMSL & NEL is held by MTCEL and that of MTCEL, KECL and DMPL is held by DPTPL and the entire share capital of DPTPL (Wholly Owned Subsidiary) is held by your Company.

There are no material changes in the nature of the business of the subsidiaries.

There are no Associate Companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

Pursuant to provisions of Section 129(3) of the Act, a Statement in **Form AOC-1** containing the salient features of the Company's subsidiaries is attached to the financial statements of the Company.

The financial statements, the consolidated financial statements and the audited accounts of the subsidiaries, are available on the Company's website www.dhunseritea.com

DIRECTORS' REPORT (Contd.)

7. Tea Estates:

The Company presently owns Eleven (11) Tea Estates along with their respective Tea Estate Factories all located in the State of Assam.

In continuation of the program of rationalization of operations and improving profitability, Dilli Tea Estate was disposed off during 2024-25.

As the Tea Packaging Operations has been discontinued, the Jaipur Tea Packaging Factory was closed during the year.

8. Listing:

The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited.

9. Directors' Responsibility Statement:

Pursuant to Section 134(5) of the Act the Board of Directors confirm:

- (i) that in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- (ii) that they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (iii) that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that they have prepared the annual accounts on a 'going concern' basis;
- (v) that they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- (vi) that they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the work performed by the internal auditor, statutory auditor and secretarial auditor and the reviews thereof undertaken from time to time by the management and the audit committee including the remedial actions, if any, initiated by the Company during the year under review, the board opines that the Company's internal financial controls are adequate and effective.

10. Directors & Key Managerial Personnel:

The appointment of Mrs Aaradhana Jhunjhunwala (DIN: 00550481) as an Independent Director of the Company for a second term of five (5) consecutive years w.e.f. November 14, 2024 was approved by the shareholders at the 27th AGM held on August 21, 2024.

The appointment of Mr. Siddhartha Rampuria (DIN: 00755458) as an Independent Director of the Company for a term of five (5) consecutive years w.e.f. May 27, 2024 was approved by the shareholders at the 27th AGM held on August 21, 2024.

The Board at its meeting held on April 21, 2025, changed the designation of Ms. Bharati Dhanuka (DIN: 02397650), from Vice Chairman (Non-Executive Director) to Whole Time Director (designated as "Executive Vice Chairman") for a period of 2 (two) years with effect from April 1, 2025 till March 31, 2027. The Board at its meeting held on May 22, 2025, further re-designated her from Whole Time Director (designated as "Executive Vice Chairman") to Managing Director (designated as "Vice Chairman") with effect from May 22, 2025 till March 31, 2027, subject to shareholders approval, liable to retire by rotation.

Mr. Mayank Beriwal (DIN: 06684029) was appointed as an Additional Director at the Board Meeting held on February 12, 2025 (in the category of Executive Director) of the Company and subsequently his appointment as Whole Time Director designated as Executive Director for a period of two years w.e.f. February 12, 2025 was approved by the Members through Postal Ballot on April 10, 2025.

Mr. Mrigank Dhanuka resigned from the Directorship of the Company on February 12, 2025 and consequently ceased to be Non-Executive Vice Chairman of the Company. He has since been appointed as an Advisor to the Board.

Mr. Bharat Bajoria (DIN: 00109241), on completion of his second term as an Independent Director of the Company ceased to be a Director of the Company w.e.f. the close of the business hour on September 7, 2024.

The provisions of sub-section (6) and (7) of Section 152 of the Act in respect of retirement of directors by rotation is not applicable to independent directors [Section 149 (13)].

The declaration pursuant to the provisions of Section 149 of the Act have been received from all the Independent Directors confirming that they meet the criteria of independence pursuant to Section 149(6) of the Act and Rules framed thereunder.

In the opinion of the Board, there has been no changes in the circumstances likely to affect the status of the independent directors of the Company and the Board is satisfied of their integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder). The Independent Directors also hold valid registration with the Data bank maintained by the Indian Institute of Corporate Affairs pursuant to Section 150 of the Act read with Rule 6(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Rajiv Kumar Sharma (DIN: 05197101), Non-Executive Non-Independent Director retires by rotation at the ensuing 28th AGM and being eligible offers himself for re-appointment.

Mr. Prakash Chandra Dhandhanian ceased to be Chief Executive Officer of the Company w.e.f. the close of the business hour on March 31, 2025 and in his place Mr. Pravir Murari was

DIRECTORS' REPORT (Contd.)

appointed as Chief Executive Officer of the Company w.e.f., April 1, 2025.

11. Number of Meetings of the Board:

The Board met five times during the financial year 2024-25. The details have been provided in the Corporate Governance Report in terms of SEBI (LODR) Regulations which is annexed to this Report.

12. Board evaluation:

The Annual Performance Evaluation of the Board as a whole, the Committees and of the Individual Directors was undertaken during the year on the basis of the criteria with regard to their composition, structure, functioning, effectiveness of the Board Meetings, the contribution and preparedness of the directors to their respective committees of which they are Members and to the Board.

The Annual Performance Evaluation in respect of the Directors (Non- Executive/ Non-Independent), the Chairman of the Board and various other Committees including the Board as a whole was also undertaken during the year.

13. Policy on directors' appointment and remuneration and other details:

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act are disclosed in the Corporate Governance Report.

14. Corporate Governance Report:

The Corporate Governance Report along with the auditors' certificate forms part of this report.

15. Management Discussion & Analysis Report:

The Management Discussion & Analysis Report is set out in **Annexure I** of this Report.

16. Internal financial control systems and their adequacy:

The details regarding internal financial control and their adequacy is included in the Management Discussion & Analysis Report (Annexure I) forms part of this report.

17. Audit Committee:

The composition of Company's Audit Committee is included in the Corporate Governance Report.

18. Auditors:

Statutory Auditors:

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s. S.R.Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/E300005) were appointed as Statutory Auditors of the Company at the 27th AGM held on August 21, 2024 for second term of five years to hold office from the conclusion of 27th AGM till the conclusion of 32nd AGM to be held in year 2029.

The Statutory Auditor's report for FY 2024-25 forms part of this Annual Report.

The said report does not contain any qualification, reservation, adverse remark or disclaimer. During the year under review, the Auditors did not have any matter to report under Section 143(12) of the Act and hence no details thereof is required to be disclosed under Section 134(3)(ca) of the Act.

Cost Auditors:

Pursuant to Section 148 of the Act read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Board of Directors of the Company appointed M/s. Mani & Co, Cost Accountants, (Firm Registration No. 000004) as the Cost Auditors of the Company for the year 2025-26; to conduct the cost audit for the financial year ending 31st March, 2026 at a remuneration as mentioned in the Explanatory Statement and Notice of the 28th AGM of the Company.

The Company also maintains cost records pursuant to Section 148(1) of the Act.

Secretarial Auditors:

The Board at its meeting held on May 22, 2025, appointed M/s. M.Shahnawaz & Associates, (Firm Registration No. S2015WB331500), Practicing Company Secretaries, as the Secretarial Auditor for a period of five (5) years (FY 2025-26 to 2029-2030) to hold office from the conclusion of 28th AGM till the conclusion of 33rd AGM to be held in the year 2030, subject to shareholders approval at the ensuing 28th AGM.

The Secretarial Auditor's Report in Form MR-3 for 2024-25 forms part of this Report. The said report does not contain any qualifications, reservations, adverse remark or disclaimer.

19. Risk management:

Although Risk Management Committee is not mandatory for the Company, the management constantly monitors all risks and functions and systematically addresses them through mitigating actions on a continuous basis. In addition, the Audit Committee has oversight in the areas of financial risks and controls.

The development and implementation of risk management policy is covered in the Management Discussion and Analysis Report, which forms part of this Report.

20. Particulars of loans, guarantees and investments:

The particulars of loans, guarantees and investments are disclosed in the financial statements.

21. Transactions with Related Parties:

All contracts / arrangements / transactions entered into by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The Company did not enter into any contract / arrangement / transaction with related parties during the year under review which are considered material in accordance with the Company's policy on materiality of related party transactions.

DIRECTORS' REPORT (Contd.)

Your Directors draw the attention of the members to Note No. 41 to the financial statement which sets out related party disclosures.

22. Corporate Social Responsibility:

A brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company during 2024-25 are set out in **Annexure II** forms part of this report. The CSR policy is available on the Company's website : www.dhunseritea.com.

No CSR contribution was necessary for 2024-25.

23. Annual Return:

The Annual Return(s) of the Company are available in the Company's website (<https://dhunseritea.com/investor/gm/annual-return/>)

24. Particulars of employees:

Pursuant to Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the relevant information is given below:

a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Directors		Remuneration for the Year ended 31.03.2025 (Rs.)	Ratio to median remuneration
Non-Executive Directors			
1.	Mr. M.Dhanuka (till 12.02.2025)	40,000	*
2.	Mrs. B.Dhanuka	2,71,070	2.53:1
3.	Mr. R.K.Sharma	50,000	0.47:1
4.	Mr. B. Bajoria (till 07.09.2024)	20,000	*
5.	Mr. V.Goenka	85,000	0.79:1
6.	Prof. A.K.Dutta	75,000	0.70:1
7.	Mrs. A.Jhunjhunwala	70,000	0.65:1
8.	Mr. S.Rampuria	70,000	*
Executive Director			
1.	Mr. C.K.Dhanuka	37,49,511	34.96:1
2.	Mr. M.Beriwala (w.e.f. 12.02.2025)	7,75,048	*

* This information is for part of the year, hence not comparable.

The median remuneration of employees for financial year 2024-25 is Rs. 1.07 lacs.

b. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary for the financial year:

Sl	Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
1.	Mr. C. K. Dhanuka, Managing Director	7.69%
2.	Mr. Mrigank Dhanuka, Vice Chairman (till 12.02.2025)	*
3.	Mrs. Bharati Dhanuka, Executive Vice Chairman	*
4.	Mr. Mayank Beriwal, Executive Director (from 12.02.2025)	*
5.	Mr. Bharat Bajoria, Director (till 07.09.2024)	*
6.	Mr. Rajiv Kumar Sharma, Director	No Change
7.	Mr. Vivek Goenka, Director	No Change
8.	Prof. Ashoke Kumar Dutta, Director	No Change
9.	Mrs. Aaradhana Jhunjhunwala, Director	No Change
10.	Mr. Siddhartha Rampuria, Director	No Change
11.	Mr. P.C.Dhandhan, Chief Executive Officer	No Change
12.	Mr. Pankaj Prabhat, Chief Financial Officer	No Change
13.	Mr. R.Mahadevan, Company Secretary	No Change

* This information is for part of the year, hence not comparable.

c. The percentage increase in the median remuneration of employees during 2024-25 is 3.62%.

d. The number of permanent employees as on 31.03.2025 on the rolls of Company is 12412.

DIRECTORS' REPORT (Contd.)

- e. Average percentile decrease in the salaries of employees other than the managerial personnel during 2024-25 was 1.46% and in the case of managerial remuneration the increase was 16.97%. The remuneration payable to Executive Director has variable component which is dependent on the profit of the Company whereas the remuneration of other employees has fixed pay and depends on their individual performance.
- f. The Company affirms remuneration is as per the remuneration policy of the Company.
- g. The statement containing particulars of employees pursuant to Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the Members excluding the said report. In terms of Section 136 of the Act, the said report is open for inspection and any member interested in obtaining a copy of the same may write to the Company at mail@dhunseritea.com.

25. Disclosure requirements:

- i) The code of conduct for the Board of Directors and the senior management of the Company is available on the Company's website (<https://dhunseritea.com/investor/ccp/code-of-conduct/>)
- ii) Details of the familiarization programme of the independent directors is available on the Company's website (<https://dhunseritea.com/wp-content/uploads/2025/04/Familiariation-Program-for-Independent-Directors.pdf>).
- iii) Policy for determining material subsidiaries of the Company is available on the Company's website (<https://dhunseritea.com/wp-content/uploads/2025/02/Policy-for-determining-Material-Subsidiary.pdf>).
- iv) Policy on dealing with related party transactions is available on the Company's website (<https://dhunseritea.com/wp-content/uploads/2025/02/Related-party-transaction-policy.pdf>).
- v) The Company has a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of Section 177(9) of the Act and SEBI (LODR) Regulations and the said policy is available on the Company's website (<https://dhunseritea.com/wp-content/uploads/2015/03/vigil-mechanism.pdf>).

26. Deposits from public:

The Company has not accepted any deposits from the public and as such, no amount on account of principal or interest on deposits from the public was outstanding as on the date of the balance sheet.

27. State of Company's affairs:

The present state of the Company's affairs is progressive viz-a-viz the industry and steps are being initiated to tide over the present difficult phase of the Company which is expected to overcome in near future. There is no change in the nature of business of the Company and no significant or material orders were passed by any regulator or court or tribunal impacting the going concern status of the Company's future operations.

28. Reporting of frauds by Auditors:

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor had to report to the Audit committee, u/s 143(12) of the Act any instance of fraud committed against the Company by its officers or employees.

29. Secretarial Standards:

The Company complies with all applicable secretarial standards.

30. Material changes and commitments, if any, affecting the financial position of the Company:

No material changes and/or commitments of the Company have occurred between the end of the financial year and the date of this report.

31. The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo is set out in **Annexure III** forms part of this report.

32. Neither any application was made nor any proceedings were initiated against the Company and / or is pending against it during 2024-25 under Insolvency & Bankruptcy Code, 2016.

33. No valuation with regard to One Time Settlement with Banks / Financial Institutions was required to be carried out during 2024-25.

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

The Company set up the Internal Complaints Committee (ICC) pursuant to The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and duly complied with the provisions relating thereto. There were neither any outstanding complaints in the beginning / end of the year nor any complaints were received and /or disposed off during 2024-25. The Committee met once during the year.

35. Green Initiatives:

As part of our green initiative, the soft copies of this Annual Report including the Notice of the 28th AGM is being sent to all the members whose email addresses are registered with the Company / Depository Participant(s) in accordance with MCA and SEBI circulars.

The Company is providing e-voting facility to all its members to cast their votes electronically on all resolutions set forth in

DIRECTORS' REPORT (*Contd.*)

the Notice of the 28th AGM dated May 22, 2025. The instructions for e-voting are mentioned in the notes annexed to the Notice of the 28th AGM.

36. Acknowledgement:

Your Directors sincerely thanks the shareholders for their continued cooperation and support; the Banks/ Institutions and various other Authorities for their continued assistance and cooperation and the shareholders / employees of the Company for their unending support during 2024-25.

**Kolkata,
May 22, 2025**

**For and on behalf of the Board of Directors of
Dhunseri Tea & Industries Limited**

**C.K.DHANUKA
Chairman**

ANNEXURE-I

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Development

The Company's main business is manufacture and sale of Tea. Tea is a seasonal industry. The manufacturing process starts around mid March and continues till mid December. The crop depends to a large extent on weather conditions. The plantation area being constant the yield depends on irrigation facilities, better soil management techniques, weather etc. Necessary steps are initiated by the Company for improving the yield and quality of crop in its gardens. The Company lays stress on improving the quality. Use of vermi compost in the plantation areas is being executed for sustaining the quality of soil as well as for improving the yield. The Company adopts good cultivation practices to maintain the yield and has embarked on production of quality teas. We have initiated Integrated Pest and Nutrient Management practices on the estates as part of our improvement drive.

Opportunities and Threats

The Company's major income is from sale of tea. The tea manufactured by the Company is sold through auctions as well as private sales.

The production cost of tea, comprises of various inputs which are statutorily required to be met by the Company including those under the Plantation Labour Act, Minimum Wages Act etc and levies imposed by the Central and State authorities under various other laws.

We have introduced Battery operated machines on Estates to mitigate shortage of workers in plucking.

Solar Power Plants in the remaining Tea Estates of the Company in South Bank were set up in 2024-25 and have been commissioned in May'25.

Segment wise performance

The Company's main business activity is manufacture of Tea which is sold through auction centres at Kolkata and Guwahati and also through bulk / private sales. These are covered under the section 'Financial Results' and 'Operations' respectively under Directors' Report.

Industry Outlook

Tea is a common man's drink and is consumed widely throughout the country. The total production of tea is almost sufficient to meet the domestic internal demands. The weather is of prime importance for the industry and due to the vagaries of the weather the production often fluctuates. The outlook for the tea industry is positive due to increasing domestic demand.

However due to increasing cost of production the margins are under pressure and with the unfair competition from the un-organised sector, the Industry is undergoing through a difficult phase. The Industry expects effective incentives from the Authorities.

Risk and Concern

The Management has to constantly monitor the risks and concerns associated with the industry by ensuring adequate irrigation facilities to the Plantation areas, soil enrichment, protection of plantation against attacks by pests and coverage

against other issues involving excessive rains/ drought/ hail storm etc and the changing market conditions and trends. Further increased supply in the global market and slowdown of the economic growth may also adversely affect the Company's business prospects.

Internal Control System & their adequacy

The Company's internal control system are commensurate with its size and ensures operational efficiency, accuracy in financial reporting and compliance of applicable laws and regulations. The systems are reviewed from time to time.

Disclosures on financial performance with respect to operational performance

The disclosures under financial performance with respect to operational performance are covered by the respective sections of the "Directors' Report i.e., 'Financial Results' and 'Operations'.

In continuation of the program of rationalization of operations and improving profitability the Company's unit viz., Dilli Tea Estate was disposed off during 2024-2025.

Material developments in Human Resources / Industrial Relations front including number of people employed

The Tea industry is labour intensive and provides employment to a very large segment of the local population. The company presently has Eleven tea estates along with their respective Tea Estate Factories all located in the State of Assam with a total plantation area of about 6861.12 hectares. As on March 31, 2025 the Company provided employment to about 12,412 employees including workers, staff and sub-staffs.

Significant changes in key financial ratios and return on Net Worth

Operating Profit Margin, Net Profit Margin, Return on Net Worth, Interest Coverage Ratio, Debt Service Coverage Ratio, Return on Equity Ratio, Net Profit Ratio and Return on Capital Employed, Return on Capital Employed and Net Profit ratio has improved due to increase in profit.

Inventory Turnover Ratio was favourable due to reduction in inventory level.

Turnover Ratio was favourable due to timely realisation of Debtors.

Net Capital Turnover Ratio has increased due to increase in Turnover.

Return on Investment has declined due to fall in fair value of Unquoted Investments.

Cautionary Statement

Statements in this management discussion and analysis describing the Company's objectives, projections, estimates and expectations may be forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied. Important developments that could affect the Company's operations include a downtrend in the industry- global or domestic or both, significant changes in political and economic environment in India, applicable statutes, litigations etc.

Annexure-II

ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company:

The Company carries out various CSR activities through its implementing agency i.e., Dhanuka Dhunseri Foundation (DDF) or through any other implementing agency as the Board decides.

The Company's CSR policy is directed inter-alia towards promoting Education, Healthcare, Women's hostel facilities and Sports.

The CSR policy and project is available at the Company's website: <https://dhunseritea.com/csr/>

2. Composition of CSR Committee:

Sl. No.	Name of Committee Member / Director(s)	Designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mrs. A. Jhunjhunwala (Independent Director)	Chairperson of the Committee	Refer note below (*)	
2	Mr. C.K. Dhanuka, (Chairman, Managing Director)	Member		
3	Mr. V. Goenka, (Independent Director)	Member		

*Where the CSR amount to be spent does not exceed fifty lakh rupees, the constitution of the CSR Committee is not required and the CSR function of such a Company shall be discharged by its Board of Directors pursuant to Companies (Amendment) Act, 2020 dated September 28, 2020.

The average profits for the last three financial years being negative, no CSR contribution was required to be made for FY 2024-25.

The Constitution of CSR Committee is also available at the Company's website www.dhunseritea.com

3. 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.

4. (a) Average net profit of the company as per section 135(5)-

(b) Two percent of average net profit of the company as per section 135(5)- #

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years- NIL

(d) Amount required to be set off for the financial year, if any- NIL

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]- NIL

The average net profit of the last three financial years being negative, no CSR contribution was required to be made for FY 2024-25.

5. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)- NIL

(b) Amount spent in Administrative Overheads: NIL

(c) Amount spent on Impact Assessment, if applicable: Not Applicable

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: NIL

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

Total Amount Spent for the Financial Year (in 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
NIL / NOT APPLICABLE					

ANNUAL REPORT ON CSR ACTIVITIES (Contd.)

(f) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	-
(ii)	Total amount spent for the Financial Year 2024-25	Not applicable
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

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

(1)	(2)	(3)	(4)	(5)	(6)		(7)	(8)
Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount in Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the Financial Year (in Rs.)	Amount transferred to a fund specified under Schedule VII as per second proviso to section 135(5), if any		Amount remaining to be spent in succeeding financial years (in Rs.)	Deficiency, if any
					Amount (in Rs)	Date of transfer		
Not Applicable								

7. Whether any capital assets have been created or acquired through CSR amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/ acquired : Not applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

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 of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address

8. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5)- NIL / Not applicable

C.K.Dhanuka
Managing Director

Aaradhana Jhunhunwala
Chairperson, CSR Committee

ANNEXURE III

Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Director's Report for the year ended 31st March, 2025.

A. Conservation of Energy:

(i) Steps taken or impact on conservation of energy:

Old Generator were replaced with fuel efficient new Generator sets resulting in more KWH per litre of diesel in Tea Estates and in reduction of Fuel consumption.

Installation of new CTC machines of higher capacity at Budlabeta and Tara Tea Estates will result in increased output and saving of energy.

Solar Power Plants at the Company's South Bank Tea Estates is being commissioned which will help in reducing overall carbon emission in the atmosphere. The commissioning of the Solar Power Plants in its North Bank Tea Estates is complete with a dedicated line for Dhunseri Tea Estate. It will help in reducing the dependence on captive power generation. It will also enable in achieving sustainability in our manufacturing facilities and with net zero emission.

The commissioning of Thermax Boiler at Hatijan Tea Estate will result in substantial reduction in coal consumption during the current year.

All the gardens of the Company are being connected with 33KVA HT lines and this will result in continuous power supply in all its gardens.

The energy efficient CFL/ LED Bulbs have replaced the incandescent bulbs in the factories and bungalows to save energy. Budlabeta Factory is 100% on LED lights.

Fuel efficient gas burner have been installed in South Bank Factories for efficient use of gas and to raise the desired temperature during low pressure.

Loss of gas during distribution is being minimised with the laying of new pipe lines resulting in reduction of gas consumption for manufacturing activities.

Capacitors are used to improve the power factor in factories.

(ii) Steps taken by the Company for using alternate sources of energy:

Tufflex sheets are being used for natural light to reduce the consumption of electricity in the factory buildings and stores during day time.

B. Technology Absorption:

(i) The efforts made towards technology absorption:

Indigenously developed technologies for the improvement of production both in field and factory have been adopted and required modifications and innovations are being done on a continual basis.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

The mechanised pruning operations results in manpower saving and utilisation of the saved manpower for other development works.

Pit digger machines are being used for digging pits for planting which results in saving manpower and speeding up the planting work.

Battery operated plucking machines has been introduced to mitigate the labour shortage wherever necessary.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

- (a) The details of technology imported: Nil
- (b) The year of import: Nil
- (c) Whether the technology been fully absorbed: Not applicable
- (d) If not fully absorbed, areas where absorption has not taken place and the reasons therefore: Not applicable.

(iv) The expenditure incurred on Research and Development:

The Company regularly subscribes to Tea Research Associations, which does R & D work for the tea Industry and their expert advice is also being obtained through visits by their Advisory Officers to the garden from time to time.

C. Foreign Exchange Earnings and Outgo:

Earnings in foreign exchange : NIL (previous year Rs. NIL)

Foreign Exchange Outgo : Rs. 1283.97 lakhs (previous year Rs. 1409.93 lakhs)

MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
DHUNSERI TEA & INDUSTRIES LIMITED
CIN: L15500WB1997PLC085661
Dhunseri House, 4A, Woodburn Park,
Kolkata-700020

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Dhunseri Tea & Industries Limited (hereinafter referred as 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2025 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2025, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018-
No events/ actions occurred during the Audit Period in pursuance of this regulation

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- No events / actions occurred during the Audit Period in pursuance of this regulation;
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- No events / actions occurred during the Audit Period in pursuance of this regulation;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018 – **No events / actions occurred during the Audit Period in pursuance of this regulation;** and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015; and
- (vi) Other specifically applicable laws to the Company, namely;
 - a. Tea Act, 1953;
 - b. The Tea Waste (Control) Order, 1959;
 - c. The Tea (Marketing) Control Order, 1984;
 - d. Tea (Distribution and Export) Control Order, 2005;
 - e. Food Safety and Standards Act, 2006;
 - f. Water (Prevention and Control of Pollution) Act, 1974 and Air (prevention And Control of pollution) Act, 1981; and
 - g. Factories Act, 1948;
 - h. The Plantations Labour Act, 1951

I report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with all the laws applicable specifically to the Company.

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

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

SECRETARIAL AUDIT REPORT (Contd.)

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors for the Board Meetings and Committee Meetings thereof, along with agenda and detailed notes on agenda 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 by the directors.
- All decisions at Board Meetings and Committee Meetings are carried out unanimously and recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the Statutory Auditors, Internal Auditors and other designated professionals.

I further report that as per the explanations given to me and the representation made by the Management and relied upon by me, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were following specific events / actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.:

1. The shareholders of the company at their 27th AGM held on August 21, 2024 have approved:

- a) Re-appointment of Statutory Auditors for a second term of five (5) consecutive years from the conclusion of the 27th Annual General Meeting (AGM) till the conclusion of the 32nd AGM of the Company to be held in the year 2029
- b) Appointment of Mrs. Aaradhana Jhunjhunwala (DIN: 00550481) as an Independent Director of the Company for a second term of five (5) consecutive years.
- c) Appointment of Mr. Siddhartha Rampuria (DIN: 00755458) as an Independent Director
- d) Ratification of remuneration of M/s Mani & Co. Cost Auditors' for the financial year 2024-25
2. The Company has passed resolution through Postal Ballot process conducted through remote e voting for approval of:
 - a) Appointment of Mr. Mayank Beriwal (DIN: 06684029) as a Whole Time Director for a period of 3 years w.e.f. 12.02.2025.
 - b) Payment of remuneration to Mrs. Bharati Dhanuka, Vice Chairman (Non.Executive Non-Independent Director) (DIN: 02397650) for FY 2024-25.
3. Naga Dhunseri Group Limited (NDGL) was holding 9,23,626 shares (8.79%) in the Company. On March 10, 2025, it had further acquired 48,09,595 shares (45.77%) from Dhunseri Investments Limited. NDGL present holding is 57,33,221 shares (54.56%) thus making Dhunseri Tea & Industries Limited a Subsidiary of NDGL.

M Shahnawaz & Associates

Company Secretaries
Firm Regn. No: S2015WB331500

CS Md. Shahnawaz

Proprietor
Membership No.: 21427
CP No.: 15076
Peer Review Regn No. 6376/2025
UDIN: A021427G000405943
Place: Kolkata
Date: May 22, 2025

CORPORATE GOVERNANCE REPORT

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with para C, D, E, F & G of Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ["SEBI (LODR) Regulations"], as applicable, with regard to corporate governance.

1. Company's philosophy

The Company's philosophy is based on transparency, accountability and integrity in all its dealings without compromising on any of its obligations. It seeks to ensure all regulatory compliances, fair play, justice and enhancement of long-term shareholder value.

The Company constantly endeavours to improve upon all these aspects on an ongoing basis.

2. Board of Directors (Board)

a) Composition of Board

The Board of Directors comprises of four Non-Executive Independent Directors including a women director, two Non-Executive/ Non-Independent Directors including a women director and two Executive / Non-Independent Director including a Promoter Director who is the Chairman of the Board. The composition of the Board as on March 31, 2025 is as under:

Mr. Chandra Kumar Dhanuka (DIN 00005684)	Promoter Director Re-appointed as Managing Director w.e.f. 01.01.2024 Not Liable to retirement by rotation
Mrs. Bharati Dhanuka (DIN 02397650)	Non-Executive / Non-Independent Director Vice Chairman Promoter Relative Liable to retirement by rotation
Mr. Mayank Beriwal* (DIN 06684029)	Executive / Non-Independent Director Liable to retirement by rotation
Mr. Rajiv Kumar Sharma@ (DIN 05197101)	Non-Executive / Non-Independent Director Liable to retirement by rotation
Mr. Vivek Goenka (DIN 00042285)	Non-Executive Independent Director Not liable to retirement by rotation Appointed w.e.f. 30.08.2022
Prof. Ashoke Kumar Dutta (DIN 00045170)	Non-Executive Independent Director Not liable to retirement by rotation Appointed w.e.f. 21.05.2023
Mrs. Aaradhana Jhunjhunwala** (DIN 00550481)	Non-Executive Independent Director Not liable to retirement by rotation Appointed w.e.f. 14.11.2019
Mr. Siddhartha Rampuria*** (DIN 00755458)	Non-Executive Independent Director Not liable to retirement by rotation Appointed w.e.f. 27.05.2024

@ Retiring by rotation at the ensuing 28th AGM of the Company.

*Mr. Mayank Beriwal (DIN: 06684029) was appointed as an Additional Director at the Board Meeting held on February 12, 2025 (in the category of Executive Director) of the Company and subsequently his appointment as Whole Time Director designated as Executive Director for a period of two years w.e.f. February 12, 2025 was approved by the Members through Postal Ballot on April 10, 2025.

**Mrs Aaradhana Jhunjhunwala's (DIN: 00550481) appointment as an Independent Director of the Company for a second term of five (5) consecutive years w.e.f. November 14, 2024 was approved by the shareholders at the 27th AGM held on August 21, 2024.

***Mr. Siddhartha Rampuria's (DIN: 00755458) appointment as an Independent Director of the Company for a term of five (5) consecutive years w.e.f. May 27, 2024 was approved by the shareholders at the 27th AGM held on August 21, 2024.

The Board at its meeting held on April 21, 2025, changed the designation of Ms. Bharati Dhanuka (DIN: 02397650), from Vice Chairman (Non-Executive Director) to Whole Time Director (designated as "Executive Vice Chairman") for a period of 2 (two) years with effect from April 1, 2025 till March 31, 2027. The Board at its meeting held on May 22, 2025, further re-designated her from Whole Time Director (designated as "Executive Vice Chairman") to Managing Director (designated as "Vice Chairman") with effect from May 22, 2025 till March 31, 2027, subject to shareholders approval, liable to retire by rotation.

CORPORATE GOVERNANCE REPORT (Contd.)

Mr. Mrigank Dhanuka resigned from the Directorship of the Company on February 12, 2025 and ceased to be Non-Executive Vice Chairman of the Company with effect from the aforesaid date. He has since been appointed as an Advisor to the Board.

Mr. Bharat Bajoria (DIN: 00109241), on completion of his second term as an Independent Director of the Company ceased to be a Director of the Company w.e.f. the close of the business hour on September 7, 2024.

The Independent Directors fulfil the conditions specified by the SEBI (LODR) Regulations and are independent of the management.

b) (i) Director's Attendance at Board Meetings during 2024-25 and at the 27th AGM

During the financial year 2024-25, the Board met five times on the following dates:

May 27, 2024; August 13, 2024; September 19, 2024; November 14, 2024 and February 12, 2025.

The number of Board Meetings attended by the directors during FY 2024-25 and their presence at the last AGM held on August 21, 2024 is as under:

Name of Directors	No. of Board meetings held	No. of Board Meetings attended	Attendance at the last AGM held on 21.08.2024
Mr. C.K.Dhanuka	5	5	Yes
Mr. M. Dhanuka (till 12.02.2025)	5	4	Yes
Mrs. B.Dhanuka	5	3	Yes
Mr. R.K.Sharma	5	5	Yes
Mr. B.Bajoria (till 07.09.2024)	2	1	Yes
Mr. V.Goenka	5	4	Yes
Prof. A.K.Dutta	5	5	No
Mrs. A.Jhunhunwala	5	5	Yes
Mr. S.Rampuria (from 27.05.2024)	5	5	Yes
Mr. M.Beriwala (from 12.02.2025)	1	1	NA

(ii) Number of other Directorships & Category thereof and Chairmanship/Membership of Committees held by Directors in various Companies:

Name of the Director	No. of other Directorship (Note 1)	Name of other Listed entities & Category of directorship	Committee Membership/ Chairmanship held in Companies (Note 2)	
			Membership	Chairmanship
Mr. C.K.Dhanuka	8	Executive Director of: - Dhunseri Ventures Ltd. Non-Executive, Non-Independent Director of: - Dhunseri Investments Ltd. - Naga Dhunseri Group Ltd. - Mint Investments Ltd. Independent Director of: - Emami Ltd.	9	1
Mrs. B.Dhanuka	4	Non-Executive, Non-Independent Director of: - Mint Investments Ltd. - Naga Dhunseri Group Ltd. - Dhunseri Investments Ltd. - Dhunseri Ventures Ltd.	1	0
Mr. M.Beriwala	1	None	0	0
Mr. R.K.Sharma	2	Non-Executive, Non-Independent Director of: Dhunseri Ventures Ltd.	0	0
Mr. V.Goenka	2	Independent Director of: Sinclairs Hotels Ltd.	2	1
Prof. A. K.Dutta	3	Independent Director of: - Dhunseri Ventures Ltd. - Deepak Industries Ltd.	4	1
Mrs. A.Jhunhunwala	2	None	1	0
Mr. S.Rampuria	-	None	1	1

CORPORATE GOVERNANCE REPORT (Contd.)

Note 1: Number of directorships in other Companies excludes directorships in Private Limited Companies, Foreign Companies and Companies incorporated under Section 8 of the Companies Act, 2013.

Note 2: Only the Chairmanship/Membership of Audit Committees and Stakeholders Relationship Committees have been considered including that of this Company.

Except for Mr. C.K.Dhanuka and Mrs. B.Dhanuka (Daughter in law of Mr. C.K.Dhanuka) who are related to each other no other inter se relationship exists amongst the remaining directors.

(iii) Skill, expertise and competence of the Board of Directors:

The Board of Directors have identified the availability of such skills for the Company:

Skills and description	Mr. C.K.Dhanuka	Mrs. B.Dhanuka	Mr. M.Beriwala	Mr. R.K.Sharma	Mr. V.Goenka	Prof. A. K.Dutta	Mrs. A.Jhun- jhunwala	Mr. S.Rampuria
Financial knowledge, experience including exposure to global practices. Knowledge of finance function of an enterprise, capital allocation, and reporting processes, supervising and guiding concerned Officials, dealing with auditors or person performing similar functions including financial decisions relating to offshore units or enterprise(s).	✓	✓	✓	✓	✓	✓	✓	✓
Expertise, Industrial / business exposure including professional qualification Leadership experience, practical understanding of organization processes, planning, and risk management. Demonstrated strengths in developing talent, driving long-term growth, handling legal issues, technical competence and compliance with statutory laws and regulations	✓	✓	✓	✓	✓	✓	✓	✓
Management & competence Experience and/or specialized education relating to the business enterprise, management and administration, accountability, protecting shareholders interest and observing good corporate governance practices.	✓	✓	✓	✓	✓	✓	✓	✓

CORPORATE GOVERNANCE REPORT (Contd.)

c) Remuneration of Directors, sitting fees, salary, perquisites and commission

i) Details of remuneration paid /payable to Executive Directors

Name of Director	Salary	Perquisites	Other Benefits #	Commission	Total (Rs.)
Mr. C.K.Dhanuka Managing Director	23,85,000	10,78,311	2,86,200	-	37,49,511
Mr. M.Beriwala Executive Director (w.e.f. 12.02.2025)	7,09,958	-	65,090	-	7,75,048

includes Company's contribution to PF and Superannuation Fund, as applicable.

Mr. C.K.Dhanuka and Mr. M.Beriwala are not entitled to any sitting fees for attending board / committee meetings of the Company.

Details of shares held by Executive Directors in the Company as on March 31, 2025:

Name of the Director	No. of Shares
Mr. C.K. Dhanuka	13,656 shares
Mr. Mayank Beriwal	NIL

ii) Details of remuneration (sitting fees) paid to other Non-Executive Directors:

Name of Directors	Sitting Fees		Salary, Perquisites & Commission	Total (Rs.)
	Board Meetings	Committee Meetings		
Mr. M.Dhanuka	40,000	-	-	40,000
Mrs. B.Dhanuka	30,000	-	2,41,070	2,71,070
Mr. R.K.Sharma	50,000	-	-	50,000
Mr. B.Bajoria (Till 07.09.2024)	10,000	10,000	-	20,000
Mr. V.Goenka	40,000	45,000	-	85,000
Prof. A.K. Dutta	50,000	25,000	-	75,000
Mrs. A.Jhunhunwala	50,000	20,000	-	70,000
Mr. S.Rampuria (w.e.f 27.05.2024)	50,000	20,000	-	70,000

Details of shares held by Non-Executive Directors in the Company as on March 31, 2025:

Name of the Directors	No. of Shares
Mrs. B Dhanuka	NIL
Mr. R.K.Sharma	150 shares

Except the above no other Non-Executive director holds any shares of the Company as on 31.03.2025.

d) Code of Conduct for Directors and Senior Management

The Board of Directors at their meeting held on September 9, 2014 adopted the code of conduct for the board members and senior management personnel of the Company. The code is available on the Company's website <https://dhunseritea.com/investor/ccp/code-of-conduct/>

The Code has been circulated to the members of the board and to the senior management and they have all affirmed their compliance with the code.

A declaration to this effect is appearing along with the report.

e) Particulars of Senior Management

The particulars of Senior Management (KMP) as per Regulation 16(1) (d) of SEBI (LODR) Regulations including the changes during 2024-25 are as follows:

NAME	DESIGNATION
Mr. Pravir Murari	Chief Executive Officer (CEO)
Mr. Pankaj Prabhat	Chief Financial Officer (CFO)
Mr. R.Mahadevan	Company Secretary

CORPORATE GOVERNANCE REPORT (Contd.)

Changes

SENIOR MANAGEMENT PERSONNEL	EFFECTIVE DATE
Mr. Pravir Murari, CEO	Appointed w.e.f. 01.04.2025
Mr. P.C.Dhandhanian, CEO	Cessation w.e.f. 31.03.2025

3. Audit Committee

The Audit Committee presently comprises of three Independent Directors viz Mr. S.Rampuria, Mr. V.Goenka and Prof. A.K.Dutta and one Non-Independent Director viz Mr. C.K. Dhanuka.

Mr. Siddhartha Rampuria is the Chairman of the Audit Committee.

Powers of Audit Committee

The powers of the Audit Committee are as follows :

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

Role of Audit Committee

The role of the Audit Committee pursuant to Schedule II Part-C of "SEBI (LODR) Regulations, 2015" is as follows:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub section (3) of Section 134 of Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial

statements before submission to the board for approval.

- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism.
- Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

CORPORATE GOVERNANCE REPORT (Contd.)

21. Reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/ investments.
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders

Review of information by Audit Committee

The Audit Committee mandatorily reviews the following information:

1. Management discussion and analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management.
3. Management letters / letters of internal control weaknesses issued by the Statutory Auditors.
4. Internal audit reports relating to internal control weaknesses,
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee and
6. Statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1)
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7)

Mr. R. Mahadevan, Company Secretary acts as the Secretary to the Audit Committee.

The Audit Committee met four times during the year i.e. on May 27, 2024; August 13, 2024; November 14, 2024 and February 12, 2025.

The attendance of the directors at the Audit Committee Meetings is summarized below:-

Name	No. of meetings held	No. of meetings attended
Mr. B.Bajoria (till 07.09.2024)	2	1
Mr. C.K. Dhanuka	4	4
Mr. V. Goenka	4	4
Prof. A. K.Dutta	4	4
Mr. S.Rampuria (from 08.09.2024)	2	2

4. Nomination & Remuneration Committee

The Nomination & Remuneration Committee presently comprises of three Independent Directors viz Mr. V.Goenka, Mr. S.Rampuria and Mrs. A.Jhunjunwala and one Non-Independent Director viz Mr. C.K.Dhanuka.

Mr. V.Goenka is the Chairman of the Committee.

The Nomination & Remuneration Committee met twice during the year on May 27, 2024 and February 12, 2025.

The attendance of the directors at the Nomination & Remuneration Committee Meetings is summarized below:-

Name	No. of meetings held	No. of meetings attended
Mr. V.Goenka	2	2
Mr. C.K. Dhanuka	2	2
Mr. B.Bajoria (till 07.09.2024)	1	1
Mrs. A.Jhunjunwala	2	2
Mr. S.Rampuria (from 08.09.2024)	1	1

The terms of reference of the Nomination & Remuneration Committee inter-alia include the following:

- i) They shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out the evaluation of every director's performance.
- ii) They shall formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees.
- iii) Devising a policy on board diversity while formulating the above policy the Committee shall inter-alia ensure the following:-
 - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - remuneration of directors, key managerial personnel and senior management involves a balance between a fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The role of Nomination and Remuneration Committee inter-alia, includes the following:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of

CORPORATE GOVERNANCE REPORT (Contd.)

a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

- (1A) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
- use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates.
- (2) formulation of criteria for evaluation of performance of independent directors and the Board of Directors;
- (3) devising a policy on diversity of Board of Directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (6) recommend to the board, all remuneration, in whatever form, payable to senior management.

Evaluation Policy:

The evaluation policy provides for the evaluation of the Board, the Committees of the Board and individual directors including the Chairman of the Board, as approved by the Nomination and Remuneration Committee. It provides for the evaluation and enables the Company to focus on the functioning of the Board and its Committees, their composition, experience and competencies, attendance and other related issues with a view to initiate such action plan so to improve their overall performance.

Separate Meeting of Independent Directors:

An independent directors meeting as required under Schedule IV of the Companies Act, 2013 was convened on November 14, 2024. The meeting reviewed the performance of the Non- Independent Directors and the Board of Directors of the Company including the performance of the Chairperson of the Company and also assessed the quality, quantity and timeliness of the flow of information between the company

management and the board.

Familiarization Program for Independent Directors:

During 2024-25 the Independent Directors were duly apprised on the various steps being undertaken by the Company and on implementation of Programme by the Tea Estate to optimize the produce and achieve improvement in the quality of the produce.

The majority of the Independent Directors of the Company are familiar with the operations of the tea industry.

On appointment, Directors are provided with induction kits which, inter alia, include the Company's Memorandum and Articles of Association, Corporate Governance Policy, Company's Code of Conduct, Code of Conduct for Prevention of Insider Trading, Committees and Annual Report & Accounts. The Independent Directors are apprised through appointment letters, on their roles, duties & responsibilities as well as their remuneration.

In addition appropriate induction/training programmes for Directors including Independent Directors are provided by the Company as and when required by the director.

Remuneration Policy:

The policy is to provide market competitive compensation / reward which drives performance culture and salary increases based on performance rating, business affordability and market competitiveness. The remuneration generally comprises of fixed element including bonus payouts and is subject to review at regular intervals.

Non-Executive Directors:

The Non-Executive Directors are paid Rs. 10,000/- each as sitting fees for attending board meetings and Rs. 5,000/- each as sitting fees for attending the Audit Committee /Stakeholders Relationship Committee / Nomination & Remuneration Committee/ Corporate Social Responsibility Committee and Independent Directors Meetings.

No sitting fee is paid to directors for attending any other committee meetings of the Company.

The details of remuneration paid to the Directors of the Company are detailed under Para 2(c) above.

5. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee presently comprises of two Independent Directors viz Mrs. A.Jhunjhunwala and Mr. V.Goenka and one Non-Independent Director viz Mr. C.K. Dhanuka.

Mrs. A.Jhunjhunwala is the Chairperson of the Corporate Social Responsibility Committee.

Pursuant to Companies (Amendment) Act, 2020 notification dated September 28, 2020 effective from January 22, 2021, where the CSR amount to be spent does not exceed fifty lakh rupees, constitution of the CSR Committee by such Company shall not be required and the CSR functions of such Company

CORPORATE GOVERNANCE REPORT (Contd.)

shall, be discharged by its Board of Directors.

The terms of reference of the Corporate Social Responsibility Committee inter-alia include the following:

- The committee shall 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.
- The Committee shall recommend the amount of expenditure to be incurred on the above CSR activities; and
- Monitor the said CSR policy from time to time.

6. Stakeholders Relationship Committee

The Stakeholders Relationship Committee presently comprises of two Non-Executive Independent Directors viz. Mr. V.Goenka and Mrs. A.Jhunhunwala and one Non-Independent Director viz. Mr. C.K.Dhanuka.

Mr. V.Goenka is the Chairman of the Committee.

Mr. R. Mahadevan, Company Secretary of the Company is the Compliance Officer.

Two meetings of the Stakeholders Relationship Committee were held during the year i.e on August 13, 2024 and February 12, 2025.

The attendance at the Stakeholders Relationship Committee Meeting is summarized below:

Name	No. of meetings held	No. of meetings attended
Mrs. A.Jhunhunwala	2	1
Mr. V.Goenka	2	2
Mr. C.K.Dhanuka	2	2

The terms of reference of the Stakeholders Relationship Committee inter-alia include the following:

- Review the process and mechanism for redressal of investor grievance and to suggest measures for improving the same.
- Review and resolve the pending investors complaints, if any, relating to transfer of shares, non-receipt of share certificate(s), non-receipt of interest.
- Dividend warrants, non-receipt of annual report and any other grievance /complaints with Company or any officer of the Company arising out in discharge of his duties.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolve them.
- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time.

The role of Stakeholders Relationship Committee inter-alia, includes the following:

- (i) Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (ii) Review of measures taken for effective exercise of voting rights by shareholders.
- (iii) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (iv) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the company.

During the year 2024-25, the Company had received two investor complaints.

There is no pending investor complaint as on March 31, 2025.

Number of complaints received and resolved during the year:

Number of complaints pending at the beginning of the financial year 2024-25	NIL
Number of complaints received during 2024-25	2
Number of complaints redressed during 2024-25	2
Number of complaints pending at the end of the financial year 2024-25	NIL

7. Risk Management Committee

Although Risk Management Committee is not mandatory for the Company, the management constantly monitors all types of risks and functions and adopts suitable strategies from time to time so as to systematically address them on a continuous basis.

The charter for risk management inter-alia includes assessment, monitoring and mitigation of the risks involved in production, marketing, sales, purchase, finance, accounting, insurance, legal / compliances etc.

8. Share Transfer Committee

The Share Transfer Committee presently comprises of the following directors of the Company:

- i) Mr. C.K.Dhanuka - Managing Director
- ii) Mr. M.Beriwala - Executive Director (w.e.f 12.02.2025)
- iii) Mr. R.K.Sharma - Director

Mr. C.K.Dhanuka is the Chairman of the Committee.

The Committee met four times during the year i.e. on May 28, 2024; July 18, 2024; October 22, 2024 and January 27, 2025.

CORPORATE GOVERNANCE REPORT (Contd.)

The attendance of the directors at the share transfer committee meetings is summarized below:

Name	No. of meetings held	No. of meetings attended
Mr. C.K.Dhanuka	4	4
Mr. M.Dhanuka (till 12.02.2025)	4	3
Mr. R.K.Sharma	4	4
Mr. M.Beriwala (from 12.02.2025)	NA	NA

The Committee is authorized to deal with as well as accord approval and / or ratify the following matters :-

- De-materialization / Re-materialization of shares(s).
- Sub-division /Consolidation /Transmission of share(s).
- Deletion of member(s) name on demise.
- Issue of Duplicate Share Certificate(s)
- Other related matters.

SEBI vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 have mandated all listed companies to issue securities in dematerialized form only while processing the following service request:

- Issue of duplicate securities certificate
- Claims from Unclaimed Suspense account
- Renewal / Exchange of securities certificate
- Endorsement
- Sub-division / Splitting of securities certificate
- Consolidation of securities certificates/folios
- Transmission
- Transposition etc.

On failure by investors/claimants to dematerialize the said physical securities (through Letter of Confirmation) within 120 days, thereof the said securities are to be transferred to Suspense Escrow Demat account maintained by the Company.

Further, M/s. Maheshwari Datamatics Pvt. Ltd. also being the Company's Demat Registrars, the requests for dematerialisation of shares are processed and confirmation given by them to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL) within 15 days.

The scrutiny and other formalities relating to Securities of the Company etc. are undertaken by the Registrars & Share Transfer Agents of the Company viz., M/s. Maheshwari Datamatics Private Limited.

9.1 General Body Meetings

The last three Annual General Meetings of the Company were held as under:

Year	Location	Date	Time	Details of Special Resolution
2023-24	Through Video Conferencing deemed to be held at the Registered Office of the Company	August 21, 2024	3.00 p.m	1. Appointment of Mrs. Aaradhana Jhunjhunwala (DIN: 00550481) as an Independent Director of the Company 2. Appointment of Mr. Siddhartha Rampuria (DIN: 00755458) as an Independent Director
2022-23	Through Video Conferencing deemed to be held at the Registered Office of the Company	September 19, 2023	3.00 p.m	1. Appointment of Mr. Chandra Kumar Dhanuka (DIN: 00005684) as Managing Director
2021-22	Through Video Conferencing deemed to be held at the Registered Office of the Company	September 1, 2022	3.00 p.m	None

Other than the above, there were no other General Meetings during the last three years.

9.2 Postal Ballot and postal ballot process

I. Resolutions passed through Postal Ballot

The following Special Resolutions were adopted by the Shareholders through postal ballot held during the period (as detailed below):

March 12, 2025 to April 10, 2025

- Appointment of Mr. Mayank Beriwal (DIN: 06684029) as a Whole Time Director for 3 years w.e.f. 12.02.2025; and
- Payment of remuneration to Mrs. Bharati Dhanuka, Vice Chairman (Non-Executive Non-Independent Director) (DIN: 02397650) for FY 2024-25

CORPORATE GOVERNANCE REPORT (Contd.)

The voting patterns were as under:

Sl. No.	Mode of voting	No. of votes cast		Percentage (%)	
		In favour	Against	In favour	Against
a)	E-voting	76,60,977	4,866	99.94%	99.16%
b)		75,92,204	64,039	99.94%	0.84%

II. **Person conducting the postal ballot exercise:**

Mr. Kailash Chandra Dhanuka (Membership FCS-2204) of K.C.Dhanuka & Co, Practicing Company Secretaries was appointed as the Scrutinizer to conduct the Postal Ballots through remote e-voting.

III. **Procedure for Postal Ballot:**

The Company had issued the postal ballot notice dated February 12, 2025 seeking approval from the members.

Postal Ballot	Despatch of Notice	Advertisement Publication	Report submitted By Scrutinizer
(i)	11.03.2025	12.03.2025	11.04.2025

The Results were duly forwarded to the Stock Exchanges where the Company's shares are listed and simultaneously also put up on the Company's website.

No other Special resolution is proposed to be conducted through Postal Ballot as on the date of this report.

9.3 Information about Directors seeking appointment / re-appointment, etc.

The details of the directors of the Company seeking re-appointment is given in the Annexure to AGM Notice, under the head 'Information Pursuant to Regulations 36(3) of SEBI (LODR) Regulations, 2015.'

10. Disclosures

- a) There are no materially significant related party transactions made by the Company with its Promoters, Directors or their relatives, or the management, or subsidiaries etc. that may have potential conflict with the interests of the Company at large. Transactions with related parties are disclosed in Note No. 41 under 'Notes forming part of financial statements' in the Annual Report.

The policy is available on the Company's website as under:

<https://dhunseritea.com/wp-content/uploads/2025/02/Related-party-transaction-policy.pdf>

- b) There were no strictures or penalties imposed either by SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter relating to the capital markets during the year under review.
- c) The Company has adopted a vigil mechanism / whistle blower policy and no personnel is being denied access to the Audit Committee.

The policy is available on the Company's website as under:

<https://dhunseritea.com/wp-content/uploads/2015/03/vigil-mechanism.pdf>

- d) The Company has adopted all the mandatory requirements as recommended by SEBI (LODR) Regulations, 2015 with stock exchanges.

The implementation of some of the non-mandatory requirements are under consideration.

- e) There are no pecuniary relationships or transactions with Non-Executive Independent Directors.
- f) The company has formulated a policy for determining 'material' subsidiaries and the policy is available on the Company's website as under:
<https://dhunseritea.com/wp-content/uploads/2025/02/Policy-for-determining-Material-Subsidiary.pdf>
- g) The company has formulated a policy for familiarization programme for imparting to independent directors and the policy is available on the Company's website as under:
<https://dhunseritea.com/wp-content/uploads/2025/04/Familiariation-Program-for-Independent-Directors.pdf>

The Company manufactures Tea, which is considered as free from any commodity price risks and hence Commodity hedging is not required.

11. The Credit Rating by CARE Ratings Limited in respect of the Long term Bank Facilities has been assigned/reviewed/re-affirmed as CARE A+; Stable (Single A Plus; Outlook: Stable) for the FY 2024-25.

CORPORATE GOVERNANCE REPORT (Contd.)

12. No funds were raised through Preferential Allotment or Qualified Institutional Placement as specified in Regulation 32(7A) of SEBI (LODR) Regulations, 2015.
13. None of the directors on the board of the Company were debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. A certificate from a Practising Company Secretary is annexed to this report.
14. There is no such instance of the board of not having accepted any recommendation(s) of the committee(s) of the board in the relevant financial year, which is mandatorily required to be disclosed along with reasons thereof.

15. Details of total fees paid during 2024-25 to Statutory Auditors

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, are as follows:

PARTICULARS	AMOUNT (RS. IN LAKHS)
AUDIT FEES	72.33
LIMITED REVIEW	31.55
FOR OTHER MATTERS (CERTIFICATES, ETC.)	3.75
RE-IMBURSEMENT OF EXPENSES	13.85
TOTAL	121.48

16. The Company has set up Internal Complaints Committee (ICC) under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There were neither any outstanding complaints in the beginning / end of the year nor any complaints were received and /or disposed off during 2024-25. The Committee met on January 8, 2025.

17. CEO and CFO Certification

As required under Part B of Schedule II of SEBI (LODR) Regulations, 2015, the CEO and the CFO of the Company certifies to the Board regarding their review of the financial statement, compliance with the accounting standard, maintenance of the internal control systems for financial reporting and accounting policies etc. The Certificate is annexed to this report.

18. Disclosure of loans and advances in the nature of loans to firms/ companies in which Directors are interested. NIL

19. Material subsidiaries of Company

NAME OF MATERIAL SUBSIDIARY	Makandi Tea & Coffee Estates Ltd	Kawalazi Estate Company Ltd
DATE OF INCORPORATION	2 nd October, 1989	31 st October, 1984
PLACE OF INCORPORATION	Blantyre, Malawi	Blantyre, Malawi
NAME OF STATUTORY AUDITORS	Ernst & Young Malawi	Ernst & Young Malawi
DATE OF APPOINTMENT OF STATUTORY AUDITORS	1 st July, 2019	1 st July, 2019

20. Means of Communication

The quarterly and annual results of the Company are generally published in Business Standard as well as in Arthik Lipi. The results are also posted in the Company's website <https://dhunseritea.com/investor/fi/quarterly-review>

21. Agreements binding listed entities

Pursuant to Regulation 30A of the Listing Regulations, Dhunseri Investments Limited (DIL) and Naga Dhunseri Group Limited (NDGL), both Promoter Group Companies entered into Share Purchase / Share Sale Agreement dated December 9, 2024 for the sale and transfer of 48,09,595 equity shares (45.77%) of the total issued and paid up share capital of the listed entity i.e., Dhunseri Tea & Industries Limited (DTIL) held by DIL in the listed entity. With this transfer NDGL shareholding in DTIL now aggregates to 57,33,221 equity shares (54.56%) and as a consequence thereof DTIL has become subsidiary of NDGL.

No other agreement has been entered or executed by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company during the financial year.

22. Shareholders' information

a) Annual General Meeting

Friday, August 8, 2025 at 3.00 p.m. through Video Conferencing or Other Audio Visual Means.

b) Book Closure

The Register of Members and Share Transfer Register will remain closed from Saturday, August 2, 2025 till Friday, August 8, 2025 (both days inclusive) on account of the Annual General Meeting.

CORPORATE GOVERNANCE REPORT (Contd.)

c) E-voting

The e-voting period commences at 9.00 a.m. on Monday, August 4, 2025 and ends at 5.00 p.m. on Thursday, August 7, 2025. During this period, members of the Company holding shares as on the cut-off date i.e. Friday, August 1, 2025 either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The e-voting resolution once cast by a Member, cannot be changed subsequently.

d) Dividend payment

The dividend, if approved, by the shareholders at the 28th AGM shall be paid on or after Thursday, August 14, 2025.

e) Registered office: 'Dhunseri House', 4A, Woodburn Park, Kolkata – 700020

CIN : L15500WB1997PLC085661
Ph. No : 91 33 2280-1950 (five lines)
Fax No : 91 33 2287-9274/8350
Email : mail@dhunseritea.com
Website : www.dhunseritea.com

f) Listing on Stock Exchanges

Stock Exchanges	Code
Bombay Stock Exchange Limited Floor 25, P.J.Towers, Dalal Street, Mumbai - 400001	538902
National Stock Exchange of India Limited Exchange Plaza, Plot No: C/1, G Block Bandra – Kurla complex, Bandra (E), Mumbai – 400 051	DTIL
Demat ISIN No. for NSDL and CDSL	INE 341R01014

Listing fees for the FY 2025-26 have been paid to the above Stock Exchanges.

g) Registrars and Share Transfer Agents:

Maheshwari Datamatics Pvt. Ltd.
23, R.N.Mukherjee Road, 5th Floor, Kolkata-700 001
Phone: 91 33 2248-2248 / 2243-5029 / 2231 6839
Fax : 91 33 2248-4787
email : mdpldc@yahoo.com

h) Shareholding pattern and Distribution of shares as on 31.03.2025

Shareholding pattern			Distribution schedule				
Category	No of shares held	Percentage %	Range	Share-holders No	%	Shares No.	%
Promoter and Promoter Group	72,39,289	68.8969	1 – 500	15311	95.8015	792107	7.5385
Mutual Funds/UTI	360	0.0034	501 – 1000	321	2.0085	241993	2.3031
Financial Institutions/Banks	1,108	0.0105	1001 – 2000	174	1.0887	247091	2.3516
Insurance Companies	2,07,232	1.9722	2001 – 3000	64	0.4005	162612	1.5476
Central/State Government(s)	352	0.0034	3001 – 4000	21	0.1314	70232	0.6684
Investor Education and Protection Fund Authority	67,945	0.6466	4001 – 5000	20	0.1251	91676	0.8725
Bodies Corporate	3,66,727	3.4902	5001 – 10000	22	0.1377	158222	1.5058
Indian Public	23,18,548	22.0658	10001 and above	49	0.3066	8743494	83.2125
Domestic Corporate Unclaimed Shares Account	2,811	0.0268		15982	100.0000	10507427	100.00
Resident Individual (HUF)	2,18,323	2.0778					
NRI/Foreign Nationals/ Foreign Company/ Foreign Portfolio Investors	59,685	0.5680					
Clearing Members/NBFC/Others	25,047	0.2384					
	10507427	100.00					

CORPORATE GOVERNANCE REPORT (Contd.)

i) Unclaimed Suspense Account:

The physical share certificates which were returned undelivered to the Company by the postal authorities were dematerialised and credited to the Unclaimed Suspense Account of the Company. The disclosure in respect of the Company's equity shares transferred to the said Unclaimed Suspense Account are as under:

Particulars	On Demerger		On Issue of Bonus Shares		Total	
	Number of shareholders	Number of shares	Number of shareholders	Number of shares	Number of shareholders	Number of shares
Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account as on April 1, 2024	37	1,054	134	2,060	171	3,114
Number of shareholders and aggregate number of shares transferred to the Unclaimed Suspense Account during the year 2024-25	-	-	-	-	-	-
Number of shareholders who approached the Company for transfer of shares and the number of shares that were transferred to them from the said Unclaimed Suspense Account during the year 2024-25	-	-	1	90	1	90
Transferred to Investor Education and Protection Fund Authority during the year 2024-25	-	-	24	213	24	213
Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account as on March 31, 2025	37	1,054	109	1,757	146	2,811

The voting rights on these shares as on March 31, 2025 remains frozen.

The rightful owners of these shares may lodge their claim upon the Company.

j) Dematerialisation of shares and liquidity:

As on 31st March, 2025, 99.68% of the company's share capital representing 1,04,73,664 shares held by 15,393 shareholders are dematerialised and the balance shares representing 0.32% of the company's share capital comprising of 33,763 shares are held by 947 shareholders in physical form.

k) Insider trading regulation

The Company has adopted a code of internal procedure for prevention of unauthorised trading in the shares of the Company by insiders, as required under SEBI (Prohibition of Insider Trading) Regulations, 2015. The Company Secretary is the Compliance Officer for this purpose.

l) Plant location

The Company presently has Eleven Tea Estates along with their respective Tea Estate Factories located in the State of Assam viz; Dhunseri, Bahipookri, Bettybari, Orang, Baliyan (North), Hatijan, Duamara, Tara, Deohall, Hapjan and Budlabeta Tea Estates.

m) Address for investor correspondence

Shareholders can correspond at the registered office of the Company and/or at the Company's Registrar and Share Transfer Agents. Shareholders holding shares in electronic mode should address all correspondence to their respective depository participants.

n) Financial Calendar 2025-26 (Tentative)

Board Meetings

Unaudited results for quarter ending June 30, 2025	- By 14th August, 2025
Unaudited results for quarter ending September 30, 2025	- By 14th November, 2025
Unaudited results for quarter ending December 31, 2025	- By 14th February 2026
Audited results for year ending March 31, 2026	- By 30th May, 2026
Annual General Meeting for the year ending 31 st March, 2026	- August, 2026

CORPORATE GOVERNANCE REPORT (Contd.)

o) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs, ADRs, Warrants or any other convertible instruments.

p) Discretionary requirements

The Company complies with discretionary requirements specified under Part E of Schedule II of SEBI (LODR) Regulations as applicable.

q) Grievance Redressal Division / Compliance Officer:

Mr. R.Mahadevan
Company Secretary and Compliance Officer
Dhunseri Tea & Industries Ltd.
Dhunseri House, 4A, Woodburn Park, Kolkata - 700 020
Phone – (033) 2280-1950 (5 lines)
Fax – (033) 2287-8995/8350;
E-mail: mail@dhunseritea.com

r) Report on Corporate Governance

As required by Schedule V of SEBI (LODR) Regulations, 2015, a certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance, is attached to the Directors' Report forming part of the Annual Report.

For and on behalf of the Board of Directors of
Dhunseri Tea & Industries Limited

C. K. DHANUKA
Chairman of the Board

Kolkata,
May 22, 2025

CORPORATE GOVERNANCE REPORT (Contd.)

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

I confirm that the Company has in respect of the financial year ended 31st March, 2025 received from the members of the Board and the senior management personnel, a declaration of compliance with the Company's Code of Conduct.

Kolkata,
22nd May, 2025

P.Murari
Chief Executive Officer

Certificate from CEO and CFO of the Company u/r 17(8) of SEBI (LODR) Regulations, 2015 for FY 2024-25

We in our official capacity do hereby confirm and certify that:

1. We have reviewed financial statements and the cash flow statement of the Company for the year ended 31st March, 2025 and that to the best of our knowledge and belief:
 - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - these statements together presents a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2024-25 which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting of the Company. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed

to the Auditors and the Audit Committee and steps have been taken to rectify these deficiencies.

4. We have indicated to the Auditors and the Audit Committee
 - There have not been any significant changes in internal control over financial reporting during the year ended 31st March, 2025.
 - There have not been any changes in accounting policies during the year, and
 - We are not aware of any instance during the year of any fraud with involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Dhunseri Tea & Industries Limited

P. Prabhat
Chief Financial Officer

Date: 22nd May, 2025

P. Murari
Chief Executive Officer

CORPORATE GOVERNANCE REPORT (Contd.)

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
DHUNSERI TEA & INDUSTRIES LIMITED
CIN: L15500WB1997PLC085661
Dhunseri House, 4A, Woodburn Park,
Kolkata - 700020

I have examined the relevant registers, records, forms, returns and the disclosures received from the Directors of Dhunseri Tea & Industries Limited, CIN L15500WB1997PLC085661, and having its Registered Office at Dhunseri House, 4A, Woodburn Park, Kolkata – 700020 (hereinafter referred to as 'the Company'), produced before me 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 my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2025, 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:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Chandra Kumar Dhanuka	00005684	01/02/2014
2.	Mr. Mayank Beriwal	06684029	12/02/2025
3.	Mrs. Bharati Dhanuka	02397650	25/03/2022
4.	Mr. Rajiv Kumar Sharma	05197101	09/09/2014
5.	Mr. Vivek Goenka	00042285	30/08/2017
6.	Prof. Ashoke Kumar Dutta	00045170	21/05/2018
7.	Mrs. Aaradhana Jhunjhunwala	00550481	14/11/2019
8.	Mr. Siddhartha Rampuria	00755458	27/05/2024

Ensuring the eligibility of 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 these 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.

M Shahnawaz & Associates
Practicing Company Secretaries
Firm Regn. No.: S2015WB331500
CS Md. Shahnawaz
Proprietor
Membership No.: 21427
CP No.: 15076
UDIN: A021427G000406020

Kolkata, May 22, 2025

CORPORATE GOVERNANCE REPORT (Contd.)

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

The Members of Dhunseri Tea & Industries Limited

1. The Corporate Governance Report prepared by Dhunseri Tea & Industries Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub – regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2025 as required by the Company for annual submission to the Stock exchange.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. 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.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in

compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:

- i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
 - ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
 - iii. Obtained and read the Register of Directors as on March 31, 2025 and verified that atleast one independent woman director was on the Board of Directors throughout the year;
 - iv. Obtained and read the minutes of the following committee meetings / other meetings held April 1, 2024 to March 31, 2025:
 - (a) Board of Directors;
 - (b) Audit Committee;
 - (c) Annual General Meeting (AGM);
 - (d) Nomination and Remuneration Committee;
 - (e) Stakeholders Relationship Committee;
 - (f) Corporate Social Responsibility Committee
 - v. Obtained necessary declarations from the directors of the Company.
 - vi. Obtained and read the policy adopted by the Company for related party transactions.
 - vii. Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved prior by the audit committee.
 - viii. Performed necessary inquiries with the management and also obtained necessary specific representations from management.
8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

CORPORATE GOVERNANCE REPORT (Contd.)

Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2025, referred to in paragraph 4 above.

Other matters and Restriction on Use

10. This report 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.
11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations

of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Sanjay Kumar Agarwal
Partner
Place of Signature: Kolkata
Date: May 22, 2025
Membership Number: 055596
UDIN: 25060352BMOBGD1848

INDEPENDENT AUDITOR'S REPORT

To the Members of
DHUNSERI TEA & INDUSTRIES LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Dhunseri Tea & Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("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 March 31, 2025, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone 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 standalone financial statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

Key audit matters	How our audit addressed the key audit matter
Valuation of biological assets and harvested tea leaves (as described in note 2(g), 2(h) and Note 40 of the Standalone Financial Statements)	
As on March 31, 2025, the Company has biological assets being "Tea leaves growing on tea bushes" valued at Rs. 160.50 lakhs. The above biological assets are stated at fair value less costs to sell. Harvested tea leaves of own gardens used for the valuation of finished goods (Tea) are measured at fair value. We considered the fair valuation of biological assets and harvested tea leaves produced from own gardens as a key audit matter given the significant management judgement involved in consideration of factors such as market sources, prevailing selling prices and quality of tea used in the determination of fair value of such agricultural produce and biological assets.	Our audit procedures included the following: • We understood, evaluated the design and tested the operating effectiveness of controls as established by the management for determination of the fair value of biological assets and harvested tea leaves produced from own gardens. • We assessed the significant assumptions used in the valuation model based on available market information and prevailing industry practices. • We tested the data inputs used in the fair valuation and compared them with underlying supporting documents. • We assessed the adjustments made to prices of green leaves purchased from outside suppliers considering the quality differential of the Company's production for ascertaining fair value of tea leaves harvested in the Company's own gardens and used for manufacture of period end stock of finished goods. • We assessed the adequacy of disclosures in relation to the biological assets and harvested tea leaves.

We have determined that there are no other key audit matters to communicate in our report.

INDEPENDENT AUDITOR'S REPORT (Contd.)

Other Information

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

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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.

INDEPENDENT AUDITOR'S REPORT (Contd.)

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (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 that (a) the backup of the certain books of account and other books and papers maintained in electronic mode has not been kept on servers physically located in India on daily basis as explained in note 46(xi), and (b) for the matters stated in the paragraph i(vi) below on reporting under Rule 11(g), as more fully explained in note 46(x) to the standalone financial statements.
 - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the

books of account ;

- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i) vi below on reporting under Rule 11(g).
- (g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (h) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of the pending litigations on its financial position in its standalone financial statement – Refer Note 35 to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
 - iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 46(v) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"),

INDEPENDENT AUDITOR'S REPORT (Contd.)

with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

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

- v. As stated in note 37(b) to the standalone financial statements, 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 dividend declared is in accordance with section 123 of

the Act to the extent it applies to declaration of dividend.

- vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for direct changes to data when using certain access rights, as described in note 46(x) to the standalone financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, in respect of accounting software where the audit trail has been enabled.

Additionally, the audit trail feature in the accounting software was not enabled in the previous year and hence the audit trail in respect of the year ended March 31, 2024 has not been preserved by the Company as per the statutory requirements for record retention, as stated in Note 46(x) to the standalone financial statements.

For **S.R. Batliboi & Co LLP**
Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Sanjay Kumar Agarwal
Partner

Place of Signature: Kolkata
Date: May 22, 2025

Membership Number: 060352
UDIN: 25060352BM0BGC6629

Annexure '1' referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: Dhunseri Tea & Industries Limited ("the Company")

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i)(a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (i)(a)(B) The Company has maintained proper records showing full particulars of intangibles assets.
- (i)(b) The property, plant and equipment are physically verified by the management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the property, plant and equipment were physically verified by the management during the year and no material discrepancies were noticed on such verification.
- (i)(c) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in note 3(a) to the standalone financial statements under Property, Plant and Equipment are held in the name of the Company, except the following:

Description of Property	Amount in INR lakhs	Held in the name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in the name of Company
Leasehold land at 5 Tea Estates, Assam	26,688.10	**	No	**	**
Leasehold land at Balijan North Tea Estate, Assam	435.84	**	No	**	**
Leasehold land at 5 Tea Estates, Assam	9,630.31	**	No	**	**
1 Flat at Mumbai	185.24	**	No	**	**
3 Flats at Kolkata	29.16	**	No	**	**

** refer note 3(a) of standalone financial statements.

- (i)(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2025.
- (i)(e) As represented to us by the management, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii)(a) The inventory has been physically verified by the management during the year except for inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. No material discrepancies were noticed on such physical verification. Inventories lying with third parties have been confirmed by them as at March 31, 2025 and no material discrepancies were noticed from such confirmations.
- (ii)(b) As disclosed in note 17 to the standalone financial statements, the Company had sanctioned working capital limits in excess of Rs. five crores in aggregate from banks
- (iii)(a) during the year on the basis of security of current assets of the Company. The quarterly returns/statements filed by the Company with such banks are in agreement with the books of accounts of the Company. The Company does not have any sanctioned working capital limits from financial institutions.
- (iii)(a) During the year the Company has given loans through debentures to a subsidiary and loans to employees aggregating to Rs. 1,300.95 lakhs and provided guarantee in respect of a subsidiary amounting to Rs. 1,650.76 lakhs. The Company has not provided advances in the nature of loans or provided security to companies, firms, Limited Liability Partnerships or any other parties during the year. The balance outstanding in respect of loans and guarantee given as at March 31, 2025 aggregates to Rs. 2,147.01 lakhs and Rs. 1,546.48 lakhs respectively.
- (iii)(b) During the year the Company has not provided security and granted advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. The investments made, guarantee provided and the terms and conditions of the loans granted are not prejudicial to the Company's interest.

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

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|---|--|
| <p>(iii)(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.</p> <p>(iii)(d) The Company has not granted advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties during the year. There are no amounts of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.</p> <p>(iii)(e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.</p> <p>(iii)(f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company and hence not commented upon.</p> <p>(iv) The Company has not advanced loans to directors / to a Company in which the director is interested to which provisions of section 185 of the Companies Act, 2013 apply. The Company has not provided any security to any person during the year. Provisions of section 186 of the Companies Act 2013 in respect of loans given, investments made and, guarantees given have been</p> | <p>complied with by the Company.</p> <p>(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules made thereunder, to the extent applicable. Therefore, the requirement to report on clause 3(v) of the Order is not applicable to the Company and hence not commented upon.</p> <p>(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of tea, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.</p> <p>(vii)(a) Undisputed statutory dues including goods and services tax, employees' state insurance, income-tax, cess and other statutory dues that were applicable to the Company during the year have generally been deposited regularly with the appropriate authorities though there has been a slight delay in a few cases. During the year, the Company did not have any undisputed dues towards sales-tax, service tax, duty of customs, duty of excise and value added tax. The Company's obligation towards provident fund has been discharged on a regular basis except for the liabilities assumed on acquisition of certain tea estates in the previous year as referred in note 47 of the standalone financial statements.</p> |
|---|--|

According to the information and explanations given to us and based on audit procedures performed by us, no undisputed dues in respect of goods and service tax, provident fund, employees' state insurance, income-tax and other statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable, except arising from the liabilities assumed by the Company on acquisition of tea estates in the previous year, as follows:

Statement of arrears of statutory dues outstanding for more than six months from the date they became payable

Name of the Statute	Nature of the Dues	Amount (Rs. in lakhs)	Period to which the amount relates	Due Date	Remarks
The Assam Tea Plantations Provident Fund and Pension Fund and Deposit Linked Insurance Fund Scheme Act, 1955	Arrear Provident Fund Contribution	134.44	September 2019 to December 2022	Within 30 days of payment of respective wages/ salary	Refer Note 47

- (vii)(b) Dues towards goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues that have not been deposited on account of any dispute, are as follows:

Name of the Statute	Nature of the Dues	Amount (Rs. In Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	47.43	2014-15	Commissioner of Income Tax (Appeals)

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

(viii)	As represented to us by the management, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Therefore, the requirement to report on clause 3(viii) of the Order is not applicable to the Company and hence not commented upon.	(xi)(b)	During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
(ix)(a)	The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.	(xi)(c)	As represented to us by the management, no whistle blower complaints were received by the Company during the year. Therefore, the requirement to report on clause 3(xi)(c) of the Order is not applicable to the Company and hence not commented upon.
(ix)(b)	As represented to us by the management, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.	(xii)	The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clauses 3(xii)(a), (b) and (c) of the Order is not applicable to the Company and hence not commented upon.
(ix)(c)	Based on an overall examination of the Balance Sheet and information, explanations and representations provided to us, term loans were applied for the purpose for which the loans were obtained.	(xiii)	Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in note 41 to the standalone financial statements for the year ended March 31, 2025, as required by the applicable accounting standards.
(ix)(d)	On an overall examination of the financial statements of the Company, the Company has used short term funds aggregating to Rs. 8,681.17 lakhs for long-term purposes representing acquisition of property, plant and equipment and Investments in Subsidiaries in the earlier years.	(xiv)(a)	The Company has an internal audit system commensurate with the size and nature of its business.
(ix)(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. The Company does not have any joint venture or associate during the year.	(xiv)(b)	The internal audit reports of the Company for the year issued till the date of audit report, for the period under audit have been considered by us.
(ix)(f)	The Company has not raised loans during the year on the pledge of securities held in its subsidiary companies. The Company does not have any joint venture or associate during the year. Therefore, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company and hence not commented upon.	(xv)	The Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Therefore, the requirement to report on clause 3(xv) of the Order is not applicable to the Company and hence not commented upon.
(x)(a)	The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments). Therefore, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company and hence not commented upon.	(xvi)(a)	The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Therefore, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company and hence not commented upon.
(x)(b)	The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit. Therefore, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company and hence not commented upon.	(xvi)(b)	According to information, explanations and representations provided to us by the management, the Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
(xi)(a)	As represented to us by the management, no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.	(xvi)(c)	The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Therefore, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company and hence not commented upon.
		(xvi)(d)	According to information, explanations and representations

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

	provided to us by the management, there is no Core Investment Company as a part of the Group.		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.
(xvii)	The Company has not incurred cash losses in the current financial year. The cash losses incurred in the immediately preceding financial year amounted to Rs. 5,291.25 lakhs.		
(xviii)	There has been no resignation of the statutory auditors during the year. Therefore, the requirement to report on Clause 3(xviii) of the Order is not applicable to the Company and hence not commented upon.	(xx)(a)	The provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(a) of the Order is not applicable to the Company.
(xix)	On the basis of the financial ratios disclosed in note 44 to the standalone financial statements, 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 assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts	(xx)(b)	The provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(b) of the Order is not applicable to the Company.

For **S.R. Batliboi & Co LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Sanjay Kumar Agarwal

Partner

Place of Signature: Kolkata

Date: May 22, 2025

Membership Number: 060352

UDIN: 25060352BMOBGC6629

Annexure 2 to the Independent Auditor's Report of Even Date on the Standalone Financial Statements of Dhunseri Tea & Industries Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Dhunseri Tea & Industries Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements,

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 with reference to standalone financial statements.

Meaning of Internal Financial Controls With Reference to standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements 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 controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, 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 with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2025, 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 issued by the ICAI.

For **S.R. Batliboi & Co LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Sanjay Kumar Agarwal

Partner

Membership Number: 060352

UDIN: 25060352BMOBGC6629

Place of Signature: Kolkata

Date: May 22, 2025

Standalone Balance Sheet as at March 31, 2025

(All amounts in Rs. lakhs unless otherwise stated)

Particulars	Notes	As at 31 March 2025	As at 31 March 2024
ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	3(a)	52,301.16	54,521.04
(b) Right of use assets	3(b)	351.49	698.78
(c) Capital work-in-progress	3(c)	2,073.78	1,579.86
(d) Investment properties	3(d)	405.39	405.39
(e) Intangible assets	3(e)	109.25	-
(f) Intangible assets under development	4	-	93.39
(g) Financial assets			
(i) Investments	5	11,822.49	10,935.61
(ii) Trade receivables	6	927.03	1,017.03
(iii) Loans	7	-	4.57
(iv) Other financial assets	8	509.65	463.29
(h) Non-current tax assets (net)	9(a)	809.28	695.40
(i) Other non-current assets	10	109.62	215.33
Total non-current assets		69,419.14	70,629.69
(2) Current assets			
(a) Inventories	11	2,856.04	4,487.77
(b) Biological assets other than bearer plants	12	160.50	91.32
(c) Financial assets			
(i) Trade receivables	6	390.09	800.56
(ii) Cash and cash equivalents	13	1,104.57	311.37
(iii) Bank balances other than (ii) above	14	21.31	27.05
(iv) Loans	7	7.50	12.85
(v) Other financial assets	8	544.70	476.23
(d) Other current assets	10	509.53	488.76
		5,594.24	6,695.91
Assets held for sale	15	-	243.56
Total current assets		5,594.24	6,939.47
TOTAL ASSETS		75,013.38	77,569.16
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	16(a)	1,050.74	1,050.74
(b) Other equity	16(b)	52,681.57	52,444.75
Total equity		53,732.31	53,495.49
Liabilities			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	791.72	715.89
(ii) Lease liabilities	18(a)	366.17	366.39
(iii) Other financial liabilities	18(b)	46.32	42.91
(b) Provisions	21	2,950.46	3,016.39
(c) Deferred tax liabilities (net)	9(b)	2,485.46	2,599.80
(d) Other non-current liabilities	19	303.67	443.68
Total non-current liabilities		6,943.80	7,185.06
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	8,852.10	10,867.41
(ii) Lease liabilities	18(a)	67.09	56.87
(iii) Trade payables	20		
Total outstanding dues of micro enterprises and small enterprises		180.65	152.97
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,995.61	2,506.86
(iv) Other financial liabilities	18(b)	2,077.89	2,305.18
(b) Provisions	21	456.09	245.47
(c) Other current liabilities	19	707.84	753.85
Total current liabilities		14,337.27	16,888.61
TOTAL EQUITY AND LIABILITIES		75,013.38	77,569.16

Notes forming part of the Standalone Financial Statements

1-46

The accompanying notes form an integral part of these Standalone Financial Statements.

As per our report of even date attached

For S.R. Batliboi & CO. LLP
Chartered Accountants
Firm Registration No. 301003E/E300005

Sanjay Kumar Agarwal
Partner
Membership No. 060352

Place : Kolkata
Date : May 22, 2025

For and on behalf of the Board of Directors of
Dhunseri Tea & Industries Limited

C. K. Dhanuka
Managing Director
(DIN - 00005684)

Siddhartha Rampuria
Director
(DIN - 00755458)

Pravir Murari
Chief Executive Officer

Pankaj Prabhat
Chief Financial Officer

R. Mahadevan
Company Secretary
M. No. ACS 2080

Standalone Statement of Profit and Loss for the year ended March 31, 2025

(All amounts in Rs. lakhs unless otherwise stated)

Sl. No.	Particulars	Notes	Year ended 31 March 2025	Year ended 31 March 2024
I	Revenue from operations	22	32,702.53	29,701.79
II	Other income	23	440.28	963.56
III	Total Income (I+II)		33,142.81	30,665.35
IV	Expenses :			
	(a) Cost of materials consumed	24	-	2,012.85
	(b) Purchases of traded goods	25	105.99	710.97
	(c) Changes in inventories of finished goods and traded goods	26	918.51	809.12
	(d) Changes in inventories of biological assets	27	(69.18)	15.17
	(e) Employee benefits expense	28	22,589.21	21,697.33
	(f) Finance costs	29	884.67	758.21
	(g) Depreciation and amortisation expense	30	1,342.08	1,327.75
	(h) Power and Fuel Expenses	31(a)	2,745.25	3,475.08
	(i) Other expenses	31(b)	7,251.93	7,563.82
	Total expenses		35,768.46	38,370.30
V	Loss before exceptional items and tax (III-IV)		(2,625.65)	(7,704.95)
VI	Exceptional items	32	2,728.82	1,101.93
VII	Profit/(Loss) before tax (V+VI)		103.17	(6,603.02)
VIII	Tax expense			
	- Current tax charge (including tax for earlier years)	33	69.80	15.98
	- Deferred tax (credit)	33	(199.11)	(545.77)
	Total tax (credit)		(129.31)	(529.79)
IX	Profit/(Loss) after tax (VII-VIII)		232.48	(6,073.23)
X	Other comprehensive income			
	Items that will not be reclassified to profit or loss			
	(i) Remeasurement gain on defined benefit plans	28	523.18	950.38
	Tax impact on above		(146.84)	(266.65)
	(ii) Net gain/(loss) on fair valuation/sale of equity instruments through other comprehensive income	16 (b)	(434.07)	493.76
	Tax impact on above		62.07	(119.83)
	Other comprehensive income (net of tax)		4.34	1,057.66
XI	Total comprehensive income/(loss) (IX+X)		236.82	(5,015.57)
XII	Earnings per share			
	Basic and diluted earnings/(loss) per share [INR 10/- per share]	34	Rs. 2.21	Rs. (57.80)

The accompanying notes form an integral part of these Standalone Financial Statements.

As per our report of even date attached

For S.R. Batliboi & CO. LLP

Chartered Accountants

Firm Registration No. 301003E/E300005

Sanjay Kumar Agarwal

Partner

Membership No. 060352

For and on behalf of the Board of Directors of
Dhunseri Tea & Industries Limited

C. K. Dhanuka

Managing Director

(DIN - 00005684)

Siddhartha Rampuria

Director

(DIN - 00755458)

Pravir Murari

Chief Executive Officer

Pankaj Prabhat

Chief Financial Officer

R. Mahadevan

Company Secretary

M. No. ACS 2080

Place : Kolkata

Date : May 22, 2025

Standalone Statement of Changes in Equity for the year ended March 31, 2025

(All amounts in Rs. lakhs unless otherwise stated)

A. Equity share capital

Equity Shares of Rs. 10 each issued, subscribed and fully paid	No. of Shares	Amount
As at 01 April 2023	1,05,07,427	1,050.74
As at 31 March 2024	1,05,07,427	1,050.74
As at 31 March 2025	1,05,07,427	1,050.74

B. Other equity

Particulars	Notes	General reserve	FVOCI - equity instruments	Retained earnings	Total other equity
Balance at 01 April 2024		14,902.98	236.06	37,305.71	52,444.75
Profit for the year		-	-	232.48	232.48
Net loss on fair valuation of equity instruments through other comprehensive income [Net of tax credit Rs. 62.07 lakhs]		-	(372.00)		(372.00)
Remeasurement gain on defined benefit plans [Net of tax charge Rs. 146.84 lakhs]				376.34	376.34
Total comprehensive income for the year		-	(372.00)	608.82	236.82
Balance as at 31 March 2025		14,902.98	(135.94)	37,914.53	52,681.57

Particulars	Notes	General reserve	FVOCI - equity instruments	Retained earnings	Total other equity
Balance at 01 April 2023		14,902.98	(221.64)	43,094.19	57,775.53
Loss for the year		-	-	(6,073.23)	(6,073.23)
Net gain on fair valuation of equity instruments through other comprehensive income [Net of tax charge Rs. 119.83 lakhs]		-	373.93		373.93
Remeasurement gain on defined benefit plans [Net of tax charge Rs. 266.65 lakhs]				683.73	683.73
Total comprehensive income for the year		-	373.93	(5,389.50)	(5,015.57)
Dividend paid	16(b)	-	-	(315.21)	(315.21)
Transfer of net gain on sale of equity instruments through other comprehensive income to retained earnings	16(b)	-	83.77	(83.77)	-
Balance as at 31 March 2024		14,902.98	236.06	37,305.71	52,444.75

The accompanying notes form an integral part of these Standalone Financial Statements.

As per our report of even date attached

For S.R. Batliboi & CO. LLP

Chartered Accountants
Firm Registration No. 301003E/E300005

Sanjay Kumar Agarwal

Partner
Membership No. 060352

Place : Kolkata

Date : May 22,2025

For and on behalf of the Board of Directors of
Dhunseri Tea & Industries Limited

C. K. Dhanuka

Managing Director
(DIN - 00005684)

Siddhartha Rampuria

Director
(DIN - 00755458)

Pankaj Prabhat

Chief Financial Officer

R. Mahadevan

Company Secretary
M. No. ACS 2080

Statement of Standalone Cash Flows for the year ended March 31, 2025

(All amounts in Rs. lakhs unless otherwise stated)

Particulars	Year ended	
	31 March 2025	31 March 2024
A. Cash Flow From Operating Activities		
Net Profit/(loss) before tax	103.17	(6,603.02)
Adjustments for:		
Depreciation and amortisation expense	1,342.08	1,327.75
Interest income	(92.25)	(70.41)
Guarantee fee income	(7.67)	(8.04)
Income from government grant	(5.98)	(5.98)
Gain on sale of investments classified as fair value through profit or loss	-	(723.47)
Exceptional items (Refer Note 32)	(2,728.82)	(1,101.93)
Finance cost	884.67	758.21
Liabilities no longer required written back	(91.47)	(6.27)
Unrealised loss on exchange rate fluctuations (net)	(24.84)	-
Allowance for expected credit losses	90.00	-
Gain on disposal of property, plant and equipment	(41.50)	(37.66)
Gain on disposal of Investment Property	(17.44)	-
Dividend income	-	(12.51)
Advances not recoverable written off	6.77	14.70
Discard of Property, Plant and Equipment/Intangible assets under development	69.31	65.35
Operating loss before working capital changes	(513.97)	(6,403.28)
Adjustments for changes in working capital:		
Decrease in Inventories and biological assets other than bearer plants	1,562.55	842.36
Decrease in Trade Receivables	410.47	158.72
Decrease in Non-Current/Current financial and other assets	136.96	391.52
Increase/(decrease) in Trade Payables	(391.91)	156.04
Increase/(decrease) in Non-Current/Current financial and other liabilities/provisions	445.44	(1,238.87)
Cash flows from Operations	1,649.55	(6,093.51)
Taxes paid (net of refund received in CY Rs. 281.89 lakhs, PY Rs.344.49 lakhs)	(183.68)	(169.66)
Net cash flows from/(used in) operating activities	1,465.86	(6,263.17)
B. Cash flow from Investing Activities:		
Purchase of property, plant and equipment	(2,063.98)	(3,247.49)
Proceeds from disposal of property, plant and equipment	3,594.27	1,560.20
Proceeds on transfer/cessation of lease agreements	1,914.24	-
Additions in Investment property	-	(21.26)
Proceeds from sale of Investment property	230.00	-
Purchase of current investments	-	(1,153.97)
Proceeds from sale of current investments	-	5,426.27
Non-current investments made	(1,283.97)	(1,409.90)
Proceeds from sale of non-current investments	-	718.65
Dividend received	-	12.51
Net cash flows from investing activities	2,390.56	1,885.01

Statement of Standalone Cash Flows for the year ended March 31, 2025

(All amounts in Rs. lakhs unless otherwise stated)

Particulars	Year ended	
	31 March 2025	31 March 2024
C. Cash flow from Financing Activities		
Payment towards lease liability	(67.09)	(66.13)
Dividends paid	-	(315.22)
Interest paid	(1,056.65)	(729.87)
Proceeds from short term loans from related parties	3,444.61	325.00
Repayment of short term loans from related parties	(2,335.05)	-
Proceeds from/(Repayment of) Short term borrowings (net)	(3,181.33)	4,081.76
Proceeds from Long term borrowings	141.40	379.93
Repayment of Long term borrowings	(9.11)	(5.21)
Net cash flows from/(used in) financing activities	(3,063.22)	3,670.26
Net increase/(decrease) in cash and cash equivalents	793.20	(707.90)
Cash and cash equivalents at the beginning of the year	311.37	1,019.27
Cash and cash equivalents at the end of the year	1,104.57	311.37
Cash and Cash Equivalents comprise :		
Cash on hand	16.03	51.35
Current accounts	1,088.54	260.02
	1,104.57	311.37

Changes in liabilities arising from financing activities

Particulars	1 April 2024	Cash flows	Others	31 March 2025
Long term borrowings (including current maturities)	721.29	132.29	-	853.58
Short term borrowings	10,862.01	(2,071.77)	-	8,790.24
Lease liabilities	423.26	(67.09)	77.09	433.26
Total liabilities from financing activities	12,006.56	(2,006.57)	77.09	10,077.08

Particulars	1 April 2023	Cash flows	Others	31 March 2024
Long term borrowings (including current maturities)	21.57	699.72	-	721.29
Short term borrowings	6780.25	4,081.76	-	10,862.01
Lease liabilities	394.03	(66.13)	95.36	423.26
Total liabilities from financing activities	7,195.85	4,715.35	95.36	12,006.56

The accompanying notes form an integral part of these Standalone Financial Statements.

As per our report of even date attached

For S.R. Batliboi & CO. LLP

Chartered Accountants

Firm Registration No. 301003E/E300005

Sanjay Kumar Agarwal

Partner

Membership No. 060352

Place : Kolkata

Date : May 22,2025

For and on behalf of the Board of Directors of
Dhunseri Tea & Industries Limited

C. K. Dhanuka

Managing Director

(DIN - 00005684)

Siddhartha Rampuria

Director

(DIN - 00755458)

Pravir Murari

Chief Executive Officer

Pankaj Prabhat

Chief Financial Officer

R. Mahadevan

Company Secretary

M. No. ACS 2080

Notes to Standalone Financial Statements

1. Company Information

Dhunseri Tea & Industries Limited (the "Company") is a Company limited by shares, incorporated and domiciled in India. The Company is engaged in cultivation, manufacture and sale of tea. Its shares are listed on BSE Limited and National Stock Exchange of India Limited (CIN: L15500WB1997PLC085661).

The standalone financial statements as at 31 March 2025 present the financial position of the Company.

The standalone financial statements for the year ended 31 March 2025 were approved by the Board of Directors and authorized for issue on 22 May 2025.

2. Material accounting policies

The material accounting policies adopted in the preparation of these standalone financial statements are stated below. These policies have been consistently applied, unless otherwise stated.

a) Basis for preparation

(i) Compliance with Ind AS

These standalone financial statements comply in all material respects with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the 'Act') [Companies (Indian Accounting Standards) Rules, 2015] (as amended from time to time) and other relevant provisions of the Act. These standalone financial statements has also been prepared in compliance with presentation requirement of Division II of Schedule III of the Companies Act, 2013 (IND AS Compliant Schedule III) as applicable to the standalone financial statements.

These standards and policies have been consistently applied to all the years presented, unless otherwise stated. The standalone financial statements are presented in Indian Rupees (Rs.), which is the Company's functional and presentation currency.

(ii) Historical cost convention

The standalone financial statements have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair values by Ind AS.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

b) Property, plant and equipment

- (i) Property, plant and equipment are stated either at deemed cost as considered on the date of transition to Ind AS or at acquisition/construction cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase cost, borrowing costs if capitalization criteria are met and other directly attributable cost of bringing the assets to its working condition for intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.
- (ii) Bearer plants comprising of mature tea bushes are stated at cost less accumulated depreciation and accumulated impairment losses, if any.
- (iii) Immature bearer plants, including the cost incurred for procurement of new seeds/plants and maintenance of nurseries, are carried at cost less any recognized impairment losses under capital work-in-progress. Cost includes the expenditure for uprooting, land preparation, new planting and maintenance of newly planted bushes until maturity. On maturity, these costs are classified under bearer plants. Bearer Plants are depreciated from the date when they are ready for commercial harvest.
- (iv) Subsequent expenditure related to an item of property, plant and equipment is added to its carrying amount only if it increases the future benefits from the existing assets beyond its previously assessed standard of performance.
- (v) Capital work in progress is stated at cost incurred during construction/installation period relating to items or projects in progress.
- (vi) Losses arising from the retirement of and gains or losses arising from disposal of property, plant and equipment are recognized in the Statement of Profit and Loss.
- (vii) *Depreciation methods, estimated useful lives and residual value*

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their useful lives as estimated by management that are in line with those prescribed by the Schedule II of the Companies Act, 2013. The useful lives of property, plant and equipment have been considered as per Schedule II, except in case of Bearer Plants for which the useful life have been considered on the basis of technical evaluation.

Notes to Standalone Financial Statements (Contd.)

Class of assets	Estimated useful life (in years)
Bearer plants	72
Buildings	3 – 60
Plant and Equipment	3 – 15
Furniture and Fixtures	5 – 10
Vehicles	8 – 10

Estimate of remaining useful life are reviewed every year.

Leasehold lands for Tea Estates are granted/allotted/settled/extended by the government with a right of renewal. The government extends the lease renewals by way of general notifications at regular intervals. These leasehold lands are considered as long term and perpetual leases.

c) Investment Properties

Property (Land or a Building- or part of a Building or both) that is held for long-term rental yields or for capital appreciation or both, rather than for use in production or supply of goods or for administrative purposes or sale in the ordinary course of business by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure 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 part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

Investment properties are depreciated using the straight-line method over their estimated useful lives. The investment properties held by the Company comprise only of freehold land, hence there is no depreciation.

d) Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less cost to sell.

An impairment loss is recognized for any initial or subsequent write-down of the asset to fair value less cost to sell. A gain is recognized for any subsequent increases in fair value less cost to sell of an asset, but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset is recognized at the date of de-recognition.

Non-current asset classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a Non-current asset classified as held for sale are presented separately from other liabilities in the balance sheet.

e) Impairment of non-financial assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

f) Financial Instruments

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

Notes to Standalone Financial Statements (Contd.)

Effective interest method

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

Financial assets

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

Other bank balances

Other bank balances include deposits with maturity less than twelve months but greater than three months and balances and deposits with banks that are restricted for withdrawal and usage.

Financial assets at amortized cost

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

Financial assets measured at fair value

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

The Company in respect of equity investments (other than Investment in subsidiaries which are accounted for at cost) which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments. Such an election is made by the Company on an instrument by instrument basis at the time of initial recognition of such equity investments.

Financial asset not measured at amortized cost or at fair value through other comprehensive income is carried at 'Fair value through the Statement of Profit and Loss' (FVPL).

Impairment of financial assets

The Company assesses on a forward looking basis the 'Expected credit losses' (ECL) associated with its assets carried at amortized cost and FVOCI debt instruments. The Company recognizes loss allowance for expected credit losses on financial asset including towards time value of money.

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

De-recognition of financial assets

The Company de-recognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

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

Notes to Standalone Financial Statements (Contd.)

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost, using the effective interest rate method where the time value of money is significant.

Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortized cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognized over the term of the borrowings in the Statement of Profit and Loss.

De-recognition of financial liabilities

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

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

g) Inventories

Finished Goods and Stores and Spare parts are stated at lower of cost and net realizable value. Cost of Finished Goods comprise direct material [cost of green leaf harvested from own gardens ("agricultural produce") / purchased green leaves] and appropriate portion of variable and fixed overhead expenditure. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of weighted average method. Agricultural produce (being green leaf harvested from own gardens) is measured at the fair value less cost to sell at the point of harvest of tea leaves.

Net realizable 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.

h) Biological assets (Other than bearer plant)

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

i) Employee Benefits

(i) Short term employee benefits

The undiscounted amount of Short-term Employee Benefits expected to be paid in exchange for the services rendered by employees is recognized during the period when the employee renders the service. This benefit includes salary, wages, short term compensatory absences, bonus and other short term benefits.

(ii) Long term compensated absences

Long term compensated absence is provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method as at the date of Balance Sheet. Actuarial loss/gains are recognized in the Statement of Profit and Loss in the year in which they arise. The Company presents the entire leave as a current liability in the Balance Sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

(iii) Post employment benefit plans

For Defined Benefit Plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance Sheet date. Re-measurement gains and losses of the net defined benefit liability/ (asset) are recognized immediately in other comprehensive income. The service cost and net interest on the net defined benefit liability/ (asset) is treated as a net expense within employment costs.

Past service cost is recognized as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognized, whichever is earlier.

The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, and as reduced by the fair value of scheme assets.

Any asset resulting from this calculation is limited to the present value of any economic benefit available in the form of refunds from the plan or reductions in future contributions to the plan.

Notes to Standalone Financial Statements (Contd.)

(iv) Defined contribution plans

Payments to defined contribution plans are charged as an expense as they fall due. Payments made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Company's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

j) Foreign currency transactions

Functional and presentation currency

The financial statements of the Company are presented in Indian Rupees (Rs.), which is the functional currency of the Company and the presentation currency for the financial statements.

Transactions and balances

Transactions in foreign currency are recorded at exchange rates prevailing on the date of the transactions. Monetary assets and liabilities related to foreign currency are restated at the year-end at the exchange rate prevailing on the Balance Sheet date. Foreign currency non-monetary items carried in terms of historical cost are reported using the exchange rate on the date of transactions. Exchange differences arising on restatement or settlement are recognized in the Statement of Profit and Loss in the period in which they arise.

k) Revenue Recognition

Revenue is measured at fair value of consideration received or receivable, net of discounts and taxes and duties collected on behalf of the government, taking into account the contractually defined terms.

Sale of goods

The Company is in the business of cultivation, manufacturing and selling of tea in the market. Under Ind AS 115 sales are recognized when control of the products has transferred to the customer. The transfer of control occurs when the products has been shipped to the specific location as the case may be, the risks of obsolescence and loss have been transferred, and either the customer has accepted the products in accordance with the sales contract, or the Company has objective evidence that the goods are in control of the customer.

No element of financing is deemed present as the sales are made with a credit term which is consistent with market practice for the industry.

Interest income

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

Dividend income

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

Rental income

Rental income from investment properties and subletting of properties is recognized on straight line basis over the term of the relevant leases.

l) Borrowing costs

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Premium in the form of fees paid on refinancing of loans are accounted for as an expense over the life of the loan using effective interest rate method. All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

m) Taxes on income

Taxes on income comprises of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognized on temporary differences between the carrying amounts of assets (including capital work in progress towards bearer plants) and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognized for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilized.

Notes to Standalone Financial Statements (Contd.)

Deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Income tax and deferred tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

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

n) Leases

The Company as lessee

The Company's lease asset classes primarily consist of leases for plant & machinery, buildings and furniture and fixtures. The Company assesses whether a contract contains a lease, at the inception of a contract.

At the date of commencement of the lease, the Company recognizes a right of use asset (ROU) and a corresponding lease liability for all lease arrangements, in which it is a lessee, except for leases with a term of twelve months or less (short-term leases), non-lease components (like maintenance charges, etc.) and leases of low value assets.

For these short-term leases, non-lease components and lease of low value assets, the Company recognizes the lease rental payments as an operating expense.

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

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. An impairment loss is recognized where applicable, when the carrying value of ROU assets of cash generating units exceeds its fair value or value in use, whichever is higher.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the lease term.

Lease liabilities are initially measured at the present value of the future lease payments. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

The Company as lessor

Leases in which the company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Contingent rents are recognised as revenue in the period in which they are earned.

o) Government Grants

- (i) Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.
- (ii) Government grants relating to income are deferred and recognized in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.
- (iii) Government grants relating to the purchase of property, plant and equipment are included in other liabilities as deferred income and are credited to Statement of Profit and Loss on a straight-line basis over the expected lives of the related assets and presented within other income.

p) Provisions and contingent liabilities

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made.

Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or reliable estimate of the amount cannot be made.

q) Earnings per share

Basic Earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period.

Notes to Standalone Financial Statements (Contd.)

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

r) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chairman and Managing Director.

s) Use of estimates and critical accounting judgments

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

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

Significant judgments and estimates relating to the carrying values of assets and liabilities include

- i. Useful lives of property, plant and equipment - Note 3(a)
- ii. Fair valuation of Investment Properties and Unquoted Investments - Note 3(d) and 5
- iii. Provisions - Note 21
- iv. Current tax and deferred tax - Note 9
- v. Valuation of Biological assets and harvested tea leaves (agricultural produce) - Note 42
- vi. Impairment of Investments Note 5, Property, plant and equipment Note 3(a), Right of use assets Note 3(b), Capital Work-in-progress Note 3(c), Investment properties Note 3(d) and Trade receivables Note 6
- vii. Provisions and Contingencies related to litigations and claims- Note 35

t) Rounding off amount

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

u) Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 3 (a) : Property, plant and equipment

Particulars	GROSS CARRYING AMOUNT			ACCUMULATED DEPRECIATION			NET CARRYING AMOUNT	
	As at 1 April 2024	Additions during the Year	Disposals during the Year	As at 31 March 2025	As at 1 April 2024	Depreciation for the Year	Disposals during the Year	As at 31 March 2025
Leasehold land	39,932.88	-	3,178.63	36,754.25	12,391.18	-	1,788.09	10,603.09
Bearer plants	20,443.46	282.63	911.67	19,814.42	2,133.88	472.06	164.91	2,441.03
Buildings	5,777.64	175.20	288.29	5,664.55	1,104.87	300.36	156.34	1,248.89
Plant and equipment	5,961.04	943.14	428.07	6,476.11	2,504.58	411.52	261.25	2,654.85
Furniture and fixtures	510.51	8.78	78.78	440.51	378.36	16.57	69.57	325.36
Vehicles	780.33	124.60	77.54	827.39	371.95	86.51	55.61	402.85
Total	73,405.86	1,534.35	4,962.98	69,977.23	18,884.82	1,287.02	2,495.77	17,676.07

Particulars	GROSS CARRYING AMOUNT			ACCUMULATED DEPRECIATION			NET CARRYING AMOUNT	
	As at 1 April 2023	Additions during the Year	Disposals during the Year	As at 31 March 2024	As at 1 April 2023	Depreciation for the Year	Disposals during the Year	As at 31 March 2024
Leasehold land	40,049.08	-	116.20	39,932.88	12,391.18	-	-	12,391.18
Bearer plants	20,260.53	182.93	-	20,443.46	1,630.06	503.82	-	2,133.88
Buildings	5,439.60	451.77	113.73	5,777.64	892.51	252.46	40.10	1,104.87
Plant and equipment	5,681.80	715.50	436.26	5,961.04	2,339.05	392.97	227.44	2,504.58
Furniture and fixtures	506.39	14.97	10.85	510.51	329.64	56.71	7.99	378.36
Vehicles	691.12	106.65	17.44	780.33	306.29	80.17	14.51	371.95
Total	72,628.52	1,471.82	694.48	73,405.86	17,888.73	1,286.13	290.04	18,884.82

54,521.04

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

- (i) With a view to rationalise the operations and improving the profitability, the Company had sold the specified assets (Leasehold land, Bearer Plant, Building, Plant and equipment, etc.) of Dilli Tea Estate in the current year and specified assets (Leasehold land, Building, Plant and equipment, etc.) of Hatibari Tea Factory and Shivani Tea Factory in the previous year.
- (ii) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) included in Property, Plant and Equipment are held in the name of the Company, except the following:

Description of property	Amount (INR lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in name of company (also indicate if in dispute)
Leasehold land at 5 Tea Estates, Assam	26,688.10	Refer Note (i)	No	Refer Note (i)	Refer note below
Leasehold land at Balijan North Tea Estate, Assam	435.84	Refer Note (ii)	No	Refer Note (ii)	Refer note below
Leasehold land at 5 Tea Estates, Assam	9,630.31	Refer Note (ii)	No	Refer Note (ii)	Refer note below
1 Residential Flat at Mumbai	185.24	Refer Note (iii)	No	Refer Note (iii)	Refer note below
3 Residential Flats at Kolkata	29.16	Refer Note (iii)	No	Refer Note (iii)	Refer note below

Note:

- (i) The Tea Division of erstwhile Dhunseri Petrochem & Tea Ltd (now known as Dhunseri Ventures Ltd) was demerged and subsequently merged with Dhunseri Tea & Industries Limited (formerly known as Dhunseri Services Limited) w.e.f April 1, 2014, as per schemes of arrangement sanctioned by an order passed by the Honourable High Court of Calcutta, consequent to which Leasehold land representing certain tea estates which were acquired pursuant to a Scheme of Amalgamation became the assets of the Company. The title deeds are still held in the name of original owners of such assets and are yet to be transferred in the name of the Company.
- (ii) Five tea estates were acquired in 2022-23 and one tea estate was acquired in 2021-22. The title deeds in respect thereof are yet to be transferred in the name of the Company.
- (iii) Residential Flat include three properties located at Kolkata and one property at Mumbai which were acquired, pursuant to the Scheme of Arrangement mentioned in the note (i) above, for which the title deeds are yet to be transferred.

Note 3 (b) : Right of use assets

(All amounts in Rs. lakhs unless otherwise stated)

Particulars	GROSS CARRYING AMOUNT			ACCUMULATED AMORTISATION			NET CARRYING AMOUNT	
	As at 1 April 2024	Additions during the Year	Deletion during the Year #	As at 31 March 2025	As at 1 April 2024	Amortisation for the Year	As at 31 March 2025	As at 31 March 2025
Leasehold land	362.70	-	362.70	-	19.14	3.32	-	-
Buildings	479.99	33.31	24.72	488.58	124.77	37.04	137.09	351.49
31-03-2025	842.69	33.31	387.42	488.58	143.91	40.36	137.09	351.49

Particulars	GROSS CARRYING AMOUNT			ACCUMULATED AMORTISATION			NET CARRYING AMOUNT	
	As at 1 April 2023	Additions during the Year	Deletion during the Year #	As at 31 March 2024	As at 1 April 2023	Amortisation for the Year	As at 31 March 2024	As at 31 March 2024
Leasehold land	362.70	-	-	362.70	14.35	4.79	19.14	343.56
Buildings	426.88	53.11	-	479.99	87.93	36.84	124.77	355.22
31-03-2024	789.58	53.11	-	842.69	102.28	41.63	143.91	698.78

During the year, the Company has transferred the specified leased assets of Jaipur Packet Factory. (Refer note 32)

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 3(c): Capital work-in-progress

Particulars	As at 1 April 2024 a	Addition during the year b	Capitalised during the year c	Closing as at 31 March 2025 d= (a+b-c)
Bearer Plant	874.25	750.84	282.63	1,342.46
Buildings	378.42	352.90	-	731.32
Plant & Equipment	327.19	-	327.19	-
Total Capital work-in-progress	1,579.86	1,103.74	609.82	2,073.78

Particulars	As at 1 April 2023 a	Addition during the year b	Capitalised during the year c	Closing as at 31 March 2024 d= (a+b-c)
Bearer Plant	595.04	462.14	182.93	874.25
Buildings	-	671.37	292.95	378.42
Plant & Equipment	199.19	286.50	158.50	327.19
Total Capital work-in-progress	794.23	1420.01	634.38	1,579.86

Capital work-in-progress (CWIP) Ageing Schedule

As at 31 March 2025

Particulars	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	1,200.05	765.18	82.80	25.75	2,073.78
Total	1,200.05	765.18	82.80	25.75	2,073.78

As at 31 March 2024

Particulars	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	1,127.06	263.01	35.21	154.58	1,579.86
Total	1,127.06	263.01	35.21	154.58	1,579.86

(i) The above balances comprises immature bearer plant in progress of Rs.1342.46 lakhs (31 March 2024: 874.25 lakhs) the maturity period for which is 3 years from the year of plantation/commencement of nurturing.

(ii) There are no projects whose completion is overdue or has exceeded its cost compared to its original plan during the year.

(iii) During the year the Company has capitalised interest and other borrowing cost. (Refer note 29)

Note 3(d): Investment properties

(At lower of cost or fair value)

Particulars	31 March 2025	31 March 2024
Gross carrying amount		
Opening gross carrying amount / Deemed cost	405.39	643.85
Additions during the year	-	21.26
Classified as Asset held for sale (refer note 15)	-	(259.72)
Closing carrying amount	405.39	405.39

(ii) Information regarding income and expenditure of investment properties

Particulars	31 March 2025	31 March 2024
Direct operating expenses of property that did not generate rental income	-	2.77

(iii) Fair value

Particulars	31 March 2025	31 March 2024
Investment properties	3,059.63	2,043.27

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Estimation of fair value

The Company's investment property consists of Land at Alibag. The fair Valuation of the said properties as stated in the above table is based on valuation conducted by a Government registered Valuer & Chartered Engineer, an accredited independent valuer and they are not a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements. Fair value hierarchy disclosures for investment properties have been provided in note 38.

Note 3(e) : Intangible Assets

Particulars	GROSS CARRYING AMOUNT				ACCUMULATED AMORTISATION				NET CARRYING AMOUNT
	As at 1 April 2024	Additions during the Year	Disposal during the Year	As at 31 March 2025	As at 1 April 2024	Amortisation during the Year	Disposal during the Year	As at 31 March 2025	As at 31 March 2025
Intangible Assets	-	123.95	-	123.95	-	14.70	-	14.70	109.25
31-03-2025	-	123.95	-	123.95	-	14.70	-	14.70	109.25

Note 4 : Intangible Assets under Development

Particulars	As at 1 April 2024	Addition during the year	Written off/ capitalised during the year	Closing as at 31 March 2025
	a	b	c	d= (a+b-c)
Intangible Assets under Development	93.39	30.56	123.95	-

Particulars	As at 1 April 2023	Addition during the year	Written off/ capitalised during the year*	Closing as at 31 March 2024
	a	b	c	d= (a+b-c)
Intangible Assets under Development	65.35	93.39	65.35	93.39

* The old ERP was written off during the previous year due to certain technological redundancies.

Intangible Assets under development Ageing Schedule

As at 31 March 2024

Particulars	Amount in Intangible Assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	93.39	-	-	-	93.39
Total	-	-	-	-	93.39

Note 5: Financial Assets - Investments

Particulars	Face value (in Rs. unless stated otherwise)	31 March 2025	31 March 2024
Non Current			
A. Investments carried at cost			
(i) Investments in unquoted equity shares, fully paid up in a wholly owned Subsidiary Company			
1,19,93,991 (31 March 2024: 1,19,93,991) equity shares of Dhunseri Petrochem & Tea Pte Ltd. *	US\$1	6,744.26	6,734.68
8,40,000 (31 March 2024: 8,40,000) equity shares of Dhunseri Petrochem & Tea Pte Ltd. *	US\$2.5	1,738.04	1,735.57
		8,482.30	8,470.25
(ii) Investments in Optionally Convertible Debentures, in a wholly owned Subsidiary Company			
2,500 (31 March 2024: 1,000) Optionally Convertible Debentures of Dhunseri Petrochem & Tea Pte Ltd.	US\$1000	2,139.51	830.62
		2,139.51	830.62
Total Non Current Investments carried at cost		10,621.81	9,300.87

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Particulars	Face value (in Rs. unless stated otherwise)	31 March 2025	31 March 2024
B. Investments carried at fair value through other comprehensive income:			
(i) Investments in unquoted Equity shares, fully paid up			
11,00,000 (31 March 2024: 11,00,000) equity shares of Mira Estates Private Limited	10	103.17	98.82
1,19,60,000 (31 March 2024: 1,19,60,000) equity shares of Dhunseri Overseas Private Limited	10	1,096.95	1,535.36
2,630 (31 March 2024: 2,630) equity shares of ABC Tea Workers Welfare Services	10	0.30	0.30
100 (31 March 2024: 100) equity shares of Assam Financial Corporation Limited	10	0.11	0.11
300 (31 March 2024: 300) equity shares of Assam Co-op Apex Bank Limited	10	0.15	0.15
		1,200.68	1,634.74
Total Non-Current Investments A(i)+A(ii)+B (i)		11,822.49	10,935.61
(a) Aggregate amount of unquoted investments		11,822.49	10,935.61

* Includes deemed equity investments aggregating to Rupees 12.05 lakhs for Financial guarantee provided during the current year.

Note 6: Financial Assets -Trade receivables

(Unsecured at amortised cost)

Particulars	31 March 2025	31 March 2024
Non-Current		
Considered good	1263.45	1,263.45
Less : Allowance for expected credit loss	(336.42)	(246.42)
Total Non-Current Trade Receivables	927.03	1,017.03
Current		
Considered good	390.09	800.56
Total Current Trade Receivables	390.09	800.56

(i) Trade receivables Ageing Schedule

As at 31 March 2025

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	
Undisputed considered good	191.75	194.66	1.66	1.58	0.44	-	390.09
Disputed considered good	-	-	-	-	-	1,263.45	1,263.45
Sub Total	191.75	194.66	1.66	1.58	0.44	1,263.45	1,653.54
Less : Allowance for expected credit loss						(336.42)	(336.42)
Total							1,317.12

As at 31 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	
Undisputed Trade Receivables – considered good	669.00	125.94	4.89	0.73	-	-	800.56
Disputed Trade receivables - considered good	-	-	-	-	-	1,263.45	1,263.45
Sub Total	669.00	125.94	4.89	0.73	-	1,263.45	2,064.01
Less : Allowance for expected credit loss						(246.42)	(246.42)
Total							1,817.59

(ii) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person or due from firms or private companies in which any director is a partner, a director or a member.

(iii) For terms and conditions relating to related party receivables, refer Note 41.

(iv) Trade receivables are non-interest bearing and have credit period within 180 days.

(v) None of the trade receivables are credit impaired and it is expected that the full contractual amounts can be collected.

(vi) There are no unbilled receivables.

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 7: Financial Assets - Loans

(At amortised cost, unsecured, good)

Particulars	31 March 2025	31 March 2024
Non-current		
Loans to employees	-	4.57
Total Non Current Loans	-	4.57
Current		
Loans to employees	7.50	12.85
Total Current Loans	7.50	12.85

Note 8: Financial Assets - Other financial assets

(At amortised cost, unsecured, good)

Particulars	31 March 2025	31 March 2024
Non-current		
Security deposits		
- with related parties (Refer note 41)	55.65	51.84
- with others	266.53	310.97
Receivable on account of sale of land (net of expected credit losses of Rs. 12.50 lakhs (31 March 2024: Rs. 12.50)	82.50	82.50
Interest receivable on Debentures (Refer note 41)	104.97	17.98
Total Other Non Current Financial Assets	509.65	463.29
Current		
Accrued Replantation Subsidy	-	6.58
Orthodox and interest subsidy receivable	353.42	406.89
Other receivable #	191.28	62.76
Total Other Current Financial Assets	544.70	476.23

includes receivable on account of sale of Dilli Tea Estate Rs. 150.72 lakhs (31 March 2024 Nil)

Note 9: Taxes

(a) Non-current tax assets (net)

Particulars	31 March 2025	31 March 2024
Non-current tax assets [net of tax liabilities Rs. 2817.04 lakhs (31 March 2024: Rs.2804.84 lakhs)]	809.28	695.40
Total Non-current tax assets	809.28	695.40

(b) Deferred tax liabilities

Particulars	31 March 2025	31 March 2024
Deferred tax liabilities		
Property, plant and equipment, Right of use assets and Capital work -in-progress	3,533.13	3,514.67
Investments (gain on fair valuation)	-	92.12
Gross deferred tax liabilities	3,533.13	3,606.79
Deferred tax assets		
Brought forward business loss and unabsorbed depreciation	563.74	563.74
Expenses allowable on payment basis	260.56	251.76
Lease liabilities	121.60	118.80
Provision for expected credit losses on trade receivables and other balances	87.82	72.69
Investments (loss on fair valuation)	11.76	-
Others	2.19	-
Gross deferred tax assets	1,047.67	1,006.99
Net deferred tax liabilities	2,485.46	2,599.80

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Movement in deferred tax (assets)/liabilities

Particulars	Property, plant & equipment, Right of use assets and Capital work in progress	Others (net)	Total
At 01 April 2023	3,239.95	(480.85)	2,759.10
Charged/(credited):			
- to profit or loss	274.72	(820.49)	(545.77)
- to other comprehensive income	-	386.47	386.47
At 31 March 2024	3,514.67	(914.87)	2,599.80
Charged/(credited):			
- to profit or loss	18.46	(217.57)	(199.11)
- to other comprehensive income	-	84.77	84.77
At 31 March 2025	3,533.13	(1,047.67)	2,485.46

Refer note 33 for Income tax expense and reconciliation.

Note 10: Other assets

(Unsecured, Considered good)

Particulars	31 March 2025	31 March 2024
Non-Current		
Capital advances	99.88	197.76
Prepaid expenses	8.10	12.00
Advance operating lease rental	1.64	5.57
Total Other Non-Current Assets	109.62	215.33
Current		
Balances with Government authorities	333.33	346.66
Prepaid expenses	87.86	24.27
Advance to suppliers/ service providers	83.48	113.90
Advance operating lease rental	3.93	3.93
Others	0.93	-
Total Other Current Assets	509.53	488.76

Note 11: Inventories

(At lower of cost and net realisable value)

Particulars	31 March 2025	31 March 2024
Finished goods (includes in transit - 31 March 2025: Rs 291.31 lakhs, 31 March 2024: Rs 59.56 lakhs)	1,285.43	2,203.94
Stores and spares including packing materials (includes in transit - 31 March 2025: Nil, 31 March 2024: Rs 68.39 lakhs)	1,570.61	2,283.83
Total Inventories	2,856.04	4,487.77

Note 12: Biological assets other than bearer plant

(At fair value)

Particulars	31 March 2025	31 March 2024
Fair Value of Biological assets (other than Bearer plant)*	160.50	91.32
Closing stock of biological assets	31 March 2025	31 March 2024
Weight (in lakh kgs)	4.02	4.50

Movement of biological asset is presented below:

Particulars	31 March 2025	31 March 2024
As at Opening date	91.32	106.49
Increases due to harvest / physical changes	160.50	91.32
Decreases due to harvest / physical changes	(91.32)	(106.49)
As at Closing date	160.50	91.32

* Biological assets represent unplucked green tea leaves other than bearer plant.

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 13: Financial Assets - Cash and cash equivalents

Particulars	31 March 2025	31 March 2024
Balances in Current accounts with banks	1,088.54	260.02
Cash on hand	16.03	51.35
Total Cash and Cash Equivalents	1,104.57	311.37

Note 14: Financial Assets - Other bank balances

Particulars	31 March 2025	31 March 2024
Unpaid dividend accounts*	21.31	27.05
Total Other Bank Balances	21.31	27.05

* Earmarked for payment of unclaimed dividend.(Refer note 18b)

Note 15: Assets held for Sale

(At lower of cost and fair value)

Particulars	31 March 2025	31 March 2024
Land held for Sale	-	243.56
Total Assets held for Sale	-	243.56

The Company had entered into the Memorandum of Understanding dated 29th March,2024 for Sale of Investment Property at Bikaner and the said assets was classified as Assets held for Sale in the previous year for which the final sale agreement was executed with buyer on 16th August 2024.

Note 16: Equity share capital and other equity

Note 16 (a): Equity share capital

Authorised equity share capital

Particulars	31 March 2025	31 March 2024
1,10,00,000 (31 March 2024: 1,10,00,000) Equity Shares of Rs. 10/- each	1,100.00	1,100.00
Total	1,100.00	1,100.00

Issued, subscribed and paid-up equity share capital

Particulars	31 March 2025	31 March 2024
1,05,07,427 Equity Shares of Rs. 10/- each fully paid up (31 March 2024: 1,05,07,427 Equity Shares of Rs. 10 each fully paid up)	1,050.74	1,050.74
Total	1,050.74	1,050.74

(i) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period

Particulars	31 March 2025		31 March 2024	
	No. of Shares	Amount	No. of Shares	Amount
Opening balance	1,05,07,427	1,050.74	1,05,07,427	1,050.74
Closing balance	1,05,07,427	1,050.74	1,05,07,427	1,050.74

Terms and rights attached to equity shares

The Company has one class of equity share having a par value of Rs 10/- each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in the case of interim dividend. In the event of liquidation the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(ii) Details of shareholders holding more than 5% of Issued, Subscribed and Paid-up share

Shareholder	31 March 2025		31 March 2024	
	Number of Shares	% holding	Number of Shares	% holding
Dhunseri Investments Limited	-	-	48,09,595	45.77%
Naga Dhunseri Group Limited	57,33,221	54.56%	9,23,626	8.79%
Dhunseri Ventures Limited	6,75,481	6.43%	6,75,481	6.43%
Total	64,08,702	60.99%	64,08,702	60.99%

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

(iii) Details of shares held by promoters

S. No.	Promoter Name	Year ended 31 March, 2025		Year ended 31 March, 2024	
		No. of shares at the end of the year	% of total shares	No. of shares at the end of the year	% of total shares
1	Dhunseri Investments Limited	-	-	48,09,595	45.77
2	Naga Dhunseri Group Limited	57,33,221	54.56	9,23,626	8.79
3	Dhunseri Ventures Limited	6,75,481	6.43	6,75,481	6.43
4	Mint Investments Limited	4,44,637	4.23	4,44,637	4.23
5	Chandra Kumar Dhanuka Karta of Shankarlal Chandra Kumar (HUF)	1,20,000	1.14	1,20,000	1.14
6	Trimplex Investments Limited	86,437	0.82	86,437	0.82
7	Madhuting Tea Private Limited	27,300	0.26	27,300	0.26
8	Mrigank Dhanuka	34,775	0.33	34,775	0.33
9	Chandra Kumar Dhanuka, Trustee, Aman Dhanuka Trust	27,000	0.26	27,000	0.26
10	Chandra Kumar Dhanuka, Trustee, Ayaan Dhanuka Trust	27,000	0.26	27,000	0.26
11	Aruna Dhanuka	24,753	0.24	24,753	0.24
12	Chandra Kumar Dhanuka	13,656	0.13	13,656	0.13
13	Chandra Kumar Dhanuka, Trustee, Shree Shaligram Trust	14,100	0.13	14,100	0.13
14	Tarulika Khaitan	3,600	0.03	3,600	0.03
15	Pavitra Khaitan	3,000	0.03	3,000	0.03
16	Mitali Khaitan (Minor) represented by Mr. Haigreave Khaitan Father & Natural Guardian	3,000	0.03	3,000	0.03
17	Chandra Kumar Dhanuka, Partner, Sew Bhagwan & Sons	1,329	0.01	1,329	0.01
TOTAL		72,39,289	68.89	72,39,289	68.89

In the current year Naga Dhunseri Group Limited has acquired 48,09,595 equity shares of the Company held by Dhunseri Investments Limited on 10th March 2025. The Company has become a subsidiary of Naga Dhunseri company Limited as a result of the above mentioned transaction. This is an inter-se transfer between the promoter company companies and there is no other change in overall promoter holding during both the years.

Note 16 (b): Other equity

Particulars	31 March 2025	31 March 2024
General reserve [Refer (i) below]	14,902.98	14,902.98
Fair value through other comprehensive income (FVOCI) - equity instruments [Refer (ii) below]	(135.94)	236.06
Retained earning [Refer (iii) below]	37,914.53	37,305.71
Total Other equity	52,681.57	52,444.75

(i) General reserve

Particulars	31 March 2025	31 March 2024
Opening balance	14,902.98	14,902.98
Closing balance	14,902.98	14,902.98

(ii) Fair value through other comprehensive income (FVOCI)- equity instruments

Particulars	31 March 2025	31 March 2024
Opening balance	236.06	(221.64)
Gain/(loss) on fair value of FVOCI equity instruments (net of tax)	(372.00)	373.93
(Gain)/loss on sale of equity instruments transferred to retained earning (net of tax)	-	83.77
Closing balance	(135.94)	236.06

(iii) Retained earning

Particulars	31 March 2025	31 March 2024
Opening balance	37,305.71	43,094.19
Net Profit/(Loss) for the year	232.48	(6,073.23)
<i>Items of other comprehensive income recognised directly in retained earnings</i>		
Gain/ (loss) on sale of equity instruments transferred from FVOCI- equity instruments (net of tax)	-	(83.77)
Remeasurement gain on defined benefit plans (net of tax)	376.34	683.73
Dividend paid on equity shares	-	(315.21)
Closing balance	37,914.53	37,305.71

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Nature and purpose of reserves

(i) General reserve

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

(ii) Fair value through other comprehensive income (FVOCI)- equity instruments

The Company has elected to recognise changes in the fair value of certain investments in equity instruments through other comprehensive income. These changes are accumulated within the FVOCI equity instruments reserve. The Company transfers amounts from this reserve to retained earnings when the relevant equity instruments are derecognised.

(iii) Retained earning

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss.

Note 17: Financial Liabilities - Borrowings

(At amortised cost)

Particulars	31 March 2025	31 March 2024
Non-Current		
Secured		
Auto loan from Bank [refer note (a)(i) below]	33.24	16.36
Term loan from Bank [refer note (a)(ii) below]	820.34	704.93
Less: Current maturities of long term borrowings	(61.86)	(5.40)
Total Non-Current Borrowings	791.72	715.89
Current		
Secured		
Loans repayable on demand from Banks [refer note (b)(i) below]	7,351.49	10,532.39
Add: Current maturities of long term borrowings	61.86	5.40
Unsecured		
Loan from related parties[refer note (b)(ii) below]	1,438.75	329.62
Total Current Borrowings	8,852.10	10,867.41

(a) Repayment terms and nature of securities given for Term/Demand loans from banks are as follows:

(i) Auto Loan from a bank

Nature of Security

Auto loans from bank are secured by hypothecation of respective vehicles.

Repayment and other terms

(i) Auto loan from Bank is repayable in 60 instalments of Rs. 0.55 lakhs (31 March 2024: Rs. 0.55 lakhs) each starting from January 7, 2022 and interest rate of 7% p.a. is payable on a monthly basis. The outstanding balance as at year end is Rs. 10.77 lakhs (31 March 2024: 16.36 lakhs) (Maturity Date:07-12-2026)

(ii) Auto loan from Bank is repayable in 39 instalments of Rs. 0.77 lakhs (31 March 2024: Nil) each starting from October 5, 2024 and interest rate of 8.95% p.a. is payable on a monthly basis. The outstanding balance as at year end is Rs. 22.47 lakhs (31 March 2024: Nil) (Maturity Date:05-12-2027)

(ii) Agri Infra Fund Term Loan (AIFTL)

Nature of Security

Secured by first charge by way of hypothecation over the entire current assets of the Company ranking pari passu with other consortium Banks as primary security. Secured by a first hypothecation charge on the immovable properties and movable fixed assets of the Company ranking pari passu with other consortium banks as collateral security.

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Repayment and other terms

- (i) AIFTL Agri Infra term loan from Bank is repayable in 60 instalments of Rs. 2.47 lakhs (31 March 2024: Rs. 0.99 lakhs) each starting from October 25, 2025 and interest rate of 9% p.a. is payable on a monthly basis. The outstanding balance as at year end is Rs. 119.19 lakhs (31 March 2024: 47.53 lakhs) (Maturity Date:25-09-2030)
- (ii) AIFTL Agri Infra term loan from Bank is repayable in 60 instalments of Rs. 3.71 lakhs (31 March 2024: Rs. 3.71 lakhs) each starting from November 10, 2025 and interest rate of 9% p.a. is payable on a monthly basis. The outstanding balance as at year end is Rs. 178.65 lakhs (31 March 2024: Rs. 178.65 lakhs) (Maturity Date:25-11-2030)
- (iii) AIFTL Agri Infra term loan from Bank is repayable in 60 instalments of Rs. 4.15 lakhs (31 March 2024: Rs. 4.15 lakhs) each starting from December 10, 2025 and interest rate of 9% p.a. is payable on a monthly basis. The outstanding balance as at year end is Rs. 200.00 lakhs (31 March 2024: Rs. 200.00 lakhs) (Maturity Date:10-10-2030)
- (iv) AIFTL Agri Infra term loan from Bank is repayable in 60 instalments of Rs. 4.15 lakhs (31 March 2024: Rs. 4.15 lakhs) each starting from December 25, 2025 and interest rate of 9% p.a. is payable on a monthly basis. The outstanding balance as at year end is Rs. 200.00 lakhs (31 March 2024: 200.00 lakhs) (Maturity Date:10-11-2030)
- (v) AIFTL Agri Infra term loan from Bank is repayable in 60 instalments of Rs. 2.54 lakhs (31 March 2024: Rs. 1.63 lakhs) each starting from January 15, 2026 and interest rate of 9% p.a. is payable on a monthly basis. The outstanding balance as at year end is Rs. 122.50 lakhs (31 March 2024: Rs. 78.75 lakhs) (Maturity Date:15-12-2030)
- (vi) The instalment amounts mentioned above also includes interest.

(b) Repayment and other terms and nature of securities given for short term borrowings

- (i) Loans repayable on demand from Banks are secured by a first hypothecation charge on the current assets of the Company, viz. stock of raw materials, finished goods, stores and spares not relating to plant and machinery, bills receivable, book debts and all other movables, both present and future, wherever situated. Secured by a first hypothecation charge on the movable fixed assets of the Company and equitable mortgage over the immovable properties by deposit of title deeds of tea estates.

Rate of Interest

Loan from Bank is availed as per the requirements of the Company at interest rates mutually agreed at the time of drawing the facility with interest rates varying from 7.98% to 9.50%

- (ii) Unsecured loan from related parties will be due in a year and payable at one go along with interest @8% p.a

- (c) The Company has not defaulted on repayment of any borrowings and interest thereof.

- (d) The Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of security of current assets of the Company. The quarterly returns/statements filed by the Company with such banks are in agreement with the books of accounts of the Company.

Note 18(a) : Financial Liabilities - Lease liabilities

(at amortised cost)

Particulars	31 March 2025	31 March 2024
Non-Current		
Lease Liabilities (Refer note 43)	366.17	366.39
Total Non-Current Lease Liabilities	366.17	366.39
Current		
Lease Liabilities (Refer note 43)	67.09	56.87
Total Current Lease Liabilities	67.09	56.87

Note 18(b): Financial Liabilities - Other financial liabilities

(at amortised cost)

Particulars	31 March 2025	31 March 2024
Non-Current		
Security deposits (Payable to related parties)	46.32	42.91
Total Other Non-Current Financial Liabilities	46.32	42.91
Current		
Interest accrued but not due on borrowings	16.05	24.92
Liability for capital goods	644.07	793.67
Unpaid dividends	21.31	27.05
Accrued employee benefits	1,384.76	1,412.59
Others	11.70	46.95
Total Other Current Financial Liabilities	2,077.89	2,305.18

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 19: Other liabilities

Particulars	31 March 2025	31 March 2024
Non-current		
Statutory dues	-	134.44
Deferred guarantee income	7.74	3.92
Deferred income on account of government grant#	295.93	301.91
Operating lease rentals received in advance	-	3.41
Total Other Non-Current Liabilities	303.67	443.68
Current		
Statutory dues	670.83	728.96
Deferred guarantee income	5.90	5.33
Deferred income on account of government grant#	5.98	5.98
Operating lease rentals received in advance	3.41	3.42
Others ##	21.72	10.16
Total Other Current Liabilities	707.84	753.85

During the year the Company has recognised Rs. 5.98 lakhs (31 March 2024: 5.98 lakhs) in other income on account of government grants.

Others mainly consists of customer advance of Rs. 13.42 lakhs (31 March 2024: Rs. 10.16 lakhs)

Note 20: Financial Liabilities - Trade payables

(at amortised cost)

Particulars	31 March 2025	31 March 2024
Current		
Total outstanding dues of micro enterprises and small enterprises [Refer (a) below]	180.65	152.97
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,995.61	2,506.86
Total Trade Payables	2,176.26	2,659.83

(a) The amount due to Micro and Small Enterprises as defined in "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of the information available with the Company. The disclosures relating to Micro and Small Enterprises are as below -

Particulars	31 March 2025	31 March 2024
(i) The principal amount remaining unpaid to supplier under the Micro, Small and Medium Enterprises Development Act, 2006	180.65	152.97
(ii) The interest due thereon remaining unpaid to supplier under the Micro, Small and Medium Enterprises Development Act, 2006	12.61	7.65
(iii) The amount of interest paid under Micro, Small and Medium Enterprises Development Act, 2006, along with the amounts of payment made to suppliers beyond the appointed day during the year	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
(v) The amount of interest accrued during the year and remaining unpaid under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Trade payables Ageing Schedule

As at 31 March 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Current but not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	67.33	113.32	-	-	-	180.65
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,093.40	728.94	139.71	17.32	16.24	1,995.61
Total	1,160.73	842.26	139.71	17.32	16.24	2,176.26

As at 31 March 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Current but not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	114.08	38.89	-	-	-	152.97
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,225.01	1,176.67	28.67	12.82	63.69	2,506.86
Total	1,339.09	1,215.56	28.67	12.82	63.69	2,659.83

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 21: Provisions

Particulars	31 March 2025	31 March 2024
Non Current		
Gratuity	2,950.46	3,016.39
Total Non-Current Employee benefit Obligation	2,950.46	3,016.39
Current		
Leave liability	273.41	245.47
Gratuity*	182.68	-
Total Current Employee Benefit Obligation	456.09	245.47

Refer to note 28 for further disclosures on employee benefit obligations.

* Represents gratuity liability of the employees of Dilli Tea Estate sold during the year.

Note 22: Revenue from operations

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from contracts with customers		
Sale of loose and packet tea	32,699.74	29,574.03
Other operating revenues		
- Orthodox Tea Subsidy	2.79	127.76
Total Revenue from operations	32,702.53	29,701.79

Note 23: Other Income

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest Income *	92.25	70.41
Insurance claim	2.07	36.33
Rental income	5.98	6.48
Dividend income	-	12.51
Liabilities no longer required written back	91.47	6.27
Profit on sale of property, plant and equipment	58.94	37.66
Income from government grant ##	5.98	5.98
Gain on sale of investments classified as at fair value through profit or loss	-	723.47
Miscellaneous Income#	183.59	64.45
Total Other Income	440.28	963.56

* Interest income mainly comprise Interest on Debentures Rs. 86.99 lakhs (31 March 2024: 17.98 lakhs)

Miscellaneous income mainly consists of scrap sales Rs. 69.05 lakhs (31 March 2024: Rs. 21.22 lakhs) and compensation for shade trees Rs. 47.54 lakhs (31 March 2024: 18.91 lakhs)

Government grants are related to replantation of bearer plants.

Note 24: Cost of materials consumed

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Cost of materials consumed*	-	2,012.85
Total Cost of Materials Consumed	-	2,012.85

*Cost of material consumed represents green leaf purchased.

Note 25: Purchase of Traded Goods

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Purchase of traded goods	105.99	710.97
Total Purchase of traded goods	105.99	710.97

Purchase of traded goods represents Tea purchased.

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 26: Changes in inventories of finished goods and traded goods

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance at the beginning of the year		
Finished Goods - Tea	2,203.94	3,013.06
Balance at the end of year		
Finished Goods - Tea	1,285.43	2,203.94
Total decrease in closing stock of finished goods and traded goods	918.51	809.12

Note 27: Changes in inventories of biological assets

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance at the beginning of the year		
Balance of unplucked green leaves	91.32	106.49
Balance at the end of year		
Balance of unplucked green leaves	160.50	91.32
Net (increase)/decrease in biological assets	(69.18)	15.17

Note 28: Employee benefits expense

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Salaries, wages and bonus	18,353.98	17,407.20
Contribution to provident and other funds	2,663.88	2,684.73
Staff welfare expenses	1,571.35	1,605.40
Total employee benefits expense	22,589.21	21,697.33

During the year, the Company recognised an amount of Rs. 108.70 lakhs (2023-24: Rs. 99.50 lakhs) as remuneration to key managerial personnel, Refer note 41 for details.

(i) Leave Obligations

(a) Short term Employee Benefits:

The undiscounted amount of Short-term Employee Benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service.

(b) Compensated Absences

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

(ii) Defined contribution plan

Provident Fund: The Company contributes 12% of the basic salary of employees towards Provident Fund Scheme to the relevant provident fund authorities (Regional Provident Fund Commissioner/ Assam Tea Plantation Provident Fund account).

The Company contributed Rs. 2,010.43 and Rs. 2,034.41 lakhs during the year ended 31 March 2025 and 31 March 2024 respectively.

Superannuation Fund: The Company provides for Superannuation benefit to certain employees wherein 15% of basic salary is funded with Life Insurance Corporation of India.

The Company contributed Rs. 2.59 lakhs and Rs. 2.09 lakhs during the year ended 31 March 2025 and 31 March 2024 respectively.

Others: Others consist of company and employee's contribution to:

Employees Pension Scheme [Total amount charged to the statement of Profit and Loss for the year Rs. 10.33 lakhs (2023-24 Rs.11.08 lakhs)]

Employees State Insurance [Total amount charged to the statement of Profit and Loss for the year Rs. 0.58 lakhs (2023-24 Rs. 0.66 lakhs)]

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

(iii) Post Employment Benefits Plans

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. As per the scheme, the Gratuity Trust Fund make payment to vested employees at retirement, death/disability, withdrawal of an amount based on the respective employee's eligible salary for specified number of days depending upon the tenure of service subject to a maximum of Rs 20 lakhs. Vesting occurs upon completion of five years of service. Liability with regard to the aforesaid gratuity plan is determined by actuarial valuation based upon which the Company makes annual contributions for Gratuity to the Trust Fund.

(iv) Balance sheet recognition

a) Gratuity

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

Particulars	Present value of obligation	Fair value of plan assets	Net amount
01 April 2024	5,660.53	2,644.68	3,016.39
Current service cost	428.78	-	428.78
Interest expense/income	386.47	175.32	211.15
Total amount recognised in profit or loss	815.25	175.32	639.93
<i>Remeasurement</i>			
Return on plan assets, excluding amounts included in interest expense/income	-	(37.75)	37.75
Actuarial (gain)/loss from change in financial assumptions	188.13	-	188.13
Actuarial (gain)/loss from unexpected experience	(749.06)	-	(749.06)
Total amount recognised in other comprehensive income	(560.93)	(37.75)	(523.18)
Benefits Payment	(279.08)	(279.08)	-
Acquisition (credit) cost	(182.68)	-	(182.68)
31 March 2025	5,453.09	2,503.17	2,950.46

Particulars	Present value of obligation	Fair value of plan assets	Net amount
01 April 2023	5,975.54	2,604.81	3,371.27
Current service cost	393.73	-	393.73
Interest expense/income	422.89	180.15	242.74
Total amount recognised in profit or loss	816.62	180.15	636.47
<i>Remeasurement</i>			
Return on plan assets, excluding amounts included in interest expense/income	-	120.18	(120.18)
Actuarial (gain)/loss from change in financial assumptions	77.76	-	77.76
Actuarial (gain)/loss from unexpected experience	(907.96)	-	(907.96)
Total amount recognised in other comprehensive income	(830.20)	120.18	(950.38)
Adjustment relating to acquisition and sale of tea estates	-	(56.17)	56.17
Benefits Payment	(204.28)	(204.28)	-
Acquisition (credit) cost	(97.15)	-	(97.15)
31 March 2024	5,660.53	2,644.68	3,016.39

(v) Significant estimates: actuarial assumptions

The significant actuarial assumptions were as follows:

Particulars	31 March 2025	31 March 2024
Discount rate	6.50%	7.00%
Expected return on plan asset	6.50%	7.00%
Salary growth rate	5.00%	5.00%
Attrition rate	1.00%	1.00%
Mortality rate	Indian Assured Lives Mortality (2006-08) (modified) Ultimate	Indian Assured Lives Mortality (2006-08) (modified) Ultimate

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

(vi) Sensitivity analysis

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

Particulars	Impact on defined benefit obligation			
	31 March 2025		31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (-/+ 1%)	363.07	421.21	367.51	424.99
Salary growth rate (+/- 1%)	423.45	371.23	429.41	377.44
Attrition rate (+/- 1%)	39.29	44.58	56.23	63.44

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

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

(vii) The major categories of plans assets are as follows:

Particulars	31 March 2025	31 March 2024
Investment with Private Insurance Companies	37.42%	33.25%
Administered by Life Insurance Corporation of India	60.30%	65.01%
Investment in Mutual Fund	0.77%	0.69%
Special Deposits and Bonds	1.09%	1.05%
Others Including Bank Balances	0.42%	1.54%

(viii) Risk exposure

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

Investment risk:

If plan is funded, then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

Interest risk:

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

Life expectancy:

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

Salary growth risk

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

(ix) Defined benefit liability and employer contributions

Expected contributions to post-employment benefits plans for the year ending 31 March 2025 is Rs. 2,950.46 lakhs (31 March 2024 : Rs 3,016.39 lakhs).

The weighted average duration of the defined benefit obligation is 7 years (31 March 2024 – 7 years).

Expected benefit payments for the year ending	31 March 2025	31 March 2024
31 March 2026 (31 March 2025)	1,210.46	1,171.99
31 March 2027 (31 March 2026)	377.77	408.33
31 March 2028 (31 March 2027)	356.13	445.47
31 March 2029 (31 March 2028)	383.50	423.20
31 March 2030 (31 March 2029)	372.51	441.80
31 March 2031 to 31 March 2035 (31 March 2030 to 31 March 2034)	1,724.82	1,952.34

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 29: Finance costs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest expense		
- Lease liability (refer note 43)	43.78	42.26
- Borrowings (refer note 41 for interest paid to related party)	811.10	720.36
Other borrowing costs	76.38	23.13
	931.26	785.75
Less: Interest capitalised	(46.59)	(27.54)
Total Finance Costs	884.67	758.21

The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the entity's total borrowing during the current year, in this case is 8.68% (31 March 2024: 8.80%).

Note 30: Depreciation and amortisation expense

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation on property, plant and equipment	1,287.02	1,286.13
Amortisation on intangible assets	14.70	-
Amortisation on right of use assets	40.36	41.62
Total Depreciation and amortisation expense	1,342.08	1,327.75

Note 31(a): Power and fuel

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Power & Fuel Expenses	2,745.25	3,475.08
Total Power and fuel expenses	2,745.25	3,475.08

Note 31(b): Other expenses

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Consumption of stores, spare parts and packing material	3,223.02	3,631.20
Repairs and maintenance		
Plant and machinery	888.11	582.18
Buildings	198.73	270.36
Others	888.22	936.46
Insurance	90.78	91.72
Rates and taxes	176.22	185.55
Freight,delivery and shipping charges	181.88	428.32
Brokerage and commission	1.19	8.50
Other selling expenses	172.80	177.11
Auditor's remuneration[(Refer (a) below]	61.64	52.19
Travelling and conveyance	323.12	271.96
Legal & Professional Charges	368.69	261.74
Charity & Donation	5.86	56.71
Allowance for expected credit loss on receivables	90.00	-
Expenditure towards Corporate Social Responsibility activities [Refer (b) below]	-	38.00
Security Expenses	87.80	131.69
Subscription	119.50	129.90
Printing and Stationery	31.10	34.77
Miscellaneous expenses	343.27	275.46
Total Other Expenses	7,251.93	7,563.82

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
(a) Details of auditors' remuneration and out-of-pocket expenses are as below:		
Audit Fees	35.00	30.00
Limited Review	18.00	15.25
For other matters (Certification fees)	3.75	4.00
Reimbursement of expenses	4.89	2.94
	61.64	52.19

(b) Details of Corporate Social Responsibility Expenditure are set out below:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
(a) Gross amount required to be contributed/spent by the Company during the year	-	37.11
(b) Amount approved by the Board to be spent during the year	-	38.00
(c) Amount contributed/ spent during the year:		
i. Construction/acquisition of any asset	-	-
ii. For purposes other than (i) above	-	38.00
	-	38.00
(d) Details related to spent / unspent obligations:		
i. Contribution to charitable trust	-	38.00
	-	38.00

Details of ongoing project and other than ongoing project

There are no ongoing projects

Other than Ongoing Project as per section 135(6) of Companies Act 2013

Opening Balance	-	-
Amount deposited in Specified Fund of Sch. VII within 6 months	-	-
Amount required to be spent during the year	-	37.11
Amount contributed/spent during the year	-	38.00
Closing Balance	-	-

Note 32: Exceptional items

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Profit on sale of property, plant and equipment [Refer note (i) below]	2,728.82	1,118.09
Loss on write down of 'Asset held for sale' to fair value (Refer note 15)	-	(16.16)
Total Exceptional items	2,728.82	1,101.93

(i) With a view to rationalise the operations and improving the profitability, the Company has sold specified assets of Dilli Tea Estate and profit on such sale amounting to Rs. 1,154.82 Lakhs has been disclosed as "Exceptional Items" in the current year. Exceptional items for the current year also includes profit on sale of specified leased assets of Jaipur Packet Factory amounting to Rs. 1,574.00 lakhs. Exceptional items in the previous year represents profit on sale of specified assets of Shivani Tea Factory, Hatibari Tea Factory and loss on sale of Investment property at Bikaner.

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 33: Tax expense

(a) Income tax expense

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
<i>Current tax</i>		
Current tax on profits for the year	69.80	-
Adjustment for current tax for earlier year	-	15.98
Total current tax expense	69.80	15.98
<i>Deferred tax</i>		
Decrease/(increase) in deferred tax assets	(40.68)	(563.74)
(Decrease)/ increase in deferred tax liabilities	(158.43)	17.97
Total deferred tax credit	(199.11)	(545.77)
Total Net tax expense/(credit)	(129.31)	(529.79)

(b) Reconciliation of tax expense as per the effective rate of tax and India's statutory rate of tax:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Loss before tax	103.17	(6,603.02)
Applicable tax rate (refer note 1 below)	28.07%	28.07%
Tax at the applicable tax rate	28.96	(1,853.28)
Permanent difference	(85.62)	60.58
Income taxed at different rates	(247.39)	137.28
Tax Holiday under Agricultural income tax	392.04	1,120.59
Reversal of DTL on Bearer plant sold for Dilli T.E	(201.61)	-
Earlier year tax adjustment	-	15.98
Others	(15.70)	(10.94)
Total tax expense/(credit)	(129.31)	(529.79)

(1)The applicable tax rate for the Company is 25.17% (including surcharge and cess). However, the Company is also subject to agricultural income tax at the rate of 30% to the extent of 60% of its business income. Accordingly, the average rate considered for the aforesaid reconciliation and on the basis of which the deferred tax has been measured by the Company is 28.07% for the year ended March 31, 2025 and March 31, 2024 .

Note 34: Earnings per share

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
(i) Basic and diluted*		
Weighted average number of equity shares outstanding during the year (A)	1,05,07,427	1,05,07,427
Nominal value of each equity Share (Rs.)	10	10
Profit/(Loss) for the year (Rs. in lakhs) (B)	232.48	(6,073.23)
Earnings per share (Basic and diluted) (Rs.) (B/A)	2.21	(57.80)

* The Company does not have any instruments for which diluted earnings per share needs to be calculated.

Note 35: Contingent liabilities

Particulars	31 March 2025	31 March 2024
(a) Claims against the Company not acknowledged as debts :		
Income Tax-matter under dispute	63.61	63.61
(b) Standby Letters of Credit issued in connection, with loan taken by Dhunseri Petrochem & Tea Pte Limited, a wholly owned subsidiary, from a bank to meet its business objectives	1,546.48	1,589.35
Total Contingent Liabilities	1,610.09	1,652.96

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 36: Commitments

Particulars	31 March 2025	31 March 2024
a) Capital Commitments		
Estimated value of contracts in capital account remaining to be executed [net of advances Rs. 97.68 lakhs (31 March 2024: Rs. 123.72 lakhs)]	162.20	186.28
Total Commitments	162.20	186.28

- b) The Company has ongoing commitment to extend financial support to its subsidiary Dhunseri Petrochem and Tea Pte Limited, Singapore and its step down subsidiaries Makandi Tea & Coffee Estates Ltd. and Kawalazi Estate Company Ltd., Malawi. The future cash flow in respect of the above cannot be ascertained at this stage.

Note 37: Capital management

(a) Risk management

The company's objectives when managing capital are to:

- (a) safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- (b) maintain an optimal capital structure to reduce the cost of capital.

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

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

The capital structure of the Company consists of debt, cash and cash equivalents and equity attributable to equity shareholders of the Company which comprises issued share capital and accumulated reserves disclosed in the Statement of Changes in Equity.

Consistent with others in the industry, the Company monitors capital on the basis of net debt to equity ratio and maturity profile of overall debt portfolio of the Company.

Net Debt implies borrowings including interest accrued on borrowings of the Company as reduced by Cash and Cash Equivalents and Equity comprises all components attributable to the owners of the Company.

The following table summarises the Net Debt, Equity and Ratio thereof.

Particulars	Note	31 March 2025	31st March 2024
(i) Total Debt			
Borrowings - Non-Current	17	791.72	715.89
- Current	17	8,852.10	10,867.41
Interest accrued but not due on borrowings	18(b)	16.05	24.92
		9,659.87	11,608.22
Less : Cash and Cash Equivalents	13	1,104.57	311.37
Net Debt		8,555.30	11,296.85
(ii) Equity attributable to Shareholders		53,732.31	53,495.49
(iii) Net debt to equity ratio		15.92%	21.12%

The Company is committed to extend support and provide equity to the subsidiaries, based on the requirements.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2025 and 31 March 2024.

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

(b) Dividend

Particulars	31 March 2025	31st March 2024
(i) Final dividend paid on equity shares during the year	-	315.21
(ii) Proposed Dividends at the end of the reporting period The directors have recommended the payment of final dividend of Rs. 1/- per fully paid equity share (31 March 2024 - Nil) at the year end.	105.07	-

Note 38 : Fair value measurements

This section gives an overview of the significance of financial instruments for the company and provides additional information on balance sheet item that contain financial instrument.

The detail of material accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instruments are disclosed in note 2 to the standalone financial statements.

Financial Instruments by Category

Particulars	31 March 2025		Total carrying value	Total Fair value
	FVOCI	Amortised cost		
Financial Assets				
i) Investments #	1,200.68	-	1,200.68	1,200.68
ii) Trade receivables	-	1317.12	1,317.12	1,317.12
iii) Cash and cash equivalents	-	1104.57	1,104.57	1,104.57
iv) Bank balances other than (iii) above	-	21.31	21.31	21.31
v) Loans	-	7.5	7.50	7.50
vi) Other financial assets	-	1054.35	1,054.35	1,054.35
Total financial assets	1200.68	3504.85	4,705.53	4,705.53
Financial liabilities				
i) Borrowings	-	9643.82	9643.82	9643.82
ii) Lease liabilities	-	433.26	433.26	433.26
iii) Trade payables	-	2176.26	2176.26	2176.26
iv) Other financial liabilities	-	2124.21	2124.21	2124.21
Total financial liabilities	-	14377.55	14,377.55	14,377.55

Particulars	31 March 2024		Total carrying value	Total Fair value
	FVOCI	Amortised cost		
Financial Assets				
i) Investments #	1634.74	-	1,634.74	1,634.74
ii) Trade receivables	-	1817.59	1,817.59	1,817.59
iii) Cash and cash equivalents	-	311.37	311.37	311.37
iv) Bank balances other than (iii) above	-	27.05	27.05	27.05
v) Loans	-	17.42	17.42	17.42
vi) Other financial assets	-	939.52	939.52	939.52
Total financial assets	1,634.74	3,112.95	4,747.69	4,747.69
Financial liabilities				
i) Borrowings	-	11,583.30	11,583.30	11,583.30
ii) Lease liabilities	-	423.26	423.26	423.26
iii) Trade payables	-	2,659.83	2,659.83	2,659.83
iv) Other financial liabilities	-	2,348.09	2,348.09	2,348.09
Total financial liabilities	-	17,014.48	17,014.48	17,014.48

Other than investments in wholly owned subsidiary at cost in accordance with IND AS 27 'separate Financial Statements'

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

(i) Fair value hierarchy

This section provides the fair value measurement hierarchy of the Investment properties, Financial instruments and Biological assets other than bearer plants.

(a) Investment Properties

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its investment properties into level 3 in the fair value hierarchy.

Particulars	31st March 2025			31st March 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets:						
Investments Properties	-	-	3,059.63	-	-	2,043.27
	-	-	3,059.63	-	-	2,043.27

(b) Financial Instruments

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Particulars	31st March 2025			31st March 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets:						
Investments#	-	-	1,200.68	-	-	1,634.74
	-	-	1,200.68	-	-	1,634.74

Investments as at 31 March 2025 aggregating to Rs. 10,621.81 lakhs (PY Rs. 9,300.87 lakhs) are carried at cost and hence not considered for the purpose of fair value hierarchy.

(c) Biological assets other than bearer plants

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its biological assets other than bearer plants into level 2 in the fair value hierarchy.

Biological assets other than bearer plants for which fair value (less cost to sell) are disclosed

Particulars	31st March 2025			31st March 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Stock of unplucked green leaves	-	160.50	-	-	91.32	-
	-	160.50	-	-	91.32	-

The following table illustrates the sensitivity to a 5 % variation in each of the significant unobservable inputs used to measure the fair value of the biological assets as on 31 March 2025 and 31 March 2024.

Impacts in the fair value resulting from:

Significant variable inputs	31st March 2025		31st March 2024	
	5% decrease	5% increase	5% decrease	5% increase
Purchase price of bought tea leaves	(8.03)	8.03	(4.57)	4.57

The above analysis of financial instruments that are measured at fair value, grouped into Level 1 to Level 3, has been described as below:

Quoted prices in an active market (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares. The fair value for all equity shares which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Valuation techniques with observable inputs (Level 2): The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. Biological asset other than bearer plants, are measured at fair value less cost to sell.

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and financial liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. This level of hierarchy includes Company's investment in equity shares which are unquoted or for which quoted prices are not available at the reporting dates.

(ii) Transfers between level 1, level 2 and level 3

There is no transfer during the year between level 1, level 2 and level 3 with reference to financial instruments and biological assets other than bearer plants.

(iii) Valuation technique used to determine fair value

Specific valuation technique used to determine fair value includes:

(a) Investments carried at fair value are generally based on market price quotations. However in cases where quoted prices are not available the management has involved valuation experts to help in determining the fair value of the investments. Fair value of biological assets other than bearer plant are arrived at based on observable market price of green leaves.

(b) The carrying amounts of other financial assets and liabilities carried at amortised cost closely approximate their fair values. The impact of discounting on such financial assets or liabilities is not significant due to the market terms (rates and tenor) available and because the instruments are short term in nature or do not have any fixed contractual maturities.

(c) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

(iv) Equity Instruments carried at fair value through other comprehensive income

These investments in equity shares are not held for trading. Instead, they are held for long term purpose. The Company has chosen to designate these investments in equity instruments at FVOCI since, it provides a more meaningful presentation.

Note 39: Financial risk management

In the course of its business, the Company is exposed primarily to fluctuations in interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. In order to minimise any adverse effects on the financial performance of the Company, the company has risk management policies as described below :-

(A) Credit risk

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

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

The carrying value of financial assets represents the maximum credit risk. The maximum exposure to credit risk was Rs. 15311.31 lakhs, Rs. 13997.21 lakhs, as at 31 March 2025 and 31 March 2024 respectively, being the total carrying value of financial assets excluding cash on hand.

i) Trade and other receivables

Credit risk on receivables is minimum since sales through different mode (eg. auction, consignment, private) are made after judging credit worthiness of the customers or advance payment. The history of defaults has been minimal and outstanding receivables are regularly monitored.

The Company is making provisions on trade and other receivables for both credit risk and time value of money based on Expected Credit Loss (ECL) model. The reconciliation is as follows:

Particulars	2024-25	2023-24
Opening balance	258.92	258.92
Charge in statement of profit and loss	90.00	-
Closing balance	348.92	258.92

Refer note 6 for ageing of trade receivables & note 8 of other financial assets

ii) Financial instruments and bank deposits

For credit risk on the loans to employees, the Company is not expecting any material risk on account of non-performance by any of the parties. Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

(B) Liquidity risk

Liquidity risk refers to the risk that the Company may encounter difficulty in meeting its financial obligations in accordance with terms of contract. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

Management monitors rolling forecasts of the company's liquidity position (including the undrawn credit facilities extended by banks and financial institutions) and cash and cash equivalents on the basis of expected cash flows. In addition, the Company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Maturities of financial liabilities

The tables below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all financial liabilities.

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

Contractual maturities of financial liabilities 31 March, 2025	Carrying Value	Upto 1 year	1 - 3 years	3 - 5 years	More than 5 years	Total Undiscounted cash flows
Borrowings	9,643.82	8,927.58	429.79	408.69	130.01	9,896.07
Lease Liabilities	433.26	67.09	92.08	73.27	1,553.81	1,786.25
Other financial liabilities	2124.21	2,077.89	50.00	-	-	2,127.89
Trade payables	2176.26	2176.26	-	-	-	2,176.26
Total financial liabilities	14,377.55	13,248.82	571.87	481.96	1,683.82	15,986.47

Contractual maturities of financial liabilities 31 March, 2024	Carrying Value	Upto 1 year	1 - 3 years	3 - 5 years	More than 5 years	Total Undiscounted cash flows
Borrowings	11583.3	10,931.87	290.74	351.20	288.52	11,862.34
Lease Liabilities	423.26	56.87	95.53	72.36	1,590.89	1,815.65
Other financial liabilities	2348.09	2,305.18	50.00	-	-	2,355.18
Trade payables	2,659.83	2,659.83	-	-	-	2,659.83
Total financial liabilities	17,014.48	15,953.75	436.27	423.56	1,879.41	18,693.00

(C) Market risk

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. During 31 March, 2025 and 31 March, 2024, the Company's borrowings at variable rate were denominated in Rupees.

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(a) Interest rate risk exposure

On Financial Liabilities:

The exposure of the Company's financial liabilities to interest rate risk is as follows:

Particulars	31 March 2025	31 March 2024
Variable rate borrowings	7,351.49	10,532.39
Fixed rate borrowings	2,292.33	1,050.91
Total borrowings	9,643.82	11,583.30

(b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates as below:

	Impact on profit before tax		Impact on equity	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Interest expense rates – increase by 50 basis points (50 bps)*	(36.76)	(52.66)	(26.44)	(37.88)
Interest expense rates – decrease by 50 basis points (50 bps)*	36.76	52.66	26.44	37.88

* Holding all other variables constant

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

(ii) Price risk

(a) Exposure

The Company's exposure to equity securities & mutual funds price risk arises from investments held by the Company and classified in the balance sheet at fair value through Other Comprehensive Income or at Fair Value through Profit & Loss Account. To manage its price risk arising from investments in equity securities & mutual funds, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company. In general, these investments are not held for trading purposes.

(b) Sensitivity

The company does not hold any quoted investments as on 31st March 2025 and 31st March 2024.

(iii) Foreign currency risk

The company deals with foreign currency loan, trade and other receivables, cash and cash equivalents, trade payables, etc. and is therefore exposed to foreign exchange risk associated with exchange rate movement.

The company is exposed to foreign exchange risk through its borrowings. The management regularly monitors the currency movement to manage its currency risk.

Foreign currency risk exposure

The company's exposure to foreign currency risk at the end of the reporting period expressed in Rs (foreign currency amount multiplied by closing rate), are as follows:-

	31 March 2025 USD	31 March 2024 USD
Investments	11,822.49	10,936.61
Other Financial assets	104.97	17.98
Net exposure to foreign currency risk	11,927.46	10,953.59

The above exposure in foreign currency is unhedged. The Company does not have any hedged or natural hedged foreign currency exposure.

Sensitivity

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

	Impact on profit before tax		Impact on equity	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
USD sensitivity				
Rs/USD appreciates by 5% (31 March 2024 - 5%)@	596.37	547.68	428.97	393.95
Rs/USD depreciates by 5% (31 March 2024 - 5%)@	(596.37)	(547.68)	(428.97)	(393.95)

@ Holding all other variables constant

(D) Agricultural Risk

Cultivation of tea being an agricultural activity, there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions, logistic problems inherent to remote areas, and fluctuation of selling price of finished goods (tea) due to changes in supply/availability.

The Company manages the above financial risks in the following manner:

- Sufficient inventory levels of agro chemicals, fertilizers and other inputs are maintained so that timely corrective action can be taken in case of adverse weather conditions.
- Sufficient level of consumable stores viz packing materials, coal and HSD are maintained in order to mitigate financial risk arising from logistics problems.
- Sufficient working-capital-facility is obtained from banks in such a way that cultivation, manufacture and sale of tea is not adversely affected even in times of adverse conditions.

Note 40: Segment reporting

The Company's chief operating decision maker viz. Chairman and Managing Director examine the Company's performance as a single segment, viz. "Growing, harvesting and sale of loose and packet tea and other allied services relating to plantation sector".

Geographical information

The Company is domiciled in India. The amount of its revenue from customers segregated by the location of the customers is shown below :

Particulars	31 March 2025	31 March 2024
India	32,702.53	29,701.79
Rest of the world	-	-
	32,702.53	29,701.79

(i) Revenue from one customer amounted to Rs. 1756.10 lakhs (31 March 2024: Rs. 4544.58 lakhs) arising from sales in India.

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 41: Related party disclosures

Particulars	Country of Incorporation	Ownership Interest	
		31 March 2025	31 March 2024
Names of related parties and description of relationship: Where control relationships exist			
(A) Immediate and ultimate Holding Company: Naga Dhunseri Group Limited (with effect from 10th March'2025)	India	54.56%	8.79%
(B) Wholly Owned Subsidiary Company: (1) Dhunseri Petrochem & Tea Pte Ltd.	Singapore	100%	100%
(C)(a) Wholly Owned Subsidiaries of Dhunseri Petrochem & Tea Pte Ltd. (Subsidiary Company) (1) Makandi Tea & Coffee Estates Ltd.	Malawi	100%	100%
(2) Kawalazi Estate Company Ltd.	Malawi	100%	100%
(3) Dhunseri Mauritius Pte Ltd.	Republic of Mauritius	100%	100%
(C)(b) Wholly Owned Subsidiary of Makandi Tea & Coffee Estates Ltd (Step down subsidiary) (1) AM Henderson & Sons Ltd.	Malawi	100%	100%
(2) Chiwale Estate Management Services Ltd.	Malawi	100%	100%
(3) Ntimabi Estate Ltd.	Malawi	100%	100%

(C) Key Management Personnel (KMP)

Name	Designation
(1) Mr. C.K.Dhanuka	Chairman and Managing Director
(2) Mr. Mrigank Dhanuka	Non-Executive Director (upto 12th February 2025)
(3) Mr. Mayank Beriwalla	Executive Director (appointed with effect from 12th February 2025)
(4) Mr. R.K.Sharma	Non-Executive Director
(5) Prof. Ashoke Kumar Dutta	Non-Executive Director
(5) Mr. Bharat Bajoria	Non-Executive Director (upto 7th September 2024)
(6) Mr. Siddhartha Rampuria	Non-Executive Director (with effect from 27th May 2024)
(7) Mr. Vivek Goenka	Non-Executive Director
(8) Ms. Aaradhana Jhunjhunwala	Non-Executive Director
(9) Mrs. Bharati Dhanuka	Non-Executive Director (Managing Director with effect from 22nd May 2025)
(10) Mr. R. Mahadevan	Company Secretary and Compliance Officer
(12) Mr. P. C. Dhandhanja	Chief Executive Officer (upto 31 March 2025)
(13) Mr. Pravir Murari	Chief Executive Officer (from 1 April 2025)
(14) Mr. Bhagwati Agarwal	Chief Financial Officer (upto 28 May 2023)
(15) Mr. Pankaj Prabhat	Chief Financial Officer (with effect from 29 May 2023)

Others

(D) Group Companies/Enterprises in which Key Management Personnel have significant influence and with whom transactions took place during the year:

- (1) Trimplex Investments Limited
- (2) Mint Investments Limited
- (3) Dhunseri Investments Limited
- (4) Dhunseri Ventures Limited
- (5) Dhunseri Overseas Private Limited
- (6) Softweb Technologies Private Limited
- (7) Madhuting Tea Private Limited
- (8) Jatayu Estate Private Limited
- (9) Itsy Bitz
- (10) Dewar's Garage Insurance Agencies Pvt Ltd
- (11) Sonata Auto Trade Pvt Ltd
- (12) TPT Ventures LLP
- (13) Shankarlal Chandra Kumar (HUF)
- (14) Mayank Beriwalla- HUF

(E) Post employment Benefit Plan Entity

- (1) Dhunseri Ventures Limited Employees Gratuity Fund

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 41: Related party disclosures (Contd.)

(F) Details of related party transactions/balances

The following transactions occurred with the related parties :

Related Party	Relationship	Outstanding as at 31 March 2025	Outstanding as at 31 March 2024	Payable/receivable/ others	Nature of Transaction	2024-2025	2023-2024
Dhunseri Petrochem & Tea Pte. Ltd.	A	8,482.30	8,470.25	Investment- Equity Shares	Investment- Equity Shares	-	580.29
		2,139.51	830.62	Investment- Optional Convertible Debentures	Investment- Optional Convertible Debentures	1,283.97	830.62
		1,546.48	1,589.35	Guarantee outstanding	Guarantee released	1,595.80	530.80
		104.97	29.07	Receivable/(Payable)	Guarantee issued	1,675.59	-
					Reimbursement of expenses	-	23.54
					Interest Income	86.99	17.98
Dhunseri Overseas Private Limited	D	1,096.95	1,535.37	Investment- Equity Shares		-	-
Dhunseri Ventures Ltd.	D	19.84	-	Receivable/(Payable)	Dividend Paid	-	20.26
					Interest Paid	72.49	-
					Loan taken	2,250.00	-
					Loan Repaid	2,250.00	-
Trimplex Investments Limited	D	61.50	61.50	Security deposit - receivable	Rent and Other expenses#	31.04	31.04
		(0.46)	(0.46)	Receivable/(Payable)	Dividend Paid	-	2.59
					Reimbursement of Expenses	4.22	5.95
Naga Dhunseri Group Limited	D	(7.75)	(3.89)	Receivable/(Payable)	Rent and Other expenses#	34.46	44.17
					Dividend Paid	-	27.71
Mint Investments Limited	D	-	-		Rent and Other expenses#	1.59	1.65
					Dividend Paid	-	13.34
Dhunseri Investments Limited	D	(33.24)	13.42	Receivable/(Payable)	Sale of Fixed Assets	-	666.16
					Termination of Right to Use Assets	1,950.00	-
					Purchase of Fixed Assets	36.43	-
					Reimbursement of expenses(income)	(2.71)	249.71
					Dividend Paid	-	144.29
Softweb Technologies Private Limited	D	(1.07)	(1.07)	Receivable/(Payable)	Purchases of services	-	11.39
					Purchases of goods	-	1.27
Madhuting Tea Private Limited	D	19.72	16.15	Receivable/(Payable)	Dividend Paid	-	0.82
					Purchases of Raw Material	-	47.14
					Reimbursement of expenses(income)	(2.48)	15.50
Jatayu Estate Private Limited	D	12.00	12.00	Security deposit - receivable	Rent and Other expenses#	0.46	0.51
		(0.04)	-	Payable /Receivable			
Itsy Bitz	D				Purchases of goods	0.61	0.51
Dewar's Garage Insurance Agencies Pvt Ltd	D	(322.34)	(253.18)	Receivable/(Payable)	Loan taken	50.00	250.00
					Interest Expense	23.76	3.53
Sonata Auto Trade Pvt Ltd	D	(80.50)	(76.44)	Receivable/(Payable)	Loan taken	-	75.00
					Interest Expense	6.00	1.59
Shankarlal Chandra Kumar (HUF)	D	(1,035.90)	-	Receivable/(Payable)	Loan taken	1,000.00	-
					Interest Expense	45.81	-

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 41: Related party disclosures (Contd.)

(F) Details of related party transactions/balances

The following transactions occurred with the related parties :

Related Party	Relationship	Outstanding as at 31 March 2025	Outstanding as at 31 March 2024	Payable/receivable/ others	Nature of Transaction	2024-2025	2023-2024
Mayank Beriwal (HUF)	D	-	-		Brokerage Paid	5.73	-
Mr. C.K. Dhanuka	C	(25.00)	(25.00)	Security deposit - (Payable)	Short-term employee benefits @ Post employment benefits @ Rent Received Dividend Paid	34.63 2.86 0.60 -	37.28 3.72 0.60 0.41
Mr. Mayank Beriwal	C	-	-		Short-term employee benefits @ Post employment benefits @	7.10 0.65	- -
Mrs. Bharti Dhanuka	C	-	-		Short-term employee benefits @ Sitting Fees	2.41 0.30	- 0.20
Mr. R. Mahadevan	C	-	-		Short-term employee benefits @ Post employment benefits @	12.36 0.92	12.93 0.92
Mr. P. C. Dhandhan	C	-	-		Short-term employee benefits @ Post employment benefits @	23.54 3.35	20.00 1.49
Mr. Bhagwati Agarwal	C	-	-		Short-term employee benefits @ Post employment benefits @	- -	5.23 0.11
Mr. Pankaj Prabhat	C	-	-		Short-term employee benefits @ Post employment benefits @	19.87 1.01	16.90 0.92
Mr. M. Dhanuka	C	(25.00)	(25.00)	Security deposit - (Payable)	Rent Received Sitting Fees Dividend Paid	0.60 0.40 -	0.60 0.20 1.04
Mr. R.K.Sharma	C	-	-		Sitting Fees Dividend Paid	0.50 -	0.50 0.01
Mr. Bharat Bajoria	C	-	-		Sitting Fees	0.20	0.80
Mr. Vivek Goenka	C	-	-		Sitting Fees	0.85	0.50
Prof. Ashoke Kumar Dutta	C	-	-		Sitting Fees	0.75	0.75
Mrs. Aaradhana Jhunjhunwala	C	-	-		Sitting Fees	0.70	0.55
Mr. Siddhartha Rampuria	C	-	-		Sitting Fees	0.70	-
Post employment Benefit Plan Entity : Dhunseri Ventures Limited Employees Gratuity Fund	E	(3,133.14)	(3,016.39)	Contribution-(Payable)			

@ Represents remuneration to key managerial person

Includes Rent paid against leased assets has been accounted for in accordance with Indian Accounting Standards 116 (Ind AS 116, Leases w.e.f. 01-04-2019)

Other Terms and Conditions of transactions with Related Parties

Transactions related to dividend were on the same terms and conditions that applied to other shareholders. The other transactions are made in the ordinary course of business. Outstanding balances at the year end are unsecured. No provision are held against receivable from related parties. All the transactions mentioned above are inclusive of GST, where applicable.

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 42: Fair value of biological assets and agricultural produce

The carrying amount of the biological assets other than bearer plants as per note 12 of these Standalone Financial Statements amounts to Rs. 160.50 lakhs (31 March 2024 Rs. 91.32 lakhs)

The carrying amount of the Finished Goods (Inventories) as per Note 11 of these Standalone Financial Statements amounts to Rs. 1,285.43 lakhs (PY Rs. 2,203.94 lakhs). The same comprise of Tea made out of tea leaves harvested from own gardens ("agricultural produce") amounting to Rs. 1,246.64 lakhs (PY Rs. 1,058.05 lakhs), Tea made out of purchased tea leaves amounting to Rs. Nil (PY Rs. 613.78 lakhs) and Tea purchased amounting to Rs. 38.79 lakhs (PY Rs. 532.09 lakhs).

The biological assets ("Tea leaves growing on tea bushes") and agricultural produce used in the production of finished goods of tea used in such inventory are stated at fair value less costs to sell. Such inventory of Tea is carried at the lower of cost and net realizable value. The same is applying the principles of Ind AS 41 and Ind AS 2.

The valuation of biological assets and agricultural produce used in the production of finished goods (Tea) involves judgements in the consideration of factors used in the determination of fair value of such agricultural produce. The company considers various factors such as comparing the actual selling prices prevailing around year end for completed seasonal cycle, including technical factors which determine the quality and hence the fair value of biological assets and agricultural produce. The said practice is consistently practiced followed by the company.

Note 43: Leases

The Company's lease contract which qualifies as leases under Ind AS 116, are majorly in respect of leases for Buildings, Plant & equipments and Furniture & fixtures. The movement in right of use assets and lease liability during the year is given below:-

The followings are the changes in the carrying value of right of use assets

Particulars	31 March 2025	31 March 2024
Opening Balance	698.78	687.30
Additions to right of use assets during the year	33.31	53.11
Deletion of right of use assets during the year	(340.24)	-
Amortisation expense during the year	(40.36)	(41.63)
Closing Balance	351.49	698.78

Aggregate amount of amortisation expense has been included under 'Depreciation expense' in the Statement of Profit and Loss (Refer Note 30).

The followings are the movement in lease liability

Particulars	31 March 2025	31 March 2024
Opening Balance	423.26	394.03
Addition to lease liabilities during the year	33.31	53.10
Finance cost accrued during the year (refer note 29)	43.78	42.26
Payment during the year	(67.09)	(66.13)
Closing Balance	433.26	423.26
Non -Current	366.17	366.39
Current	67.09	56.87

The effective rate of interest for lease liabilities ranges between 8.76% to 10.31% with maturity between FY 2026-27 to 2061-62.

Following are the amounts recognised in profit or loss

Particulars	31 March 2025	31 March 2024
Depreciation expense of Right of use asset (refer note 30)	40.36	41.62
Interest expense on lease liability (refer note 29)	43.78	42.26
Total amount recognised in profit or loss	84.14	83.88

The company does not have any lease with less than 12 months term or lease with low value to be termed as "short term lease" or "lease of low value assets". The company has not entered into any lease contracts having variable lease payments.

Notes to Standalone Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 44: Financial Ratios

Ratio	Numerator	Denominator	31 March 2025	31 March 2024	% change	Reason for variance
Current ratio	Current Assets	Current Liabilities	0.39	0.41	-5.04%	NA
Debt- Equity Ratio	Total Debt = Non-current borrowings+Current borrowings+Interest accrued but not due on borrowings	Shareholder's Equity	0.18	0.22	-17.15%	NA
Debt Service Coverage ratio	Earnings for debt service = Net profit after taxes+Non-cash operating expenses+Finance costs-Gain on fair valuation of investments classified as FVTPL	Debt service = Interest & Lease Payments + Principal Repayments	(0.27)	(52.86)	99.49%	Improved due to company earning profit in current year
Return on Equity ratio	Net profits after taxes	Average Shareholder's Equity	0.43	(10.81)	104.01%	Higher due to company earning profit in current year
Inventory Turnover ratio	Sales	Average Inventory	8.91	6.03	47.59%	Better due to fall in Inventory Level
Trade Receivable Turnover Ratio	Sales	Average Trade Receivable	20.86	15.59	33.82%	Better due to timely realisation from Debtors
Trade Payable Turnover Ratio	Cost of material consumed+Purchases of stock in trade+Other expenses	Average Trade Payables	3.04	3.98	-23.54%	NA
Net Capital Turnover Ratio	Sales	Working capital = Current assets – Current liabilities	(3.74)	(2.97)	25.82%	Higher due to increase in Turnover
Net Profit ratio	Net profits after taxes	Sales	0.71	(20.54)	103.46%	Higher due to company earning profit in current year
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt(Non-current borrowings+Current borrowings+Interest accrued but not due on borrowings) + Deferred Tax Liability	1.50	(8.63)	117.37%	Higher due to company earning profit in current year
Return on Investment	Gain on sale of investments+Gain on fair valuation of investments+Dividend income	Average investments-Invetment in wholly owned subsidiary	(30.62)	43.66	-170.13%	Declined due to fall in fair value of Unquoted Investments

Note 45: The Company had acquired certain tea estates in the Financial Year 2022-23 wherein the Company had taken over the outstanding Employees Provident Fund liabilities for the respective gardens as on January 01, 2023 from the erstwhile owner. As agreed with Provident Fund authorities, the Company is in the process of discharging such liabilities in the specified number of instalments. The balance outstanding of such Provident Fund liability is Rs. 134.44 lakhs as on March 31, 2025 (March 31, 2024: Rs. 457.42 lakhs). The Company has been regular in depositing the Provident Fund liabilities of January 2023 onwards for the respective tea estates.

Note 46: Other Statutory Information

- (i) The Company does not have any transactions with companies struck off.
- (ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC (Registrar of Companies) beyond the statutory period.
- (iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

Notes to Standalone Financial Statements

(iv) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) 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.

(v) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including foreign entities ("Intermediaries") with the understanding (whether recorded in writing or otherwise) that the Intermediary shall, whether directly or indirectly lend or invest in other persons/entities identified in any other 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. However, the Company has invested Rs. 1,283.97 lakhs during the year (PY Rs. 830.62 lakhs) to Dhunseri Petrochem Tea & Pte Limited, a wholly owned subsidiary in the ordinary course of business and in keeping with the applicable regulatory requirements for onward funding to a overseas step-down wholly owned subsidiary of the Company towards meeting their business requirements. Accordingly, no further disclosures, in this matter is required.

(vi) The Company has complied with the relevant provision of Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act 2013, for the above transaction and the transactions are not violative of the prevention of Money-laundering Act, 2002(15 of 2003)

(vii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

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

(ix) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.

(x) The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for direct changes to data when using certain access rights, due to technical reasons. Pursuant to implementation of new ERP in the current year, the Company is in the process of establishing necessary controls and documentation regarding maintenance of audit trail. Further, no instance of audit trail feature being tampered with was noted in respect of those accounting software where the audit trail has been enabled.

Additionally, the audit trail feature in the accounting software was not enabled in the previous year and hence the audit trail in respect of the year ended March 31, 2024 has not been preserved by the Company as per the statutory requirements for record retention.

(xi) The Company has defined process to take daily back-up of books of account maintained electronically and maintain the back-up of such books of account on the servers located outside India. Pursuant to implementation of new ERP in the current year, the Company is in the process of establishing necessary controls and documentations regarding back up to ensure that logs of daily back up for books of account is maintained on a daily basis for all its locations.

As per our report of even date attached

For S.R. Batliboi & CO. LLP

Chartered Accountants

Firm Registration No. 301003E/E300005

Sanjay Kumar Agarwal

Partner

Membership No. 060352

Place : Kolkata

Date : May 22,2025

For and on behalf of the Board of Directors of
Dhunseri Tea & Industries Limited

C. K. Dhanuka

Managing Director

(DIN - 00005684)

Siddhartha Rampuria

Director

(DIN - 00755458)

Pravir Murari

Chief Executive Officer

Pankaj Prabhat

Chief Financial Officer

R. Mahadevan

Company Secretary

M. No. ACS 2080

INDEPENDENT AUDITOR'S REPORT

INDEPENDENT AUDITOR'S REPORT

To the Members of Dhunseri Tea & Industries Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Dhunseri Tea & Industries Limited (hereinafter referred to as "the Holding Company"), and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31, 2025, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

required by the Companies Act, 2013, as amended ("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 consolidated state of affairs of the Group, as at March 31, 2025, their consolidated loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters	How our audit addressed the key audit matter
Valuation of biological assets and harvested tea leaves (as described in Note 2.10, 2.11 and Note 45 of the consolidated financial statements)	
As on March 31, 2025, the Group has biological assets being "Green leaf growing on tea bushes" valued at Rs. 254.01 lakhs. The above biological assets are stated at fair value less costs to sell. Harvested tea leaves of own gardens used for the valuation of finished goods (Tea) are measured at fair value. We considered the fair valuation of biological assets and harvested tea leaves produced from own gardens as a key audit matter given the significant management judgement involved in consideration of factors such as market sources, prevailing selling prices and quality of tea used in the determination of fair value of such agricultural produce and biological assets.	Our audit procedures included the following: - We understood, evaluated the design and tested the operating effectiveness of controls as established by the management in determination of the fair value of biological assets and harvested tea leaves produced from own gardens. - We assessed the significant assumptions used in the valuation model based on available market information and prevailing industry practices. - We tested the data inputs used in the fair valuation and compared them with underlying supporting documents. - We assessed the adjustments made to prices of green leaves purchased from outside suppliers considering the quality differential of the Holding Company's production. - We assessed the adequacy of disclosures in relation to the biological assets and harvested tea leaves.

INDEPENDENT AUDITOR'S REPORT (Contd.)

Other Information

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

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of companies included in the Group are also responsible for overseeing the financial reporting process of their respective companies.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

INDEPENDENT AUDITOR'S REPORT (Contd.)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- (a) We did not audit the financial statements and other financial information, in respect of 6 subsidiaries, whose financial statements include total assets of Rs 47,464.53 lakhs as at March 31, 2025, and total revenues of Rs 11,796.21 lakhs and net cash outflows of Rs 164.02 lakhs for the year ended on that date. Those financial statements and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections

(3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of such other auditors.

- (b) The accompanying consolidated financial statements include unaudited financial statements and other unaudited financial information in respect of 1 subsidiary, whose financial statements and other financial information reflect total assets of Rs 1.26 lakhs as at March 31, 2025, and total revenues of Rs Nil and net cash outflow of Rs 0.08 lakhs for the year ended on that date. Those unaudited financial statements and other unaudited financial information have been furnished to us by the management. Our opinion, in so far as it relates amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited financial statements and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As there are no subsidiaries incorporated in India, this report does contain a separate report on the matters specified in paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
 - (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept by the Holding Company as far as it appears from our examination of those books except that- (a) the backup of the certain books of account and other books and papers maintained in electronic mode has not been maintained on servers physically located in India on daily basis as more fully explained in note 53(xi) to the consolidated Financial statements, and (b) for the matters stated in the paragraph

INDEPENDENT AUDITOR'S REPORT (Contd.)

- i(vi) below on reporting under Rule 11(g), as more fully explained in note 53(xi) to the consolidated Financial statements. The requirements for maintaining back up of books of account on daily basis is not applicable to the subsidiaries incorporated outside India and hence not commented upon
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding company are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act. There are no subsidiaries incorporated in India;
- (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i) vi below on reporting under Rule 11(g);
- (g) As there are no subsidiaries incorporated in India, this report does not contain a separate report on the internal financial controls with reference to consolidated financial statements of the Group under clause (i) of sub-section 3 of section 143 of the Act;
- (h) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Holding Company, incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act. There are no subsidiaries incorporated in India;
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:
- i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, in its consolidated financial statements – Refer Note 46(a) to the consolidated financial statements;
- ii. The Group, did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2025;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, incorporated in India during the year ended March 31, 2025. There are no subsidiaries incorporated in India;
- iv. a) The management of the Holding Company have represented to us, to the best of its knowledge and belief, other than as disclosed in the note 53(v) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other persons or entities, including foreign entities ("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 respective Holding Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. There are no subsidiaries incorporated in India;
- b) The management of the Holding Company have represented to us, to the best of its knowledge and belief, no funds have been received by the Holding Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. There are no subsidiaries incorporated in India; and
- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement. There are no subsidiaries incorporated in India; and.
- v) As stated in note 40(b) to the consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members of

INDEPENDENT AUDITOR'S REPORT (Contd.)

the Holding company at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

- vi) Based on our examination which included test checks, the Holding Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for direct changes to data when using certain access rights, as described in note 53(x) to the consolidated financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, in respect of accounting software where the audit trail has been enabled.

Additionally, the audit trail feature in the accounting software was not enabled in the previous year and hence the audit trail in respect of the year ended March 31, 2024 has not been preserved by the Holding Company as per the statutory requirements for record retention, as stated in Note 53(x) to the consolidated financial statements.

The Group does not have any subsidiaries incorporated in India. Thus, the reporting requirement for audit trail is not applicable for such subsidiaries.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Sanjay Kumar Agarwal

Partner

Place of Signature: Kolkata

Date: 22 May 2025

Membership Number: 060352

UDIN: 25060352BMOBGB4585

Consolidated Balance Sheet as at March 31, 2025

(All amounts in Rs. lakhs unless otherwise stated)

Particulars	Notes	As at 31 March 2025	As at 31 March 2024
ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	3(a)	70,727.86	66,887.49
(b) Right of use assets	3(b)	351.49	896.56
(c) Capital work-in-progress	3(c)	7,927.14	7,193.52
(d) Investment properties	3(d)	405.39	405.39
(e) Goodwill	4	-	2,645.09
(f) Intangible Assets	5(a)	109.25	-
(g) Intangible Assets under development	5(b)	-	93.39
(h) Financial assets			
(i) Investments	6	1,200.68	1,634.74
(ii) Trade receivables	7	927.03	1,017.03
(iii) Loans	8	-	4.57
(iv) Other financial assets	9	428.17	445.31
(i) Non-current tax assets (net)	10	819.59	701.66
(j) Other non-current assets	11	109.62	215.33
Total non-current assets		83,006.22	82,140.08
(2) Current assets			
(a) Inventories	12	6,232.54	6,754.63
(b) Biological assets other than bearer plants	13	935.15	940.49
(c) Financial assets			
(i) Trade receivables	7	1,415.96	1,883.12
(ii) Cash and cash equivalents	14	1,990.69	1,257.04
(iii) Bank balances other than (iii) above	15	21.31	27.05
(iv) Loans	8	7.50	12.85
(v) Other financial assets	9	596.98	576.85
(d) Other current assets	11	1,687.59	1,418.40
		12,887.72	12,870.43
Assets held for sale	16	-	243.56
Total current assets		12,887.72	13,113.99
TOTAL ASSETS		95,893.94	95,254.07
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	17	1,050.74	1,050.74
(b) Other equity	18	50,950.39	51,148.76
Total equity		52,001.13	52,199.50
Liabilities			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	11,524.87	5,800.33
(ii) Lease liabilities	20(b)	366.17	486.67
(iii) Other financial liabilities	20(a)	155.09	143.22
(b) Provision	24	2,950.46	3,016.39
(c) Deferred tax liabilities (net)	21	6,398.72	5,515.44
(d) Other non-current liabilities	22	295.93	439.76
Total non-current liabilities		21,691.24	15,401.81
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	14,214.17	18,989.18
(ii) Lease liabilities	20(b)	67.09	208.99
(iii) Trade payables	23		
Total outstanding dues of micro enterprises and small enterprises		180.65	152.97
Total outstanding dues of creditors other than micro enterprises and small enterprises		3,744.29	4,365.49
(iv) Other financial liabilities	20(a)	2,140.02	2,371.98
(b) Provisions	24	997.92	641.47
(c) Current tax liabilities (net)	25	15.13	4.99
(d) Other current liabilities	22	842.30	917.69
Total current liabilities		22,201.57	27,652.76
TOTAL EQUITY AND LIABILITIES		95,893.94	95,254.07

Notes forming part of Consolidated Financial Statements

1-53

The accompanying notes form an integral part of these Consolidated Financial Statements.

As per our report of even date attached

For S.R. Batliboi & CO. LLP

Chartered Accountants

Firm Registration No. 301003E/E300005

Sanjay Kumar Agarwal

Partner

Membership No. 060352

For and on behalf of the Board of Directors of
Dhunseri Tea & Industries Limited

C. K. Dhanuka

Managing Director

(DIN - 00005684)

Siddhartha Rampuria

Director

(DIN - 00755458)

Pravir Murari

Chief Executive Officer

Pankaj Prabhat

Chief Financial Officer

R. Mahadevan

Company Secretary

M. No. ACS 2080

Place : Kolkata

Date : May 22, 2025

Consolidated Statement of Profit and Loss for the year ended March 31, 2025

(All amounts in Rs. lakhs unless otherwise stated)

Particulars	Notes	Year ended 31 March 2025	Year ended 31 March 2024
I Revenue from operations	26	45,637.84	39,542.15
II Other income	27	581.49	1,032.13
III Total Income (I+II)		46,219.33	40,574.28
IV Expenses			
(a) Cost of materials consumed	28	597.10	2,398.87
(b) Purchases of traded goods	29	105.99	710.97
(c) Changes in inventories of finished goods and traded goods	30	191.85	619.12
(d) Changes in inventories of biological assets	13	4.19	153.13
(e) Employee benefits expense	31	27,156.13	25,997.14
(f) Finance costs	32	2,261.50	1,706.62
(g) Depreciation and amortisation expense	33	1,890.27	2,192.31
(h) Power and Fuel expenses	34	4,809.46	5,452.52
(i) Foreign Currency Exchange Losses	35	291.38	6,207.78
(j) Other expenses	36	14,579.20	12,849.88
Total expenses		51,887.07	58,288.34
V Loss before exceptional items and tax (III-IV)		(5,667.74)	(17,714.06)
VI Exceptional items	37	2,728.82	1,101.93
VII Loss before tax (V+VI)		(2,938.92)	(16,612.13)
VIII Tax expense :			
- Current tax charge (including tax for earlier years)	38	83.51	16.39
- Deferred tax (credit)	38	(1,017.79)	(2,518.65)
Total tax (credit)		(934.28)	(2,502.26)
IX Loss for the year (VII-VIII)		(2,004.64)	(14,109.87)
X Other comprehensive income			
Items that will not be reclassified to profit or loss			
(i) Remeasurement gain on defined benefit plans	31	523.18	950.38
Tax impact on above		(146.84)	(266.65)
(ii) Net loss/(gain) on fair valuation of equity instruments through other comprehensive income		(434.07)	493.76
Tax impact on above		62.07	(119.83)
Items that will be reclassified to profit or loss			
Exchange differences on translation of foreign operations (net of tax)	18	(35.07)	(4,142.19)
Other comprehensive income\ (loss) (net of tax)		(30.73)	(3,084.53)
XI Total comprehensive income\ (loss) (IX+X)		(2,035.37)	(17,194.40)
XII Earnings per share			
Basic and diluted earnings/(loss) per share [INR 10/- per share]	39	(19.08)	(134.29)

The accompanying notes form an integral part of these Consolidated Financial Statements.

As per our report of even date attached

For S.R. Batliboi & CO. LLP
Chartered Accountants
Firm Registration No. 301003E/E300005

Sanjay Kumar Agarwal
Partner
Membership No. 060352

Place : Kolkata
Date : May 22, 2025

For and on behalf of the Board of Directors of
Dhunseri Tea & Industries Limited

C. K. Dhanuka
Managing Director
(DIN - 00005684)

Siddhartha Rampuria
Director
(DIN - 00755458)

Pravir Murari
Chief Executive Officer

Pankaj Prabhat
Chief Financial Officer

R. Mahadevan
Company Secretary
M. No. ACS 2080

Consolidated Statement of changes in equity for the year ended March 31, 2025

(All amounts in Rs. lakhs unless otherwise stated)

A. Equity share capital

Equity shares of Rs. 10 each issued, subscribed and fully paid	No. of Shares	Amount
As at 01 April 2023	1,05,07,427	1,050.74
As at 31 March 2024	1,05,07,427	1,050.74
As at 31 March 2025	1,05,07,427	1,050.74

B. Other equity

B. Other equity

Particulars	General Reserve	Retained earnings on Hyper-inflation	Foreign Currency Translation Reserve	Capital Reserve on Consolidation	FVOCI - equity instruments	Retained earnings	Total other equity
Balance at 01 April 2024	14,902.98	-	(9,407.04)	445.56	237.90	44,969.36	51,148.76
Loss for the year	-	-	-	-	-	(2,004.64)	(2,004.64)
Other comprehensive income/(expense) (net of tax)	-	-	(35.07)	-	-	-	(35.07)
Net loss on fair valuation of equity instruments through other comprehensive income [Net of tax credit Rs. 62.07 lakhs]	-	-	-	-	(372.00)	-	(372.00)
Remeasurement gain on defined benefit plans [Net of tax charge Rs. 146.84 lakhs]	-	-	-	-	-	376.34	376.34
Total comprehensive income for the year	-	-	(35.07)	-	(372.00)	(1,628.30)	(2,035.37)
Hyperinflation restatement upto April 01, 2024 (refer note 49)	-	1,383.00	-	-	-	-	1,383.00
Hyperinflation adjustment for the year (refer note 49)	-	454.00	-	-	-	-	454.00
Balance as at 31 March 2025	14,902.98	1,837.00	(9,442.11)	445.56	(134.10)	43,341.06	50,950.39

Particulars	Notes	General Reserve	Foreign Currency Translation Reserve	Capital Reserve on Consolidation	FVOCI - equity instruments	Retained earnings	Total other equity
Balance at 01 April 2023		14,902.98	(5,264.85)	445.56	(219.80)	58,794.48	68,658.37
Loss for the year		-	-	-	-	(14,109.87)	(14,109.87)
Other comprehensive income/(expense) (net of tax)		-	(4,142.19)	-	-	-	(4,142.19)
Net loss on fair valuation of equity instruments through other comprehensive income [Net of tax credit Rs. 119.83 lakhs]		-	-	-	373.93	-	373.93
Remeasurement gain on defined benefit plans [Net of tax charge Rs. 266.65 lakhs]		-	-	-	-	683.73	683.73
Total comprehensive income for the year		-	(4,142.19)	-	373.93	(13,426.14)	(17,194.40)
Dividend paid	18	-	-	-	-	(315.21)	(315.21)
Transfer of net gain on sale of equity instruments through other comprehensive income to retained earnings	18	-	-	-	83.77	(83.77)	-
Balance as at 31 March 2024		14,902.98	(9,407.04)	445.56	237.90	44,969.36	51,148.76

The accompanying notes form an integral part of these Consolidated Financial Statements.

As per our report of even date attached

For S.R. Batliboi & CO. LLP

Chartered Accountants
Firm Registration No. 301003E/E300005

Sanjay Kumar Agarwal

Partner
Membership No. 060352

Place : Kolkata
Date : May 22, 2025

For and on behalf of the Board of Directors of
Dhunseri Tea & Industries Limited

C. K. Dhanuka

Managing Director
(DIN - 00005684)

Pankaj Prabhat

Chief Financial Officer

Siddhartha Rampuria

Director
(DIN - 00755458)

R. Mahadevan

Company Secretary
M. No. ACS 2080

Consolidated Cash Flow Statement for the year ended March 31, 2025

(All amounts in Rs. lakhs unless otherwise stated)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
A. Cash Flow From Operating Activities		
Net Loss before tax	(2,938.92)	(16,612.13)
Adjustments for:		
Depreciation and amortisation expense	1,883.27	2,192.31
Interest income	(6.19)	(52.43)
Income from government grant	(5.98)	(5.98)
Gain on sale of investments classified as fair value through profit or loss	-	(723.47)
Exceptional items (Refer note 37)	(2,728.82)	(1,101.93)
Finance cost	2,129.84	1,706.62
Liabilities no longer required written back	(91.47)	(6.27)
Allowance for expected credit losses	90.00	-
Gain on disposal of property, plant and equipment	(44.57)	(37.66)
Gain on Sale of Investment property	(17.44)	-
Exchange difference on translation of foreign currency operations	39.09	4,398.19
Dividend income	-	(12.51)
Unrealised exchange loss/(gain)	250.58	-
Advances not recoverable written off	(42.06)	14.70
Property, Plant and Equipment/Intangible assets under development	69.31	65.35
Loss due to Hyperinflationary adjustment (Refer note below)	454.00	-
Operating loss before working capital changes	(959.36)	(10,175.21)
Adjustments for changes in working capital:		
Decrease in Inventories and biological assets other than bearer plants	527.42	2,063.50
Decrease Trade Receivables	467.16	120.94
(Increase)/decrease in Non-Current/Current financial and other assets	(187.74)	639.16
Increase/(decrease) Trade Payables	(432.55)	697.95
Increase/(decrease) in Non-Current/Current financial and other liabilities/provisions	607.56	(1,462.34)
Cash Generated from Operations	22.49	(8,116.00)
Taxes paid (net of refund)	(177.59)	(229.57)
Net cash flow used in operating activities	(155.10)	(8,345.57)
B. Cash flow from Investing Activities:		
Purchase of property, plant and equipment	(3,248.95)	(4,287.64)
Proceeds from disposal of property, plant and equipment	3,594.27	1,560.20
Proceeds on cession/transfer of lease agreements	1,914.24	-
Proceeds from sale of Investment property	230.00	-
Purchase of current investments	-	(1,153.97)
Additions in Investment property	-	(21.26)
Proceeds from sale of current investments	-	5,426.27
Proceeds from sale of non-current investments	-	718.65
Interest received	2.39	-
Dividend received	-	12.51
Net cash flow from investing activities	2,491.95	2,254.76

Consolidated Cash Flow Statement for the year ended March 31, 2025 (contd.)

(All amounts in Rs. lakhs unless otherwise stated)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
C. Cash flow from Financing Activities		
Dividends paid	-	(315.22)
Payment towards lease liability	(67.09)	(66.13)
Interest paid	(2,367.16)	(1,678.28)
Proceeds from short term loans from related parties	3,444.61	325.00
Repayment of short term loans from related parties	(2,335.05)	-
Proceeds from Long term borrowings	5,790.11	614.78
Repayment of Long term borrowings	(9.11)	(5.21)
Proceeds from/(Repayment of) Short term borrowings (net)	(6,073.94)	6,311.99
Net cash flow from/(used in) financing activities	(1,617.63)	5,186.93
Net Increase/(Decrease) in Cash and Cash Equivalents	719.22	(903.88)
Exchange Difference on Translation of Cash and Cash Equivalents of foreign operations	14.43	1.24
Cash & cash equivalents at the beginning of the year	1,257.04	2,159.68
Cash and cash equivalents at the end of the year	1,990.69	1,257.04
Cash and Cash Equivalents comprise :		
Current accounts	1,937.75	1,205.69
Cash in hand	52.94	51.35
	1,990.69	1,257.04

Note: The adjustments of individual items of non-cash and non-operating items of income and expenses in the Consolidated Cash Flow Statement above does not contain the impact of hyperinflationary adjustments. They have been aggregated and disclosed as a separate line item in the Consolidated Cash Flow Statement. Refer note 49 for detailed hyperinflationary impact.

Changes in liabilities arising from financing activities

Particulars	1 April 2024	Cash flows	Others	31 March 2025
Long term borrowings (including current maturities)	6,917.62	5,781.00	(441.99)	12,256.63
Short term borrowings	17,871.89	(4,964.38)	574.90	13,482.41
Lease Liabilities	695.66	(67.09)	(195.31)	433.26
Total liabilities from financing activities	25,485.17	749.53	(62.40)	26,172.30

Particulars	1 April 2023	Cash flows	Others	31 March 2024
Long term borrowings (including current maturities)	5,983.05	934.57	-	6,917.62
Short term borrowings	11,559.90	6,311.99	-	17,871.89
Lease Liabilities	539.71	(66.13)	222.08	695.66
Total liabilities from financing activities	18,082.66	7,180.43	222.08	25,485.17

The accompanying notes form an integral part of these Consolidated Financial Statements.

As per our report of even date attached

For S.R. Batliboi & CO. LLP
Chartered Accountants
Firm Registration No. 301003E/E300005

Sanjay Kumar Agarwal
Partner
Membership No. 060352

Place : Kolkata
Date : May 22, 2025

For and on behalf of the Board of Directors of
Dhunseri Tea & Industries Limited

C. K. Dhanuka
Managing Director
(DIN - 00005684)

Siddhartha Rampuria
Director
(DIN - 00755458)

Pravir Murari
Chief Executive Officer

Pankaj Prabhat
Chief Financial Officer

R. Mahadevan
Company Secretary
M. No. ACS 2080

Notes to Consolidated Financial Statements

1. Group Information

The Consolidated financial statements comprises of the financial statements of Dhunseri Tea & Industries Limited (the Parent Company) (CIN: L15500WB1997PLC085661) and its subsidiaries (collectively referred to as 'the Group') the details of which is given below:

Name of Companies	Category	Country of Incorporation	Portion of Ownership interest	
			31 March 2025	31 March 2024
Dhunseri Petrochem and Tea Pte Limited (DPTPL)	Subsidiary	Singapore	100%	100%
Makandi Tea and Coffee Estates Limited* (MTCEL)	Subsidiary	Malawi	100%	100%
Kawalazi Estate Company Limited* (KECL)	Subsidiary	Malawi	100%	100%
A M Henderson & Sons Limited^ (AMHSL)	Subsidiary	Malawi	100%	100%
Chiwale Estate Management Services Limited^ (CEMSL)	Subsidiary	Malawi	100%	100%
Dhunseri Mauritius Pte Limited* (DMPL)	Subsidiary	Mauritius	100%	100%
Ntimabi Estate Limited^ (NEL)	Subsidiary	Malawi	100%	100%

* Subsidiaries of Dhunseri Petrochem and Tea Pte Limited

^ Subsidiaries of Makandi Tea and Coffee Estates Limited

The Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standard (Ind AS) 110 "Consolidated Financial Statements".

The consolidated financial statements present the financial position as at 31 March 2025 and financial performance of the Group during the year then ended.

The consolidated financial statements for the year ended 31 March 2025 were approved by the Board of Directors on 22 May 2025.

2. Material accounting policies

The material accounting policies adopted in the preparation of these consolidated financial statements are stated below. These policies have been consistently applied, unless otherwise stated.

2.1 Basis for preparation

(i) Compliance with Ind AS

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

(ii) Historical cost convention

The consolidated financial statements have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair values by Ind AS.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

(iii) The assets and liabilities pertaining to Dhunseri Mauritius Pte Limited (DMPL) are stated at their estimated recoverable values and settlements amounts, considering that the standalone audited financial statements of DMPL were prepared on a breakup basis. The Board of Directors of DMPL have applied for the winding up of the Company during the current year.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at March 31, 2025.

Control is achieved when the Group is exposed to, or has rights to the variable returns of the entities and the ability to affect those returns through its power over the entities.

Wherever necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

Intra-group transactions, balances, income and expenses are eliminated on consolidation.

The financial statements of the subsidiaries has been consolidated with the financial statements of the Parent with a lag of three

Notes to Consolidated Financial Statements

months, however the length of the reporting periods and the difference between the dates of the financial statements is same from period to period. Also, the effects of significant transactions or events that occur between the date of those financial statements of the subsidiaries and the date of the consolidated financial statements has been adjusted on consolidation.

2.3 Goodwill

Goodwill arising on the acquisition of an entity represents the excess of the consideration transferred in the business combination over the Group's interest in the net fair value of the identifiable assets acquired, liabilities assumed and contingent liabilities recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. The goodwill has been adjusted in accordance with the Ind-AS 29 "Financial reporting in Hyperinflationary Economies" read in conjunction with Ind-AS 36 "Impairment of Assets".

2.4 Property, plant and equipment

- (i) Property, plant and equipment are stated either at deemed cost as considered on the date of transition to Ind AS or at acquisition cost/construction, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase cost, borrowing costs if capitalization criteria are met and other directly attributable cost of bringing the assets to its working condition for intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.
- (ii) Bearer plants being mature tea bushes and macademia trees are stated at cost less accumulated depreciation and accumulated impairment losses, if any.
- (iii) Immature bearer plants, including the cost incurred for procurement of new seeds/plants and maintenance of nurseries, are carried at cost less any recognized impairment losses under capital work-in-progress. Cost includes the expenditure for uprooting, land preparation, new planting and maintenance of newly planted bushes until maturity. On maturity of bearer plants, underlying costs are capitalized under Property, plant and equipment as Bearer plants and are depreciated from the date when they are ready for commercial harvest.
- (iv) Subsequent expenditure related to an item of property, plant and equipment is added to its carrying amount only if it increases the future benefits from the existing assets beyond its previously assessed standard of performance and beyond its original assessed useful life.
- (v) Capital work in progress is stated at cost incurred during construction/installation for Property Plant and Equipment other than bearer plants period relating to items or projects in progress. For bearer plants it is stated at cost incurred during the period they are in nursery.
- (vi) Losses arising from the retirement of and gains or losses arising from disposal of property, plant and equipment are recognized in the Statement of Profit and Loss.
- (vii) *Depreciation methods, estimated useful lives and residual value*

Freehold land and Capital works in progress are not depreciated. Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their useful lives as estimated by management that are in line with those prescribed by Schedule II of the Companies Act, 2013. The useful lives of property, plant and equipment have been considered as per Schedule II, except in case of Bearer Plants for which the useful life have been considered on the basis of technical evaluation.

Class of assets	Estimated useful life (in years)
Bearer plants	30 – 72
Buildings	3 – 60
Plant and Equipment	3 – 25
Furniture and Fixtures	3 – 10
Office Equipment	3 – 10
Vehicles	2 – 10

Estimate of remaining useful life are reviewed every year.

Leasehold lands for Tea Estates are granted/allotted/settled/extended by the government with a right of renewal. The government extends the lease renewals by way of general notifications at regular intervals. These leasehold lands are considered as long term and perpetual leases.

2.5 Investment Properties

Property (Land or a Building- or part of a Building or both) that is held for long-term rental yields or for capital appreciation or both, rather than for use in production or supply of goods or for administrative purposes or sale in the ordinary course of business by the

Notes to Consolidated Financial Statements

Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

Investment properties are depreciated using the straight-line method over their estimated useful lives. The Investment properties held by the Group comprise only of freehold land, hence there is no depreciation.

2.6 Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less cost to sell.

An impairment loss is recognized for any initial or subsequent write-down of the asset to fair value less cost to sell. A gain is recognized for any subsequent increases in fair value less cost to sell of an asset, but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset is recognized at the date of de-recognition.

Non-current asset classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a Non-current asset classified as held for sale are presented separately from other liabilities in the balance sheet.

2.7 Impairment of non-financial assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

2.8 Financial Instruments

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

Effective interest method

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

Financial assets

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

Notes to Consolidated Financial Statements

Other bank balances

Other bank balances include deposits with maturity less than twelve months but greater than three months and balances and deposits with banks that are restricted for withdrawal and usage.

Financial assets at amortized cost

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

Financial assets measured at fair value

Financial assets are measured at 'Fair value through other comprehensive income' (FVOCI) if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and to sell these financial assets.

In respect of equity investments which are not held for trading the group has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments. Such an election is made by the Group on an instrument by instrument basis at the time of initial recognition of such equity investments.

Financial asset not measured at amortized cost or at fair value through other comprehensive income is carried at 'Fair value through the Statement of Profit and Loss' (FVPL).

Impairment of financial assets

The Group assesses on a forward looking basis the 'Expected credit losses' (ECL) associated with its assets carried at amortized cost and FVOCI debt instruments. The Group recognizes loss allowance for expected credit losses on financial assets including towards time value of money.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 *Financial Instruments*, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

De-recognition of financial assets

The Group de-recognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

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

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost, using the effective interest rate method where the time value of money is significant.

Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortized cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognized over the term of the borrowings in the Statement of Profit and Loss.

De-recognition of financial liabilities

The Group de-recognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

Notes to Consolidated Financial Statements

2.9 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

2.10 Inventories

Finished Goods and Stores and Spare parts are stated at lower of cost and net realizable value. Cost of Finished Goods comprise direct material [cost of green leaf and macadamia nuts harvested from own gardens ("agricultural produce") / purchased green leaves] and appropriate portion of variable and fixed overhead expenditure. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of weighted average method. Agricultural produce (being green leaf harvested from own gardens) is measured at the fair value less cost to sell at the point of harvest of tea leaves.

Net realizable 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.

2.11 Biological assets (Other than bearer plant)

Biological assets (other than bearer plants) comprise of tea leaves and macadamia nuts growing on the tea bushes, macadamia trees and timber respectively. Such timber, tea leaves and macadamia nuts based on their respective strategy of generation till point of harvest are measured at fair value less cost to sell with changes in fair value recognised in the Statement of Profit and Loss.

The tea bushes macadamia trees and timber are bearer plants and therefore presented and accounted for as property, plant and equipment. However, produce growing on such trees are accounted for as biological assets until the point of harvest.

2.12 Employee Benefits

(i) Short term employee benefits

The undiscounted amount of Short-term Employee Benefits expected to be paid in exchange for the services rendered by employees is recognized during the period when the employee renders the service. This benefit includes salary, wages, short term compensatory absences, bonus and other short term benefits.

(ii) Long term compensated absences

Long term compensated absence is provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method as at the date of Balance Sheet. Actuarial loss/gains are recognized in the Statement of Profit and Loss in the year in which they arise. The Group presents the entire leave as a current liability in the Balance Sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

(iii) Post employment benefit plans

For Defined Benefit Plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance Sheet date. Re-measurement gains and losses of the net defined benefit liability/ (asset) are recognized immediately in other comprehensive income. The service cost and net interest on the net defined benefit liability/ (asset) is treated as a net expense within employment costs.

Past service cost is recognized as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognized, whichever is earlier.

The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, and as reduced by the fair value of scheme assets.

Any asset resulting from this calculation is limited to the present value of any economic benefit available in the form of refunds from the plan or reductions in future contributions to the plan.

(iv) Defined contribution plans

Payments to defined contribution plans are charged as an expense as they fall due. Payments made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

Notes to Consolidated Financial Statements

2.13 Foreign currency transactions

Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian rupee (Rs.), which is the Group's functional and presentation currency.

Transactions and balances

Transactions in foreign currencies are recorded at exchange rates prevailing on the date of the transactions. Monetary assets and liabilities related to foreign currency are restated at the year-end at the exchange rate prevailing on the Balance Sheet date. Foreign currency non-monetary items carried in terms of historical cost are reported using the exchange rate on the date of transactions. Exchange differences arising on restatement or settlement are recognized in the Statement of Profit and Loss in the period in which they arise.

Group companies

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognised in other comprehensive income.
- Financial statements of group companies whose functional currency is the currency of a hyperinflationary economy are adjusted for inflation and then translated into INR using the balance sheet exchange rate (Also refer note 2.23 below).

2.14 Revenue Recognition

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is not a variable consideration on account of various discounts and schemes offered by the company Group as part of the contract.

Sale of goods

The Group is in the business of cultivation, manufacturing and selling of tea and macademia nuts. Under Ind AS 115 sales are recognized when control of the products/produce are transferred. The transfer of controls occurs when the products has been shipped to the specific location as the case may be, the risks of obsolescence and loss have been transferred, and either the customer has accepted the products in accordance with the sales contract, or the Group has objective evidence that all criteria for acceptance have been satisfied.

No element of financing is deemed present as the sales are made with a credit term which is consistent with market practice for the industry.

Sale of services

Income from services is accounted at a point in time as per the assessment of Ind AS 115. No revenue is recognized if there are significant uncertainties regarding recovery of the amount due and associated costs.

Interest income

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

Dividend income

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

Rental income

Rental income from investment properties and subletting of properties is recognized on straight line basis over the term of the relevant leases.

Notes to Consolidated Financial Statements

2.15 Borrowing costs

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Premium in the form of fees paid on refinancing of loans are accounted for as an expense over the life of the loan using effective interest rate method. All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

2.16 Taxes on income

Taxes on income comprises of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognized for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilized.

Deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Income tax and deferred tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously. Refer 2.23 for impact of Hyperinflationary adjustments.

2.17 Leases

The Group as lessee

The Group's lease asset classes primarily consist of leases for plant & machinery, buildings and furniture and fixtures. The Group assesses whether a contract contains a lease, at the inception of a contract.

At the date of commencement of the lease, the Group recognizes a right of use asset (ROU) and a corresponding lease liability for all lease arrangements, in which it is a lessee, except for leases with a term of twelve months or less (short-term leases), non-lease components (like maintenance charges, etc.) and leases of low value assets.

For these short-term leases, non-lease components and lease of low value assets, the Group recognizes the lease rental payments as an operating expense.

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

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. An impairment loss is recognized where applicable, when the carrying value of ROU assets of cash generating units exceeds its fair value or value in use, whichever is higher.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the lease term.

Lease liabilities are initially measured at the present value of the future lease payments. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

The Group as lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Contingent rents are recognised as revenue in the period in which they are earned.

Notes to Consolidated Financial Statements

2.18 Government Grants

- (i) Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.
- (ii) Government grants relating to income are deferred and recognized in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.
- (iii) Government grants relating to the purchase of property, plant and equipment are included in other liabilities as deferred income and are credited to Statement of Profit and Loss on a straight-line basis over the expected lives of the related assets and presented within other income.

2.19 Provisions and contingent liabilities

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made.

Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or reliable estimate of the amount cannot be made.

2.20 Earnings per share

Basic Earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Group's earnings per share is the net profit for the period.

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

2.21 Segment reporting

The Group is primarily engaged in business of cultivation, manufacture and sale of tea and macademia nuts and other allied services relating to plantation sector across various geographical areas with different political and economic environment, risk and return etc. Accordingly, operating segments have been identified based on the different geographical areas. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chairman and Managing Director.

2.22 Use of estimates and critical accounting judgments

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

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

Significant judgments and estimates relating to the carrying values of assets and liabilities include

- i. Useful lives of property, plant and equipment- Note 3(a)
- ii. Fair valuation of Investment Properties and Unquoted Investments - Note 3(d) and 6
- iii. Provisions- Note 24
- iv. Current tax and deferred tax - Note 21
- v. Fair valuation of biological assets (other than bearer plant) and agricultural produce - Note 45
- vi. Impairment of Trade receivables - Note 7, Property Plant and Equipment – Note 3(a), Note 3(b), Note 3(c) and Note 3(d) and Investments Note – 6.
- vii. Provisions and Contingencies related to litigations and claims- Note 46

Notes to Consolidated Financial Statements

2.23 Hyperinflationary Economies

The Group applies IND AS 29 'Financial Reporting in Hyperinflationary Economies' for the subsidiaries whose functional currency is the currency of Hyperinflation economy. In determining whether the economy is under the hyperinflation, both qualitative and quantitative factors are considered, including whether the cumulative inflation rate over three years is approaching, or exceeds, 100%.

The application of IND AS 29 includes:

- adjustment of historical cost non-monetary assets and liabilities for the change in purchasing power caused by inflation from the date of initial recognition to the balance sheet date;
- adjustment of revenue and expenses for inflation during the reporting period;
- adjustment in statement of profit and loss account to reflect the impact of inflation rate movement on holding non-monetary assets and liabilities (including equity) in hyperinflationary currency; and
- adjustment of inflation on goodwill in retained earnings (refer note 49).

Further, in accordance with Ind AS 21 'The Effects of Changes in Foreign Exchange Rates', the comparatives amounts in the Consolidated Financial Statements are not adjusted as the Parent Company is in a non-hyperinflationary economy.

2.24 Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 3 (a): Property, plant and equipment

Particulars	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				Hyperinflation adjustment (refer note 49)	NET CARRYING AMOUNT As at 31 March 2025
	As at 1 April 2024	Additions during the Year	Disposal during the Year	Foreign currency exchange difference	As at 31 March 2025	Depreciation for the Year	Disposal during the Year	Foreign currency exchange difference		
Freehold land	1,851.86	-	-	0.13	1,851.99	-	-	-	849.23	2,701.22
Leasehold land	39,932.95	-	3,178.63	-	36,754.32	-	1,788.09	-	-	26,151.23
Bearer plants	29,331.69	1,040.54	911.67	13.23	29,473.79	671.77	164.91	3.47	3,201.28	27,909.89
Buildings	7,352.58	214.66	288.29	0.77	7,279.72	344.54	156.34	0.76	579.59	6,205.14
Plant and equipment	9,424.13	998.29	428.07	1.15	9,995.50	614.80	261.25	3.49	911.46	6,436.13
Furniture and fixtures	698.68	61.40	78.78	2.08	683.38	35.41	69.57	0.83	29.68	265.25
Vehicles	1,751.20	124.60	214.34	4.74	1,666.20	128.49	90.37	2.40	182.75	1,059.00
Total	90,343.09	2,439.49	5,099.78	22.10	87,704.90	1,795.01	2,530.53	10.95	5,753.99	70,727.86

Particulars	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT	
	As at 1 April 2023	Additions during the Year	Disposal during the Year	Foreign currency exchange difference	As at 1 April 2023	Depreciation for the Year	Disposal during the Year	Foreign currency exchange difference	As at 31 March 2024	As at 31 March 2024
Freehold land	3,025.01	-	-	(1,173.15)	-	-	-	-	-	1,851.86
Leasehold land	40,049.15	-	116.20	-	12,391.18	-	-	-	12,391.18	27,541.77
Bearer plants	34,301.05	608.71	-	(5,578.07)	4,763.03	798.98	-	(1,307.16)	4,254.85	25,076.84
Buildings	7,903.52	548.60	113.73	(985.81)	1,407.77	317.76	40.10	(220.22)	1,465.21	5,887.37
Plant and equipment	11,245.46	797.23	436.26	(2,182.30)	4,630.71	694.71	227.44	(984.19)	4,113.79	5,310.34
Furniture and fixtures	751.46	50.01	10.85	(91.94)	456.56	83.51	7.99	(50.94)	481.14	217.54
Vehicles	2,085.97	129.45	17.44	(446.78)	809.24	140.05	14.51	(185.35)	749.43	1,001.77
Total	99,361.62	2,134.00	694.48	(10,458.03)	24,458.49	2,035.01	290.04	(2,747.86)	23,455.60	66,887.49

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

(i) With a view to rationalise the operations and improving the profitability, the Parent Company had sold the specified assets (Leasehold land, Bearer Plant, Building, Plant and equipment, etc.) of Dilli Tea Estate in the current year and specified assets (Leasehold land, Building, Plant and equipment, etc.) of Hatibari Tea Factory and Shivani Tea Factory in the previous year

Note 3 (b) : Right of use assets

Particulars	GROSS CARRYING AMOUNT			ACCUMULATED AMORTISATION				NET CARRYING AMOUNT As at 31 March 2025		
	As at 1 April 2024	Additions during the year	Deletion during the Year#	Foreign currency exchange differences	As at 31 March 2025	As at 1 April 2024	Amortisation for the Year		Deletion during the Year#	Foreign currency exchange difference
Leasehold land	362.70	-	362.70	-	-	19.14	3.32	22.46	-	-
Buildings	743.70	33.31	290.22	1.81	488.59	190.70	70.24	124.28	0.45	137.10
31 March 2025	1,106.40	33.31	652.92	1.81	488.60	209.84	73.56	146.74	0.45	137.11
										351.49
										351.49

Particulars	GROSS CARRYING AMOUNT				ACCUMULATED AMORTISATION				NET CARRYING AMOUNT As at 31 March 2024	
	As at 1 April 2023	Additions during the year	Deletion during the Year#	Foreign currency exchange differences	As at 1 April 2023	Amortisa- tion for the Year	Deletion during the Year#	Foreign currency exchange difference		As at 31 March 2024
Leasehold land	362.70	-	-	-	362.70	14.35	4.79	-	19.14	343.56
Buildings	607.30	315.18	200.58	21.80	743.70	218.09	152.51	200.58	20.68	553.00
31 March 2024	970.00	315.18	200.58	21.80	1,106.40	232.44	157.30	200.58	20.68	896.56

During the year the Company transferred the specified leased assets of Jaipur Packet Factory.(Refer note 37)

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 3(c): Capital work-in-progress

	As at 1 April 2024	Addition	Capitalised during the year	Foreign currency exchange difference	Closing as at 31 March 2025
	a	b	c	d	d= (a+b-c-d)
Bearer Plant	6,487.91	1,744.14	1,040.54	4.31	7,195.82
Buildings	378.42	352.90	-	-	731.32
Plant & Equipment	327.19	-	327.19	-	-
Total Capital work-in-progress	7,193.52	2,097.04	1,367.73	4.31	7,927.14

	As at 1 April 2023	Addition	Capitalised during the year	Foreign currency exchange difference	Closing as at 31 March 2024
	a	b	c	d	d= (a+b-c-d)
Bearer Plant	8,884.86	1,721.95	659.45	3,459.45	6,487.91
Buildings	-	671.37	292.95	-	378.42
Plant & Equipment	199.19	286.50	158.50	-	327.19
Total Capital work-in-progress	9,084.05	2,679.82	1,110.90	3,459.45	7,193.52

Capital work in progress (CWIP) Ageing Schedule

As at 31 March 2025

Particulars	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	2,251.38	1,603.90	2,884.40	1,187.46	7,927.14
Total	2,251.38	1,603.90	2,884.40	1,187.46	7,927.14

As at 31 March 2024

Particulars	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	1,965.72	4,040.34	35.22	1,152.24	7,193.52
Total	1,965.72	4,040.34	35.22	1,152.24	7,193.52

(i) The above balances comprises immature bearer plant in progress of Rs. 7,195.82 lakhs (31 March 2024: 6,487.90 lakhs) the maturity period for which is 3-6 years from the year of plantation/commencement of nurturing.

(ii) None of the projects mentioned above are either suspended or its completion is overdue.

Note: 3(d) Investment properties

(At lower of cost or fair value)

Particulars	31 March 2025	31 March 2024
Gross carrying amount		
Opening gross carrying amount / Deemed cost	405.39	643.85
Additions during the year	-	21.26
Classified as Asset held for sale (refer note 16)	-	(259.72)
Closing carrying amount	405.39	405.39

(i) Information regarding income and expenditure of investment properties

Particulars	31 March 2025	31 March 2024
Direct operating expenses from property that did not generate rental income	-	2.77

(ii) Fair value

Particulars	31 March 2025	31 March 2024
Investment properties	3,059.63	2,043.27

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Estimation of fair value

The Parent Company's investment property consists of Land at Alibag. The fair Valuation of the said properties as stated in the above table is based on valuation conducted by a Government registered Valuer & Chartered Engineer, an accredited independent valuer and they are not a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements. Fair value hierarchy disclosures for investment properties have been provided in note 41.

Note: 4 Goodwill

Particulars	31 March 2025	31 March 2024
Goodwill on consolidation	-	2,645.09

Movement in balances

Particulars	31 March 2025	31 March 2024
Balance as at beginning of the year	2,645.09	2,634.58
Exchange differences for the year	-	10.51
Hyperinflation adjustment (Refer note 49)	(2,645.09)	-
Balance as at end of the year	-	2,645.09

The Group has two tea estates in Malawi, located in the hills of Kawalazi and Makandi. Besides tea, the Malawi estates also cultivates Macademia nuts. The carrying amount of goodwill for Kawalazi Estate Company Limited and Makandi Tea and Coffee Estates Limited are Rs. Nil (31 March 2024 : Rs. 1,023.59 lakhs) and Rs. Nil lakhs (31 March 2024 : Rs.1,621.50 lakhs) respectively.

The Goodwill on consolidation has been impaired due to the impact of hyperinflation accounting as on 01.04.2024 in accordance with "IND AS 29 Financial Reporting in Hyperinflationary economies" read in conjunction with "IND AS 36 Impairment of Assets". Refer note 49 for details.

Note 5(a) : Intangible Assets

Particulars	GROSS CARRYING AMOUNT				ACCUMULATED AMORTISATION				Net Carrying Amount As At 31 March 2025
	As at 1 April 2024	Additions during the Year	Disposal during the Year	As at 31 March 2025	As at 1 April 2024	Amortisation during the Year	Disposal during the Year	As at 31 March 2025	
Intangible Assets	-	123.95	-	123.95	-	14.70	-	14.70	109.25
Total	-	123.95	-	123.95	-	14.70	-	14.70	109.25

Note 5(b) : Intangible Assets under Development

Particulars	As at 1 April 2024	Addition during the year	Capitalised during the year	Closing as at 31 March 2025
	a	b	c	d= (a+b-c)
Intangible Assets under Development	93.39	30.56	123.95	-

Particulars	As at 1 April 2023	Addition	Written off during the year*	Closing as at 31 March 2024
	a	b	c	d= (a+b-c)
Intangible Assets under Development	65.35	93.39	65.35	93.39

* The old ERP was written off during the year due to certain technological redundancies.

Intangible Assets under development Ageing Schedule

As at 31 March 2024

Particulars	Amount in Intangible Assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	93.39	-	-	-	93.39
Total	93.39	-	-	-	93.39

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 6: Financial Assets - Investments

Particulars	Face value (in Rs., unless stated otherwise)	31 March 2025	31 March 2024
Non- current			
Investments carried at fair value through other comprehensive income:			
Investments in unquoted Equity shares, fully paid up			
11,00,000 (31 March 2024: 11,00,000) equity shares of Mira Estates Private Limited	10	103.17	98.82
1,19,60,000 (31 March 2024: 1,19,60,000) equity shares of Dhunseri Overseas Private Limited	10	1,096.95	1,535.36
2,630 (31 March 2024: 2,630) equity shares of ABC Tea Workers Welfare Services	10	0.30	0.30
100 (31 March 2024: 100) equity shares of Assam Financial Corporation Limited	10	0.11	0.11
300 (31 March 2024: 300) equity shares of Assam Co-op Apex Bank Limited	10	0.15	0.15
		1,200.68	1,634.74
Total Non-Current Investments		1,200.68	1,634.74
Aggregate amount of unquoted investments		1,200.68	1,634.74

Note 7: Financial Assets -Trade receivables

(Unsecured at amortised cost)

Particulars	31 March 2025	31 March 2024
Non-Current		
Considered good	1,263.45	1,263.45
Less : Allowance for expected credit loss	(336.42)	(246.42)
Total Non-Current Trade Receivables	927.03	1,017.03
Current		
Considered good	1,415.96	1,883.12
Total Current Trade Receivables	1,415.96	1,883.12

(i) Trade receivables Ageing Schedule

As at 31 March 2025

	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	
Undisputed considered good	558.26	854.02	1.66	1.58	0.44	-	1,415.96
Disputed considered good	-	-	-	-	-	1,263.45	1,263.45
Sub Total	558.26	854.02	1.66	1.58	0.44	1,263.45	2,679.41
Less : Allowance for expected credit loss						(336.42)	(336.42)
Total							2,342.99

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

As at 31 March 2024

	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	
Undisputed Trade Receivables – considered good	833.27	1,044.23	4.89	0.73	-	-	1,883.12
Disputed Trade receivables - considered good	-	-	-	-	-	1,263.45	1,263.45
Sub Total	833.27	1,044.23	4.89	0.73	-	1,263.45	3,146.57
Less : Allowance for expected credit loss						(246.42)	(246.42)
Total							2,900.15

(ii) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person or due from firms or private companies in which any director is a partner, a director or a member.

(iii) For terms and conditions relating to related party receivables, refer note 44.

(iv) Trade receivables are non-interest bearing and have credit period within 180 days.

(v) None of the trade receivables are credit impaired and it is expected that the full contractual amounts can be collected.

(vi) There are no unbilled receivables.

Note 8: Financial Assets - Loans

(At amortised cost, unsecured, good)

Particulars	31 March 2025	31 March 2024
Non current		
Loans to employees	-	4.57
Total Non Current Loans	-	4.57
Current		
Loans to employees	7.50	12.85
Total Current Loans	7.50	12.85

Note 9: Financial Assets - Other financial assets

(At amortised cost, unsecured, good)

Particulars	31 March 2025	31 March 2024
Non current		
<u>Security deposits</u>		
- with related parties	55.65	51.84
- with others	265.11	310.97
Receivable on account of sale of land (net of expected credit losses of Rs. 12.50 lakhs (31 March 2024: Rs. 12.50)	82.50	82.50
Other receivable	24.91	-
Total Other Non Current Financial Assets	428.17	445.31
Current		
Accrued Replantation Subsidy	-	6.58
Orthodox and interest subsidy receivable	353.42	406.89
Other receivable #	243.56	163.38
Total Other current financial assets	596.98	576.85

includes receivable on account of sale of Dilli Tea Estate Rs. 150.72 lakhs (31 March 2024 Nil)

Note: 10 Non-current tax assets

Particulars	31 March 2025	31 March 2024
Non-current tax assets (net)	819.59	701.66
Total Non current tax assets	819.59	701.66

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note: 11 Other assets

(Unsecured, Considered good)

Particulars	31 March 2025	31 March 2024
Non current		
Capital advances	99.88	197.76
Prepaid expenses	8.10	12.00
Advance operating lease rental	1.64	5.57
Total Other non-current assets	109.62	215.33
Current		
Balances with Government authorities	333.33	346.66
Prepaid expenses	383.81	449.02
Advance operating lease rental	3.93	3.93
Advance to suppliers/ service providers	84.41	113.90
Malawi Value added tax recoverable	882.11	504.89
Total Other current assets	1,687.59	1,418.40

Note: 12 Inventories

(At lower of cost and net realisable value)

Particulars	31 March 2025	31 March 2024
Finished goods (includes in transit - 31 March 2025 : Rs.461.53 lakhs, 31 March 2024: Rs 59.56 lakhs)	3,213.26	3,222.82
Stores and spares including packing materials (includes in transit - 31 March 2025: Nil, 31 March 2024 : Rs 120.38 lakhs)	3,019.28	3,531.81
Total Inventories	6,232.54	6,754.63

Note: 13 Biological assets (other than bearer plants)

(At fair value)

Particulars	31 March 2025	31 March 2024
Fair Value of Biological assets (other than Bearer plant)	935.15	940.49
Total Biological assets (other than bearer plants)	935.15	940.49

Movement of biological asset is presented below:

Particulars	31 March 2025	31 March 2024
As at Opening date	940.49	1,648.62
Changes in inventories of biological assets other than bearer plant*	(4.19)	(153.13)
Exchange differences	(1.15)	(555.00)
As at Closing date	935.15	940.49

*net of changes in fair value less estimated costs to sell and decreases due to harvest/physical changes

Note 14: Financial Assets - Cash and cash equivalents

Particulars	31 March 2025	31 March 2024
Balances in Current accounts with banks	1,937.75	1,205.69
Cash on hand	52.94	51.35
Total Cash and Cash Equivalents	1,990.69	1,257.04

Note 15: Financial Assets - Other bank balances

Particulars	31 March 2025	31 March 2024
Unpaid dividend account #	21.31	27.05
Total Other Bank balances	21.31	27.05

Earmarked for payment of unclaimed dividend (Refer note 20a)

Note 16: Assets held for Sale

(At lower of cost and fair value)

Particulars	31 March 2025	31 March 2024
Land held for Sale	-	243.56
Total Assets held for Sale	-	243.56

The Parent Company had entered into the Memorandum of Understanding dated 29th March,2024 for Sale of Investment Property at Bikaner and the said assets was classified as Assets held for Sale in the previous year for which the final sale agreement was executed with buyer on 16th August 2024.

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Authorised equity share capital

Particulars	31 March 2025	31 March 2024
1,10,00,000 (31 March 2024: 1,10,00,000) Equity Shares of Rs. 10/- each	1,100.00	1,100.00
	1,100.00	1,100.00

Issued, subscribed and paid-up equity share capital

Particulars	31 March 2025	31 March 2024
1,05,07,427 Equity Shares of Rs. 10/- each fully paid up (31 March 2024: 1,05,07,427 Equity Shares of Rs. 10 each fully paid up)	1,050.74	1,050.74
Total	1,050.74	1,050.74

(i) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period

Particulars	31 March 2025		31 March 2024	
	No. of Shares	Amount	No. of Shares	Amount
Opening balance	1,05,07,427	1,050.74	1,05,07,427	1,050.74
Closing balance	1,05,07,427	1,050.74	1,05,07,427	1,050.74

Terms and rights attached to equity shares

The Parent Company has one class of equity shares having a par value of Rs 10/- each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in the case of interim dividend. In the event of liquidation the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(ii) Details of shareholders holding more than 5% of Issued, Subscribed and Paid up equity share capital of the group

Shareholder	31 March 2025		31 March 2024	
	Number of shares	% holding	Number of shares	% holding
Dhunseri Investments Limited	-	-	48,09,595	45.77%
Naga Dhunseri Group Limited	57,33,221	54.56%	9,23,626	8.79%
Dhunseri Ventures Limited	6,75,481	6.43%	6,75,481	6.43%
Total	64,08,702	60.99%	64,08,702	60.99%

Details of shares held by promoters

S. No.	Promoter Name	Year ended 31 March, 2025		Year ended 31 March, 2024	
		No. of shares at the end of the year	% of total shares	No. of shares at the end of the year	% of total shares
1	Dhunseri Investments Limited	-	-	48,09,595	45.77
2	Naga Dhunseri Group Limited	57,33,221	54.56	9,23,626	8.79
3	Dhunseri Ventures Limited	6,75,481	6.43	6,75,481	6.43
4	Mint Investments Limited	4,44,637	4.23	4,44,637	4.23
5	Chandra Kumar Dhanuka Karta of Shankarlal Chandra Kumar (HUF)	1,20,000	1.14	1,20,000	1.14
6	Trimplex Investments Limited	86,437	0.82	86,437	0.82
7	Madhuting Tea Private Limited	27,300	0.26	27,300	0.26
8	Mrigank Dhanuka	34,775	0.33	34,775	0.33
9	Chandra Kumar Dhanuka, Trustee, Aman Dhanuka Trust	27,000	0.26	27,000	0.26
10	Chandra Kumar Dhanuka, Trustee, Ayaan Dhanuka Trust	27,000	0.26	27,000	0.26
11	Aruna Dhanuka	24,753	0.24	24,753	0.24
12	Chandra Kumar Dhanuka	13,656	0.13	13,656	0.13
13	Chandra Kumar Dhanuka, Trustee, Shree Shaligram Trust	14,100	0.13	14,100	0.13
14	Tarulika Khaitan	3,600	0.03	3,600	0.03
15	Pavitra Khaitan	3,000	0.03	3,000	0.03
16	Mitali Khaitan (Minor) represented by Mr. Haigreve Khaitan Father & Natural Guardian	3,000	0.03	3,000	0.03
17	Chandra Kumar Dhanuka, Partner, Sew Bhagwan & Sons	1,329	0.01	1,329	0.01
	TOTAL	72,39,289	68.89	72,39,289	68.89

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

In the current year Naga Dhunseri Group Limited has acquired 48,09,595 equity shares of the Company held by Dhunseri Investments Limited on 10th March 2025. The Company has become a subsidiary of Naga Dhunseri Group Limited as a result of the above mentioned transaction. This is an inter-se transfer between the promoter group companies and there is no other change in overall promoter holding during both the years.

Note: 18 Other equity

Particulars	31 March 2025	31 March 2024
General reserve [Refer note (i) below]	14,902.98	14,902.98
Foreign exchange translation reserve [Refer note (ii) below]	(9,442.11)	(9,407.04)
Capital reserve on consolidation [Refer note (iii) below]	445.56	445.56
Fair value through other comprehensive income (FVOCI) - equity instruments [Refer note (iv) below]	(134.10)	237.90
Retained earnings [Refer note (v) below]	43,341.06	44,969.36
Retained earnings on hyperinflationary adjustments [Refer note (vi) below]	1,837.00	-
Total Other Equity	50,950.39	51,148.76

(i) General reserve

Particulars	31 March 2025	31 March 2024
Opening balance	14,902.98	14,902.98
Closing balance	14,902.98	14,902.98

(ii) Foreign currency translation reserve

Particulars	31 March 2025	31 March 2024
Opening balance	(9,407.04)	(5,264.85)
Increase during the year	(35.07)	(4,142.19)
Closing balance	(9,442.11)	(9,407.04)

(iii) Fair value through other comprehensive income (FVOCI) - equity instruments

Particulars	31 March 2025	31 March 2024
Opening balance	237.90	(219.80)
Gain/(loss) on fair value of FVOCI equity instruments (net of tax)	(372.00)	373.93
(Gain)/loss on sale of equity instruments transferred to retained earning (net of tax)	-	83.77
Closing balance	(134.10)	237.90

(iv) Retained earnings

Particulars	31 March 2025	31 March 2024
Opening balance	44,969.36	58,794.48
Net Loss for the year	(2,004.64)	(14,109.87)
<i>Items of other comprehensive income recognised directly in retained earnings</i>		
Remeasurement gain on defined benefit plans (net of tax)	376.34	683.73
Dividend paid on equity shares	-	(315.21)
Gain/ (loss) on sale of equity instruments transferred from FVOCI- equity instruments (net of tax)	-	(83.77)
Closing balance	43,341.06	44,969.36

(v) Retained earnings on hyperinflationary adjustments

Particulars	31 March 2025	31 March 2024
Hyperinflation restatement upto April 01, 2024 (Refer note 49)	1,383.00	-
Hyperinflation adjustment for the year (Refer note 49)	454.00	-
Closing balance	1,837.00	-

Nature and purpose of reserves

(i) General reserve

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

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

(ii) Foreign currency translation reserve

Exchange differences arising on translation of assets, liabilities, income and expenses of the Group's foreign subsidiaries are recognised in other comprehensive income and accumulated separately in foreign currency translation reserve. The amounts recognised are transferred to the consolidated statement of profit and loss on disposal of the related foreign subsidiaries.

(iii) Capital reserve on consolidation

Bargain purchase gain arising on business combination has been recorded directly in capital reserve.

(iv) Fair value through other comprehensive income (FVOCI)- equity instruments

The Group has elected to recognise changes in the fair value of certain investments in equity instruments through other comprehensive income. These changes are accumulated within the FVOCI equity instruments reserve. The Group transfers amounts from this reserve to retained earnings when the relevant equity instruments are derecognised.

(v) Retained earning

Retained earnings are the profits that the group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss.

Financial Liabilities

Note 19: Financial Liabilities - Borrowings

Particulars	31 March 2025	31 March 2024
Non current		
Secured		
Auto loan from Bank [refer note (a)(i) - (a)(ii) below]	33.24	16.36
Term loan - From banks [refer note(a)(iii) - (a)(viii) below]	12,223.39	6,948.68
Less: Current maturities of long term borrowings	(731.76)	(1,164.71)
Total Non-current borrowings	11,524.87	5,800.33
Current		
Secured		
Loan Repayable on demand from Banks [refer note(b) below]	12,043.66	17,494.85
Add: Current maturities of long term borrowings	731.76	1,164.71
Unsecured		
Loan from related parties [refer note(c) below]	1,438.75	329.62
Total current borrowings	14,214.17	18,989.18

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

(a) Repayment and other terms and nature of securities given for term loans from banks are as follows:

Auto Loans:

- i) Auto loans from bank amounting to Rs 10.77 lakhs (31 March 2024: Rs. 16.36 lakhs) of Parent Company are secured by hypothecation of respective vehicles. Repayable in 60 equated monthly instalments of Rs. 0.55 Lakhs (31 March 2024: Rs. 0.55 lakhs) payable at interest rate of 7% p.a. beginning from 7 January, 2022. (Maturity Date:07-12-2026).
- ii) Auto loans from bank amounting to Rs 22.47 lakhs (31 March 2024: Nil) of Parent Company are secured by hypothecation of respective vehicles. Repayable in 39 equated monthly instalments of Rs. 0.77 (31 March 2024: Nil) lakhs payable at interest rate of 8.95% p.a. beginning from 5 October, 2024. (Maturity Date:05-12-2027)"

Term Loans:

- iii) Term Loan from Banks amounting to Rs. 1457.98 lakhs (31 March 2024 : Rs. 1589.23 Lakhs) [equivalent outstanding in foreign currency USD 1.70 MN, 31 March 2024 USD 1.91 MN] of Dhunseri Petrochem & Tea Pte Ltd. is secured by way of first pari-passu charge on immovable fixed assets pertaining to five estates of the Parent Company in India. Repayable in ten equal half yearly installments starting from end of 6 months from the date of first drawdown. Rate of interest 6 months libor+ 1.5% per annum.
 - iv) Term Loans from bank amounting to Rs. Nil (31 March 2024: 3740.24) [equivalent outstanding in foreign currency USD Nil, 31 March 2024 USD 4.5 MN] of Makandi Tea & Coffee Estates Ltd. are secured by hypothecation of the entity's movable and immovable assets. Fully repaid during the year.
 - v) Term Loans from bank amounting to Rs 5896.66 lakhs (31 March 2024: Nil) [equivalent outstanding in foreign currency USD 6.88 MN, 31 March 2024 Nil] of Makandi Tea & Coffee Estates Ltd. are secured by hypothecation of the entity's movable and immovable assets. Repayable over a period of 7 years with 1 year moratorium on principal. First installment to be paid effective 30.04.2026 and will be fully repaid by October 2031. Rate of interest 7.5% per annum.
 - vi) Term Loans from bank amounting to Rs. 1712.46 lakhs (31 March 2024: 914.28) [equivalent outstanding in foreign currency USD 2.0 MN, 31 March 2024: USD 1.1 MN] of Makandi Tea & Coffee Estates Ltd. are secured by hypothecation of the entity's movable and immovable assets. Repayable over a period of 6 years with 1 year moratorium on principal First principal. installment to be paid effective 30.06.2024 and will be fully repaid by August 2029. Rate of interest 7.5% per annum.
 - vii) Term Loans from bank amounting to Rs. 2335.95 lakhs (31 March 2024: Nil) [equivalent outstanding in foreign currency USD 2.73 MN, 31 March 2024: Nil] of Kawalazi Tea & Coffee Estates Ltd. are secured by hypothecation of the entity's movable and immovable assets. Repayable over a period of 3 years installment to be paid effective 30 November 2024 and will be fully repaid by 30 November 2027. Rate of interest 7.5% per annum.
- Agri Infra Fund Term Loan (AIFTL) are Secured/to be secured by first charge by way of hypothecation over the entire current assets of the Holding Company ranking pari passu with other consortium Banks as primary security. Secured by a first hypothecation charge on the immovable properties and movable fixed assets of the Company ranking pari passu with other consortium banks as collateral security.
- (viii) AIFTL Agri Infra term loan from Bank is taken in 5 tranch and is repayable in 60 instalments of Rs. 2.47 lakhs to 4.15 Lakhs (31 March 2024: Rs. 0.99 lakhs to 4.15 Lakhs) each starting from October 25, 2025 to January 15 2026 and interest rate of 9% p.a. is payable on a monthly basis. The outstanding balance as at year end is Rs. 820.34 lakhs (31 March 2024: 704.93 lakhs) (Maturity Date: September 25, 2030 to December 15, 2030).

Figures indicated in (a) above includes current maturities of respective borrowings.

The instalment amounts mentioned above also includes interest.

(b) Repayment and other terms and nature of securities given for short term borrowings

- (i) Loans repayable on demand of parent company from Banks are secured by a first hypothecation charge on the current assets of the Parent Company, viz. stock of raw materials, finished goods, stores and spares not relating to plant and machinery, bills receivable, book debts and all other movables, both present and future, wherever situated. Secured by a first hypothecation charge on the movable fixed assets of the Parent Company and equitable mortgage over the immovable properties by deposit of title deeds of tea estates.
- (ii) Loans repayable on demand at Kawalazi tea estate from Banks amounting to Rs. 3,622.35 lakhs (31 March 2024 : Rs 3,663.44 Lakhs) [equivalent outstanding in foreign currency USD 4.23 MN, 31 March 2024 USD 4.41 MN] are secured over its assets.
- (iii) Loans repayable on demand at Makandi tea estate from Banks amounting to Rs. 1,069.81 lakhs (31 March 2024: Rs. 3,299.02 Lakhs) [equivalent outstanding in foreign currency USD 1.25 MN, 31 March 2024 USD 4.73 MN] are secured over its assets.
- (c) Unsecured loan from related parties taken by Parent Company will be due in a year and payable at one go along with interest @8% p.a

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

(d) The Parent Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of security of current assets of the Parent Company. The quarterly returns/statements filed by the Parent Company with such banks are in agreement with the books of accounts of the Parent Company.

(e) The Group has not defaulted on repayment of any borrowings and interest thereof.

Note 20(a) : Financial Liabilities - Other financial liabilities

(at amortised cost)

Particulars	31 March 2025	31 March 2024
Non current		
Security deposits (Payable to related parties)	46.32	42.91
Others	108.77	100.31
Total Other non-current financial liabilities	155.09	143.22
Current		
Interest accrued but not due on borrowings	16.05	24.92
Unpaid dividends [Refer (a) below]	21.31	26.18
Accrued employee benefits	1,384.76	1,412.59
Liability for capital goods	644.07	793.67
Others	73.83	114.62
Total Other current financial liabilities	2,140.02	2,371.98

Note 20(b) : Financial Liabilities - Lease liabilities

(at amortised cost)

Particulars	31 March 2025	31 March 2024
Non current		
Lease liabilities	366.17	486.67
Total Non-Current Lease Liabilities	366.17	486.67
Current		
Lease liabilities	67.09	208.99
Total Current Lease Liabilities	67.09	208.99

Note: 21 Deferred tax liabilities (net)

Particulars	31 March 2025	31 March 2024
Deferred tax liabilities		
Property, plant and equipment, Right of use assets and Capital work -in-progress	6,916.87	7,483.73
Investments (gain on fair valuation)	-	92.12
Temporary differences on account of hyperinflation	1,725.90	-
Gross deferred tax liability	8,642.77	7,575.85
Deferred tax assets		
Brought forward business loss and unabsorbed depreciation	1,705.70	1,472.15
Expenses allowable on payment basis	260.56	251.76
Lease liabilities	121.60	118.80
Provision for expected credit losses on Trade receivables and other balances	87.82	72.69
Others	68.37	145.01
Gross deferred tax asset	2,244.05	2,060.41
Net deferred tax liability	6,398.72	5,515.44

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Movement in deferred tax assets/(liability)

Particulars	Property, plant & equipment, Right of use assets and Capital work in progress	Others (net)	Total
At 01 April 2023	11,110.77	(1,367.05)	9,743.72
Charged/(credited):			
- to profit or loss	(3,627.04)	1,108.39	(2,518.65)
- to other comprehensive income	-	386.48	386.48
- to Foreign Currency Translation Reserve	-	(2,096.11)	(2,096.11)
At 31 March 2024	7,483.73	(1,968.29)	5,515.44
Charged/(credited):			
- to profit or loss	(566.86)	(450.93)	(1,017.79)
- to other comprehensive income	-	(84.77)	(84.77)
- to Foreign Currency Translation Reserve	-	259.94	259.94
- to retained earnings on account of hyperinflation adjustment (Refer note 49)	-	1,725.90	1,725.90
At 31 March 2025	6,916.87	(518.15)	6,398.72

(1) The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Note: 22 Other liabilities

Particulars	31 March 2025	31 March 2024
Non current		
Statutory dues	-	134.44
Deferred income on account of government grant#	295.93	301.91
Operating lease rentals received in advance	-	3.41
Total Other non-current liabilities	295.93	439.76
Current		
Statutory dues	811.19	898.13
Deferred income on account of government grant#	5.98	5.98
Operating lease rentals received in advance	3.41	3.42
Others	21.72	10.16
Total Other current liabilities	842.30	917.69

During the year the Parent Company has recognised Rs. 5.98 lakhs (31 March 2024: 5.98 lakhs) in other income on account of government grants.

Note 23: Financial Liabilities - Trade payables

(at amortised cost)

Particulars	31 March 2025	31 March 2024
Current		
Total outstanding dues of micro enterprises and small enterprises	180.65	152.97
Total outstanding dues of creditors other than micro enterprises and small enterprises	3,744.29	4,365.49
Total Trade payables	3,924.94	4,518.46

(a) The amount due to Micro and Small Enterprises as defined in "The Micro, Small and Medium Enterprises Development Act, 2006 "of India has been determined to the extent such parties have been identified on the basis of the information available with the Company. The disclosures relating to Micro and Small Enterprises are as below :-

Particulars	31 March 2025	31 March 2024
(i) The principal amount remaining unpaid to supplier under the Micro, Small and Medium Enterprises Development Act, 2006	180.65	152.97
(ii) The interest due thereon remaining unpaid to supplier under the Micro, Small and Medium Enterprises Development Act, 2006	12.61	7.65
(iii) The amount of interest paid under Micro, Small and Medium Enterprises Development Act, 2006, along with the amounts of payment made to suppliers beyond the appointed day during the year	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
(v) The amount of interest accrued during the year and remaining unpaid under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Trade payables Ageing Schedule

As at 31 March 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Current but not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	67.33	113.32	-	-	-	180.65
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,142.61	1,428.40	139.72	17.32	16.24	3,744.29
Total	2,209.94	1,541.72	139.72	17.32	16.24	3,924.94

As at 31 March 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Current but not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	114.08	38.89	-	-	-	152.97
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,556.19	1,704.12	28.67	12.82	63.69	4,365.49
Total	2,670.27	1,743.01	28.67	12.82	63.69	4,518.46

Note: 24 Provisions

Particulars	31 March 2025	31 March 2024
Non -Current		
Gratuity (refer note 31)	2,950.46	3,016.39
	2,950.46	3,016.39
Current		
Leave liability	390.91	320.45
Gratuity*	607.01	321.02
Total Employee benefit obligation	997.92	641.47

* Includes gratuity liability of Rs. 182.68 lakhs (31st March 2024 Rs. Nil) for the employees of Dilli Tea Estate which has been sold during the year by Parent Company.

Note: 25 Current tax liabilities

Particulars	31 March 2025	31 March 2024
Provision for income tax (net)	15.13	4.99
Total Current tax liabilities	15.13	4.99

Note: 26 Revenue from operations

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from contracts with customers		
Sale of loose and packet tea	41,446.45	37,797.41
Sale of macadamia nuts	1,540.45	1,245.28
Business Management and Consultancy	298.15	371.70
Other operating revenues		
- Orthodox Tea Subsidy	2.79	127.76
Hyperinflation adjustment(Refer Note 49)	2,350.00	-
Total Revenue from Operations	45,637.84	39,542.15

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note: 27 Other income

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest Income	6.19	52.43
Gain on sale of investments classified as at fair value through profit or loss	-	723.47
Liabilities no longer required written back	91.47	6.27
Rent received	8.43	6.48
Income from government grant##	5.98	5.98
Dividend income	-	12.51
Insurance claim	2.07	36.33
Profit on sale of property, plant and equipment	62.01	37.66
Miscellaneous income#	393.35	151.00
Hyperinflation adjustment (Refer Note 49)	12.00	-
Total Other Income	581.49	1,032.13

Miscellaneous income mainly consists of scrap sales Rs. 69.05 lakhs (31 March 2024: Rs. 21.22 lakhs) and compensation for shade trees Rs. 47.54 lakhs (31 March 2024: 18.91 lakhs) received by Parent Company

Government grants are related to replantation of bearer plants received by Parent Company.

Note: 28 Cost of materials consumed

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Green leaf - purchased and consumed	505.10	2,398.87
Hyperinflation adjustment (Refer Note 49)	92.00	-
Total Cost of Materials Consumed	597.10	2,398.87

Note 29: Purchase of Traded Goods

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Purchase of traded goods	105.99	710.97
Total Purchase of traded goods	105.99	710.97

Purchase of stock in trade represents Tea purchased.

Note: 30 Changes in inventories of finished goods and traded goods

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance at the beginning of the year		
Finished Goods	3,222.82	3,954.92
Balance at the end of year		
Finished Goods	3,213.26	3,222.82
Exchange differences	(182.29)	112.98
Total (Increase)/decrease in closing stock of finished goods	191.85	619.12

Note: 31 Employee benefits expense

Particulars	31 March 2025	31 March 2024
Salaries and Wages	21,833.72	21,106.73
Contribution to provident and other funds	3,040.11	3,270.13
Staff welfare expenses	1,583.30	1,620.28
Hyperinflation adjustment (Refer Note 49)	699.00	-
Total employee benefits expense	27,156.13	25,997.14

During the year, the Parent Company recognised an amount of Rs. 108.70 lakhs (2023-24: Rs. 99.50 lakhs) as remuneration to key managerial personnel. Refer note 44 for details.

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

(i) Leave Obligations

(a) Short term Employee Benefits:

The undiscounted amount of Short-term Employee Benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service.

(b) Compensated Absences

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

(ii) Defined contribution plan

Provident Fund: The Parent Company contributes 12% of the basic salary of employees towards Provident Fund Scheme to the relevant provident fund authorities (Regional Provident Fund Commissioner/ Assam Tea Plantation Provident Fund account).

The Parent Company contributed Rs.2,010.43 and Rs. 2,034.41 lakhs during the year ended 31 March 2025 and 31 March 2024 respectively.

Superannuation Fund: The Parent Company provides for Superannuation benefit to certain employees wherein 15% of basic salary is funded with Life Insurance Corporation of India.

The Parent Company contributed Rs. 2.59 lakhs and Rs. 2.09 lakhs during the year ended 31 March 2025 and 31 March 2024 respectively.

Others: Others consist of parent company and employee's contribution to:

Employees Pension Scheme [Total amount charged to the statement of Profit and Loss for the year Rs. 10.33 lakhs (2023-24 Rs.11.08 lakhs)]

Employees State Insurance [Total amount charged to the statement of Profit and Loss for the year Rs. 0.58 lakhs (2023-24 Rs. 0.66 lakhs)]

(iii) Post Employment Benefits Plans

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. As per the scheme, the Gratuity Trust Fund make payment to vested employees at retirement, death/disability, withdrawal of an amount based on the respective employee's eligible salary for specified number of days depending upon the tenure of service subject to a maximum of Rs 20 lakhs. Vesting occurs upon completion of five years of service. Liability with regard to the aforesaid gratuity plan is determined by actuarial valuation based upon which the Company makes annual contributions for Gratuity to the Trust Fund.

The Subsidiaries incorporated in Malawi contributes to a pension fund administered by a third party. The Scheme is a defined contribution pension plan and is funded through payments to a trustee-administered fund. A defined Contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. The Company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The Company has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available. Contribution to such funds amount to Rs.65.21 lakhs and Rs. 46.39 lakhs during the year ended 31 March 2025 and 31 March 2024 respectively.

(iv) Balance sheet recognition

a) Gratuity

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

Particulars	Present value of obligation	Fair value of plan assets	Net amount
01 April 2024	5,982.10	2,644.69	3,337.41
Current service cost for Parent Company	428.78	-	428.78
Current service cost for Subsidiaries	103.31	-	103.31
Interest expense/income	386.47	175.32	211.15
Total amount recognised in profit or loss	918.56	175.32	743.24
<i>Remeasurement</i>			
Return on plan assets, excluding amounts included in interest expense/income	-	(37.75)	37.75
Actuarial (gain)/loss from change in financial assumptions	188.13	-	188.13
Actuarial (gain)/loss from unexpected experience	(749.06)	-	(749.06)
Total amount recognised in other comprehensive income	(560.93)	(37.75)	(523.18)
Adjustment relating to acquisition and sale of tea estates	-	-	-
Benefits Payment	(279.08)	(279.08)	-
Acquisition (credit) cost	(182.68)	-	(182.68)
31 March 2025	5,877.97	2,503.18	3,374.79

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
01 April 2023	5,976.08	2,604.81	3,371.27
Current service cost for Parent Company	393.73	-	393.73
Current service cost for Subsidiaries	321.03	-	321.03
Interest expense/income	422.89	180.15	242.74
Total amount recognised in profit or loss	1,137.65	180.15	957.50
<i>Remeasurement</i>			
Return on plan assets, excluding amounts included in interest expense/income	-	120.18	(120.18)
Actuarial (gain)/loss from change in financial assumptions	77.76	-	77.76
Actuarial (gain)/loss from unexpected experience	(907.96)	-	(907.96)
Total amount recognised in other comprehensive income	(830.20)	120.18	(950.38)
Adjustment relating to acquisition and sale of tea estates	-	(56.17)	56.17
Acquisition credit (cost)	(204.28)	(204.28)	-
Benefits Payment	(97.15)	-	(97.15)
31 March 2024	5,982.10	2,644.69	3,337.41

(v) Significant estimates: actuarial assumptions

The significant actuarial assumptions were as follows:

Particulars	31 March 2025	31 March 2024
Discount rate	6.50%	7.00%
Expected return on plan asset	6.50%	7.00%
Salary growth rate	5.00%	5.00%
Attrition rate	1.00%	1.00%
Mortality rate	Indian Assured Lives Mortality (2006-08) (modified) Ultimate	Indian Assured Lives Mortality (2006-08) (modified) Ultimate

(vi) Sensitivity analysis

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

Particulars	Impact on defined benefit obligation			
	31 March 2025		31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (-/+ 1%)	363.07	421.21	367.51	424.99
Salary growth rate (+/- 1%)	423.45	371.23	429.41	377.44
Attrition rate (+/- 1%)	39.29	44.58	56.23	63.44

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

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

(vii) The major categories of plans assets are as follows:

Particulars	31 March 2025	31 March 2024
Investment with Private Insurance Companies	37.42%	33.25%
Administered by Life Insurance Corporation of India	60.30%	65.01%
Investment in Mutual Fund	0.77%	0.69%
Special Deposits and Bonds	1.09%	1.05%
Others Including Bank Balances	0.42%	1.54%

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

(viii) Risk exposure

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

Investment risk:

If plan is funded, then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

Interest risk:

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

Life expectancy:

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

Salary growth risk

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

(ix) Defined benefit liability and employer contributions

Expected contributions to post-employment benefits plans for the year ending 31 March 2025 is Rs. 2,950.46 lakhs (31 March 2024 : Rs 3,016.45 lakhs).

The weighted average duration of the defined benefit obligation is 7 years (31 March 2024 – 7 years).

Expected benefit payments for the year ending	31 March 2025	31 March 2024
31 March 2025 (31 March 2024)	1,210.46	1,171.99
31 March 2026 (31 March 2025)	377.77	408.33
31 March 2027 (31 March 2026)	356.13	445.47
31 March 2028 (31 March 2027)	383.50	423.20
31 March 2029 (31 March 2028)	372.51	441.80
31 March 2030 to 31 March 2034 (31 March 2029 to 31 March 2033)	1,724.82	1,952.34

Note: 32 Finance costs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest expense		
-Lease liabilities	48.74	42.26
-Borrowings	1,915.68	1,644.62
Other borrowing costs	146.67	47.28
	2,111.09	1,734.16
Less: Interest capitalised	(46.59)	(27.54)
Hyperinflation adjustment (Refer Note 49)	197.00	-
Total Finance Cost	2,261.50	1,706.62

The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the Parent entity's total borrowings during the current year, in this case is 8.68% (31 March 2024: 8.80%).

Note: 33 Depreciation and amortisation expense

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation on property, plant and equipment	1,795.01	2,035.01
Depreciation on intangible assets	14.70	-
Amortisation on right of use assets	73.56	157.30
Hyperinflation adjustment (Refer Note 49)	7.00	-
Total Depreciation and amortisation expense	1,890.27	2,192.31

Note: 34 Power and Fuel Expenses

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Power & Fuel Expenses	4,463.46	5,452.52
Hyperinflation adjustment (Refer Note 49)	346.00	-
Total Power and fuel expense	4,809.46	5,452.52

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note: 35 Foreign Currency Exchange Losses

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Foreign Currency Exchange Losses	291.38	6,207.78
Total Foreign Currency Exchange Losses	291.38	6,207.78

Note: 36 Other expenses

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Consumption of stores, spare parts, timber and packing material	5,531.05	4,870.71
Repairs and maintenance		
Plant & machinery	1,207.53	1,033.24
Buildings	261.78	348.45
Others	994.40	1,071.25
Insurance	259.78	340.76
Rates and taxes	176.22	185.55
Freight, delivery and shipping charges	1,021.24	1,136.50
Brokerage and commission on sales	31.70	32.53
Other selling expenses	172.80	304.09
Auditors' remuneration	121.48	138.31
Travelling and conveyance	457.66	415.53
Legal & Professional Charges	464.14	893.36
Charity & Donation	5.86	143.30
Allowance for expected credit loss on receivables	90.00	-
Security Expenses	559.14	513.09
Subscription	196.17	-
Printing and Stationery	31.10	-
Expenditure towards Corporate Social Responsibility activities	-	38.00
Miscellaneous expenses	1,522.15	1,385.21
Hyperinflation adjustment (Refer Note 49)	1,475.00	-
Total Other Expenses	14,579.20	12,849.88

Note: 37 Exceptional items

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Profit on sale of property, plant and equipment [Refer note (i) below]	2,728.82	1,118.09
Loss on write down of 'Asset held for sale' to fair value (Refer note 16)	-	(16.16)
Total Exceptional items	2,728.82	1,101.93

(i) With a view to rationalise the operations and improving the profitability, the Parent Company has sold specified assets of Dilli Tea Estate and profit on such sale amounting to Rs. 1,154.82 Lakhs has been disclosed as "Exceptional Items" in the current year. Exceptional items for the current year also includes profit on sale of specified leased assets of Jaipur Packet Factory amounting to Rs. 1,574.00 lakhs. Exceptional items in the previous year represents profit on sale of specified assets of Shivani Tea Factory, Hatibari Tea Factory and loss on sale of Investment property at Bikaner.

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note: 38 Income tax expense

This note provides an analysis of the Group's income tax expense, shows amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the Group's tax positions.

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
(a) Income tax expense		
Current tax		
Current tax on profits for the year	83.51	0.41
Total current tax expense	83.51	0.41
Increase in deferred tax liabilities	(1,017.79)	(2,518.65)
Total deferred tax expense	(1,017.79)	(2,518.65)
Adjustment for current tax for earlier year	-	15.98
Total Income Tax for Earlier Years		
Total Net tax expense/(credit)	(934.28)	(2,502.26)

(b) Reconciliation of tax expense as per the effective rate of tax and statutory rate of tax:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Loss before tax	(2,938.92)	(16,612.13)
Tax on above#	(852.11)	(4,822.42)
Tax effects of:		
Permanent differences	(85.62)	60.58
Income taxed at different rates	(247.39)	137.28
Tax Holiday under Agricultural income tax	392.04	1,120.59
Reversal of DTL on Bearer plant sold for Dilli T.E	(201.61)	-
Earlier year tax adjustment	-	15.98
Others ##	60.40	985.73
Total tax credit	(934.28)	(2,502.26)

The Statutory tax rate applicable to various entities in the group range from 17% -30% (31 st March 2024- 17% - 30%)

Primarily consists of impact of unrealised Foreign currency translation losses

Note: 39 Earnings per share

Particulars		Year ended 31 March 2025	Year ended 31 March 2024
Weighted average number of equity shares outstanding during the year	(A)	1,05,07,427	1,05,07,427
Nominal value of each equity Share (Rs.)		10	10
Loss for the year (Rs. in lakhs)	(B)	(2,004.64)	(14,109.87)
Earnings per share (Basic and diluted)* (Rs.)	(B/A)	(19.08)	(134.29)

* the Parent Company does not have any instruments for which diluted earnings per share needs to be calculated

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note: 40 Capital management

(a) Risk management

The Group's objectives when managing capital are to:

- (a) safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- (b) maintain an optimal capital structure to reduce the cost of capital.

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

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

The capital structure of the Group consists of debt, cash and cash equivalents and equity attributable to equity shareholders of the Group which comprises issued share capital and accumulated reserves disclosed in the Statement of Changes in Equity.

Consistent with others in the industry, the Group monitors capital on the basis of net debt to equity ratio and maturity profile of overall debt portfolio of the Group.

Net Debt implies borrowings including interest accrued on borrowings of the Company as reduced by Cash and Cash Equivalents and Equity comprises all components attributable to the owners of the Group.

The following table summarises the Net Debt, Equity and Ratio thereof.

	Note	31 March 2025	31 March 2024
(i) Total Debt			
Borrowings - Non-Current	19	11,524.87	5,800.33
- Current	19	14,214.17	18,989.18
Interest accrued but not due on borrowings	20(a)	16.05	24.92
		25,755.09	24,814.43
Less : Cash and Cash Equivalents	14	1,990.69	1,257.04
Net Debt		23,764.40	23,557.39
(ii) Equity attributable to Shareholders		52,001.13	52,199.50
(iii) Net debt to equity ratio		45.70%	45.13%

No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2025 and 31 March 2024.

(b) Dividend

	31 March 2025	31 March 2024
(i) Final dividend paid on equity shares during the year	-	315.21
(ii) Proposed Dividends at the end of the reporting period		
The directors have recommended the payment of final dividend of Rs. 1/- per fully paid equity share (31 March 2024 - Nil) at the year end.	105.07	-

Note: 41 Fair value measurements

This section gives an overview of the significance of financial instruments for the Group and provides additional information on Balance Sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2 to the financial statements.

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Financial instruments by category

Particulars	31 March 2025		Total Carrying Value	Total Fair Value
	FVOCI	Amortised cost		
Financial assets				
(i) Investments	1,200.68	-	1,200.68	1,200.68
(ii) Loans	-	7.50	7.50	7.50
(iii) Trade receivables	-	2,342.99	2,342.99	2,342.99
(iv) Cash and cash equivalents	-	1,990.69	1,990.69	1,990.69
(v) Other bank balance	-	21.31	21.31	21.31
(vi) Other financial assets	-	1,025.15	1,025.15	1,025.15
Total financial assets	1,225.59	5,387.64	6,588.32	6,588.32
Financial liabilities				
(i) Borrowings	-	25,739.04	25,739.04	25,739.04
(ii) Lease Liabilities	-	433.26	433.26	433.26
(iii) Trade and other payables	-	3,924.94	3,924.94	3,924.94
(iv) Other financial liabilities	-	2,295.11	2,295.11	2,295.11
Total financial liabilities	-	32,392.35	32,392.35	32,392.35

Particulars	31 March 2024		Total Carrying Value	Total Fair Value
	FVOCI	Amortised cost		
Financial assets				
(i) Investments	1,634.74	-	1,634.74	1,634.74
(ii) Loans	-	17.42	17.42	17.42
(iii) Trade receivables	-	2,900.15	2,900.15	2,900.15
(iv) Cash and cash equivalents	-	1,257.04	1,257.04	1,257.04
(v) Other bank balance	-	27.05	27.05	27.05
(vi) Other financial assets	-	1,022.16	1,022.16	1,022.16
Total financial assets	1,634.74	5,223.82	6,858.56	6,858.56
Financial liabilities				
(i) Borrowings	-	24,789.51	24,789.51	24,789.51
(ii) Lease Liabilities	-	695.65	695.65	695.65
(iii) Trade and other payables	-	4,518.46	4,518.46	4,518.46
(iv) Other financial liabilities	-	2,515.20	2,515.20	2,515.20
Total financial liabilities	-	32,518.82	32,518.82	32,518.82

(i) Fair value hierarchy

This section provides the fair value measurement hierarchy of the Investment properties, Financial instruments and Biological assets other than bearer plants.

(a) Investment Properties

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its investment properties into level 3 in the fair value hierarchy.

Particulars	31 March 2025			31 March 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets:						
Investments Properties	-	-	3,059.63	-	-	2,043.27
	-	-	3,059.63	-	-	2,043.27

(b) Financial Instruments

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Particulars	31 March 2025			31 March 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets:						
Investments	-	-	1,200.68	-	-	1,634.74
	-	-	1,220.68	-	-	1,634.74

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

(c) Biological assets other than bearer plants

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its biological assets other than bearer plants into level 2 in the fair value hierarchy.

Biological assets other than bearer plants for which fair value (less cost to sell) are disclosed

Particulars	31 March 2025			31 March 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Biological assets (India)	-	160.50	-	-	91.32	-
Biological assets (Malawi)	-	774.65	-	-	849.17	-
	-	935.15	-	-	940.49	-

The following table illustrates the sensitivity to a 5 % variation in each of the significant unobservable inputs used to measure the fair value of the biological assets on 31 March 2025 and 31 March 2024.

Impacts in the fair value resulting from:

Significant variable inputs	2025		2024	
	5% decrease	5% increase	5% decrease	5% increase
Biological assets (India):				
Purchase price of bought tea leaves	(8.03)	8.03	(4.57)	4.57
Biological assets (Malawi):				
Average yield	(38.73)	38.73	(67.90)	67.90
Average sales price	(38.73)	38.73	(69.47)	69.47

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

Quoted prices in an active market (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares. The fair value for all equity shares which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Valuation techniques with observable inputs (Level 2): The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. Biological asset other than bearer plants, are measured at fair value less cost to sell.

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. This level of hierarchy includes Group's investment in equity shares which are unquoted or for which quoted prices are not available at the reporting dates.

(ii) Transfers between level 1, level 2 and level 3

There is no transfer during the year between level 1, level 2 and level 3 with reference to financial instruments and biological assets other than bearer plants.

(iii) Valuation technique used to determine fair value

Specific valuation technique used to determine fair value includes:

(a) Investments carried at fair value are generally based on market price quotations. However in cases where quoted prices are not available the management has involved valuation experts to determine the fair value of the investments. Different valuation techniques have been used by the valuers for different investments.

(b) The carrying amounts of other financial assets and liabilities carried at amortised cost closely approximate their fair values. The impact of discounting on such financial assets or liabilities is not significant due to the market terms (rates and tenor) available and because the instruments are short term in nature or do not have any fixed contractual maturities.

(c) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

(iv) Equity Instruments carried at fair value through other comprehensive income

These investments in equity shares are not held for trading. Instead, they are held for long term purpose. The Company has chosen to designate these investments in equity instruments at FVOCI since, it provides a more meaningful presentation.

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note: 42 Financial risk management

In the course of its business, the Group is exposed primarily to fluctuations in interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. In order to minimise any adverse effects on the financial performance of the Group, the Group has risk management policies as described below :-

(A) Credit risk

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

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

The carrying value of financial assets represents the maximum credit risk. The maximum exposure to credit risk was Rs. 4,650.57 lakhs, Rs. 6,807.21 lakhs, as at 31 March 2025 and 31 March 2024 respectively, being the total carrying value of financial assets excluding cash on hand.

i) Trade and other receivables

Credit risk on receivables is minimum since sales through different mode (eg. auction, consignment, private) are made after judging credit worthiness of the customers or advance payment. The history of defaults has been minimal and outstanding receivables are regularly monitored.

The group is making provisions on trade and other receivables for both credit risk and time value of money based on Expected Credit Loss (ECL) model. The reconciliation is as follows:

Particulars	2024-25	2023-24
Opening balance	258.92	258.92
Charge in statement of profit and loss	90.00	-
Closing balance	348.92	258.92

Refer note-7 for ageing of Trade Receivables

ii) Financial instruments and bank deposits

For credit risk on the loans to employees, the Group is not expecting any material risk on account of non-performance by any of the parties. Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

(B) Liquidity risk

Liquidity risk refers to the risk that the Group may encounter difficulty in meeting its financial obligations in accordance with terms of contract. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

Management monitors rolling forecasts of the Group's liquidity position (including the undrawn credit facilities extended by banks and financial institutions) and cash and cash equivalents on the basis of expected cash flows. In addition, the Group's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

(i) Maturities of financial liabilities

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

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

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Contractual maturities of financial liabilities 31 March 2025	Carrying Value	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years	Total Undiscounted cash flows
Borrowings	25,739.04	15,604.58	5,916.40	3,979.66	2,647.55	28,148.19
Lease Liabilities	433.26	67.09	92.08	73.27	1,553.81	1,786.25
Other financial liabilities	2,295.11	2,140.02	165.34	-	-	2,305.36
Trade payables	3,924.94	3,924.94	-	-	-	3,924.94
Total financial liabilities	32,392.35	21,736.63	6,173.82	4,052.93	4,201.36	36,164.74

Contractual maturities of financial liabilities 31 March 2024	Carrying Value	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years	Total Undiscounted cash flows
Borrowings	24,789.51	19,895.37	3,281.52	2,262.88	1,881.59	27,321.35
Lease Liabilities	695.66	225.42	189.96	96.27	1,593.86	2,105.51
Other financial liabilities	2,515.20	2,371.98	153.47	-	-	2,525.45
Trade payables	4,518.46	4,518.46	-	-	-	4,518.46
Total financial liabilities	32,518.82	27,011.23	3,624.95	2,359.15	3,475.45	36,470.77

(C) Market risk

(i) Foreign currency risk

The Group deals with foreign currency loan, trade and other receivables, cash and cash equivalents, trade payables, etc. and is therefore exposed to foreign exchange risk associated with exchange rate movement.

The Group is exposed to foreign exchange risk through its borrowings. The management regularly monitors the currency movement to manage its currency risk.

Foreign currency risk exposure

The Group's exposure to foreign currency risk at the end of the reporting period expressed in Rs (foreign currency amount multiplied by closing rate), are as follows:-

	31 March 2025 USD	31 March 2024 USD
Financial assets		
Trade and other receivables	1,025.87	1,082.56
Other financial assets	52.28	100.62
Cash and cash equivalents	452.66	612.75
Financial liabilities		
Trade and other payables	1,817.99	1,858.63
Other financial liabilities and Lease Liabilities	170.90	837.32
Borrowings	17,776.35	14,036.83
Net exposure to foreign currency risk	(18,234.41)	(14,936.85)

Sensitivity

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

	Impact on profit before tax		Impact on equity	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
USD sensitivity				
Rs/USD appreciates by 5% (31 March 2024 - 5%)@	911.72	746.84	655.80	537.20
Rs/USD depreciates by 5% (31 March 2024 - 5%)@	(911.72)	(746.84)	(655.80)	(537.20)

@ Holding all other variables constant

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Group to cash flow interest rate risk. During 31 March 2025 and 31 March 2024, the Group's borrowings at variable rate were denominated in both Rupees and foreign currency.

The Group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(a) Interest rate risk exposure

On Financial Liabilities:

The exposure of the Group's financial liabilities to interest rate risk is as follows:

Particulars	31 March 2025	31 March 2024
Variable rate borrowings	12,043.66	17,494.85
Fixed rate borrowings	13,695.38	7,278.30
Total borrowings	25,739.04	24,773.15

(b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates as below:

	Impact on profit before tax		Impact on equity	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Interest expense rates – increase by 50 basis points (50 bps)*	(60.22)	(87.47)	(43.32)	(61.54)
Interest expense rates – decrease by 50 basis points (50 bps)*	60.22	87.47	43.32	61.54

* Holding all other variables constant

(iii) Price risk

(a) Exposure

The Group's exposure to equity securities & mutual funds price risk arises from investments held by the Group and classified in the balance sheet at fair value through Other Comprehensive Income or at Fair Value through Statement of Profit & Loss. To manage its price risk arising from investments in equity securities & mutual funds, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group. In general, these investments are not held for trading purpose

(b) Sensitivity

The table below summarizes the impact of increase/decrease of the share prices on the Group's equity. The group does not hold any quoted investments as on 31st March 2025 and 31st March 2024.

(D) Agricultural Risk

Cultivation of tea, macademia nuts and timber being agricultural activities, there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions, logistic problems inherent to remote areas, and fluctuation of selling price of finished goods due to change in supply/availability.

The Group manages the above financial risks in the following manner:

- Sufficient inventory levels of agro chemicals, fertilizers and other inputs are maintained so that timely corrective action can be taken in case of adverse weather conditions.
- Sufficient level of consumable stores viz packing materials, coal and HSD are maintained in order to mitigate financial risk arising from logistics problems.
- Sufficient working-capital-facility is obtained from banks in such a way that cultivation, manufacture and sale of tea, macademia nuts and timber are not adversely affected.

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note: 43 Segment reporting

The Group is primarily engaged in business of cultivation, manufacture and sale of tea and macademia nuts and other allied services relating to plantation sector across various geographical locations with different political and economic environment, risks and return etc. Accordingly, operating segments have been identified based on the different geographical areas. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker viz. Chairman and Managing Director.

Segment assets / liabilities comprise assets / liabilities directly managed by each segment. Segment assets primarily include receivables, property, plant and equipment, capital work-in-progress, goodwill, non-current investments, inventories, cash and cash equivalents, inter-segment assets. Segment liabilities primarily include operating liabilities. Segment capital expenditure include additions to property, plant and equipment.

The reporting segments of the Company are as below:

India: This covers cultivation, manufacture and sale of tea from India and other allied services relating to plantation sector.

Outside India: This primarily covers business of cultivation, manufacture and sale of tea and macademia nuts from Malawi and other allied services relating to plantation sector.

Summary of the segmental information for the year ended and as of 31 March 2025 is as follows:

Particulars	Year Ended	
	31 March 2025	31 March 2024
Segment Revenue		
a) India	32,702.53	29,701.79
b) Outside India	12,935.31	9,840.36
Total Revenue from operations	45,637.84	39,542.15
Segment Results - Profit/(Loss)		
a) India	(2,115.93)	(7,910.30)
b) Outside India	(1,871.80)	(9,129.27)
Total Segment profit/(loss) before exceptional items, other income, interest and tax	(3,987.73)	(17,039.57)
Finance costs	2,261.50	1,706.62
Other income	581.49	1,032.13
Exceptional items	2,728.82	1,101.93
Loss before tax	(2,938.92)	(16,612.13)
Tax expense/(credit)	(934.28)	(2,502.26)
Loss after tax	(2,004.64)	(14,109.87)
Segment Assets		
a) India	64,310.08	68,583.23
b) Outside India	31,583.86	26,670.84
Total	95,893.94	95,254.07
Segment Liabilities		
a) India	21,267.43	23,233.81
b) Outside India	22,625.38	19,820.76
Total	43,892.81	43,054.57

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 44: Related party disclosures

Name of the related parties and description of relationship

(A) Immediate and ultimate Holding Company where control exists:

Naga Dhunseri company Limited (with effect from 10th March 2025)

(B) Group Companies/Enterprises in which Key Management Personnel have significant influence and with which transactions took place during the year:

- (1) Trimplex Investments Limited
- (2) Mint Investments Limited
- (3) Dhunseri Investments Limited
- (4) Dhunseri Ventures Limited
- (5) Dhunseri Overseas Private Limited
- (6) Softweb Technologies Private Limited
- (7) Madhuting Tea Private Limited
- (8) Jatayu Estate Private Limited
- (9) Itsy Bitz
- (10) Dewar's Garage Insurance Agencies Pvt Ltd
- (11) Sonata Auto Trade Pvt Ltd
- (12) TPT Ventures LLP
- (13) Shankarlal Chandra Kumar (HUF)
- (14) Mayank Beriwal- HUF

(C) Key Management Personnel (KMP) @

Name	Designation
(1) Mr. C.K.Dhanuka	Chairman and Managing Director
(2) Mr. Mrigank Dhanuka	Non-Executive Director (upto 12th February 2025)
(3) Mr. Mayank Beriwal	Executive Director (appointed with effect from 12th February 2025)
(5) Prof. Ashoke Kumar Dutta	Non-Executive Director
(5) Mr. Bharat Bajoria	Non-Executive Director (upto 7th September 2024)
(6) Mr. Siddhartha Rampuria	Non-Executive Director (with effect from 27th May 2024)
(7) Mr. Vivek Goenka	Non-Executive Director
(8) Ms. Aaradhana Jhunhunwala	Non-Executive Director
(9) Mrs. Bharati Dhanuka	Non-Executive Director (Managing Director with effect from 22nd May 2025)
(10) Mr. R. Mahadevan	Company Secretary and Compliance Officer
(12) Mr. P. C. Dhandhanania	Chief Executive Officer (upto 31 March 2025)
(13) Mr. Pravir Murari	Chief Executive Officer (from 1 April 2025)
(14) Mr. Bhagwati Agarwal	Chief Financial Officer (upto 28 May 2023)
(15) Mr. Pankaj Prabhat	Chief Financial Officer (with effect from 29 May 2023)

(D) Post employment Benefit Plan Entity

- (1) Dhunseri Ventures Limited Employees Gratuity Fund

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

(E) Details of related party transactions/balances

The following transactions occurred with the related parties :

Related Party	Relationship	Outstanding as at 31 March 2025	Outstanding as at 31 March 2024	Payable/receivable/ others	Nature of Transaction	2024-2025	2023-2024
Dhunseri Overseas Private Limited	B	1,096.95	1,535.37	Investment- Equity Shares		-	-
Dhunseri Ventures Ltd.	B	19.84	-	Receivable/(Payable)	Dividend Paid Interest Paid Loan taken Loan Repaid	- 72.49 2,250.00 2,250.00	20.26 - - -
Trimplex Investments Limited	B	61.50 (0.46)	61.50 (0.46)	Security deposit - receivable Receivable/(Payable)	Rent and Other expenses# Dividend Paid Reimbursement of Expenses	31.04 - 4.22	31.04 2.59 5.95
Naga Dhunseri Group Limited	B	(7.75)	(3.89)	Receivable/(Payable)	Rent and Other expenses# Dividend Paid	34.46 -	44.17 27.71
Mint Investments Limited	B	-	-		Rent and Other expenses# Dividend Paid	1.59 -	1.65 13.34
Dhunseri Investments Limited	B	(33.24)	13.42	Receivable/(Payable)	Sale of Fixed Assets Sale of Right to Use Assets Purchase of Fixed Assets Reimbursement of expenses(income) Dividend Paid	- 1,950.00 36.43 (2.71) -	666.16 - - 249.71 144.29
Softweb Technologies Private Limited	B	(1.07)	(1.07)	Receivable/(Payable)	Purchases of services Purchases of goods	- -	11.39 1.27
Madhuting Tea Private Limited	B	19.72	16.15	Receivable/(Payable)	Dividend Paid Purchases of Raw Material Reimbursement of expenses(income)	- - (2.48)	0.82 - 47.14 15.50
Jatayu Estate Private Limited	B	12.00 (0.04)	12.00 -	Security deposit - receivable Payable /Receivable	Rent and Other expenses#	0.46	0.51
Itsy Bitz	B				Purchases of goods	0.61	0.51
Dewar's Garage Insurance Agencies Pvt Ltd	B	(322.34)	(253.18)	Receivable/(Payable)	Loan taken Interest Paid	50.00 23.76	250.00 3.53
Sonata Auto Trade Pvt Ltd	B	(80.50)	(76.44)	Receivable/(Payable)	Loan taken Interest Paid	- 6.00	75.00 1.59
Shankarlal Chandra Kumar (HUF)	B	(1,035.90)	-	Receivable/(Payable)	Loan taken Interest Paid	1,000.00 45.81	- -
Mayank Beriwal (HUF)	B	-	-		Brokerage Paid	5.73	-
Mr. C.K. Dhanuka	C	(25.00)	(25.00)	Security deposit - (Payable)	Short-term employee benefits @ Post employment benefits @ Rent Received Dividend Paid	34.63 2.86 0.60 -	37.28 3.72 0.60 0.41
Mr. Mayank Beriwal	C	-	-		Short-term employee benefits @ Post employment benefits @	7.10 0.65	- -

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Related Party	Relationship	Outstanding as at 31 March 2025	Outstanding as at 31 March 2024	Payable/receivable/ others	Nature of Transaction	2024-2025	2023-2024
Mrs. Bharti Dhanuka	C	-	-		Short-term employee benefits @ Sitting Fees	2.41 0.30	- 0.20
Mr. R. Mahadevan	C	-	-		Short-term employee benefits @ Post employment benefits @	12.36 0.92	12.93 0.92
Mr. P. C. Dhandhanian	C	-	-		Short-term employee benefits @ Post employment benefits @	23.54 3.35	20.00 1.49
Mr. Bhagwati Agarwal	C	-	-		Short-term employee benefits @ Post employment benefits @	- -	5.23 0.11
Mr. Pankaj Prabhat	C	-	-		Short-term employee benefits @ Post employment benefits @	19.87 1.01	16.90 0.92
Mr. M. Dhanuka	C	(25.00)	(25.00)	Security deposit - (Payable)	Rent Received Sitting Fees Dividend Paid	0.60 0.40 -	0.60 0.20 1.04
Mr. R.K.Sharma	C	-	-		Sitting Fees Dividend Paid	0.50 -	0.50 0.01
Mr. Bharat Bajoria	C	-	-		Sitting Fees	0.20	0.80
Mr. Vivek Goenka	C	-	-		Sitting Fees	0.85	0.50
Prof. Ashoke Kumar Dutta	C	-	-		Sitting Fees	0.75	0.75
Mrs. Aaradhana Jhunjunwala	C	-	-		Sitting Fees	0.70	0.55
Mr. Siddhartha Rampuria	C	-	-		Sitting Fees	0.70	-
Post employment Benefit Plan Entity : Dhunseri Ventures Limited Employees Gratuity Fund	D	(3,133.14)	(3,016.39)	Contribution-(Payable)			

@ Represents remuneration to key managerial person

Includes Rent paid against leased assets has been accounted for in accordance with Indian Accounting Standards 116 (Ind AS 116, Leases w.e.f. 01-04-2019)

Other Terms and Conditions of transactions with Related Parties

Transactions related to dividend were on the same terms and conditions that applied to other shareholders. The other transactions are made in the ordinary course of business. Outstanding balances at the year end are unsecured. No provision are held against receivable from related parties. All the transactions mentioned above are inclusive of GST, where applicable.

Note: 45 Fair value of biological assets and agricultural produce

The carrying amount of the biological Assets other than bearer plants as per note 13 of these Consolidated Financial Statements amounting to Rs 160.50 lakhs is related to Parent company.

The Biological Assets other than bearer plants of the Subsidiary Companies consists of Unplucked green leaf, Macademia and Timber, the carrying amount of which as per Note 13 of the Consolidated Financial Statements amounts to Rs. 774.65 lakhs.

The carrying amount of the Finished Goods (Inventories) as per Note 12 of the Consolidated Financial Statements amounts to Rs.3,213. 16 lakhs (previous year Rs. 3,222.82 lakhs). The same comprise of Tea made out of tea leaves harvested from own gardens ("agricultural produce") amounting to Rs. 1,246.64 lakhs (previous year Rs. 1,058.05 lakhs) and Tea made out of purchased tea leaves amounting to NIL (previous year Rs.613.78 lakhs) in case of Parent Company and in case of Subsidiary Companies it comprise of Tea and Macademia amounting to Rs. 1,796.41 lakhs (previous year Rs. 1,018.89 lakhs).

The biological assets (Tea leaves growing on tea bushes, Macademia and Timber) and agricultural produce used in the production of finished goods of tea used in such inventory are stated at fair value less costs to sell. Such inventory of Tea and Macademia are carried at the lower of cost and net realizable value. The same is applying the principles of Ind AS 41 and Ind AS 2.

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

The valuation of biological assets and agricultural produce used in the production of finished goods (Tea and Macademia) involves judgements in the consideration of factors used in the determination of fair value of such agricultural produce. The Group considers various factors such as comparing the actual selling prices prevailing around year end for completed seasonal cycle, including technical factors which determine the quality and hence the fair value of biological assets and agricultural produce. The said practice is consistently practiced followed by the Group.

Note: 46 Contingent liabilities

Particulars	31 March 2025	31 March 2024
(a) Claims against the Group not acknowledged as debts		
(i) Income Tax-matter under dispute	63.61	63.61
(ii) Cases which are pending in the courts in Malawi	178.97	116.67
	242.58	208.59

The Group has assessed that it is only possible, but not probable, that outflow of economic resources will be required. The Group does not expect any reimbursements in respect of the above contingent liabilities.

Note: 47 Commitments

Particulars	31 March 2025	31 March 2024
Capital Commitments		
Estimated value of contracts in capital account remaining to be executed [net of advances Rs. 97.68 lakhs (31 March 2024: Rs. 123.72)]	162.20	186.28
	162.20	186.28

Note: 48 Leases

Operating Lease

The Group's lease contract which qualifies as leases under Ind AS 116, are majorly in respect of leases for Buildings, Plant & equipments and Furniture & fixtures. The movement in right of use assets and lease liability during the year is given below:

The followings are the changes in the carrying value of right of use assets for the year ended 31 March 2025

Particulars	31 March 2025	31 March 2024
Opening Balance	896.56	737.56
Additions to right of use assets during the year	33.31	315.18
Deletion of right of use assets during the year	(506.18)	-
Depreciation expense during the year	(73.56)	(157.30)
Exchange difference	1.35	(20.68)
Closing Balance	351.49	896.56

Aggregate amount of depreciation expense has been included under 'Depreciation expense' in the Statement of Profit and Loss (Refer Note 33).

The followings are the movement in lease liability

Particulars	31 March 2025	31 March 2024
Opening Balance	695.66	539.71
Addition to lease liabilities during the year	33.31	179.82
Finance cost accrued during the year (Refer note 32)	48.74	42.26
Deletion of Lease liability during the year	(272.41)	-
Payment during the year	(67.09)	(66.13)
Closing Balance	433.26	695.66
Non-Current	366.17	486.67
Current	67.09	208.99

The effective rate of interest for lease liabilities ranges between 8.76% to 10.31% with maturity between FY 2026-27 to 2061-62.

Particulars	31 March 2025	31 March 2024
Depreciation expense of Right of use asset (refer note 33)	73.56	157.30
Interest expense on lease liability (refer note 32)	48.74	42.26
Total amount recognised in profit or loss	122.30	199.56

The Group does not have any lease with less than 12 months term or lease with low value to be termed as "short term lease" or "lease of low value assets". The Group has not entered into any lease contracts having variable lease payments.

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 49

Hyperinflation impact

The Group has concluded that its subsidiaries operating in Malawi falls under hyperinflationary economy w.e.f April 1, 2024 and accordingly Ind AS 29 "Financial Reporting in Hyperinflationary Economies" has been applied w.e.f. beginning of the current year (i.e. April 1, 2024). Kawalazi Estate Company Limited and Makandi Tea and Coffee Estate Limited whose functional currency is Kwacha (Kwh) and the presentation currency of consolidated financial statements is INR, the restatement of comparative figures in consolidated financial statements is not required. In accordance with the IMF World Economic Outlook, the 3 year cumulative hyperinflation index of Malawi economy as on the year end was 116% and the inflation for the year 2024-25 was 32.2%. Also refer Accounting policy note 2.23

The impact of hyperinflation pertaining to the period prior to 1st April 2024 has been adjusted in opening retained earnings as below using the International Monetary Fund Inflation, consumer prices Index as below:

Particulars	Amount
Goodwill	(2,645.09)
Property, Plant and equipment (net)	5,753.99
Deferred Tax Liability (net)	(1,725.90)
Net Impact on Retained earnings on 1st April 2024	1,383.00

The effect of aforesaid hyperinflationary accounting on the consolidated financial statements for the year ended 31st March 2025 is as below:

Particulars	Amount
Total income increased	2,362.00
Total Expenditure increased	2,816.00
Net impact of hyperinflation adjustments [Gain/(Loss)]	(454.00)

(All amounts in Rupees lakhs, unless otherwise stated)

Name of the entity	2024-25								2023-24							
	Net Assets		Share in Profit / (Loss)		Share in other comprehensive income		Share in total comprehensive income		Net Assets		Share in Profit / (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	Amount	As a % of consolidated net assets	Amount	As a % of consolidated net Profit / (Loss)	Amount	As a % of consolidated other comprehensive income	Amount	As a % of total comprehensive income	Amount	As a % of consolidated net assets	Amount	As a % of consolidated net Profit / (Loss)	Amount	As a % of consolidated other comprehensive income	Amount	As a % of total comprehensive income
Parent Company																
Dhunseri Tea & Industries Limited	43,042.65	82.77%	136.37	-6.80%	4.34	-14.12%	140.71	-7%	44,518.80	85.29	(6,099.25)	43.23	1,057.66	(34.29)	(5,041.59)	29.32
Subsidiary																
Foreign																
Dhunseri Petrochem and Tea Pte Limited	(862.08)	-1.66%	(130.82)	6.53%	-	-	(130.82)	6%	(1,403.11)	(1.37)	(191.59)	1.36	-	-	(191.59)	1.11
Dhunseri Mauritius Pte Limited	1.26	-	(1.94)	0%	-	-	(1.94)	0%	(0.39)	(0.11)	(6.82)	0.05	-	-	(6.82)	0.04
Makandi Tea & Coffee Estates Limited including its wholly owned subsidiaries	5,065.87	9.74%	(1,599.77)	79.80%	-	-	(1,599.77)	79%	4,057.55	10.48	(5,569.93)	39.48	-	-	(5,569.93)	32.39
Kawalazi Estate Company Limited	4,753.44	9.14%	(408.48)	20.38%	-	-	(408.48)	20%	5,026.65	5.71	(2,242.28)	15.89	-	-	(2,242.28)	13.04
Exchange differences in translating financial statement of foreign operations					(35.07)	114.12%	(35.07)	2%	-	-	(4,142.19)	-	134.29		(4,142.19)	24.09
Total	52,001.13	100%	(2,004.64)	100%	(30.73)	100%	(2,035.37)	100%	52,199.50	100.00	(14,109.87)	100.00	(3,084.53)	100.00	(17,194.40)	100.00

Note - Since there is no non-controlling interest in the subsidiary companies, hence the disclosures relating to non-controlling interests are not applicable.

Notes to Consolidated Financial Statements

(All amounts in Rs. lakhs unless otherwise stated)

Note 51: The parent company had acquired certain tea estates in the FY 2022-23 wherein the company had taken over the outstanding Employees Provident Fund liabilities for the respective gardens as on January 01, 2023 from the erstwhile owner. As agreed with Provident Fund authorities, the Company is in the process of discharging such liabilities in the specified number of instalments. The balance outstanding of such Provident Fund liability is Rs. 134.44 lakhs as on March 31, 2025 (March 31, 2024: Rs. 457.42 lakhs). The Company has been regular in depositing the Provident Fund liabilities of January 2023 onwards for the respective tea estates.

Note 52: The board of directors of Dhunseri Mauritius Pte Ltd. (a stepdown subsidiary) have submitted the application for winding up of the Company in the current Financial Year. The Parent Company has undertaken to provide financial and other support to the Company, so as to enable it to meet its obligations before final struck off of the Company.

Note 53: Other Statutory Information

- (i) The Group does not have any transactions with companies struck off.
- (ii) The Group does not have any charges or satisfaction which is yet to be registered with ROC (Registrar of Companies) beyond the statutory period.
- (iii) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iv) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) 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.
- (v) The parent company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including foreign entities ("Intermediaries") with the understanding (whether recorded in writing or otherwise) that the Intermediary shall, whether directly or indirectly lend or invest in other persons/entities identified in any other 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. However the parent company has invested Rs. 1,283.97 lakhs (31 March 2024 Rs. 830.62 lakhs) during the year to Dhunseri Petrochem Tea & Pte Limited, a wholly owned subsidiary in the ordinary course of business and in keeping with the applicable regulatory requirements for onward funding to a overseas step-down wholly owned subsidiary of the Company towards meeting their business requirements. Accordingly, no further disclosures, in this matter is required.
- (vi) The Group has complied with the relevant provision of Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act 2013, for the above transaction and the transactions are not violative of the prevention of Money-laundering Act, 2002(15 of 2003)
 - (vii) The Group has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (viii) There are no proceedings initiated or are pending against the Group for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ix) The Parent Company and its subsidiaries has not been declared as wilful defaulter by any bank or financial institution or other lender.
- (x) The Parent Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for direct changes to data when using certain access rights, due to technical reasons. Pursuant to implementation of new ERP in the current year, the Parent Company is in the process of establishing necessary controls and documentation regarding maintenance of audit trail. Further, no instance of audit trail feature being tampered with was noted in respect of those accounting software where the audit trail has been enabled.

Additionally, the audit trail feature in the accounting software was not enabled in the previous year and hence the audit trail in respect of the year ended March 31, 2024 has not been preserved by the Parent Company as per the statutory requirements for record retention.

The subsidiaries of the group are incorporated outside India, thus the requirement of Audit trail are not applicable to them.
- (xi) The Parent Company has defined process to take daily back-up of books of account maintained electronically and maintain the back-up of such books of account on the servers located outside India. Pursuant to implementation of new ERP in the current year, the Parent Company is in the process of establishing necessary controls and documentations regarding back up to ensure that logs of daily back up for books of account is maintained on a daily basis for all its locations.

The subsidiaries of the group are incorporated outside India, thus the requirement of daily back up of books of account are not applicable to them.

As per our report of even date attached

For and on behalf of the Board of Directors of
Dhunseri Tea & Industries Limited

For S.R. Batliboi & CO. LLP
Chartered Accountants
Firm Registration No. 301003E/E300005

C. K. Dhanuka
Managing Director
(DIN - 00005684)

Siddhartha Rampuria
Director
(DIN - 00755458)

Sanjay Kumar Agarwal
Partner
Membership No. 060352

Pravir Murari
Chief Executive Officer

Pankaj Prabhat
Chief Financial Officer

R. Mahadevan
Company Secretary
M. No. ACS 2080

Place : Kolkata
Date : May 22, 2025

FORM AOC-1

STATEMENT CONTAINING SILENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES

[Persuant to first proviso to sub section (3) of Section 129 Read with the Rule 5 of the Companies (Accounts) Rules, 2014]

Sl. No.	Name of the Subsidiary Company	Reporting Period	Report- ing Cur- rency	Ex- change Rate @ (Closing)	Ex- change Rate @ (Aver- age)	Share Capital (Rs in Lakhs)	Reserves & Surplus (Rs in Lakhs)	Total Assets (Rs in Lakhs)	Total Liabilities (Rs in Lakhs)	Invest- ments (Rs in Lakhs)	Turnover (Rs in Lakhs)	Profit/ (Loss) before Taxation (Rs in Lakhs)	Provi- sion for Taxation (Rs in Lakhs)	Profit/ (Loss) after Taxation (Rs in Lakhs)	Pro- posed Divi- dend	% of Share- hold- ing	Country
1	DHUNSERI PETROCHEM & TEA PTE.LTD	Year Ended 31.12.2024	USD	85.6232	83.6786	12,067.73	6,349.04	21,691.05	3,274.28	19,693.34	465.50	0.83	(26.34)	(25.51)	-	100	Singapore
2	DHUNSERI MAURITIUS PTE LIMITED	Year Ended 31.12.2024	USD	85.6232	83.6786	0.001	1.26	1.26	-	-	59.78	58.36	-	58.36	-	100	Mauritius
3	MAKANDI TEA AND COFFEE ESTATES LTD	Year Ended 31.12.2024	MALAWI KWACHA	0.0494	0.0486	7.83	2,844.73	15,714.33	12,861.76	-	6,299.29	(733.07)	164.57	(568.51)	-	100	Malawi
4	KAWALAZI ESTATE COMPANY LIMITED	Year Ended 31.12.2024	MALAWI KWACHA	0.0494	0.0486	16.78	1,130.19	10,059.14	8,912.17	-	5,242.17	(1,870.97)	663.00	(1,207.98)	-	100	Malawi
5	A M HENDERSON & SONS LIMITED	Year Ended 31.12.2024	MALAWI KWACHA	0.0494	0.0486	0.106	494.31	701.62	207.20	-	2.47	(4.90)	1.46	(3.45)	-	100	Malawi
6	NTIMABI ESTATE LIMITED	Year Ended 31.12.2024	MALAWI KWACHA	0.0494	0.0486	16.313	265.32	427.69	146.05	-	1.66	(7.21)	1.34	(5.88)	-	100	Malawi



DHUNSERI TEA & INDUSTRIES LIMITED

CIN: L15500WB1997PLC085661

Regd. Office: Dhunseri House, 4A, Woodburn Park, Kolkata-700020

Phone: +91 33 2280-1950 (5 Lines); Fax: +91 33 2287 8350 / 9274

Website: www.dhunseritea.com;

E-mail: mail@dhunseritea.com

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting ("AGM") of the Members of Dhunseri Tea & Industries Limited will be held on Friday, August 8, 2025 at 3.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

Item 1

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2025, including the audited Balance Sheet as at 31st March, 2025, the Statement of Profit & Loss for the year ended 31st March, 2025, the Cash Flow Statement for the year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors' thereon.

Item 2

To declare a dividend of Re. 1.00/- per equity share for the financial year ended March 31, 2025.

Item 3

To appoint a director in place of Mr. Rajiv Kumar Sharma (DIN: 05197101), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

Item 4

Re-designation of Ms. Bharati Dhanuka (DIN: 02397650) and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT as recommended by the Nomination & Remuneration Committee and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment

thereof for the time being in force), approval of the Company be and is hereby accorded to the change in designation of Ms. Bharati Dhanuka (DIN: 02397650), Vice Chairman (Non-Executive Director) to Whole Time Director (designated as "Executive Vice Chairman") for a period of 2 (two) years with effect from April 1, 2025 till March 31, 2027 and from Whole Time Director (designated as "Executive Vice Chairman") to Managing Director (designated as "Vice Chairman") of the Company with effect from May 22, 2025 till March 31, 2027 on the terms and conditions including remuneration as contained in the agreement(s) dated April 21, 2025 and June 3, 2025 entered into by the Company with Ms. Bharati Dhanuka, with liberty to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee and Audit Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and acceptable to Ms. Bharati Dhanuka and liable to retire by rotation.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Ms. Bharati Dhanuka, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, to the extent that the Company may pay to Ms. Bharati Dhanuka, the remuneration as specified in the aforesaid agreement(s) as the minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item 5

Appointment of Secretarial Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT on the recommendation of Audit Committee and Board of Directors at their respective meetings held on May 22, 2025 and pursuant to the provisions of Section 179, 204 and other applicable provisions of the Companies Act, 2013, if any, and Rule

NOTICE (Contd.)

9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. M Shahnawaz & Associates, Practicing Company Secretaries (Firm Registration No. S2015WB331500) be and is hereby appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive years to hold office from the conclusion of this 28th Annual General Meeting (AGM) till the conclusion of the 33rd AGM to be held in the year 2030 to conduct Secretarial Audit of the Company and to avail any other services, certificates, or reports as may be permissible under applicable laws for the period beginning from the Financial Year 2025-26 till the Financial Year 2029-30, at such remuneration and on such terms and conditions including remuneration as may be mutually decided between the Board, based on the recommendation of the Audit Committee, and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

Item 6

To ratify the remuneration of the Cost Auditors for the year 2025-2026 and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an

Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration amounting to Rs. 2.50 lac (Rupees Two lac and Fifty thousand only) plus applicable taxes and re-imbursement of out of pocket expenses payable to M/s. Mani & Co, Cost Accountants (Firm Registration No. 000004), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026, be and is hereby ratified and confirmed.”

By Order of the Board

For **DHUNSERI TEA & INDUSTRIES LIMITED**

Kolkata,
May 22, 2025

R. MAHADEVAN
Company Secretary

NOTICE (Contd.)

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") relating to the Special Business to be transacted at the 28th AGM is annexed hereto.
2. In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ("MCA") and SEBI vide their Circulars have permitted holding of the AGM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 28th AGM of the Company is being held through VC / OAVM.
3. Since the 28th AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members is dispensed with. Accordingly, the facility for appointment of proxies by the Members is not available for this AGM and hence the Attendance Slip, Proxy Form and Route Map are not annexed to this Notice.
4. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send (a scanned copy of the relevant Board Resolution/Authority letter etc in PDF/JPG Format together with attested specimen signature(s) of the duly authorized signatory(ies), to the Scrutinizer by email to ghanuka419@yahoo.co.in with a copy marked to evoting@nsdl.com
5. In case of Joint holders, only such joint holder who is higher in the order of names, will be entitled to attend and vote at this AGM being held through VC/ OAVM.
6. The Register of Members and Share Transfer Books of the Company will remain closed from, Saturday, August 2, 2025 till Friday, August 8, 2025 (both days inclusive).
7. Details of the director seeking appointment / re-appointment is annexed to this Notice.

DETAILS OF DISPATCH OF ANNUAL REPORT AND EMAIL ID REGISTRATION

8. In compliance with MCA Circulars and SEBI (LODR) Third Amendment, Regulations, 2024 dated 12th December, 2024, Notice of the 28th AGM along with the Annual Reports and Accounts for FY 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or with the Depositories through NSDL/ CDSL.

A letter providing the web-link, including the exact path, where complete details of the Annual Report is available is being sent to those Members whose e-mail address are not registered;

9. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository

Participant(s) (DP), and members holding shares in physical mode are requested to update their email addresses with the Company's RTA.

Please refer to item 18 for detailed procedure to be followed for updating the email address etc.

10. Members may note that the Notice of the 28th AGM and the Reports and Accounts for FY 2024-25 is also available on the Company's website www.dhunseritea.com; and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of NSDL at www.evoting.nsdl.com

INFORMATION FOR MEMBERS

11. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_ IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the SEBI Circulars can also be accessed from the Company's website <https://dhunseritea.com/investor/information/sebi-circulars/>

12. SEBI has launched its new Investor website at <https://investor.sebi.gov.in/>. The said website contains information on personal finance and investment useful for existing and new investors. It also includes videos prepared by MILs related to securities market process education and awareness messages.

The SEBI Investor Website aims to assist individuals in taking control of their money, leading to better outcomes in their investment journey. It offers guidance on managing money well and making sound financial decisions independently. The financial awareness content, tools, and calculators available on the website can help people of all ages, backgrounds, and incomes to be in control of their financial decisions. The SEBI Investor website promotes confident and informed participation by investors in the securities market.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

13. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, dividends / fractional share entitlements not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF) established under Section 125(1) of the Companies Act, 2013. Further, all shares in respect of which dividend / fractional shares entitlements have not been paid / claimed for seven consecutive years or

NOTICE (Contd.)

more shall be transferred by the Company to IEPF as required by Section 124(6) of the Companies Act, 2013.

Members are requested to refer the list available on the Company's website www.dhunseritea.com

The Company has sent Notices to respective members regarding proposed transfer of their equity shares to IEPF in respect of which dividend has remained unclaimed/unpaid for seven consecutive years or more pursuant to the provisions of section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and it has also been published in the same newspaper.

14. The details of the shares, unclaimed / unpaid dividend and fractional shares entitlements already transferred by the Company to IEPF is available on the Company's website Link: <https://dhunseritea.com/investor/information/iepf/>

15. The dividend and fractional shares entitlements remaining unclaimed/unpaid for seven consecutive years or more are liable to be transferred to IEPF on the following due dates:

Financial Year	Due date for transfer to IEPF
Unclaimed/Unpaid Dividend	
2017-18	13/09/2025
2018-19	19/09/2026
2019-20	30/10/2027
2020-21	30/10/2028
2021-22	08/10/2029
2022-23	26/10/2030
Unclaimed/Unpaid Fractional Shares Entitlements	
2021-22	20/10/2028 (on bonus issue)

16. The statement(s) containing the details of the investors w.r.t. unclaimed dividends as on March 31, 2025 and fractional shares entitlements (if any) are available on the Company's website www.dhunseritea.com
17. Members may contact either the Company Secretary or the Company's Registrar and Share Transfer Agent (RTA), M/s. Maheshwari Datamatics Private Limited for unclaimed dividends and/or unclaimed fractional shares entitlements.

18. Mandatory Updation of records by Members holding shares in physical form:

In terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 as amended vide Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, it is mandatory for each holder of physical securities of the Company to furnish details of PAN, Address, Email id, Mobile number, Bank account details, Specimen Signature and Nomination details to claim any dividend due and payable by the Company.

Member can furnish their aforesaid details to Company's RTA i.e., M/s. Maheshwari Datamatics Pvt. Ltd.

In view of the above, shareholders holding shares in physical form are requested to furnish/update PAN, KYC details and Nomination details immediately to the Company's RTA by completing and forwarding the Forms listed below along with enclosures mentioned therein.

- Form ISR-1 : For Updation of PAN, Email address, Bank details etc
- Form ISR-2 : For Updation of signature
- Form ISR-3 : Declaration Form to Opt-out of Nomination
- Form ISR-4 : Request for issue of Duplicate Certificate and other Service Requests
- Form ISR-5 : Request for Transmission of Securities by Nominee or Legal Heir
- Form SH-13 : For Updation of Nomination
- Form SH-14 : Cancellation or Variation of Nomination

The downloadable forms for updating the aforesaid details are also available at Company's website <https://dhunseritea.com/investor/information/investor-service-related-forms/>. Members are requested to forward duly completed and signed forms along with supporting(s), if any, to the Company's RTA M/s. Maheshwari Datamatics Private Limited, 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001.

PROCEDURE FOR ATTENDING THE 28TH AGM THROUGH VC / OAVM:

19. The Members can attend the 28th AGM of the Company through VC/OAVM; 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure below:

- The facility of participation at the AGM through VC/OAVM will be made available for members on first come first served basis. The large Shareholders (i.e., Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Board of Directors, Key Managerial Personnel, Chairpersons of Audit Committee/Nomination and Remuneration Committee/Stakeholders Relationship Committee etc and the Statutory Auditors and Secretarial Auditors can attend this 28th AGM without any restriction of first come first served basis.
- The attendance of the Members attending the 28th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- The Members will be provided with a facility to attend the 28th AGM through VC/OAVM as well as for e-Voting through the NSDL platform. Members may follow the steps mentioned below for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.

NOTICE (Contd.)

- iv. The members are requested to join the Meeting through Laptops for better experience and will be required to allow Camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL or send a request to NSDL at evoting@nsdl.com
- vi. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com or call 022- 4886 7000.

PROCEDURE FOR PARTICIPATION AS A SPEAKER AT THE 28TH AGM

20. The members who would like to participate as a speaker at the 28th AGM may register themselves by sending a request mail to urmi@dhunseritea.com on or before August 1, 2025 mentioning their name, DP Id and Client Id /folio number, PAN, mobile number etc. Only those Members who have registered themselves as a speaker will be allowed to speak at this AGM. The speakers are requested to submit their question(s), if any, at the time of registration, to enable the Company to respond appropriately.

The Chairman of the meeting reserves the right to restrict the number of questions and number of speakers, to ensure the smooth conduct of the AGM.

PROCEDURE FOR REMOTE E-VOTING

21. 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 Regulations (as amended), the Company is pleased to provide its Members with a facility to exercise their right to vote by electronic means for the business to be transacted at the 28th AGM as detailed below:
 - i. The remote e-voting period will commence at 9.00 A.M. (IST) on Monday, August 4, 2025 and ends at 5.00 p.m. on Thursday, August 7, 2025. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, August 1, 2025 may cast their vote by remote e-voting. Once the vote on a resolution is cast by a Member, it shall not be allowed to be changed subsequently.
 - ii. In addition to the facility for voting through electronic voting system, Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast

their vote through e-voting during the AGM.

- iii. Members who have cast their vote through remote e-voting for the 28th AGM shall also be eligible to attend the AGM but they shall not be eligible to cast their vote again at the meeting.
22. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, August 1, 2025 i.e. the cut-off date, are entitled to attend and cast vote at this 28th AGM.
23. The Company has appointed Mr. Kailash Chandra Dhanuka (FCS-2204; CP-1247), Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
24. The Members desiring to cast their vote through e-voting are requested to refer to the detailed procedure given hereinafter.

25. Instructions for remote e-voting

I. Step 1: Access to NSDL e-Voting system

A) For Individual Members holding shares in dematerialised form:

For Members holding shares in demat account with NSDL

► For OTP based login

- (a) Click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>.
- (b) Enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP.
- (c) Enter the OTP received on registered email id/mobile number and click on login.
- (d) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider 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 & voting during the meeting.

► If you are registered for NSDL 'IDeAS' facility, you are required to follow the below-mentioned steps:

- (a) Launch internet browser by typing the URL: <https://eservices.nsdl.com> and click on **'Beneficial Owner'** tab under the 'IDeAS' section.
- (b) Insert your existing user ID, password and the verification code as shown on the screen.
- (c) After login, click on **'Access to e-voting'** under value added services and you will be able to see the e-voting page.
- (d) Click on **'evote'** link available against Dhunseri Tea & Industries Limited or **'e-voting service provider - NSDL'** and proceed to Step 2 to cast your vote.

NOTICE (Contd.)

► **If you are not registered for 'IDeAS', you are required to follow the below-mentioned steps:**

- Option to register is available at <https://eservices.nsdl.com>. Select **"Register Online for IDeAS Portal"** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Launch internet browser by typing the URL: **<https://evoting.nsdl.com>** and click on **Shareholder / Member - Login**.
- Insert your existing user ID, password / OTP and the verification code as shown on the screen, and agree to the terms and conditions by clicking the box.
- After authentication, you will be re-directed to NSDL e-services website wherein you will be able to see the e-voting page.
- Click on **'evote'** link available against Dhunseri Tea & Industries Limited or **'e-voting service provider - NSDL'** and proceed to Step 2 to cast your vote.

► **Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.**

NSDL Mobile App is available on



For Members holding shares in demat account with Central Depository Services (India) Limited ('CDSL')

► **If you are registered for CDSL 'Easi / Easiest' facility, you are required to follow the below-mentioned steps:**

- Login at **www.cdslindia.com** and click on **'New System Myeasi'**, or launch internet browser by typing the URL: **<https://web.cdslindia.com/myeasi/home/login>**.
 - Insert your existing user ID and password.
 - After login, you will be able to view the e-voting menu.
 - Click on **'evote'** link available against Dhunseri Tea & Industries Limited or **'e-voting service provider - NSDL'** and proceed to Step 2 to cast your vote.
 - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- You can also directly access the e-voting page by clicking on **'E Voting'** on the home page of **www.cdslindia.com** with your demat account number and PAN.

After OTP based authentication, you will be provided link for **'evoting'** against Dhunseri Tea & Industries Limited or **'e-voting service provider - NSDL'**. Click on the link and proceed to Step 2 to cast your vote.

For Members logging in through the websites of their Depository Participants

- Login to your demat account, using the login credentials, through the concerned Depository Participant registered with NSDL / CDSL for e-voting.
- Click on the option available for e-voting. You will be re-directed to NSDL e-services website wherein you will be able to see the e-voting page.
- Click on **'evote'** link available against Dhunseri Tea & Industries Limited or **'e-voting service provider - NSDL'** and proceed to Step 2 to cast your vote.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) For Non-Individual Members holding shares in demat mode and Members holding shares in physical mode:

If you are holding shares in dematerialised form and are registered for NSDL 'IDeAS' facility, you can login at **<https://eservices.nsdl.com>** with your existing IDeAS login and click on 'Access to e-voting' to proceed to Step 2 to cast your vote.

Other Members are required to follow the below-mentioned steps:

- Launch internet browser by typing the URL: **<https://evoting.nsdl.com>** and click on **'Shareholder / Member - Login'**.
- Insert your existing user ID, password and the verification code as shown on the screen.

NOTICE (Contd.)

➤ **User ID:**

Manner of holding shares i.e. Demat (NSDL or 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*****.
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***

➤ **Password:**

- If you are already registered for e-Voting, then you can use your existing password to login.
- 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.
- To retrieve your 'initial password' you are required to follow the below mentioned steps:**
 - 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. Open the email and open the attachment i.e. a .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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "**Forgot User Details/Password?**", if holding shares in demat form, option available on www.evoting.nsdl.com.
 - Click on **Physical User Reset Password?**, if holding shares in physical mode option available on www.evoting.nsdl.com.
 - You may send a request at evoting@nsdl.com mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - Agree to "Terms and Conditions" by selecting on the check box.

- Click on "Login" button. Home page of e-Voting opens.

II. **Step 2: Cast your vote on NSDL e-Voting system.**

- Select the EVEN of Dhunseri Tea & Industries Limited.
- Now you are ready for remote e-voting as '**Cast Vote**' page opens.
- Cast your vote by selecting appropriate option and click on '**Submit**'. Thereafter click on '**Confirm**' when prompted; upon confirmation, your vote is cast and the message '**Vote cast successfully**' will be displayed.

III. **PROCEDURE FOR E-VOTING DURING THE 28TH AGM**

- The procedure for e-Voting during the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions earlier through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to cast vote again at the AGM.
- 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 the same person mentioned for Remote e-voting.

IV. **PROCEDURE FOR PROCURING USER ID AND PASSWORD BY MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED**

- In case shares are held in physical mode please provide Folio No., Name of shareholder along with scanned copies of (a) the share certificate (front and back); (b) PAN card (self-attested); (c) Aadhaar card (self-attested) by email to the Company's Registrars and Share Transfer Agents at mdpldc@yahoo.com or to NSDL at evoting@nsdl.com
- In case shares are held in demat mode, Members are, requested to contact NSDL (refer item 19(v) of notes on Notice of AGM).

NOTICE (Contd.)

V. **GENERAL GUIDELINES REGARDING E-VOTING / REMOTE E-VOTING FOR SHAREHOLDERS**

- a. 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 to reset the password.
- b. 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 or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com
- c. Any person who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e., August 1, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote. In case of Individual Shareholders holding securities in demat mode

who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may follow steps mentioned above in the Notice of the AGM under Step 1 : "Access to NSDL e-Voting system."

- d. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.dhunseritea.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

OTHER INSTRUCTIONS:

- (e) The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements, if any, in which Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection during the meeting on the NSDL e-voting system after login.
- (f) **Members seeking any information with regard to Accounts may write to the Company atleast ten days in advance to enable the Company to provide the same.**

NOTICE (Contd.)

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4

As recommended by the Nomination & Remuneration Committee, the Board of Directors at their meeting held on April 21, 2025 re-designated Ms. Bharati Dhanuka from Vice Chairman (Non-Executive Director) to Whole Time Director (designated as "Executive Vice Chairman") for a period of two years commencing from April 1, 2025 to March 31, 2027 subject to approval of the Members at the 28th Annual General Meeting (AGM) of the Company and liable to retire by rotation.

As recommended by the Nomination & Remuneration Committee, the Board of Directors at their subsequent meetings held on May 22, 2025, re-designated Ms. Bharati Dhanuka from Whole Time Director (designated as "Executive Vice Chairman") to Managing Director (designated as "Vice Chairman") with effect from May 22, 2025 till March 31, 2027 subject to approval of the Members at the 28th AGM of the Company, liable to retire by rotation.

The remuneration payable to Ms. Bharati Dhanuka as per the agreement(s) dated April 21, 2025 and June 3, 2025 is within the limits as prescribed under Schedule V of the Companies Act, 2013 as under:

i) Salary :

Rs. 4,00,000/- (Rupees Four Lacs only) per month in the grade of Rs. 4,00,000- 40,000- 4,40,000.

ii) Perquisites :

In addition to salary, Ms. Bharati Dhanuka, Managing Director (designated as "Vice Chairman") shall be entitled to the following perquisites:

- (a) Medical Reimbursement:** Coverage upto Rs. 10,00,000/- p.a. Premium to be paid by the Company for providing medical insurance coverage for self and family under Company's Group Mediciclaim Policy.
- (b) Leave Travel Concession:** For self and family twice in a year.
- (c) Club Fees :** Fees of clubs subject to a maximum of two clubs.
- (d) Credit Cards :** Entry and renewal fees to be reimbursed/ paid by company. All expenses incurred for official purposes to be reimbursed/ paid by the Company at actuals.
- (e) Leave :** As per Rules of the Company applicable to Senior Executives.
- (f) Personal Accident Insurance :** Premium not to exceed Rs. 20,000/- per annum.
- (g) Car :** Facility of Company Car with driver.

iii) **Telephone :** The Company shall provide and maintain a telephone at the residence and shall also provide all mobile phone facilities. Personal long distance calls will be treated as perquisites.

iv) Other Benefits :

In addition to the aforesaid the Managing Director shall also be entitled to the following benefits, which shall not be included in the computation of her income:

- (a) Provident Fund :** Company's Contribution towards Provident Fund at the rate of 12% of the salary or such rate as may be prescribed under the Employee's Provident Fund and Miscellaneous Provisions Act, 1952.
- (b) Leave Encashment :** As per rules of the Company.
- (c) Gratuity :** As per the Payment of Gratuity Act, 1972.
- (d) Superannuation Fund :** Company's contribution subject to a maximum of 15% of the Salary for every completed year of service.

v) Minimum Remuneration:

Ms. Bharati Dhanuka, Managing Director (designated as "Vice Chairman") shall be entitled to a minimum remuneration by way of salary and perquisites as aforesaid in the event of loss or inadequacy of profits of the Company during any year.

The approval is sought from Members of the Company for the re-designation of Ms. Bharati Dhanuka and for payment of remuneration as above.

The Agreement(s) referred above in respect to the Resolution at Item No. 4 of the accompanying Notice will be open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12.00 noon on any working day except on holidays.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Chandra Kumar Dhanuka and Ms. Bharati Dhanuka is concerned or interested in this resolution.

The Board recommends the Special Resolution as set out under Special Business at Item No. 4 of the Notice of the 28th AGM for approval by the Members.

Item 5

Pursuant to the provisions of Sections 179 and 204 and other applicable provisions of the Companies Act, 2013, read with the Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force) made thereunder and based on the recommendations of the Audit Committee and the Board of Directors at their respective meetings held on May 22, 2025, M/s. M Shahnawaz & Associates, Practicing Company Secretary (Firm Registration Number: S2015WB331500) has been appointed as the Secretarial Auditors for a term of five consecutive years to hold office from the conclusion of this 28th Annual General Meeting (AGM) till the conclusion of the 33rd AGM to be held in the year 2030 to conduct Secretarial Audit for the period beginning from the Financial Year 2025-26 through the Financial Year 2029-30, subject to shareholders approval.

M/s. M Shahnawaz & Associates have given their consent to act

NOTICE (Contd.)

as secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, M/s. M Shahnawaz & Associates has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

M/s. M Shahnawaz & Associates is a firm of Practicing Company Secretaries, established in 2015, providing consultancy services in the field of Restructuring, Merger & Amalgamations, IBC Matters, IPO's, Due Diligence, Corporate Law, Compliance mainly SEBI Regulations, FEMA, Companies Act and NBFC for more than 10 years. The Firm is led by CS Md Shahnawaz having more than 18 years of experience in Corporate Law Compliances. He also appear before NCLT, SEBI, Regional Directors and other Judicial Authorities representing matters under IBC, Companies Act and SEBI Regulations.

The remuneration to be paid to M/s. M Shahnawaz & Associates for secretarial audit services for the financial year ending March 31, 2026 plus applicable taxes and out-of-pocket expenses, if any, shall be mutually decided. Besides the secretarial audit services, the Company may also obtain certifications from M/s. M Shahnawaz & Associates under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

The Board of Directors and the Audit Committee may consider revisions to the remuneration of M/s. M Shahnawaz & Associates for the remaining part of the tenure.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with M/s. M Shahnawaz & Associates.

Based on the recommendations of the Audit Committee, the Board

of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility, experience, independent assessment & expertise in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnels or their relatives, are concerned or interested in this Resolution.

The Board recommends the Ordinary Resolution as set out at item 5 of the Notice of the 28th AGM for approval of the members.

Item 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Mani & Co, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors' for the year 2025-26.

The Board recommends the Ordinary Resolution as set out at item 6 of the Notice of the 28th AGM for approval of the members.

None of the Directors and Key Managerial Personnel or their relatives, are concerned or interested in this Resolution.

By Order of the Board
For **DHUNSERI TEA & INDUSTRIES LIMITED**

Kolkata,
May 22, 2025

R. MAHADEVAN
Company Secretary

NOTICE (Contd.)

Details of directors seeking appointment / re-appointment at the 28th Annual General Meeting [Information pursuant to Regulations 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard- 2 on General Meetings]

Item 3

Name of the Director	MR. RAJIV KUMAR SHARMA
DIN	05197101
Date of Birth	7 th April, 1965
Date of first appointment on the Board	9 th September, 2014
Qualifications	B.COM; A.C.A; A.C.S
Experience and Expertise	Mr. R.K.Sharma, has wide experience in the field of Finance including Project Finance, Accounts, Taxation, Secretarial, Contract Negotiation, among others. He has over three decades of work experience and has been associated with our Group for more than two decades.
Shareholding in the Company	150
Number of Meetings of the Board attended during the year	5 out of 5
List of Directorship in other Companies (excluding foreign companies and Section 8 companies)	• Dhunseri Ventures Limited • Dhunseri Infrastructure Limited • IVL Dhunseri Petrochem Industries Private Limited • Dhunseri Poly Films Private Limited
Chairman/Member of the Committee of Directors of other Companies*	NIL
Resignation from any listed entity in past three years	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Not related to any Director, Manager or Key Managerial Personnels of the Company.
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	Entitled to sitting fees for attending Board and Committee Meeting of the Company.
Details of remuneration last drawn	Sitting Fees Rs. 50,000 paid during 2024-25
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	N.A.
Justification for choosing the appointees for appointment as Independent Directors	N.A

*Pursuant to Regulation 26 of the Listing Regulations, only two Committee Viz. Audit Committee and Stakeholders Relationship Committee has been considered.

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Growing
plantation
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