McLEOD RUSSEL

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Annual Report 2024 - 2025

McLEOD RUSSEL INDIA LIMITED

CORPORATE INFORMATION

(as on 14.08.2025)

BOARD OF DIRECTORS

Mr. Aditya Khaitan
Chairman & Managing Director

Mr. Amritanshu Khaitan
Non – Executive Director

Independent Directors
Mr. Sanjay Ginodia
Ms. Rupanjana De
Mr. Indrajit Sengupta (w.e.f. 18.07.2024)
Mr. Amar Nath Dhar (w.e.f. 18.07.2024)
Mr. Suman Bhowmik (upto 18.07.2024)
Mr. Raj Vardhan (upto 18.07.2024)

Chief Financial Officer
Mr. Pradip Bhar

Company Secretary
Mr. Alok Kumar Samant

BOARD COMMITTEES

Audit Committee
Mr. Amar Nath Dhar (w.e.f. 24.07.2024)
Mr. Indrajit Sengupta (w.e.f. 24.07.2024)
Ms. Rupanjana De
Mr. Aditya Khaitan
Mr. Raj Vardhan (upto 18.07.2024)
Mr. Suman Bhowmik (upto 18.07.2024)

Nomination & Remuneration Committee
Ms. Rupanjana De
Mr. Amritanshu Khaitan
Mr. Sanjay Ginodia
Mr. Suman Bhowmik (upto 18.07.2024)
Mr. Raj Vardhan (upto 18.07.2024)

Stakeholders' Relationship Committee
Mr. Indrajit Sengupta (w.e.f. 24.07.2024)
Ms. Rupanjana De
Mr. Amar Nath Dhar (w.e.f. 24.07.2024)
Mr. Raj Vardhan (upto 18.07.2024)
Mr. Suman Bhowmik (upto 18.07.2024)

Corporate Social Responsibility Committee
Mr. Aditya Khaitan
Mr. Sanjay Ginodia
Ms. Rupanjana De

Auditors
M/s Lodha & Co. LLP
14, Government Place East
Kolkata 700069

Solicitors
M/s Khaitan & Co. LLP

REGISTERED OFFICE
Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata 700001
Corporate Identity Number
CIN: L51109WB1998PLC087076
Phone No (033) 2210-1221/2248-9434/35
Fax: (033) 2248-8114/2248-6265
Email: administrator@mcleodrussel.com
Website : www.mcleodrussel.com

BANKERS
Indian Bank (erstwhile Allahabad Bank)
RBL Bank Limited
Axis Bank Limited
HDFC Bank Limited
ICICI Bank Limited
State Bank of India
UCO Bank
Punjab National Bank (erstwhile United Bank of India)
(The aforesaid Banks have assigned the entire loan exposures in favor of National Asset Reconstruction Company Limited (NARCL) vide Joint Assignment Agreement dated 12th March 2025)
Yes Bank Limited (loan assigned to J. C. Flowers Asset Reconstruction Co. Pvt Ltd.)
IndusInd Bank Limited

REGISTRAR
M/s Maheshwari Datamatics Private Limited
23, R. N. Mukherjee Road
5th Floor, Kolkata 700001
Tel: (033) 2248-2248/2243-5029
(033) 2231-6839
Fax: (033) 2248-4787
Email: mdpldc@yahoo.com

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REPORT OF THE DIRECTORS

For the year ended 31st March 2025

Your Directors have pleasure in presenting the Twenty-Seventh Annual Report with the Audited Financial Statements of your Company for the financial year ended 31st March 2025.

REVIEW OF PERFORMANCE

The financials of the Company for the year ended 31st March 2025 are summarized below: (₹ in lakhs)

Particulars	2024-25	2023-24
Revenue from operations	1,02,436	92,342
Other Income	231	439
Total Revenue	1,02,667	92,781
Profit before Finance Costs, Depreciation, Exceptional Items and Taxation	2,436	(6,745)
Less: Finance Cost	21,012	18,504
Less: Depreciation & Amortization Expenses	5,034	5,202
Profit before exceptional items and tax	(23,610)	(30,451)
Add/(Less) : Exceptional Items	-	-
Profit/(Loss) before tax	(23,610)	(30,451)
Tax Expense	(3,974)	(3,886)
Profit/(Loss) for the year	(19,636)	(26,565)

FINANCIAL PERFORMANCE

The Operational Turnover of the Company was Rs. 1,02,436 lakhs as against Rs. 92,342 lakhs in the previous year. Loss before exceptional items and tax was Rs. 23,610 lakhs as against Rs. 30,451 lakhs in the last year. The Company made a post-tax loss of Rs. 19,636 lakhs in the year under review as against a loss of Rs. 26,565 lakhs in the earlier year. The Company's financial position has continued to be under stress. However, before finance cost and depreciation, there is a profit of Rs. 2,436 lakhs whereas there was a loss of Rs 6,745 lakhs in the previous year. The improvement was mainly due to better selling price of teas.

The Consortium of Lenders of McLeod Russel India Limited (comprising of ICICI Bank Limited, State Bank of India, HDFC Bank Limited, Axis Bank Limited, Punjab National Bank, UCO Bank, Indian Bank and RBL Bank Limited) ('Assignors') have assigned the Loan Accounts/Financial Assets together with all underlying securities, guarantees, rights, title and interest in respect thereof for all exposures in favor of National Asset Reconstruction Company Limited (NARCL) jointly by virtue of the Joint Assignment Agreement dated 12th March 2025 (Assignment Agreement), under the provisions of Section 5 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act). Subsequent to the assignment of the financial assets, NARCL has become the lender / secured creditor and all rights, title and interest stands vested with NARCL in respect of the financial assistance extended by the Assignors. The Company is also in process of restructuring of its outstanding debt for all other Lenders including J.C. Flowers Asset Reconstruction Private Limited and IndusInd Bank Limited.

SHARE CAPITAL

The Authorised Share Capital of the Company is Rs. 60,00,00,000/- divided into 12,00,00,000 equity shares of Rs. 5/- each and the Issued, Subscribed and Paid up share capital of the Company is Rs. 52,22,79,000/- divided into 10,44,55,735 equity shares of Rs. 5/- each.

During the year, the Company did not issue any shares with differential rights or convertible securities. The Company does not have any scheme for the issue of shares, including sweat equity to the employees or directors of the Company. The Company does not have a scheme for the purchase of its shares by employees or by trustees for the benefit of employees.

As informed in the previous report, the suspension from trading on the securities of the company from The Calcutta Stock Exchange Limited (CSE) has been revoked by CSE with effect from 03rd July 2025.

There was no change in the capital structure of the Company during the period under review.

RECLASSIFICATION OF PROMOTER AND PROMOTER GROUP

As mentioned in the report of previous year, the Company at the request of Eveready Industries India Limited ('EIIL'), falling under Promoter and Promoter Group Category had applied for reclassification of EIIL from 'Promoter and Promoter Group' category to 'Public Shareholder' category.

During the year under review, the Company had received approval from the BSE Limited (BSE) vide its letter no. LIST/COMP/AK/ 1430/2024-25 dated 19th November, 2024 and National Stock Exchange of India Limited (NSE) vide its letter no. NSE/LIST/317 dated 19th November, 2024, for reclassification of EIIL (holding 40 Equity Shares of the Company) from "Promoter & Promoter Group" category to "Public Shareholder" category pursuant to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations).

TRANSFER TO GENERAL RESERVE

The Board has decided not to transfer any amount to the General Reserve for the year ended 31st March 2025 because of loss sustained.

DIVIDEND

In view of the loss sustained by the Company during the year under review, the Board decided to not recommend any dividend for the year ended 31st March 2025.

REVIEW OF OPERATIONS

During the financial year under review, unfavorable weather was prevalent in the North and South bank of Assam and Dooars region of West Bengal resulting in a loss in crop in comparison to the previous year. The saleable production of your Company was 366.82 Lakh Kgs tea, as compared to 391.94 Lakh Kgs in the previous year.

A better quality of tea was produced during the financial year with improved efficiency on plucking and maximizing deployment in this field activity. "Integrated Pest Management" practice continued as per past practice and was very effective resulting in improved pest control and reduced cost. However, with inclement weather, during most times there was considerable build up in pest activity through the year. Shortage of workers was a major problem resulting in high absenteeism. This is being monitored closely across all estates to minimize absenteeism and improve worker turnout. A high standard of Clonal Tea nurseries continued to be established in all estates. A healthy standard of Shade Nurseries was grown providing adequate saplings required for shade infilling and interlining. The Afforestation program continues to be enhanced along with creation of new water-bodies, to improve the "micro-climate", in select areas. This has become essential to counter the effects of climate change. Alternate cropping of melia dubia and agarwood has established satisfactorily.

To improve efficiency and cost of irrigation, conversion of power source for irrigation from a diesel generating set to electricity was undertaken. Two estates in the South bank of Assam were converted from coal fired stoves to Natural gas firing. This will reduce cost of fuel consumption and improve efficiency on firing of tea in the dryers.

It has always been Your Company's endeavor to produce Quality teas, which continued to command a premium, both in the domestic and international markets. The average selling price was higher during the financial year under review in comparison to previous year. Factory infrastructure and machinery continued to be enhanced upon with emphasis on increasing production of Orthodox tea on select estates.

The Company operates thirty-one factories in Assam that are certified under ISO 22000:2018. Additionally, all thirty-one estates, along with the McLeod Russel Blending Unit, are certified under the Rainforest Alliance. Furthermore, every estate and factory in Assam holds Trustea certification, reflecting our continued commitment to sustainable and responsible practices.

Your Company is also an active participant in the Ethical Tea Partnership, a global forum that brings together international buyers and producers to collectively promote sustainability in the tea industry. As part of these efforts, we have established Community Development Forums across nine of our estates. These forums serve as a platform to facilitate government-mandated welfare schemes, enhance awareness and improve the overall livelihoods of our workforce and their families.

Over the past few years, we have collaborated with various respected organizations including UN Women, IDH, CINI, ETP and ITA. These partnerships aim to raise awareness and promote responsible practices across all levels of our workforce, with a strong emphasis on empowering women. Initiatives such as Preventing Violence Against Women and Girls, the Women's Safety Accelerator Fund, Work and Opportunities for Women, Global Alliance for Improved Nutrition, Project Sanitation and Child Protection now extend across all thirty-one estates in Assam. These programs have played a pivotal role in fostering social awareness and improving the wellbeing of women and children within our communities.

The Company performed well in the domestic and overseas markets and achieved a total sales turnover of Rs. 101099.65 lakhs. Positive and favorable feedback was received from all buyers, both in terms of quality and deliveries. Your Company continues to be the leading producer-exporter of tea with shipments to over ten countries worldwide at an export sale value of Rs. 27,394.27 lakhs.

INSOLVENCY AND BANKRUPTCY CODE (IBC)

During the year under review, subsequent to assignment to National Asset Reconstruction Company Limited (NARCL) as mentioned elsewhere in the report, the Applications earlier filed by State Bank of India, HDFC Bank Limited and Indian Bank before Hon'ble National Company Law Tribunal, Kolkata ('NCLT') for initiating the Corporate Insolvency Resolution Process ('CIRP') under the Insolvency and Bankruptcy Code, 2016 ('Code'), were substituted in the name of NARCL acting in its capacity as a Trustee of NARCL Trust – 0026(acting through its attorney India Debt Resolution Company Limited) pursuant to the application filed by NARCL. The matter is still pending and is being contested by the Company.

Further, applications filed before NCLT, Kolkata for initiating CIRP under the Code by Shah Brothers, PDK Impex Pvt. Ltd., IndusInd Bank Limited, are still pending and are being contested by the Company.

Subsequent to the closure of financial year, application for initiating CIRP under the Code has been filed by Indian Tea Association before NCLT, Kolkata. The matter is being contested by the Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

During the year under review, there was no change in the nature of the Company's business.

REPORT ON CORPORATE GOVERNANCE

In terms of requirements of Regulation 34(3) of the Listing Regulations, a Report on Corporate Governance together with the Auditors' Certificate regarding Compliance of Conditions of Corporate Governance are attached as Annexure II and Annexure III respectively, forming part of this Report.

SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

The Company has one wholly owned subsidiary namely, Borelli Tea Holdings Limited, U.K. (Borelli) and three step down Subsidiaries. Borelli is engaged in the business of investing funds in various companies engaged in tea production, blending and marketing activities. As at the end of the year on 31st March 2025, Borelli had the following Subsidiaries in different countries:-

(i) McLeod Russel Uganda Limited, Uganda – controlling stake of Borelli being 100%

(ii) McLeod Russel Middle East DMCC, UAE* – controlling stake of Borelli being 100%

(iii) McLeod Russel Africa Limited, Kenya – controlling Stake of Borelli being 100%

*The name of "McLeod Russel Middle East DMCC" has been changed to "McLeod Russel Middle East FZCO" w.e.f. 17th June 2025.

The performances of the Subsidiaries are summarised below for your information. As required under Section 129(3) of the Companies Act, 2013 ("the Act") and Regulation 33 and 34(2)(b) of the Listing Regulations, Consolidated Profit & Loss Statement of the Company and its subsidiaries and the Consolidated Balance Sheet of the Company and its subsidiaries prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standard) Rules, 2015 as amended ("Ind AS") are appended in the Annual Report. Investments made in D1 Williamson Magor Bio Fuel Limited, an Associate Company, have been fully provided for in the Accounts of the earlier years and as such the Financial Statements of the said Company have not been considered for consolidation.

A statement containing the salient features of the financial statements of the Company's Subsidiaries and the Associate Company pursuant to the first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 prepared in Form AOC-1 is attached to the financial statements of the Company for your information.

In terms of Regulation 34(2)(a) of the Listing Regulations, Statement on impact of Audit Qualifications as stipulated in Regulation 33(3)(d) of the Listing Regulations are appended in the Annual Report.

Although the Company does not have any material subsidiary, still the Company has formulated a Policy for determining "Material Subsidiary" and the same is disclosed on the website of the Company and can be accessed at: http://www.mcleodrussel.com/ investors/policies.aspx

The performance of Borelli Tea Holdings Limited and its subsidiaries during the year were as follows:

BORELLI TEA HOLDINGS LIMITED

At the close of the financial year, Borelli Tea Holdings Limited ("Borelli") has investments in its subsidiaries in Uganda, Dubai and Kenya. During the year under review, Borelli has a loss after tax GBP 336800 as compared to previous year (2023-24) loss of GBP 70137.

McLEOD RUSSEL UGANDA LIMITED (MRUL)

MRUL is a fully owned subsidiary of Borelli Tea Holdings Limited. It prepares its accounts on calendar year basis. During the calendar year 2024, the Company's total comprehensive Loss was USD 2.604 Million as against total comprehensive Loss of USD 3.378 Million in year 2023. During the year, the company was able to maintain its creditability with banks by paying back their dues but few of the other creditors were not paid their dues. For the year, depreciation was USD 1.218 million and finance-cost was USD 1.745 million; EBIDTA was negative by USD 0.27 million.

Manufacture, Sales, Selling-Price and Closing Stock:

During the calendar year 2024, MRUL manufactured 15.735 million kgs of tea (2023 - 19.436 million kgs). During the year 2024, MRUL sold 16.062 million kgs tea (2023 - 19.851 million kgs). Average selling price per kg during 2024 was USD 0.81 (2023 - USD 0.95). Closing Stock of tea as at 31st December 2024 was 2.37 million kgs (31st December 2023 - 2.73 million kgs).

Outlook:

In 2024, MRUL tea production experienced notable declines compared to the previous year. Production from bought Leaf has decreased by 19,83,458 kgs in 2024 as compared to 2023; representing a 27% reduction and Own Crop Production decreased by 17,17,378 kgs in 2024 as compared to 2023, marking a 14% decrease.

The production decline can be attributed to a general decrease in rainfall across all estates, which had a direct impact on tea yields. The reduced rainfall resulted in lower production levels, contributing to the overall decline in tea output for the year.

Auction prices were low compared to 2023, though there was an improvement in the last quarter of the year with a strong demand and good participation from different markets e.g Egypt, Pakistan and Sudan with more inquiries from other buyers compared to the same months in the last year.

FSMS (ISO 22000:2018) Certificate was renewed following a successful audit in August 2024 and is valid until 30th August 2026. The validity of Rainforest Alliance Group certificate and License was maintained following a first surveillance audit in November 2024.

McLEOD RUSSEL MIDDLE EAST – DMCC (MRME)

MRME is a fully owned subsidiary of Borelli Tea Holdings Limited. It prepares its accounts calendar year wise. During the calendar year 2024, the Company's total comprehensive Income is USD 116620 as against total comprehensive Income of USD 97593 in year 2023.

The name of "McLeod Russel Middle East DMCC" has been changed to "McLeod Russel Middle East FZCO" w.e.f. 17th June 2025.

Purchase, Sales, Gross profit and Closing Stock:

During the year 2024, MRME purchased 815,657 kgs of tea (2023 – 673,530 kgs). During the year 2024 MRME sold 839,085 kgs tea (2023 – 644,270 kgs). Gross profit for the year 2024 was 18.68% (2023 – 19.81 %). Closing stock of tea as at 31st December 2024 was 95,949 kgs (31st December 2023 – 119,377 kgs).

Outlook:

Business progressed steadily in 2024 with the main local and cross trade customer. In addition, smaller local customers were also developed and with volumes increasing to a significant level during the year. All customers have expressed satisfaction on their deliveries and assured of repeat and increased business in the coming year. MRME also started shipments to Indonesia. The business with CIS countries remained elusive due to a slowdown in their sales during the year. Growth of the business continued to be hampered by the lack of finances available for MRME's trading activities.

2025 is expected to bring further growth in MRME's business and profitability. Higher sales volumes are expected from all the three main sales verticals. MRME has signed a large annual contract with two customers for the UAE local market. MRME has also started moving shipments to CIS countries and Indonesia and we expect to have an annual contract for both these sectors in 2025.

McLEOD RUSSEL AFRICA LIMITED, KENYA (MRAL)

MRAL is a fully owned subsidiary of Borelli Tea Holdings Limited. It prepares its accounts calendar year wise. During the calendar year 2024, the Company's total comprehensive income is USD 279223 as against total comprehensive income of USD 231279 in year 2023.

Purchase, Sales, Gross profit and Closing Stock:

During the year 2024, MRAL purchased 3.62 million kgs of tea (2023 – 3.64 million kgs). During the year 2024, MRAL sold 3.61 million kgs tea (2023 – 3.62 million kgs). Gross profit for the year 2024 was 9.8% (2023 – 10.9%). Closing stock of tea as at 31st December 2024 was 240,588 kgs (31st December 2023 – 229,114 kgs).

Outlook:

During the year, lower prices were registered at the auction and cashflow challenges persisted in our key destinations of Egypt, Afghanistan and Kazakhstan.

The year saw a much-improved performance at MRAL in terms of profitability. This has been attributed to aggressive marketing and improved service delivery. More activity was seen on the Orthodox teas with clients from Saudi Arabia and Ukraine making good enquiries. Ukraine remained greatest supporter and contracted in excess of 1 million kgs from MRAL.

Good business was recorded with Egypt even with the payment challenges. MRAL has managed to collect all the previous outstanding dues from the destination. The emergence of smaller traders absorbing cheaper teas at the auction stands as a challenge to our business in Egypt as MRAL offers quality teas to the destination. Kazakhstan continues to suffer cash flow problems and a resurgent inflation in the economy. Cautious trading was done to minimize the trading risks with the destination. Saudi Arabia offered the much- needed support with good margins. The number of clients from the destination increased during the year with more enquiries made. There was some slightly reduced activity in UAE, Spain and USA. Margins from UAE remains very minimal compared to our other destinations.

In the local economic environment, the Kenya shilling was slightly more stable compared to the previous year with the inflationary rate flattening. Towards the end of the year, prices at the auction started to improve. This posed as a challenge as all MRAL clients are still insisting on the previous low offers. MRAL remains unable to offer credit facilities to its clients thus having a competitive disadvantage compared to other traders in Mombasa. The dumping of previously unsold old teas to key destinations also poses as a challenge to MRAL as the teas are circulating in these destinations at very discounted rates.

Going forward MRAL aims at maintaining its client base and source for new ones in promising destinations like Saudi Arabia.

CORPORATE SOCIAL RESPONSIBILITY

The philosophy of your Company towards fair governance going hand-in hand with social responsibilities is deeply embedded in its day-to-day working. The Company has, over the years, successfully formulated a methodology aimed towards improving the life of the people and the environment, which surround the units of the Company and thereby enriching the society.

In terms of Section 135(5) of the Companies Act, 2013 ("the Act"), certain class of companies are required to spend at least 2% of Average Net Profits made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy. Although your Company did not have Average Net Profit during the above period computed in terms of Section 198 of the Act, still like earlier years, it continued with its welfare activities for development in the field of education, culture and other welfare measures to improve the general standard of living in and around the Tea Estates of the Company and other areas where it operates.

The Company has a CSR Committee and has adopted a CSR Policy, which can be accessed at http://www.mcleodrussel.com/investors/policies.aspx. The Corporate Social Responsibility Committee of the Board as on 31st March, 2025 comprised of Mr. Aditya Khaitan, Executive Director, Mr. Sanjay Ginodia and Ms. Rupanjana De, Independent Directors. Mr. Aditya Khaitan acts as the Chairperson of the Committee. A report on Corporate Social Responsibility (CSR) is attached as Annexure VIII forming part of this report.

DIVIDEND DISTRIBUTION POLICY

In terms of Regulation 43A of the Listing Regulations, the Board of Directors of the Company has adopted a Dividend Distribution Policy. There has been no change in this policy during the year under review. This policy is also available on the website of the Company and can be accessed at the web link http://www.mcleodrussel.com/investors/policies.aspx.

DIRECTORS AND OFFICERS (D&O) LIABILITY INSURANCE POLICY

In line with the requirements of Regulation 25(10) of the Listing Regulations, the Company has in place a Directors and Officers (D&O) Liability Insurance policy, which protects the Directors and Officers of the Company for any breach of fiduciary duty. The Board of Directors on an annual basis reviews the quantum of the D&O Insurance.

DIRECTORS' RESPONSIBILITY STATEMENT

The Board acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3) (c) read with Section 134(5) of the Companies Act, 2013 for the year ended 31st March 2025 and state that:

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed with no material departure;

(b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

(c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the Directors had prepared the annual accounts on a going concern basis;

(e) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls were operating effectively and subject to continuous improvement;

(f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

The Company has an optimum combination of Executive, Non – Executive and Independent Directors including one Woman Director in line with applicable provisions of the Companies Act, 2013 and the Listing Regulations. The Board of Directors of the Company as on 31st March 2025 comprised of 6(six) Directors of which 4(four) were Independent Directors. In the opinion of the Board, all the Directors possess the requisite qualifications, experience and expertise and hold high standards of integrity. Further details on Board of Directors are provided in the Corporate Governance Report.

CHANGE IN DIRECTORATE

As mentioned in the previous year Report and during the period under review, the tenure of Mr. Suman Bhowmik (DIN: 08514585) and Mr. Raj Vardhan (DIN: 08513917) as Non – Executive Independent Directors of the Company ceased with effect from 18th July 2024 upon completion of their term as an Independent Director.

The Board places on record its appreciation for the valuable services and cooperation rendered by Mr. Suman Bhowmik and Mr. Raj Vardhan during their tenure as Directors and Member/Chairperson of the Committees.

Subsequent to the cessation of the aforesaid Independent Directors, the Board based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Amar Nath Dhar (DIN: 10711585) and Mr. Indrajit Sengupta (DIN: 00167910) as Additional Directors (Non – Executive Independent) for a period of three consecutive years commencing from 18th July 2024 to 17th July 2027 (both days inclusive). The said appointments were duly approved by the shareholders at the 26th Annual General Meeting (AGM) of the Company held on 30th September 2024.

Ms. Rupanjana De (DIN: 01560140) will complete her first term of three (3) years as Independent Director of the Company on 29th December, 2025. On the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the proposal for re-appointment of Ms. De as Independent Director of the Company for a second term of three (3) consecutive years commencing from 30th December, 2025 to 29th December, 2028 (both days inclusive), is being included in the Notice of the ensuing 27th AGM for approval of the shareholders.

The Company has issued a formal letter of appointment/re-appointment to Independent Directors in the manner provided in the Act. The terms and conditions of the appointment/re-appointment of Independent Directors are placed on the Company's website and can be accessed at http://www.mcleodrussel. com

RETIREMENT BY ROTATION AND SUBSEQUENT REAPPOINTMENT

In accordance with the provisions of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Amritanshu Khaitan (DIN-00213413) will retire by rotation at the forthcoming Annual General Meeting and being eligible has offered his candidature for re-appointment.

As per provisions of the Act, the Independent Directors are not liable to retire by rotation.

Brief resume, nature of expertise, disclosure of relationship between directors inter-se, details of directorships and committee membership held in other companies of Mr. Amritanshu Khaitan proposed to be re-appointed, along with his shareholding in the Company, as stipulated under Secretarial Standard-2 and Regulation 36 of the Listing Regulations, is appended as an Annexure to the Notice of the ensuing AGM.

KEY MANAGERIAL PERSONNEL

During the year under review, the Company had 3(Three) Key Managerial Personnel, being Mr. Aditya Khaitan, Chairman and Managing Director, Mr. Pradip Bhar, Chief Financial Officer and Mr. Alok Kumar Samant, Company Secretary.

DECLARATION FROM INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board, that they meet the criteria as stipulated in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, all Independent Directors possess requisite qualifications, experience, expertise and hold high standards of integrity required to discharge their duties with an objective independent judgment and without any external influence. List of key skills, expertise and core competencies of the Board, including the Independent Directors, forms a part of the Corporate Governance Report of this Integrated Annual Report.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, the names of all the Independent Directors of the Company have been included in the data bank maintained by the Indian Institute of Corporate Affairs.

Mr. Indrajit Sengupta, the Independent Director of the Company is exempt to undertake the online proficiency self-assessment test as per Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014. Mr. Amar Nath Dhar, Independent Director of the Company is yet to qualify the said test.

None of the Directors of the Company are disqualified from being appointed as Directors as specified under Section 164(1) and 164(2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 or are debarred or disqualified by the Securities and Exchange Board of India (“SEBI”), Ministry of Corporate Affairs (“MCA”) or any other such statutory authority.

A certificate of Non-Disqualification of Directors furnished by M/s. A.K. Labh & Co., Company Secretaries as required under Regulation 34(3) read with Schedule V Para C sub-clause 10(i) of the Listing Regulations is attached as Annexure IX.

MEETINGS OF THE BOARD, EVALUATION OF BOARD AND COMMITTEES, FAMILIARISATION PROGRAMME & VIGIL MECHANISM

The Board met four times during the year on 30th May 2024, 14th August 2024, 13th November 2024 and 13th February 2025. The intervening gap between any two Board Meetings was within the period prescribed by the Companies Act, 2013.

The details of meetings held and Director's attendance, familiarisation programme and Annual Board Evaluation process for Directors, policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director and also remuneration for Key Managerial Personnel and other employees, composition of Audit Committee, establishment of Vigil Mechanism for Directors and employees, form a part of the Corporate Governance Report of this Integrated Annual Report.

The Securities and Exchange Board of India (SEBI) vide its circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated 5th January 2017 had issued a guidance note on Board Evaluation which inter alia contains indicative criterion for evaluation of the Board of Directors, its Committees and the individual members of the Board.

The Nomination & Remuneration Committee of the Board of Directors had laid down the criteria for evaluation of the performance of the Board as a whole, the Directors individually as well as the evaluation of the working of the Audit, Nomination & Remuneration, Stakeholders Relationship and Corporate Social Responsibility Committees of the Board. Annual Performance Evaluations as required have been carried out. The statement indicating the manner in which formal annual evaluation of the Directors (including Independent Directors), the Board and Board level Committees is given in the Corporate Governance Report, which forms a part of this Annual Report.

The Company has adopted a Familiarization Programme for Independent Directors and the same is disclosed on the website of the Company and can be accessed at http://www.mcleodrussel. com/investors/policies.aspx.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

In terms of requirement of Schedule IV to the Companies Act, 2013, the Independent Directors had a separate meeting on 12th February 2025 without the attendance of non-independent Directors and members of management. All Independent Directors were present at the said meeting. The activities prescribed in paragraph VII of Schedule IV to the Act were carried out at the said meeting.

COMMITTEES

As on 31st March, 2025, the Board has 4 statutory Committees: Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. During the year, all recommendations of the Board Committees which were mandatorily required have been accepted by the Board. A detailed note on the composition of the Board and its Committees, meetings held during the year and its terms of reference is provided in the Corporate Governance Report forming part of this Integrated Annual Report. The composition and terms of reference of all the Committees of the Board of Directors of the Company is in line with the provisions of the Act and the Listing Regulations.

LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans, guarantee or investment made under Section 186 of the Companies Act, 2013 are furnished in the Note 48 to the Financial Statements for the year ended 31st March 2025.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The Related Party Transactions entered into by the Company during the year under review were on arm's length basis and in the ordinary course of business and are in compliance with the applicable provisions of the Act and the Listing Regulations, details of which are set out in the notes to the financial statements forming part of this Annual Report. There was no contract, arrangement or transaction with Related Parties which could be considered as material and which may have a potential conflict with the interest of the Company. Accordingly, the disclosure required u/s 134(3)(h) of the Act in Form AOC-2 is not applicable to your Company. The Company has formulated a Related Party Transaction Policy and the same is disclosed on the website of the Company and can be accessed at http://www.mcleodrussel.com/investors/policies.aspx.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS

In pursuance of the provisions of Section 178 of the Companies Act, 2013 and Listing Regulations, the Company has formulated a Remuneration Policy. There has been no change in this policy during the year under review and a copy of the said Policy is annexed as Annexure IV and is also available at the website of the Company at the web link http://www.mcleodrussel.com/investors/policies.aspx

The Remuneration Policy, inter-alia, includes the appointment criterion & qualification requirements, process for appointment & removal, retirement policy and remuneration structure & components, etc. of the Directors, Key Managerial Personnel (KMP) and other senior management personnel of the Company. As per the Remuneration Policy, a person proposed to be appointed as Director, KMP or other senior management personnel should be a person of integrity with high level of ethical standards. In case of appointment as an Independent Director, the person should fulfil the criteria of independence prescribed under the Companies Act, 2013 and rules framed thereunder and the Listing Regulations. The Remuneration Policy also contains provisions about the payment of fixed & variable components of remuneration to the Whole-time Director and payment of sitting fee & commission to the Non-Executive Directors.

DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

In the matter of Shah Brothers, application filed under Section 7 of the Insolvency and Bankruptcy Code, 2016, the Hon'ble National Company Law Tribunal, Kolkata Bench, Court II, Kolkata ("NCLT") vide its Order dated 8th November 2023 had passed an ad-interim order of injunction by which, inter alia, the Company has been restrained from selling any assets of the Company, except in normal course of carrying out tea business.

Further, The Hon'ble High Court of Delhi at New Delhi vide its ex-parte, interim order in O.M.P.(I) (COMM.) 459/2019 in KKR India Financial Services Limited & Anr. Vs. Williamson Magor & Co. Limited & Ors., has, inter-alia, restrained the Company from selling, transferring, alienating, disposing, assigning, dealing or encumbering or creating third party rights on their assets, except in normal course of carrying out tea business.

Members' attention is also invited to Notes on Contingent Liabilities, in the notes forming part of the Financial Statements.

MATERIAL CHANGES AFTER END OF THE FINANCIAL YEAR

Except as disclosed elsewhere in the report, no other material changes and commitments which could affect the financial position of the Company have occurred between the end of the last financial year and the date of this Annual Report.

ONE TIME SETTLEMENT WITH BANKS AND FINANCIAL INSTITUTIONS

During the year under review, the Company has not entered into any One Time Settlement with Banks and Financial Institutions, hence, the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Financial statements (i.e. Balance Sheet, Profit & Loss Statement and Cash Flow Statement, together with notes) are prepared through the process which has automated as well as manual controls to ensure accuracy of recording all transactions which have taken place during any accounting period, and the resultant financial position at period end. All data pertaining to payroll, purchases, agricultural activities, plucking, manufacturing, dispatch, selling and other activities are recorded through ERP systems operating in tea estates as well as head office. All data/ transactions entered in systems are checked by various functional personnel on the basis of supporting documents & records, then the accounting entries are checked by accounts personnel and finally those are validated by managerial personnel.

At periodic intervals, the accounting data are compiled, and financial statements are prepared. While preparing the financial statements, it is ensured that all transactions pertaining to the accounting period are recorded. Fixed assets, stock of tea, all significant items of stores and monetary assets are physically verified. Balance confirmations are majorly obtained for all significant items of trade receivable and advances.

After preparation of the financial statements, all items appearing in the statements are analysed in order to ensure overall reasonableness.

The Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

CEO AND CFO CERTIFICATION

In terms of Part B of Schedule II of Listing Regulations, the CEO/MD and the CFO of the Company certify to the Board regarding review of the financial statements, compliance with the accounting standards, maintenance of internal control systems for financial reporting and accounting policies, etc.

HEALTH, SAFETY AND WORKING ENVIRONMENT

The Company considers its people as one of the most valuable resources and recognises that safe and healthy working environment motivate employees to be more productive and innovative. The Company takes adequate measures to keep its field and factories safe in all respects. Regular training is imparted to the employees for promoting awareness on safety and skill enhancement. The Company runs a hospital in each of its Tea Estates where the employees of the concerned Estate get regular medical attention. In addition, the Company has set up a few central hospitals which are equipped with modern medical instruments. These hospitals are accessible to the employees of the surrounding areas. The Company also provides facilities for sporting and cultural activities for the employees in the Tea Estates.

The Company remains fully committed in providing Maternity benefits in compliance with applicable laws, including the Maternity Benefit Act, 1961, and in alignment with internal human resource protocols, to support the health, well-being, and work-life balance of women employees during and after pregnancy.

ANNUAL SECRETARIAL COMPLIANCE REPORT

The Company has undertaken an Audit of all the applicable compliances as per the SEBI Regulations and Circulars/Guidelines issued thereunder.

The Annual Secretarial Compliance Report issued by a Practising Company Secretary (PCS) has been submitted to the Stock Exchanges within the stipulated time as mentioned in SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/109 dated June 25, 2020 and the same is available on the website of the Company.

ANNUAL RETURN

The draft Annual Return (e-form MGT – 7) of the Company for the year ended 31st March, 2025 pursuant to the provisions of Section 92 of the Companies Act, 2013 is available on the Company's website and can be accessed at https://www.mcleodrussel.com/investors/annual-return.aspx

The e-form MGT-7 shall be filed with the MCA within the due date upon the completion of the 27th Annual General Meeting of the Company as required under Section 92 of the Companies Act, 2013 and the Rules made thereunder. Copy of the same shall be available on the website of the Company.

AUDITORS AND AUDIT REPORT

In terms of Section 139 of the Companies Act, 2013, M/s. Lodha & Co. LLP, Chartered Accountants (Firm Registration No. 301051E/E300284) was re-appointed as the Statutory Auditors of the Company for another term of five consecutive years to hold office from the conclusion of 26th Annual General Meeting (AGM) until the conclusion of the 31st AGM of the Company. M/s. Lodha & Co LLP. have conducted the audit for the Financial Year ended 31st March 2025 and have furnished their report.

In their Report dated 29th May 2025, M/s. Lodha & Co. LLP. have given adverse opinion in relation to the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2025. The Board's response in relation to the said opinion is as under:-

Audit Qualification	Board's Response
1) Note 4 dealing with Inter Corporate Deposits (ICD) aggregating to Rs. 2,86,050 lakhs (including interest accrued till March 31, 2019) as on March 31, 2025 given to promoter group and certain other entities which are doubtful of recovery and considering recoverability etc. are prejudicial to the interest of the company. Provision of Rs. 1,01,039 lakhs had been made thereagainst in earlier years. In absence of ascertainment of the shortfall and provision against the remaining amount, the loss for the period is understated to that extent. Impact in this respect as stated in the said note have not been ascertained by the management and recognised in these financial results.	In respect of Inter Corporate Deposits ('ICDs') given to Promoter group and certain other entities ('borrowing companies'), the amount outstanding aggregates to Rs. 2,76,109 Lakhs as at March 31, 2025. Further, interest of Rs.9,941 lakhs on these amounts accrued upto March 31, 2019 are also outstanding as on this date. Interest on such ICDs considering the waiver sought by borrower companies and uncertainties involved with respect to recovery and determination of amount thereof, have not been accrued since April 01, 2019. These borrowing companies in turn advanced the amount so taken by them to Promoter Group and other entities mainly to provide financial support to one of the promoter group company against which Corporate Insolvency and Resolution Process ('CIRP') as per the Insolvency and Bankruptcy Code, 2016 ('IBC') was subsequently initiated and the Resolution Plan as approved by the Hon'ble National Company Law Tribunal ('NCLT'), Kolkata is currently under implementation. The company has filed legal suit before Hon'ble Calcutta High Court for recovery of ICD from a promoter group entity and is in the process of initiating such proceedings against other entities as well for recovery of the amounts being overdue from them. Provision of Rs. 1,01,039 lakhs (including interest of Rs. 9,941 lakhs accrued upto March 31, 2019) made in earlier years on lumpsum basis without prejudice to the company's legal right to recover the amounts given by it has been carried forward during the period and adjustments considering the amount finally recoverable against outstanding amounts of ICDs is pending determination as on this date. Pending this and the resolution with respect to the company's borrowing as dealt with in Note 6 of the financial results, impact with respect to the shortfall in this respect have not been ascertained and given effect to in these financial results for the year ended March 31, 2025.
2) Note 9(b) regarding non-recognition of Interest on loans, Inter Corporate Deposits and other amounts taken by the company and thereby the loss for the period is understated to the extent indicated in said note and non-determination of interest and other consequential adjustments/disclosures in absence of relevant terms and conditions in respect of certain advances being so claimed by customers as stated therein. Further, as stated in Notes 9(a) and 9(b), penal/compound interest and other adjustments in respect of borrowings from Asset Reconstruction Companies ('ARCs'), a Bank and ICDs etc. have not been recognised and amount payable to lenders and other parties as recognised in this respect are subject to confirmation from respective parties and consequential reconciliation. Pending final determination of amount with respect to these, adjustments and impacts arising therefrom have not been ascertained and as such cannot be commented upon by us.	Not quantified The Company submits that pending resolution by the lenders with respect to the borrowings of the company as dealt with in Note 6 of the financial results and consequential adjustment in this respect, Interest on borrowings from ARCs and a bank have been continued to be provided on simple interest basis based on the rates specified in term sheet or otherwise stipulated/ advised from time to time and penal/ compound interest if any has not been considered. Further, amount repaid to lenders and/or recovered by them including by invoking securities and cut back payments from the sale proceeds of the tea etc., in earlier years have been adjusted against principal amount outstanding. The amount payable to the lenders in respect of outstanding amounts of borrowing including interest thereagainst is subject to confirmation and determination and consequential reconciliation and resolution to be arrived at as dealt with in Note 6 and will accordingly be dealt with on determination thereof.

Audit Qualification	Board's Response
	Penal interest / compound interest has not yet been confirmed by lenders. Further, the amount of interest would be finalised as agreed upon by the lenders on approval of the resolution plan and amount payable will then be ascertained and given effect to in the accounts.
3) Note 10 regarding non reconciliation/disclosure of certain debit and credit balances with individual details and confirmations etc. including borrowings and interest thereupon as dealt with in Note 9. Adjustments/ Impacts with respect to these are currently not ascertainable and as such cannot be commented upon by us.	Not quantified The Company submits that it has 33 tea estates/factories and 2 offices and therefore it is practically not feasible to reconcile the entire balances and such reconciliation is an ongoing process. Impact will thus become ascertainable only upon reconciliations and confirmations. However, during the year certain account balances which were under reconciliation have been reconciled and required adjustments thereof have been given effect to in this year.
4) Note 9(c) regarding non-determination and recognition of amount payable in respect of lease rent for office premises. Pending final determination of amount payable, adjustments and impacts arising therefrom as stated in the said note have not been ascertained and as such cannot be commented upon by us.	Not quantified Lease Agreement in respect of premises having registered and corporate office of the company has expired on August 31, 2022 and terms thereof are yet to be finalised with the lessor. Pending this, the amount of rent payable by the company including the adjustments towards the cost of maintenance etc. of the premises currently being undertaken by the company being non-determinable as such has not been recognised in these financial results.
5) Note 7 regarding non-determination of fair value of the Property, Plant and Equipment, Capital Work in Progress and Investment in subsidiary and impairment if any to be recognized thereagainst for the reasons stated in the said note. Adjustments/ Impacts with respect to these are currently not ascertainable and as such cannot be commented upon by us.	Not quantified As stated in Note no. 6 of the financial results, the Company has been incurring significant amount of losses and it's current liabilities are in excess of the current assets. Considering these indicators and circumstances stated in the said note, fair Value of Property, Plant and Equipment and Capital Work in progress ('CGU') are required to be assessed for testing of Impairment thereagainst. Further, the company has investment of Rs. 15,967 lakhs in Borelli Tea Holdings Limited ('BTHL') which are also required to be tested for impairment as on March 31, 2025. BTHL has substantial investment in it's wholly owned subsidiary McLeod Russel Uganda Limited ('MRUL') which has been incurring cash losses and it's current liabilities is in excess of current assets. Certain loans taken by MRUL has currently been restructured so that to rebuild the value of business on completion of the tenure as specified for the restructuring. Pending resolution with respect to company's borrowing as stated in Note no. 6 of the financial results, impairment if any in the value of CGU and Investments as such, have not been determined and recognised in these financial results.
6) Note 9(d) dealing with statutory liabilities outstanding as at the end of the period and non-determination of adjustments to be given effect to in this respect if any including interest as stated in the said note. Pending final determination of amount, adjustments and impacts arising therefrom as stated in the said note have not been ascertained and as such cannot be commented upon by us.	Not quantified The company has statutory liabilities lying unpaid as on March 31, 2025 and in certain cases demands have been received from the authorities. Necessary representations including for settling the arrear amount over a period of time have been made to the authorities explaining the financial stringencies currently being faced by it and the resolution plan under consideration of NARCL (as stated in

Audit Qualification	Board's Response
	Note 6 of the financial results) and the amount of interest etc. thereagainst has not been recognised in these financial results. The amounts as demanded are also subject to reconciliation with the books of accounts of the respective tea estates and adjustments/ impact in this respect are therefore currently not ascertainable.
7) As stated in Note 8, the predecessor auditor pertaining to the financial year ended March 31, 2019 in respect of the loans included under Qualification 1 above have reported that it includes amounts given to group companies whereby applicability of Section 185 of the Companies Act, 2013 could not be ascertained and commented upon by them. They were not able to ascertain if the aforesaid promoter companies could, in substance, be deemed to be related parties to the Company in accordance with paragraph 10 of Ind AS-24 "Related Party Disclosures". Further, certain ICDs as reported were in the nature of book entries and/or are prejudicial to the interest of the company. Moreover, in case of advance of Rs. 1,400 lakhs to a body corporate which had subsequently been fully provided for, appropriate audit evidences as stated were not made available. These amounts are outstanding as on this date and status thereof have remained unchanged and uncertainty and related concerns including utilisation thereof and being prejudicial to the interest of the company are valid for periods subsequent to March 31, 2019 including current period also. The matter as reported is under examination and pending before regulatory authorities. Pending final outcome of the matter under examination we are unable to ascertain the impact of non-compliances and comment on the same.	Not quantified The matter as reported is pending before regulatory authorities.

SECRETARIAL AUDIT AND AUDITOR REPORT

In terms of the requirements of Section 204 of the Companies Act, 2013 and Regulation 24A of the Listing Regulations, the Secretarial Audit of the Company for the year ended 31st March 2025 was conducted by M/s. A. K. Labh & Co., Company Secretaries (Firm Unique Code: S1999WB026800). The Secretarial Audit Report is attached to this Report as Annexure V and forms part of the Directors' Report.

SECRETARIAL AUDITOR

In terms of Regulation 24A of the Listing Regulations, as amended, and based on the recommendation of Audit Committee, the Board considered and recommend the appointment of M/s A. K. Labh & Co, as the Secretarial Auditor of the Company for a period of 5 (five) consecutive years, with effect from 1st April, 2025 for approval of the Shareholders. An appropriate resolution seeking approval of the shareholders of the Company has been included in the Notice convening the AGM.

A brief profile and other relevant details of M/s. A. K. Labh & Co. is provided in the Notice convening the ensuing AGM. M/s. A. K. Labh & Co. has consented to act as the Secretarial Auditor of the Company and have confirmed that the appointment, if approved, would be within the limits prescribed under the Companies Act, 2013 and Listing Regulations. M/s. A. K. Labh & Co. has further confirmed that they are not disqualified to be appointed as the Secretarial Auditor under the applicable provisions of the Act, rules made thereunder and Listing Regulations.

COST AUDIT AND COST RECORDS

In accordance with the requirements of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 and based on the recommendation of the Audit Committee, the Board of Directors of the Company have appointed M/s Mani & Co. (Firm Registration No: 000004), M/s SPK Associates (Firm Registration No: 000040) and M/s DGM & Associates (Firm Registration No: 000038) Cost Accountants to conduct audit of Cost Records maintained by the Company for the Tea Plantations of the Company for the year ending 31st March 2025.

Pursuant to the provisions of Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors is required to be ratified by the Members of the Company in a General Meeting. Accordingly, a resolution seeking Members ratification for remuneration payable to the Cost Auditors is included in the Notice of the ensuing Annual General Meeting (AGM).

The Cost Audit Report furnished by the Cost Auditors in respect of the year ended 31st March 2025 would be filed as stipulated in the applicable provisions of law. The Company is making and maintaining the accounts and cost records as specified by the Central Government under the provisions of Section 148(1) of the Act.

FRAUD REPORTING BY AUDITORS

During the year under review, no instances of fraud has been reported to the Audit Committee under Section 143(12) of the Companies Act, 2013 against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report neither by the Statutory Auditors nor the Secretarial Auditors.

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

A statement giving details of conservation of energy, technology absorption and foreign exchange earnings & outgo in accordance with Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is attached to this Report as Annexure VI.

RISK MANAGEMENT

The Company identifies various risks which the Company encounters with during the course of its business none of which in the opinion of the Board may threaten the very existence of the Company itself. The Company has taken adequate measures to mitigate various risks encountered by the Company. The Company has in place a risk management policy to mitigate these actual and potential risks both at tea estates and head office. The Board is actively considering a comprehensive review of the policy for further improvement.

PREVENTION OF INSIDER TRADING

Your Company has adopted a Code of Conduct for prevention of Insider Trading in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, which was amended from time to time. All Directors, employees and other designated persons and relatives, who could have access to unpublished price sensitive information of the Company, are governed by this Code. The trading window for dealing with equity shares of the Company is duly closed during declaration of financial results and occurrence of any other material events as per the code. During the year under review there has been due compliance with the code.

PARTICULARS OF EMPLOYEES

The ratio of the remuneration of each Director to the median employee's remuneration and other particulars or details of employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached to this Report as Annexure VII.

EMPLOYEE RELATIONS

The Company's large work force continues to remain the backbone of its operations and their welfare has remained a prime area of focus. Upgradation and introduction of new housing facilities, water supply and sanitation, medical infrastructure etc. have been given priority. Employee relations remained satisfactory and the Company would like to record the dedication and support received from the employees at all level in maintaining smooth functioning during the said period.

INDUSTRIAL RELATIONS

During the year under review, industrial relations remained harmonious at all our establishments and offices.

DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

In accordance with the provisions of Section 134 of the Companies Act, 2013 read with the revised Rule 8(5)(a) of the Companies (Accounts) Rules, 2014, your Company has complied with provisions relating to the constitution of Internal Complaints Committee, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH Act) as amended and has a policy and framework for employees to report sexual harassment cases at workplaces. The Company's process ensures complete anonymity and confidentiality of information. Adequate workshops and awareness programmes against sexual harassment are conducted across the organization.

As per requirement of the POSH Act, your Company follows calendar year for annual filing with statutory authority and as per the filing, Status of complaints in the financial year 2024- 25 is mentioned hereunder.

Number of sexual harassment complaints received during the year	NIL
Number of complaints disposed of during the year	NIL
Number of cases pending for more than 90 days	NIL

The Company remains committed to ensuring a safe and respectful workplace environment, and continues to take necessary steps to strengthen awareness, training, and redressal mechanisms under the POSH framework.

COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company complies with all applicable Secretarial Standards as issued by the Institute of Company Secretaries of India (ICSI).

GREEN INITIATIVE

Pursuant to the relevant circulars issued by Ministry of Corporate Affairs, Government of India (MCA) and Securities and Exchange Board of India and as a continuing endeavour towards 'Go Green' initiative undertaken by the MCA, the Company proposes to send all the correspondences/communications including Notice and Annual Report etc. to shareholders at their e-mail address already registered with the Depository Participants ("DPs") and Registrar and Share Transfer Agents ("RTA").

In view of the above, shareholders who have not yet registered their email addresses are requested to register the same with their DPs/ the Company's RTA for receiving all communications, including Annual Report, Notices, Circulars etc. from the Company electronically.

Your Board of Directors wish to place on record its sincere appreciation for the dedicated services rendered by the executives, staff and workers at all levels for smooth functioning of all the estates.

For and on behalf of the Board of Directors

Aditya Khaitan
Chairman and Managing Director
DIN: 00023788

Place: Kolkata
Date: 14th August 2025

MANAGEMENT DISCUSSION AND ANALYSIS

ANNEXURE I

INDUSTRY STRUCTURE AND DEVELOPMENT

World tea production during 2024 registered 7053 million kg, compared to 6727 million kg in 2023, a substantial increase of 326 million kg (+4.85%). China remained the largest producer in 2024 at 3740 million kg (53%), followed by India at 1285 million kg (18.22%). The other major producers globally were Kenya at 598 million kg (8.48%), Sri Lanka at 262 million kg (3.9%), Turkiye at 273 million kg (3.87%), Vietnam at 180 million kg (2.55%), Indonesia at 123 million kg (1.8%), Bangladesh at 93 million kg (1.32%), Japan at 74 million kg (1.05%), Argentina at 81 million kg (1.15%) and Uganda at 45 million kg (0.64%). Following the increased production in 2024, world tea exports in 2024 also improved by 4.91% from 1853 million kg in 2023 to 1944 million kg in 2024, an increase of 91 million kg. The largest exporter was Kenya at 595 million kg (30.61%), followed by China at 374 million kg (19.24%), India at 255 million kg (13.12%, a 23 million kg increase from 2023), Vietnam at 134 million kg (6.89%), Uganda at 40 million kg (2.06%) and Argentina at 74 million kg (3.82%). Total world exports amounted to approximately 27.6% of world production for the year in 2024, ie. approximately 72.4% of the world production was retained at origin, slightly more than the 2023 figure at 71.94%. India and China, apart from being the two largest producers, were also the largest consumers of tea in the world, retaining between 80% to 90% of their production for domestic consumption. The other major world producers who also retain the majority of their produce for domestic consumption are Turkiye, Bangladesh, Indonesia, Japan and to a lesser extent, Vietnam. The remaining countries, viz. Kenya, Sri Lanka, Argentina, Uganda and the smaller producing countries all export the majority of their production, with minimal or virtually no domestic market to serve as a foil for their exports. In terms of export competition for Indian teas, the two main competitor countries are Kenya, which produces mainly CTC Black Teas, and Sri Lanka, which produces mainly Orthodox Black Teas. China predominantly produces Green Tea and Oolong Tea, most of which is consumed within the country itself and is not considered a direct competitor for Indian tea exports. (Source of figures: International Tea Committee Bulletin and Tea Board of India.)

Global black tea production in 2024 increased in a few countries, such as Kenya (+28 million kg) and to a lesser extent, Turkey (+8 million kg) and Sri Lanka (+6 million kg). In contrast, production declined in Bangladesh (-10 million kg) and India (-108 million kg). In Indian tea auction centres, prices for CTC and Orthodox teas increased by 18% and 25% respectively, in 2024 compared to the previous year, a direct result of reduced supply. Tea prices in North India rose by 18% , while in South India, they increased by 15% in 2024 compared to 2023. Following the drop in crop production in India, the overall average auction price in India increased by 18% in 2024. Meanwhile, prices at the Colombo auction in Sri Lanka were higher by 6% in 2024. At the Mombasa tea auctions in Kenya, African tea prices remained unchanged in 2024 compared to 2023. Smallholders' production continues to constitute the majority of tea production in India (55%) and Kenya (52%). This sector has witnessed exponential growth in production over the last decade and primarily comprises mediocre-quality teas, particularly in India and, to a fair extent, in Kenya. Both countries predominantly produce CTC Black teas.

World Tea Imports for consumption in 2024 stood at 1749 million kg, an increase of 94 million kg (+4.17%) compared to the 2023 figure of 1679 million kg. Despite the increase in imports for consumption, the increase in world production increased at a higher rate, resulting in continued global oversupply position in 2024. Pakistan continued as the world's largest importing country at 222 million kg (12.69%) despite a decrease of 14 million kg (-5.93%) from 2023. USA imports increased by 19 million kg to 123 million kg taking it to the 2nd position. Russian Federation 120 million kg (6.86%) has decreased by 9 million kg, UK grew to 99 million kg with a 15 million kg increase from 2023, Egypt at 96 million kg (5.49%), Morocco at 75 million kg (4.29%), Iraq at 59 million kg (3.39%), Poland at 46 million kg (2.6%). Other large importing countries, albeit with smaller volumes than the aforementioned countries are Saudi Arabia, UAE, Malaysia, Iran and Germany. The major producing countries with large imports for consumption in batting order are China, Turkiye, Taiwan, Japan and India at 35 million kg (which increased by 9 million kg from 2023).(Source of figures: International Tea Committee Bulletin and Tea Board of India).

OPPORTUNITIES AND THREATS

Domestic market levels in India increased significantly in the first half of the season due to a variety of factors that contributed to a large drop in production. Unfavourable weather conditions in the first half as well as increased focus on Domestic Food Safety by the Food Safety and Standards Authority of India (FSSAI) coupled with the Tea Board of India's announcement of an early closure date of North Indian tea on 30th November 2024, which was aimed at reducing inferior end season quality that circulates in the Domestic tea market. In the first half, market speculation placed this shortfall at the 120-130 million kg mark, causing the spike in prices. Thereafter higher end season cropping as well as increased imports resulted a sharp drop in levels.

The Company's established repute of having the highest levels of compliance in the industry continues, placing the Company in an excellent opportunity to cash in on the push for compliant teas.

The growing demand from Iran for Orthodox teas presents a significant opportunity for the Company to increase production and enhance value at the lower end. The company is constantly reviewing and adopting newer, better manufacturing processes, including upgrading existing machinery to increase top line.

Increasing extremes in weather patterns resulting from climate change present a substantial challenge to consistently maintain production of good quality teas through the season. Managing the weather remains the single most difficult aspect of running tea estates and the biggest hurdle to upgrading quality which is essential for the Company to move up the value chain.

Global warming and increased incidence of pest and fungal attacks pose a significant threat to the Company's standing tea crops. Restrictions on use of effective Plant Protection Formulae necessitated from low import tolerances, especially from the EU and in most importing geographies, coupled with increasing demands on this front from certification programs which are necessary to effect sales both in the domestic and export markets has exacerbated the risk of crop losses under the present climatic conditions. Increased vigilance, early detection, and Integrated Pest Management practices are critical factors in mitigating this threat.

SEGMENTWISE OR PRODUCTWISE PERFORMANCE

The Company is primarily engaged in the business of cultivation, manufacture and sale of tea and is managed as a single unit organisation. Accordingly, the Company is a single business segment company.

RISKS AND CONCERNS

The Tea Industry is largely dependent on the vagaries of nature. The Industry is highly worker intensive and is subject to stringent worker laws. Substantial increase in worker's wages, as we lead upto an election year, high social cost over most other tea producing countries, high infrastructure costs and increasing energy and other input costs remain the major problems for the Indian Tea Industry. Shortage of workers who seek more lucrative employment outside the tea estates during peak season in some pockets is also a cause for concern. The Company has made substantial investment in irrigation to minimize the impact on crop due to a change in climatic conditions. The draft Code on Wages (Central) Rules 2019, published by the Government of India will continue to increase costs unless employee benefits provided under the Plantation Labour Act are also considered as part of wages in the final notification.

The State Government has initiated several projects in Assam to provide relief to tea estates from the high costs of the Plantation Labour Act. These include establishment of Tea Garden Model Schools, Provincialisation of Tea Garden Schools, Mahaprabhu Jagannath Community Hall cum Skill Centres in Tea Estates, supply of essential drugs and medicines free of cost to tea estates etc. National rural schemes such as the Jal Jeevan Mission and the Pradhan Mantri Awas Yogna (PMAY) are also being extended to the tea estates through the State Government.

Global warming, unpredictable climate change and inclement weather also pose considerable risk to our estate operations. Frequent changes in the weather pattern and increasing extremes in localized weather have become serious everyday challenges to contend with in the tea estates. Increase in consequential pest activity poses another potential risk to maintaining economically sustainable production and yields for tea estates in Assam and Dooars.

Given the nature of business, the Company also faces risks arising out of fluctuations in foreign exchange and interest rates. The Company has in place a risk management policy to mitigate these and other actual and potential risks both at the tea estates and at the head office. The Board is actively considering a comprehensive review of the existing policy for further improvement in scope. The Company follows the Tea Research Association guidelines, the leading authority in India and internationally, on good agricultural practices for tea estates, on field practices and integrated pest management to protect it's fields and manage risk. The Company has invested in Rainforest Alliance and Trustea certification programs to manage environmental risks and ensure long term sustainability of its tea estate operations. The Company has ISO 22000 certification and Hazard Analysis and Critical Control Points (HACCP) at all the tea factories to mitigate possible risks related to food safety and quality of product.

The Industry is also subject to taxation from the State Government as well as Central Government and while the level of direct taxes has come down over a period, some of the Central and State levies put the industry at a disadvantageous position. However, the State Government has been very considerate by withdrawal of Assam Green Leaf cess for two years from January 2025 to December 2026 and also exempted Agriculture Income Tax for 2 years for the sustainability of the Industry. The State Government has also announced subvention of interest on term loans and working capital loans and provided a subsidy on Orthodox production of Rs 10/- to partially mitigate the incremental cost of production of this exportable variety of tea.

OUTLOOK

The increased monitoring of compliance on permissible Indian Maximum Residue Levels of chemicals in retail packs as well at the farm gate level by the Food Safety and Standards Authority of India has resulted in a reduction in use of restricted / hard chemicals for crop protection in tea estates from North India, especially from the Dooars region, among both small holders as well as the estate sector. This is crucial in keeping a check on the growth of non compliant tea. With Assam returning to improved cropping patterns compared to last season, CTC price levels witnessed a downward correction. Despite historic low prices for CTC teas in East Africa, export demand for Indian teas remains strong, especially for EU compliant tea, as a viable alternate to the challenges being faced by most import destinations on significantly higher shipping costs and shipment time from East Africa. Further, the re-entry of Iran in the Indian market for Orthodox teas has also boosted exports and prices for this category of teas. The Tea Board of India announcement of early closure of operations for tea estates in North India in 2024 reduced the availability of inferior teas by over 50 million kg, expected to continue in 2025. With increased availability, the price differentials between good and medium quality of Tea is expected to widen. The Company has to keep focus on quality to ensure remunerative prices.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate systems of internal control commensurate with its size and the nature of its operations which have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliance of corporate policies. Independent firms of Chartered Accountants carry out and conduct the internal audit at all Tea Estates and at the Head Office on a regular basis.

The Company has an Audit Committee, the details of which have been provided in the Corporate Governance Report. The Audit Committee reviews Audit Reports submitted by the internal Auditors. Suggestions for improvement are considered and the Audit Committee follows up the implementation of corrective actions. The Committee also meets the Company's statutory auditors to ascertain, inter alia, their views on the adequacy of internal control systems in the Company and keeps the Board of Directors informed of its major observations from time to time.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The details of Financial Performance and Operational Performance have been provided in the Report of the Directors.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR IN KEY FINANCIAL RATIOS) ALONG WITH DETAILED EXPLANATIONS :-

Ratio	2024-25	2023-24	Change(%)	Reason
Debtors Turnover Ratio (number of times)	28.50	29.11	(2.08)	Not Applicable
Inventory Turnover Ratio (number of times)	17.23	16.16	6.60	Not Applicable
Interest Coverage Ratio (number of times)	0	0	-	Since 'Profit before interest and tax' is negative, this ratio cannot be calculated.
Current Ratio (number of times)	0.06	0.04	37.00	Due to accrual of interest on borrowing and increase in statutory and other liabilities for decrease in realisation.
Debt Equity Ratio (number of times)	(35.62)	12.25	(390.81)	Due to decrease in reserves, owing to loss.
Operating Margin Ratio	0.86	(0.13)	-	Percentage of change cannot be calculated because denominator is negative. However there is improvement due to no change in wage cost with increase in selling price resulting increase in profit.
Net Profit Margin Ratio	(0.19)	(0.29)	(33.37)	Due to no change in wage cost with improvement in selling price resulting decrease in loss.
Return on Net Worth	0	-	-	For the year 2024-25 the ratio “Return on Net Worth” can't be calculated because the denominator “Net Worth” is negative as it includes Equity share capital, Security premium, retained earnings and general reserve.

HUMAN RESOURCES

Tea Industry is highly labour intensive. The Company employs around 76,254 personnel, of which 46,977 are permanent and 29,277 temporary at its Tea Estates and other establishments in India with about 60% being women. Employee relations remained satisfactory during the period under review. The Company would like to record it's appreciation of the wholehearted support and dedication from employees at all levels in maintaining smooth production and manufacture of tea from all the Tea Estates during the year.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report with regard to projections, estimates and expectations have been made in good faith. Many unforeseen factors may come into play and affect the actual results, which could well be different from what the Directors envisage in terms of future performance and outlook. Market data and product information contained in this Report have been based on information gathered from various published and unpublished reports, and their accuracy, reliability and completeness cannot be assured.

For and on behalf of the Board of Directors

Aditya Khaitan
Chairman and Managing Director
DIN: 00023788

Place: Kolkata
Date: 14th August 2025

CORPORATE GOVERNANCE REPORT

Annexure II

(1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance oversees business strategies and ensure fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising of Customers, Vendors, Employees, Shareholders and Financiers and to the Society at large. The Company is in the business of cultivation and production of Tea and is one of the major producers of Tea in the world. The Company endeavours to produce quality Tea that consistently commands respect, trust and loyalty throughout the world by way of sustained efforts, research and development in plantation and adoption of latest technology. The Company strives for successful management of contingencies like drought and flood. While it is the endeavour of your Company to continue to produce Tea of premium quality to the satisfaction of its Customers worldwide, it also gives due importance to its obligations to the large workforce that it employs in the Tea Estates. The Company runs a business that has a human face and values the environment, people, products, plantation practices, customers and shareholders. The Company believes in achieving its goals, which result in enhancement of Shareholders' value through transparency, professionalism and accountability and nurture these core values in all aspects of its operations.

(2) BOARD OF DIRECTORS

(a) Composition and Category of Directors

(i) The Board of Directors of your Company as on 31st March 2025 consisted of six Directors as under:

- Chairman & Managing Director who is a Promoter;
- One Non-Executive Promoter Director;
- Four Non-Executive Independent Directors including one Woman Director.

The composition of the Board is in conformity with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and with the applicable provisions of the Companies Act, 2013 (“Act”).

(ii) The number of directorship(s), Committee Membership(s), Chairmanship(s) of all the Directors is within the respective limits prescribed under the Act and the Listing Regulations.

(iii) None of the Directors are related to each other.

(iv) The detailed profiles of all the Directors, their expertise, experience and full time positions are available at our website www.mcleodrussel.com.

(v) Independent Directors are non-executive directors as defined under Regulation 16(1) (b) of the SEBI Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and that they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Changes in the Board during FY 2024-25

- Mr. Suman Bhowmik ceased to be an Independent Director w.e.f. 18th July 2024 upon completion of his tenure. Consequently, he ceased to be the Chairperson of Nomination and Remuneration Committee and member of Audit and Stakeholder Relationship Committee.
- Mr. Raj Vardhan ceased to be an Independent Director w.e.f. 18th July 2024 upon completion of his tenure. Consequently, he ceased to be the Chairperson of Audit Committee and Stakeholder Relationship Committee and member of Nomination and Remuneration Committee.
- Mr. Amar Nath Dhar and Mr. Indrajit Sengupta were appointed as Additional Directors (Non – Executive Independent) for a period of three consecutive years commencing from 18th July 2024 to 17th July 2027 (both days inclusive) and subsequently the same was approved by the shareholders of the Company at the 26th Annual General Meeting (AGM) of the Company held on 30th September 2024.

(b)&(c) Attendance of each Director at the Board Meetings/last AGM, Directorship and Chairmanship/ Membership in other Board/Board Committees

Name and category of the Directors on the Board, their attendance at Board Meetings held during the financial year ended 31st March 2025, number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies are given below.

Other Directorships do not include alternate Directorships, Directorships in Private Limited Companies and Companies under Section 8 of the Companies Act, 2013 and of the Companies incorporated outside India. Chairmanship/ Membership of Board Committees relates to only Audit and Stakeholders' Relationship Committees.

Name of Directors	Category	No. of Board Meetings		Whether attended last AGM held on 30th September 2024	No. of Directorships in other Public Limited Companies	No. of Committee positions held in other Public Limited Companies	
		Held during the year	Attended			As Chairman/ Chairperson	As Member (#)
Mr. Aditya Khaitan (DIN: 00023788)	Chairman & Managing Director	4	4	Yes	2	-	-
Mr. Amritanshu Khaitan (DIN: 00213413)	Non-Executive Director	4	4	Yes	1	-	-
Mr. Suman Bhowmik (DIN: 08514585)	Non-Executive & Independent	4	1	-	-	-	-
Mr. Raj Vardhan (DIN: 08513917)	Non-Executive & Independent	4	1	-	-	-	-
Mr. Sanjay Ginodia (DIN: 07781746)	Non-Executive & Independent	4	4	Yes	1	-	-
Ms. Rupanjana De (DIN: 01560140)	Non-Executive & Independent	4	4	Yes	4	1	5
Mr. Indrajit Sengupta (DIN: 00167910)	Non-Executive & Independent	4	3	Yes	-	-	-
Mr. Amar Nath Dhar (DIN: 10711585)	Non-Executive & Independent	4	3	Yes	-	-	-

#including chairmanship, if any.

During FY 2025, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.

Name of Directors	Names of the Listed Entities where the person is a director	Category of directorship
Mr. Aditya Khaitan	McLeod Russel India Limited Kilburn Engineering Limited Williamson Financial Services Limited	Chairman & Managing Director Non-Executive Non-Executive
Mr. Amritanshu Khaitan	McLeod Russel India Limited Kilburn Engineering Limited	Non-Executive Non-Executive
Mr. Suman Bhowmik	-	-
Mr. Raj Vardhan	-	-
Mr. Sanjay Ginodia	McLeod Russel India Limited	Non-Executive & Independent
Mrs. Rupanjana De	McLeod Russel India Limited Sastasundar Ventures Limited	Non-Executive & Independent Non-Executive & Independent
Mr. Indrajit Sengupta	McLeod Russel India Limited	Non-Executive & Independent
Mr. Amar Nath Dhar	McLeod Russel India Limited	Non-Executive & Independent

(d) Number and Dates of Board Meetings

During the year under review, four Board Meetings were held on 30th May 2024, 14th August 2024, 13th November 2024 and 13th February 2025.

The gap between any two Board meetings during the year under review did not exceed one hundred and twenty days. The requisite quorum was present for all the meetings.

Video-conferencing facilities are also available to facilitate Directors travelling / residing abroad or at other locations to participate in the meetings.

(e) Disclosure of relationships between Directors

None of the Directors are related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013.

(f) Number of shares and convertible instruments held by Non-Executive Directors

Sl. No.	Name of Director	Category	No. of Shares held
1	Mr. Amritanshu Khaitan	Non-Executive Director	15,000
2	Mr. Suman Bhowmik	Non-Executive & Independent	-
3	Mr. Raj Vardhan	Non-Executive & Independent	-
4	Mr. Sanjay Ginodia	Non-Executive & Independent	-
5	Mrs. Rupanjana De	Non-Executive & Independent	-
6	Mr. Indrajit Sengupta	Non-Executive & Independent	-
7	Mr. Amar Nath Dhar	Non-Executive & Independent	-

The Company has not issued any convertible instruments.

(g) Web Link for Familiarization Programme

Web link giving the details of Familiarization Programme imparted to Independent Directors at https://www.mcleodrussel.com/investors/familiarisation-programme.aspx

(h) Chart of Matrix setting out the skills / expertise / competence of the Board of Directors

The Board of Directors of the Company comprise of eminent qualified professional members from the diverse fields, who have significant amount of skills / expertise / competencies and thus make valuable contributions to the Board. The collective contribution of the Board of Directors makes an overall impact which reflects in the performance of the Company.

In compliance with the Listing Regulations, the Board of Directors of the Company possesses relevant skills /expertise / competencies to ensure effective functioning of the Company as per the matrix given below:

List of Core Skills / expertise / competencies:

Name of the Director	Skills / Expertise / Competencies				
	Wide Management and leadership experience	Diversity	Financial and Managerial Experience	Personal Value	Corporate Governance
Mr. Aditya Khaitan	✓	✓	✓	✓	✓
Mr. Amritanshu Khaitan	✓	✓	✓	✓	✓
Mr. Suman Bhowmik[1]	✓	✓	✓	✓	✓
Mr. Raj Vardhan[2]	✓	✓	✓	✓	✓
Mr. Sanjay Ginodia	✓	✓	✓	✓	✓
Mrs. Rupanjana De	✓	✓	✓	✓	✓
Mr. Indrajit Sengupta[3]	✓	✓	✓	✓	✓
Mr. Amar Nath Dhar[4]	✓	✓	✓	✓	✓

[1&2] Ceased to be directors of the Company w.e.f. 18th July 2024;

[3&4] Appointed as directors of the Company w.e.f. 18th July 2024.

i) In the opinion of the Board, the independent directors fulfill the conditions specified in Listing Regulations and are independent of the management.

j) D&O Insurance for Directors: In line with the requirements of Regulation 25(10) of the Listing Regulations, the Company has taken Directors and Officers Insurance (D&O) Policy for such quantum and for such risks as determined by the Board.

(3) CODE OF CONDUCT

A Code of Conduct has been formulated for the Directors and senior management personnel of the Company and the same is available on the Company's website. A declaration from the Managing Director, that all Board Members and senior management personnel have affirmed compliance with the Code of Conduct for the financial year ended 31st March, 2025 forms part of the Annual Report. The duties of the Independent Directors as laid down in the Companies Act, 2013 has been suitably incorporated in the Code of Conduct, as necessary.

(4) INFORMATION TO BOARD

Information is provided to the Board Members on a continuous basis for their review, inputs, and approval. More specifically, we present our annual strategic plan and operating plan of our business to the Board for their review, inputs, and approval. In addition, various matters such as review of business performance, appointment of Directors and Key Managerial Personnel, corporate actions, review of internal and statutory audits, details of investor grievances etc. and such other information as specified in Part A of Schedule II of the Listing Regulations are presented to the respective Committees of the Board and later with the recommendation of Committees to the Board of Directors for their approval, as may be required.

As a system, in most cases, information to Directors is submitted along with the agenda papers well in advance of the Board meeting. Inputs and feedback of Board Members are taken and considered while preparing agenda and documents for the Board meeting. Sufficient time is allocated for discussions and deliberations at the meeting.

(5) BOARD COMMITTEES

The Committees constituted by the Board focus on specific areas and take informed decisions within the framework designed by the Board and make specific recommendations to the Board on matters in their areas or purview. All decisions and recommendations of the Committees are placed before the Board for information or for approval, if required. To enable better and more focused attention on the affairs of the Company, the Board has delegated particular matters to the Committees of the Board set up for the purpose.

STATUTORY COMMITTEES:

a. Audit Committee

b. Nomination & Remuneration Committee

c. Stakeholder's Relationship Committee

d. Corporate Social Responsibility Committee

The terms of reference of the Board Committees are determined by the Board from time to time. Meetings of each Board Committee are convened by the respective Committee Chairman. Minutes of Board Committee meetings are placed before the Board for its information. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below.

(A) AUDIT COMMITTEE

The Board has constituted a qualified and independent Audit Committee with majority Independent Directors. All the members of the Committee are financially literate and at least one member possesses accounting and financial management expertise.

The role and terms of reference of the Audit Committee covers the areas mentioned under Regulation 18 of Listing Regulations and Section 177 of the Companies Act, 2013. The Audit Committee, inter alia, provides reassurance to the Board on the existence of an effective internal control environment.

(a) Brief descriptions of the terms of reference of the Audit Committee are 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, re-appointment, remuneration and terms of appointment, re-appointment of auditors including cost auditors and fixation of audit fees and removal of internal auditor/cost auditors;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing with the management, examination of the quarterly and annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

    i. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

    ii. changes, if any, in accounting policies and practices and reasons for the same;

    iii. major accounting entries involving estimates based on the exercise of judgment by management;

    iv. significant adjustments made in the financial statements arising out of audit findings;

    v. compliance with listing and other legal requirements relating to financial statements;

    vi. disclosure of any related party transactions;

    vii. 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, including omnibus approval of related party transactions under such conditions as may be statutorily applicable;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;
- to evaluate internal financial controls and risk management systems;
- reviewing with the management, performance of statutory and internal auditors and 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 Chief Financial Officer (i.e. the Whole time Finance Director or any other person heading the finance function or discharging that function) 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;
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
- management discussion and analysis of financial condition and results of operations;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee
- statement of deviations:
  i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1)
  ii. annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).

(b) Composition, name of Members and chairperson

The Audit Committee of the Board as on 31st March 2025 comprised of Mr. Amar Nath Dhar, Mr. Indrajit Sengupta and Ms. Rupanjana De, Independent Directors and Mr. Aditya Khaitan, Executive Director as its member. Mr. Amar Nath Dhar having adequate financial and accounting qualification and expertise was the Chairperson of the Committee. All Members of the Committee are financially literate. The Company Secretary acted as the Secretary to the Committee.

(c) Meetings and attendance during the year

The particulars of meetings attended by the Members of the Audit Committee during the financial year ended 31st March 2025 are given below:

Name of Directors	Category	No. of Meetings	
		Held during the year	Attended
Mr. Suman Bhowmik[1]	Non-Executive & Independent	4	1
Mr. Raj Vardhan[2]	Non-Executive & Independent	4	1
Mr. Indrajit Sengupta[3]	Non-Executive & Independent	4	3
Mr. Amar Nath Dhar[4]	Non-Executive & Independent	4	3
Ms. Rupanjana De	Non-Executive & Independent	4	4
Mr. Aditya Khaitan	Chairman & Managing Director	4	4

[1] Mr. Suman Bhowmik ceased to be a member of Audit Committee w.e.f. 18th July 2024.
[2] Mr. Raj Vardhan ceased to be the Chairperson of Audit Committee w.e.f. 18th July 2024.
[3] Mr. Indrajit Sengupta was appointed as a Member of the Committee w.e.f. 24th July 2024.
[4] Mr. Amar Nath Dhar was appointed as a Member and Chairperson of the Committee w.e.f. 24th July 2024.

Four Meetings of the Audit Committee were held during the financial year ended 31st March 2025. The dates on which the Audit Committee Meetings were held are as follows:

29th May 2024, 14th August 2024, 13th November 2024 and 13th February 2025.

The requisite quorum was present for all the meetings. The minutes of the meetings of the Committee are placed before and noted by the Board. All the recommendations made by the Committee during the year under review were accepted by the Board.

(B) NOMINATION AND REMUNERATION COMMITTEE

(a) Brief description of terms of reference

The role and principal terms of reference of the Nomination and Remuneration Committee in terms of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations are as follows:

- to 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 for their appointment/removal;
- formulate criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other Employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
    a. use the services of an external agencies, if required;
    b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
    c. consider the time commitments of the candidates.
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- to carry out evaluation of every Director's performance;
- to devise a policy on Board diversity;
- whether to extend or continue the term of appointment of Independent Director on the basis of performance evaluation of Independent Directors;
- Recommend to the Board, all remuneration, in whatever form, payable to senior management;

(b) Composition, Name of Members and Chairman

The Nomination and Remuneration Committee of the Board as on 31st March 2025 comprised of Ms. Rupanjana De, Mr. Sanjay Ginodia, Non-Executive Independent Directors and Mr. Amritanshu Khaitan, Non-Executive Director as its Members. Ms. Rupanjana De was the Chairperson of the Nomination and Remuneration Committee.

(c) Meeting and attendance during the year

During the financial year ended 31st March 2025 two Meetings of the Nomination and Remuneration Committee were held on 13th July 2024 and 13th November 2024.

Name of Directors	Category	No. of Meetings	
		Held during the year	Attended
Ms. Rupanjana De[1]	Non-Executive & Independent	2	2
Mr. Sanjay Ginodia[2]	Non-Executive & Independent	2	2
Mr. Amritanshu Khaitan	Non-Executive	2	2
Mr. Suman Bhowmik[3]	Non-Executive & Independent	2	-
Mr. Raj Vardhan[4]	Non-Executive & Independent	2	-

[1]Ms. Rupanjana De inducted as Chairperson of Nomination and Remuneration Committee w.e.f. 10th July 2024.
[2]Mr. Sanjay Ginodia inducted as member of Nomination and Remuneration Committee w.e.f. 10th July 2024.
[3]Mr. Suman Bhowmik ceased to be the Chairperson of Nomination and Remuneration Committee w.e.f. 10th July 2024.
[4]Mr. Raj Vardhan ceased to be a member of Nomination and Remuneration Committee w.e.f. 10th July 2024.

The requisite quorum was present for all the meetings. The minutes of the meetings of the Committee are placed before and noted by the Board. All the recommendations made by the Committee during the year under review were accepted by the Board.

(d) Performance evaluation criteria for independent Directors

The Nomination and Remuneration Committee determine a process for effective evaluation of performance of the Board, its Committees, and individual Directors. For more details you may refer the Directors Report.

(C) Stakeholders' Relationship Committee

(a) The Role of the Committee shall inter-alia include the following:

(1) Resolving the grievances of the security holders of the listed entity 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.

(2) Review of measures taken for effective exercise of voting rights by shareholders.

(3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

(4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

(5) Resolving Grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.

(b) Name of Non-Executive Director heading the Committee/Composition of the Committee

Stakeholder Relationship Committee of the Board as at 31st March 2025 comprised of Mr. Indrajit Sengupta, Ms. Rupanjana De and Mr. Amar Nath Dhar, Non-Executive Independent Directors as Members of the Committee. Mr. Indrajit Sengupta was the Chairperson of the Committee.

(c) Name and designation of Compliance Officer

Mr. Alok Kumar Samant, Company Secretary is the Compliance Officer for redressal of Shareholder's/Investor's complaints.

(d), (e) & (f) Details of Shareholders'/Investors' Complaints

During the Financial Year ended 31st March 2025, two complaints were received from the Shareholders/Investors. The details are as under:

Opening as on 1st April 2024	0
Received during the year	2
Resolved during the year	2
Closing/Pending as on 31st March 2025	0

(g) Meetings and attendance during the year

During the financial year ended 31st March 2025, four Meetings of the Stakeholders' Relationship Committee were held on 29th May 2024, 14th August 2024 13th November 2024 and 13th February 2025 and the attendance of Members are as follows:

Name of Directors	Category	No. of Meetings	
		Held during the year	Attended
Mr. Raj Vardhan[1]	Non-Executive & Independent	4	1
Mr. Suman Bhowmik[2]	Non-Executive & Independent	4	1
Mrs. Rupanjana De	Non-Executive & Independent	4	4
Mr. Indrajit Sengupta[3]	Non-Executive & Independent	4	3
Mr. Amar Nath Dhar[4]	Non-Executive & Independent	4	3

[1] Mr. Raj Vardhan ceased to be the Chairperson of Stakeholder Relationship Committee w.e.f. 18th July 2024.
[2] Mr. Suman Bhowmik ceased to be a member of Stakeholder Relationship Committee w.e.f. 18th July 2024.
[3] Mr. Indrajit Sengupta inducted as Chairperson of the Stakeholder Relationship Committee w.e.f. 24th July 2024.
[4] Mr. Amar Nath Dhar inducted as member of Stakeholder Relationship Committee w.e.f. 24th July 2024.

The requisite quorum was present for all the meetings. The minutes of the meetings of the Committee are placed before and noted by the Board. All the recommendations made by the Committee during the year under review were accepted by the Board.

(D) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

(a) Objectives of the Committee

The Committee focuses on social and environmental responsibilities to fulfill the needs and expectations of the communities around company's business operations. The Corporate Social Responsibility ('CSR') activities are not limited to philanthropy, but encompasses holistic community development, institution-building and sustainability related initiatives.

(b) Composition

As on 31st March 2025, the Committee comprised of Mr. Aditya Khaitan, Executive Director as Chairman of the Committee and Mr. Sanjay Ginodia and Ms. Rupanjana De, Non -Executive Independent Directors as Members of the Committee. The Company Secretary acts as the Secretary to the Committee.

(c) Meetings

One meeting was held during the financial year under review on 29th May 2024. A report on CSR is attached as Annexure VIII, forming part of this annual report.

(d) Terms of Reference

The terms of reference of the Corporate Social Responsibility Committee are as follows:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the CSR activities to be undertaken by the Company;
2. To monitor the Corporate Social Responsibility Policy of the Company from time to time.
3. To discharge such other responsibilities as required under the Act and the Rules made thereunder.

During the year under review, the Company was not required to spend any amount on CSR activities as the average net profit of the Company for the preceding 3 years was negative and the Company did not meet the criteria laid down under Section 135 of the Act read with relevant rules thereunder.

(6) RISK MANAGEMENT COMMITTEE

Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is applicable to:

- top 1000 listed entities; and,
- a 'high value debt listed entity'

Since the Company does not fall under the aforesaid criteria, therefore, the same is not applicable.

(7) GOVERNANCE OF SUBSIDIARY COMPANIES

The minutes of the Board Meetings of the subsidiary companies along with the details of significant transactions and arrangements entered into by the subsidiary companies, if any are shared with the Board of Directors. The Financial Statements of the subsidiary companies are presented to the Audit Committee. The Company does not have a material subsidiary as on the date of this Integrated Annual Report, having turnover or net worth exceeding 10% of the consolidated turnover or net worth respectively of the Company and of the subsidiary in the immediately preceding accounting year. The information with respect to the loans and advances in the nature of loans to subsidiaries pursuant to Regulation 34 of the Listing Regulations is provided in Notes to the Standalone Financial Statements.

(8) SENIOR MANAGEMENT

Particulars of senior management including the changes therein since the close of the previous financial year are as below:

Name	Designation
Mr. Pradip Bhar	Chief Financial Officer
Mr. Vijay Simha Jagannath*	Head of Marketing
Ms. Subhra Giri Patnaik	Vice President (Legal and Secretarial Head)
Ms. Kavita Khaitan	General Manager – Operation & Administration

*Subsequent to the closure of financial year, Mr. Vijay Simha Jagannath resigned as Head of Marketing w.e.f 15th June 2025 and Mr. Ritwik Palchoudhuri has been appointed as the Head of Marketing w.e.f 16th June 2025.

*Mr Udupi Ramprasad has joined as General Manager - Commercial, Logistics & IT w.e.f 1st July 2025.

For more details, please refer Annexure VII of the Directors Report.

(9) REMUNERATION OF DIRECTORS

(a)&(b) Pecuniary Relationship or transactions of the Non-Executive Directors/ criteria of making payments to Non-Executive Directors

The Company has no pecuniary relationship or transaction with its Non-Executive & Independent Directors other than payment of sitting fees to them for attending Board Meetings, Committee Meetings and separate Meeting of Independent Directors. They may get Commission if approved by the Board for their valuable services to the Company subject to the limit fixed by the Members.

Criteria of making payment to Non-Executive Directors are disclosed in the Nomination and Remuneration Policy and the same is attached to the Report of the Directors as Annexure IV.

The details of remuneration for the financial year ended 31st March 2025 to the Non-Executive Directors are as under:

Name of Directors	Sitting Fees (Rs.) for Board Meetings	Sitting Fees (Rs.) for Committee & Independent Directors' Meetings
Mr. Amritanshu Khaitan	3,20,000	80,000
Mr. Suman Bhowmik	80,000	80,000
Mr. Raj Vardhan	80,000	80,000
Mr. Sanjay Ginodia	3,20,000	2,00,000
Ms. Rupanjana De	3,20,000	4,80,000
Mr. Indrajit Sengupta	2,40,000	2,80,000
Mr. Amar Nath Dhar	2,40,000	2,80,000
Total	16,00,000	14,80,000

(c) Disclosures with respect to remuneration

(i), (ii) & (iii) Remuneration package/Remuneration paid to Directors

The Executive Director is paid Salary, contribution to Provident Fund & other Funds, Bonus and allowances and perquisites as per the terms of appointment approved by the Members of the Company and/or such other authorities, as may be necessary.

Non-Executive Directors and Independent Directors are paid sitting fees and commission as may be determined by the Board from time to time.

The details of the fixed components of the managerial remuneration paid to the Managing Director are given below. Allowances to the Executive Director may vary as approved by the Board based on their and Company's performance. During the Financial Year ended 31st March 2025, no Commission was paid to the Non-Executive Directors.

Particulars	Mr. Aditya Khaitan Rs.
Salary	18000000
Contribution to Provident Fund and other Funds	4860000
Bonus and Allowances	13000000
Monetary value of Perquisites	-
Period of appointment	3 years
Notice period	3 months
Severance fees	Not specified

(iv) Stock option

The Company does not have any Scheme for grant of stock options to its employees.

(10) GENERAL BODY MEETINGS

(a) Location and time of last three Annual General Meetings:

Financial Year ended	Date	Time	Venue
31.03.2022	30.09.2022	11.30 a.m.	The 24th Annual General Meeting (AGM) was held through Video Conferencing / Other Audio Visual Means ("VC"/"OAVM") in accordance with the guidelines stipulated by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).
31.03.2023	29.09.2023	11.30 a.m.	The 25th Annual General Meeting (AGM) was held through Video Conferencing / Other Audio Visual Means ("VC"/"OAVM") in accordance with the guidelines stipulated by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).
31.03.2024	30.09.2024	12.30 p.m.	The 26th Annual General Meeting (AGM) was held through Video Conferencing / Other Audio Visual Means ("VC"/"OAVM") in accordance with the guidelines stipulated by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

(b) Special Resolutions passed in the previous three AGMs.

AGM held on	Special Resolution passed:
30.09.2022	None
29.09.2023	None
30.09.2024	Two

(c) & (d) Resolution passed through Postal Ballot during the year ended 31st March 2025, the person who conducted the postal ballot exercises, details of voting pattern

No Special Resolution was passed during the financial year ended 31st March 2025 through Postal Ballot.

(e) Details of Special Resolution proposed to be conducted through Postal Ballot

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

(f) Procedure for Postal Ballot: N.A.

(11) MEANS OF COMMUNICATION

The Company regularly interacts with the Shareholders through multiple ways of communication such as Results announcement, Annual Report, Statutory Notices and through Company's website and specific communications.

Communication to the Shareholders

The Company publishes the Quarterly, half-yearly and annual results in the forms prescribed under Regulation 33 and Regulation 47 of the Listing Regulations along with the QR Code in prominent dailies which inter alia, include Business Standard (English)/The Financial Express (English) and Aajkal (Bengali) and all the disclosures as required under the Listing Regulations are displayed on the website of the respective Stock Exchanges where company shares are listed and on the Company's website at www.mcleodrussel.com

No presentation was made to Institutional Investors or to the analysts during the year under review.

(12) GENERAL SHAREHOLDER INFORMATION

(a) Annual General Meeting for FY 2025

Date: Friday, 26th September 2025

Time: 12:30 p.m.

Venue: Meeting is being conducted through VC/OAVM pursuant to the MCA General Circulars the latest being 19th September 2024. For details, please refer to the Notice of this AGM.

(b) Financial Calendar: 1st April to 31st March

Financial Calendar (tentative) for the year 2025-2026

Publication of Unaudited Results for the quarter ending June 2025	July / August 2025
Publication of Unaudited Results for the half year ending September 2025	October / November 2025
Publication of Unaudited Results for the quarter ending December 2025	January / February 2026
Publication of Audited Results for the year ending March 2026	April / May 2026
Annual General Meeting for the year ending 31st March 2026	September 2026

(c) Dividend Payment Date/Dates of Book Closure: No Dividend has been proposed to be paid for the year ended 31st March 2025.

(d) Name and address of Stock Exchanges/Payment of annual Listing Fee

Name and address of Stock Exchanges		
1	BSE Limited [BSE]	P.J. Towers, 25th Floor, Dalal Street, Mumbai – 400 001
2	National Stock Exchange of India Limited [NSE]	Exchange Plaza, 5th Floor, Plot No.C/1, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051
3	The Calcutta Stock Exchange Limited [CSE]	7 Lyons Range, Kolkata – 700001

All listing and custodial fees to the stock exchanges and depositories have been duly paid for financial year 2025-2026.

(e) In case the Securities suspended from trading – Refer Directors Report.

(f) Registrar and Share Transfer Agents

In accordance with the SEBI directive vide Circular Nos. D&CC/FITTC/CIR-15/2002 dated 27 December 2002 the Company appointed the following SEBI registered Agency as the Common Registrar and Share Transfer Agents of the Company for both the Physical and Dematerialized segments with effect from 14 March 2005:-

Maheshwari Datamatics Pvt. Ltd.
23 R. N. Mukherjee Road, 5th Floor
Kolkata – 700001.
TEL: (033) 2248-2248; 2243-5029; 2231-6839
FAX: (033) 2248-4787
E-MAIL: info@mdpl.in; mdpldc@yahoo.com

(g) Investor Grievance and Share Transfer System

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated Listed Companies to issue securities in demat form only while processing service requests viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at https://www.mcleodrussel.com/investors/kyc-updation.aspx and on the website of the Company's RTA at https://www.mdpl.in/ .It may be noted that any service request can be processed only after the folio is KYC compliant. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documents.

The Directors and certain Company officials (including Chief Financial Officer and Company Secretary) are authorized by the Board severally to approve transfers, which are noted at subsequent Board/Committee Meetings.

Dispute Resolution Mechanism (SMART ODR)

In order to strengthen the dispute resolution mechanism for all disputes between a listed company and/or registrars & share transfer agents and its shareholder(s)/investor(s), SEBI had issued a Standard Operating Procedure (**'SOP'**) vide Circular dated May 30, 2022. As per this Circular, shareholder(s)/investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated July 31, 2023 (updated as on December 20, 2023), introduced the Online Dispute Resolution (**'ODR'**) Portal. Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (**'SCORES'**) platform. The Company has complied with the above circulars and the same are available at the website of the Company: www.mcleodrussel.com

Transfer of Unclaimed Shares to Unclaimed Suspense Account

In terms of a Scheme of Arrangement with a Company and Scheme of Amalgamation of two Companies with the Company, the Company had allotted and dispatched share certificates to the eligible Shareholders of the said Companies. Some of the said share certificates were returned undelivered to the Company and were lying with Maheshwari Datamatics Private Limited, the Registrar and Share Transfer Agents of the Company as unclaimed. In terms of Regulation 39(4) and Schedule VI of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 three reminders were sent by the Company to the Shareholders whose shares were returned undelivered. In terms of the aforesaid Regulation, 3,94,893 shares which remained unclaimed till 31st March 2017, had been transferred and credited in the demat account of McLeod Russel India Limited – Unclaimed Suspense Account opened with a depository participant namely, Integrated Enterprise (India) Limited on 1st June 2017. The details of such shares had been uploaded on the website of the Company at https://www.mcleodrussel.com/investors/iepf-suspense-account.aspx

The Summary of shares which remained unclaimed lying in the demat account of McLeod Russel India Limited – Unclaimed Suspense Account as on 31st March 2025 is given below:

Particulars	Number of Shareholders	No. of Equity Shares
Aggregate number of Shareholders and the outstanding Shares in Unclaimed Suspense Account lying as on 01.04.2024	119	29379
No. of Shareholders who approached the Company for transfer of Shares from Unclaimed Suspense Account during the year	-	-
No. of Shareholders to whom Shares were transferred from the Unclaimed Suspense Account during the year	-	-
No. of Shareholders and number of Shares held by them which were transferred to IEPF Authority during the year as per Section 124 of the Companies Act, 2013	119	29379
Aggregate number of Shareholders and the outstanding Shares in Unclaimed Suspense Account lying as on 31.03.2025	Nil	Nil

Transfer of unpaid and unclaimed dividend to Investor Education and Protection Fund

The Company has transferred the unpaid and unclaimed dividends declared up to financial year 2016-17, from time to time, to the Investor Education and Protection Fund ('IEPF") established by the Central Government. Pursuant to the provisions of IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 30th September 2024 (date of last Annual General Meeting) on the website of the Company at the web link at http://www.mcleodrussel.com/investors/unclaimed-dividend-transferred-iepf.aspx

Unclaimed shares transferred to IEPF Authority

In line with the IEPF Rules, the Company sends reminder letter to all such shareholders, whose dividend has remained unpaid / unclaimed for a consecutive period of 7 years with a request to claim the dividends, failing which the shares would be transferred to the IEPF Authority on the due date, details of which is available at the Company's website at http://www.mcleodrussel.com/pdf/investor/eq-iepf.pdf

Accordingly, all such shares in respect of which dividend had remained unclaimed, if any for a consecutive period of 7 years from the financial years 2016-17 to 2023-24 were transferred to the demat account of the IEPF authority. The details of such shares are uploaded on the website of the Company at www.mcleodrussel.com

The summary of shares transferred to IEPF Authority is given below:

Financial Year	No. of Shares transferred to IEPF authority
2011-12	95,577
2012-13	46,000
2013-14	89,654
2014-15	80,623
2015-16	1,13,277
2016-17	1,58,566
Total	5,83,697

The procedure for claiming the unpaid dividend amount and shares transferred to the IEPF Authority is provided on the link: http://www.iepf.gov.in/IEPF/refund.html

(h) (i) Shareholding Pattern as on 31st March 2025

Sr. No.	Category	Number of Shareholders	No. of Shares held	% of holding
1	Promoters	24	6523410	6.25
2	Mutual Funds/UTI	2	811	0.00
3	Foreign Portfolio Investors	4	1546641	1.48
4	Financial Institutions/Banks	37	27792	0.03
5	Insurance Companies	2	1310566	1.25
6	Central Government/State Government(s)	1	112	0.00
7	Resident Individuals	60340	70073232	67.08
8	NBFCs Registered with RBI	0	0	0.00
9	Investor Education and Protection Fund Authority	1	1296712	1.24
10	Bodies Corporate	503	16472341	15.77
11	Clearing Member	40	301475	0.29
12	Non Resident Individuals	898	1402139	1.34
13	Domestic Corporate Unclaimed Shares Account	1	1408	0.00
14	Trusts	5	5927	0.01
15	Foreign Company	2	136350	0.13
16	Foreign National	27	89472	0.09
17	HUF	1675	4835544	4.63
18	LLP	27	431803	0.41
19	Directors and their relatives	0	0	0
	Total:	**63589**	**104455735**	**100.00**

(ii) Distribution of shareholding as on 31st March 2025

Share Holding	No of Holders	% age	No of Shares	% age
Upto 500	49532	77.9050	6333059	6.0629
501 to 1000	5940	9.3426	4882766	4.6745
1001 to 2000	3351	5.2705	5238023	5.0146
2001 to 3000	1383	2.1752	3578587	3.4259
3001 to 4000	631	0.9925	2278124	2.1809
4001 to 5000	697	1.0963	3346823	3.2041
5001 to 10000	1006	1.5823	7799944	7.4672
Above 10000	1040	1.6357	70998409	67.9699
Grand Total	**63580**	**100.0000**	**104455735**	**100.0000**

(i) Dematerialization of shares and liquidity

The Company's Shares form part of the SEBI's Compulsory Demat segment for all Shareholders/investors. The Company has established connectivity with both the Depositories viz. National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] through the Registrar, Maheshwari Datamatics Private Limited, 23 R. N. Mukherjee Road, 5th Floor, Kolkata 700001. Requests for dematerialization of shares are processed and confirmations are given to the respective Depositories within the prescribed time. 99.31% Shares of the Company are in dematerialized form.

(j) Outstanding Global Depository Receipts (GDR) or American Depository Receipts (ADR) or Warrants or any Convertible Instruments, conversion date and likely impact on equity:

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

(k) Commodity price risk or foreign exchange risk and hedging activities

The Company being a major exporter of Tea, is involved in forward sale of a part of the foreign exchange earned by it based on past performance following the Risk Management Policy on Foreign Exchange and Derivative Transactions framed by it. Information in this respect has been provided in the Management Discussion and Analysis Report.

(l) Plant Locations:

Tea manufacturing plants are located at the following Tea Estates –

LOCATIONS	TEA ESTATES
ASSAM:-	
BISHNAUTH	DEKORAI, MIJICAJAN, MONABARIE, PERTABGHUR, NILPUR
DHUNSERI	BEHORA, BUKHIAL
EAST BOROI	BEHALI, BOROI, DUFFLAGHUR, HALEM, NYA GOGRA
JORHAT	HUNWAL
MANGALDAI	ATTAREEKHAT, BHOOTEACHANG, BORENGAJULI, CORRAMORE, DIMAKUSI, PANEERY
MARGHERITA	BOGAPANI, DEHING, DIROK, MARGHERITA, NAMDANG
MORAN	RAJMAI
THAKURBARI	PHULBARI, RUPAJULI, TARAJULIE, TEZPORE & GOGRA
TINGRI	DIRIAL, ITAKHOOLI, KEYHUNG
WEST BENGAL:-	
DOOARS	CENTRAL DOOARS, MATHURA
	BLENDING UNIT
GUWAHATI, ASSAM	BLENDING UNIT - EPIP, AMINGAON, GUWAHATI, ASSAM

(m) Address for correspondence

Any assistance regarding Share transfers and transmission, change of address, non-receipt of share certificate/duplicate share certificate, demat and other matters for redressal of all share related complaints and grievances, the Members are requested to write to or contact the Registrar & Share Transfer Agents or the Company for all their queries or any other matter relating to their shareholding in the Company at the addresses given below:

i) The Company's Registered Office at :

McLeod Russel India Limited

Corporate Identity Number (CIN):L51109WB1998PLC087076

Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata – 700001.

TEL: 033-2210-1221, 033-2248-9434, 033-2248-9435

FAX: 033-2248-8114, 033-2248-6265

E-Mail: administrator@mcleodrussel.com

ii) Registrar and Share Transfer Agents' Offices at:

Registered Office:	Corporate Office:
Maheshwari Datamatics Pvt Ltd. 6 Mangoe Lane, Surendra Mohan Ghosh Sarani, 2nd Floor, Kolkata – 700001 Tel. : (033) 2248-5809 E-mail: info@mdpl.in; mdpldc@yahoo.com	**Maheshwari Datamatics Pvt Ltd.** 23 R. N. Mukherjee Road, 5th Floor Kolkata – 700001. Tel. : (033) 2248-2248; 2243-5029; 2231-6839, Fax : (033) 2248-4787 E-mail: info@mdpl.in; mdpldc@yahoo.com

In case of any difficulty, the Compliance Officer at the Registered Office of the Company may be contacted.

Special E-mail Id.: investors@mcleodrussel.com.

(n) The list of credit ratings obtained by the Company along with revisions thereto during the financial year 2024-2025 are as follows:-

No Credit rating was done during the Financial Year 2024-25.

(13) OTHER DISCLOSURES

(a) Disclosures on materially significant related party transactions having potential conflict: The Company did not have any materially significant related party transactions, which may have potential conflict with the interest of the Company. The Board has approved a policy on dealing with related party transactions and the same has been uploaded and is available on the Company's website (www.mcleodrussel.com). Related party transactions have been disclosed under Note 42 to the Accounts for the year under review. A Statement in summary form of transactions with related parties are placed periodically before the Audit Committee. The pricing of all the transactions with the related parties were on an arm's length basis.

(b) Compliance of Laws & Regulations relating to Capital Markets

The Company has complied with all the mandatory requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets during the financial year. No penalties or strictures were imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority, on any matter relating to the capital markets during the financial years ended 31st March 2023, 31st March 2024 and 31st March 2025.

(c) Whistle Blower Policy/Vigil Mechanism

A Vigil Mechanism/Whistle Blower Policy has been established for Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguard against victimization of director(s)/employee(s) who avail of the mechanism and provides for direct access to the Chairman of the Audit Committee in exceptional cases.

(d) Compliance with Mandatory requirements and adoption of Non-mandatory requirements

All the mandatory requirements of Listing Regulations have been appropriately complied with and the compliances of the non-mandatory are given below. The Company has executed the Agreements with BSE, NSE and CSE as required under the newly enacted Listing Regulations.

Compliance of Non-Mandatory Requirements

The Board

As per Para A of Part E of Schedule II of the Listing Regulations, a Non-Executive Chairman of the Board may be entitled to maintain a Chairman's Office at the company's expense and allowed reimbursement of expenses incurred in performance of his duties. The Chairman of the Company is an Executive Director and hence this provision is not applicable to us.

Shareholder Rights

Quarterly/Half-yearly Results are published in prominent dailies which inter alia, include Business Standard (English)/ Financial Express(English) and Aajkal (Bengali) in the form prescribed by the Stock Exchanges from time to time and the same are not sent to the Shareholders of the Company but hosted on the Company's website at the web link at http://www.mcleodrussel.com/investors/financial-results.aspx

Modified Opinion in Audit Report

The Auditors of the Company have furnished their Audit Report in respect of the Financial Results for the Financial Year ended 31st March 2025 with modified opinion.

Reporting of Internal Auditors

The Internal Auditors of the Company are Independent and their Reports are placed before the Audit Committee.

Separate posts of Chairperson and the Managing Director or the Chief Executive Officer

Mr. Aditya Khaitan is the Chairman and Managing Director of the Company.

(e) & (f) Web Links for Policies

Policy on Material Subsidiaries

The Company has formulated a Policy for determining Material Subsidiaries to ensure governance of material subsidiary companies, which is available on Company's website at the web link at https://www.mcleodrussel.com/investors/policies.aspx

Related Party Transaction Policy

In terms of the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is available on Company's website at the web link at https://www.mcleodrussel.com/investors/policies.aspx

Preservation of Documents and Archival Policy

In terms of the requirement of Listing Regulations, your company has formulated a Policy on Preservation of documents which is available on Company's website at the web link at https://www.mcleodrussel.com/investors/policies.aspx

Whistle Blower Policy

The Policy is available at the Company's website at the web link at https://www.mcleodrussel.com/investors/policies.aspx and no personnel has been denied access to the Audit Committee.

Corporate Social Responsibility Policy

In terms of the requirement of Listing Regulations, your company has formulated a Corporate Social Responsibility Policy which is available on Company's website at the web link at https://www.mcleodrussel.com/investors/policies.aspx

Remuneration Policy

In terms of the requirement of Listing Regulations, your company has formulated a Remuneration Policy which is available on Company's website at the web link at https://www.mcleodrussel.com/investors/policies.aspx

Policy for Disclosure of Event Information and Determination of Materiality

In terms of the requirement of Listing Regulations, your company has formulated a Policy for Determination of Materiality which is available on Company's website at the web link at https://www.mcleodrussel.com/investors/policies.aspx

(g) Commodity price risk and commodity hedging activities

The Company is engaged in growing, manufacturing and selling of Tea. Green leaf is the principal raw material of the Company, a major part of which is grown in the Tea Estates owned by the Company. The Company also procures green leaves from the out growers at the prevailing market price. The management monitors the price and supply of green leaf and takes necessary steps to minimize the price risk. The Company sells the tea produced by it through Auction, by way of export and private sale.

(h) The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under regulation 32(7A) during the year under review.

(i) The Company has received a Certificate from Mr. A. K. Labh of M/s. A. K. Labh & Co., a Company Secretary in practice confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI/ Ministry of Corporate affairs or any such statutory authority is enclosed as a part of Annual Report.

(j) All the recommendations/ suggestions made by the Committees of Board of Directors which is mandatorily required during the financial year 2024-25 were accepted by the Board of Directors.

(k) The total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, for all the services to the statutory auditor for the financial year 2024-25 has been disclosed in note no. 38.2 of the Standalone Financial Statements. No fees has been paid by the Company and its subsidiaries for the financial year 2024-2025 to the network firm / network entity of which the statutory auditor was a part.

(l) Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013: Refer Directors Report

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

(n) Details of material subsidiaries of the Company, including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries: The Company does not have any material subsidiary and therefore, not applicable.

(14) NON - COMPLIANCE OF CORPORATE GOVERNANCE REQUIREMENTS

The Company has duly complied with the Corporate Governance requirements and there is no Non-Compliance of any requirement of Corporate Governance Report covered under sub-paras (2) to (10) of the Part C of Schedule V of the Listing Regulations.

(15) DISCRETIONARY REQUIREMENTS: DETAILS GIVEN IN CLAUSE 13(D) ABOVE.

(16) DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

The Company has duly complied with the Corporate Governance requirements as specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

(17) Declaration from Chief Executive Officer/Managing Director stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management: Forms part of Corporate Governance Report.

(18) Compliance Certificate from either the auditors or practicing company secretary regarding compliance of conditions of corporate governance: Annexed to Directors Report.

(19) Disclosure of certain types of agreements as disclosed in Clause 5A of Paragraph A of Part A of Schedule III of the SEBI (LODR) Regulations 2015: Not Applicable as no such agreement has been entered into by the Company.

For and on behalf of the Board of Directors

Aditya Khaitan
Chairman and Managing Director
DIN: 00023788

Place: Kolkata
Date: 14th August 2025

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

This is to confirm that the Company has adopted two separate Codes of Conduct to be followed by the Members of the Board and Senior Management Personnel of the Company respectively. Both these Codes are available on the Company's website.

I confirm that the Company has in respect of the financial year ended 31st March 2025 received from the Members of the Board and Senior Management Personnel, a Declaration of Compliance with the Code of Conduct as applicable to them.

For and on behalf of the Board of Directors

Aditya Khaitan
Chairman and Managing Director
DIN: 00023788

Place: Kolkata
Date: 14th August 2025

Chief Executive Officer (CEO)/ Chief Financial Officer (CFO) Certification

The following certificate was placed at the Board Meeting held on 29th May 2025.

We, Aditya Khaitan, Chairman and Managing Director and Pradip Bhar, Chief Financial Officer certify that:

a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

   i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   ii. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal controls systems of the listed entity pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d) We have indicated to the Auditors and the Audit Committee

   i. Significant changes in internal control over financial reporting during the year;

   ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   iii. Instances of significant fraud, if any, of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For and on behalf of the Board of Directors

Date: 29th May 2025
Place: Kolkata

Aditya Khaitan
Chairman & Managing Director

Pradip Bhar
Chief Financial Officer

Annexure III

Independent Auditor's Certificate 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
McLeod Russel India Limited

Introduction

1. The Corporate Governance Report prepared by McLeod Russel India Limited (hereinafter the "Company") having its Registered Office at Four Mangoe Lane, Surendra Mohan Ghosh Sarani Kolkata 700 001, contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub – regulation (2) of regulation 46 and paras 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 and the said Report will be submitted by the Company to the Stock Exchanges as part of the Annual Report.

2. We, Lodha & Co LLP, Chartered Accountants, the Statutory Auditors of McLeod Russel India Limited have examined the compliance of Applicable Criteria of Corporate Governance by the Company for the year ended on March 31, 2025, as stipulated in the Listing Regulations.

Managements' Responsibility

3. 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.

4. 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.

Auditors' Responsibility

5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance in the form of an opinion whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31, 2025.

6. Our examination was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance.

7. 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 the ICAI.

8. 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.

9. The procedures selected depend on the auditors' judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:

   a) Read and understood the information prepared by the Company and included in its Corporate Governance Report;

   b) 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;

c) Obtained and read the Register of Directors as on March 31, 2025 and verified that at least one independent woman director was on the Board of Directors throughout the year;

d) Obtained and read the minutes of the following meetings held from April 01, 2024 to March 31, 2025:

   i. Board of Directors;

   ii. Audit Committee;

   iii. Annual General Meeting (AGM);

   iv. Nomination and Remuneration Committee;

   v. Stakeholders Relationship Committee;

e) Obtained necessary declarations from the directors of the Company;

f) Obtained and read the policy adopted by the company for related party transactions;

g) Obtained the schedule of related party transactions during the year and balances at the year-end;

h) Obtained and read the minutes of the audit committee meeting wherein such related party transactions have been pre-approved by the audit committee; and

i) Performed necessary inquiries with the management and also obtained necessary specific representations from management.

10. 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.

Opinion

11. Based on the procedures performed by us, as referred to in paragraph 9 above, and according to the information and explanations given to us and the representations provided by the Management, we are aware of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27, clauses (b) to (i) and (t) of Regulation 46(2) and para C and D of Schedule V of the Listing Regulations as applicable for the year ended March 31, 2025, referred to in paragraph 5 above.

Other Matters and Restriction on use

12. This certificate 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.

13. This certificate 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 certificate.

For Lodha & Co LLP,
Chartered Accountants
Firm ICAI Registration No.:301051E/ E300284

Vikram Matta
Partner
Membership No: 054087
UDIN: 25054087BMNWGG8071

Place: Kolkata
Date: August 14, 2025

REMUNERATION POLICY of McLEOD RUSSEL INDIA LIMITED

Annexure IV

1. PREAMBLE

Section 178 of the Companies Act, 2013 requires every Listed Company and certain other class of Companies to adopt a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Nomination and Remuneration Committee set up, pursuant to above Section is to formulate the criteria for determining qualifications and positive attributes and independence of a Director and recommend to the Board the above Policy for adoption. SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulation') also contains a similar provision. Additionally it requires, a Policy on Board diversity. The Company is also required to disclose the Remuneration Policy in its Annual Report.

2. POLICY

In compliance of the above requirements the Board of Directors of McLeod Russel India Limited ('MRIL'), being a Listed Company, has adopted this Remuneration Policy which would be reviewed at regular intervals by the Nomination and Remuneration Committee of the Board.

3. POLICY OBJECTIVES

The aims and objectives of the Policy may be summarised as under-:

3.1 The Remuneration Policy aims to enable the company to attract, retain and motivate appropriately qualified Persons/Members for the Board and Executive level.

3.2 The Remuneration Policy seeks to enable the Company to provide a well-balanced and performance related compensation package, taking into account Shareholder interests, industry standards and relevant Indian corporate regulations.

3.3 The Remuneration Policy seeks to ensure that the interests of the Board Members and Executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the Company and will be consistent with the "pay-for-performance" principle.

3.4 The Remuneration Policy will ensure that the remuneration to Directors and Executives involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

4. PRINCIPLES OF REMUNERATION

I. **TRANSPARENCY:** The process of remuneration management shall be transparent, unbiased and impartial and conducted in good faith and in accordance with appropriate levels of confidentiality.

II. **PERFORMANCE DRIVEN REMUNERATION:** The Company should follow the culture of performance driven remuneration by way of implementation of performance incentive system and annual assessment.

III. **AFFORDABILITY AND SUSTAINABILITY:** The Company shall ensure that the remuneration at various levels is affordable and is capable of being sustained.

IV. **FLEXIBILITY:** While the remuneration packages at various levels should be standardized, there should be enough scope to make it flexible with a view to reward candidates with exceptional qualities and competence.

V. **INTERNAL EQUITY:** The Company shall strive to remunerate the Board Members and other Executives in terms of their roles and responsibilities undertaken within the Organisation. Their contribution and value addition for the growth of the Company shall be counted while fixing their remuneration and subsequent promotion. The same principle shall also be observed for other Executives.

VI. **EXTERNAL EQUITY:** With a view to retain the best talents, the Company shall on a continuous basis procure information relating to market trend of remuneration packages being offered by various Companies in the same sector and try to match the remuneration accordingly.

VII. NON-MONETORY BENEFITS: The Company may consider extending certain Non-monetary Benefits with a view to offer social security to the families of the present and the past employees of the Company.

5. REMUNERATION FOR DIRECTORS IN WHOLETIME EMPLOYMENT

The Board of Directors subject to the approval of the Shareholders at a General Meeting approved the remuneration payable to the Wholetime Directors and Managing Director ('Executive Directors') based on the recommendation of the Nomination and Remuneration Committee. Executive Directors' remuneration is reviewed annually against performance, keeping in view the size and complexity of business and challenges encountered during the period under review. In determining packages of remuneration, the Committee may consult the Chairman and/or external agencies. The remuneration package of the Executive Directors shall comprise of the following components.

a) Basic Salary: The basic salary shall be fixed within a salary grade which allows the Board to grant increments within a time frame of three years.

b) Bonus: The Executive Directors may be granted bonus not exceeding 6 months' salary in a year, as may be approved by the Board.

c) Allowance: In addition to basic salary, the Board may subject to/pursuant to the approval of the shareholders at a general meeting, grant fixed and/or variable Allowance/Allowances to the Executive Directors as the Board may deem fit.

d) Perquisites: The perquisites to be offered to the Executive Directors shall include housing, car, medical, leave travel concession, leave encashment, club fees and other perquisites in terms of the Rules framed by the Nomination and Remuneration Committee for the Directors and/or the Rules applicable to the Senior Executives of the Company.

e) Retiral benefits: The Executive Directors will be entitled to retiral benefits in terms of the Company's Policy for the Senior Management which will be in accordance with the applicable laws.

f) Sitting Fees: The Executive Directors will not be entitled to any fee for attending the Meetings of the Board of Directors and Committees thereof.

6. REMUNERATION OF NON- EXECUTIVE DIRECTORS

I. Sitting Fees: The Non-Executive Directors shall be paid Sitting Fees for attending the Board and Committee Meetings as may be approved by the Board based on the recommendation of the Nomination and Remuneration Committee subject to the ceiling fixed in the Articles of Association of the Company and the Companies Act, 2013. They will also be reimbursed travelling and out of pocket expenses on actual basis for attending the meetings.

II. Commission: Subject to the approval of the Members at a General Meeting, the Board may decide to pay commission on net profits to the Non- Executive Directors subject to the ceiling stipulated in the Companies Act, 2013.

7. REMUNERATION OF KEY MANAGERIAL PERSONNEL AND OTHER EXECUTIVES

The Human Resource Department of the Company shall follow the principles of remuneration stated hereinabove while deciding on the remuneration structure of the Key Managerial Personnel who are not Directors and for other Executives of the Company.

8. ROLE OF NOMINATION AND REMUNERATION COMMITTEE

The role and responsibilities of the Nomination and Remuneration Committee shall be as prescribed in Section 178 of the Companies Act, 2013 and the Listing Regulation.

9. SELECTION OF BOARD MEMBERS

9.1 Nomination of a suitable person for appointment as a Director is a major responsibility of the Nomination and Remuneration Committee. The objective is to ensure that the Company's Board is competent at all points of time to be able to take decisions commensurate with the size and scale of operations and complexities of business. The Committee is to promptly identify candidates in the event of a vacancy being created on the Board on account of retirement, resignation or demise of an existing Board member. Based on the recommendations of the Committee, the Board, after due consideration decides on the selection of the right candidate for appointment.

9.2 While considering nomination of candidates for appointment on the Board, the Nomination and Remuneration Committee will consider candidates not only from the field in which the Company operates but also from other professional areas like management, finance, accountancy, law, banking, merchant banking, etc., with the objective of maintenance of Board diversity. The Committee shall also consider the following qualifications like possessing basic academic qualification, requisite knowledge, experience and business skills that will benefit the Company and its business operations.

9.3 At the time of considering the candidates for appointment as Director the criteria for determining positive attributes shall inter alia include the following :-

Achiever, constructive, creative, decisive, deliberative, devoted, diligent, disciplined, dynamic, enterprising, focused, result oriented, self-confident, sees the whole picture.

9.4 While considering candidates for appointment as an Independent Director, the Nomination and Remuneration Committee shall consider the criteria for determining independence of a candidate as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder as also in the Listing Regulation.

10 APPROVAL AND PUBLICATION

This Remuneration Policy has been adopted by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee. The particulars of the Policy shall be published in the Report of the Board of Directors in terms of the Companies Act, 2013.

11 OTHER PROVISIONS

Any matter not provided for in this Policy shall be dealt with in accordance with the provisions in the Articles of Association of the Company, relevant state laws and other applicable laws and regulations. The right to interpret this Policy shall vest in the Board of Directors of the Company.

Annexure V

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2025

[Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members,
McLeod Russel India Limited
Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata – 700 001
West Bengal

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ***McLeod Russel India Limited*** having its Registered Office at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata – 700 001, West Bengal (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31.03.2025 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.

Auditors' Responsibility

Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on existence of adequate Board process and compliance management system, commensurate to the size of the Company, based on these secretarial records as shown to us during the said audit and also based on the information furnished to us by the officers' and the agents of the Company during the said audit.

We have followed the audit practices and processes as were appropriate to the best of our understanding to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.

We have not verified the correctness, appropriateness and bases of financial records, books of accounts and decisions taken by the Board and by various committees of the Company during the period under scrutiny. We have checked the Board process and compliance management system to understand and to form an opinion as to whether there is an adequate system of seeking approval of respective committees of the Board, of the Board, of the members of the Company and of other authorities as per the provisions of various statutes as mentioned hereinafter.

Wherever required we have obtained the management representation about the compliance of the laws, rules and regulations and happening of events, etc.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of compliance procedures on test basis.

Our report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.

We report that, we have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31.03.2025 according to the provisions of (*as amended*) :

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) Secretarial Standards as issued by The Institute of Company Secretaries of India;

(iii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;

(iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(v) Foreign Exchange Management Act, 1999 and the rules and regulation made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 :

(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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");

We further 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 specifically complied with the provisions of the following Acts:

1. Food Safety and Standards Act, 2006
2. Tea Act, 1953
3. Tea Waste Control Order, 1959
4. Tea (Marketing) Control Order, 2003
5. Tea (Distribution & Export) Control Order, 2005
6. Plant Protection Code (Formulated by Tea Board of India)
7. Plantations Labour Act, 1951

to the extent of its applicability to the Company during the financial year ended 31.03.2025 and our examination and reporting is based on the documents, records and files as produced and shown to and the information and explanations as provided to us by the Company and its management and to the best of our judgment and understanding of the applicability of the different enactments upon the Company. Further, to the best of our knowledge and understanding there are adequate systems and processes in the Company commensurate with its size and operation to monitor and ensure compliances with applicable laws.

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

During the period under review, provisions of the following regulations / guidelines / standards were not applicable to the Company:

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(ii) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(iii) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(iv) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018; and

(v) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

We further report that :

(a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place, if any, during the period under review were carried out in compliance with the provisions of the Act.

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

(c) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

(d) 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.

We further report that :

(a) The Company had appointed Mr. Aditya Khaitan as Managing Director with effect from 17.05.2023 for 3 (three) years and the remuneration paid/payable to him during the said tenure was approved vide the Special Resolution passed by the shareholders on 14.08.2023. Further, the Company prior to the said resolution as required in terms of Schedule V to the Act had made application to the banks and financial institution for their approval and the same is awaited as on date and hence such payment is in variance to the provisions of Section 197 of the Act to that extent. However, we have been informed and explained by the management that the said amount being paid and held in trust have been recognised as advances, pending the aforesaid approval.

(b) The Company has initiated the process for delisting of its equity shares from the Calcutta Stock Exchange.

(c) Certain transactions involving amounts given to group companies during the financial year ended 31st March, 2019 for which applicability of Section 185 could not be ascertained still stands outstanding as on 31st March, 2025. As reported by the management, the matter is under examination and pending before regulatory authorities.

(d) During the year under review, the Consortium of Lenders of the Company (comprising of ICICI Bank Limited, State Bank of India, HDFC Bank Limited, Axis Bank Limited, Punjab National Bank, UCO Bank, Indian Bank and RBL Bank Limited) have assigned the Loan Accounts/Financial Assets together with all underlying securities, guarantees, rights, title and interest in respect thereof for all exposures in favour of National Asset Reconstruction Company Limited (NARCL) jointly through the Assignment Agreement dated 12.03.2025, under Section 5 of the provisions of Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act of 2002 (SARFAESI Act). On assignment of the financial assets, NARCL has become the lender / secured creditor and all rights, title and interest stand vested with NARCL in respect of the financial assistance extended by the consortium of lenders of the Company as mentioned above.

(e) Mr. Amar Nath Dhar (DIN: 10711585), Independent Director of the Company is yet to qualify the online proficiency self-assessment test as per Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

(f) As informed, the Company Secretary/Compliance Officer of the Company is more than one level below the Board of Directors of the Company and the Company need to ensure proper compliance of Regulation 6(1) of the Listing Regulations in this regard.

(g) The Company is in process of getting registered under TReDS (Trade Receivables Discounting System) platform set up as per the notification of the Reserve Bank of India.

(h) The Company has defaulted in payment of statutory dues during the financial year under report.

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

For **A. K. LABH & Co.**
Company Secretaries

(CS A. K. LABH)
Proprietor
FCS – 4848 / CP No.- 3238
UIN : S1999WB026800
PRCN : 1038/2020
UDIN : F004848G000983991

Place : Kolkata
Dated : 14.08.2025

Annexure-A

To,
The Members,
McLeod Russel India Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we have followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **A. K. LABH & Co.**
Company Secretaries

(CS A. K. LABH)
Proprietor
FCS – 4848 / CP No.- 3238
UIN : S1999WB026800
PRCN : 1038/2020
UDIN : F004848G000983991

Place : Kolkata
Dated : 14.08.2025

Annexure VI

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

(Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014.)

(A) Conservation of energy

During the year, the Company has taken various initiatives towards upgradation and modernisation of equipments and machineries at different tea estates of the Company which have directly or indirectly resulted in conservation of energy. The Company has installed Colour sorters at different estates of the Company to encourage efficiency and conservation of energy.

During the year under review the Company has incurred capital expenditure of Rs. 13.61 Lakhs on various plant and machinery in its tea estates inter alia for conservation of energy. The Company makes persistent effort to explore ways to conserve energy and use alternative sources of energy. The Company is making steady development in this direction and the Company expects that further improvement towards conservation of energy could be seen in the future.

(B) Technology absorption

(i) the efforts made towards technology absorption

Modernisation and upgradation of equipments and machines is a continuous process for the Company to enhance efficiency of operations, productivity and conservation of energy. Advanced technologies and improved machineries and equipments are installed at various tea estates for improving efficiency and productivity. The Company is also investing in plucking machines and plucking sheers to mitigate the problem of shortage of pruning and pluckers at various tea estates. During the year, advanced machines such as Colour Sorters had been installed at various tea estates as a part of the continuous endeavour of the Company to upgrade technology. Face recognition system for recording attendance was undertaken on thirteen estates to improve attendance at work.

The Company conducts various workshops and interactive group discussions regularly duly complimented by efficient training of staff with specific approach towards improvement of efficiency. The Company in its own interest encourages and values innovative achievements of the operating people in the agriculture and manufacture of tea. The Company also uses Vermi-wash, Vermicompost, Bio Humic Spray (BHS) and Indigenous Technical Knowledge (ITK) for improving the organic status of the soil and plant nutrition.

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

The adoption of improved technology, regular upgradation, modernisation of equipments, conducting various workshops and implementation of organic technologies help in improving the yield and quality of tea. The Company is a major exporter of tea from India.

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

The Company did not import any technology during the last three financial years.

(iv) the expenditure incurred on Research and Development. (₹ lakhs)

Expenditure on Research & Development	2024-25	2023-24
Capital Expenditure	Nil	Nil
Revenue Expenditure*	158.10	158.07
Total	**158.10**	**158.07**

* Revenue expenditure on Research & Development represents subscription to Tea Research Association.

(C) Foreign exchange earnings and Outgo

The total foreign exchange earnings during the year in terms of actual inflows was about Rs. 27283.10 Lakhs and the foreign exchange outgo during the year in terms of imports was Rs. Nil.

For and on behalf of the Board of Directors

Aditya Khaitan
Chairman and Managing Director
DIN: 00023788

Place: Kolkata
Date: 14th August 2025

ANNEXURE VII

Remuneration and other specified Particulars of Employees

Part A: Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

<table>
<tr><td rowspan="13">(i)</td><td rowspan="13">The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year;</td><td>Name</td><td colspan="2">Ratio of Remuneration of each Director to Median Remuneration of the following categories for the financial year 2024-25</td></tr>
<tr><td></td><td>All Employees</td><td>Executive Grade Employees</td></tr>
<tr><td>Non-Executive Directors</td><td></td><td></td></tr>
<tr><td>Mr. Amritanshu Khaitan</td><td>4.17</td><td>0.38</td></tr>
<tr><td>Mr. Raj Vardhan*</td><td>1.67</td><td>0.15</td></tr>
<tr><td>Mr. Suman Bhowmik*</td><td>1.67</td><td>0.15</td></tr>
<tr><td>Mr. Sanjay Ginodia</td><td>5.43</td><td>0.50</td></tr>
<tr><td>Mrs. Rupanjana De</td><td>8.35</td><td>0.76</td></tr>
<tr><td>Mr. Indrajit Sengupta#</td><td>5.43</td><td>0.50</td></tr>
<tr><td>Mr. Amar Nath Dhar#</td><td>5.43</td><td>0.50</td></tr>
<tr><td>Executive Directors</td><td></td><td></td></tr>
<tr><td>Mr. Aditya Khaitan - Managing Director</td><td>323.51</td><td>29.54</td></tr>
<tr><td colspan="3">* Ceased to be Independent directors w.e.f. 18th July 2024;
#Appointed as Independent Directors w.e.f 18th July 2024.</td></tr>
<tr><td>ii)</td><td>The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year</td><td colspan="3">There has been no increase in the remuneration of Managing Director. However, during the financial year, the percentage increase in remuneration of Chief Financial Officer is 2.06% and Company Secretary is 4.89% which excludes some changes in reimbursable expenses.
The Non – Executive Directors have only received the sitting fee for attending meetings during the Financial Year 2024-25.</td></tr>
<tr><td>(iii)</td><td>The percentage increase/decrease in the median remuneration of the employees in the financial year</td><td colspan="3">During the said financial year, there was an increase of 4.54% in the median remuneration of employees on the rolls as at 31st March 2025.</td></tr>
<tr><td>(iv)</td><td>The number of permanent employees on the rolls of Company as on 31st March 2025</td><td colspan="3">46,977</td></tr>
<tr><td>(v)</td><td>Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration</td><td colspan="3">During the said financial year, there was an average percentage increase of 3.04% in the salaries of employees in comparison with the percentage increase in the managerial remuneration.</td></tr>
<tr><td>(vi)</td><td>Affirmation that the remuneration is as per the Remuneration Policy of the Company.</td><td colspan="3">It is hereby affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other employees is as per the Remuneration Policy of the Company.</td></tr>
</table>

Part B: Statement of Disclosure pursuant to Section 197 of the Companies Act, 2013 (Read with Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(I) Names of top ten employees in terms of remuneration drawn during the financial year 2024-25:-

Name	Designation	Remuneration received (in Rs. lakhs)#	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	Age (years)	The last employment held before joining the Company	The percentage of equity shares held	Whether any such employee is a relative of any Director or Manager of the Company and if so, name of such Director or Manager
Aditya Khaitan	Chairman & Managing Director	310.08	In Whole time employment as per contract	B.Com (Hons); 32 years	01.04.2005	57	N.A.	0.0165	Late Mr. B.M. Khaitan – Father
Pradip Bhar	Chief Financial Officer	92.77	Permanent Employment	B.Com (Hons), FCA, AICWA; 45 years	01.01.2012	68	D1 Williamson Magor Bio Fuel Limited, Managing Director	0.0000	No
Subhra Giri Patnaik	Vice President (Legal and Secretarial)	48.83	Permanent Employment	FCS, 27 years	01.11.2019	51	Electro steel Castings Ltd.	0.0000	No
Vijay Simha Jagannath*	Vice President (Marketing & IT)	36.07	Permanent Employment	B. Com (Hons), 31 years	17.01.2006	55	J.Thomas & Co Pvt. Ltd	0.0000	No
Kavita Khaitan	General Manager (Operation and Administration)	27.42	Permanent Employment	Graduate (Hons), 20 years	15.11.2021	57	Director of Prana Lifestyle Private Limited since 2005	3.83	Wife of Aditya Khaitan (Managing Director)
Kuljit Bora	Advisor-Pertabghur T.E.	27.01	Permanent Employment	MSc(Agri.); 30 years	01.05.2001	57	Suntok T.E. since 1995	0.0000	No
Raj Kamal Phukan	Deputy General Manager (Administration)	25.02	Permanent Employment	B.A. (Hons), PG in Business Economics, LLB; 31 Years	01.01.2012	54	Assam Branch of Indian Tea Association	0.0000	No
Ritwik Palchoudhuri*	General Manager (Marketing)	23.93	Permanent Employment	B.Com (Hons), PGDBM, 21 years	15.09.2009	44	Pantaloon Retail India Ltd since July 2007	0.0000	No
Alok Kumar Samant	Company Secretary	23.86	Permanent Employment	FCS and LLB, 21 years	16.03.2020	49	Duncan Tea Limited	0.0000	No
Vikram Singh	Senior Manager-Mathura T.E.	23.62	Permanent Employment	BA(Arts) ; 33 years	01.02.1992	55	NA	0.0000	No

Remuneration received includes salary, allowances and monetary value of other perquisites computed as per Income Tax Act, 1961 and Rules thereunder excluding Company's contribution to retirement funds, etc.

*Subsequent to the closure of financial year, Mr. Vijay Simha Jagannath resigned as Head of Marketing w.e.f 15th June 2025 and Mr. Ritwik Palchoudhuri has been appointed as the Head of Marketing w.e.f 16th June 2025.

(II) Names of other employees who are in receipt of aggregate remuneration of not less than rupees One crore two lakhs per annum or not less than rupees eight lakh and fifty thousand per month (if employed for part of the FY 2024-25):- Nil

(III) There was no employee in the Company, whether employed throughout or part of the financial year 2024-25, who has drawn remuneration in excess of that drawn by the Managing Director and holds along with spouse and dependent children not less than two per cent of the equity share capital of the Company.

For and on behalf of the Board of Directors

Aditya Khaitan
Chairman and Managing Director
DIN: 00023788

Place: Kolkata
Date: 14th August 2025

ANNUAL REPORT ON CSR ACTIVITIES

ANNEXURE VIII

[Pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended.]

1. Brief outline on CSR Policy of the Company

Your Company is conscious of its social responsibilities and the environment in which it operates. The Company continues its welfare activities in the field of education, health, creation of livelihood and other welfare activities to improve the general standard of living in and around the area where the Company operates with special emphasis on the environment which surround the units of the Company and thereby enriching the Society. The Policy was last amended by the Board on 12th November 2021 to be aligned with applicable regulatory changes.

2. Composition of Corporate Social Responsibility Committee:

Name of Directors	Category	No. of Meetings	
		Held during the year	Attended
Mr. Aditya Khaitan, Chairperson	Chairman & Managing Director	29th May 2024	Yes
Mr. Sanjay Ginodia	Non-Executive & Independent	29th May 2024	Yes
Ms. Rupanjana De	Non-Executive & Independent	29th May 2024	Yes

3. The web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company are provided below:

Composition of CSR Committee	https://www.mcleodrussel.com/investors/board-committees.aspx
CSR Policy	https://www.mcleodrussel.com/pdf/investor/policies/csr-policy.pdf
CSR Projects/Activities	Not Applicable

4. Details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: Not Applicable.

5. a) Average net profit of the company as per section 135(5) of the Companies Act, 2013: Rs. (19,970.95) lakhs

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

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

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

e) Total CSR obligation for the financial year (5a+5b- 5c). – NA

6. (a) **CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year (Rs. in Lakhs)	Amount Unspent (Rs. in Lakhs)				
	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 (Rs. in Lakhs)	Date of transfer	Name of the Fund	Amount (Rs. In Lakhs)	Date of transfer
Not Applicable					

(b) **Details of CSR amount spent against ongoing projects for the financial year:**

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration. (in years)	Amount allocated for the project (Rs. in Lakhs)	Amount spent in the current Financial year (Rs. in Lakhs)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (Rs. in Lakhs)	Mode of Implementation - Direct (Yes/ No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration Number
Not applicable												

(c) **Details of CSR amount spent against other than ongoing projects for the financial year:**

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)		Location of the project	Amount spent for the project (in Rs.)	Mode of Implementation - Direct (Yes/ No)	Mode of Implementation - Through Implementing Agency	
			State	District				Name	CSR Registration Number
Not applicable									

(d) Amount spent in Administrative Overheads- Not Applicable

(e) Amount spent on Impact Assessment, if applicable- Not Applicable

(f) Total amount spent for the Financial Year (6b+6c+6d+6e) - Not Applicable

(g) Excess amount for set off, if any- Not Applicable

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

Sl. No.	Preceding Financial Year	Amount transferred to unspent CSR account under Section 135 (6)	Amount spent in the reporting financial year	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding financial years
				Name of the Fund	Amount	Date of transfer	
Not Applicable							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sl. No.	Project Id.	Name of the Project	Financial Year in which the project was commenced	Project Duration	Total Amount allocated for the Project (In Rs.)	Amount spent on the Project in the reporting Financial Year (In Rs.)	Cumulative amount spent at the end of reporting financial year (in Rs.)	Status of the project – Completed / Ongoing
Not Applicable								

8. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).

(a) Date of creation or acquisition of the capital asset(s)- NA

(b) Amount of CSR spent for creation or acquisition of capital asset. - NA

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.- NA

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). – NA

9. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per Section 135(5): In terms of the requirements of Section 135 of the Companies Act, 2013 and Rules made thereunder, the Company was not required to spend on CSR activities during the financial year ended 31st March, 2025 since the Company had no average net profits during the three immediately preceding financial years.

For and on behalf of the Board of Directors

Aditya Khaitan
Managing Director and
Chairman of CSR Committee
DIN: 00023788

Place: Kolkata
Date: 14th August 2025

ANNEXURE IX

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 of
McLeod Russel India Limited
Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata – 700 001
West Bengal

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of McLeod Russel India Limited having CIN : L51109WB1998PLC087076 and having registered office at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata – 700 001, West Bengal (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of the Company 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.	Aditya Khaitan	00023788	16.02.2005
2.	Amritanshu Khaitan	00213413	31.03.2015
3.	Rupanjana De	01560140	30.12.2022
4.	Sanjay Ginodia	07781746	14.11.2022
5.	Indrajit Sengupta	00167910	18.07.2024
6.	Amar Nath Dhar	10711585	18.07.2024

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate has been issued relying on the documents and information as mentioned herein above and as were made available to us or as came to our knowledge for verification without taking any cognizance of any legal dispute(s) or sub-judice matters which may have effect otherwise, if ordered so, by any concerned authority(ies). This certificate is also 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.

Note :

Mr. Amar Nath Dhar (DIN: 10711585), Independent Director of the Company is yet to qualify the online proficiency self-assessment test as per Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Signature :

Name : **CS Atul Kumar Labh**
Membership No. : 3238
CP No. : FCS 4848
PRCN : 1038/2020
UIN : S1999WB026800
UDIN : F004848G000983947

Place : Kolkata
Date : 14.08.2025

INDEPENDENT AUDITORS' REPORT

To the Members of McLeod Russel India Limited
Report on the Audit of the Standalone Financial Statements

Adverse Opinion

We have audited the accompanying Standalone financial statements of McLeod Russel India Limited (hereinafter referred to as the "Company"), which comprise the balance sheet as at March 31, 2025, the statement of profit and Loss, statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, due to the significance of the matters described in the Basis for Adverse Opinion section below, the aforesaid financial statements do not give the information required by the Companies Act, 2013 ("the Act") in the manner so required and also does not give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act ('Ind AS') and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and it's loss, other comprehensive Income, cash flow and the changes in equity for the year ended on that date.

Basis for Adverse Opinion

Attention is invited to the following notes of the financial statements:

a) Note no. 56(a) dealing with Inter Corporate Deposits (ICDs) aggregating Rs. 2,86,050.45 lakhs (including Interest of Rs. 9,941.50 lakhs accrued till March 31, 2019) as on March 31, 2025 given to promoter group and certain other entities which are doubtful of recovery and considering recoverability etc. are prejudicial to the interest of the company. Provision of Rs. 1,01,039.50 lakhs had been made there against in the earlier year. In absence of ascertainment of the shortfall against the remaining amount and the resultant provision thereagainst, the loss for the year is understated to that extent. Impacts in this respect have not been ascertained by the management and recognised in these financial statements;

b) Note No. 36.2 regarding non-recognition of Interest of Rs. 12,453.63 lakhs (Including Rs. 222.37 lakhs for the year) on loans, Inter Corporate Deposits and other amounts accepted by the company and thereby the loss for the year is understated to that extent and non-determination of interest and other consequential adjustments/disclosures in absence of relevant terms and conditions in respect of certain advances being so claimed by customers as stated therein. Further, as stated in Note no. 60(a) and 60(b), penal/compound interest and other adjustments in respect of borrowings from Asset Reconstruction Companies ('ARCs'), a Bank and loans, ICDs etc.. have not been recognised and amount payable to lenders and other parties as recognised in this respect are subject to confirmation from respective parties and consequential reconciliation. Pending final determination of amounts with respect to these, adjustments and impacts arising therefrom have not been ascertained and as such cannot be commented upon by us;

c) Note no. 59 regarding non-determination of fair value of the Property, Plant and Equipment, Capital Work in Progress and Investment in subsidiary and impairment if any to be recognized thereagainst for the reasons stated in the said note. Adjustments/ Impacts with respect to these are currently not ascertainable and as such cannot be commented upon by us;

d) Note no. 61 regarding non reconciliation/ disclosure of certain debit and credit balances with individual details and confirmations etc. including borrowings and interest thereupon as dealt with in Note no. 60. Adjustments/ Impacts with respect to these are currently not ascertainable and as such cannot be commented upon by us;

e) Note no. 60(c) regarding non-determination and recognition of amount payable in respect of lease rent for office premises. Pending final determination of amount payable, adjustments and impacts arising therefrom as stated in the said note have not been ascertained and as such cannot be commented upon by us;

f) Note no. 60(d) dealing with statutory liabilities outstanding as at the end of the period and non-determination of adjustments including interest as stated in the said note to be given effect to in this respect. Pending final determination of amount, adjustments and impacts arising therefrom as stated in the said note have not been ascertained and as such cannot be commented upon by us;

g) As stated in Note no. 56(b) of the financial statements, the predecessor auditor pertaining to financial year ended March 31, 2019 in respect of loans included under Para (a) above have reported that it includes amount given to group companies whereby applicability of Section 185 could not be ascertained and commented upon by them. They were not able to ascertain if the aforesaid promoter companies could, in substance, be deemed to be related parties to the Company in accordance with paragraph 10 of Ind AS-24 "Related Party Disclosures". Further certain ICDs as reported were in the nature of book entries and/or are prejudicial to the interest of the company. Moreover, in case of advance of Rs. 1,400 lakhs to a body corporate which had subsequently been fully provided for, appropriate audit evidences as stated were not made available. These amounts are outstanding as on this date and status thereof have remained unchanged and uncertainty and related concerns including utilization thereof and being prejudicial to the interest of the company are valid for periods subsequent to March 31, 2019 including current year also. The promoter companies have not been considered as related parties and therefore transactions and outstanding from them have not been disclosed separately in the financial statements. As represented by the management, the parties involved are not related parties requiring disclosure in terms of said Indian Accounting Standard and provisions of Companies act 2013 and concerns expressed as above are not relevant and as such inconsequential to the company. The matter as reported is under examination and pending before regulatory authorities. Pending final outcome of the matter under examination we are unable to ascertain the non-compliances in this respect and comment on the same.

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

Material Uncertainty Related to Going Concern

Attention is drawn to Note no. 58 of the financial statements dealing with going concern assumption for preparation of financial statement of the Company. The Company's current liabilities have exceeded its current assets and operational losses incurred have affected significantly the net worth of the company. The current affairs of the company including the matters forming part of and dealt with under Para (a) of Basis for Adverse Opinion Para above have further impact to a significant extent on the net worth of the company. Loans given to the promoter group and certain other entities in earlier years have mostly been utilized for providing financial support to a promoter group company in respect of which resolution plan approved by Hon'ble National Company Law Tribunal (NCLT'), Kolkata pursuant to CIRP proceedings is under implementation and the amounts outstanding and lying unpaid are doubtful of recovery. Non-payment of these and operational losses incurred by the company have resulted in insufficiency of the company's resources for meeting its obligations. Amounts borrowed and interest thereupon could not be repaid as stipulated and other obligations including statutory and employees' related dues including arrears of the provident fund dues demanded by the authorities could not be met as well.

The lender banks (excepting one) as stated in Note no. 57 of the financial statements have assigned their debt owed by the company to them to National Asset Reconstruction Company Limited ('NARCL'), an Asset Reconstruction Company (ARC') (over and above the amount already assigned earlier to an another ARC). Resolution Plan for restructuring the company's debt as stated in Note no. 58 have been submitted to the NARCL and for the remaining amount will be submitted as dealt in the said note in due course of time and resolution required is dependent upon company's proposal being accepted by the lenders. The circumstances, prevailing situation and conditions indicate the existence of a material uncertainty about the Company's ability to continue as a going concern. However, the financial results of the Company due to the reasons stated in Note no. 58 have been prepared by the management on a going concern basis, based on the management's assessment of the expected successful outcome of the resolution proposal under consideration as stated above and those to be submitted to in respect of the remaining amount of the debt and consequential restructuring/ settlement of the amount payable against the entire amount of the borrowings and costs related thereto as per Note no. 58 to a sustainable level and tenure, so that to ensure liquidity in the system over a period of time including as stated by the management by way of asset monetization, promoters' contribution etc. for carrying out the operations including repayment of the debt, and meeting liabilities and other statutory obligations of the company. The ability to continue as a going concern is dependent upon arriving at a suitable resolution duly accepted by the lenders with respect to the company's borrowing as expected as on this date and/or timely implementation thereof. Further, employees', statutory and other liabilities including for which demands have been raised by the authorities are required to be settled and/or agreed upon for payment over a period of time. In the event of the management's expectation and estimation in this respect, not turning out to be feasible in future, validity of assumption for going concern and possible impact thereof including on carrying value of tangible and intangible assets even though expected to be material, as such presently cannot be commented upon by us.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Adverse Opinion section of our report, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	Addressing the key audit matters
Valuation of Biological Assets, Agricultural produce and Finished goods	
Biological assets of the Company comprising of unharvested green tea leaves on tea bushes and the agricultural produce comprising of harvested green leaves are valued at fair value less cost to sell at the point of harvest. Unharvested tea leaves on tea bushes at the year end are determined on the basis of normal cycle for plucking. In respect of harvested or unharvested green leaves, since there is no active market for own leaves, estimates are used by management in determining the valuation. Finished goods produced from agricultural produce i.e. Black Tea are valued at lower of cost arrived at by adding the cost of conversion to the fair value of agricultural produce and the net realisable value.	Our Audit procedures based on which we arrived at the conclusion regarding reasonableness of valuation includes the following: ● Obtaining an understanding of the production cycle, fair value measurement methodologies used and assessing the reasonableness and consistency of the significant assumptions used for determination and valuation thereof; ● Evaluating the design and implementation of Company's controls concerning the valuation of biological assets and agricultural produce; ● Assessing the basis, reasonableness and accuracy of adjustments made to prices of green leaves purchased from outside suppliers considering the quality differential of the Company's production.

<table>
<tr><th>Key Audit Matters</th><th>Addressing the key audit matters</th></tr>
<tr><td>The principal assumptions and estimates in the determination of the fair value include assumptions with respect to production cycle, yields, prices of green leaf purchased from third parties and the stage of transformation. These assumptions and estimates require careful evaluation by management.

Given the nature of Industry these assets and valuation thereof are significant to the operation of the company.</td><td>● Assessing the yields and cycle of production to analyse the stage of transformation considered for the determination and fair valuation of biological assets;
● Due to multiple location of estates, it was not possible to participate in the physical verification of inventory of finished goods i.e. Black Tea and therefore, the following alternate procedures confirming the year end determination of Inventory were applied:
– In respect of verifications being carried out by the management and/or by the Independent firm of Chartered Accountants, we reviewed the reports submitted for the verification along with workings and supporting details and obtained reasons/explanation for variations observed with respect to book stock; and
– Reliance has been placed on management's representation and evidences provided for subsequent production, dispatches and collections thereagainst.
● We examined the valuation process/methodology and checks being performed at multiple levels with due recognition of principle of materiality to ensure that the valuation is consistent with and as per the policy followed in this respect.</td></tr>
<tr><td colspan="2">Recognition of Deferred Tax Assets <u>(Note no. 11.1 of the Standalone financial statements)</u></td></tr>
<tr><td>Deferred tax Asset include MAT Credit Entitlement of Rs. 1,398.70 lakhs being carried forward in the financial statements as at March 31, 2025.

Further, Deferred Tax Assets in respect of MAT Credit Entitlement, Provision against inter corporate deposits and other receivable and carried forward losses aggregating to Rs. 19,287.25 lakhs for reasons stated in Note no. 11.1 pending determination of the amount thereof considering the principle of prudence has not been recognized in the financial statements. Deferred Tax estimated to be reversed during the tax holiday period has been ignored for the purpose of computation.

The analysis of deferred tax has been identified as a key audit matter because this involves judgement regarding future profitability, allowability of tax deductions which are based on assumptions and projections for future period which is inherently uncertain.</td><td>Our Audit procedures based on which we arrived at the conclusion regarding reasonableness of the accounting effect and disclosures of the Deferred Tax Assets include the following:
● Utilisation of Deferred tax assets have been tested on the basis of internal forecasts prepared by the Company and probability of future taxable income;
● Critical review of the underlying assumptions for consistency for arriving at reasonable degree of probability on the matters;
● Due consideration of principle of prudence especially amidst the Debt restructuring process and other group level restructuring and related uncertainties;
● Requirement of Ind AS 12 “Income Taxes” and application thereof and disclosures made in the financial statements for ensuring the compliances on the matter; and
● Reliance has been placed on management's assumptions for possible outcome vis-à-vis resolution plan under consideration of lenders.</td></tr>
<tr><td colspan="2">Going Concern Assumption <u>(Note no. 58 of the Standalone financial statements)</u></td></tr>
<tr><td>The Company's current liabilities have exceeded current assets by Rs. 3,03,098.72 lakhs as on March 31, 2025. Funds obtained by borrowings in the past and utilized for providing funds to other companies became unserviceable primarily due to non-repayment of outstanding amounts by those companies. Further, adjustments arising in respect of the matters dealt with under Basis for Adverse Opinion Section may have significant impact on the net worth of the company. The Company was unable to discharge its obligations for repayment of loans, statutory, employee related and other liabilities.</td><td>Our audit procedures included testing management's assumptions on the appropriateness of the going concern assumptions and reasonableness of the assumptions used, focusing in particular the operational prospects, costs and other efficiencies, possibilities of resolution with respect to borrowings and other sources of funding and among others, following procedures were applied in this respect:
● Review of the Resolution proposals lying for decision with the lender and reports on the Company's valuation carried out by the Independent Valuer appointed by the lenders. This includes review of:
– Core operations of the company and management expectation of sustainability thereof;</td></tr>
</table>

Key Audit Matters	Addressing the key audit matters
The availability of sufficient fund and the company's ability to continue meeting it's financial, statutory and other obligations as and when falling due for payment are important for the going concern assumption and, as such, are significant aspects of our audit.	– Minutes of the meetings of the Company with the consortium of lenders; – Deal documents detailing expression of interest for acquisition of the company's debt by an ARC; – Broad consistency with respect to assumptions etc. for possible valuation of the business and tea estates, system and operating results and operational efficiencies and management's forecast and outlook; and – Management's actions, information system and controls with respect to operational costs and realisations thereagainst supporting the cash flow projections of the company and sustainability thereof vis-à-vis company's obligations and plans of action towards statutory, employee related and other dues of the company. ● Placing reliance on management's assumptions and expectation of possible outcome of the resolution proposals under consideration of lenders; and ● Review of disclosures made by the management in the financial statement to ensure compliances in this respect.

Information Other than the Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Report of the Directors and the annexures thereto (including Management Discussion and Analysis, Report on performance and financial position of the subsidiaries and joint ventures, Report on Corporate Governance, Annual Report on CSR Activities, Conservation of energy, technology absorption, foreign exchange earnings and outgo and remuneration and other specified particulars of employees) but does not include the Standalone financial statements and our auditors' report thereon. The other information as stated above is expected to be made available to us after the date of this Auditors' Report.

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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation and presentation of these financial statements that give a true and fair view of the state of affairs (financial position), Total Comprehensive Income (financial performance comprising of Profit/Loss and other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act.

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system 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 auditors' report to the related disclosures in the standalone 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditors' 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

- We did not audit the financial statement/ information of one overseas office included in the standalone financial statement of the Company whose financial statement/financial information comprising of expenses to the extent of Rs. 0.80 lakhs has been incorporated therein based on Statement of Accounts audited by an Independent firm of Chartered Accountants. The impact in this respect is not material since this reflects total assets of Rs. 4.55 lakhs as at March 31, 2025 and the total revenue of Nil for the year ended on that date. Our opinion in so far as it relates to the amounts and disclosures included in respect of said office is based solely on the report of Chartered Accountant.
- Attention is invited to Note no. 9.1 of the financial statement dealing with payment of managerial remuneration held in trust for which approval of lenders as per the provisions of Companies Act' 2013 have not yet been obtained and resultant amount lying overdue, pending recovery thereagainst as on this date.
- Our opinion is not modified in respect of above matters.

Report on Other Legal and Regulatory Requirements

1. As regards to the matters to be inquired by the auditors in terms of Section 143(1) of the Act, we report that Inter corporate Deposits as stated in Para (a) of Basis for Our Adverse Opinion Section of this report due to reasons stated therein are prejudicial to the interest of the company. This includes ICDs aggregating to Rs. 77,575.00 Lakhs (included under Para (g) of Basis for Adverse Opinion) as reported by predecessor auditor which were initially given as capital advances in the earlier year and were subsequently converted to ICDs and had been considered by them to be in the nature of book entries and prejudicial to the interest of the company. These amounts are outstanding as on March 31, 2025. The matter as stated in Para (g) of Basis for Adverse Opinion Section of this report is under examination by relevant authorities and final outcome thereof is awaited as on this date.
2. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable that:
    a) We have sought and except for the effects/ possible effects of the matters described in the Basis for Adverse Opinion section above 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 financial statements;

b) Except for the effects/ possible effects of the matters described in the Basis for Adverse Opinion section above and matters stated in para 4(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), 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, returns and the reports of the other auditors;

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the financial statements;

d) Due to the significance of the matters described in the Basis for Adverse Opinion section above, in our opinion, the aforesaid financial statements do not comply with the requirement and provisions of Ind AS specified under Section 133 of the Act;

e) The matters described in the Basis for Adverse Opinion section above especially those relating to non-determination of shortfall in recovery against loans, intercorporate deposits etc. and resultant non-provision thereagainst as stated in Para (a) and (g) of that section, provision/non-determination for interest and other terms and conditions in respect of the borrowings etc. as stated in Para (b) pending confirmation from lenders, impairment in the value of Property, Plant and Equipment, Capital Work in Progress, Other Intangible Assets and Investment in subsidiary as stated in Para (c), non-determination of adjustments including interest against statutory liabilities as stated in Para (f) and Material Uncertainty Related to Going Concern assumption pending resolution of the company's borrowings, in our opinion, may have an adverse effect on the functioning of the Company;

f) On the basis of the written representations received from the directors as on March 31, 2025 and taken on record by the Board of Directors of the Company, none of the directors of the Company are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;

g) The adverse remarks relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Adverse Opinion section above and in Para 4(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended); and

h) With respect to the adequacy of the internal financial controls with reference to financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses qualified opinion on the adequacy and operating effectiveness of internal financial controls with reference to financial statements of the Company's internal financial controls with reference to financial statements.

3. As required by the Companies (Auditors' Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable which is subject to the possible effect of the matters described in the Basis for Adverse Opinion paragraph of our Audit Report and the material weakness described in Basis for Qualified Opinion in our separate Report on the Internal Financial Controls with reference to financial statements.

4. With respect to the other matters to be included in the Auditors' 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 financial statements has disclosed the impact of pending litigations on its financial position of the Company – Refer Note no. 41 to the financial statements;

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts;

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

iv. (a) The Management has represented that, to the best of its knowledge and belief no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

(c) Based on the audit procedures and generally accepted auditing practices followed in terms of SAs that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement. However, in respect of the earlier years transactions dealing with loans and advances, securities, guarantees, etc. as given in those years which are forming part of the Basis for Adverse Opinion as given above, we are unable to ascertain and/or comment as required under this para;

v. The company has not declared any dividend during the year thereby reporting under Section 143(11)(f) is not applicable for the company; and

vi. (a) Based on the verification carried out by us which included test checks and samples, the Company has used two accounting softwares, viz Oracle Financials (Oracle) and Navision, for maintaining its books of account for the year ended March 31, 2025 which have the feature of recording audit trail (edit log) facility. The Edit Log feature in case of Oracale as stated in Note no. 62 was enabled and operated throughout the year for all relevant transactions at application level except for certain specified applications as stated in the said note. However, the Edit log feature was not enabled in case of Navision. Further, edit log facility at database level was not enabled to log any direct data changes throughout the financial year.

(b) In respect of the above software's, where the edit log facility was enabled to the extent accessible, we however, have not come across any instance of the same being tampered with.

(c) Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the said audit trail has been preserved by the Company as per the statutory requirements for record retention.

5. With respect to the reporting under section 197(16) of the Act to be included in the Auditors' Report, in our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its Managing Director during the current year is not in accordance with provisions of Section 197 of the Act and accordingly such remuneration paid pending necessary approval etc. as given in Note no. 9.1 has been held by them under Trust and disclosed under Loans and Advances in the financial statement.

For **Lodha & Co LLP,**
Chartered Accountants
Firm's ICAI Registration No.:301051E/E300284

Vikram Matta
Partner
Membership No: 054087
UDIN: 25054087BMNWES4046

Place: Kolkata
Date: May 29, 2025

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MCLEOD RUSSEL INDIA LIMITED

(Referred to in paragraph 2(h) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls with reference to Standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the Standalone financial statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to financial statements of McLeod Russel India Limited (hereinafter referred to as "the Company"), as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to 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 system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to 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 control with reference to 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 financial statements

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

Basis for Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified in the Company's internal financial controls over financial reporting with reference to financial statements as at March 31, 2025:

- The Company did not have an appropriate internal control system in relation to the granting of loans and advances/ other advances to promoter group companies and/or other entities, including ascertaining economic substance and business rationale of the transactions, establishing segregation of duties and determining credentials of the counter parties;
- With respect to inter Corporate Deposits (ICDs), the Company did not have appropriate system to evaluate the credit worthiness of the parties and recoverability of monies given including interest thereon and ascertaining the shortfall with respect to amount recoverable thereagainst and also ensuring the compliances with respect to provisions of the Companies Act, 2013 so that these are not considered to be prejudicial to the interest of the Company;
- Non-recognition of Interest on loans and Inter-Corporate deposits taken as stated in Note no. 36.2. Further penal/ compound interest and other adjustments have not been ascertained in respect of borrowings from ARCs, banks, loans and ICDs as detailed in Note no. 60(a) and 60(b).
- Certain individual details of debit and credit balances and reconciliation including with respect to control balances of receivable/payable/stock and supporting evidences thereof as given in Note no. 60 of the financial statement were not available. IT Control systems and procedures needs strengthening in terms of framework for Internal Control over financial reporting with reference to financial statements. Controls and procedures as stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India are required to be strengthened so that to facilitate required reconciliations and provide details for documentation required for the purpose; and
- Supporting audit evidences/documentation and related terms and conditions including compliances/disclosures with respect to the relevant provisions etc. with respect to certain unsecured loans and advances included in Note no. 25, 28.2, in respect of premises taken on lease as stated in Note no. 60(c) and ascertainment of compliances in respect to statutory liabilities as stated in Note no. 60(d) are not available.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting with reference to financial statements, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified Opinion

In our opinion, to the best of our information and according to the explanations given to us, except for the effects/possible effects of the material weaknesses described in Basis for Qualified Opinion Section above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate and effective internal financial controls with reference to the financial statements as of 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India'.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company for the year ended March 31, 2025, and these material weaknesses have affected our opinion on the said financial statements of the Company and we have issued an adverse opinion on the financial statements of the Company.

For **Lodha & Co LLP,**
Chartered Accountants
Firm's ICAI Registration No.:301051E/E300284

Vikram Matta
Partner
Membership No: 054087
UDIN: 25054087BMNWES4046

Place: Kolkata
Date: May 29, 2025

ANNEXURE "B" TO THE AUDITORS' REPORT OF EVEN DATE TO MEMBERS OF MCLEOD RUSSEL INDIA LIMITED:

(Referred to in paragraph 3 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date and except for the effects / possible effects of the matters described in the Basis for Adverse Opinion Section of our Audit Report and the material weaknesses described in the Basis for Qualified Opinion in our separate Report on the Internal financial Controls with reference to financial statement)

i) a. The Company has maintained proper records showing full particulars, including quantitative details and situations in case of Property, Plant and Equipments and Intangible Assets.

b. The Company has a program of verification of property, plant and equipment (other than bearer plants existence of which are ascertained through required yield and output therefrom) to cover all the items in a phased manner 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 this program, a comprehensive and detailed verification of Property, plant and Equipment and Capital Work in Progress was carried out by engaging the services of an Independent firm of professional for the purpose. According to the information and explanations given to us, no material discrepancies to the extent verified during the years were noticed on such verification.

c. According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed / transfer deed / conveyance deed / court orders approving schemes of arrangements / amalgamations and other documents provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

In respect of immovable properties of land and buildings, bearer plant etc. attached thereto that have been taken on lease or on patta (other than the properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) including in respect of tea estates of the company, according to the information and explanations given to us and the records examined by us and based on the examination of the court orders approving schemes of arrangements/ amalgamations and other documents provided to us, having regard to the note 5.2 we report that, pending completion of the legal formalities pertaining to the Scheme of Arrangement, Bearer Plant and land appurtenant thereto as stated in Note no. 39 remain included in the books of the company under the name of the transferor companies (including other companies which were amalgamated with the transferor companies from time to time). Further, the agreements and/or other documents as provided confirming such arrangement were in the name of the respective tea estates of the company.

d. The company is not following revaluation model of accounting and has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) and Intangible Assets during the year. Accordingly, the reporting under Clause 3 (i)(d) of the Order is not applicable to the Company.

e. As per the information and explanation given to us and as represented by the management, no proceedings has been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder. Accordingly, further reporting under Clause 3 (i)(e) of the Order is not applicable to the Company.

ii) a. As informed, the physical verification of inventories were carried out at reasonable intervals during the year. The year-end verification of tea stock is carried out by the management in presence and supervision of Independent firms of chartered accountant, entrusted with such responsibility. The discrepancies noticed on physical verification between the physical stock and book stock of inventories to the extent verified during the year, were not 10% or more in aggregate for each class of inventory and the same have been properly dealt with in the books of account.

b. Due to the reasons stated in note no. 58 pending resolution with respect to company's borrowings as stated therein, no working capital limit in excess of Rs. 5 crores has been sanctioned or renewed at any point of time during the year. In respect of such limit sanctioned in earlier years, pending regularization thereof based on the resolution of company's borrowings under consideration of the lender as stated in the said note, statement of stocks and debtors have been submitted to the banks which are in agreement with the then unaudited books and records of the company.

iii) a. The company during the year has not made any investments in, provided any security or guarantee or granted any loan or advances in nature of loan (other than to employees in normal course of the business and payment of managerial remuneration pending necessary approval being considered recoverable and shown under advances (Note no. 9.1)) and as such reporting under clause 3(iii)(a) and (b) are not applicable to the company.

b. In respect of loans and advances in the nature of loan, Rs. 2,76,108.95 lakhs given in earlier year as stated in note no. 56(a) the same remained outstanding as on March 31, 2025. Certain amount as stated in note no. 56(b) which initially given as capital advances were converted to inter corporate deposits. The amount outstanding have either been given without specifying any terms and conditions or were stated to be repayable on demand and even in case of advances in the nature of loans given earlier no terms and conditions for repayment thereof have been specified. In respect of amounts repayable on demand even though approached as stated, the timeline and terms of settlement/ repayment etc., with the respective parties are yet to be approved and decided upon. The company has filed legal suit for recovery of the loan and as stated in Note no. 56(a) is in the process of initiating such proceedings against other entities as well for recovery of of the amount lying outstanding as on March 31, 2025. Accordingly, it is not possible on our part to comment on the regularity of payment in respect of such amounts and also whether these have become overdue for payment. These loan and advances have neither been renewed nor extended or no fresh loan has been granted to settle these amounts. However, considering the period for which these amounts are outstanding and considering the possibility of recoverability etc., these as stated in para (a) of the Basis of Adverse Opinion Section have been considered doubtful of recovery and considering the recoverability thereagainst the management had provided for Rs. 1,01,039.50 lakhs in the earlier year and the same has been carried forward in the current financial statements. In absence of required terms and conditions such outstanding amounts to the extent of Rs. 2,86,050.45 lakhs including interest thereof; period of default and determination of amount ultimately recoverable thereagainst it is not possible for us to comment further with respect to reporting required under clause 3(iii)(c), (d) and (e).

c. The loans or advances in the nature of loan granted in earlier year which were given without specifying any term or period of repayment or were repayable on demand and as stated above Rs. 2,76,108.95 lakhs are outstanding as on March 31, 2025. The details in respect of these loans are as follows:

Particulars	All Parties	Promoters Group Companies
Aggregate amount of loans/ advances in nature of loans	Rs, 2,76,108.95	Rs. 1,46,961.64
Total	**Rs, 2,76,108.95**	**Rs. 1,46,961.64**
Percentage of loans/ advances in nature of loans to the total loans		53.23%

The above amount has been disclosed as provided to us by the management. With respect to the promoter group and certain other entities as stated in Para (h) of the Basis of Adverse Opinion Section, the status of the parties whether related or otherwise as such are not ascertainable. Further, the above does not include advances of Rs. 1,400.00 lakhs given in earlier years in respect of which as stated in Note no. 19.2 necessary details are not available and these have been fully provided.

The comments as required to be reported under clause 3(iii)(f) with respect to above as such cannot be given.

iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Companies Act, 2013 in respect of loans, investments and guarantees and securities (as applicable) given/provided in earlier years. However, in view of the matter described in Para (g) of Basis for Adverse Opinion Section, it is not possible to ascertain and comment on the compliance of Section 185 of the Companies Act, 2013. The company has however not given any such loans, guarantees or provided securities during the year.

v) In the earlier year, as stated in Note No. 25.5 certain individuals had settled directly the loan of one of the financial creditors of the company and the amount in turn payable by the company including to the individuals had been recognized in the financial statement. In earlier years, on ratification and approval by the Board of Directors, the said amounts have been shown as borrowings. The amount of Rs. 3,500.00 lakhs being payable to the Individuals even though in the nature of deposit, as per the legal opinion received by the company since such deposits have not been directly taken by the company, the provisions of section 73 to 76 or any other provisions of Companies Act, 2013 or any other rules thereunder are not applicable. Further, the nature of the amount and repayment thereof being dependent upon resolution with respect to company's borrowings by the lenders, as stated by the management are currently not determinable. These amounts which are in our opinion even though in the nature of deposits on prima facie basis, relevant non-compliances due to the reasons stated above as such cannot be commented upon by us. Other than this, the Company has not accepted any deposits during the year and does not have any unclaimed deposits as at March 31, 2025 from public covered under Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder.

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 Act in respect of the Company's products to which the said rules are made applicable and are of the opinion that prima facie, the prescribed records have been maintained. We have however, not made a detailed examination of the said records with a view to determine whether they are accurate or complete.

vii) a. According to the information and explanations given to us, there were delays during the year in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Income Tax, Goods and Service Tax and other material statutory dues as applicable to it. There were no such delays in respect of amount payable towards Investor Education Protection fund, Employees' State Insurance, Sales Tax, Wealth Tax, Service tax, Custom Duty, Excise Duty, Value Added Tax, Cess as applicable to it.

There were no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection fund, Employees' State Insurance, Income Tax, Sales Tax, Goods and Service Tax, Wealth Tax, Service tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrear as at March 31, 2025 for a period of more than six months from the date they become payable read with Note no. 60(d) and 61 except as detailed below:

Name of the Statute	Nature of Dues	Amount (Rs. In Lakhs)	Period to which they relate
Income Tax Act' 1961	Corporate Dividend Tax	344.77	2005-2006 to 2007-2008 (Refer Note no. 29.1 of the financial Statements)
Income Tax Act' 1961	Tax Deducted at Source	3.42	2014-2015 to 2023-2024
Assam Tea Plantations Provident Fund and Pension Fund and Deposit Linked Insurance Fund Scheme (Amendment) Act, 2016	Provident Fund	1,30,71.68	2021-2022 to 2024-2025
Assam Tea Plantations Employees' Welfare Fund Act, 1959	Unclaimed Wages of labour	51.34	2010-2011 to 2019-2020
Assam Tea Employee Welfare Fund Act,1959	Labour Welfare Fund	2.67	2012-2013 to 2022-2023
The Assam Professions, Trades, Callings and Employment Taxation Act, 1947	Professional Tax	13.40	2016-2017 to 2024-2025
Assam Electricity Duty Act, 1964	Electricity Duty	62.34	2018-2019 to 2024-2025

b. According to the information and explanations given to us, the details of disputed statutory dues as given in sub-clause (a) above, as at March 31, 2025, are as follows:

Name of the Statute	Nature of Dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act' 1961	Income Tax	1,844.47	2017-2018	Income Tax Appellate Tribunal
Finance Act' 1944	Service Tax	75.48	2004-2005 to 2007-2008	Commissioner (Appeals)
Finance Act' 1944	Service Tax	373.72	2008-2009 to 2012-2013	Principal Commissioner of Service Tax
Central Excise Act' 1944	Excise Duty	42.30	1999 to 2003	Commissioner (Appeals)

viii) In our opinion and on the basis of information and explanations given to us and as represented by the management, we have neither come across nor have been informed of transactions which were previously not recorded in books of account and that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix) a. In our opinion and on the basis of information and explanations given to us by the management, the Company has defaulted in repayment of dues to the following bank and financial institutions:

Name of the Bank/ Financial Institution	Principal	Interest	Period of Default
Term Loans from Banks			
IndusInd Bank Limited	7,166.00	5,020.51	December 2019 to March 31, 2025
Term Loan from Others			
National Asset Reconstruction Company Limited	83,273.99	53,460.20	March 2019 to March 31, 2025
J. C. Flowers Asset Reconstruction Private Limited	35,181.00	20,832.11	March 2019 to March 31, 2025
Ragini Finance Limited	950.00	-	October 2019 to March 31, 2025
Digvijay Finlease Limited	1,950.00	-	October 2019 to March 31, 2025
P D K Impex Private Limited	425.00	-	March 31, 2020 to March 31, 2025
Cash Credit			
National Asset Reconstruction Company Limited	20,028.81	19,247.57	May 2019 to March 31, 2025
J. C. Flowers Asset Reconstruction Private Limited	457.00	-	May 2019 to March 31, 2025

Refer Note no. 57 and 22.2 in respect of assignment of loans by the original lenders

The above amounts have been disclosed on the basis as described in Note no. 60(a) and 60(b)of the financial statement. The above defaults and amount due are however subject to confirmation and reconciliation with respective parties and completion of the resolution with respect to company's borrowings by the lenders (Refer Note no. 58).

b. According to the information, explanations and representation given to us by the management, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

c. In our opinion and on the basis of information and explanations given to us by the management, the Company has not taken any term loan during the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable to the company.

d. According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that short term funds to the extent of Rs. 2,81,627.03 lakhs have been used by the company for long-term purposes.

e. According to the information and explanations given to us and as per the audit procedure performed by us, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates.

f. According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x) a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under Clause 3(x)(a) of the Order is not applicable to the Company.

b. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3 (x)(b) of the Order is not applicable to the Company.

xi) a. During the course of our examination of books of account carried out in accordance with generally accepted auditing practices in India, we have neither come across incidence of any material fraud by the company or on the company nor have we been informed of any such case by the management.

In respect of matters involving fraud suspected by predecessor auditor in the earlier years and reported upon by them, final outcome of inspection or other course of action by regulatory authorities as stated in Para (g) of Basis for Adverse Opinion Section is awaited and as such cannot be commented upon by us.

b. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us and representation received from the management, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 (as amended) has not been filed with the Central Government. Such report was however filed in the earlier years by the predecessor auditor for which as stated in Para (g) of the Basis for Adverse Opinion section above final outcome is awaited.

c. As represented to us by the management, there were no whistle blower complaints received by the company during the year.

xii) The Company is not a Nidhi company and hence reporting under paragraph 3(xii) of the Order is not applicable to the Company.

xiii) Due to the effects/ possible effects of the matters and reasons thereon as described in Para (g) of the Basis for Adverse Opinion Section of our report whereby transactions and outstanding from certain promoter companies have not been considered as related party transaction, we are unable to state whether the Company is in compliance with respect to Sections 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the completeness / correctness of the disclosures / details of related party transactions in the standalone financial statements as required by the applicable Indian Accounting Standards, as such cannot be ascertained and commented upon by us.

xiv) a. The Internal audit of the Company has been carried out by firms of Chartered Accountants. The system followed, in our opinion, is generally commensurate with the size and nature of its business.

b. We have considered, during the course of our audit, the reports of the internal auditor for the period under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures in accordance with the guidance provided in SA 610 "Using the work of Internal Auditors".

xv) According to the information and explanations given to us and as represented to us by the management and based on our examination of the records, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.

xvi) a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable to the company.

b. The Company has not conducted any Non-Banking Financial or Housing Finance Activities as required under Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(b) of the Order is not applicable to the company.

c. The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence, reporting under clause 3(xvi)(c) of the Order is not applicable to the company.

d. In our opinion and based on the representation received by us from the management, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable to the company.

xvii) On the basis of overall examination of the financial statement and after taking the impact of Basis for Adverse Opinion to the extent quantified in Para (b), the Company has incurred cash losses to the extent of Rs. 26,797.85 lakhs (including Rs. 12,231.26 lakhs on account of non-provision of interest relating to earlier years) during the financial year covered by our audit and Rs. 33,767.13 lakhs (including Rs. 12,231.26 lakhs relating to non-provision of interest relating to earlier years as on March 31, 2023) in the immediately preceding financial year. The cash losses stated herein above are subject to adjustments arising on account of matters stated in Basis for Adverse Opinion, the amount of which are presently not ascertainable.

xviii) There has been no resignation of the statutory auditors of the Company during the year and accordingly reporting under clause 3(xviii) of the Order is not applicable to the company.

xix) As stated in Note no. 58, there is a material uncertainty with respect to going concern pending resolution of the company's borrowing by the lenders. The ability to continue as a going concern is dependent upon arriving at a suitable resolution with respect to the company's borrowing and timely implementation thereof. In the event of the management's expectation in this respect and estimation etc., not turning out to be feasible in future, validity of assumption for going concern and possible impact thereof including on carrying value of tangible and intangible assets even though expected to be material, as such presently cannot be ascertained. Having regard to this and other information accompanying the financial statements and our knowledge of the Board of Directors and in the absence of any concrete plan for repayment of debt and liabilities pending suitable resolution of borrowings by the lenders and required evidences supporting the assumptions, there is material uncertainty as on the date of the Audit Report with respect to company's capability for meeting its liabilities existing as on March 31, 2025 as and when they fall due within a period of one year from the balance sheet date and as such we are unable to comment on the matter required to be reported under this clause.

xx) The provisions relating to Corporate Social Responsibility under Section 135 of the Act are not applicable to the Company. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

xxi) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **Lodha & Co LLP,**
Chartered Accountants
Firm's ICAI Registration No.:301051E/E300284

Vikram Matta
Partner
Membership No: 054087
UDIN: 25054087BMNWES4046

Place: Kolkata
Date: May 29, 2025

BALANCE SHEET AS AT 31st MARCH 2025

(₹ in Lakhs)

Particulars	Note	As at 31st March 2025	As at 31st March 2024
ASSETS			
Non-Current Assets			
a) Property, Plant and Equipment	5	89,518.73	91,818.37
b) Capital Work-in-Progress	53	3,623.82	3,886.32
c) Other Intangible Assets	6	0.99	189.40
d) Investment in Subsidiary and Associate	7	15,967.18	15,967.18
e) Financial Assets			
(i) Investments	8	5,835.43	6,240.00
(ii) Loans	9	185,010.95	185,010.95
(iii) Other Financial Assets	10	3,923.91	3,834.79
f) Deferred Tax Assets (Net)	11	4,467.28	877.34
g) Other Non-Current Assets	12	1,396.65	2,579.38
Total Non-Current Assets		**309,744.94**	**310,403.73**
Current Assets			
a) Inventories	13	6,870.58	4,738.68
b) Biological Assets other than bearer plants	14	155.43	412.99
c) Financial Assets			
(i) Trade Receivables	15	3,619.39	3,567.92
(ii) Cash and Cash Equivalents	16	498.62	250.35
(iii) Bank Balances other than (ii) above	17	31.00	92.24
(iv) Loans	9	571.95	336.27
(v) Other Financial Assets	10	1,186.75	1,090.05
d) Current Tax Assets (Net)	18	823.79	823.79
e) Other Current Assets	19	6,152.72	2,111.37
Total Current Assets		**19,910.23**	**13,423.66**
TOTAL ASSETS		**329,655.17**	**323,827.39**
EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	20	5,222.79	5,222.79
b) Other Equity	21	(10,181.46)	9,041.88
Total Equity		**(4,958.67)**	**14,264.67**
Liabilities			
Non-Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	22	-	-
(ii) Lease Liabilities	51	6.41	7.62
b) Provisions			
Employee Benefit Obligations	23	11,237.92	10,817.54
c) Other Non-Current Liabilities	24	360.56	391.94
Total Non-Current Liabilities		**11,604.89**	**11,217.10**
Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	25	176,606.86	174,697.94
(ii) Lease Liabilities	51	1.21	0.98
(iii) Trade Payables	26		
(a) Total outstanding dues of Micro and Small Enterprises		1,525.88	1,396.31
(b) Total outstanding dues of creditors other than Micro and Small Enterprises		7,459.30	6,547.23
(iv) Other Financial Liabilities	27	104,676.61	84,467.63
b) Other Current Liabilities	28	22,963.41	20,011.63
c) Provisions			
(i) Employee Benefit Obligations	23	6,142.64	5,766.21
(ii) Other Provisions	29	2,612.12	2,612.12
d) Current Tax Liabilities (Net)	30	1,020.92	2,845.57
Total Current Liabilities		**323,008.95**	**298,345.62**
Total Liabilities		**334,613.84**	**309,562.72**
TOTAL EQUITY AND LIABILITIES		**329,655.17**	**323,827.39**

Material Accounting Policies and other accompanying notes (1 to 65) form an integral part of the financial statements

As per our report of even date
For Lodha & Co LLP,
Chartered Accountants

Vikram Matta
Partner
Place: Kolkata
Dated: 29th May 2025

For and on behalf of the Board of Directors

Aditya Khaitan – *Chairman and Managing Director*
(DIN No: 00023788)
Pradip Bhar – *Chief Financial Officer*
Alok Kumar Samant – *Company Secretary*

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in Lakhs)

Particulars	Note	Year ended 31st March 2025	Year ended 31st March 2024
Revenue from Operations	**31**	102,436.28	92,342.14
Other Income	**32**	230.39	438.85
Total Income		**102,666.67**	**92,780.99**
Expenses:			
Cost of Materials Consumed	**33**	(84.59)	1,241.49
Changes in Inventories of Finished Goods	**34**	(270.08)	644.00
Employee Benefits Expense	**35**	69,769.69	68,780.84
Finance Costs	**36**	21,011.73	18,503.67
Depreciation and Amortisation Expense	**37**	5,034.18	5,202.09
Other Expenses	**38**	30,815.87	28,859.44
Total Expenses		**126,276.80**	**123,231.53**
Profit/(Loss) before Tax		**(23,610.13)**	**(30,450.54)**
Tax expense:	**50**		
Current Tax		-	-
Income tax relating to earlier years		-	2.92
Deferred Tax		(3,974.17)	(3,888.56)
Total Tax expense		**(3,974.17)**	**(3,885.64)**
Profit/(Loss) for the year		**(19,635.96)**	**(26,564.90)**
Other Comprehensive Income			
a) Items that will not be reclassified to profit or loss			
– Remeasurements of post employment defined benefit plans	**40**	1,201.42	(1,593.76)
– Change in fair value of Equity instruments through other comprehensive income		(404.57)	1,026.38
b) Income Tax relating to items that will not be reclassified to profit or loss	**50**	(384.23)	509.68
Other Comprehensive Income (Net of taxes)		**412.62**	**(57.70)**
Total Comprehensive Income for the year comprising of Profit/(Loss) and Other Comprehensive Income for the year		**(19,223.34)**	**(26,622.60)**
Earnings per Equity Share: [Face Value per share : Rs. 5/-]	**43**		
– Basic		**(18.80)**	**(25.43)**
– Diluted		**(18.80)**	**(25.43)**

Material Accounting Policies and other accompanying notes (1 to 65) form an integral part of the financial statements

As per our report of even date

For Lodha & Co LLP,
Chartered Accountants

Vikram Matta
Partner
Place: Kolkata
Dated: 29th May 2025

For and on behalf of the Board of Directors

Aditya Khaitan – *Chairman and Managing Director*
(DIN No: 00023788)
Pradip Bhar – *Chief Financial Officer*
Alok Kumar Samant – *Company Secretary*

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2025

A EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	Refer Note No.	Amount
As at 1st April 2023		5,222.79
Changes in Equity Share Capital during the year		-
As at 31st March 2024	20	5,222.79
Changes in Equity Share Capital during the year		-
As at 31st March 2025	20	5,222.79

B OTHER EQUITY

(₹ in Lakhs)

Particulars	Reserves and Surplus						Other Comprehensive Income		
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Other Reserve	Revaluation Surplus	Equity Investments at FVTOCI	Re-measurement of defined benefit plan	Total
As at 1st April 2023	**201.68**	**4,402.30**	**106,282.65**	**(125,330.98)**	**19,209.20**	**26,231.19**	**4,668.44**	**-**	**35,664.48**
Profit/(Loss) for the year	-	-	-	(26,564.90)	-	-	-	-	(26,564.90)
Other Comprehensive Income	-	-	-	-	-	-	1,026.38	(1,084.08)	(57.70)
Total Comprehensive Income for the year	**-**	**-**	**-**	**(26,564.90)**	**-**	**-**	**1,026.38**	**(1,084.08)**	**(26,622.60)**
Transfer on account of depreciation on amount added on Revaluation of Property, Plant and Equipment	-	-	1,128.38	-	-	(1,128.38)	-	-	-
Transfer to Retained Earnings	-	-	-	(1,084.08)	-	-	-	1,084.08	-
As at 31st March 2024	**201.68**	**4,402.30**	**107,411.03**	**(152,979.96)**	**19,209.20**	**25,102.81**	**5,694.82**	**-**	**9,041.88**
Profit/(Loss) for the year	-	-	-	(19,635.96)	-	-	-	-	(19,635.96)
Other Comprehensive Income	-	-	-	-	-	-	(404.57)	817.19	412.62
Total Comprehensive Income for the year	**-**	**-**	**-**	**(19,635.96)**	**-**	**-**	**(404.57)**	**817.19**	**(19,223.34)**
Transfer on account of depreciation on amount added on Revaluation of Property, Plant and Equipment	-	-	1,111.24	-	-	(1,111.24)	-	-	-
Transfer to Retained Earnings	-	-	-	817.19	-	-	-	(817.19)	-
As at 31st March 2025	**201.68**	**4,402.30**	**108,522.27**	**(171,798.73)**	**19,209.20**	**23,991.57**	**5,290.25**	**-**	**(10,181.46)**

Refer Note no. 21 for nature of Reserves

Material Accounting Policies and other accompanying notes (1 to 65) form an integral part of the financial statements

As per our report of even date

For Lodha & Co LLP,
Chartered Accountants

Vikram Matta
Partner
Place: Kolkata
Dated: 29th May 2025

For and on behalf of the Board of Directors

Aditya Khaitan – *Chairman and Managing Director*
(DIN No: 00023788)
Pradip Bhar – *Chief Financial Officer*
Alok Kumar Samant – *Company Secretary*

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in Lakhs)

Particulars	Year ended 31st March 2025		Year ended 31st March 2024	
A. Cash Flow from Operating Activities				
Net Profit/(Loss) Before Tax		**(23,610.13)**		**(30,450.54)**
Adjustments to reconcile profit/(loss) for the year to net cash generated from operating activities:-				
Finance Cost	21,011.73		18,503.67	
Depreciation and Amortisation Expense	5,034.18		5,202.09	
Loss/(Profit) on Sale of Property, Plant and Equipment	(13.84)		(0.69)	
Deferred Income	(31.36)		(31.36)	
Interest Income on fixed deposits with banks, security deposits, refund of Income tax etc.	(21.73)		(247.57)	
Provision/ Liabilities no longer required written back	(494.33)		(1,133.97)	
Profit on Compulsory acquisition of Land by Government	(149.96)		(113.16)	
Changes in fair value of Biological Assets	257.56		(168.43)	
Dividend on Long Term Investments	(16.63)		-	
Sundry Debtors and other balances written off	575.23		37.29	
Provision for Doubtful Debts /Advances/Interest receivable	-		18.41	
Net Unrealised (Gain)/Loss on Foreign Currency Translation	(9.28)	26,141.57	(6.61)	22,059.67
Operating Profit Before Working Capital Changes		**2,531.44**		**(8,390.87)**
Adjustment for:				
(Increase) / Decrease in Loans, Other Financial Assets	(1,634.55)		280.12	
(Increase) / Decrease in Trade Receivables	458.62		(191.55)	
(Increase) / Decrease in Inventories	(2,131.90)		2,784.87	
Increase / (Decrease) in Other non-financial Liabilities and provisions	5,324.74		6,343.41	
(Increase) / Decrease in Other current and Non-Financial Assets	(683.97)		1,649.63	
Increase / (Decrease) in Trade Payables and other financial Liabilities	152.29	1,485.23	1,757.33	12,623.81
Cash Generated/(Used) from Operations		**4,016.67**		**4,232.94**
Income taxes (paid)/ Refund (Net)		(1,124.64)		1,477.39
Net cash Generated/(Used) from Operating Activities (A)		**2,892.03**		**5,710.33**
B. Cash Flow from Investing Activities				
Payment against Property, Plant and Equipment and capital, work in progress	(2,284.31)		(1,300.46)	
Proceeds against disposal of Property, Plant and Equipment	164.48		149.94	
Receipt/(Payments) against Sale of Specified Assets of Tea Estates	(120.31)		56.64	
Interest Received	21.73		359.14	
Dividend on Non-Current Investment	16.63			
(Increase) / Decrease in Bank Balances other than Cash and cash equivalents	(5.60)		18.79	
(Increase) / Decrease in Inter-Corporate Deposits	-		-	
Net cash generated/(used) in Investing Activities (B)		**(2,207.38)**		**(715.95)**
C. Cash Flow from Financing Activities				
Repayment of Long Term Borrowings	-		-	
Short Term Borrowings-Receipts/(Repayments)[Net]	-		(5,327.70)	
Interest Paid	(435.40)		(557.69)	
Payment against Lease Liability	(0.98)		(10.92)	
Net Cash from/(used) in Financing Activities (C)		**(436.38)**		**(5,896.31)**
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)		248.27		(901.93)
Opening Cash and Cash Equivalents		250.35		1,152.28
Closing Cash and Cash Equivalents		**498.62**		**250.35**

Notes:

1. The above Cash Flow Statement has been prepared under the "indirect method" as set out in the Ind AS 7 on Statement of Cash Flows.

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2025

2. Components of Cash and Cash Equivalents **(₹ in Lakhs)**

Particulars	As at 31st March, 2025	As at 31st March, 2024
Cash On Hand	20.90	20.16
Balances with Banks		
In Current Account	477.72	230.19
Cash and Cash Equivalents (Refer Note no. 16)	**498.62**	**250.35**

3. Change in Company's liabilities arising from financing activities:

Ind AS 7 Cash flow statements requires the entities to provide disclosure that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, opening and closing balances in liabilities arising from financing activities and changes in this respect are as follows:

Particulars	As at 31st March, 2024	Cash flows*	Non-Cash Flows and Other Adjustments	As at 31st March, 2025
Non-current borrowings [Refer Note no. 22]	-	-	-	-
Current maturities of long term debt [Refer Note no. 25]	21,471.69	-	22.60	21,494.29
Short Term borrowings [Refer Note no. 25]	153,226.25	-	1,886.32	155,112.57
Lease Liabilities [Refer Note no. 51]	8.60	(0.98)	-	7.62
Interest accrued on borrowings [Refer Note no. 27]	76,234.64	-	19,267.41	95,502.05

* Includes cash flow on account of both principal and interest

Material Accounting Policies and other accompanying notes (1 to 65) form an integral part of the financial statements

As per our report of even date
For Lodha & Co LLP,
Chartered Accountants
Vikram Matta
Partner
Place: Kolkata
Dated: 29th May 2025

For and on behalf of the Board of Directors

Aditya Khaitan – *Chairman and Managing Director*
(DIN No: 00023788)
Pradip Bhar – *Chief Financial Officer*
Alok Kumar Samant – *Company Secretary*

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

1 CORPORATE INFORMATION

McLeod Russel India Limited ('MRIL' or 'the Company') is a public Company limited by shares incorporated in India having its registered office at 4, Mangoe Lane in the State of West Bengal and engaged in cultivation and manufacturing of tea. The Company is one of the largest plantation presently consisting of 33 tea estates located in Assam and West Bengal. The tea produced is sold in domestic as well as international market including United Kingdom and Europe. Its facility also includes two bulk blending unit that can blend both 'Orthodox' and Crushed, torn and curled (CTC) tea varieties. The shares of the Company are listed in National Stock Exchange (NSE), BSE Limited (BSE) and Calcutta Stock Exchange Limited.

2 RECENT ACCOUNTING DEVELOPMENTS

(i) **Application of new and revised standards:**

Effective 01st April 2024, the Company considered the amendments notified by the Ministry of Corporate Affairs (MCA) through the 1st Amendment dated 12th August 2024, 2nd Amendment dated 09th September 2024, and 3rd Amendment dated 28th September 2024 to the Companies (Indian Accounting Standards) Rules, 2015.

These amendments primarily relate to the introduction of Ind AS 117 "Insurance Contracts", along with consequential changes to other standards including Ind AS 101, 103, 104, 105, 107, 109, and 115, which address accounting and disclosure requirements for Insurance Contracts and Financial Guarantee contracts. The amendments also include changes to Ind AS 116 "Leases", specifically addressing accounting and disclosure requirements for sale and leaseback arrangements.

The adoption of these amendments to the extent applicable to the Company did not have any material impact on the profit or loss and earnings per share of the Company for the year.

(ii) **Standards issued but not yet effective**

Ministry of Corporate Affairs (MCA) vide notification dated 07th May 2025, has amended Indian Accounting Standard (Ind AS) 21 "The Effects of Changes in Foreign Exchange Rates" and Ind AS 101 "First-time Adoption of Indian Accounting Standards". These amendments are applicable for annual reporting periods beginning on or after 01st April 2025.

The key amendment relates to providing guidance for assessing lack of exchangeability between currencies and estimating the spot exchange rate when a currency is not exchangeable. Additional disclosure requirements have also been introduced in such scenarios, including the nature and financial effect of the currency in exchangeability, the estimation methodology used, and risks arising therefrom.

The Company is currently evaluating the impact of these amendments and expects that their application will not have a material effect on the financial statements.

(iii) The Board of Directors have approved these financial statements for issuing to the shareholders for their adoption. The revision to these financial statements is permitted by the Board of Directors after obtaining necessary approvals or at the instance of regulatory authorities as per provisions of the Act.

3 STATEMENT OF COMPLIANCE AND MATERIAL ACCOUNTING POLICIES

3.1 STATEMENT OF COMPLIANCE

The financial statement have been prepared in accordance with Indian Accounting Standards (referred to as “Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with Section 133 of the Companies Act, 2013 (“the Act”) and the Company has complied with Ind AS issued, notified and made effective till the date of authorisation of the financial statements.

Accounting Policies have been consistently applied except where a newly issued Indian Accounting Standard is initially adopted or a revision to an existing Indian Accounting Standard requires a change in the accounting policy hitherto in use.

Basis of Preparation

The Financial Statements have been prepared under the historical cost convention on accrual basis except for:

i) Certain financial instruments that are measured in terms of relevant Ind AS at fair value/amortised cost at the end of each reporting period;

ii) Certain Class of Property, Plant and Equipment (PPE) carried at deemed cost representing carrying value of PPE (including revaluation surplus) as on the date of transition to Ind AS i.e. 1st April 2015 as per the previous Generally Accepted Accounting Principles (Previous GAAP);

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

iii) Defined benefit plans – plan assets measured at fair value;

iv) Biological assets (including un plucked green leaves) – measured at fair value less cost to sell.

Historical cost convention is generally based on the fair value of the consideration given in exchange for goods and services.

Current/ non - current classification

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Ind AS-1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013 (as ammended). Having regard to the nature of business being carried out by the Company, the Company has determined its operating cycle as twelve months for the purpose of current and non-current classification.

Functional /presentation currency and rounding-off of amounts

The functional currency of the Company is determined as the currency of the primary economic environment in which it operates. The Financial Statements are presented in Indian Rupees and all values are rounded off to the nearest two decimal lakhs except otherwise stated.

Fair value measurement

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 under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurements:

a) Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

b) Level 2: Inputs other than quoted prices that are observable, either directly or indirectly for the asset or liability.

c) Level 3: Inputs for the asset or liability which are not based on observable market data.

The Company has an established control framework with respect to the measurement of fair value. This includes a finance team headed by Chief Financial Officer who has overall responsibility for overseeing all significant fair value measurements who regularly reviews significant unobservable inputs, valuation adjustments and fair value hierarchy under which the valuation should be classified.

3.2 MATERIAL ACCOUNTING POLICIES

A. PROPERTY, PLANT AND EQUIPMENT (PPE)

Property, plant and equipment are stated at cost of acquisition, construction and subsequent improvements thereto less accumulated depreciation and impairment losses, if any. For this purpose cost includes deemed cost which represents the carrying value of PPE (including Revaluation thereon) as at 1st April 2015 as per previous generally accepted accounting principles (Previous GAAP) considered as deemed cost, purchase price of assets or its construction cost including inward freight, duties and taxes (net of input tax credit availed) and other expenses related to acquisition or installation and any cost directly attributable to bringing the assets into the location and condition necessary for it to be capable of operating in the manner intended for its use.

Parts of an item of PPE having different useful lives and material value and subsequent expenditure on PPE arising on account of capital improvement or other factors are accounted for as separate components.

The cost of replacing part of an item of PPE is recognised and added to the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of the day-to-day servicing of PPE are recognised in the statement of profit and loss when incurred. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

Bearer plants comprising of mature tea bushes are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Immature bearer plants, including the cost incurred for procurement of new seeds and maintenance of nurseries, are carried at cost less impairment losses recognised thereagainst under capital work-in-progress. Cost includes the cost of 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.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

The Company's leased assets comprises of land, building and plant and machinery and these have been separately shown/disclosed under PPE as Right of Use (ROU) Assets Costs incurred for infilling are generally recognized in the Statement of Profit and Loss. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income/expenses.

Capital work in progress includes nurseries, young tea under plantation, equipments to be installed, construction and erection costs and other costs incurred in relation thereto or attributable to the same. Such costs are added to the related items of PPE and are classified to the appropriate categories when completed and ready for its intended use.

B. LEASES

(i) Company as a Lessee

The Company's lease asset classes primarily consist of leases for land, warehouse, office space, factory etc. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset (“ROU”) and a corresponding lease liability where applicable for all lease arrangements, except for short-term leases and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

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

The lease liability is initially measured at amortized cost at the present value of the future lease payments where applicable. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment on whether it will exercise an extension or a termination option. ROU asset are separately presented/disclosed under PPE. Lease liability obligations is presented separately under "Financial Liabilities" and lease payments are classified as financing cash flows.

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

(ii) Company as a Lessor

a. Finance Lease

Leases which effectively transfer to the lessee substantially all the risks and benefits incidental to ownership of the leased item are classified and accounted for as finance lease. Lease rental receipts are apportioned between the finance income and capital repayment based on the implicit rate of return. Contingent rents are recognized as revenue in the period in which they are earned.

b. Operating Lease

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease except where scheduled increase in rent compensates the Company with expected inflationary costs.

C. DEPRECIATION

Depreciation on PPE except otherwise stated, is provided as per Schedule II of the Companies Act, 2013 on straight line method over the estimated useful lives. Depreciation on upgradation of Property, Plant and Equipment is provided over the remaining useful life of the related component/ PPE.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

Depreciation on PPE commences when the assets are ready for their intended use. Based on above, the estimated useful lives of assets for the current period are as follows:

Category	Useful life
Buildings	Upto 70 years
Roads	Upto 10 years
Drain Improvement/ Extension	Upto 5 years
Plant and Equipments	Upto 30 years
Bearer Plant	77 years
Computer equipment	3 to 6 years
Furniture and fixtures, Electrical Installation and Laboratory Equipments	10 Years
Office equipment	5 Years
Vehicles	
– Motor cycles, scooters and other mopeds	10 Years
– Others	8 Years

The useful life has been determined based on internal assessment and supported by an independent evaluation carried out by technical experts. The company believes that the useful life as given above represents the period over which the company expects to use the assets.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Machinery Spares which can be used in connection with an item of PPE and whose use are expected to be irregular, are amortised over the useful life of the respective PPE.

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date.

D. INTANGIBLE ASSETS

D.1 Trademark

Separately acquired Trademark is shown at cost. It is amortised over expected useful life and is subsequently carried at cost less accumulated amortisation and impairment losses, if any. For this purpose, cost includes deemed cost which represents the carrying value of intangible assets recognised as at 1st April, 2015 measured as per the previous generally accepted accounting principles or at cost of acquisition comprising of purchase price inclusive of duties and taxes (net of input tax credit availed).

D.2 Computer software

Costs associated with maintaining software programmes are recognised as an expense as incurred. Costs of purchased software comprises cost of acquisition comprising of purchase price inclusive of duties and taxes (net of input tax credit availed) are recorded as intangible assets and amortised from the point at which the asset is available for use.

D.3 Amortisation

Accordingly, the Company amortises intangible assets with a finite useful life using the straight-line method over a period of 20 years in case of Trademark and 5 years in case of Computer Software Amortisation methods and useful lives are reviewed and adjusted as appropriate at each reporting date.

E. DERECOGNITION OF TANGIBLE AND INTANGIBLE ASSETS

An item of PPE/ROU/Intangible assets is de-recognised upon disposal or when no future economic benefits are expected to arise from its use or disposal. Gain or loss arising on the disposal or retirement of an item of PPE/Intangible Assets is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

F. IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS

Tangible, Intangible and ROU assets are reviewed at each balance sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amount of assets is determined. An impairment loss is recognized in the statement of profit and loss, whenever the carrying amount of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds recoverable amount. The recoverable amount is the higher of assets' fair value less cost to disposal and its value in use. In assessing value in use, the estimated future cash flows from the use of the assets are discounted to their present value at appropriate rate.

Impairment losses recognized earlier may no longer exist or may have come down. Based on such assessment at each reporting period the impairment loss is reversed and recognized in the Statement of Profit and Loss. In such cases the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

G. NON-CURRENT ASSETS HELD FOR SALE

Non-current assets held for sale are presented separately in the balance sheet when the following criteria are met:

- the Company is committed to selling the asset;
- the assets are available for sale immediately;
- an active plan of sale has commenced; and
- Sale is expected to be completed within 12 months.

Assets held for sale and disposal groups are measured at the lower of their carrying amount and fair value less cost to sell. Assets held for sale are no longer amortised or depreciated.

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.

H. FINANCIAL INSTRUMENTS

Financial assets and financial liabilities (financial instruments) are recognised when the company becomes a party to the contractual provisions of the instruments. The company determines the classification of its financial assets and financial liabilities at initial recognition based on its nature and characteristics.

The company categorizes financial assets and financial liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurement:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within level 1 that are observable, either directly or indirectly for the asset or liability.

Level 3: Inputs for the asset or liability which are not based on observable market data (unobservable inputs).

The financial assets and financial liabilities are classified as current if they are expected to be realised or settled within operating cycle of the company or otherwise these are classified as non-current.

The classification of financial instruments whether to be measured at Amortized Cost, at Fair Value Through Profit and Loss (FVTPL) or at Fair Value through Other Comprehensive Income (FVTOCI) depends on the objective and contractual terms to which they relate. Classification of financial instruments are determined on initial recognition.

I. Financial Assets

i. Initial Recognition and measurement

The financial assets include investments, trade receivable, loans and advances, cash and cash equivalents, bank balances other than cash and cash equivalents, derivative financial instruments and other financial assets.

Financial assets are initially measured at fair value. Transaction costs directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or are deducted from the fair value of the financial assets as appropriate in initial recognition. However, trade receivable that do not contain a significant financing component are measured at transaction price.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

ii. Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in the following categories:

(i) at amortised cost,

(ii) at fair value through other comprehensive income (FVTOCI), and

(iii) at fair value through profit or loss (FVTPL).

Financial Assets at amortised cost

A 'financial Asset' is measured at the amortised cost if the following two conditions are met:

(i) The asset is held within a business whose objective is to hold these assets in order to collect contractual cash flows and

(ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Amortised Cost is determined using the Effective Interest Rate ("EIR") method. Discount or premium on acquisition and other fees or costs forms an integral part of the EIR.

Financial Asset at Fair Value through Other Comprehensive Income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held both for collection of contractual cash flows and for selling the financial assets, and contractual terms of the financial asset give rise to cash flows representing solely payments of principal and interest.

Financial Assets at Fair value through profit or loss (FVTPL)

Financial Assets which does not meet the criteria of amortised cost or fair value through other comprehensive income are classified as Fair Value through Profit or loss. These are recognised at fair value and changes therein are recognized in the Statement of profit and loss.

Equity Instruments

Equity instruments covered within the Scope of Ind AS 109 are measured at FVTPL except for investments in Subsidiaries and Associate which are measured at cost.

The company makes an election to present changes in fair value through other comprehensive income or through profit or loss on instrument-by instrument basis. The classification is made on initial recognition and is irrevocable.

In case the company decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the Other Comprehensive Income (OCI). In addition, profit or loss arising on sale is taken to other comprehensive income. The amount accumulated in this respect is transferred within the Equity on derecognition.

iii. Derecognition

The company derecognizes a financial asset or a group of financial assets when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

II. Financial Liabilities

i. Initial Recognition and measurement

The financial liabilities include trade and other payables, loan and borrowings including book overdraft, derivative financial instruments and other financial liabilities.

Financial liabilities are initially measured at fair value. Transaction costs directly attributable to the acquisition or issue of financial liabilities (other than financial liabilities at fair value through profit or loss) are added to or are deducted from the fair value of the financial liabilities as appropriate in initial recognition.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

ii. Subsequent measurement

For the purpose of subsequent measurement, financial liabilities are classified in the following categories:

(i) at amortised cost, and

(ii) at fair value through profit or loss (FVTPL).

Financial Liabilities at amortised cost

After initial recognition, financial liabilities are measured at amortized cost using Effective Interest Rate (EIR) method. When the financial liabilities are derecognised, gain or losses are recognised in the Statement of profit and loss. Discount or premium on acquisition and other fees or costs forms an integral part of the EIR.

Financial Liabilities at Fair value through profit or loss (FVTPL)

Financial Liabilities which does not meet the criteria of amortised cost are classified as Fair Value through Profit or loss. These are recognised at fair value and changes therein are recognized in the Statement of profit and loss.

iii. Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

III. Derivative and Hedge Accounting

Initial Recognition and Subsequent measurement

The company on entering into derivative financial instruments such as foreign exchange forward, swap and option contracts to mitigate the risk of changes in foreign exchange rates in respect of financial instruments and forecasted cash flows denominated in certain foreign currencies. The company uses hedging instruments which provide principles on the use of such financial derivatives consistent with the risk management strategy of the company. The hedge instruments are designated and documented as hedges and effectiveness of hedge instruments to reduce the risk associated with the exposure being hedged is assessed and measured at inception and on an ongoing basis.

Any derivative that is either not designated as a hedge, or is so designated but is ineffective as per Ind AS 109 “Financial Instruments”, is categorized as a financial asset/ financial liability, at fair value through profit or loss. Transaction costs attributable are also recognized in Statement of profit and loss. Changes in the fair value of the derivative hedging instrument designated as a fair value hedge are recognized in the Statement of profit and loss.

Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognized in other comprehensive income and presented within equity as cash flow hedging reserve to the extent that the hedge is effective.

Hedging instrument which no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, then hedge accounting is discontinued prospectively. Any gain or loss recognised in other comprehensive income and accumulated in equity remains therein till that time and thereafter to the extent hedge accounting being discontinued is recognised in Statement of profit and loss. When a forecasted transaction is no longer expected to occur, the cumulative gain or loss accumulated in equity is transferred to the Statement of profit and loss.

IV. Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs. Subsequently in accordance with the terms of a debt instrument, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

V. Offsetting financial instruments

Financial assets and liabilities including derivative financial instruments are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise 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.

VI. Impairment of financial assets

A financial asset is assessed for impairment at each balance sheet date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset. The company recognises loss allowances using the Expected Credit Loss ("ECL") model for financial assets measured at amortised cost.

The company recognises lifetime expected credit losses for trade receivables. Loss allowance equal to the lifetime expected credit losses are recognised if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

VII. Cash and cash equivalents

All highly liquid financial instruments, which are readily convertible into determinable amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

I. INVENTORIES

Inventories are valued at lower of cost or net realisable value. Inventories comprises of Raw materials i.e. purchased and harvested tea leaves, stores and spare parts and finished goods. Cost in case of harvested tea leaves represents fair value less cost to sell.

Cost of Finished Goods comprise of direct material including purchased tea leaves, direct labour and appropriate portion of variable and fixed overhead expenditure. Cost of inventories also includes all 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. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

By-Products which are sold are valued at estimated net realisable value.

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

J. BIOLOGICAL ASSETS

Tea leaves growing on tea bushes are measured at fair value less cost to sell with changes in fair value recognised in Statement of Profit and Loss.

K. FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are translated into the functional currency at the exchange rates prevailing on the date of the transactions. Foreign currency monetary assets and liabilities at the reporting date are translated at the reporting date exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of transaction. Foreign exchange loss or gain resulting from the settlement of the foreign currency transactions and translation of monetary assets and liabilities are generally recognized as income or expense in the statement of Profit and Loss account in the year in which they arise.

L. EQUITY SHARE CAPITAL

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as Securities Premium.

Costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

M. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognised for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Contingent liabilities are not recognised and disclosed by way of notes to the financial statements 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 when there is 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 same or a reliable estimate of the amount in this respect cannot be made.

When there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure for contingent liability is made.

Contingent Assets are not recognized but disclosed in the financial statement by way of notes when inflow of economic benefit is probable.

N. EMPLOYEE BENEFITS

Employee benefits are accrued in the year in which services are rendered by the employee.

Short-term Employee Benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period.

Bonus

The Company recognizes a liability and an expense for bonuses. The Company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

Post Employment Benefits

The Company operates the following post employment schemes:

– **Defined Benefit Plans**

In case of Defined Benefit Plans, the cost of providing the benefit is determined using the Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in Other Comprehensive Income for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, if any, and as reduced by the fair value of plan assets, where funded. Any asset resulting on account of this 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.

– **Defined Contribution Plan**

Defined contribution plans such as provident fund etc. are charged to the statement of profit and loss as and when incurred. Contribution to Superannuation fund and Provident Fund, a defined contribution plan is made in accordance with the company's policy and is recognised in the Statement of Profit and Loss.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

O. OPERATING AND OTHER INCOME

i. REVENUE FROM SALE OF PRODUCT

Revenue from contracts with customers is accounted for only when it has commercial substance, and all the following criteria are met:

(i) parties to the contract have approved the contract and are committed to perform their respective obligations;

(ii) each party's rights regarding the goods or services to be transferred and payment terms there against can be identified; and

(iii) consideration in exchange for the goods or service to be transferred is collectible and determinable.

Revenue from contract with customers is recognized on satisfaction of performance obligation, when control over the goods or services has been transferred and/or goods/ services are delivered/ provided to the customer. Delivery occurs when the goods have been sold or shipped or delivered to a specific location, and the customer has either accepted the goods under the contract or the company has sufficient evidence that all the criteria for acceptance have been satisfied.

Revenue is measured at the amount of transaction price (consideration specified with the customers) allocated to that performance obligation. The transaction price of goods sold is net of variable consideration on account of rebates, claims and discounts, returns, Goods and Service Tax (GST) and such other taxes collected on behalf of third party not being economic benefits flowing to the company are excluded from revenue. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

A refund liability is recognized for expected returns in relation to sales made and corresponding assets are recognized for the products expected to be returned.

The company recognises as an asset, the incremental costs of obtaining a contract with a customer, if the company expects to recover those costs. The said asset is amortised on a systematic basis consistent with the transfer of goods or services to the customer.

ii. INTEREST, DIVIDEND AND CLAIMS

Dividend income is recognized when the right to receive payment is established. Interest has been accounted using effective interest rate method. Insurance claims/ other claims are accounted as and when admitted / settled.

iii. EXPORT BENEFITS

Export incentives are accounted for in the year of export if the entitlements and realisability thereof can be estimated with reasonable accuracy and conditions precedent to claim is fulfilled.

P. BORROWING COST

Borrowing cost comprises of interest and other costs incurred in connection with the borrowing of the funds. All borrowing costs general or specific are recognized in the Statement of Profit and Loss using the effective interest method except to the extent attributable to qualifying Property Plant Equipment (PPE) which are capitalized to the cost of the related assets. A qualifying PPE is an asset, that necessarily takes a substantial period of time to get ready for its intended use or sale. Borrowing cost also includes exchange differences to the extent considered as an adjustment to the borrowing costs.

Q. RESEARCH AND DEVELOPMENT

Research and development cost (other than cost of PPE and Intangible Assets acquired) are charged as an expense in the year in which they are incurred.

R. GOVERNMENT GRANTS

Government grants are recognized on systematic basis when there is reasonable certainty of realization of the same. Revenue grants including subsidy/rebates are credited to Statement of Profit and Loss Account under “Other Operating Income” or deducted from the related expenses for the period to which these are related. Grants which are meant for purchase, construction or otherwise to acquire non current assets are recognized as Deferred Income and disclosed under Non Current Liabilities and transferred to Statement of Profit and Loss on a systematic basis over the useful life of the respective asset. Grants relating to non-depreciable assets is transferred to Statement of Profit and Loss over the periods as specified for meeting the obligations related to such grants.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

S. TAXES ON INCOME

Income tax expense representing the sum of current tax expenses and the net charge of the deferred taxes is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current income tax is provided on the taxable income and recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted by the end of the reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences with respect to carry forward of unused tax credits and any unused tax losses/depreciation to the extent that it is probable that taxable profits will be available against which these temporary differences can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets include Minimum Alternative Tax (MAT) measured in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability and such benefits can be measured reliably and it is probable that such benefit will be utilised.

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

Deferred tax items in correlation to the underlying transaction relating to Other comprehensive income and Equity are recognised in Other comprehensive income and Equity, respectively

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

T. EARNINGS PER SHARE

Basic earnings per share are computed by dividing the net profit/(loss) attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit/(loss) attributable to the equity shareholders of the company by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

U. SEGMENT REPORTING

Operating segments are identified and reported taking into account the different risk and return, organisation structure and in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). CODM is responsible for allocating resources and assessing performance of the operating segments, financial results, forecasts, or plans for the segment and accordingly is identified as the chief operating decission maker.

4 CRITICAL ACCOUNTING JUDGMENTS, ASSUMPTIONS AND KEY SOURCES OF ESTIMATION AND UNCERTAINTY

The preparation of the financial statements in conformity with the measurement principle of Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized and, if material, their effects are disclosed in the notes to the financial statements.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

Application of accounting policies that require significant areas of estimation, uncertainty and critical judgments and the use of assumptions in the financial statements that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below. The notes dealt with in para 4(a) to 4(j) below provide an overview of the areas that involved a high degree of judgement or complexity and of items which are likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

a) Depreciation / amortisation and impairment on Property, Plant and Equipment / ROU/ Intangible Assets.

Property, Plant and Equipment and Intangible Assets are depreciated/amortized on straight-line basis over the estimated useful lives in accordance with Internal assessment and Independent evaluation carried out by technical expert/ Schedule II of the Companies Act, 2013, taking into account the estimated residual value, wherever applicable. ROU are depreciated on a straight line basis over the shorter of the lease term and useful life of the underlying asset. The Company reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation/ amortization and amount of impairment if any to be recorded during any reporting period. This reassessment may result in variation in the amount of depreciation and amortisation in future period.

The company reviews its carrying value of its Tangible and Intangible Assets whenever there is objective evidence that the assets are impaired. In such situation Assets' recoverable amount is estimated which is higher of asset's or cash generating units (CGU) fair value less cost of disposal and its value in use. In assessing value in use the estimated future cash flows are discounted using pre-tax discount rate which reflect the current assessment of time value of money. In determining fair value less cost of disposal, recent market realisations are considered or otherwise in absence of such transactions appropriate valuations are adopted. The assumptions for cash flows and fair valuation as required in this respect are dependent on resolution of company's debt as dealt in Note no. 4(c) below read with Note no. 58 or otherwise which may have significant impact in the subsequent period.

b) Right of Use Assets and Lease liabilities

Ind AS 116 requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any option to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the company's operations taking into account among other things, the location of the underlying asset and the availability of suitable alternatives. The lease terms and impact thereof are reassessed in each year to ensure that the lease term reflects the current economic circumstances.

c) Going Concern assumption

As stated in Note no. 58, the financial statements of the company have been prepared on going concern assumption based on managements assessment of the expected successful outcome of steps and measures taken by the company and on resolution with respect to company's borrowing currently under evaluation. In the event of the managements expectation and estimate in this respect, not turing out to be feasible in future, validity of assumption for going concern and possible impact thereof, even though presently not determinable are expected to be material.

d) Fair valuation and Impairment of Loans

All financial instruments are required to be fair valued as at the balance sheet date, as provided in Ind AS 109- Financial Instruments and Ind AS 113- Fair Value Measurement. In this respect, judgement is exercised to determine the value at which such assets are to be recognised. This requires critical evaluation of the realisable value of assets based on estimation and judgements which may not turn out to be true and may lead to significant adjustments in value.

The above includes various loans and advances to companies which have been considered good and recoverable. Recoverability of these and interest thereagainst and/or adjustments required as stated in Note no. 56 will be determined based on the Resolution Plan as approved by Hon'ble NCLT currently under implementation in case of one of the promoter group company which was under CIRP or otherwise on completion of the resolution with respect to company's borrowing.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

e) Impairment of Investments in Subsidiaries and Associates

The company reviews its carrying value of investments in Subsidiaries and Associates carried at cost/ deemed cost (net of impairment if any) annually or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount the impairment loss is accounted for in the standalone statement of profit and loss. As stated in Note no. 59, one of the step down subsidiary has been incurring cash losses and it's current liabilities are in excess of current assets and certain loans in respect of the said step down subsidiary has been restructured. Financial position of the step down subsidiary even though improving subsequent to the restructuring, status thereof are dependent on future uncertain event which may have a significant impact in the carrying value of investments.

f) Fair Value of Biological Assets

The fair value of Biological Assets is determined based on recent transactions entered into with third parties or available market price.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company.

g) Impairment Allowances on trade receivables

The Company evaluates whether there is any objective evidence that trade receivables are impaired and determines the amount of impairment allowance as a result of the inability of the customer to make required payments. The Company bases the estimates on the ageing of the trade receivable, their credit-worthiness and historical write-off experience. In case of variation in financial condition the amount of impairment as recognised may vary having a significant impact on the Financial Statement.

h) Taxes on Income

Significant judgment is required in determination of taxability of certain income and deductibility of certain expenses for estimation of the provision for income taxes including agricultural income. These are based on assumption and inferences and are subject to final assessment by the taxation authorities. Also there are matters pending before various judicial authorities outcome whereof are uncertain. Further, material judgement and assumptions are involved for arriving at timing differences and consequential adjustments on account of deferred taxation are given effect to wherever there are uncertainties leading to the variations in earlier assumptions

The Company has unused tax tax credits, unrecognised deferred tax assets and entitled to tax holiday in Assam and West Bengal for which management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profit together with future tax planning strategies. The management has reviewed the rationale for recognition of Deferred Tax Assets and based on the likely timing and level of profitability in future and expected utilisation of deferred tax thereagainst such recognition of deferred tax assets has been carried out. The amount of deferred tax is dependent upon the resolution with respect to company's borrowing as referred to in Note no. 58 and therefore assumption for reversal/adjustment of deferred tax is expected to be materially different upon completion of resolution with respect to company's borrowings for which required steps are being taken and effect will then be given on determination of amount thereof.

i) Provisions and Contingencies

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which are subject to change in future.

Management uses in-house and external legal professional to make judgments for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations/ against the Company as it is not possible to predict the outcome of pending matters with accuracy.

The carrying amounts of provisions and liabilities and estimation for contingencies are reviewed regularly and revised to consider changing facts and circumstances.

j) Defined benefit obligation (DBO)

The present value of the defined benefit obligations and long term employee benefits depends on a number of factors that are determined on an actuarial basis using a number of assumptions. An actuarial valuation critical estimate of the DBO involves a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate, anticipation of future salary increases etc. as estimated by Independent Actuary appointed for this purpose by the Management. Due to the complexities involved in the valuation and being long-term in nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at every financial year end.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

5. PROPERTY, PLANT AND EQUIPMENT

As at 31st March 2024 (₹ in Lakhs)

Particulars	GROSS AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT
	As at 1st April 2023	Additions during the year	Disposals during the year	As at 31st March 2024	As at 1st April 2023	Depreciation for the year	Disposals during the year	As at 31st March 2024	As at 31st March 2024
Freehold Land	285.64	-	-	**285.64**	-	-	-	-	**285.64**
ROU Leasehold Land	41.18	-	-	**41.18**	9.63	2.41	-	**12.04**	**29.14**
Buildings	36,471.96	32.36	-	**36,504.32**	15,586.49	1,073.94	-	**16,660.43**	**19,843.89**
ROU Building	1,531.90	-	-	**1,531.90**	1,317.62	10.20	-	**1,327.82**	**204.08**
Plant and Equipment	25,382.96	85.10	32.00	**25,436.06**	12,195.73	1,444.19	28.03	**13,611.89**	**11,824.17**
Furniture and Fixtures	688.91	1.95	0.37	**690.49**	538.77	45.96	0.37	**584.36**	**106.13**
Vehicles	2,672.60	-	6.54	**2,666.06**	2,347.69	110.68	6.54	**2,451.83**	**214.23**
Office Equipment	75.40	-	-	**75.40**	73.22	1.12	-	**74.34**	**1.06**
Computer	246.92	59.60	5.01	**301.51**	208.24	25.62	5.01	**228.85**	**72.66**
Bearer Plants	71,263.19	1,224.91	0.85	**72,487.25**	11,013.31	2,236.77	0.20	**13,249.88**	**59,237.37**
Total	**138,660.66**	**1,403.92**	**44.77**	**140,019.81**	**43,290.70**	**4,950.89**	**40.15**	**48,201.44**	**91,818.37**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

5. PROPERTY, PLANT AND EQUIPMENT

As at 31st March 2025 (₹ in Lakhs)

Particulars	GROSS AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT
	As at 1st April 2024	Additions during the year	Disposals during the year	As at 31st March 2025	As at 1st April 2024	Depreciation for the year	Disposals during the year	As at 31st March 2025	As at 31st March 2025
Freehold Land	285.64	-	-	**285.64**	-	-	-	**-**	**285.64**
ROU Leasehold Land	41.18	-	-	**41.18**	12.04	2.41	-	**14.45**	**26.73**
Buildings	36,504.32	867.22	-	**37,371.54**	16,660.43	1,053.37	-	**17,713.80**	**19,657.74**
ROU Building	1,531.90	-	-	**1,531.90**	1,327.82	10.20	-	**1,338.02**	**193.88**
Plant and Equipment	25,436.06	290.63	5.02	**25,721.67**	13,611.89	1,391.23	4.35	**14,998.77**	**10,722.90**
Furniture and Fixtures	690.49	12.82	0.50	**702.81**	584.36	35.80	0.50	**619.66**	**83.15**
Vehicles	2,666.06	29.27	4.56	**2,690.77**	2,451.83	86.37	4.56	**2,533.64**	**157.13**
Office Equipment	75.40	0.43	-	**75.83**	74.34	0.50	-	**74.84**	**0.99**
Computer	301.51	13.31	0.26	**314.56**	228.85	22.24	0.26	**250.83**	**63.73**
Bearer Plants	72,487.25	1,333.12	-	**73,820.37**	13,249.88	2,243.65	-	**15,493.53**	**58,326.84**
Total	**140,019.81**	**2,546.80**	**10.34**	**142,556.27**	**48,201.44**	**4,845.77**	**9.67**	**53,037.54**	**89,518.73**

5.1 "ROU Buildings" relates to building premises taken on lease and recognised as "Right of Use" in terms of Ind AS 116 on implementation with effect from 1st April 2019 (Refer Note no. 51).

5.2 The Company has 31 tea estate land in State of Assam for which lease(patta) has been granted for carrying out the plantation activity against payment of Land Revenue. The company has 2 tea estates land taken on lease for 30 years on renewal basis from Government of West Bengal which have been recognised and disclosed as ROU leasehold land. The Company's right for plantation in the State of Assam is not for a specified lease term against lease payments (other than land revenue) and not expected to be withdrawn or discontinued in foreseeable future and as such perpetual in nature. Capitalisation of costs thereof as required in terms of Ind AS 116 and amortisation over the lease terms had therefore not been considered in this respect.

5.3 The Company doesn't hold any Benami Property and there is no proceedings initiated or pending against the Company for holding any Benami Property under the Benami Transaction (Prohibition) Act, 1988 and rules made there under.

5.4 Refer note. no. 59 in respect of ascertainment of Impairment if any in accordance with Ind AS 36 'Impairment of Assets'.

5.5 Refer note. no. 22 and 25 in respect of charge created against borrowings and note no. 52 referring restriction imposed by Hon'ble High Court of Delhi relating to disposal of assets.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

6. OTHER INTANGIBLE ASSETS

As at 31st March, 2024 (₹ in Lakhs)

Particulars	GROSS AMOUNT				ACCUMULATED AMORTISATION				NET CARRYING AMOUNT
	As at 1st April 2023	Additions during the year	Disposals during the year	As at 31st March 2024	As at 1st April 2023	Amortisation for the year	Disposals during the year	As at 31st March 2024	As at 31st March 2024
Trade Mark [Brand]	2,437.50	-	-	**2,437.50**	2,000.00	250.00	-	**2,250.00**	**187.50**
Computer Software	534.18	-	-	**534.18**	531.08	1.20	-	**532.28**	**1.90**
Total	**2,971.68**	**-**	**-**	**2,971.68**	**2,531.08**	**251.20**	**-**	**2,782.28**	**189.40**

As at 31st March, 2025 (₹ in Lakhs)

Particulars	GROSS AMOUNT				ACCUMULATED AMORTISATION				NET CARRYING AMOUNT
	As at 1st April 2024	Additions during the year	Disposals during the year	As at 31st March 2025	As at 1st April 2024	Amortisation for the year	Disposals during the year	As at 31st March 2025	As at 31st March 2025
Trade Mark [Brand]	2,437.50	-	-	**2,437.50**	2,250.00	187.50	-	**2,437.50**	**-**
Computer Software	534.18	-	-	**534.18**	532.28	0.91	-	**533.19**	**0.99**
Total	**2,971.68**	**-**	**-**	**2,971.68**	**2,782.28**	**188.41**	**-**	**2,970.69**	**0.99**

6.1 Trade mark (Brand - WM logo), acquired in January 2005, has been amortised under straight line method over 20 years based on the valuation by Independent Valuer.

6.2 Refer note. no. 59 in respect of ascertainment of Impairment if any in accordance with Ind AS 36 'Impairment of Assets'.

7. INVESTMENT IN SUBSIDIARY AND ASSOCIATE

(₹ in Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Investment in Equity Instruments			
(Investment measured At Cost)			
(Face Value of Rs 10 each fully paid, except otherwise stated)			
In Subsidiary			
Unquoted			
Borelli Tea Holdings Limited -BTHL, (U.K.)			
2,52,000 (31st March 2024: 2,52,000) Shares of GBP 1/- each	7.4	15,967.18	15,967.18
In Associate			
Unquoted			
D1 Williamson Magor Bio Fuel Limited			
72,81,201 (31st March 2024: 72,81,201) Shares , fully impaired		-	-
		15,967.18	**15,967.18**

7.1 Aggregate amount of unquoted investments	15,967.18	15,967.18
7.2 Aggregate amount of impairment in the value of investments	2,184.35	2,184.35

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

7.3 Details of Subsidiaries and Associates in accordance with Ind AS 112 "Disclosure of interests in other entities":

Name of the Company	Country of Incorporation	Proportion of ownership interest/ voting rights held by the Company	
		As at 31st March 2025	As at 31st March 2024
Subsidiary			
Borelli Tea Holdings Limited -BTHL	United Kingdom	100.00%	100.00%
Associate			
D1 Williamson Magor Bio Fuel Limited	India	34.30%	34.30%

7.4 Also refer Note no. 59 in respect of ascertainment of impairment, if any in accordance with Ind AS

8. INVESTMENTS

(₹ in Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Investment in Equity Instruments			
(Face Value of Rs 10 each fully paid, except otherwise stated)			
(At Fair Value through Other Comprehensive Income)			
Quoted			
McNally Bharat Engineering Company Limited- MBECL	8.5, 8.6 and 8.11		
30,52,295 (31st March 2024: 30,52,295) Shares, fully impaired		0.00	0.00
Williamson Financial Services Limited			
16,66,953 (31st March 2024: 16,66,953) Shares		110.23	133.70
Eveready Industries India Limited	8.7		
16,63,289 (31st March 2024: 16,63,289) Shares of Rs. 5/- each		5,036.46	5,552.32
The Standard Batteries Limited	8.8		
10,03,820 (31st March 2024: 10,03,820) Shares of Re. 1/- each		688.03	553.27
Kilburn Office Automation Limited	8.6 and 8.10		
31,340 (31st March 2024: 31,340) Shares		0.00	0.00
		5,834.72	**6,239.29**
Unquoted			
ABC Tea Workers Welfare Services Limited			
11,067 (31st March 2024: 11,067) Shares		0.71	0.71
Murablack India Limited	8.6		
5,00,000 (31st March 2024: 5,00,000) Shares, fully impaired		0.00	0.00
Arunodaya Green Fuels Limited	8.12		
4,00,000 (31st March 2024: 4,00,000) Shares, fully impaired		-	-
		0.71	**0.71**
		5,835.43	**6,240.00**

8.1 Aggregate amount of Unquoted Investments		0.71	0.71
8.2 Aggregate amount of Quoted Investments		5,834.72	6,239.29
8.3 Aggregate market value of Quoted Investments		5,834.72	6,239.29
8.4 Aggregate amount of Impairment in the value of Investments	8.6	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

8.5 In connection with a Term Loan from ICICI Bank Limited of Rs. 5,000.00 lakhs (31st March, 2024: Rs. 5,000.00 lakhs) taken by McNally Bharat Engineering Company Limited (MBECL), the Company has furnished a Non-Disposal Undertaking of its present and future holding of shares (Also Refer Note no. 8.11).

8.6 Amount is below the rounding off norm adopted by the Company.

8.7 In earlier years, shares of Eveready Industries India Limited were pledged with HDFC Bank Limited against short-term loan of Rs. 7,500.00 lakhs which have been repaid in earlier year. During the year, these investments as such have become non-encumbured as per the Demat statement and disclosure made by the said Investee company and hence available for disposal with the company.

8.8 Shares of The Standard Batteries Limited were pledged to Aditya Birla Finance Limited against short-term loan of Rs. 1,000.00 lakhs which eventhough repaid in earlier years, charge on account of pledge of these shares are yet to be released.

8.9 During the year ended 31st March 2020, shares of Kilburn Engineering Limited being pledged with RBL Bank Limited had been Invoked by RBL Bank Limited and Rs. 247.67 lakhs had been adjusted against their outstanding amount of loan.

8.10 Trading of Kilburn Office Automation Limited Shares have been suspended on the stock exchange. Accordingly, for the purpose of fair valuation of these shares have been derived based on the latest audited financial statement.

8.11 Consequent to the initiation of Corporate Insolvency and Resolution Process (CIRP) and appointment of Resolution Professional in case of MBECL, the company had fair valued it's investment to nominal value of Re. 1. Consequent to the approval of Resolution Plan by Hon'ble NCLT, Kolkata, currently under implementation and required adjustment will be given effect to on ascertainment thereof.

8.12 In respect of Company's investment in Suryachakra Seafood limited (SSL), purusant to the Scheme of Arrangment approved by Hon'ble High Court in earlier years, the said company was transferred to Arunodaya Green Fuels Limited (AGFL) and Shareholders of SSL were alloted 1 equity share of AGFL against 3 equity shares of SSL, which are yet to be received by the company.

9. LOANS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2025		As at 31st March 2024	
		Current	Non-Current	Current	Non-Current
Loans to Bodies Corporate	56				
Considered Good		-	1,85,010.95	-	1,85,010.95
Credit Impaired		-	91,085.00	-	91,085.00
Less: Allowance for Doubtful Loans	9.2	-	(91,085.00)	-	(91,085.00)
Loans to Others	56				
Considered Good		-	-	-	-
Credit Impaired		-	13.00	-	13.00
Less: Allowance for Doubtful Loans	9.2	-	(13.00)	-	(13.00)
Loans and Advances to Employees					
Considered Good	9.1 and 61	571.95	-	336.27	-
Credit Impaired		-	7.38	-	7.38
Less: Allowance for Doubtful Loans	9.2	-	(7.38)	-	(7.38)
		571.95	**1,85,010.95**	**336.27**	**1,85,010.95**

9.1 Loans to employees include remuneration to the extent of Rs. 576.90 Lakhs been paid to the Managing Director for the period from 17th May, 2023 to 31st March, 2025 as decided by the Shareholder vide their special resolution dated 14th July, 2023. The Company prior to the said resolution made application to the banks and financial institution for their approval and these loans as dealt with in Note no. 58 borrowings whereof have been assigned and resolution in this respect as mentioned in the said note is under consideration. Accordingly, the said amount being paid and held in trust have been continued to be recognised as advances.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

9.2 Movement of Impairment Allowances for doubtful balances:

Particulars	Loans to Bodies Corporate and others		Loans and Advances to Employees	
	Year ended 31st March 2025	Year ended 31st March 2024	Year ended 31st March 2025	Year ended 31st March 2024
Balance at the beginning of the year	91,098.00	91,098.00	7.38	7.38
Recognised during the year	-	-	-	-
Reversal during the year	-	-	-	-
Balance at the end of the year	**91,098.00**	**91,098.00**	**7.38**	**7.38**

9.3 Loans or Advances in the nature of loans granted to Promoters, Directors, KMPs and the related parties in accordance with Schedule III (as amended) are as follows:

Particulars	As at 31st March 2025		As at 31st March 2024	
	Amount	%ge of Total	Amount	%ge of Total
Repayable on Demand				
Promoters				
Williamson Magor & Co. Limited	19,221.42	6.95%	19,221.42	6.95%
Babcock Borsig Limited	14,500.00	5.24%	14,500.00	5.25%
Williamson Financial Services Limited	22,200.00	8.02%	22,200.00	8.03%
Woodside Parks Limited	91,040.22	32.90%	91,040.22	32.93%
Director				
Aditya Khaitan (Refer note no. 9.1)	576.90	0.21%	266.90	0.10%

9.4 Refer Note no. 25 to the financial statements in respect of charge created against borrowings.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

10. OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2025		As at 31st March 2024	
		Current	Non-Current	Current	Non-Current
Security Deposits		-	844.88	-	817.93
Margin Money Deposit with banks	61	-	-	-	0.77
Fixed Deposit with Banks	10.1 and 61	-	82.66	-	19.09
Receivable against Sale of specified assets of Tea Estates	10.2 and 61	-	2,417.02	-	2,417.65
Interest Accrued on Loans, Deposits and others	56				
Considered good		-	-		-
Credit Impaired	10.4	-	9,941.50	-	9,941.50
Less: Allowance for Doubtful Interest Receivable	10.5	-	(9,941.50)	-	(9,941.50)
Interest Subsidies receivable from Government	10.3	-	579.35	-	579.35
Receivable on account of Claims and Other receivable	61				
Considered good		341.05	-	267.50	-
Credit Impaired		26.00	-	26.00	-
Less: Allowance for Doubtful Claims	10.5	(26.00)	-	(26.00)	-
Duty draw back benefits pertaining to exports		123.98	-	128.89	-
Subsidies receivable from Government	61	670.09	-	642.03	-
Compensation receivable from Government	61	51.63	-	51.63	-
		1,186.75	**3,923.91**	**1,090.05**	**3,834.79**

10.1 Fixed deposits with bank represents the amount lying against bank guarantee issued by them.

10.2 Pertaining to Sale of specified assets of Tea Estates from/to buyers of such assets sold in earlier years subject to fulfilment of conditions in terms of Sales Agreement.

10.3 Interest subsidy receivable represent the amount receivable under Interest Subsidy 1997 Scheme for the period from 2007-08 to 2008-10 against which the claims has been recommended by DIC district to DIC Guwahati but the subsidy has not released due to letter dated 18th June 2014 from DIPP, New Delhi stating that the said Scheme is available for incremental borrowing. The company had preferred an appeal before Hon'ble High Court at Delhi and the judgement has been delivered in favour of the company and pending receipt of the subsidy despite the direction of Hon'ble High Court of Delhi, the company has filed a contempt petition before Hon'ble Gauhati High Court. Pending finalisation of the matter and determination of the amount thereof, the amount so recognised has been considered good and recoverable and claim for subsequent period has not been recognised.

10.4 Includes Rs.1,051.99 lakhs, being the amount of tax deducted by the Bodies Corporate to whom Loans were granted and were not deposited by them. Such amounts remain provided for in the financial statement.

10.5 Movement of Impairment Allowances for doubtful balances:

Particulars	Receivable on account of Claims and Other receivable		Interest Accrued on Loans and Deposits	
	Year ended 31st March 2025	Year ended 31st March 2024	Year ended 31st March 2025	Year ended 31st March 2024
Balance at the beginning of the year	26.00	26.00	9,941.50	9,941.50
Recognised during the year	-	-	-	-
Reversal during the year	-	-	-	-
Balance at the end of the year	**26.00**	**26.00**	**9,941.50**	**9,941.50**

10.6 Refer Note no. 25 to the financial statements in respect of charge created against borrowings.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

11. DEFERRED TAX ASSETS/ (LIABILITIES) (NET)

(₹ in Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Deferred Tax Assets		24,063.03	21,056.93
Deferred Tax Liabilities		(19,595.75)	(20,179.59)
		4,467.28	**877.34**

Components of Deferred tax Assets/ (Liabilities) as at 31st March 2025 are given below:

Particulars	As at 1st April, 2024	Charge/ (Credit) recognised in Statement of profit and loss	Charge/ (Credit) recognised in OCI	As at 31st March 2025
Deferred Tax Assets:				
Expenses allowable on payment basis	18,136.89	(3,675.70)	384.23	21,428.36
Allowances for Doubtful Debts, Advances etc.	1,179.67	59.00	-	1,120.67
MAT Credit Entitlement	1,615.08	216.38	-	1,398.70
Others	125.29	9.99	-	115.30
Total Deferred Tax Assets	**21,056.93**	**(3,390.33)**	**384.23**	**24,063.03**
Deferred Tax Liabilities:				
Timing difference with respect to Property, Plant and Equipment and other intangible assets	20,179.59	(583.84)	-	19,595.75
Total Deferred Tax Liabilities	**20,179.59**	**(583.84)**	**-**	**19,595.75**
NET DEFERRED TAX ASSETS/ (LIABILITIES)	**877.34**	**(3,974.17)**	**384.23**	**4,467.28**

Components of Deferred tax Assets/ (Liabilities) as at 31st March 2024 are given below:

Particulars	As at 1st April, 2023	Charge/(Credit) recognised in Statement of profit and loss	Charge/(Credit) recognised in OCI	As at 31st March 2024
Deferred Tax Assets:				
Expenses allowable on payment basis	13,917.00	(3,710.21)	(509.68)	18,136.89
Allowances for Doubtful Debts, Advances etc.	1,181.16	1.49	-	1,179.67
MAT Credit Entitlement	1,615.08	-	-	1,615.08
Others	135.32	10.03	-	125.29
Total Deferred Tax Assets	**16,848.56**	**(3,698.69)**	**(509.68)**	**21,056.93**
Deferred Tax Liabilities:				
Timing difference with respect to Property, Plant and Equipment and other intangible assets	20,369.46	(189.87)	-	20,179.59
Total Deferred Tax Liabilities	**20,369.46**	**(189.87)**	**-**	**20,179.59**
NET DEFERRED TAX ASSETS/ (LIABILITIES)	**(3,520.90)**	**(3,888.56)**	**(509.68)**	**877.34**

11.1 The ultimate realisation of deferred tax assets, unused tax credit is dependent upon the future taxable income of the company. Deferred Tax Assets including MAT Credit entitlement has been carried forward in these financial statement based on management's assessment of reasonable certainty for reversal/utilisation thereof against future taxable income.

Deferred tax assets in respect of MAT Credit Entitlement amounting to Rs. 2,908.79 lakhs and deferred tax assets amounting to Rs. 14,163.29 lakhs on provision of Rs. 1,01,328.49 lakhs created during the year ended 31st March 2023 against inter corporate deposits and other recoverable pending determination of the amount thereof and Rs. 2,215.17 lakhs on unrecognised losses as stated in Note no. 11.2 below considering the realisability thereof following principle of prudence have not been recognised.

11.2 **The Expiry date for accumulated losses unrecognised are as follows:**

Particulars	Year of Expiry	Amount
Long Term Capital Loss	AY 2026-27	5,526.84
Short Term Capital Loss	AY 2028-29	135.13
Unabsorbed depreciation loss	No Expiry	1,955.67
Unabsorbed business loss	AY 2031-32	1,945.54

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

12. OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Advances to Suppliers, Service Providers etc.:			
Credit Impaired		1,170.56	1,161.51
Less : Allowance for Doubtful Advances	12.2	(1,170.56)	(1,161.51)
Advance for Employee Benefit	40		
- Superannuation Fund		1,341.68	1,492.23
Income Tax recoverable	12.1	-	700.00
Deposits with National Bank for Agriculture and Rural Development		54.97	387.15
		1,396.65	**2,579.38**

12.1 In connection with an overseas acquisition of a subsidiary in 2005, the Income Tax authority had raised a demand of Rs. 5,278.00 lakhs during the year 2009-10 on the Company on account of alleged non-deduction of tax at source and interest thereon pertaining to the transaction. The Company challenged the said demand before the appropriate authorities and has obtained a stay against the same from the Hon'ble High Court of Calcutta. The Company deposited Rs. 700.00 lakhs during the year 2011-12 with Income Tax Authority under protest. Pursuant to the Taxation Laws (Amendment) Act 2021 and the notification issued under Income – tax (31st Amendment) Rules 2021, the Commisioner of Income Tax (IT & TP) has issued an order on 14th February 2022 allowing the Company to claim refund of the amount deposited and the said amount of Rs. 700.00 lakhs has been received.

Aggrieved by the delay in grant of refund, the company has prefered a further appeal before Hon'ble High Court at Calcutta against the department claiming the interest against delay in grant of refund and the matter is pending for decission as on this date.

12.2 Movement of Impairment Allowances for doubtful balances:

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Balance at the beginning of the year	1,161.51	1,161.51
Recognised during the year	9.05	-
Reversal during the year	-	-
Balance at the end of the year	1,170.56	1,161.51

13. INVENTORIES

(₹ in Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
At lower of cost and net realisable value			
Raw Materials (Green Leaf)		92.53	7.94
Finished Goods (Stock of Tea) [Including in transit Rs. 657.94 Lakhs (31st March 2024: Rs. 1,567.07 Lakhs)]		3,502.25	3,232.17
Stores and Spares	13.1	3,275.80	1,498.57
		6,870.58	**4,738.68**

13.1 Stores and Spares is net of allowance for slow moving/obsolete inventory amounting to Rs. 153.21 lakhs (31st March 2024: Rs. 121.81 lakhs).

13.2 Disclosure as per Ind AS 2 "Inventories"

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
a) Cost of Inventories recognised as Expense during the year	93,872.15	1,10,469.90
b) (Increase)/Decrease in value of inventory due to variation in realisable value	-	-

13.3 Refer Note no. 25 to the financial statements in respect of charge created against borrowings.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

14. BIOLOGICAL ASSETS OTHER THAN BEARER PLANTS

(₹ in Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Fair Value of Biological Assets other than Bearer Plants (Unharvested Tea Leaves)		155.43	412.99
		155.43	412.99

14.1 **Changes in Fair Value of Biological Assets Other Than Bearer Plants**

Particulars		Year ended 31st March 2025	Year ended 31st March 2024
Opening		412.99	244.56
Increase due to harvest/physical changes		155.43	412.99
Decrease due to harvest/physical changes		(412.99)	(244.56)
Closing		**155.43**	**412.99**

14.2 Unharvested tea leaves on bushes as on 31st March 2025 was 9.19 Lakh Kgs (31st March 2024: 15.08 Lakh Kgs).

14.3 Refer Note no. 25 to the financial statements in respect of charge of tea estates against borrowings.

15. TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Secured	61		
- Considered Good		-	350.00
- Credit Impaired		-	195.26
Less: Allowance for Doubtful Debts	15.2	-	(195.26)
Unsecured	61		
- Considered Good		3,619.39	3,217.92
- Credit Impaired		197.64	197.64
Less: Allowance for Doubtful Debts	15.2	(197.64)	(197.64)
		3,619.39	**3,567.92**

15.1 Trade Receivables ageing schedule based on the due date for payment there against are as follows (Refer Note no. 61):

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Undisputed Trade Receivables- Considered Good			
Within the credit period		1,565.97	1,665.27
Less than 6 Months		758.46	810.51
6 months - 1 Year		822.54	420.57
1-2 Years		324.99	174.14
2-3 Years		63.54	63.54
3 Years and above		83.89	83.89
Undisputed Trade Receivables- Credit impaired			
3 Years and above		197.64	197.64
Disputed Trade Receivables- Considered Good			
Within the credit period		-	-
Less than 6 Months		-	-
6 months - 1 Year		-	-
1-2 Years		-	-
2-3 Years		-	-
3 Years and above		-	350.00
Disputed Trade Receivables- Credit impaired			
3 Years and above		-	195.26

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

15.2 Movement of Impairment Allowances for doubtful debts **(₹ in Lakhs)**

Particulars		Year ended 31st March 2025	Year ended 31st March 2024
Balance at the beginning of the year		392.90	371.49
Recognised during the year		-	21.41
Reversal during the year		(195.26)	-
Balance at the end of the year		**197.64**	**392.90**

15.3 Refer Note no. 25 to the financial statements in respect of charge created against borrowings.

16. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Balance with banks in Current Accounts		477.72	230.19
Cash on hand		20.90	20.16
		498.62	**250.35**

16.1 Refer Note no. 25 to the financial statements in respect of charge created against borrowings.

17. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Earmarked Balance with banks:			
- In Dividend Accounts	17.1	5.15	9.19
- In Fixed Deposits	10.1	25.69	82.89
- In Escrow Accounts/Fractional Share Sale Proceeds Account	17.1	0.16	0.16
		31.00	**92.24**

17.1 There is no amount due for deposit to Investor Education and Protection Fund at the Balance Sheet date.

17.2 Refer Note no. 25 to the financial statements in respect of charge created against borrowings.

18. CURRENT TAX ASSETS (NET)

(₹ in Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Advance Tax - Agricultural Income Tax [Net of Provision Rs.17,140.38 lakhs (31st March 2024: Rs. 17,140.38 lakhs)]	30.1	810.50	810.50
Advance Tax - Fringe Benefit Tax [Net of Provision Rs. 201.53 lakhs (31st March 2024: Rs. 201.53 lakhs)]		13.29	13.29
		823.79	**823.79**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

19. OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Balance with Government Authorities- GST, etc.		2,215.68	678.59
Advances to Suppliers, Service Providers etc.	61		
Considered Good		3,194.95	1,020.30
Considered Doubtful	19.2	1,618.47	1,656.00
Less: Allowance for Doubtful Advances	19.1	(1,618.47)	(1,656.00)
Advance for Employee Benefits	40		
- Superannuation Fund		110.39	24.95
Advance to Employees	61		
Considered Good		50.17	72.19
Considered Doubtful		133.78	124.73
Less: Allowance for Doubtful Advances	19.1	(133.78)	(124.73)
Prepaid Expenses		581.53	315.34
		6,152.72	2,111.37

19.1 Movement of Impairment Allowances for doubtful advances:

(₹ in Lakhs)

Particulars	Advances to Suppliers, Service Providers etc.		Advance to Employees	
	Year ended 31st March 2025	Year ended 31st March 2024	Year ended 31st March 2025	Year ended 31st March 2024
Balance at the beginning of the year	1,656.00	1,656.00	124.73	108.85
Recognised during the year	-	-	9.05	15.88
Reversal during the year	(37.53)	-	-	-
Balance at the end of the year	**1,618.47**	**1,656.00**	**133.78**	**124.73**

19.2 Includes Rs. 1,400.00 lakhs outstanding from a party against advance given in earlier years and lying outstanding for a considerable period of time, recoverability whereof in absence of required details and confirmations etc., being considered remote, had been fully provided for during the year ended 31st March 2023.

19.3 Refer Note no. 25 to the financial statements in respect of charge created against borrowings.

20. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Authorised			
12,00,00,000 (31st March 2024: 12,00,00,000) Equity Shares of Rs. 5/- each		6,000.00	6,000.00
Issued, subscribed and paid-up			
10,44,55,735 (31st March 2024: 10,44,55,735) Equity Shares of Rs. 5/- each fully paid up		5,222.79	5,222.79
		5,222.79	**5,222.79**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

20.1 Reconciliation of number of Equity Shares outstanding **(No of Shares)**

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
As at beginning of the year	10,44,55,735	10,44,55,735
Changes in Equity Share Capital during the year	-	-
At the end of the year	10,44,55,735	10,44,55,735

20.2 Rights, preferences and restrictions attached to Shares

The Company has one class of shares referred to as Equity Shares having a par value of Rs. 5.00 each. Each Holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the equity shareholders will be entitled to receive assets of the Company remaining after distribution of all preferential amounts, in proportion of their shareholding.

20.3 There are no shareholders holding more than 5% of the Equity Shares in the Company

20.4 Changes in Shareholding of Promoter :

For the year ended 31st March 2025

Particulars	As at 31st March 2025		As at 31st March 2024		%ge Change
	(No. of Shares)	%	(No. of Shares)	%	
LATE BRIJ MOHAN KHAITAN	36,588	0.04	36,588	0.04	0.00
ADITYA KHAITAN	17,272	0.02	17,272	0.02	0.00
AMRITANSHU KHAITAN	15,000	0.01	15,000	0.01	0.00

For the year ended 31st March 2024

Particulars	As at 31st March 2025		As at 31st March 2024		%ge Change
	(No. of Shares)	%	(No. of Shares)	%	
LATE BRIJ MOHAN KHAITAN	36,588	0.04	36,588	0.04	0.00
ADITYA KHAITAN	17,272	0.02	17,272	0.02	0.00
AMRITANSHU KHAITAN	15,000	0.01	15,000	0.01	0.00

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

21. OTHER EQUITY

(₹ in Lakhs)

Particulars	Reserves and Surplus						Other Comprehensive Income		Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Other Reserve	Revaluation Surplus	Equity Investments through FVTOCI	Remeasurement of Defined Benefit Plan	
As at 1st April 2023	**201.68**	**4,402.30**	**1,06,282.65**	**(1,25,330.98)**	**19,209.20**	**26,231.19**	**4,668.44**	**-**	**35,664.48**
Profit/(Loss) for the year	-	-	-	(26,564.90)	-	-	-	-	(26,564.90)
Other Comprehensive Income	-	-	-	-	-	-	1,026.38	(1,084.08)	(57.70)
Total Comprehensive Income for the year	**-**	**-**	**-**	**(26,564.90)**	**-**	**-**	**1,026.38**	**(1,084.08)**	**(26,622.60)**
Transfer on account of depreciation on amount added on Revaluation of Property, Plant and Equipment	-	-	1,128.38	-	-	(1,128.38)	-	-	-
Transfer to Retained Earnings	-	-	-	(1,084.08)	-	-	-	1,084.08	-
As at 31st March 2024	**201.68**	**4,402.30**	**1,07,411.03**	**(1,52,979.96)**	**19,209.20**	**25,102.81**	**5,694.82**	**-**	**9,041.88**
Profit/(Loss) for the year	-	-	-	(19,635.96)			-	-	(19,635.96)
Other Comprehensive Income	-	-	-	-	-	-	(404.57)	817.19	412.62
Total Comprehensive Income for the year	**-**	**-**	**-**	**(19,635.96)**	**-**	**-**	**(404.57)**	**817.19**	**(19,223.34)**
Transfer on account of depreciation on amount added on Revaluation of Property, Plant and Equipment	-	-	1,111.24	-	-	(1,111.24)	-	-	-
Transfer to Retained Earnings	-	-	-	817.19	-	-	-	(817.19)	-
As at 31st March 2025	**201.68**	**4,402.30**	**1,08,522.27**	**(1,71,798.73)**	**19,209.20**	**23,991.57**	**5,290.25**	**-**	**(10,181.46)**

Nature and Purpose of Reserves

21.1 Capital Reserve

Represents the amount transferred from the transferor company pursuant to Scheme of Arrangement effected in earlier years.

21.2 Securities Premium

Securities Premium represents the amount received in excess of par value of securities and is available for utilisation as specified under Section 52 of Companies Act, 2013.

21.3 General Reserve

General reserve is a free reserve which is created by transfer of profits from retained earnings. As the general reserve is created by a transfer from one component to another and is not an item of Other Comprehensive Income, items included in the general reserve is generally not reclassified subsequently to Statement of Profit and Loss.

21.4 Other Reserves

Represents the balance amount of reserve which had arisen on transfer of Bulk Tea Division of Eveready Industries India Limited pursuant to Scheme of Arrangement.

21.5 **Retained Earnings**

Retained earnings generally represents amount of accumulated surplus/deficit of the company. This includes Other Comprehensive Income of (Rs. 7,402.90 lakhs) (31st March 2024: (Rs. 8,220.09 lakhs)) relating to remeasurement of defined benefit plans (net of tax) which cannot be reclassified to Statement of Profit and Loss.

21.6 Revaluation Surplus

Represents differential arising on revaluation of Property, Plant and Equipment by the erstwhile Bulk Tea Division of Everready Industries Limited demerged to the company with effect from 1st April 2004 pursuant to the Scheme of Arrangement. The said reserve has been carried over being part of PPE, recognised at carrying value as per previous GAAP as deemed cost on the date of transition to Ind AS. The amount of depreciation attributable to the said revaluation is transferred from the said reserve to general reserve as per the practice followed in this respect.

21.7 Other Comprehensive Income (OCI)

The company has elected to recognise changes in the fair value of non-current investments in Equity Instruments (other than Subsidiary and Associates) through OCI. This reserve represents the cumulative gains and losses arising on equity instruments measured at fair value. The company transfers amounts from this reserve to retained earnings when the relevant equity securities are disposed. This also includes gain/losses on re-measurement of defined benefit obligations which is transferred to retained earnings as stated in Note 21.5 above.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

22. NON CURRENT BORROWINGS

(₹ in Lakhs)

Particulars		Refer Note No.	As at 31st March 2025		As at 31st March 2024	
			Current	Non-Current	Current	Non-Current
SECURED						
Term Loans from Banks						
ICICI Bank Limited		22.3	-	-	656.54	-
a)	Nature of Security					
	Secured by first pari passu charge of certain tea estates by way of mortgage over immovable fixed assets and hypothecation of movable fixed assets.					
b)	Rate of Interest					
	Interest is payable on monthly basis at base rate plus 0.40% p.a.					
ICICI Bank Limited		22.3	-	-	3,993.00	-
a)	Nature of Security					
	Secured by first pari passu charge of certain tea estates by way of mortgage over immovable fixed assets and hypothecation of movable fixed assets.					
b)	Rate of Interest					
	Interest is payable on monthly basis at 1 year MCLR plus 1.70% p.a					
HDFC Bank Limited		22.3	-	-	2,300.00	-
a)	Nature of Security					
	Secured by extension of exclusive charge over certain tea estates.					
b)	Rate of Interest					
	Interest is payable on monthly basis at HDFC bank 1 year MCLR plus 1.40% p.a.					
HDFC Bank Limited		22.3	-	-	4,500.00	-
a)	Nature of Security					
	Subservient charge on the entire present and future moveable fixed assets of the company.					
b)	Rate of Interest					
	Interest is payable on monthly basis at 3-month MCLR plus 3.00% p.a.					
HDFC Bank Limited		22.3	-	-	894.82	-
a)	Rate of Interest					
	Interest is payable on monthly basis at HDFC CORP-PLR plus 2.10% p.a.					
RBL Bank Limited		22.3	-	-	4,752.33	-
a)	Nature of Security					
	Subservient charge by way of hypothecation/mortgage over moveable fixed assets of the Company both present and future.					
b)	Rate of Interest					
	Interest is payable on monthly basis at RBL Bank's 1 year MCLR plus 1.10%.					
Term Loan from Others						
National Asset Reconstruction Company Limited		22.3 to 22.5	7,070.00	-	-	-
a)	Nature of Security					
	Secured by first pari passu charge of certain tea estates by way of mortgage over immovable fixed assets and hypothecation of movable fixed assets.					
b)	Rate of Interest					
	Interest in accordance with terms of original agreement with respective banks (as stated against respective banks as at 31st March 2024) pending resolution as per Note no. 58.					

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

22. NON CURRENT BORROWINGS *(Contd.)*

(₹ in Lakhs)

Particulars		Refer Note No.	As at 31st March 2025 Current	As at 31st March 2025 Non-Current	As at 31st March 2024 Current	As at 31st March 2024 Non-Current
Term Loan from Others						
National Asset Reconstruction Company Limited		22.3 to 22.5	5,000.00	-	-	-
a)	Nature of Security					
	Subservient charge by way of hypothecation/mortgage over moveable fixed assets of the Company both present and future.					
b)	Rate of Interest					
	Interest in accordance with terms of original agreement with respective banks (as stated against respective banks as at 31st March 2024) pending resolution as per Note no. 58.					
J. C. Flowers Asset Reconstruction Private Limited		22.2 and 22.3	4,375.00	-	4,375.00	-
a)	Nature of Security					
	Subservient charge on all the Moveable Fixed assets of certain tea estates- both present and future.					
b)	Rate of Interest					
	Interest is payable on monthly basis at 1 year MCLR plus 1.15% p.a.					
UNSECURED		22.3 to 22.5				
National Asset Reconstruction Company Limited			5,049.29	-	-	-
			21,494.29	**-**	**21,471.69**	**-**

22.1 The company in terms of the sanction letter has been in default for the repayment of principal and interest thereof to the lenders (banks & others). The period and amount of such defaults as on balance sheet date read with Note no. 60 are as follows:

(₹ in Lakhs)

Particulars	Period of Default	Principal As at 31st March 2025	Principal As at 31st March 2024	Interest As at 31st March 2025	Interest As at 31st March 2024
Term Loans from Banks					
ICICI Bank Limited- Secured	June 2019 to 12th March, 2025	-	4,649.54	-	2,126.62
HDFC Bank Limited- Secured	June 2019 to 12th March, 2025	-	2,300.00	-	3,384.60
HDFC Bank Limited- Unsecured	1st January, 2020 to 12th March, 2025	-	5,394.82	-	376.94
RBL Bank Limited- Subservient	July 2019 to 12th March, 2025	-	4,752.33	-	2,522.20
Term Loan from Others					
National Asset Reconstruction Company Limited	June 2019 to 31st March, 2025				
- Secured		7,070.00	-	3,927.26	-
- Unsecured		5,049.29	-	3,311.13	-
- Subservient		5,000.00	-	3,068.46	-
J. C. Flowers Asset Reconstruction Private Limited - Subservient	March 2019 to 31st March, 2025	4,375.00	4,375.00	2,507.05	2,045.07
Short Term Loan from Banks					
Axis Bank Limited- Secured	July 2019 to 12th March, 2025	-	15,000.00	-	7,283.39
Axis Bank Limited- Unsecured	July 2019 to 12th March, 2025	-	10,000.00	-	5,513.86
RBL Bank Limited- Subservient	July 2019 to 12th March, 2025	-	23,500.00	-	12,325.19
HDFC Bank Limited- Unsecured	May 2019 to 12th March, 2025	-	17,901.97	-	8,672.76
IndusInd Bank Limited- Unsecured	December 2019 to 31st March, 2025	7,166.00	7,484.81	5,020.51	4,267.33

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

22. NON CURRENT BORROWINGS *(Contd.)*

(₹ in Lakhs)

Particulars	Period of Default	Principal		Interest	
		As at 31st March 2025	As at 31st March 2024	As at 31st March 2025	As at 31st March 2024
Short Term Loan from Others					
J. C. Flowers Asset Reconstruction Private Limited- Subservient	May 2019 to 31st March, 2025	30,806.00	33,026.61	18,325.06	15,112.62
National Asset Reconstruction Company Limited	May 2019 to 31st March, 2025				
- Secured		15,000.00	-	8,975.22	-
- Unsecured		27,655.00	-	17,444.48	-
- Subservient		23,499.70	-	16,733.95	-
Ragini Finance Limited	October 2019 to 31st March, 2025	950.00	950.00	-	-
Digvijay Finlease Limited	October 2019 to 31st March, 2025	1,950.00	1,950.00	-	-
P D K Impex Private Limited	March, 2020 to 31st March, 2025	425.00	475.00	-	-
Anuradha Jalan	January, 2023 to 31st March, 2023	-	-	-	-
Sharmila Dalmia	January, 2023 to 31st March, 2023	-	-	-	-
D1 Williamson Magor Bio Fuel Limited	January, 2023 to 31st March, 2023	-	-	-	-
Light Beam Holding Private Limited	January, 2023 to 31st March, 2023	-	-	-	-
Ichamati Investments Private Limited	January, 2023 to 31st March, 2023	-	-	-	-
Cash Credit- Secured					
Axis Bank Limited	October 2019 to 12th March, 2025	-	-	-	467.99
HDFC Bank Limited	May 2019 to 12th March, 2025	-	3,557.65	-	2,866.14
State Bank of India	June 2019 to 12th March, 2025	-	5,368.42	-	3,262.80
Punjab National Bank	February 2020 to 12th March, 2025	-	4,196.11	-	2,064.80
Indian Bank	29th February 2020 to 12th March 2025	-	2,332.77	-	1,208.90
National Asset Reconstruction Company Limited	May 2019 to 31st March, 2025	20,028.81	-	19,247.57	-
J. C. Flowers Asset Reconstruction Private Limited	May 2019 to 31st March, 2025	457.00	590.05	-	-
RBL Bank Limited	July 2019 to 12th March, 2025	-	1,839.00	-	1,955.80
UCO Bank	31st May 2020 to 12th March 2025	-	1,371.99	-	745.40
ICICI Bank Limited	June 2019 to 12th March, 2025	-	4,677.47	-	3,438.10
		149,431.80	**155,693.54**	**98,560.69**	**79,640.51**

22.2 During the year ended 31st March, 2020, Yes Bank Limited had recalled its entire loan outstanding including interest thereon. Further, Yes Bank Limited as informed to the company during the year ended 31st March 2023 had assigned the entire loan facilities granted by them to the company in favor of J C Flowers Asset Reconstruction Private Limited and accordingly the same had been taken on the record by the company. Though the loans had been assigned, the charges/ security, amount, terms and conditions etc. are yet to be confirmed/ modified pending resolution of company's borrowings as stated in Note no. 58.

22.3 As stated in Note no. 57, the company's borrowings from banks aggregating to Rs. 1,03,303.00 lakhs representing principle amount thereof, as informed by the lead banker of the consortium of the lender banks vide it's letter dated 15th March, 2025 and by National Asset Reconstruction Company Limited ('NARCL') vide it's letter dated 17th March, 2025 has been assigned in favour of NARCL, pursuant to an Assignment Agreement dated 12th March, 2025 ('Assignment Agreement') executed under Section 5 of the provisions of Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act of 2002 ('SARFAESI Act'). Accordingly, NARCL has taken over the Secured, Subservient and Unsecured amount with respect to the said borrowings and all related rights, title and interest as available to the original lenders ('Assignors') stand vested to NARCL.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

22.4 As stated in Note no. 58 before assignment of the loan, the lenders have invited expression of interest for sale/assignment of the debts aggregating to Rs. 1,10,469.00 lakhs representing the principal amount thereof following the Swiss Challenge Bid Process. Accordingly, the differential amount of Rs. 4,276.11 lakhs as disclosed in the EOI and those being carried forward in the financial statement have been adjusted against the finance cost for the year ended 31st March 2025.

22.5 The Security as disclosed above have been based on the charge documents filed with ROC. In respect of loans assigned as per Note no. 57, the charges have however been modifies as filed or yet to be filed in line with EOI for such assignment as stated in Note no. 58. These loans being classified as Secured, Subservient or Unsecured has also been based on the said EOI. Therefore in certain cases where charges or personal guarantee of managing director etc. in terms of original sanction letter pending execution as such have not been further disclosed. Further certain security which has been disposed off by the lenders for recovering their dues and accordingly such securities have not been disclosed herein above. As stated in the said note, resolution with respect to company's borrowing is under consideration and thereby terms and conditions including the period and amount of repayment etc. thereof and the security as given herein above will accordingly be modified on completion of the said resolution.

22.6 The disclosure given herein above has been made on the basis mentioned in Note no. 60(a). The default and amount due are therefore subject to confirmation and reconciliation with respective parties and on resolution of the company's borrowing under consideration by an ARC as stated in Note no. 58.

22.7 The company as agreed upon in various lenders meeting had been paying cut-back based on percentage of sales realisation as specified and are being adjusted against the cash credit/ other facilities as advised from time to time leading to debit balances which has therefore been netted off against Interest accrued and due as disclosed in Note no. 27.3.

22.8 Also Refer Note no. 57, 58, 60, 61 and 36.

23. EMPLOYEE BENEFIT OBLIGATIONS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2025		As at 31st March 2024	
		Current	Non-Current	Current	Non-Current
Provision for Employee Benefits					
- Staff Pension	40	2,408.47	4,666.80	2,312.16	4,578.57
- Gratuity Fund	40	3,594.79	6,571.12	3,314.67	6,238.97
- Leave	23.1	139.38	-	139.38	-
		6,142.64	**11,237.92**	**5,766.21**	**10,817.54**

23.1 Leave encashment entitlement to executive grade employees had been discontinued during the year ended on 31st March 2019 and unavailed leave balance as calculated based on salary prevalent and provided for as on that date has been carried forward. No fresh accrual or provision thereagainst is applicable for subsequent period.

24. OTHER NON - CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Deferred Revenue arising from Government Grants	24.1	360.56	391.94
		360.56	**391.94**

24.1 Deferred Income Comprises of Government Grants/Assistance in form of:

(₹ in Lakhs)

Particulars	Opening (Including Non-Current Portion)	Recognised during the year	Transferred to Statement of Profit and Loss	Closing (Including Non-Current Portion)
Financial Assistance under Tea Board Quality Upgradation and Product Diversification Scheme towards Capital expenditure incurred for Tea Plantation. The assistance received/receivable and credited to deferred income has been transferred to Statement of Profit and Loss proportionately based on useful lives of respective property, plant and equipment.	423.28	-	31.36	391.92

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

25. CURRENT BORROWINGS

(₹ in Lakhs)

Particulars		Refer Note no.	As at 31st March 2025	As at 31st March 2024
Secured Loans from Banks/ Others				
Cash Credit, Packing Credit and Demand Loans		22.2 to 22.5	20,485.81	23,933.47
(a)	Nature of Security			
	Secured by equitable first mortgage by way of deposit of title deeds of immovable properties of certain tea estates ranking pari passu and hypothecation of tea crop, movable properties and book-debts both present and future of the Company.			
	Secured by second charge on certain tea-estates by way of mortgage over immovable fixed assets and hypothecation of movable fixed assets.			
Secured Loans - Short Term				
From Banks				
Axis Bank Limited		22.3	-	7,500.00
(a)	Nature of security:			
	Secured by first charge on certain tea-estates by way of mortgage over immovable fixed assets and hypothecation of movable fixed assets.			
	Personal guarantee of Mr. Aditya Khaitan, Director.			
Axis Bank Limited		22.3	-	7,500.00
(a)	Nature of security:			
	Secured by second charge on certain tea-estates by way of mortgage over immovable fixed assets and hypothecation of movable fixed assets.			
RBL Bank Limited		22.3	-	23,500.00
(a)	Nature of security:			
	Subservient charge by way of hypothecation/mortgage over moveable fixed assets of the Company both present and future.			
	Subservient charge over the current assets of the company both present and future.			
HDFC Bank Limited		22.3	-	17,901.97
(a)	Nature of security:			
	Secured by equitable first mortgage by way of deposit of title deeds of immovable properties of certain tea estates ranking pari passu and hypothecation of tea crop, movable properties and book-debts both present and future of the Company.			
Secured Loans from Others				
J C Flowers Asset Reconstruction Private Limited		22.2, 22.4, 22.5 and 25.5	30,806.00	33,026.61
(a)	Nature of security:			
	Subservient charge on all the Moveable Fixed assets of certain tea estates both present and future.			

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

25. CURRENT BORROWINGS *(Contd.)*

(₹ in Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
National Asset Reconstruction Company Limited	22.3 to 22.5	15,000.00	-
(a) Nature of security:			
Secured by first charge on certain tea-estates by way of mortgage over immovable fixed assets and hypothecation of movable fixed assets.			
Personal guarantee of Mr. Aditya Khaitan, Director to the extent of Rs. 7,500.00 lakhs being against erstwhile borrowing from Axis Bank Limited			
National Asset Reconstruction Company Limited	22.3 to 22.5	23,503.99	-
(a) Nature of security:			
Subservient charge on all the Moveable Fixed assets, book debts and stock of certain tea estates of the company both present and future			
Unsecured Loans - Short Term			
Unsecured Loans from Banks	22.3		
Axis Bank Limited		-	10,000.00
IndusInd Bank Limited		7,166.00	7,484.81
Unsecured Loans from Others			
- National Asset Reconstruction Company Limited	22.3 to 22.5	27,650.71	-
- From Individual	25.3	3,500.00	3,500.00
- From Body Corporates	22.5 and 25.2 to 25.4	4,100.00	7,100.00
- From Related Parties	25.2 to 25.5	22,900.06	11,779.39
Current Maturities of Long Term Debts	22		
Secured Loans from Banks			
ICICI Bank Limited		-	4,649.54
HDFC Bank Limited		-	7,694.82
RBL Bank Limited		-	4,752.33
Secured Loans from Others	22		
J C Flowers Asset Reconstruction Private Limited		4,375.00	4,375.00
National Asset Reconstruction Company Limited	22.8	12,070.00	-
Unsecured Loans from Others	22		
National Asset Reconstruction Company Limited		5,049.29	-
		176,606.86	**174,697.94**

25.1 Refer Note no. 22.1 in respect of default in borrowings

25.2 Certain payments made by body corporates on behalf of the company amounting to Rs. 7,084.86 lakhs (including Rs. 4,975.66 lakhs during the year) against settlements directly made by them for repayment of ICDs/Advances taken by the company have been disclosed as short term borrowings. Pending finalisation of terms and conditions with respect to these loans, necessary disclosures in this respect have not been made in these financial statements.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

25.3 The Board of Directors had in earlier years as well as in the current year has ratified the payment made by Individuals amounting to Rs. 3,500.00 lakhs, from body corporates amounting to Rs. 4,100.00 lakhs and from related parties amounting to Rs. 15,815.19 lakhs against settlements directly made by them for repayment of ICDs taken by the company in earlier years and invocation of third party securities provided to one of the lender against borrowing made by the company. Accordingly, disclosures in this respect have been made based on the terms and conditions as ratified and approved by the Board of Directors. This however does not include the payments made as per Note no. 25.2 above.

25.4 During the year ended 31st March 2024, one of the unsecured lender (erstwhile lender) had assigned a part of its loan amounting to Rs. 1,500.00 lakhs to one of the related party which had been taken on record and approved by the Board of Directors along with the terms and conditions as applicable for erstwhile lender. The said amount has been shown as unsecured loan from related party in these financial statements.

25.5 Borelli Tea Holdings Limited ('BTHL'), a wholly subsidiary of the company had entered into a capital contribution agreement with TLK Agriculture Joint Stock Company ('TLK'), taking Phu Ben Tea Company Limited ('PBTCL') (a Step Down subsidiary of the company) as a party to the said agreement whereby BTHL had sold 100% of Capital Contribution in PBTCL to TLK at a net consideration of USD 2,15,00,00. Consideration against these shares which were pledged to one of the lender banks who assigned it's loan to an ARC in earlier year, amounting to Rs. 1,920.66 lakhs as received in this respect has been adjusted by them against their outstanding dues on May 03, 2024. Such amount as stated in Note 60(a) has been adjusted against principal outstanding and an equivalent amount has been recognised as ICD from BTHL.

25.6 Pending completion of resolution with respect to company's borrowings as stated in Note no. 58 any further charge or satisfaction as such could not be filed with Registrar of Companies (ROC) and details of charges herein above are based on filings done earlier.

25.7 Refer Note no. 22.5 for basis of the disclosure of securities against the borrowings as mentioned herein above.

25.8 Also refer Note no. 36, 57, 58 and 60.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

26. TRADE PAYABLES

(₹ in Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Payable for Goods and Services	61		
a) Total outstanding dues of micro enterprises and small enterprises	26.1	1,525.88	1,396.31
b) Total outstanding dues other than micro enterprises and small enterprises		7,459.30	6,547.23
		8,985.18	**7,943.54**

26.1 Disclosure of Trade payables as required under section 22 of Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, are based on the confirmation and information available with the company regarding the status of suppliers (Also Refer Note no. 61).

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
a) Principal amount remaining unpaid but not due as at year end		1,525.88	1,396.31
b) Interest amount remaining unpaid but not due as at year end		-	-
c) Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year		-	-
d) 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 Micro, Small and Medium Enterprises Development Act, 2006		-	-
e) Interest accrued and remaining unpaid as at year end		-	-
f) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise		-	-

26.2 Trade Payable ageing schedule to the extent possible based on the outstanding balance as computed from date of transaction are as follows: (Also Refer Note no. 61).

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Undisputed - Non MSME			
Less than 1 year		1,003.42	995.81
1-2 years		907.06	7.95
2-3 years		1,537.27	2,128.29
More than 3 years		4,012.53	3,415.18
		7,459.28	**6,547.23**
Undisputed - MSME			
Less than 1 year		1,437.84	918.60
1-2 years		60.01	199.73
2-3 years		23.49	161.22
More than 3 years		4.54	116.76
		1,525.88	**1,396.31**
Disputed - MSME			
Less than 1 year		-	-
1-2 years		-	-
2-3 years		-	-
More than 3 years		-	-
Disputed - Non-MSME			
Less than 1 year		-	-
1-2 years		-	-
2-3 years		-	-
More than 3 years		-	-
		-	**-**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

26.3 Unbilled amount included above being less than 1 year are as follows: **(₹ in Lakhs)**

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Undisputed - Non MSME		699.16	482.01
Undisputed - MSME		-	-
		699.16	**482.01**

27. OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Interest accrued and due on borrowings	22, 25, 27.2 and 27.3	95,502.05	76,234.64
Unpaid Dividends	27.1	5.15	9.19
Unclaimed Fractional Share Sale Proceeds	27.1	0.16	0.16
Deposits Received from Agents/ Customers	61	102.86	107.30
Employee Benefits Payable		8,982.78	7,817.88
Payable against Fair Trade Premium		21.14	2.13
Payable against Sale of Specified Assets of Tea Estates	10.2 and 61	54.28	54.28
Book Overdraft	27.4	8.19	242.05
		104,676.61	**84,467.63**

27.1 There are no amounts due for transfer to the Investor Education and Protection Fund as at the year end.

27.2 The liability in relation to borrowings have been stated based on the provisions and appropriations stated in Note no. 36.1 and 36.2, pending resolution of company's borrowing and confirmation/reconciliation of balances etc. by the lenders (Refer note no. 58(a)).

27.3 Interest accrued and due is net of Rs. 3,458.64 lakhs (31st March 2024: Rs. 3,405.87 lakhs) being debit balances against cash credit facilities from certain lenders which in terms of Note no. 60(a) are to be adjusted against principal repayments pending confirmation and reconciliation as detailed in the said note.

27.4 Represents cheques issued against current account balances pending presentation for payment by the bank.

28. OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Advances- from Customers, Selling Agents and others	61 and 28.2	5,439.36	5,724.53
Statutory Payables (including Provident Fund and Tax deducted at Source)	28.3 and 61	16,067.84	12,709.42
Advances against Sale of Fixed Assets	28.1 and 61	1,424.85	1,545.79
Deferred Revenue arising from Government Grants	24.1	31.36	31.34
Income received in advance		-	0.55
		22,963.41	**20,011.63**

28.1 The company had received advance of Rs. 1,413.87 lakhs related to Sale of Specified Assets of Boroi Tea Estates and Assam Valley School (Net book Value: Rs. 3,001.76 lakhs). However pursuant to the injunction imposed vide the order of Hon'ble High Court of Delhi as stated in Note no. 52(c), such transaction could not materialise and as such have been disclosed under Advance against Sale of Fixed Assets. Pending this, the related assets remain included and have been disclosed under respective heads of Property, Plant and Equipment. The possibilities of sale etc, in this respect will be reviewed and considered based on outcome of resolution as per Note no. 58 and consequential withdrawal of injunction.

28.2 Includes advance of Rs. 3,600.00 lakhs (net of Rs. 1,400.00 lakhs paid by third party during the year) received in earlier years against sale of tea, pending finalisation of terms and conditions thereof (Also Refer Note no. 36.2).

28.3 Statutory Payable includes Rs. 15,051.73 lakhs in respect of Provident Fund where representation were made to the authorities on account of delay in deposit of Statutory dues seeking extension for payment thereagainst awaiting approval as on this date as detailed in Note no. 60(d).

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

29. PROVISIONS

(₹ in Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Provision for Tax on Proposed Dividend	29.1	344.77	344.77
Provision for Other Retirement Benefits	29.2	662.35	662.35
Provision for Others	29.3	1,605.00	1,605.00
		2,612.12	**2,612.12**

29.1 Hon'ble Supreme Court vide its judgement dated 20th September 2017 held that the provisions of Rule 8 of Income Tax Act, 1961 is not applicable while making payment of dividend distribution tax as per section 115-O of the Income Tax Act, 1961. No fresh proceedings/ demands has been made by the tax authorities in response to the aforesaid judgement passed by the Hon'ble Court. However, the Company has made full provision for tax in the financial statements in earlier years.

29.2 Shortfall in value of investments held by Employee Provident Fund Trust covered under defined benefit plan, as estimated and provided for in earlier years has been carried forward in these financial statements.

29.3 Provision for others include Rs. 105.00 lakhs (31st March 2024: Rs. 105.00 lakhs) which relates to various demands raised by the buyer's of Specified Assets of Tea Estates in respect of expenditure incurred by them in relation to period prior to hand over of such tea estates, pending reconciliation and finalisation of the same with the books of accounts. Further, provision of Rs. 1,500.00 lakhs (31st March 2024: Rs. 1,500.00 lakhs) made in earlier year, being the estimated cost to be incurred in relation to Sale of Specified Assets of Tea Estates as reviewed during the year has been carried forward in these financial statements.

29.4 Movement in the Provisions are as follows:

(₹ in Lakhs)

Particulars	Provision for Tax on Proposed Dividend	Provision for Other Retiral Benefits	Provision for Other
As on 1st April 2023	344.77	662.35	1,605.00
Provided during the Year	-	-	-
Reversal during the Year	-	-	-
As on 31st March 2024	**344.77**	**662.35**	**1,605.00**
Provided during the Year	-	-	-
Reversal during the Year	-	-	-
As on 31st March 2025	**344.77**	**662.35**	**1,605.00**

30. CURRENT TAX LIABILITIES (NET)

(₹ in Lakhs)

Particulars	Refer Note no.	Year ended 31st March 2025	Year ended 31st March 2024
Provision for Income Tax [Net of Advance Tax Rs. 19,979.25 lakhs (31st March 2024: Rs.18,175.78 lakhs)]		1,020.92	2,845.57
		1,020.92	**2,845.57**

30.1 Provision for taxation and advance payment thereagainst are reviewed and adjusted on assessment by the tax authorities. Unresolved matters contested unprovided for are disclosed as contingent liabilities depending upon the past trend, judicial pronouncements and amount involved therein.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

31. REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	Refer Note no.	Year ended 31st March 2025	Year ended 31st March 2024
Sale of Products - Tea	31.2	1,01,099.65	90,509.70
Other Operating Revenues			
Government Grants	31.1		
- Subsidy on Orthodox Tea		52.42	-
- Transport Subsidy		72.21	39.25
- Subsidy- Capital Items	24.1	31.36	31.36
- Accrued duty exemption entitlement and other benefits relating to exports		439.83	341.19
Liabilities/ Provision no Longer Required Written Back	31.3	494.33	1,133.97
Profit on Compulsory acquisition of Leasehold Land by Government	31.4	149.96	113.16
Scrap sales and other income from operations		96.52	173.51
		1,02,436.28	**92,342.14**

31.1 Government grant relates to incentives and assistances provided against replantation, production of orthodox tea, duty exemption, transportation and other export benefits made available to Tea Industry under various Tea Development and promotion Schemes and other policies of Government of India. There are no unfulfilled conditions or other contingencies attached to the grants recognised during the year. Further, subsidy in respect of certain scheme amounting to Rs. 213.52 lakhs (31st March 2024: Rs. 149.37 lakhs) has not been accrued during the year as there has been considerable delay in payment of provident fund and other employees related due of tea estates and as such the same shall be accounted for in the year of determination/or on certainity of realisation thereof.

31.2 **Disaggregate Revenue**

The Revenue has been recognised based on point of sale. The break up of revenue stream with respect to geographical location of the Company are as follows:

(₹ in Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Sale of Tea		
Within India	73,296.22	70,385.03
Outside India	27,394.27	19,795.86
Tea Waste Sales	409.16	328.81
	1,01,099.65	**90,509.70**

31.3 Certain old provisions and liabilities being no longer payable and/or required on review being made in the respective year have been written back in the financial statements.

31.4 Profit on compulsory acquisition of leasehold land by government relates to certain portion of land of certain tea estates acquired by the government for highway projects and is being accounted for on determination of amount thereof.

32. OTHER INCOME

(₹ in Lakhs)

Particulars	Refer Note no.	Year ended 31st March 2025	Year ended 31st March 2024
Interest on Financial assets carried at amortised cost			
Deposits with Banks and NABARD		20.52	25.65
Loans	32.1	-	-
Others		1.21	3.96
Dividend on Long Term Trade Investments			
From Subsidiary Company		-	-
From Others		16.63	-
Interest on Tax Refunds		-	217.96
Insurance Claims		57.82	140.30
Profit on Disposal of Property, Plant and Equipment (Net)		13.84	0.69
Sundry Income		120.37	50.29
		230.39	**438.85**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

32.1 The company received request in earlier years as well as in current year from various bodies corporate to whom Loans were given and outstanding as on 31st March 2025 for waiver of Interest. Interest on unsecured loan given to various companies as given in Note no. 56(a), considering the uncertainty with respect to recoverability thereof and also that companies have requested to waive the interest pending finalisation of terms thereof has not been accrued. Such interest at the rate specified in earlier years works out to be Rs. 2,02,122.24 lakhs (including Rs. 33,131.52 lakhs for the year). As stated in Note no. 56(a), terms and conditions for repayment of loans including interest thereon shall be specified and outstanding amount shall be recovered/adjusted and/or restructured depending upon the outcome of the CIRP proceeding currently under implementation in case of one of the Group company where these loans have mainly been advanced to provide financial support and the legal proceedings initiated by the company against the borrowing companies or otherwise and/or on completion of the resolution of the company's borrowing as stated in Note no. 58. Further, in respect of interest accrued in earlier years and outstanding as on 31st March 2025, provision of Rs. 9,941.50 lakhs has been made and adjustments if any needed in this respect will be given effect to on completion of the resolution as stated in the said note.

33. COST OF MATERIALS CONSUMED

(₹ in Lakhs)

Particulars	Refer Note no.	Year ended 31st March 2025	Year ended 31st March 2024
Green Leaf (Consumed)	33.1		
Opening Stock of Raw Material		7.94	141.92
Add: Purchases		-	1,107.51
Less : Closing Stock of Raw material		92.53	7.94
		(84.59)	**1,241.49**

33.1 Cost of materials consumed includes green leaf purchased from external sources

34. CHANGES IN INVENTORIES OF FINISHED GOODS

(₹ in Lakhs)

Particulars	Refer Note no.	Year ended 31st March 2025	Year ended 31st March 2024
Stock of Tea at the beginning of the year		3,232.17	3,876.17
Less: Stock of Tea at the end of the year		3,502.25	3,232.17
(Increase)/Decrease		**(270.08)**	**644.00**

35. EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

Particulars	Refer Note no.	Year ended 31st March 2025	Year ended 31st March 2024
Salaries, Wages and Bonus etc.		56,807.52	55,444.20
Contribution to Provident and Other Funds	40	7,163.33	7,145.10
Staff and Workers Welfare Expenses		5,798.84	6,191.54
		69,769.69	**68,780.84**

36. FINANCE COSTS

(₹ in Lakhs)

Particulars	Refer Note no.	Year ended 31st March 2025	Year ended 31st March 2024
Interest Expense			
On financial liabilities measured at amortised cost	36.1 to 36.4	21,011.73	18,503.67
		21,011.73	**18,503.67**

36.1 Pending resolution with respect to company's borrowings, Interest on borrowings have been provided for as stated in Note no. 60(a).

36.2 Short term borrowings include unsecured loans of Rs. 30,500.06 lakhs taken/recognised by the company against which interest to the extent of Rs. 12,453.63 Lakhs (including Rs. 222.37 Lakhs for the year) has not been recognised pending final settlement/ completion of resolution of the company's debt as stated in Note no. 58. Interest in this respect as stated in Note no. 36.1 above have been determined on simple basis at stipulated rate or otherwise advised/considered for similar arrangements from time to time. This includes interest on Rs. 7,084.86 lakhs (including Rs. 4,975.66 lakhs pertaining to the current year) against payment made by certain parties on behalf of the company towards settlement of company' debt and advances taken in earlier year, whereby pending finalisation of terms and conditions, amount of interest thereagainst has been computed based on similar rate as considered in earlier years in other such cases. This however does not include interest if any on outstanding advances of Rs. 3,600.00 lakhs (net of Rs. 1,400.00 lakhs repayment made by third parties) from customers as stated in Note no. 28.2, pending recognition as Inter Corporate Deposits and finalisation of terms and conditions thereof. Further, Interest including compound/ penal interest if any payable with respect to these are currently not determinable and as such the amount in this respect have not been disclosed and included herein above.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

36.3 In terms of the settlement arrived at for repayment of dues of Rs. 10,000.00 lakhs of a corporate lender in earlier period by another party on behalf of the company, Rs. 5,000.00 lakhs (including Rs. 3,000.00 lakhs during the year) as agreed upon and since paid over and above the principal amount in terms of said settlement has been charged out and included under finance cost in the financial statement of respective years.

36.4 Interest expense for the year ended 31st March 2025 is net of Rs. 4,276.11 lakhs for the reasons stated in Note no. 22.4 pursuant to the EOI.

37. DEPRECIATION AND AMORTISATION EXPENSE

(₹ in Lakhs)

Particulars	Refer Note no.	Year ended 31st March 2025	Year ended 31st March 2024
Depreciation on Property, Plant and Equipment	5	4,845.77	4,950.89
Amortisation of Other Intangible Assets	6	188.41	251.20
		5,034.18	**5,202.09**

38. OTHER EXPENSES

(₹ in Lakhs)

Particulars	Refer Note no.	Year ended 31st March 2025	Year ended 31st March 2024
Consumption of Stores and Spare Parts		3,186.16	1,916.72
Consumption of Manure, Fertiliser, Chemicals etc.		4,263.95	4,002.12
Consumption of Packing Materials		626.44	683.60
Power and Fuel		11,258.60	12,380.45
Electricity Charges		198.40	214.98
Rent	51	12.29	114.91
Repairs to			
- Buildings		243.52	566.21
- Machinery		1,264.57	965.22
- Others		1,997.41	1,023.35
Insurance		270.77	284.85
Rates and Taxes		541.08	481.62
Travelling		386.94	427.13
Legal and Professional Fees		1,248.62	1,498.15
Freight, Shipping and Selling Expenses		2,541.01	2,492.54
Brokerage on Sales		594.87	553.38
Provision for Doubtful Receivable/Advance/ Claims etc.		-	18.41
Bad Debts/ Sundry balances written off		575.23	37.29
Net Loss on Foreign Currency Transaction and Translation		346.16	175.51
Changes in Fair Value of Biological Assets	14.1	257.56	(168.43)
Director's Sitting Fees		30.80	40.80
Miscellaneous Expenses	38.1 and 38.2	971.49	1,150.63
Total		**30,815.87**	**28,859.44**

38.1 Expenditure on Research and Development of Rs. 158.10 lakhs (31st March 2024: Rs. 158.07 lakhs) represent subscription to Tea Research Association.

38.2 Miscellaneous Expenditure includes Payment to Auditor:

Particulars		Year ended 31st March 2025	Year ended 31st March 2024
Audit Fees		67.00	55.00
Tax Audit Fees		18.00	18.00
Limited review		42.00	42.00
Other reports and certification etc.		37.00	36.00

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

39: SCHEMES OF AMALGAMATION/SCHEME OF ARRANGEMENT GIVEN EFFECT TO IN EARLIER YEARS

Pending completion of the relevant formalities of transfer of certain assets and liabilities acquired pursuant to the Schemes, such assets and liabilities remain included in the books of the Company under the name of the transferor companies (including other companies which were amalgamated with the transferor companies from time to time). This is as per the practice currently being followed and impacts if any arising in this respect will be recognised as and when determined.

40: EMPLOYEE BENEFITS

I. Defined Contribution Plan

Provident Fund:

The Company makes contributions to Provident Fund and Pension Scheme for eligible employees. Under the schemes, the Company is required to contribute a specified percentage / fixed amount of the payroll costs to fund the benefits. The contributions as specified under the law are paid to the respective fund set up by the government authority. Contributions towards provident funds are recognised as an expense for the year. Further, the Company has also set up Provident Fund Trusts in respect of certain categories of employees which is administered by Trustees. Both the employees and the Company make monthly contributions to the Funds at specified percentage of the employee's salary and aggregate contributions along with interest thereon are paid to the employees/nominees at retirement, death or cessation of employment. The Trusts invest funds following a pattern of investments prescribed by the Government. The interest rate payable to the members of the Trusts is not lower than the rate of interest declared annually by the Government under The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, on account of interest is to be made good by the Company.

The Actuary has carried out actuarial valuation of plan's liabilities and interest rate guarantee obligations as at the balance sheet date as per the principle laid down in Ind AS 19 issued by Ministry of corporate affairs and guidelines GN26 issued by the Institute of Actuaries of India. Based on such valuation, there is no future anticipated shortfall with regard to interest rate obligation of the Company as at the balance sheet date. The Company's contribution of Rs. 164.46 lakhs (31st March 2024: Rs.170.90 lakhs) to the Provident Fund Trust in this respect has been expensed under the 'Contribution to Provident and Other Funds'.

Expense recognised for Defined Contribution Plans for the year is as under: **(₹ in Lakhs)**

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Employer's Contribution to Provident and Pension Fund	5,730.64	5,777.83
Employer's Contribution to Superannuation Fund	211.64	230.75

II. Post Employment Defined Benefit Plans:

The Post Employment defined benefit scheme are managed by Life Insurance Corporation of India Limited/Trust is a defined benefit plan. The present value of obligation is determined based on independent actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. Details of such fund are as follows:

a) Gratuity (Funded)

The Company's gratuity scheme, a defined benefit plan is as per the Payment of Gratuity Act, 1972, covers the eligible employees and is administered through certain gratuity fund trusts. Such gratuity funds, whose investments are managed by insurance companies/trustees themselves, make payments to vested employees or their nominees upon retirement, death, incapacitation or cessation of employment, of an amount based on the respective employee's salary and tenure of employment subject to a maximum limit of Rs. 20.00 lakhs. Vesting occurs upon completion of five years of service. The amount of gratuity payable is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

b) Superannuation (Funded)

The Company's Superannuation scheme, a Defined Benefit plan, is administered through trust funds and covers certain categories of employees. Investments of the funds are managed by insurance companies /trustees themselves. Benefits under these plans had been frozen in earlier years with regard to salary levels then prevailing. Upon retirement, death or cessation of employment, Superannuation Funds purchase annuity policies in favour of vested employees or their spouses to secure periodic pension. Such superannuation benefits are based on respective employee's tenure of employment and salary.

c) Staff Pension – (Unfunded)

The Company's Staff Pension Scheme, a Defined Benefit plan, covers certain categories of employees. Pursuant to the scheme, monthly pension is paid to the vested employee or his/her nominee upon retirement, death or cessation of service based on the respective employee's salary and tenure of employment subject to a limit on the period of payment in case of nominee. Vesting occurs upon completion of twenty years of service.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

The following tables set forth the particulars in respect of aforesaid Defined Benefit plans of the Company for the year ended 31st March 2025 and corresponding figures for the previous year:

(₹ in Lakhs)

Particulars	Year ended 31st March, 2025		
	Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)
I Components of Defined Benefit Cost			
- Recognised in Profit or Loss			
1 Current Service Cost	734.60	-	346.11
2 Past Service Cost	-	-	-
3 Interest Cost	1,473.33	10.61	461.92
4 Expected return on plan assets	(895.73)	(101.74)	-
5 Total expense recognised in the Statement of Profit and Loss	**1,312.20**	**(91.13)**	**808.03**
- Re-measurements recognised in Other Comprehensive Income			
6 Return on plan assets (excluding amounts included in Net interest cost)	82.96	39.39	-
7 Effect of changes in demographic assumptions	-	-	-
8 Effect of changes in financial assumptions	(160.06)	(0.36)	(18.86)
9 Changes in asset ceiling (excluding interest income)	-	-	-
10 Effect of experience adjustments	984.55	4.63	269.17
11 Total re-measurements included in Other Comprehensive Income	**907.45**	**43.66**	**250.31**
12 Total defined benefit cost recognised in Profit and Loss and Other Comprehensive Income (5+11)	**2,219.65**	**(47.47)**	**1,058.34**

Particulars	Year ended 31st March, 2024		
	Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)
I Components of Defined Benefit Cost			
- Recognised in Profit or Loss			
1 Current Service Cost	969.87	-	431.18
2 Past Service Cost	-	-	-
3 Interest Cost	1,326.61	240.69	460.33
4 Expected return on plan assets	(1,046.61)	(134.03)	-
5 Total expense recognised in the Statement of Profit and Loss	**1,249.87**	**106.66**	**891.51**
- Re-measurements recognised in Other Comprehensive Income			
6 Return on plan assets (excluding amounts included in Net interest cost)	(262.13)	(8.14)	-
7 Effect of changes in demographic assumptions	(34.52)	(25.58)	(7.93)
8 Effect of changes in financial assumptions	512.78	1.15	32.02
9 Changes in asset ceiling (excluding interest income)	-	-	-
10 Effect of experience adjustments	1,797.09	45.19	(456.17)
11 Total re-measurements included in Other Comprehensive Income	**2,013.22**	**12.62**	**(432.08)**
12 Total defined benefit cost recognised in Profit and Loss and Other Comprehensive Income (5+11)	**3,263.09**	**119.28**	**459.43**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

(₹ in Lakhs)

Particulars		As on 31st March, 2025		
		Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)
II	**Net Asset/(Liability) recognised in Balance Sheet**			
1	Present Value of Defined Benefit Obligation	22,010.78	154.71	7,075.27
2	Fair Value of Plan Assets	12,583.07	1,606.78	-
3	Status [Surplus/(Deficit)]	(9,427.71)	1,452.07	(7,075.27)
4	Restrictions on Asset Recognised	-	-	-

Particulars		As on 31st March, 2024		
		Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)
II	**Net Asset/(Liability) recognised in Balance Sheet**			
1	Present Value of Defined Benefit Obligation	21,991.87	159.36	6,890.73
2	Fair Value of Plan Assets	12,968.91	1,676.64	-
3	Status [Surplus/(Deficit)]	(9,022.96)	1,517.28	(6,890.73)
4	Restrictions on Asset Recognised	-	-	-

Particulars		As on 31st March, 2025		
		Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)
III	**Change in Defined Benefit Obligation (DBO)**			
1	Present Value of DBO at the beginning of the year	21,991.87	159.36	6,890.73
2	Current Service Cost	734.60	-	346.11
3	Past Service Cost	-	-	-
4	Interest Cost	1,473.33	10.61	461.92
5	**Remeasurement gains / (losses):**			
a.	Effect of changes in demographic assumptions	-	-	-
b.	Effect of changes in financial assumptions	160.06	0.36	18.86
c.	Changes in asset ceiling (excluding interest income)	-	-	-
d.	Effect of experience adjustments	(984.55)	(4.63)	(269.17)
6	Benefits Paid	(1,364.53)	(10.99)	(373.18)
7	**Present Value of DBO at the end of the year**	**22,010.78**	**154.71**	**7,075.27**

Particulars		As on 31st March, 2024		
		Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)
III	**Change in Defined Benefit Obligation (DBO)**			
1	Present Value of DBO at the beginning of the year	20,646.26	247.08	6,777.83
2	Current Service Cost	969.87	-	431.18
3	Past Service Cost	-	-	-
4	Interest Cost	1,326.61	240.69	460.33
5	**Remeasurement gains / (losses):**			
a.	Effect of changes in demographic assumptions	(34.52)	(25.58)	(7.93)
b.	Effect of changes in financial assumptions	512.78	1.15	32.02
c.	Changes in asset ceiling (excluding interest income)	-	-	-
d.	Effect of experience adjustments	1,797.09	45.19	(456.17)
6	Benefits Paid	(3,226.22)	(349.17)	(346.53)
7	**Present Value of DBO at the end of the year**	**21,991.87**	**159.36**	**6,890.73**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

IV Best Estimate of Employers' Expected Contribution for the next year **(₹ in Lakhs)**

Particulars	As at 31st March 2025	As at 31st March 2024
- Gratuity	2,953.64	2,879.35
- Superannuation	-	-

(₹ in Lakhs)

Particulars	As on 31st March, 2025		
	Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)
V Change in Fair Value of Assets			
1 Plan Assets at the beginning of the year	12,968.91	1,676.64	-
2 Asset acquired in Business Combination	-	-	-
3 Interest Income	895.73	101.74	-
4 Remeasurement Gains / (Losses) on plan assets	82.96	39.39	-
5 Actual Company Contributions	-	-	-
6 Benefits Paid	(1,364.53)	(10.99)	-
7 Settlement Cost	-	-	-
8 Transfer to buyers of specified assets of certain Tea Estates	-	-	-
9 Withdrawal from the fund	-	(200.00)	-
10 **Plan Assets at the end of the year**	**12,583.07**	**1,606.78**	**-**

Particulars	As on 31st March, 2024		
	Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)
V Change in Fair Value of Assets			
1 Plan Assets at the beginning of the year	14,886.39	1,883.64	-
2 Asset acquired in Business Combination	-	-	-
3 Interest Income	1,046.61	134.03	-
4 Remeasurement Gains / (Losses) on plan assets	262.13	8.14	-
5 Actual Company Contributions		-	-
6 Benefits Paid	(3,226.22)	(349.17)	-
7 Settlement Cost	-	-	-
8 Transfer to buyers of specified assets of certain Tea Estates	-	-	-
9 Withdrawal from the fund	-	-	-
10 **Plan Assets at the end of the year**	**12,968.91**	**1,676.64**	**-**

VI Actuarial Assumptions

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Discount Rate (%)	Return on Plan Assets (%)	Discount Rate (%)	Return on Plan Assets (%)
1 Gratuity	6.89	6.89	6.97	6.97
2 Superannuation	6.89	6.89	6.97	6.97
3 Staff Pension	6.89	-	6.97	-

The estimates of future salary increases, considered in actuarial valuations take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

VII Major Category of Plan Assets as a % of the Total Plan Assets

	Particulars	As at 31st March, 2025		As at 31st March, 2024	
		Amount (₹ in Lakhs)	%	Amount (₹ in Lakhs)	%
1	Government Bonds	23.76	0.17	23.71	0.16
2	Investment with Life Insurance Corporation of India	200.13	1.41	186.95	1.28
3	Investment with Other Insurance Companies	13,378.87	94.28	13,466.48	91.95
4	Cash and Cash Equivalents	587.09	4.14	968.41	6.61
	Total	**14,189.85**	**100.00**	**14,645.55**	**100.00**

Plan assets represent investment in various categories. The return on amounts invested with LIC is declared annually by them. Return on amounts invested with Insurance companies other than LIC is mostly by way of Net Asset Value declared on units purchased with some schemes declaring returns annually. Investment in Bonds and Special Deposit carry a fixed rate of interest. The expected return on plan assets is determined after taking into consideration composition of the plan assets held, assessed risk of asset management and other relevant factors.

VIII. Sensitivity Analysis

The sensitivity analysis below 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.

(₹ in Lakhs)

	Particulars	Impact on Defined Benefit Obligations Year ended 31st March, 2025		
		Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)
		%	%	%
	Increase in Assumption of:			
1	Discount Rate by 0.50%	(4.46)	(2.13)	(1.73)
2	Salary Growth Rate by 0.50%	4.87	-	0.01
3	Attrition Rate by 0.50%	0.02	-	1.83
	Decrease in Assumption of:			
1	Discount Rate by 0.50%	4.83	2.24	1.81
2	Salary Growth Rate by 0.50%	(4.54)	-	(0.01)
3	Attrition Rate by 0.50%	(0.02)	-	(1.76)

	Particulars	Impact on Defined Benefit Obligations Year ended 31st March, 2024		
		Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)
		%	%	%
	Increase in Assumption of:			
1	Discount Rate by 0.50%	(4.49)	(2.29)	(1.78)
2	Salary Growth Rate by 0.50%	4.89	-	0.02
3	Attrition Rate by 0.50%	0.02	-	1.88
	Decrease in Assumption of:			
1	Discount Rate by 0.50%	4.86	2.38	1.86
2	Salary Growth Rate by 0.50%	(4.57)	-	(0.02)
3	Attrition Rate by 0.50%	(0.02)	-	(1.82)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

IX Risk Exposure

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

Asset volatility: The plan liabilities are calculated using a discount rate set with reference to bond yield: If plan assets underperform, this yield will create a deficit. The plan asset investments is in bonds, special deposit, LIC and other insurance companies. The Company has a risk management strategy where the aggregate amount of risk exposure on a portfolio is maintained at a fixed range. Any deviation from the range are corrected by rebalancing the portfolio. The Company intends to maintain the above investment mix in the continuing years.

Changes in yields: A decrease in yields will increase plan liabilities.

Life Expectancy: The pension plan obligations are to provide benefits for the life of the member, so increases in life expectancy will result in the increase in the plans liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Company has not changed the processes used to manage its risks from previous periods. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.

X The average duration of liabilities for all the funds is as follows :

Particulars	No. of Years	
	As at 31st March 2025	As at 31st March 2024
Defined benefit obligation		
Gratuity Fund (Funded)		
McLeod Russel India Limited Employees Gratuity Fund	16	16
George Williamson (Assam) Limited Employees Group Gratuity Fund	17	17
The Bisnauth Tea Company Limited Employees Group Gratuity fund	17	17
Superannuation Fund (Funded)		
George Williamson (Assam) Limited Superannuation Fund	5	7
Williamson Magor & Company Limited Superannuation Fund	4	4
McLeod Russel India Limited Superannuation Fund	4	4
Staff Pension Fund (Unfunded)		
McNeil & Magor and McLeod Russel Group	3	3

XI The expected maturity analysis of undiscounted pension, gratuity and superannuation are as follows:

(₹ in Lakhs)

Particulars	Gratuity Fund (Funded)	Superannuation Fund (Funded)	Staff Pension Fund (Unfunded)
As at 31st March 2025			
Less than a year	2,953.64	61.03	2,490.05
Between 1-2 years	1,579.03	2.01	875.82
Between 2-5 years	4,938.37	42.56	1,919.46
Over 5 years	42,708.57	49.12	4,399.43
	52,179.61	**154.72**	**9,684.76**
As at 31st March 2024			
Less than a year	2,879.35	52.88	2,408.92
Between 1-2 years	1,696.49	18.86	876.73
Between 2-5 years	5,276.83	37.38	2,335.62
Over 5 years	44,121.39	50.24	4,206.81
	53,974.06	**159.36**	**9,828.08**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

41. CONTINGENT LIABILITIES (to the extent not provided for) in respect of:

a) Various show cause notices/ demands issued/ raised, which in the opinion of the management are not tenable and are pending with various forums / authorities:

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Electricity Dues- Inappropriate Electricity Withdrawal by the Tea Estates from Assam Power Distribution Company Limited	53.38	53.38
Excise Duty- Availment of refund was erroneous and to be recovered under Section 11A of the Central Excise Act, 1944	42.99	42.99
Income Tax- Matters in respect of various exempted income and other disallowances	2,264.18	2,347.15
Service Tax- Demand of Service tax under reverse charge mechanism for royalty, license fee and consultancy fees	527.59	527.59
Land Revenue- Fine for Encroachment of Land declared and finalised as Ceiling Surplus in 2010	9.65	9.65

b) The Company had issued various "Letter of Comfort" to lenders against loans taken by promoter group and certain other companies. The aggregate amount of Comfort Letter issued and outstanding as on 31st March 2025 is Rs. 1,00,00.00 Lakhs (31st March, 2024: Rs. 1,13,599.78 Lakhs). In respect of other group companies including one of the company which is under CIRP as stated in Note no. 56(a) as confirmed by the management obligation in this respect have fully been absolved.

c) The Company's pending litigations comprises of claim against the company and proceedings pending with Taxation/ Statutory/ Government Authorities. This includes income tax matter pending before Appellate Authorities where issues involved are similar in nature and in view of the management there is remote possibility for crystalisation of such liabilities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, and disclosed contingent liabilities, where applicable, in its financial statements. The company does not expect the outcome of these proceedings to have a material impact on its financial position. Future cash outflows, if any is dependent upon the outcome of judgments / decisions which is not practicable to be determined pending resolution of the same.

42. RELATED PARTY DISCLOSURES

Related party disclosure as identified by the management in accordance with the Ind AS 24 on 'Related Party Disclosures' are as follows:

(a) Subsidiaries

Borelli Tea Holdings Limited (BTHL)

(b) Step Down Subsidiaries

McLeod Russel Uganda Limited (MRUL)

McLeod Russel Middle East DMCC (MRME)

McLeod Russel Africa Limited (MRAL)

(c) Associate

D1 Williamson Magor Bio Fuel Limited (D1WMBFL)

(d) Key Management Personnel

Mr. Aditya Khaitan (AK)	Managing Director and Chairman
Mr. Amritanshu Khaitan (AAK)	Non-Executive Director
Mr. Suman Bhowmik (SB)	Non-Executive Director (Upto 10th July 2024)
Mr. Raj Vardhan (RV)	Non-Executive Director (Upto 10th July 2024)
Mr. Sanjay Ginodia (SG)	Non-Executive Director (w.e.f. 10th July 2024)
Dr. Rupanjana De (RD)	Non-Executive Director
Mr. Amarnath Dhar (AD)	Non-Executive Director (w.e.f. 18th July 2024)
Mr. Indrajit Sengupta (IS)	Non-Executive Director (w.e.f. 18th July 2024)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

(e) Relatives of Key Management Personnel

Mrs. Kavita Khaitan (KK)	Wife of Managing Director
Mr. Akhil Khaitan (AKK)	Son of Managing Director
Mrs. Apurvi Jalan (AJ)	Daughter of Manging director

(f) Entities where KMP or their close member have significant influence or control or Group Enterprises or Companies under common control and with whom transaction have taken place during the year

Soom Stud Farm Private Limited (SSFPL)

United Machine Company Limited (UMCL)

R. Ginodia & Co. LLP (RGCLP)

Sunrise Valley Projects Private Limited (SVPPL)

Ichamati Investments Limited (IIL)

Seajuli Investments Private Limited (SIPL)

Bishnauth Investments Limited (BIL)

Dufflaghur Investments Limited (DIL)

(g) Employee's Trust

The Bishnauth Tea Company Limited Employees Group Gratuity Fund (BTCGF)

George Williamson (Assam) Limited Employees Gratuity Fund (GWLGF)

McLeod Russel India Limited Employees Gratuity Fund (MRILGF)

McLeod Russel (India) Limited Staff Provident Fund (MRILPF)

George Williamson (Assam) Limited Superannuation Fund (GWLSF)

Williamson Magor & Company Limited Superannuation Fund (WMCLSF)

McLeod Russel (India) Limited Staff Superannuation Fund (MRILSF)

The Bishnauth Tea Management Staff Superannuation Fund (BTMSSF)

(h) Related Party Transactions:

(A) Transaction with Managing Director and Chairman

(i) Key Management Personnel Compensation: **(₹ in Lakhs)**

Particulars	Year ended 31st March 2025	Excess Recoverable (Refer Note no. 9.1)	Net	Year ended 31st March 2024	Excess Recoverable (Refer Note no. 9.1)	Net
Short- term employment benefits						
AK	310.00	310.00	-	266.90	266.90	-
	310.00	**310.00**	**-**	**266.90**	**266.90**	**-**
Post-employment benefits						
AK	48.61	-	48.61	48.61	-	48.61
	48.61	**-**	**48.61**	**48.61**	**-**	**48.61**
Total compensation	**358.61**	**310.00**	**48.61**	**315.51**	**266.90**	**48.61**

(ii) Balance at the Year-end **(₹ in Lakhs)**

Particulars	Payable		Receivable (Refer Note no. 9.1)	
	As at 31st March 2025	As at 31st March 2024	As at 31st March 2025	As at 31st March 2024
AK	-	-	576.90	266.90

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

(B) Transactions / Balances with subsidiaries or Step down subsidiaries:

(i) Sales and purchases of goods and services: **(₹ in Lakhs)**

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
MRME		
Sale of tea	225.29	146.08
BTHL		
Inter-Corporate Deposits	1,920.66	-

(ii) Outstanding balances:

The following balances are outstanding at the end of the reporting period in relation to transactions with subsidiaries/step down subsidiaries:

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
MRME		
Trade Receivable	63.51	63.51
BTHL		
Inter-Corporate Deposits	1,920.66	-

(iii) Balance of investment at year end **(₹ in Lakhs)**

Particulars	As at 31st March 2025	As at 31st March 2024
BTHL	15,967.18	15,967.18

(C) Transactions / Balances with Associate: **(₹ in Lakhs)**

Particulars	As at 31st March 2025	As at 31st March 2024
D1 Williamson Magor Bio Fuel Limited		
Short Term Loan taken	2,000.00	204.20
Closing balance at the Year-end		
Short Term Loan	7,514.20	5,514.20
Balance of Investment*	-	-

* (Cost - Rs.2,184.35 lakhs, fully impaired)

(D) Transactions with Non-Executive Directors: **(₹ in Lakhs)**

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Sitting Fees		
AAK	4.00	4.80
SB	1.60	10.40
RV	1.60	10.40
SG	5.20	6.00
RD	8.00	9.20
AD	5.20	-
IS	5.20	-
	30.80	**40.80**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

(E) Transactions with Enterprise where KMP have significant influence or control and Companies under common control :

(₹ in Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Loan Assignment		
UMCL	900.00	600.00
	900.00	**600.00**
ICD taken		
SIPL	1,000.00	-
BIL	700.00	-
DIL	100.00	-
	1,800.00	**-**
Closing Payable		
SSFPL	100.00	100.00
IIL	5,565.19	5,565.19
SIPL	1,000.00	-
BIL	700.00	-
DIL	100.00	-
UMCL	1,500.00	600.00
	8,965.19	**6,265.19**

(F) Transactions with Relative of KMP: (₹ in Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Remuneration		
KK	30.06	29.90
AJ	16.35	-
AKK	17.85	17.78
	64.25	**47.68**
Closing Payable		
KK	4.99	2.82
AJ	5.68	-
AKK	2.94	1.46
	13.61	**4.28**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

(G) Transactions with Trusts: **(₹ in Lakhs)**

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Contribution to Funds		
BTCGF	-	-
GWLGF	-	-
MRILGF	-	-
MRILPF	436.55	465.21
	436.55	**465.21**
Closing Liability (Net)		
BTCGF	1,606.11	1,796.22
GWLGF	4,051.67	3,859.75
MRILGF	3,769.93	3,366.99
	9,427.71	**9,022.96**
Closing Assets (Net)		
GWLSF	384.75	456.85
WMCLSF	402.07	472.44
MRILSF	665.25	587.99
	1,452.07	**1,517.28**

(i) Details of Remuneration payment to KMP: **(₹ in Lakhs)**

Particulars	AK	Other Directors	Year ended 31st March 2025	AK	Other Directors	Year ended 31st March 2024
Short- term employment benefits						
- Salary	310.00	-	310.00	266.81	-	266.81
- Perquisites	-	-	-	0.09	-	0.09
- Sitting fees	-	30.80	30.80	-	40.80	40.80
	310.00	**30.80**	**340.80**	**266.90**	**40.80**	**307.70**
Post-employment benefits						
Contribution to provident fund (including pension)	48.61	-	48.61	48.61	-	48.61
	48.61	**-**	**48.61**	**48.61**	**-**	**48.61**
Total compensation	**358.61**	**30.80**	**389.41**	**315.51**	**40.80**	**356.31**

Note:

1. The above related party information is as identified by the management and relied upon by the auditor.
2. All transactions from related parties are made in ordinary course of business. For the year ended 31st March 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year by reviewing the financial position of the related party and the market in which the related party operates.
3. In respect of above parties, there is no provision for doubtful debts as on 31st March 2025 and no amount has been written back or written off during the year.
4. Post-Employee benefits and other long-term employee benefits have been disclosed/paid on retirement/resignation of services but does not include provision made on actuarial basis as the same is available for all the employees together.
5. Also refer Note no. 56(b).

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

43. EARNINGS PER SHARE

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Earnings per share (EPS) has been computed as under:		
(a) Net profit/(loss) after taxes as per Statement of Profit and Loss (Rs. in lakhs)	(19,635.96)	(26,564.90)
(b) Computation of Weighted Average Number of Shares		
Number of equity shares outstanding as on Opening	104,455,735	104,455,735
Changes in Equity Share Capital during the year	-	-
Number of equity shares outstanding as on Closing	104,455,735	104,455,735
(c) Weighted average number of Equity shares outstanding for the purpose of basic and diluted earnings per share	104,455,735	104,455,735
(d) Earnings per share on profit for the year [Face Value Rs. 5.00 per share]		
Basic and Diluted EPS [(a)/(b)](Rs.)	**(18.80)**	**(25.43)**

44. SEGMENT INFORMATION

(a) The Company is primarily engaged in the business of cultivation, manufacture and sale of tea across various geographical location. In term of Ind AS 108 "Operating Segment", the Company has one business segment i.e. Manufacturing and Selling of Tea. Further, in terms of Indian Accounting Standard (Ind AS) 108 on 'Operating Segment' notified in the Act, segment information has been presented in the Consolidated Financial Statements, prepared pursuant to Ind AS 110 on 'Consolidated Financial Statements' and Ind AS 28 on 'Investments in Associates and Joint Ventures' notified in the Act, included in the Annual Report for the year.

(b) **Geographical Information** **(₹ in Lakhs)**

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
1. Revenue from external Customers		
- Within India	75,042.01	72,546.28
- Outside India	27,394.27	19,795.86
Total	**102,436.28**	**92,342.14**

(₹ in Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
2. Non Current Assets*		
- Within India	93,198.51	96,981.24
- Outside India	-	-
Total	**93,198.51**	**96,981.24**

* excludes financial assets, deferred tax assets, post-employment benefit assets.

(c) The Company is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

45. FAIR VALUE MEASUREMENTS

The accounting classification of each category of financial instruments, their carrying amount and fair values as follows:

(₹ in Lakhs)

Particulars	As at 31st March 2025					As at 31st March 2024				
	FVTPL	FVTOCI	Amortised Cost	Total Carrying Value	Total Fair Value	FVTPL	FVTOCI	Amortised Cost	Total Carrying Value	Total Fair Value
Financial assets (Current and Non-Current)										
Investments										
- Equity Instruments	-	5,835.43	-	5,835.43	**5,835.43**	-	6,240.00	-	6,240.00	**6,240.00**
Trade Receivables	-	-	3,619.39	3,619.39	**3,619.39**	-	-	3,567.92	3,567.92	**3,567.92**
Loans	-	-	571.95	571.95	**571.95**	-	-	336.27	336.27	**336.27**
Inter-Corporate Deposits	-	-	185,010.95	185,010.95	**185,010.95**			185,010.95	185,010.95	**185,010.95**
Cash and Cash Equivalents	-	-	498.62	498.62	**498.62**	-	-	250.35	250.35	**250.35**
Other Bank Balances	-	-	31.00	31.00	**31.00**	-	-	92.24	92.24	**92.24**
Other Financial Assets	-	-	5,110.66	5,110.66	**5,110.66**	-	-	4,924.84	4,924.84	**4,924.84**
Total Financial assets	**-**	**5,835.43**	**194,842.57**	**200,678.00**	**200,678.00**	**-**	**6,240.00**	**194,182.57**	**200,422.57**	**200,422.57**
Financial liabilities (Current and Non-Current)										
Long Term Borrowings	-	-	21,494.29	21,494.29	**21,494.29**	-	-	21,471.69	21,471.69	**21,471.69**
Short Term Borrowings	-	-	155,112.57	155,112.57	**155,112.57**			153,226.25	153,226.25	**153,226.25**
Interest Accrued on Borrowings	-	-	95,502.05	95,502.05	**95,502.05**	-	-	76,234.64	76,234.64	**76,234.64**
Trade payables	-	-	8,985.18	8,985.18	**8,985.18**	-	-	7,943.54	7,943.54	**7,943.54**
Lease Liabilities	-	-	7.62	7.62	**7.62**			8.60	8.60	**8.60**
Other Financial Liabilities	-	-	9,174.56	9,174.56	**9,174.56**	-	-	8,232.99	8,232.99	**8,232.99**
Total Financial liabilities	**-**	**-**	**290,276.27**	**290,276.27**	**290,276.27**	**-**	**-**	**267,117.71**	**267,117.71**	**267,117.71**

(i) FAIR VALUATION TECHNIQUES:

The fair values of the financial assets and liabilities are included at the amount 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.

The following methods and assumptions were used to estimate the fair values. These assumptions are subject to resolution with respect to company's debt and determination of terms and conditions of borrowings and amount given as loans to various parties as stated in note no. 58 and 56 respectively:

a) The fair value of cash and cash equivalents, current trade receivables and payables, current financial liabilities and assets and short term borrowings approximate their carrying amount largely due to the short-term nature of these instruments. The management considers that the carrying amounts of financial assets and financial liabilities recognised at cost in the financial statements other than dealt with hereunder approximate their fair values.

b) The Company's long-term debt from Banks and financial institutions were originally contracted at floating rates of interest. Fair value of variable interest rate borrowings approximates their carrying value subject to adjustments made for transaction cost. Terms and conditions of the borrowings are pending resolution as stated in Note no. 58 and there is a uncertainty in this respect as on this date. Further, there are other unsecured borrowing as stated in note no. 25.2 terms and conditions whereof have not been decided.

c) The fair value of Inter-Corporate deposits given by the company and outstanding (net of provision) as on 31st March 2025 are based on management evaluation related to the credit and non-performance risks associated with the counterparties which is dependent on the outcome of the CIRP proceeding currently under implementation in case of one of the Group company where these loans have mainly been advanced to provide financial support and the legal proceedings initiated by the company against the borrowing companies as stated in Note no. 56 or otherwise on completion of the resolution of the company's borrowing as stated in Note no. 58 and there is a uncertainty to the extent as stated in the said note.

d) Interest on borrowings both Short term and Long term has been provided as stated in Note no. 60(a) which is subject to confirmation and/or on resolution of company's borrowing as stated in Note no. 58 and as such there is uncertainity in this respect as on this date and amount finally payable in this respect as such is currently not determinable.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

(ii) FAIR VALUE HIERARCHY

(a) Financial Instruments

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

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

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

Level 3: If one or more of the significant inputs is not based on observable market data, the instruments is included in level 3.

During the year ended 31st March 2025 and 31st March 2024, there were no transfers between level 1, level 2 and level 3.

Financial assets and liabilities measured at fair value through profit or loss/ Other Comprehensive Income as at 31st March 2025

(₹ in Lakhs)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investment at FVTOCI					
Quoted Equity Investments	8	5,834.72	-	-	**5,834.72**
UnQuoted Equity Investments	8	-	-	0.71	**0.71**
Total Financial Assets		**5,834.72**	**-**	**0.71**	**5,835.43**

Financial assets which are measured at amortised cost for which fair values are disclosed as at 31st March 2025

(₹ in Lakhs)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Inter-Corporate Deposits	9 and 56			185,010.95	**185,010.95**
Total Financial assets		**-**	**-**	**185,010.95**	**185,010.95**
Financial liabilities					
Borrowings (including interest accrued)	22, 25, 27 and 58	-	272,108.91	-	**272,108.91**
Lease Liabilities	51		7.62	-	**7.62**
Total Financial liabilities		**-**	**272,116.53**	**-**	**272,116.53**

Note: The fair value considered for Inter Corporate Deposits and Borrowings are subject to resolution with respect to company's debt as stated in Note no. 58.

Financial assets and liabilities measured at fair value through profit or loss/Other Comprehensive Income as at 31st March 2024

(₹ in Lakhs)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investment at FVTOCI					
Quoted Equity Investments	8	6,239.29	-	-	**6,239.29**
UnQuoted Equity Investments	8	-	-	0.71	**0.71**
Total Financial Assets		**6,239.29**	**-**	**0.71**	**6,240.00**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

Financial assets which are measured at amortised cost for which fair values are disclosed as at 31st March 2024

(₹ in Lakhs)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Inter-Corporate Deposits	9 and 56	-	-	185,010.95	**185,010.95**
Total Financial assets		**-**	**-**	**185,010.95**	**185,010.95**
Financial liabilities					
Borrowings (including interest accrued)	22, 25, 27 and 58	-	250,932.58	-	**250,932.58**
Lease Liabilities	51	-	8.60	-	**8.60**
Total Financial liabilities		**-**	**250,941.18**	**-**	**250,941.18**

(b) Biological assets other than bearer plants

This section explains the judgements and estimates made in determining the fair values of the biological assets other than bearer plants that are recognised and measured at fair value in the financial statements. 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, since no significant adjustments need to be made to the prices obtained from the local markets.

Biological assets other than bearer plants for which fair value (less cost to sell) are disclosed at 31st March, 2025

(₹ in Lakhs)

Particulars	Note	Level 1	Level 2	Level 3	Total
Unharvested tea leaves	14	-	155.43	-	**155.43**
Total		**-**	**155.43**	**-**	**155.43**

Biological assets other than bearer plants for which fair value (less cost to sell) are disclosed at 31st March, 2024

(₹ in Lakhs)

Particulars	Note	Level 1	Level 2	Level 3	Total
Unharvested tea leaves	14	-	412.99	-	**412.99**
Total		**-**	**412.99**	**-**	**412.99**

46. FINANCIAL RISK MANAGEMENT

The company's activities exposes it to a variety of financial risks. The key financial risks include Market risk, Credit risk and Liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors reviews and approves policy for managing these risks. The risks are governed by appropriate policies and procedures and accordingly financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. As stated in Note no. 58, the company has defaulted in repayment of borrowings including interest accrued thereon due to non recovery of the amount outstanding in respect of ICD's given by the company and pending completion of the resolution with respect to company's borrowing currently under consideration of ARC. The company expects to restructure it's borrowings and mitigate the related financial risk. Financial risk management as stated below has been considered based on the assumption of successful outcome of the resolution of borrowing which is under consideration of the ARC as stated in the said note. The risk envisaged can materially be different depending upon terms and conditions specified in this respect.

(A) Credit risk

Credit risk refers to the risk of financial loss arising from default / failure by the counterparty to meet financial obligations as per the terms of contract. The Company is exposed to credit risk for receivables, cash and cash equivalents and financial guarantees. Loans to group companies given has lead to material concentration of credit risks due to non-recoverability of amount thereagainst including accrued interest.

Credit risk on trade receivables is minimum since sales through different mode (i.e. auction, consignment, private - both domestic and export) are made after judging credit worthiness of the customers, advance payment, deposit from customers or against letter of credit by banks. The history of defaults has been marginal and outstanding receivables are regularly monitored. Credit risk on the loans to parties is significant since recoverability thereagainst has been a matter of concern due to non-payment by promoter group and other entities to whom amounts have been lent and in case of one of the promoter group company which was under CIRP as given in Note no. 56 and implementation of resolution plan as approved by Hon'ble NCLT is in process. The Company has initiated legal proceedings against one of the promoter group company and is in the process against other entities. Further, the company in case of a promoter group company against which CIRP proceeding is under implementation is expected to address the risk involved therein in due course of time on resolution with respect to the company's borrowing.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

Credit risk with respect to the balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. The company currently does not have surplus fund as such to make investments. However, in the event of fund being so available, Investments will be 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 to mitigate financial loss due to counterparty's potential failure to make payments.

The Company establishes an allowance for impairment that represents its estimate of losses in respect of trade and other receivables. Receivables are reviewed/evaluated periodically by the management and appropriate provisions are made to the extent recovery there against has been considered to be remote.

The carrying value of the financial assets (net of impairment losses) represent the maximum credit exposure. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note no. 45.

Financial assets that are neither past due nor impaired

Cash and cash equivalents, investment and deposits with banks are neither past due nor impaired. Cash and cash equivalents with banks are held with reputed and credit worthy banking institutions.

Financial assets that are past due but not impaired

Certain Trade receivables which are past due at the end of the reporting period, no credit losses there against are expected to arise considering the steps being taken for realisation thereof. In case of Inter-Corporate Loans due to the reasons given in Note no. 56, such losses are currently not being determinable and as such will be dealt with on determination thereof as stated in the said note.

(B) Liquidity risk

Liquidity risk refers to the risk that the Company fails to honour 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 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. The Company had in earlier years granted loans to Promoter Group and other entities which created a mismatch in servicing its debt and other obligations. Further, the cash losses incurred and cut-back payment made in earlier years as stated in Note no. 22.7 and Note no. 60(a) has further widened the gap of Current Assets vis-a-vis Current Liabilities leading to insufficient resources for meeting company's obligations including those related to Employees, statutory and other liabilities causing accumulation of the amount lying unpaid against these liabilities to a significant extent at the end of the period. In this regards resolution with respect to company's borrowing is under consideration as detailed in Note no. 58 to improve the overall liquidity over a period of time. Pending this, the company as stated in said note is passing through prolonged financial distress over a considerable period of time.

Maturities of financial liabilities

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

i all non-derivative financial liabilities, and

ii derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

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. The amount of borrowings and interest thereon has been computed on the basis stated in Note no. 60(a) and amount finally payable and terms of repayment thereof will be determinable on resolution with respect to company's borrowing.

Contractual maturities of financial liabilities as at 31st March 2025 **(₹ in Lakhs)**

Particulars	Less than 1 year	Between 1-2 years	Between 2-5 years	More than 5 years	Total
Non-derivatives					
Borrowings (including interest accrued)	2,72,108.91	-	-	-	2,72,108.91
Lease Liabilities	1.21	1.33	0.79	4.29	7.62
Trade Payables	8,985.18	-	-	-	8,985.18
Other financial liabilities	9,174.56	-	-	-	9,174.56
Total non-derivative financial liabilities	**2,90,269.86**	**1.33**	**0.79**	**4.29**	**2,90,276.27**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

Contractual maturities of financial liabilities as at 31st March 2024 **(₹ in Lakhs)**

Particulars	Less than 1 year	Between 1-2 years	Between 2-5 years	More than 5 years	Total
Non-derivatives					
Borrowings (including interest accrued)	2,50,932.58	-	-	-	2,50,932.58
Lease Liabilities	0.98	1.09	1.36	5.17	8.60
Trade Payables	7,943.54	-	-	-	7,943.54
Other financial liabilities	8,232.99	-	-	-	8,232.99
Total non-derivative financial liabilities	**2,67,110.09**	**1.09**	**1.36**	**5.17**	**2,67,117.71**

(C) Market risk

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, EURO and GBP. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions.

The Company as per the risk management policy, hedges foreign currency transactions to mitigate the risk exposure and reviews periodically to ensure that the results from fluctuating currency exchange rates are appropriately managed.

The following table sets forth information relating to foreign currency exposure as at 31st March 2025:

(₹ in Lakhs)

Particulars	USD	EURO	GBP	Total
Financial Assets (a)				
Cash and Cash equivalents	-	-	4.55	4.55
Trade Receivable	221.10	-	-	221.10
Other Financial Assets	-	-	-	-
	221.10	**-**	**4.55**	**225.65**
Financial Liabilities (b)				
Trade Payable	-	-	-	-
Net Exposure in Foreign Currency (a-b)	**221.10**	**-**	**4.55**	**225.65**

10% appreciation of the respective foreign currencies with respect to functional currency (holding all other variables constant) of the Company would result in reduction of the Company's loss (having an impact on the financial statements) by approximately Rs. 22.57 lakhs for financial assets. 10% depreciation of INR would have an equal and opposite effect on the Company's financial statements.

The following table sets forth information relating to foreign currency exposure as at 31st March 2024:

(₹ in Lakhs)

Particulars	USD	EURO	GBP	Total
Financial Assets (a)				
Cash and Cash equivalents	-	-	4.69	4.69
Trade Receivable	1,466.06	-	-	1,466.06
Other Financial Assets	-	-	-	-
	1,466.06	**-**	**4.69**	**1,470.75**
Financial Liabilities (b)				
Trade Payable	-	-	-	-
Net Exposure in Foreign Currency (a-b)	**1,466.06**	**-**	**4.69**	**1,470.75**

10% appreciation of the respective foreign currencies with respect to functional currency (holding all other variables constant) of the Company would result in reduction of the Company's loss (having an impact on the financial statements) by approximately Rs. 147.08 lakhs for financial assets. 10% depreciation of INR would have an equal and opposite effect on the Company's financial statements.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

(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. Financial Instruments at fixed rates of interest exposes the company to fair value interest rate risk as there is no risk of interest rate volatility.

The Company's main interest rate risk arises from short term and long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. Considering the same, the carrying amount of said borrowings was considered to be at fair value. During 31st March 2025 and 31st March 2024, the Company's borrowings at variable rate were mainly denominated in INR.

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.

The exposure of the Company's financial assets and financial liabilities as at 31st March 2025 and 31st March 2024, to interest rate risk excluding certain ICD and Deposits as dealt in Note no. 25.4 is as follows:

(₹ in Lakhs)

Particulars	As at 31st March 2025		As at 31st March 2024	
	Floating Rate	Fixed Rate	Floating Rate	Fixed Rate
Financial Assets	-	1,85,010.95	-	1,85,010.95
Financial Liabilities	1,46,106.80	30,500.06	1,52,318.55	22,379.39
	(1,46,106.80)	**1,54,510.89**	**(1,52,318.55)**	**1,62,631.56**

Increase of 50 basis points (holding all other variables constant) in interest rates at the balance sheet date would result in increase in finance cost by Rs. 730.53 lakhs resulting in increase in loss (having an impact on the financial statements) for the year ended 31st March 2025 and Rs. 761.59 for the year ended 31st March 2024. A decrease in 50 basis point would have an equal and opposite effect on the Company's financial statements. This should be read with Note no. 36.2 regarding non-recognition of interest in Inter Corporate Deposits.

Interest risk on financial assets and liabilities as stated above has been considered based on the accounting followed in this respect as stated in Note no. 56 and 60(a). The rate of interest and amount payable in this respect will finally be determinable on completion of resolution of company's borrowing which as stated in Note no. 58 is under consideration of ARC. The risk envisaged can materially be different on completion of resolution and terms and conditions being specified in this respect.

(iii) Price risk

The Company is not an active investor in equity markets; it continues to hold certain investments in equity for long term strategic purpose which are accordingly measured at fair value through Other Comprehensive Income. The value of investments in such equity instruments as at 31st March 2025 is Rs. 5,834.72 lakhs (31st March 2024: Rs. 6,239.29 lakhs). Accordingly, fair value fluctuations arising from market volatility is recognised in Other Comprehensive Income.

(D) Agricultural Risk

Cultivation of tea being an agricultural activity and highly labour intensive industry, where there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions, salaries, wages and other benefits payable to workers, logistic problems inherent to remote areas, and fluctuation of selling price of finished goods (tea) due to increase in supply/availability.

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

i Managing inventory levels of agro chemicals, fertilizers and other inputs to take care of adverse weather conditions.

ii Maintaining level of consumable stores viz packing materials, coal and HSD in order to mitigate financial risk arising from logistics problems.

iii Forward contracts are made with overseas customers as well as domestic private customers, in order to mitigate the financial risk in fluctuation of selling price of tea.

iv Measures for rationalising the labour costs especially with possible variations of deployment thereof on casual basis.

v Day to day monitoring of the required liquidity in the system given the constraints currently faced by the company in this respect. Resolution of company's borrowing as stated in Note no. 58 is under consideration and outcome thereof as expected is for ensuring sustainability of core agricultural operations of the company.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

47. CAPITAL MANAGEMENT

(a) Risk Management

The primary objective of the Company's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximize shareholder value. The Company's objective when managing capital is to safeguard its ability to continue as a going concern so that they can continue to provide returns for shareholders and benefits for other stakeholders. The Company is focused on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required without impacting the risk profile of the Company.

In order to maintain or adjust the capital structure, the company depending upon the outcome of the resolution of the borrowing as stated in Note no. 58 may issue new shares or sell assets to reduce debt.

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

Net debt implies total borrowings of the Company as reduced by Cash and Cash Equivalent and Equity comprises all components attributable to the owners of the Company.

The following table summarises the Net Debt to Equity Ratio which is subject to final determination of amount thereof on resolution with respect to company's borrowing as stated in Note no. 58:

(₹ in Lakhs)

Particulars	Note	As at 31st March 2025	As at 31st March 2024
(i) Total Debt			
Borrowings - Non-Current	22	-	-
- Current	25	1,55,112.57	1,53,226.25
Current Maturities of Long Term Debt	25	21,494.29	21,471.69
Interest accrued and due on borrowings	27	95,502.05	76,234.64
		2,72,108.91	**2,50,932.58**
Less : Cash and Cash Equivalents	16	498.62	250.35
Net Debt		**2,71,610.29**	**2,50,682.23**
(ii) Equity attributable to Shareholders	20 and 21	(4,958.67)	14,264.67
(iii) Net debt to equity ratio		**N.A.**	**17.57**

Under the terms of the major borrowing facilities, the Company has not complied with some of the financial covenants as imposed by the bank and financial institutions.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31st March 2025 considering pending outcome of the resolution with respect to company's borrowing under consideration of an ARC (Refer Note no. 58).

48. DETAILS OF LOANS, INVESTMENTS AND GUARANTEES GIVEN COVERED UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013

A) Details of Investments are disclosed in Note no. 7 and 8 of the financial Statements.

B) The Company has given 12% per annum Interest bearing Loans to following parties for their corporate and general purposes which are as detailed below:

(Rs. in Lakhs)

Name of Parties	Amount Outstanding as on 31st March 2024	Additions	Repayment/ Adjustment	Amount Outstanding as on 31st March 2025
Williamson Magor & Co. Limited	19,221.42	-	-	19,221.42
Babcock Borsig Limited	14,500.00	-	-	14,500.00
Williamson Financial Services Limited	22,200.00	-	-	22,200.00
Seajulie Developers & Finance Limited	128,036.31	-	-	128,036.31
Woodside Parks Limited	91,040.22	-	-	91,040.22
Metal Centre Limited	198.00	-	-	198.00
Kilburn Office Automation Limited	180.00	-	-	180.00
The Hoogly Mills Co. Limited	720.00	-	-	720.00
Vinod Enterprises	13.00	-	-	13.00
	276,108.95	**-**	**-**	**276,108.95**

Note: The company has not recognised interest income for reasons stated in Note no. 32.1 and 56.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

49. RATIOS

The analytical ratios for the year ended 31st March 2024 and 31st March 2023 are as follows:

Particulars	Numerator	Denominator	As at / For the year ended 31st March 2025	As at / For the year ended 31st March 2024	Variance	Remarks
Working Capital Ratio	Current Assets	Current Liabilities	0.06	0.04	37.00%	Due to accrual of interest on borrowing and increase in statutory and other liabilities for low volume of tea
Debt-Equity ratio	Short Term Borrowings+ Long Term Borrowings	Total Equity	(35.62)	12.25	-390.81%	Due to -ve Total Equity
Debt service coverage ratio	Earning before Interest, Depreciation and Tax+ Exceptional Items	Interest Expense+ Principal Repayment of Long Term Debt+ Repayment of Lease Liabilities	0.12	(0.36)	-131.82%	Due to low volume of sale, due to loss of crop. coupled with increased in average rate of relisation against Tea
Return on Equity Ratio	Profit after Tax+ Exceptional Items Exceptional Items	Total Equity of Long Term Debt+ Repayment of Lease Liabilities	-395.99%	-186.23%	112.64%	Due to low volume of sale, due to loss of crop. coupled with increased in average rate of relisation against Tea
Inventory turnover ratio	Revenue from operations less EBITDA	Average Inventory	17.23	16.16	6.60%	
Trade Receivable turnover ratio	Revenue from Operation	Average Trade Receivables	28.50	29.11	-2.08%	
Trade payables turnover ratio	Total Purchases	Average Trade Payables	1.15	0.71	63.11%	Due to decrease in Cash Flow on low volume of sale due to loss of crop.
Net capital turnover ratio	Revenue from operations	Working Capital	(0.34)	(0.32)	4.28%	
Net profit margin	Profit after Tax+ Exceptional Items Exceptional Items	Revenue from Operation of Long Term Debt+ Repayment of Lease Liabilities	-19.17%	-28.77%	-33.37%	Due to low volume of sale, due to loss of crop. coupled with increased in average rate of relisation against Tea
Return on capital employed	Earning before Interest and Tax+ Exceptional Items	Average Capital Employed (Capital Employed= Total Assets- Current Liabilities)	-39.10%	-46.88%	-16.61%	
Return on Investments	Income generated from investments	Time weighted average investments (Average investment)	-6.70%	17.92%	-137.39%	Due to market fluctuation

Note: The ratios given herein above including debt-equity and debt service coverage ratios have been arrived at based on figures stated in financial statement and are therefore subject to variation due to reason stated in note no. 56 and 58.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

50. INCOME TAX EXPENSE

This note provides an analysis of the Company's income tax expense and how the tax expense is affected by non-assessable and non-deductible items.

(a) Income Tax Expense **(₹ in Lakhs)**

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Current Tax		
Income tax for the year	-	-
Total Current Tax (A)	-	-
Income tax relating to earlier years	-	2.92
Total Income Tax relating to earlier years (B)	-	2.92
Deferred tax for the year (Refer Note no. 11)	(3,974.17)	(3,888.56)
Total Deferred Tax (C)	**(3,974.17)**	**(3,888.56)**
Grand Total (A+B+C)	**(3,974.17)**	**(3,885.64)**

(b) Amount recognised in other comprehensive income **(₹ in Lakhs)**

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Deferred Tax (Refer Note no. 11)		
Income tax relating to items that will not be re-classified to profit or loss	(384.23)	509.68
Total	**(384.23)**	**509.68**

(c) Reconciliation of effective tax rate: **(₹ in Lakhs)**

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Profit/ (Loss) before tax	(23,610.13)	(30,450.54)
Income tax expense calculated @ 31.98% (31st March 2024: 31.98%)	(7,549.95)	(9,737.35)
Effect of Tax Holiday under Agriculture Income	4,249.82	5,481.09
Effect of expenses that are deductible/non-deductible in determining taxable profit	134.37	375.85
Effect of income that is exempt from taxation	(25.34)	(8.15)
Effect of differences in expenses allowable on payment basis from previous year	(999.45)	-
MAT Credit Utilisation	216.38	-
	(3,974.17)	**(3,888.56)**

Notes:

(i) The tax rate is derived based on the corporate tax rate payable on taxable profits under the Income Tax Act'1961 and tax rate as applicable to Agriculture Income under The Assam Agricultural Income Tax Act' 1939 and The Bengal Agricultural Income Tax Act' 1944.

(ii) The Company's agriculture income is subject to tax rates @ 30% under the respective state tax laws. Further, considering the tax holiday granted by the State Government, effect of Deferred Tax reversal during the said tax holiday period has been excluded while computing Deferred Tax Assets.

(iii) The Company has not exercised the option for paying income tax at concessional rates in accordance with the provisions/conditions as specified under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 as there are unutilised MAT Credit and other entitlement including 33AB and also resolution with respect to company's debt is under consideration as stated in Note no. 58 and impact thereof are presently not ascertainable.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

51. Disclosure as per Ind AS 116

(I) Following are the changes in the carrying value of right of use assets: **(₹ in Lakhs)**

Particulars	Building	Leasehold Land	Total
As at 1st April 2023	214.28	31.55	245.83
Addition	-	-	-
Deletion	-	-	-
Depreciation	10.20	2.41	12.61
As at 31st March 2024	**204.08**	**29.14**	**233.22**
Addition	-	-	-
Deletion	-	-	-
Depreciation	10.20	2.41	12.61
As at 31st March 2025	**193.88**	**26.73**	**220.61**

(ii) The following is the break-up of current and non-current lease liabilities: **(₹ in Lakhs)**

Particulars	As at 31st March 2025	As at 31st March 2024
Current lease liabilities	1.21	0.98
Non-Current lease liabilities	6.41	7.62
	7.62	**8.60**

(iii) The following is the movement in lease liabilities: **(₹ in Lakhs)**

Particulars	Amount
As at 1st April 2023	19.52
Additions	
Finance cost accrued during the period	2.39
Payment of lease liabilities	
- Principal	(10.92)
- Interest	(2.39)
As at 31st March 2024	**8.60**
Additions	-
Finance cost accrued during the period	1.08
Payment of lease liabilities	
- Principal	(0.98)
- Interest	(1.08)
As at 31st March 2025	**7.62**

(iv) The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

(₹ in Lakhs)

Particulars	As at 31st March 2025
Not later than one year	2.05
Later than one year and not more than five years	5.71
Later than five years	7.32

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

(v) Further to above, the Company has certain operating lease arrangements for office, transit houses, etc. on short-term leases. Expenditure incurred on account of rental payments under such leases during the year and recognized in the Statement of Profit and Loss amounts to Rs. 12.29 lakhs (31st March 2024: Rs.114.91 lakhs). Also refer note no. (vi) below.

(vi) Lease Agreement in respect of premises having registered and corporate office of the company had expired on 31st August, 2022 and terms thereof are yet to be finalised by the lessor. Pending this, the amount of rent payable by the company including the adjustments towards the cost of maintenance etc. of the premises currently being undertaken by the company being non-determinable as such has not been recognised. Adjustments, if any required in this respect will be recognised on determination thereof and will then be given effect to in the financial statement of the subsequent periods.

52. Sale of Specified Assets of certain Tea Estates

On 9th August, 2018, the shareholders of the Company approved to sell specified assets of certain tea estates. In continuation of the steps initiated in this respect in earlier years:

a) The specified assets of one tea estate had been identified and approved for sale. Memorandum of Understanding/ Term sheet with the proposed buyer for an aggregate consideration of Rs. 2,815.00 Lakhs, subject to due diligence and necessary approvals, etc. had also been entered by the company. Pending final binding agreement and completion of the transaction, such sales has not been recognised. Advance of Rs. 550.00 Lakhs received from the proposed buyer against sale consideration has been shown under 'Other Current Liabilities'.

b) The Company had altogether received advances against sale of estates and certain other assets amounting to Rs. 1,413.87 lakhs (including Rs. 550.00 lakhs dealt in (a) above). Due to reason given in (c) below, the sale of these specified assets have not been given effect to and these have been continued to be included under Property, Plant and Equipment (PPE) and have been depreciated in accordance with other items of PPE.

c) The Hon'ble High Court of Delhi vide it's ad-interim ex-partie order of injunction dated 13th December 2019 has restrained the company from selling, transferring, alienating, disposing, assigning, encumbering or creating third party rights on any of its assets and carrying out any changes in its capital structure or any corporate or debt restructuring and the matter is pending before Arbitral Tribunal.

53. (a) Ageing Schedule of Capital Work in Progress are as follows:

Projects in progress (₹ in Lakhs)

Particulars	Bearer Plant	Plant and Equipments	Building & Other Assets	Total
As at 31st March 2025				
Less than 1 Year	644.61	158.65	65.68	868.94
1-2 Years	476.47	0.49	5.35	482.31
2-3 Years	1,511.91	165.83	2.60	1,680.34
More than 3 Years	565.87	10.86	2.18	578.91
	3,198.86	**335.83**	**75.81**	**3,610.50**

Particulars	Bearer Plant	Plant and Equipments	Building & Other Assets	Total
As at 31st March 2024				
Less than 1 Year	1,007.35	10.11	11.84	1,029.30
1-2 Years	1,240.82	165.84	4.68	1,411.34
2-3 Years	446.55	0.02	6.85	453.42
More than 3 Years	962.07	14.69	2.18	978.94
	3,656.79	**190.66**	**25.55**	**3,873.00**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

Projects temporarily suspended (₹ in Lakhs)

Particulars	Bearer Plant	Plant and Equipments	Building & Other Assets	Total
As at 31st March 2025				
Less than 1 Year	-	-	-	-
1-2 Years	-	-	-	-
2-3 Years	-	-	-	-
More than 3 Years	-	7.56	5.76	13.32
	-	**7.56**	**5.76**	**13.32**

Particulars	Bearer Plant	Plant and Equipments	Building & Other Assets	Total
As at 31st March 2024				
Less than 1 Year	-	-	-	-
1-2 Years	-	-	-	-
2-3 Years	-	-	-	-
More than 3 Years	-	7.56	5.76	13.32
	-	**7.56**	**5.76**	**13.32**

(b) The expected completion of amount lying under Capital Work in progress whose completion is overdue or has exceeded its cost compared to its original plan are as below:

(₹ in Lakhs)

Particulars	Amount in Capital work in progress to be completed in			
	Less than 1 Year	1-2 years	2-3 years	More than 3 years
As at 31st March 2025				
Projects in progress:				
Bearer Plant	-	-	-	-
Plant & Equipment	2.72	-	-	-
Building & Other Assets	4.87	2.60	2.95	-
	7.58	**2.60**	**2.95**	**-**
Projects temporarily suspended				
Bearer Plant	-	-	-	-
Plant & Equipment	-	-	-	2.75
Building & Other Assets	-	-	-	-
	-	**-**	**-**	**2.75**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

(b) The expected completion of amount lying under Capital Work in progress whose completion is overdue or has exceeded its cost compared to its original plan are as below:

(₹ in Lakhs)

Particulars	Amount in Capital work in progress to be completed in			
	Less than 1 Year	1-2 years	2-3 years	More than 3 years
As at 31st March 2024				
Projects in progress:				
Bearer Plant	-	-	-	-
Plant & Equipment	2.72	-	-	-
Building & Other Assets	4.87	2.60	2.95	-
	7.59	**2.60**	**2.95**	**-**
Projects temporarily suspended				
Bearer Plant	-	-	-	-
Plant & Equipment	-	-	-	2.75
Building & Other Assets	-	-	-	-
	-	**-**	**-**	**2.75**

54. Relationship with Struck-off Companies are as follows:

Based on information available with the company from the webiste of Ministry of Corporate Affairs regarding whether the company with whom transaction have been carried out are struck-off is based on such identification to the extent possible (Also refer Note no. 61):

(₹ in Lakhs)

Name of the Struck-off Company & Nature of transaction	Relationship with Struck-off Company	Refer Note No.	As at 31st March 2025	As at 31st March 2024
Advances given				
SONATA CONSTRUCTION PRIVATE LIMITED	Not applicable		1,400.00	1,400.00
OOTYS ENTERPRISES PRIVATE LTD	Not applicable		24.34	24.34
Deposits given				
W.H.TARGETT INDIA LTD.	Not applicable		11.26	11.26
BOUGHING ENTERPRISES PRIVATE LIMITED	Not applicable		-	9.49
M&PS COMMUNICATIONS (P) LIMITED	Not applicable		5.32	5.48
Shares held by Struck off company				
ING SECURITIES PRIVATE LIMITED	Not applicable		0.09	0.43
KSHIRODE CHANDRA GHOSH & SONS PRIVATE LIMITED	Not applicable	54.1	0.00	0.02
M/S JIC FINANCE PRIVATE LIMITED	Not applicable		-	0.01
MADHUR BHARAT PRIVATE LIMITED	Not applicable	54.1	0.00	0.02
OVERLAND FINANCE AND INVESTMENT CONSULTANTS LIMITED	Not applicable	54.1	0.00	0.00
VAISHAK SHARES LIMITED	Not applicable	54.1	0.00	0.00
ARIHANTS SECURITIES LIMITED	Not applicable		-	0.75
DREAMS BROKING PRIVATE LIMITED	Not applicable	54.1	0.00	0.00
JALAN HOLDINGS PRIVATE LIMITED	Not applicable		0.04	0.18
NEXUS INFOTECH LIMITED	Not applicable		0.04	0.19

54.1 Amount is below the rounding off norm adopted by the Company.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

55. IL&FS Infrastructure Debt Fund ('ILFS-IDF')

The company had given undertaking to IL&FS Infrastructure Debt Fund ('ILFS-IDF') and Aditya Birla Finance Limited ('ABFL') in connection with borrowings and other facilities availed by group entities. Pursuant to the agreements entered with ILFS-IDF and ABFL, the claim made by them have been settled during the year ended 31st March 2024 for a consideration of Rs. 4,967.00 lakhs and Rs. 3,200.00 lakhs respectively by Dufflaghur Investment Limited ('DIL'). Over and above, a land owned by an another company were also provided as a security by the said company which is pending monetisation as on this date. In terms of the agreement, no claim lies against the company in respect of the settlement pursuant to the said agreement and as confirmed, the company's obligation have fully been absolved

56. Inter-corporate loans given

a) In respect of Inter-Corporate Deposits (ICDs) given to Promoter group and certain other companies ('borrowing companies') as given in Note no. 48(B), the amount outstanding aggregates to Rs. 2,76,108.95 Lakhs as at 31st March 2025 (31st March 2024: Rs. 2,76,108.95 Lakhs). Further, interest of Rs. 9,941.50 lakhs on these amounts were accrued upto 31st March 2019 are also outstanding as on this date. Interest on such ICDs considering the waiver sought by borrower companies and uncertainties involved with respect to recovery and determination of amount thereof, have not been accrued since 01st April 2019. These borrowing companies in turn advanced the amount so taken by them to Promoter Group and other entities mainly to provide financial support to one of the promoter group company against which Corporate Insolvency and Resolution Process ('CIRP') as per the Insolvency and Bankruptcy Code, 2016 ('IBC') was subsequently initiated and the Resolution Plan as approved by the Hon'ble National Company Law Tribunal ('NCLT'), Kolkata is currently under implementation. The company has filed legal suit before Hon'ble Calcutta High Court for recovery of ICD from one of the promoter group entity and is in the process of initiating such proceedings against other entities as well for recovery of the amounts being overdue from them. Provision of Rs. 1,01,039.50 lakhs (including interest of Rs. 9,941.50 lakhs accrued upto 31st March 2019) made in earlier years on lumpsum basis without prejudice to the company's legal right to recover the amounts given by it has been carried forward during the period and adjustments considering the amount finally recoverable against outstanding amounts of ICDs is pending determination as on this date. Pending this and the resolution with respect to the company's borrowing as dealt with in Note no. 58 below, impact with respect to the shortfall in this respect have not been ascertained and given effect to in these financial statements for the year ended 31st March 2025.

b) In respect of the Inter-Corporate Deposits to companies as dealt herein above in Note no. 56(a), the predecessor auditors' had issued an adverse opinion on the audited financial statement for the year ended 31st March 2019. Inter-Corporate Deposits to companies as dealt herein above include amounts reported upon by predecessor auditor being in the nature of book entries. This includes amounts given to group companies whereby applicability of Section 185 of the Companies Act, 2013 and related non-compliances, if any could not be ascertained and commented upon by them. Loan of Rs. 1,85,010.95 Lakhs (net of provision) given to various parties as given in Note no. 56(a) above are outstanding as on 31st March 2025. The issues raised including utilisation of amount of these loans etc. are also being examined by relevant authorities. Replies to the queries sought and information and details required by the authorities have been provided and final outcome and/or directions if any are awaited as on this date.

57. Assignment of Borrowings

The company's borrowings from banks aggregating to Rs. 1,03,302.80 lakhs representing principle amount thereof, as informed by the lead banker of the consortium of the lender banks vide it's letter dated 15th March 2025 and by National Asset Reconstruction Company Limited ('NARCL') vide it's letter dated 17th March 2025 has been assigned in favour of NARCL, pursuant to an Assignment Agreement dated 12th March 2025 ('Assignment Agreement') executed under Section 5 of the provisions of Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act of 2002 ('SARFAESI Act'). Accordingly, NARCL has taken over the Secured, Subservient and Unsecured amount pertaining to the said borrowings and all related rights, title and interest as available to the original lenders ('Assignors') stand vested to NARCL. The remaining amount of Rs. 42,804.00 lakhs in respect of company's borrowing continue to remain with the existing lenders including one lender bank which was not part of consortium arrangement as stated hereinabove and these along with those assigned as above have been dealt with as stated in Note 60(a) below.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

58. Going Concern

The Company's financial position is continued to be under stress and it is passing through prolonged financial distress over a considerable period of time. The realisation against tea even though has improved to certain extent, there was loss of crop owing to weather conditions having impact on the volume of operations and the company's performance on an overall basis. The Inter-Corporate Deposits ('ICDs') given to various Promoter group and certain other entities in earlier years along with interest to the extent accrued earlier are lying outstanding as on this date. The operational performance as stated above added to the financial constraints being faced by the company resulting in hardship in servicing of the short term and long-term debts and meeting it's statutory and other liabilities. Certain repayments were however, made to lenders against borrowings apart from by invocation of securities etc. by them, through cut-back against sale proceeds of tea in earlier periods, inspite of there being operating losses and inadequate amount being available for the purpose and thereby fund generated through the operations have turned out to be highly insufficient for meeting company's obligations including those relating to Employees', statutory and other liabilities causing accumulation of the amounts lying unpaid against these liabilities to a significant extent at the end of the period.

The Resolution process of the company in terms of the circular dated 07th June 2019 issued by Reserve Bank of India ('RBI') was initiated long back in earlier years. Inter-Creditor Agreement ('ICA') for arriving at and implementing the resolution plan was signed by all the lenders ('bankers'). Moreover, the forensic audit for the utilisation of funds borrowed in the past conducted on behest of the lenders, Techno Economic Viability (TEV) study, Valuation of tea estates and other assets and credit rating for draft Resolution Plan prepared by SBI Capital Markets Limited, one of the leading investment banker was completed. Even offer for One Time Settlement ('OTS') of the entire amount outstanding against their loans including interest thereon was made at the behest of the lenders by the company. Subsequently, in absence of the consensus among the lenders with respect to OTS, the company on the request of the lenders had submitted a fresh resolution plan in the month of January 2024. Meanwhile, certain lenders and other creditors have filed petitions before Debt Recovery Tribunal ('DRT') and under Insolvency and Bankruptcy Code, 2016 ('IBC') with Hon'ble National Company Law Tribunal, Kolkata ('NCLT'), which are pending as on this date.

The lenders in terms of the master direction on transfer of loan exposure dated 24th September 2021 and other directions issued by the RBI from time to time, vide public notification dated 06th December 2024 have invited expression of interest ('EOI') for sale/assignment of the debts aggregating to Rs.1,10,469.00 lakhs representing the principal amount thereof following Swiss Challenge Bid Process ('the Bid' or 'the Bid process') based on the existing offer ('Anchor Bid') by NARCL. The bidding process assisted by PNB Investment Services Limited ('PNBISL' or 'process advisor') following the valuation of the company carried out by three independent valuers as mandated by the lenders for the purpose has been completed and the borrowings to the extent stated in Note no. 57 above has been assigned to NARCL.

The company on assignment being completed as above has started pursuing NARCL for resolution with respect to company's borrowing and a resolution plan specifying inter-alia the amount, term and resources of repayment over a specified period has been submitted for their consideration and on acceptance thereof, the company intends to work out appropriate resolution with respect to the amount repayable in respect of the borrowings as per Note no. 57 above to the remaining lenders. The management is confident that on completion of the resolution with respect to the company's borrowings from ARCs/bank aggregating to Rs. 1,46,106.80 lakhs to a sustainable amount along with related costs thereto and the period of repayment etc. in this respect, will be agreed upon and arrived at in the due course of time.

Considering the resolution with respect to the company’s debt as dealt with herein above and expected outcome thereof along with management’s continuous effort for rationalising operational costs as well and additional fund to be made available in the system on arriving at the expected resolution with respect to the entire debt including as stated above or otherwise and other ameliorative measures taken and/or proposed to be taken, it is envisaged that the company will be able to strengthen its financial position over a period of time and will have sufficient fund for carrying out it’s operations and meeting it’s obligations on an ongoing basis.

In view of the measures dealt herein above being under active consideration as on this date, these financial statements have continued to be prepared on a going concern basis.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

59. Impairment of Assets

As stated in Note no. 58 above, the Company has been incurring significant amount of losses and it's current liabilities are in excess of the current assets. Considering these indicators and circumstances stated herein above in Note no. 58, fair Value of Property, Plant and Equipment and Capital Work in progress ('CGU') are required to be assessed for testing of Impairment thereagainst. Further, the company has investment of Rs. 15,967.00 lakhs in Borelli Tea Holdings Limited ('BTHL') which are also required to be tested for impairment as on 31st March 2025. BTHL has substantial investment in it's wholly owned subsidiary Mcleod Russel Uganda Limited ('MRUL') which has been incurring cash losses and it's current liabilities are in excess of current assets. Certain loans taken by MRUL has currently been restructured so that to rebuild the value of business on completion of the tenure as specified for the restructuring. Pending resolution with respect to company's borrowing as stated in Note no. 58, impairment if any in the value of CGU and Investments as such, have not been determined and recognised in these financial statement.

60. Interest on Borrowings/Statutory dues and Lease Agreement

a) Pending resolution by the lenders with respect to the borrowings of the company as dealt with in Note no. 58 above and consequential adjustment in this respect, Interest on borrowings from ARCs and a bank have been continued to be provided on simple interest basis based on the rates specified in term sheet or otherwise stipulated/advised from time to time and penal/compound interest if any has not been considered. Further, amount repaid to lenders and/or recovered by them including by invoking securities and cut back payments from the sale proceeds of the tea etc., in earlier years have been adjusted against principal amount outstanding. The amount of borrowings on availability of individual details from bid documents for assignment thereof have been recognised thereagainst during the year as stated in Note no. 22.4 or otherwise these borrowings as agreed upon with respective lenders are reconciled from time to time. Consequential effect thereof have been recognised in the finance cost of the relevant period. The amount payable to the lenders in respect of outstanding amounts of borrowing including interest thereagainst is subject to confirmation and determination and consequential reconciliation and resolution to be arrived at as dealt with in Note no. 58 and will accordingly be dealt with on determination thereof.

b) Further, Interest of Rs. 12,453.63 Lakhs (including Rs. 222.37 Lakhs for the year) on Inter Corporate Deposits/ Short-Term Borrowings of Rs. 30,500.06 lakhs outstanding as on 31st March 2025 has not been recognised. Interest in this respect in line with Note no. 60(a) above have been determined on simple basis at stipulated rates or otherwise advised/ considered for similar arrangements from time to time. This includes payments made by certain parties on behalf of the company towards settlement of company's debts and advances taken in earlier years and in certain cases terms and conditions with respect to these amounts as stated in Note no. 25.2 are yet to be finalised. This however does not include interest if any on outstanding advances aggregating to Rs. 3,600.00 lakhs from customers, pending recognition as Inter Corporate Deposits and finalisation of terms and conditions thereof. Further, Interest including compound/ penal interest if any payable with respect to these are currently not determinable and as such the amount in this respect have not been disclosed and included herein above.

c) Lease Agreement in respect of premises having registered and corporate office of the company has expired on 31st August 2022 and terms thereof are yet to be finalised with the lessor. Pending this, the amount of rent payable by the company including the adjustments towards the cost of maintenance etc. of the premises currently being undertaken by the company being non-determinable as such has not been recognised in these financial statements.

d) The company has statutory liabilities lying unpaid as on 31st March 2025 (refer note no. 28) and in certain cases demands have been received from the authorities. Necessary representations including for settling the arrear amounts over a period of time have been made to the Provident Fund Authorities explaining the financial stringencies currently being faced by it and the resolution plan under consideration of NARCL (as stated in Note no. 58) and the amount of interest etc. thereagainst has not been recognised in these financial statements. The amounts as demanded are also subject to reconciliation with the books of accounts of the respective tea estates and adjustments/ impact in this respect are therefore currently not ascertainable.

e) Adjustments, if any required with respect to (a) to (d) above will be recognised on determination thereof and will then be given effect to in the financial statements of subsequent periods.

61. Certain debit and credit balances including borrowings and interest thereupon dealt with in Note no. 60, statutory liabilities including as dealt with in Note 60(d), clearing accounts (other than inter-unit balances), trade and other payables, advances from customers, loans and advances, trade and other receivables, other current assets and certain other liabilities are subject to reconciliation with individual details and balances and confirmation thereof. Adjustments/ Impact and related disclosures including those related to MSME and interest etc. if any payable in this respect are currently not ascertainable.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

62. The Company has used two accounting software, viz Oracle Financials ('Oracle') and Navision for maintaining its books of account. While both these softwares have the feature of recording audit trail (edit log) facility, in case of Oracle the said features except for certain specified applications was enabled at application level and was operational throughout the year for all relevant transactions recorded in the said software. However, in case of Navision, the same was not enabled during the year pending necessary updation of the system and upgradation of the storage capacity. Further, the feature of audit trail at database was not enabled throughout the year to log any direct data changes. The Company is in the process of evaluating the possible technical upgradation of the software and has appointed a consultant for implementation of audit trail requirement to ensure necessary compliances in this respect.

63. Additional Information pursuant to ammendments (effective 1st April, 2021) made in Schedule III to the extent applicable to the company (Other than those that have been disclosed under the respective Notes to the financial statements:

A) Utilisation of borrowed funds and share premium

(i) The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(ii) The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(B) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(C) Undisclosed income

The Company does not have any transactions not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(D) Compliance with number of layers of companies

The Company has complied with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of layers) Rules, 2017.

64. These financial statements have been approved by the Board of Directors of the Company on 29th May 2025, for issue to the shareholders for their adoption.

65. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/disclosure.

As per our report of even date

For Lodha & Co LLP,
Chartered Accountants
Vikram Matta
Partner
Place: Kolkata
Dated: 29th May 2025

For and on behalf of the Board of Directors

Aditya Khaitan – *Chairman and Managing Director*
(DIN No: 00023788)
Pradip Bhar – *Chief Financial Officer*
Alok Kumar Samant – *Company Secretary*

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Standalone Financial Results

Statement on Impact of Audit Qualifications on Standalone Results for the Financial Year ended March 31, 2025

[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

(₹ in Lakhs)

I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications to the extent ascertainable)
	1	Turnover / Total income	1,02,667	1,02,667
	2	Total Expenditure	1,26,277	*1,38,731
	3	Net Profit/(Loss)	(19,636)	(32,090)
	4	Earnings Per Share	(18.80)	(30.72)
	5	Total Assets	3,29,655	3,29,655
	6	Total Liabilities	3,34,614	3,47,068
	7	Total Equity	(4,959)	(17,413)
	8	Any other financial item(s)	-	-

*Represents unprovided interest till year ended March 31, 2024 amounting to Rs. 12,231 lakhs and Rs. 223 lakhs for the year ended March 31, 2025 aggregating to Rs. 12,454 lakhs as on March 31, 2025.

II.	Audit Qualification (each audit qualification separately): Qualification-1	
	a. Details of Audit Qualification:	Note 4 dealing with Inter Corporate Deposits (ICD) aggregating to Rs. 2,86,050 lakhs (including interest accrued till March 31, 2019) as on March 31, 2025 given to promoter group and certain other entities which are doubtful of recovery and considering recoverability etc. are prejudicial to the interest of the company. Provision of Rs. 1,01,039 lakhs had been made thereagainst in earlier years. In absence of ascertainment of the shortfall and provision against the remaining amount, the loss for the period is understated to that extent. Impact in this respect as stated in the said note have not been ascertained by the management and recognised in these financial results.
	b. Type of Audit Qualification:	Adverse
	c. Frequency of qualification:	Repetitive
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	In respect of Inter Corporate Deposits ('ICDs') given to Promoter group and certain other entities ('borrowing companies'), the amount outstanding aggregates to Rs. 2,76,109 Lakhs as at March 31, 2025. Further, interest of Rs.9,941 lakhs on these amounts accrued upto March 31, 2019 are also outstanding as on this date. Interest on such ICDs considering the waiver sought by borrower companies and uncertainties involved with respect to recovery and determination of amount thereof, have not been accrued since April 01, 2019. These borrowing companies in turn advanced the amount so taken by them to Promoter Group and other entities mainly to provide financial support to one of the promoter group company against which Corporate Insolvency and Resolution Process ('CIRP') as per the Insolvency and Bankruptcy Code, 2016 ('IBC') was subsequently initiated and the Resolution Plan as approved by the Hon'ble National Company Law Tribunal ('NCLT'), Kolkata is currently under implementation. The company has filed legal suit before Hon'ble Calcutta High Court for recovery of ICD from a promoter group entity and is in the process of initiating such proceedings against other entities as well for recovery of the amounts being overdue from them. Provision of Rs. 1,01,039 lakhs (including interest of Rs. 9,941 lakhs accrued upto March 31, 2019) made in earlier years on lumpsum basis without prejudice to the company's legal right to recover the amounts given by it has been carried forward during the period and adjustments considering the amount finally recoverable against outstanding amounts of ICDs is pending determination as on this date. Pending this and the resolution with respect to the company's borrowing as dealt with in Note 6 of the financial results, impact with respect to the shortfall in this respect have not been ascertained and given effect to in these financial results for the year ended March 31, 2025.

II.	**Audit Qualification (each audit qualification separately):** **Qualification-1**	
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:	
	(i) Management's estimation on the impact of audit qualification:	Not applicable
	(ii) If management is unable to estimate the impact, reasons for the same:	The outstanding dues, net of provision thereagainst, as mentioned above, shall be adjusted and/or restructured on completion of the resolution with respect to company's borrowing by the lenders as dealt with in Note no. 6 of the financial results. Impacts if any in this respect will be given effect to on determination of the amount in this respect and no further provision/adjustment has been considered at this stage.
	(iii) Auditors' Comments on (i) or (ii) above:	In absence of ascertainment and provision against the remaining amount, the loss for the period is understated to that extent.

	Qualification-2	
	a. Details of Audit Qualification:	Note 9(b) regarding non-recognition of Interest on loans, Inter Corporate Deposits and other amounts taken by the company and thereby the loss for the period is understated to the extent indicated in said note and non-determination of interest and other consequential adjustments/disclosures in absence of relevant terms and conditions in respect of certain advances being so claimed by customers as stated therein. Further, as stated in Notes 9(a) and 9(b), penal/compound interest and other adjustments in respect of borrowings from Asset Reconstruction Companies ('ARCs'), a Bank and ICDs etc. have not been recognised and amount payable to lenders and other parties as recognised in this respect are subject to confirmation from respective parties and consequential reconciliation. Pending final determination of amount with respect to these, adjustments and impacts arising therefrom have not been ascertained and as such cannot be commented upon by us.
	b. Type of Audit Qualification:	Adverse
	c. Frequency of qualification:	Repetitive
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Not quantified
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:	
	(i) Management's estimation on the impact of audit qualification:	Not Quantifiable
`	(ii) If management is unable to estimate the impact, reasons for the same:	The company submits that pending resolution by the lenders with respect to the borrowings of the company as dealt with in Note 6 of the financial results and consequential adjustment in this respect, Interest on borrowings from ARCs and a bank have been continued to be provided on simple interest basis based on the rates specified in term sheet or otherwise stipulated/ advised from time to time and penal/ compound interest if any has not been considered. Further, amount repaid to lenders and/or recovered by them including by invoking securities and cut back payments from the sale proceeds of the tea etc., in earlier years have been adjusted against principal amount outstanding. The amount payable to the lenders in respect of outstanding amounts of borrowing including interest thereagainst is subject to confirmation and determination and consequential reconciliation and resolution to be arrived at as dealt with in Note 6 and will accordingly be dealt with on determination thereof. Penal interest / compound interest has not yet been confirmed by lenders. Further, the amount of interest would be finalised as agreed upon by the lenders on approval of the resolution plan and amount payable will then be ascertained and given effect to in the accounts.
	(iii) Auditors' Comments on (I) or (ii) above:	Pending final determination of amount with respect to these, adjustments and impacts arising therefrom have not been ascertained and as such cannot be commented upon by us.

	Qualification-3	
	a. Details of Audit Qualification:	Note 10 regarding non reconciliation/disclosure of certain debit and credit balances with individual details and confirmations etc. including borrowings and interest thereupon as dealt with in Note 9. Adjustments/ Impacts with respect to these are currently not ascertainable and as such cannot be commented upon by us.
	b. Type of Audit Qualification :	Adverse
	c. Frequency of qualification:	Repetitive
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Not quantified
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:	
	(i) Management's estimation on the impact of audit qualification:	Not quantifiable
	(ii) If management is unable to estimate the impact, reasons for the same:	The Company submits that it has 33 tea estates/ factories and 2 offices and therefore it is practically not feasible to reconcile the entire balances and such reconciliation is an ongoing process. Impact will thus become ascertainable only upon reconciliations and confirmations. However, during the year certain account balances which were under reconciliation have been reconciled and required adjustments thereof have been given effect to in this year.
	(iii) Auditors' Comments on (i) or (ii) above:	Adjustments/ Impacts with respect to these are currently not ascertainable and as such cannot be commented upon by us.

	Qualification-4	
	a. Details of Audit Qualification:	Note 9(c) regarding non-determination and recognition of amount payable in respect of lease rent for office premises. Pending final determination of amount payable, adjustments and impacts arising therefrom as stated in the said note have not been ascertained and as such cannot be commented upon by us.
	b. Type of Audit Qualification :	Adverse
	c. Frequency of qualification:	Repetitive
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Not quantified
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:	
	(i) Management's estimation on the impact of audit qualification:	Not quantifiable
	(ii) If management is unable to estimate the impact, reasons for the same:	Lease Agreement in respect of premises having registered and corporate office of the company has expired on August 31, 2022 and terms thereof are yet to be finalised with the lessor. Pending this, the amount of rent payable by the company including the adjustments towards the cost of maintenance etc. of the premises currently being undertaken by the company being non-determinable as such has not been recognised in these financial results.
	(iii) Auditors' Comments on (i) or (ii) above:	Pending final determination of amount payable, adjustments and impacts arising therefrom as stated in the said note have not been ascertained and as such cannot be commented upon by us.

	Qualification-5	
	a. Details of Audit Qualification:	Note 7 regarding non-determination of fair value of the Property, Plant and Equipment, Capital Work in Progress and Investment in subsidiary and impairment if any to be recognized thereagainst for the reasons stated in the said note. Adjustments/ Impacts with respect to these are currently not ascertainable and as such cannot be commented upon by us.
	b. Type of Audit Qualification :	Adverse
	c. Frequency of qualification:	Repetitive
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Not quantified
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:	
	(i) Management's estimation on the impact of audit qualification:	Not quantifiable
	(ii) If management is unable to estimate the impact, reasons for the same:	As stated in Note no. 6 of the financial results, the Company has been incurring significant amount of losses and it's current liabilities are in excess of the current assets. Considering these indicators and circumstances stated in the said note, fair Value of Property, Plant and Equipment and Capital Work in progress ('CGU') are required to be assessed for testing of Impairment thereagainst. Further, the company has investment of Rs. 15,967 lakhs in Borelli Tea Holdings Limited ('BTHL') which are also required to be tested for impairment as on March 31, 2025. BTHL has substantial investment in it's wholly owned subsidiary Mcleod Russel Uganda Limited ('MRUL') which has been incurring cash losses and it's current liabilities is in excess of current assets. Certain loans taken by MRUL has currently been restructured so that to rebuild the value of business on completion of the tenure as specified for the restructuring. Pending resolution with respect to company's borrowing as stated in Note no. 6 of the financial results, impairment if any in the value of CGU and Investments as such, have not been determined and recognised in these financial results.
	(iii) Auditors' Comments on (i) or (ii) above:	Adjustments/ Impacts with respect to these are currently not ascertainable and as such cannot be commented upon by us.

	Qualification-6	
	a. Details of Audit Qualification:	Note 9(d) dealing with statutory liabilities outstanding as at the end of the period and non-determination of adjustments to be given effect to in this respect if any including interest as stated in the said note. Pending final determination of amount, adjustments and impacts arising therefrom as stated in the said note have not been ascertained and as such cannot be commented upon by us.
	b. Type of Audit Qualification :	Adverse
	c. Frequency of qualification:	First Time
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Not quantified
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:	
	(i) Management's estimation on the impact of audit qualification:	Not quantifiable
	(ii) If management is unable to estimate the impact, reasons for the same:	The company has statutory liabilities lying unpaid as on March 31, 2025 and in certain cases demands have been received from the authorities. Necessary representations including for settling the arrear amount over a period of time have been made to the authorities explaining the financial stringencies currently being faced by it and the resolution plan under consideration of NARCL (as stated in Note 6 of the financial results) and the amount of interest etc. thereagainst has not been recognised in these financial results. The amounts as demanded are also subject to reconciliation with the books of accounts of the respective tea estates and adjustments/ impact in this respect are therefore currently not ascertainable.
	(iii) Auditors' Comments on (i) or (ii) above:	Adjustments/ Impacts with respect to these are currently not ascertainable and as such cannot be commented upon by us.

	Qualification-7	
	a. Details of Audit Qualification:	As stated in Note 8, the predecessor auditor pertaining to the financial year ended March 31, 2019 in respect of the loans included under Qualification 1 above have reported that it includes amounts given to group companies whereby applicability of Section 185 of the Companies Act, 2013 could not be ascertained and commented upon by them. They were not able to ascertain if the aforesaid promoter companies could, in substance, be deemed to be related parties to the Company in accordance with paragraph 10 of Ind AS-24 "Related Party Disclosures". Further, certain ICDs as reported were in the nature of book entries and/or are prejudicial to the interest of the company. Moreover, in case of advance of Rs. 1,400 lakhs to a body corporate which had subsequently been fully provided for, appropriate audit evidences as stated were not made available. These amounts are outstanding as on this date and status thereof have remained unchanged and uncertainty and related concerns including utilisation thereof and being prejudicial to the interest of the company are valid for periods subsequent to March 31, 2019 including current period also. The matter as reported is under examination and pending before regulatory authorities. Pending final outcome of the matter under examination we are unable to ascertain the impact of non-compliances and comment on the same.
	b. Type of Audit Qualification :	Adverse
	c. Frequency of qualification:	Repetitive
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Not quantified
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:	
	(i) Management's estimation on the impact of audit qualification:	Not quantifiable
	(ii) If management is unable to estimate the impact, reasons for the same:	The matter as reported is pending before regulatory authorities.
	(iii) Auditors' Comments on (i) or (ii) above:	Pending final outcome of the matter under examination we are unable to ascertain the impact of non-compliances and comment on the same.

III.	Signatories:	
	• Managing Director	**For McLeod Russel India Limited** **(Aditya Khaitan)** (DIN: 00023788)
	• Chief Financial Officer	**For McLeod Russel India Limited** **(Pradip Bhar)**
	• Audit Committee Chairman	**(Amar Nath Dhar)** (DIN: 0010711585)
	• Statutory Auditors	**For Lodha & Co LLP,** *Chartered Accountants* **(Vikram Matta)** *(Partner)* Membership No: 054087)

Place: Kolkata

Date: May 29, 2025

Consolidated Account 2024-25

INDEPENDENT AUDITORS' REPORT

To the Members of McLeod Russel India Limited

Report on the Audit of the Consolidated Financial Statements

Adverse Opinion

We have audited the accompanying consolidated financial statements of McLeod Russel India Limited (hereinafter referred to as the "Company" or "Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") and its associate, which comprise the consolidated balance sheet as at March 31, 2025, the consolidated statement of profit and Loss, consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as the "consolidated 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 the other auditors on separate financial statements of the subsidiaries referred to in the Other Matters section below due to the significance of the matters described in the Basis for Adverse Opinion section below, the aforesaid consolidated financial statements do not give the information required by the Companies Act, 2013 ("the Act") in the manner so required and also does not give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, and their consolidated loss, consolidated other comprehensive income, consolidated cash flow and their consolidated changes in equity for the year ended on that date.

Basis for Adverse Opinion

Attention is invited to the following notes of the Consolidated financial statements

a) Note no. 58(a) dealing with Inter Corporate Deposits (ICDs) aggregating Rs. 2,86,050.45 lakhs (including Interest of Rs. 9,941.50 lakhs accrued till March 31, 2019) as on March 31, 2025 given to promoter group and certain other entities by the Parent which are doubtful of recovery and considering recoverability etc. are prejudicial to the interest of the parent. Provision of Rs. 1,01,039.50 lakhs had been made there against in the earlier year. In absence of ascertainment of the shortfall against the remaining amount and resultant provision thereagainst, the loss for the year is understated to that extent. Impacts in this respect have not been ascertained by the management and recognised in these consolidated financial statements;

b) Note No. 37.2 regarding non-recognition of Interest of Rs. 12,453.63 lakhs (Including Rs. 222.37 lakhs for the year) on loans, Inter Corporate Deposits (ICDs) and other such amounts accepted by the parent and thereby the loss for the year is understated to that extent and non-determination of interest and other consequential adjustments/ disclosures in absence of relevant terms and conditions in respect of certain advances being so claimed by customers as stated therein. Further, as stated in Note no. 62(a) and 62(b), penal/compound interest and other adjustments in respect of borrowings from Asset Reconstruction Companies ('ARCs'), a Bank, Loans and ICDs etc. have not been recognised and amount payable to lenders and other parties as recognised in this respect are subject to confirmation from respective parties and consequential reconciliation. Pending final determination of amounts with respect to these, adjustments and impacts arising therefrom have not been ascertained and as such cannot be commented upon by us;

c) Note no. 61 regarding non-determination of fair value of the Property, Plant and Equipment, Capital Work in Progress and Goodwill arising on consolidation and impairment if any to be recognized thereagainst for the reasons stated in the said note. Adjustments/ Impacts with respect to these are currently not ascertainable and as such cannot be commented upon by us;

d) Note no. 63 regarding non reconciliation/ disclosure of certain debit and credit balances by the Parent with individual details and confirmations etc. including borrowings and interest thereupon as dealt with in Note no. 62. Adjustments/ Impacts with respect to these are currently not ascertainable and as such cannot be commented upon by us;

e) Note no. 62(c) regarding non-determination and recognition of amount payable in respect of lease rent for office premises by the Parent. Pending final determination of the amount payable, adjustments and impacts arising therefrom as stated in the said note have not been ascertained and as such cannot be commented upon by us;

f) Note no. 62(d) dealing with statutory liabilities of the parent outstanding as at the end of the period and non-determination of adjustments including interest as stated in the said note to be given effect to in this respect. Pending final determination of amount, adjustments and impacts arising therefrom as stated in the said note have not been ascertained and as such cannot be commented upon by us; and

g) As stated in Note no. 57(b) of the consolidated financial statements, the predecessor auditor pertaining to financial year ended March 31, 2019 in respect of loans included under Para (a) above have reported that it includes amount given to group companies whereby applicability of Section 185 could not be ascertained and commented upon by them. They were not able to ascertain if the aforesaid promoter companies could, in substance, be deemed to be related parties to the Group in accordance with paragraph 10 of Ind AS-24 "Related Party Disclosures". Further certain ICDs as reported were in the nature of book entries and/or are prejudicial to the interest of the Group. Moreover, in case of advance of Rs. 1,400 lakhs to a body corporate which had subsequently been fully provided for, appropriate audit evidences as stated were not made available. These amounts are outstanding as on this date and status thereof have remained unchanged and uncertainty and related concerns including utilization thereof and being prejudicial to the interest of the Group are valid for periods subsequent to March 31, 2019 including current year also. The promoter companies have not been considered as related parties and therefore transactions and outstanding from them have not been disclosed separately in the consolidated financial statements. As represented by the management, the parties involved are not related parties requiring disclosure in terms of said Indian Accounting Standard and provisions of Companies act 2013 and concerns expressed as above are not relevant and as such inconsequential to the company. The matter as reported is under examination and pending before regulatory authorities. Pending final outcome of the matter under examination we are unable to ascertain the non-compliances in this respect and comment on the same.

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditors' 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 and provisions of the Companies Act, 2013 that are relevant to our audit of the consolidated financial statements in India under the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics and the requirements under the Companies act, 2013. We believe that the audit evidence obtained by us along with the consideration of auditors' report referred to in "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our adverse opinion on the consolidated financial statements.

Material Uncertainty Related to Going Concern

Attention is drawn to Note no. 60(a) of the consolidated financial statements dealing with going concern assumption for preparation of financial statement of the Parent. The Parent's current liabilities have exceeded its current assets and operational losses incurred have affected significantly the net worth of the parent. The current affairs of the parent including the matters forming part of and dealt with under Para (a) of Basis for Adverse Opinion Para above have further impact to a significant extent on the net worth of the parent. Loans given to the promoter group and certain other entities in earlier years have mostly been utilized for providing financial support to a promoter group company in respect of which resolution plan approved by Hon'ble National Company Law Tribunal (NCLT'), Kolkata pursuant to CIRP proceedings is under implementation and the amounts outstanding and lying unpaid are doubtful of recovery. Non-payment of these and operational losses incurred by the parent have resulted in insufficiency of the parent's resources for meeting its obligations. Amounts borrowed and interest thereupon could not be repaid as stipulated and other obligations including statutory and employees' related dues including arrears of the provident fund dues demanded by the authorities could not be met as well.

The lender banks (excepting one) as stated in Note no. 59 of the consolidated financial statement have assigned their debt owed by the parent to them to National Asset Reconstruction Company Limited ('NARCL'), an Asset Reconstruction Company (ARC') (over and above the amount already assigned earlier to an another ARC). Resolution Plan for restructuring the parent's debt as stated in Note no. 60 have been submitted to the NARCL and for the remaining amount will be submitted as dealt in the said note in due course of time and resolution required is dependent upon parent's proposal being accepted by the lenders. The circumstances, prevailing situation and conditions indicate the existence of a material uncertainty about the Parent's ability to continue as a going concern. However, the standalone financial statement of the Parent due to the reasons stated in Note 60 have been prepared by the management on a going concern basis, based on the management's assessment of the expected successful outcome of the resolution proposal under consideration as stated above and those to be submitted to in respect of the remaining amount of the debt and consequential restructuring/ settlement of the amount payable against the entire amount of the borrowings and costs related thereto as per Note 60 to a sustainable level and tenure, so that to ensure liquidity in the system over a period of time including as stated by the management by way of asset monetization, promoters' contribution etc. for carrying out the operations including repayment of the debt, and meeting liabilities including statutory obligations of the parent. The ability to continue as a going concern is dependent upon arriving at a suitable resolution duly accepted by the lenders with respect to the parent's borrowing as expected as on this date and/or timely implementation thereof. Further, employees', statutory and other liabilities including for which demands have been raised by the authorities are required to be settled and/or agreed upon for payment over a period of time. In the event of the management's expectation and estimation in this respect, not turning out to be feasible in future, validity of assumption for going concern and possible impact thereof including on carrying value of tangible and intangible assets even though expected to be material, as such presently cannot be commented upon by us.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. 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. In addition to the matter described in the Basis for Adverse Opinion section of our report, 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 statement section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedure designed to respond to our assessment of the risk of material misstatement of the consolidated financial statement. The result of audit procedures performed by us and by other auditors of component not audited by us, as reported by them in their Auditors' Report 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. However, the below mentioned key audit matters pertains to Parent as the other auditors of the component have not given any key audit matters in their reports.

<table>
<tr><th>Key Audit Matters</th><th>Addressing the key audit matters</th></tr>
<tr><td colspan="2">Valuation of Biological Assets, Agricultural produce and Finished goods</td></tr>
<tr><td>Biological assets of the Group comprising of unharvested green tea leaves on tea bushes and the Group's agricultural produce comprising of harvested green leaves are valued at fair value less cost to sell at the point of harvest. Unharvested tea leaves on tea bushes at the year end are determined on the basis of normal cycle for plucking.

In respect of harvested or unharvested green leaves, since there is no active market for own leaves, estimates are used by management in determining the valuation.

Finished goods produced from agricultural produce i.e. Black Tea are valued at lower of cost arrived at by adding the cost of conversion to the fair value of agricultural produce and the net realisable value.

The principal assumptions and estimates in the determination of the fair value include assumptions with respect to production cycle, yields, prices of green leaf purchased from third parties and the stage of transformation. These assumptions and estimates require careful evaluation by management.

Given the nature of Industry these assets and valuation thereof are significant to the operation of the Group.</td><td>Our Audit procedures based on which we arrived at the conclusion regarding reasonableness of valuation includes the following:
● Obtaining an understanding of the production cycle, fair value measurement methodologies used and assessing the reasonableness and consistency of the significant assumptions used for determination and valuation thereof;
● Evaluating the design and implementation of Parent's controls concerning the valuation of biological assets and agricultural produce;
● Assessing the basis, reasonableness and accuracy of adjustments made to prices of green leaves purchased from outside suppliers considering the quality differential of the Parent's production.
● Assessing the yields and cycle of production to analyse the stage of transformation considered for the determination and fair valuation of biological assets;
● Due to multiple location of estates, it was not possible to participate in the physical verification of inventory in case of the Parent and therefore, the following alternate procedures confirming the year end determination of Inventory were applied:
– In respect of verification being carried out by the Parent management and/or by the Independent Chartered Accountants, we reviewed the reports submitted for the verification along with workings and supporting details and obtained reasons/explanation for variations observed with respect to book stock; and
– Reliance has been placed on management's representation and evidences provided for subsequent production, dispatches and collections thereagainst.
● We examined the valuation process/methodology and checks being performed at multiple levels with due recognition of principle of materiality to ensure that the valuation is consistent with and as per the policy followed in this respect.</td></tr>
<tr><td colspan="2">Recognition of Deferred Tax Assets (Note no. 24.1 of the Consolidated financial statements)</td></tr>
<tr><td>Deferred tax Asset include MAT Credit Entitlement of Rs. 1,398.70 lakhs being carried forward in the Consolidated financial statements as at March 31, 2025.

Further, Deferred Tax Assets in respect of MAT Credit Entitlement, Provision against inter corporate deposits and other receivable and carried forward losses aggregating to Rs. 19,287.25 lakhs for reasons stated in Note no. 24.1 pending determination of the amount thereof considering the principle of prudence has not been recognized in the consolidated financial statements. Deferred Tax estimated to be reversed during the tax holiday period has been ignored for the purpose of computation.

The analysis of deferred tax has been identified as a key audit matter because this involves judgement regarding future profitability, allowability of tax deduction which are based on assumptions and projections for future period which is inherently uncertain.</td><td>Our Audit procedures based on which we arrived at the conclusion regarding reasonableness of the accounting effect and disclosures of the Deferred Tax Assets include the following:
● Utilisation of Deferred tax assets have been tested on the basis of internal forecasts prepared by the Parent and probability of future taxable income;
● Critical review of the underlying assumptions for consistency for arriving at reasonable degree of probability on the matters;
● Due consideration of principle of prudence especially amidst the Debt restructuring process and other group level restructuring and related uncertainties;
● Requirement of Ind AS 12 "Income Taxes" and application thereof and disclosures made in the consolidated financial statement for ensuring the compliances on the matter; and
● Reliance has been placed on management's assumption for possible outcome vis-à-vis resolution plan under consideration of lenders.</td></tr>
</table>

<table>
<tr><th>Key Audit Matters</th><th>Addressing the key audit matters</th></tr>
<tr><td colspan="2">Going Concern Assumption (Note no. 60(a) of the consolidated financial statements)</td></tr>
<tr><td>The Parent's current liabilities have exceeded current assets by Rs. 3,03,098.72 lakhs as on March 31, 2025. Funds obtained by way of borrowings in the past and utilized for providing funds to other companies became unserviceable primarily due to non-repayment of outstanding amounts by those companies. Further, adjustments arising in respect of the matters dealt with under Basis for Adverse Opinion Section may have significant impact on the net worth of the parent. The Parent was unable to discharge its obligations for repayment of loans, statutory, employee related and other liabilities.

The availability of sufficient fund and the parent's ability to continue meeting it's financial, statutory and other obligations as and when falling due for payment are important for the going concern assumption and, as such, are significant aspects of our audit.</td><td>Our audit procedures included testing management's assumptions on the appropriateness of the going concern assumptions and reasonableness of the assumptions used by the parent, focusing in particular the operational prospects, cost and other efficiencies, possibilities of resolution with respect to borrowing and other sources of funding and among others, following procedures were applied in this respect:

● Review of the Resolution proposals lying for decision with the lenders and reports on the Parent's valuation carried out by the Independent Valuer appointed by the lenders. This includes review of:
– Core operations of the Parent and management's expectation of sustainability thereof;
– Minutes of the meetings of the Parent with the consortium of lenders;
– Deal documents detailing expression of interest for acquisition of the company's debt by an ARC;
– Broad consistency with respect to assumptions etc. for possible valuation of the business and tea estates, system and operating results and operational efficiencies and management's forecast and outlook; and
– Management's actions and controls with respect to operational costs and realisations thereagainst supporting the cash flow projections of the parent and sustainability thereof vis-à-vis the parent's obligation and plan of action towards statutory, employees related and other dues of the parent.

● Placing reliance on management's assumptions and expectation of possible outcome of the resolution proposals under consideration of lenders; and

● Review of disclosures made by the management in the consolidated financial statement to ensure compliances in this respect.</td></tr>
</table>

Information Other than the Financial Statements and Auditors' Report Thereon

The Parent's Board of Directors is responsible for the other information. The other information comprises the Report of the Directors and the annexures thereto (including Management Discussion and Analysis, Report on performance and financial position of the subsidiaries and joint ventures, Report on Corporate Governance, Annual Report on CSR Activities, Conservation of energy, technology absorption, foreign exchange earnings and outgo and remuneration and other specified particulars of employees) but does not include the Consolidated financial statements and our auditors' report thereon. The other information as stated above is expected to be made available to us after the date of this Auditors' Report.

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 identified above when it becomes available, compare with financial information of the subsidiaries audited by other auditors, to the extent it relates to those entities and, in doing so, place reliance on the work of other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. Other information as it relates to subsidiaries is traced from other financial information audited by other auditors.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Parent's management and the Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance comprising of consolidated profit or loss and other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act.

The respective Management and the Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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 Parent Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of the Group and of its associates.

Auditors' 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 auditors' 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls system in place and the operating effectiveness of such controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements of which we are the Independent Auditors. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated 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 Parent 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 of the current year and are therefore the key audit matters. We describe these matters in our auditors' 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 of the subsidiary company, whose consolidated financial statements reflect total assets as at March 31, 2025, total revenue and net cash flow/(outflow) for the year ended as on that date, considered as under in the consolidated financial statements based on the financial statements audited and reported upon by other auditors:

(Rs. In Lakhs)

Name of the Subsidiary	Total Assets as at March 31, 2025	For the year ended March 31, 2025			
		Total Revenue	Net Profit/ (Loss)	Total Comprehensive Income	Net Cash Inflow/(Outflow)
Borelli Tea Holdings Limited (Consolidated)	30,977.63	16,619.04	(18.53)	(216.29)	55.37

These consolidated financial statements have been audited by other auditors whose reports have been furnished to us by the Parent's Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report on other legal and regulatory requirements, in so far as it relates to the aforesaid subsidiary is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraphs above.

The above-mentioned subsidiary is located outside India whose annual consolidated financial statements have been prepared in accordance with the accounting principles generally accepted in their respective countries and have been audited by their auditors under generally accepted standards and practices applicable in the respective countries. The financial statements of aforesaid subsidiaries have been converted to Indian rupees (INR) and compiled as per the accounting principles generally accepted in India and have carried out the adjustments ('the subsidiary statements') required for the purpose of incorporating these in the consolidated financial statements of the Group. These subsidiary statements as converted and compiled by the Parent's management, while placing reliance on the same have been reviewed by us. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditors and the conversion adjustments and additional disclosures as prepared and certified by the management of the Parent.

b) We did not audit the financial statement/ information of one overseas office included in the standalone financial statement of the Parent whose financial statement/financial information comprising of expenses to the extent of Rs. 0.80 lakhs has been incorporated therein based on Statement of Accounts audited by an Independent firm of Chartered Accountants. The impact in this respect is not material since this reflects total assets of Rs. 4.55 lakhs as at March 31, 2025 and the total revenue of Nil for the year ended on that date. Our opinion in so far as it relates to the amounts and disclosures included in respect of said office is based solely on the report of Chartered Accountant.

c) Attention is invited to Note no. 10.1 of the consolidated financial statement dealing with payment of managerial remuneration held in trust for which approval of lenders as per the provisions of Companies Act' 2013 have not yet been obtained and resultant amount lying overdue, pending recovery thereagainst as on this date.

d) The other Auditors of the aforesaid components have not reported Key Audit Matters in their Auditors' Report. In absence of which we are unable to incorporate the matters for the Group and accordingly these matters have been reported for the Parent Company only.

e) Our opinion on the consolidated financial statement and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to reliance on the work done and the report of other auditors.

f) Our opinion is not modified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

1. As regards to the matters to be inquired by the auditors in terms of Section 143(1) of the Act, we report that Inter Corporate Deposits as stated in Para (a) of Basis for Adverse Opinion Section of this report due to the reasons stated therein are prejudicial to the interest of the Parent. This includes ICDs aggregating to Rs. 77,575.00 Lakhs (included under Para (g) of Basis for Adverse Opinion Section) as reported by the predecessor auditor which were initially given by Parent as capital advances in the earlier year and were subsequently converted to ICDs and had been considered by them to be in the nature of book entries and prejudicial to the interest of the Parent. These amounts are outstanding as on March 31, 2025. The matter as stated in Para (g) of Basis for Adverse Opinion Section of this report is under examination by relevant authorities and final outcome thereof is awaited as on this date.

2. With respect to matters specified in Para 3(xxi) of the Companies (Auditors' Report) Order, 2020 ('the Order') issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanation given to us and based on our examination, we report that there are no companies in the group other than the parent included in the consolidated financial statement which are companies incorporated in India to whom the order are applicable and thereby

reporting under Clause 3(xxi) of the Order is not applicable.

3. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable that:

a) We have sought and except for the effects/ possible effects of the matters described in the Basis for Adverse Opinion section above 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) Except for the effects/ possible effects of the matters described in the Basis for Adverse Opinion section above and matters stated in Para 4(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statement have been kept by the Parent so far as it appears from our examination of those books, returns and the reports of the other auditors;

c) The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d) Due to the significance of the matters described in the Basis for Adverse Opinion section above, in our opinion, the aforesaid consolidated financial statements do not comply with the requirement and provisions of Ind AS specified under Section 133 of the Act;

e) The matters described in the Basis for Adverse Opinion section above especially those relating to non-determination of shortfall in recovery against loans, Inter-corporate Deposits and resultant non-provision thereagainst as stated in Para (a) and (g) of that section, provision/non-determination for interest and other terms and conditions in respect of the borrowings etc. as stated in Para (b) pending confirmation from lenders, impairment in the value of Property, Plant and Equipment, Capital Work in Progress, Other Intangible Assets and Goodwill arising on consolidation as stated in Para (c), non-determination of adjustments including interest against statutory liabilities as stated in Para (f) and Material Uncertainty Related to Going Concern assumption pending resolution of the parent's borrowings, in our opinion, may have an adverse effect on the functioning of the Group;

f) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors of the Parent being the company incorporated in India, none of the directors of the Parent are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;

g) The adverse remarks relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Adverse Opinion section above and in Para 4(vi) below with respect to the reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended); and

h) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' report of the Parent company since the subsidiaries considered for consolidation are incorporated outside India and in respect of the associate since these are Management certified accounts. Our report expresses qualified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of the Parent's internal financial controls with reference to consolidated financial statements.

4. With respect to the other matters to be included in the Auditors' 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 Group has disclosed the impact of pending litigations on its consolidated financial position of the Group – Refer Note no. 44 to the Consolidated financial statements;

ii. The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts;

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

iv. (a) The Management of the parent company being the company incorporated in India whose financial statement have been audited under the Act has represented that, to the best of its knowledge and belief no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management of the parent company being the company incorporated in India whose financial statement have been audited under the Act has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Parent from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on the audit procedures and generally accepted auditing practices followed in terms of SAs that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement. However, in respect of the earlier years transactions dealing with loans and advances, securities, guarantees, etc. as given in those years which are forming part of the Basis for Adverse Opinion as given above, we are unable to ascertain and/or comment as required under this para.

v. The Group has not declared any dividend during the year thereby reporting under Section 143(11)(f) is not applicable for the Group; and

vi. (a) Based on the verification carried out by us of the Parent being the company incorporated in India, which included test checks and samples, the Parent has used two accounting software, viz Oracle Financials (Oracle) and Navision, for maintaining its books of account for the year ended March 31, 2025 which have the feature of recording audit trail (edit log) facility. The Edit Log feature in case of Oracle as stated in Note no. 64 was enabled and operated throughout the year for all relevant transactions at application level except for certain specified application as stated in the said note. However, the edit log feature was not enabled in case of Navision. Further, edit log facility at database level was not enabled to log any direct data changes throughout the financial year.

(b) In respect of the above software's, where the edit log facility was enabled to the extent accessible, we however, have not come across any instance of the same being tampered with.

(c) Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the said audit trail has been preserved by the Company as per the statutory requirements for record retention.

(d) The Group does not have any subsidiaries incorporated in India. Thus, the reporting requirement for audit trail is not applicable for such subsidiaries.

5. With respect to the reporting under section 197(16) of the Act to be included in the Auditors' Report, in our opinion and according to the information and explanations given to us, the remuneration paid by the Parent to its Managing Director during the current year is not in accordance with provisions of Section 197 of the Act and accordingly such remuneration paid pending necessary approval etc. as given in Note no. 10.1 has been held by them under Trust and disclosed under Loans and Advances in the consolidated financial statement.

For Lodha & Co LLP,
Chartered Accountants
Firm's ICAI Registration No.:301051E/E300284

Vikram Matta
Partner
Membership No: 054087
UDIN: 25054087BMNWET4530

Place: Kolkata
Date: May 29, 2025

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MCLEOD RUSSEL INDIA LIMITED

(Referred to in paragraph 3(h) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Group and it's associates as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of McLeod Russel India Limited (hereinafter referred to as "the Parent") being the company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Parent's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated 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 auditors' 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 Parent Company's internal financial controls system with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to financial statements

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

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

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

Basis for Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified in the Parent's internal financial controls with reference to consolidated financial statements as at March 31, 2025:

- The Parent did not have an appropriate internal control system in relation to granting of loans and advances/ other advances to promoter group companies and/or other entities, including ascertaining economic substance and business rationale of the transactions, establishing segregation of duties and determining credentials of the counter parties;

- With respect to inter Corporate Deposits (ICDs), the Parent did not have appropriate system to evaluate the credit worthiness of the parties and recoverability of monies given including interest thereon and ascertaining the shortfall with respect to amount recoverable thereagainst and also ensuring the compliances with respect to provisions of the Companies Act, 2013 so that these are not considered to be prejudicial to the interest of the Parent;
- Non-recognition of Interest on loans and Inter-Corporate deposits taken as stated in Note no. 37.2. Further penal/ compound interest and other adjustments have not been ascertained in respect of borrowings from ARCs, banks, loans and ICDs as detailed in Note no. 62(a) and 62(b).
- In case of Parent, certain individual details of debit and credit balances and reconciliation including with respect to control balances of receivable/payable/stock and supporting evidences thereof as given in Note no. 59 of the consolidated financial statement were not available. IT Control systems and procedures needs strengthening in terms of framework for Internal Control over financial reporting with reference to financial statements. Controls and procedures as stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India are required to be strengthened so that to facilitate required reconciliations and provide details for documentation required for the purpose; and
- Supporting audit evidences/ documentation and related terms and conditions including compliances/ disclosures with respect to the relevant provisions etc. with respect to certain unsecured loans and advances included in Note no. 26, 29.2, in respect of premises taken on lease as stated in Note no. 62(c) and statutory liabilities as stated in Note no. 62(d) are not available.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Parent's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified Opinion

In our opinion, to the best of our information and according to the explanations given to us, except for the effects/possible effects of the material weaknesses described in Basis for Qualified Opinion Section above on the achievement of the objectives of the control criteria, the Parent has maintained, in all material respects, adequate and effective internal financial controls with reference to the consolidated financial statements as of March 31, 2025, based on the internal control over financial reporting criteria established by the Parent 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'.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements of the Group for the year ended March 31, 2025, and these material weaknesses have affected our opinion on the said consolidated financial statements of the Group and we have issued an adverse opinion on the consolidated financial statements of the Group.

For Lodha & Co LLP,
Chartered Accountants
Firm's ICAI Registration No.:301051E/E300284

Vikram Matta
Partner
Membership No: 054087
UDIN: 25054087BMNWET4530

Place: Kolkata
Date: May 29, 2025

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2025

Particulars	Note	As at 31st March 2025 (₹ in Lakhs)	As at 31st March 2024 (₹ in Lakhs)
ASSETS			
Non-Current Assets			
a) Property, Plant and Equipment	**5**	1,06,070.23	1,07,962.55
b) Capital Work-in-Progress	**55**	4,143.54	4,511.03
c) Goodwill on Consolidation	**6**	19,888.68	19,742.29
d) Other Intangible Assets	**7**	65.44	311.96
e) Investment in Associate	**8**	–	–
f) Financial Assets			
(i) Investments	**9**	5,835.43	6,240.00
(ii) Loans	**10**	1,85,628.34	1,86,191.44
(iii) Other Financial Assets	**11**	3,923.91	3,914.60
g) Deferred Tax Assets (Net)	**24**	4,390.58	–
h) Other Non-Current Assets	**12**	1,396.65	2,579.37
Total Non-Current Assets		**3,31,342.80**	**3,31,453.24**
Current Assets			
a) Inventories	**13**	10,640.20	9,488.07
b) Biological Assets other than bearer plants	**14**	230.70	488.40
c) Financial Assets			
(i) Trade Receivables	**15**	4,835.64	4,765.09
(ii) Cash and Cash Equivalents	**16**	854.50	536.05
(iii) Bank Balances other than (ii) above	**17**	31.00	92.24
(iv) Loans	**10**	571.95	370.78
(v) Other Financial Assets	**11**	1,251.95	1,386.25
d) Current Tax Assets (Net)	**18**	2,496.88	2,162.85
e) Other Current Assets	**19**	7,179.53	2,840.22
Total Current Assets		**28,092.35**	**22,129.95**
TOTAL ASSETS		**3,59,435.15**	**3,53,583.19**
EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	**20**	5,222.79	5,222.79
b) Other Equity	**21**	441.25	19,784.01
Equity attributable to Owners' of the Parent		5,664.04	25,006.80
Non-controlling interests		–	–
Total Equity		**5,664.04**	**25,006.80**
Liabilities			
Non-Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	**22**	9,740.46	4,992.95
(ii) Lease Liabilities	**53**	6.41	7.62
b) Provisions			
Employee Benefit Obligations	**23**	11,917.29	11,448.41
c) Deferred Tax Liabilities (Net)	**24**	–	14.17
d) Other Non-Current Liabilities	**25**	360.56	391.94
Total Non-Current Liabilities		**22,024.72**	**16,855.09**
Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	**26**	1,80,412.31	1,84,265.57
(ii) Lease Liabilities	**53**	1.21	0.98
(iii) Trade Payables	**27**		
(a) Total outstanding dues of Micro and Small Enterprises		1,525.88	1,396.31
(b) Total outstanding dues of creditors other than Micro and Small Enterprises		8,184.24	8,158.66
(iv) Other Financial Liabilities	**28**	1,06,864.57	85,680.24
b) Other Current Liabilities	**29**	24,157.58	20,356.05
c) Provisions			
(i) Employee Benefit Obligations	**23**	6,152.29	5,772.50
(ii) Other Provisions	**30**	2,612.12	2,612.12
d) Current Tax Liabilities (Net)	**31**	1,836.19	3,478.87
Total Current Liabilities		**3,31,746.39**	**3,11,721.30**
Total Liabilities		**3,53,771.11**	**3,28,576.39**
TOTAL EQUITY AND LIABILITIES		**3,59,435.15**	**3,53,583.19**

Material Accounting Policies and other accompanying notes (1 to 66) form an integral part of the Consolidated Financial Statements.

As per our report of even date

For Lodha & Co,
Chartered Accountants
Vikram Matta
Partner
Place: Kolkata
Dated: 29th May, 2025

For and on behalf of the Board of Directors

Aditya Khaitan - Chairman and Managing Director
(DIN No: 00023788)
Pradip Bhar - Chief Financial Officer
Alok Kumar Samant - Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2025

Particulars	Note	As at 31st March 2025 (₹ in Lakhs)	As at 31st March 2024 (₹ in Lakhs)
Revenue from Operations	32	1,18,540.57	1,13,588.68
Other Income	33	519.67	1,065.47
Total Income		**1,19,060.24**	**1,14,654.15**
Expenses:			
Cost of Materials Consumed	34	1,151.75	4,197.89
Purchase of Tea		3,758.90	3,865.47
Changes in Inventories of Finished Goods	35	(107.37)	2,043.72
Employee Benefits Expense	36	73,988.76	74,408.10
Finance Costs	37	22,605.07	20,342.35
Depreciation and Amortisation Expense	38	6,124.21	6,579.31
Other Expenses	39	37,916.55	39,882.29
Total Expenses		**1,45,437.87**	**1,51,319.13**
Profit/(Loss) before Share of Associate, Exceptional Items and Tax		**(26,377.63)**	**(36,664.98)**
Share of Profit/(Loss) of Associate		–	–
Profit before Exceptional Items and Tax		**(26,377.63)**	**(36,664.98)**
Exceptional Item	40	1,920.66	507.62
Profit/(Loss) before Tax		**(24,456.97)**	**(36,157.36)**
Tax expense:	52		
Current Tax		77.72	207.31
Income tax relating to earlier years		–	2.92
Deferred Tax		(4,748.16)	(5,208.50)
Total Tax expense		**(4,670.44)**	**(4,998.27)**
Profit/(Loss) for the Year		**(19,786.53)**	**(31,159.09)**
Other Comprehensive Income			
a) (i) Items that will not be reclassified to profit or loss			
Remeasurements of post employment defined benefit plans	42	918.91	(1,506.76)
Change in fair value of Equity instruments through other comprehensive income		(404.57)	1,026.38
(ii) Income Tax relating to items that will not be reclassified to profit or loss	52	(299.46)	483.59
b) (i) Items that will be reclassified to profit or loss			
Exchange difference on translation of foreign operations		228.89	198.67
Other Comprehensive Income (Net of taxes)		**443.77**	**201.88**
Total Comprehensive Income for the year (Comprising of Profit/(Loss) and Other Comprehensive Income for the year)		**(19,342.76)**	**(30,957.21)**
Profit/(Loss) for the year attributable to :			
Owners' of the Parent		**(19,786.53)**	**(31,159.09)**
Non-Controlling Interests		**–**	**–**
Other Comprehensive Income for the year attributable to:			
Owners' of the Parent		**443.77**	**201.88**
Non-Controlling Interests		**–**	**–**
Total Comprehensive Income for the year attributable to :			
Owners' of the Parent		**(19,342.76)**	**(30,957.21)**
Non-Controlling Interests		**–**	**–**
Earnings per Equity Share: [Face Value per share : Rs. 5/–]	46		
– Basic		**(18.94)**	**(29.83)**
– Diluted		**(18.94)**	**(29.83)**

Material Accounting Policies and other accompanying notes (1 to 66) form an integral part of the Consolidated Financial Statements.

As per our report of even date

For Lodha & Co,
Chartered Accountants
Vikram Matta
Partner
Place: Kolkata
Dated: 29th May, 2025

For and on behalf of the Board of Directors

Aditya Khaitan - Chairman and Managing Director
(DIN No: 00023788)
Pradip Bhar - Chief Financial Officer
Alok Kumar Samant - Company Secretary

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2025

	Particulars	As at 31st March 2025 (₹ in Lakhs)		As at 31st March 2024 (₹ in Lakhs)	
A.	**Cash Flow from Operating Activities**				
	Net Profit/(Loss) Before Tax		**(24,456.97)**		**(36,157.36)**
	Adjustments to reconcile profit/(loss) for the year to net cash generated from operating activities:-				
	Finance Cost	22,605.07		20,342.35	
	Provision against Loans and Advances written back	(1,920.66)		–	
	Profit on Loss of Control in a subsidiary	–		(507.62)	
	Depreciation and Amortisation Expense	6,124.21		6,579.31	
	Deffered Income	(31.36)		(31.36)	
	Dividend Income on Long term Investments	(16.63)		–	
	Interest Income on deposits with bank, security deposits and refund of income tax etc.	(244.93)		(480.54)	
	Provision/ Liabilities no longer required written back	(494.33)		(1,133.97)	
	Profit on Compulsory acquisition of Land by Government	(149.96)		(113.16)	
	Changes in fair value of Biological Assets	263.79		(92.02)	
	Sundry debtors and other balances written off	575.23		37.29	
	Provision for Doubtful Debts /Advances/Interest receivable	850.50		1,854.90	
	(Profit) / Loss on disposal of Property, Plant and Equipment	(11.65)		(19.88)	
	Net Unrealised (Gain)/Loss on foreign currency translation	(8.75)	27,540.53	(6.55)	26,428.75
	Operating Profit before Working Capital Changes		**3,083.56**		**(9,728.61)**
	Adjustment for:				
	(Increase) / Decrease in Loans, Other Financial Assets	(86.30)		851.68	
	(Increase) / Decrease in Trade Receivables	811.50		(195.80)	
	(Increase) / Decrease in Inventories	(1,152.12)		5,250.48	
	Increase / (Decrease) in Other non-financial Liabilities and provisions	5,943.82		6,455.75	
	(Increase) / Decrease in Other Current and Non-Financial Assets	(910.04)		2,351.94	
	Increase / (Decrease) in Trade Payables and other financial Liabilities	906.98	5,513.84	(3,029.65)	11,684.40
	Cash Generated/(Used) from operations		**8,597.39**		**1,955.79**
	Income Taxes (Paid)/ Refund (Net)		(1,354.42)		1,473.07
	Net Cash generated from/(Used) in Operating Activities (A)		**7,242.97**		**3,428.86**
B.	**Cash Flow from Investing Activities**				
	Payment against Property, Plant and Equipment and Capital Work in Progress	(2,412.60)		(1,859.16)	
	Proceeds against disposal of Property, Plant and Equipment	162.29		137.66	
	Proceeds on transfer of Control in a Subsidiary	316.30		6,947.20	
	Receipt/(Payments) against Sale of Specified Assets of Tea Estates	29.58		110.92	
	Interest Received	–		474.78	
	(Increase) / decrease in Bank Balances other than Cash and cash equivalents	(6.37)		42.12	
	Dividend on Long Term Trade Investments	16.63		–	
	(Increase) / Decrease in Inter-Corporate Deposits	–		21.69	
	Net cash generated/(used) in Investing Activities (B)		**(1,894.17)**		**5,875.21**
C.	**Cash Flow from Financing Activities**				
	Repayment of Long Term Borrowings	–		18,045.92	
	Short Term Borrowings-Receipts/(Repayments)[Net]	(1,014.89)		(25,723.05)	
	Interest Paid	(4,028.30)		(1,960.97)	
	Payment against Lease Liabilities	(1.98)		(330.46)	

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2025

	Particulars	As at 31st March 2025 (₹ in Lakhs)		As at 31st March 2024 (₹ in Lakhs)	
	Net cash generated from/(used) in Financing Activities (C)		**(5,045.17)**		**(9,968.56)**
	Net Increase/ (decrease) in Cash and Cash Equivalents (A+B+C)		303.63		(664.49)
	"Adjustment pursuant to Loss of Control in Subsidiary [Refer Note no. 66(b)]"		–		(181.53)
	Unrealised (Loss)/Gain on foreign Currency Cash and Cash Equivalent		14.82		(8.73)
	Opening Cash and Cash Equivalents		536.05		1,390.80
	Closing Cash and Cash Equivalents		**854.50**		**536.05**

Notes:

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS 7 on Statement of Cash Flows.

2. Components of Cash and Cash Equivalents

Particulars	As at 31st March, 2025 (₹ in Lakhs)	As at 31st March, 2024 (₹ in Lakhs)
Cash On Hand	48.85	30.14
Balances with Banks		
In Current Account	805.65	505.91
Cash and Cash Equivalents (Refer Note no. 16)	**854.50**	**536.05**

3. Change in Group's liabilities arising from financing activities:

Ind AS 7 Cash flow statements requires the entities to provide disclosure that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, opening and closing balances in liabilities arising from financing activities and changes in this respect are as follows:

Particulars	As at 31st March, 2024	Cash flows*	Non-Cash Flows and other adjustments	As at 31st March, 2025
Non-current borrowings [Refer Note no. 22]	4,992.95	–	4,747.51	9,740.46
Current maturities of long term debt [Refer Note no. 26]	24,875.32	(5,049.29)	(1,780.11)	18,045.92
Short Term borrowings [Refer Note no. 26]	1,59,390.25	(1,014.89)	3,991.03	1,62,366.39
Lease Liabilities [Refer Note no. 53]	8.60	(0.98)	–	7.62
Interest accrued but not due on borrowings [Refer Note no. 28]	1,086.74	(1,086.74)	1,634.95	1,634.95
Interest accrued on borrowings [Refer Note no. 28]	76,234.64	–	19,267.41	95,502.05

* Includes cash flow on account of both principal and interest

Material Accounting Policies and other accompanying notes (1 to 66) form an integral part of the Consolidated Financial Statements.

As per our report of even date

For Lodha & Co,
Chartered Accountants
Vikram Matta
Partner
Place: Kolkata
Dated: 29th May, 2025

For and on behalf of the Board of Directors

Aditya Khaitan - Chairman and Managing Director
(DIN No: 00023788)
Pradip Bhar - Chief Financial Officer
Alok Kumar Samant - Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2025

A EQUITY SHARE CAPITAL

(₹ In Lakhs)

Particulars	Refer Note No.	Amount
As at 1st April 2023	20	5,222.79
Changes in Equity Share Capital during the year		–
As at 31st March 2024	**20**	**5,222.79**
Changes in Equity Share Capital during the year		–
As at 31st March 2025	**20**	**5,222.79**

B OTHER EQUITY

(₹ In Lakhs)

Particulars	Reserves and Surplus						Other Comprehensive Income			Total Equity	Non-Controlling Interest	Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Other Reserve	Revaluation Surplus	Equity Investments at FVTOCI	Re-measurement of defined benefit plan	Foreign Currency Translation Reserve			
As at 1st April 2023	**201.68**	**4,402.30**	**1,06,282.65**	**(1,01,953.87)**	**19,209.20**	**26,231.19**	**4,543.64**	**–**	**(7,206.04)**	**51,710.75**	**–**	**51,710.75**
Profit/(Loss) for the year	–	–	–	(31,159.09)	–	–	–	–	–	(31,159.09)	–	(31,159.09)
Other Comprehensive Income	–	–	–	–	–	–	1,026.38	(1,023.17)	198.67	201.88	–	201.88
Total Comprehensive Income for the year	**–**	**–**	**–**	**(31,159.09)**	**–**	**–**	**1,026.38**	**(1,023.17)**	**198.67**	**(30,957.21)**	**–**	**(30,957.21)**
Transfer on account of depreciation on amount added on Revaluation of Property, Plant and Equipment	–	–	1,128.38	–	–	(1,128.38)	–	–	–	–	–	–
Transfer to Retained Earnings	–	–	–	(1,023.17)	–	–	–	1,023.17	–	–	–	–
On Loss of control in PBTCL [Refer Note no. 66(b)]	–	–	–	–	–	–	–	–	(969.53)	(969.53)		(969.53)
As at 31st March 2024	**201.68**	**4,402.30**	**1,07,411.03**	**(1,34,136.13)**	**19,209.20**	**25,102.81**	**5,570.02**	**–**	**(7,976.90)**	**19,784.01**	**–**	**19,784.01**
Profit/(Loss) for the year	–	–	–	(19,786.53)	–	–	–	–	–	(19,786.53)	–	(19,786.53)
Other Comprehensive Income	–	–	–	–	–	–	(404.57)	619.45	228.89	443.77	–	443.77
Total Comprehensive Income for the year	**–**	**–**	**–**	**(19,786.53)**	**–**	**–**	**(404.57)**	**619.45**	**228.89**	**(19,342.76)**	**–**	**(19,342.76)**
Transfer on account of depreciation on amount added on Revaluation of Property, Plant and Equipment	–	–	1,111.24	–	–	(1,111.24)	–	–	–	–	–	–
Transfer to Retained Earnings	–	–	–	1,024.02	–	–	(404.57)	(619.45)	–	–	–	–
On Loss of control in PBTCL [Refer Note no. 66(b)]	–	–	–	–	–	–	–	–	–	–	–	–
As at 31st March 2025	**201.68**	**4,402.30**	**1,08,522.27**	**(1,52,898.64)**	**19,209.20**	**23,991.57**	**4,760.88**	**–**	**(7,748.02)**	**441.26**	**–**	**441.26**

Refer Note no. 21 for nature and purpose of reserves

Material Accounting Policies and other accompanying notes (1 to 66) form an integral part of the Consolidated Financial Statements.

As per our report of even date
For Lodha & Co,
Chartered Accountants
Vikram Matta
Partner
Place: Kolkata
Dated: 29th May, 2025

For and on behalf of the Board of Directors

Aditya Khaitan - Chairman and Managing Director
(DIN No: 00023788)
Pradip Bhar - Chief Financial Officer
Alok Kumar Samant - Company Secretary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

1 CORPORATE INFORMATION

McLeod Russel India Limited ('MRIL' or 'the Parent' or 'the company') is a Public Company Limited by shares incorporated in India with its registered office at 4, Mangoe Lane in the State of West Bengal, India and engaged in cultivation and manufacturing of tea. The Consolidated Financial Statements relate to the Parent and its Subsidiaries (hereinafter referred to as 'Group') and its associate. The Parent is one of the largest plantation presently consisting of 33 tea estates located in Assam and West Bengal. The tea produced is sold in domestic as well as international market including United Kingdom and Europe. Its facility also includes two bulk blending unit that can blend both 'Orthodox' and Crushed, torn and curled (CTC) tea varieties. One of the subsidiary company is also engaged in cultivation and manufacturing of Tea in Uganda. The shares of the Parent are listed in National Stock Exchange (NSE), BSE Limited (BSE) and Calcutta Stock Exchange Limited.

2 RECENT ACCOUNTING DEVELOPMENTS

(i) Application of new and revised standards:

Effective 01st April 2024, the Group considered the amendments notified by the Ministry of Corporate Affairs (MCA) through the 1st Amendment dated 12th August 2024, 2nd Amendment dated 09th September 2024, and 3rd Amendment dated 28th September 2024 to the Companies (Indian Accounting Standards) Rules, 2015.

These amendments primarily relate to the introduction of Ind AS 117 "Insurance Contracts", along with consequential changes to other standards including Ind AS 101, 103, 104, 105, 107, 109, and 115, which address accounting and disclosure requirements for Insurance Contracts and Financial Guarantee contracts. The amendments also include changes to Ind AS 116 "Leases", specifically addressing accounting and disclosure requirements for sale and leaseback arrangements.

The adoption of these amendments to the extent applicable to the Group did not have any material impact on the profit or loss and earnings per share of the Group for the year.

(ii) Standards issued but not yet effective

Ministry of Corporate Affairs (MCA) vide notification dated 07th May 2025, has amended Indian Accounting Standard (Ind AS) 21 "The Effects of Changes in Foreign Exchange Rates" and Ind AS 101 "First-time Adoption of Indian Accounting Standards". These amendments are applicable for annual reporting periods beginning on or after 01st April 2025.

The key amendment relates to providing guidance for assessing lack of exchangeability between currencies and estimating the spot exchange rate when a currency is not exchangeable. Additional disclosure requirements have also been introduced in such scenarios, including the nature and financial effect of the currency in exchangeability, the estimation methodology used, and risks arising therefrom.

The Group is currently evaluating the impact of these amendments and expects that their application will not have a material effect on the consolidated financial statements.

(iii) The Board of Directors of the Parent have approved these consolidated financial statements for issuing to the shareholders for their adoption. The revision to these consolidated financial statements is permitted by the Board of Directors of the Parent after obtaining necessary approvals or at the instance of regulatory authorities as per provisions of the Act.

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

3.1 STATEMENT OF COMPLIANCE

The Consolidated financial statement of Parent, its Subsidiaries and Associate have been prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with Section 133 of the Companies Act, 2013 ("the Act") and the Group has complied with Ind AS issued, notified and made effective till the date of authorisation of the consolidated financial statements.

Accounting Policies have been consistently applied except where a newly issued Indian Accounting Standard is initially adopted or a revision to an existing Indian Accounting Standard requires a change in the accounting policy hitherto in use.

Basis of Preparation

The Consolidated Financial Statements have been prepared under the historical cost convention on accrual basis except for:

i) Certain financial instruments that are measured in terms of relevant Ind AS at fair value/amortised cost at the end of each reporting period;

ii) Certain Class of Property, Plant and Equipment ('PPE') carried at deemed cost representing carrying value of

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

PPE (including revaluation surplus) as on the date of transition to Ind AS i.e. 1st April 2015 as per the previous Generally Accepted Accounting Principles ('Previous GAAP');

iii) Defined benefit plans – plan assets measured at fair value;

iv) Biological assets (including un plucked green leaves) – measured at fair value less cost to sell.

Historical cost convention is generally based on the fair value of the consideration given in exchange for goods and services.

Current/ non - current classification

All the assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in Ind AS-1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013 (as ammended). Having regard to the nature of business being carried out by the Group, the Group has determined its operating cycle as twelve months for the purpose of current and non-current classification.

Functional /presentation currency and rounding-off of amounts

The functional currency of the Group is determined as the currency of the primary economic environment in which it operates. The Consolidated Financial Statements are presented in Indian Rupees and all values are rounded off to the nearest two decimal lakhs except otherwise stated.

Fair value measurement

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 under current market conditions.

The Group categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurements:

a) Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

b) Level 2: Inputs other than quoted prices that are observable, either directly or indirectly for the asset or liability.

c) Level 3: Inputs for the asset or liability which are not based on observable market data.

Each member in the Group has an established control framework with respect to the measurement of fair value. This includes a finance team headed by Chief Financial Officer who has overall responsibility for overseeing all significant fair value measurements who regularly reviews significant unobservable inputs, valuation adjustments and fair value hierarchy under which the valuation should be classified.

3.2 BASIS FOR CONSOLIDATION

The Consolidated financial statements have been prepared in accordance with principles laid down in Ind AS 110 on "Consolidated Financial Statements" and Ind AS 28 on "Accounting for Investments in Associates and Joint Ventures". Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group members' financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation have been drawn up to same reporting date as that of the Parent, i.e., year ended on 31st March except for the Financial Statements of the Step-down subsidiaries which have been prepared upto the reporting date of 31st December, 2023. The financial statements of step down subsidiaries have been consolidated with the subsidiary company having the reporting period ending on 31st March and have been audited by another firm of chartered accountant and the said consolidated financial statements has been considered for these consolidated financial statements.

Subsidiaries

Subsidiaries are entities over which the Group has control. The Group controls an entity when the group is exposed to, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through it's:

a) Power over the investee or holding more than 51% of investee's paid up share capital

b) Exposure, or rights to variable returns from its involvement with the investee

c) The ability to use its power over the investee to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

i. Subsidiaries are consolidated from the date control over the subsidiary is acquired and they are discontinued from the date of cessation of such control. The acquisition method of accounting is used to account for business combinations by the Group.

ii. The Group combines the financial statements of the Parent and its subsidiaries based on a line-by-line consolidation by adding together the book value of like items of assets and liabilities, revenue and expenses as per the respective financial statements. Intra group balances, intra group transactions and the unrealised profits on stocks arising out of intra group transaction have been eliminated.

iii. The consolidated financial statements are prepared using uniform accounting policies for similar material transactions and other events in similar circumstances unless otherwise stated elsewhere.

iv. The difference between the costs of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the consolidated financial statements as Goodwill or Capital reserve as the case may be. The said goodwill is not amortised, however it is tested for impairment at each balance sheet date and impairment loss, if any is recognised in the consolidated financial statements.

v. Share of Non-controlling interest's in net profit/(loss) of subsidiaries for the year is identified and adjusted against the revenue of the Group in order to arrive at the net revenue attributable to the owners of the Parent. The excess of loss for the year over the non-controlling interest is adjusted in owner's interest.

vi. Non-controlling interest's share of net assets of subsidiaries is identified and presented in the consolidated Balance Sheet separate from liabilities and the equity of the Parent's shareholders.

Non-controlling Interest

Non-controlling interests represent the proportion of income, other comprehensive income and net assets in subsidiaries that is not attributable to the Parent's owners.

Non-controlling interests are initially measured at proportionate share on the date of acquisition of the recognised amounts of the acquiree's identifiable net assets. Subsequent to the acquisition, the carrying amount of the non-controlling interests is the amount of the interest at initial recognition plus the proportionate share of subsequent changes in equity.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Balance Sheet respectively.

Investment in Associate

Associate is an entity over which the group has significant influence but no control or joint control. The Group's investments in its associates are accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. If the Group's share of the net fair value of the investee's identifiable assets and liabilities exceeds the cost of the investment, any excess is recognised directly in Equity as capital reserve in the period in which the investment is acquired. Goodwill, if any, relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually.

The Consolidated Statement of Profit and Loss reflects the Group's share of the results of operations of the associate. Any change in OCI of investee is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the Consolidated Statement of Changes in Equity. Unrealised gains and losses resulting from transactions between the Group and the associates are eliminated to the extent of the interest in the associate.

If the Group's share of losses of associates equals or exceeds its interest in the associates (which includes any long term interest that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associates. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of associates is shown on the face of the Consolidated Statement of Profit and Loss.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each balance sheet date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group estimates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and recognises the loss as 'Share of profit/loss of associates' in the Consolidated Statement of Profit and Loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

3.3 MATERIAL ACCOUNTING POLICIES

A. PROPERTY, PLANT AND EQUIPMENT (PPE)

Property, plant and equipment are stated at cost of acquisition, construction and subsequent improvements thereto less accumulated depreciation and impairment losses, if any. For this purpose cost includes deemed cost which represents the carrying value of PPE (including Revaluation thereon) as at 1st April 2015 as per previous generally accepted accounting principles (Previous GAAP), purchase price of assets or its construction cost including inward freight, duties and taxes (net of input tax credit availed) and other expenses related to acquisition or installation and any cost directly attributable to bringing the assets into the location and condition necessary for it to be capable of operating in the manner intended for its use.

Parts of an item of PPE having different useful lives and material value and subsequent expenditure on PPE arising on account of capital improvement or other factors are accounted for as separate components.

The cost of replacing part of an item of PPE is recognised and added to the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The costs of the day-to-day servicing of PPE are recognised in the consolidated statement of profit and loss when incurred. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

Bearer plants comprising of matured tea bushes are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Immature bearer plants, including the cost incurred for procurement of new seeds and maintenance of nurseries are carried at cost less impairment losses recognised thereagainst under capital work-in-progress. Cost includes the cost of 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.

The Group's leased assets comprises of land, building and plant and equipment and these have been separately shown/disclosed under PPE as Right of Use (ROU) Assets.

Costs incurred for infilling are generally recognized in the Consolidated Statement of Profit and Loss.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in consolidated statement of profit and loss within other income/expenses.

Capital work in progress includes nurseries, young tea under plantation, equipments to be installed, construction and erection costs and other costs incurred in relation thereto or attributable to the same. Such costs are added to the related items of PPE and are classified to the appropriate categories when completed and ready for its intended use.

B. LEASES

The Group's lease asset classes primarily consist of leases of land, Warehouse, Office space, etc. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

(i) the contract involves the use of an identified asset;

(ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease; and

(iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability where applicable for all lease arrangements, except for short-term leases and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

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

The lease liability is initially measured at amortized cost at the present value of the future lease payments where applicable. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment on whether it will exercise an extension or a termination option. ROU asset are separately presented/disclosed under PPE. Lease liability obligations is presented separately under "Financial Liabilities" and lease payments are classified as financing cash flows.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

(ii) Group as a Lessor

a. Finance Lease

Leases which effectively transfer to the lessee substantially all the risks and benefits incidental to ownership of the leased item are classified and accounted for as finance lease. Lease rental receipts are apportioned between the finance income and capital repayment based on the implicit rate of return. Contingent rents are recognized as revenue in the period in which they are earned.

b. Operating Lease

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease except where scheduled increase in rent compensates the Company with expected inflationary costs.

C. DEPRECIATION

Depreciation on PPE in case of Parent except otherwise stated, is provided as per Schedule II of the Companies Act, 2013 on straight line method over the estimated useful lives. In case of Subsidiaries, PPE are also depreciated on straight line method. Depreciation on upgradation of Property, Plant and Equipment is provided over the remaining useful life of the related component/ PPE.

Depreciation on PPE commences when the assets are ready for their intended use. Based on above, the estimated useful lives of assets for the current period are as follows:

Category	Useful life
Buildings	Upto 70 years
Roads	Upto 10 years
Drain Improvement/ Extension	Upto 5 years
Plant and machinery	
- Parent	Upto 30 years
- Subsidiaries Companies	Upto 20 years
Bearer Plant	
- Parent	77 years
- Subsidiaries Companies	Upto 100 years
Computer equipment	3 to 6 years
Furniture and fixtures, Electrical Installation and Laboratory Equipments	10 Years
Office equipment	5 Years
Vehicles	
- Motor cycles, scooters and other mopeds	10 Years
- Others	8 Years

The useful life in case of Parent has been determined based on internal assessment and supported by an independent evaluation carried out by technical experts. The Group believes that the useful life as given above represents the period over which the group expects to use the assets.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Machinery Spares which can be used in connection with an item of PPE and whose use are expected to be irregular, are amortised over the useful life of the respective PPE.

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

D. INTANGIBLE ASSETS

D.1 Trademark

Separately acquired Trademark is shown at cost. It is amortised over expected useful life and is subsequently carried at cost less accumulated amortisation and impairment losses, if any. For this purpose, cost includes deemed cost which represents the carrying value of intangible assets recognised as at 1st April, 2015 measured as per the previous generally accepted accounting principles or at cost of acquisition comprising of purchase price inclusive of duties and taxes (net of input tax credit availed).

D.2 Computer software

Costs associated with maintaining software programmes are recognised as an expense as incurred. Costs of purchased software comprises cost of acquisition comprising of purchase price inclusive of duties and taxes (net of input tax credit availed) are recorded as intangible assets and amortised from the point at which the asset is available for use.

Accordingly, the Group amortises intangible assets with a finite useful life using the straight-line method over a period of 20 years in case of Trademark and 5 years in case of Computer Software.

D.3 Amortisation

The Company amortises intangible assets using the straight-line method over a period of 20 years in case of Trademark and 5 years in case of Computer Software

Amortisation methods and useful lives are reviewed and adjusted as appropriate at each reporting date.

D.4 Goodwill on Consolidation

Goodwill arising on consolidation is stated at cost less impairment losses, where applicable. On disposal of a subsidiary, attributable amount of goodwill is included in the determination of the profit or loss recognised in the Consolidated Statement of Profit and Loss. On acquisition of an associate or joint venture, the goodwill arising from such acquisition is included in the carrying amount of the investment and disclosed separately.

Goodwill in case of associate is not tested for impairment. In case of subsidiary, impairment loss, if any, to the extent the carrying amount exceed the recoverable amount is charged off to the Consolidated Statement of Profit and Loss as it arises and is not reversed. For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or group of CGUs to which it relates, which is not larger than an operating segment, and is monitored for internal management purposes.

E. DERECOGNITION OF TANGIBLE AND INTANGIBLE ASSETS

An item of PPE/ROU/Intangible assets is de-recognised upon disposal or when no future economic benefits are expected to arise from its use or disposal. Gain or loss arising on the disposal or retirement of an item of PPE/Intangible Assets is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Consolidated Statement of Profit and Loss.

F. IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS

Tangible, Intangible and ROU assets are reviewed at each balance sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amount of assets is determined. An impairment loss is recognized in the Consolidated Statement of Profit and Loss, whenever the carrying amount of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds recoverable amount. The recoverable amount is the higher of assets' fair value less cost to disposal and its value in use. In assessing value in use, the estimated future cash flows from the use of the assets are discounted to their present value at appropriate rate.

Impairment losses recognized earlier may no longer exist or may have come down. Based on such assessment at each reporting period the impairment loss is reversed and recognized in the Consolidated Statement of Profit and Loss. In such cases the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

G. NON-CURRENT ASSETS HELD FOR SALE

Non-current assets held for sale are presented separately in the balance sheet when the following criteria are met:

- the Group is committed to selling the asset;
- the assets are available for sale immediately;
- an active plan of sale has commenced; and
- Sale is expected to be completed within 12 months.

Assets held for sale and disposal groups are measured at the lower of their carrying amount and fair value less cost to sell. Assets held for sale are no longer amortised or depreciated.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

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.

H. FINANCIAL INSTRUMENTS

Financial assets and financial liabilities (financial instruments) are recognised when the group becomes a party to the contractual provisions of the instruments. The group determines the classification of its financial assets and financial liabilities at initial recognition based on its nature and characteristics.

The group categorizes financial assets and financial liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurement:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within level 1 that are observable, either directly or indirectly for the asset or liability.

Level 3: Inputs for the asset or liability which are not based on observable market data (unobservable inputs).

The financial assets and financial liabilities are classified as current if they are expected to be realised or settled within operating cycle of the group or otherwise these are classified as non-current.

The classification of financial instruments whether to be measured at Amortized Cost, at Fair Value Through Profit and Loss (FVTPL) or at Fair Value through Other Comprehensive Income (FVTOCI) depends on the objective and contractual terms to which they relate. Classification of financial instruments are determined on initial recognition.

I. Financial Assets

i. Initial Recognition and measurement

The financial assets include investments, trade receivable, loans and advances, cash and cash equivalents, bank balances other than cash and cash equivalents, derivative financial instruments and other financial assets.

Financial assets are initially measured at fair value. Transaction costs directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or are deducted from the fair value of the financial assets as appropriate in initial recognition. However, trade receivable that do not contain a significant financing component are measured at transaction price.

ii. Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in the following categories:

(i) at amortised cost,

(ii) at fair value through other comprehensive income (FVTOCI), and

(iii) at fair value through profit or loss (FVTPL).

Financial Assets at amortised cost

A ‘financial Asset’ is measured at the amortised cost if the following two conditions are met:

(i) The asset is held within a business whose objective is to hold these assets in order to collect contractual cash flows and

(ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Amortised Cost is determined using the Effective Interest Rate (“EIR”) method. Discount or premium on acquisition and other fees or costs forms an integral part of the EIR.

Financial Asset at Fair Value through Other Comprehensive Income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held both for collection of contractual cash flows and for selling the financial assets, and contractual terms of the financial asset give rise to cash flows representing solely payments of principal and interest.

Financial Assets at Fair value through profit or loss (FVTPL)

Financial Assets which does not meet the criteria of amortised cost or fair value through other comprehensive income are classified as Fair Value through Profit or loss. These are recognised at fair value and changes therein are recognized in the Consolidated Statement of profit and loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

Equity Instruments

Equity instruments in the Scope of Ind AS 109 are measured at FVTPL except for Investment in Associates.

The group makes an election to present changes in fair value through other comprehensive income or through profit or loss on instrument-by instrument basis. The classification is made on initial recognition and is irrevocable.

In case the group decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. In addition, profit or loss arising on sale is taken to other comprehensive income. The amount accumulated in this respect is transferred within the Equity on derecognition.

iii. Derecognition

The group derecognizes a financial asset or a group of financial assets when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

II. Financial Liabilities

i. Initial Recognition and measurement

The financial liabilities include trade and other payables, loan and borrowings including book overdraft, derivative financial instruments and other financial liabilities.

Financial liabilities are initially measured at fair value. Transaction costs directly attributable to the acquisition or issue of financial liabilities (other than financial liabilities at fair value through profit or loss) are added to or are deducted from the fair value of the financial liabilities as appropriate in initial recognition.

ii. Subsequent measurement

For the purpose of subsequent measurement, financial liabilities are classified in the following categories:

(i) at amortised cost, and

(ii) at fair value through profit or loss (FVTPL).

Financial Liabilities at amortised cost

After initial recognition, financial liabilities are measured at amortized cost using Effective Interest Rate (EIR) method. When the financial liabilities are derecognised, gain or losses are recognised in the consolidated statement of profit and loss. Discount or premium on acquisition and other fees or costs forms an integral part of the EIR.

Financial Liabilities at Fair value through profit or loss (FVTPL)

Financial Liabilities which does not meet the criteria of amortised cost are classified as Fair Value through Profit or loss. These are recognised at fair value and changes therein are recognized in the Consolidated Statement of profit and loss.

iii. Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

III. Derivative and Hedge Accounting

Initial Recognition and Subsequent measurement

The group on entering into derivative financial instruments such as foreign exchange forward, swap and option contracts to mitigate the risk of changes in foreign exchange rates in respect of financial instruments and forecasted cash flows denominated in certain foreign currencies, uses hedging instruments which provide principles on the use of such financial derivatives consistent with the risk management strategy of the group. The hedge instruments are designated and documented as hedges and effectiveness of hedge instruments to reduce the risk associated with the exposure being hedged is assessed and measured at inception and on an ongoing basis.

Any derivative that is either not designated as a hedge, or is so designated but is ineffective as per Ind AS 109 "Financial Instruments", is categorized as a financial asset/ financial liability, at fair value through profit or loss. Transaction costs attributable are also recognized in the Consolidated Statement of profit and loss. Changes in the fair value of the derivative hedging instrument designated as a fair value hedge are recognized in the Consolidated Statement of profit and loss.

Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognized in other comprehensive income and presented within equity as cash flow hedging reserve to the extent that the hedge is effective.

Hedging instrument which no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, then hedge accounting is discontinued prospectively. Any gain or loss recognised in other comprehensive income and

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

accumulated in equity remains therein till that time and thereafter to the extent hedge accounting being discontinued is recognised in the Consolidated Statement of profit and loss. When a forecasted transaction is no longer expected to occur, the cumulative gain or loss accumulated in equity is transferred to the Consolidated Statement of profit and loss.

IV. Financial guarantee contracts

Financial guarantee contracts issued by the group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs. Subsequently in accordance with the terms of debt instrument, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

V. Offsetting financial instruments

Financial assets and liabilities including derivative financial instruments are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise 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.

VI. Impairment of financial assets

A financial asset is assessed for impairment at each balance sheet date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset. The group recognises loss allowances using the Expected Credit Loss ("ECL") model for financial assets measured at amortised cost.

The group recognises lifetime expected credit losses for trade receivables. Loss allowance equal to the lifetime expected credit losses are recognised if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

VII. Cash and cash equivalents

All highly liquid financial instruments, which are readily convertible into determinable amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

I. INVENTORIES

Inventories are valued at lower of cost or net realisable value. Inventories comprises of Raw materials i.e. purchased and harvested tea leaves, stores and spare parts and finished goods. Cost in case of harvested tea leaves represents fair value less cost to sell.

Cost of Finished Goods comprise of direct material including purchased tea leaves, direct labour and appropriate portion of variable and fixed overhead expenditure. Cost of inventories also includes all 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. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

By-Products are valued at net realisable value.

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

J. BIOLOGICAL ASSETS

Tea leaves growing on tea bushes are measured at fair value less cost to sell with changes in fair value recognised in Consolidated Statement of Profit and Loss.

K. FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are translated into the functional currency at the exchange rates prevailing on the date of the transactions. Foreign currency monetary assets and liabilities at the reporting date are translated at the reporting date exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of transaction. Foreign exchange loss or gain resulting from the settlement of the foreign currency transactions and translation of monetary assets and liabilities are generally recognized as income or expense in the consolidated statement of Profit and Loss account in the year in which they arise.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

Group Companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into 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.

L. EQUITY SHARE CAPITAL

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as Securities Premium.

Costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

M. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognised for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Contingent liabilities are not recognised and disclosed by way of notes to the consolidated financial statements 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 when there is 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 same or a reliable estimate of the amount in this respect cannot be made.

When there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure for contingent liability is made.

Contingent Assets are not recognized but disclosed in the consolidated financial statement by way of notes when inflow of economic benefit is probable.

N. EMPLOYEE BENEFITS

Employee benefits are accrued in the year in which services are rendered by the employee.

Short-term Employee Benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period.

Bonus

The Group recognizes a liability and an expense for bonuses. The Group recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

Post Employment Benefits

The Group operates the following post employment schemes:

- Defined Benefit Plans

In case of Defined Benefit Plans, the cost of providing the benefit is determined using the Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in Other Comprehensive Income for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, if any, and as reduced by the fair value of plan assets, where funded. Any asset resulting on account of this 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 CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

- Defined Contribution Plan

Defined contribution plans such as provident fund etc. are charged to the statement of profit and loss as and when incurred. Contribution to Superannuation fund and Provident Fund, a defined contribution plan is made in accordance with the group's policy and is recognised in the Statement of Profit and Loss.

O. OPERATING AND OTHER INCOME

i. REVENUE FROM SALE OF PRODUCT

Revenue from contracts with customers is accounted for only when it has commercial substance, and all the following criteria are met:

(i) parties to the contract have approved the contract and are committed to perform their respective obligations;

(ii) each party's rights regarding the goods or services to be transferred and payment terms there against can be identified;

(iii) consideration in exchange for the goods or service to be transferred is collectible and determinable.

Revenue from contract with customers is recognized on satisfaction of performance obligation, when control over the goods or services has been transferred and/or goods/ services are delivered/ provided to the customer. Delivery occurs when the goods have been sold or shipped or delivered to a specific location, and the customer has either accepted the goods under the contract or the group has sufficient evidence that all the criteria for acceptance have been satisfied.

Revenue is measured at the amount of transaction price (consideration specified with the customers) allocated to that performance obligation. The transaction price of goods sold is net of variable consideration on account of rebates, claims and discounts, returns and value added tax. Goods and Service Tax (GST) and such other taxes collected on behalf of third party not being economic benefits flowing to the group are excluded from revenue. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

ii. INTEREST, DIVIDEND AND CLAIMS

Dividend income is recognized when the right to receive payment is established. Interest has been accounted using effective interest rate method. Insurance claims/ other claims are accounted as and when admitted / settled.

iii. EXPORT BENEFITS

Export incentives are accounted for in the year of export if the entitlements and realisability thereof can be estimated with reasonable accuracy and conditions precedent to claim is fulfilled.

P. BORROWING COST

Borrowing cost comprises of interest and other costs incurred in connection with the borrowing of the funds. All borrowing costs general or specific are recognized in the Consolidated Statement of Profit and Loss using the effective interest method except to the extent attributable to qualifying Property Plant Equipment (PPE) which are capitalized to the cost of the related assets. A qualifying PPE is an asset, that necessarily takes a substantial period of time to get ready for its intended use or sale. Borrowing cost also includes exchange differences to the extent considered as an adjustment to the borrowing costs.

Q. RESEARCH AND DEVELOPMENT

Research and development cost (other than cost of PPE and intangible assets acquired) are charged as an expense in the year in which they are incurred.

R. GOVERNMENT GRANTS

Government grants are recognized on systematic basis when there is reasonable certainty of realization of the same. Revenue grants including subsidy/rebates are credited to Consolidated Statement of Profit and Loss Account under "Other Operating Income" or deducted from the related expenses for the period to which these are related. Grants which are meant for purchase, construction or otherwise to acquire non current assets are recognized as Deferred Income and disclosed under Non Current Liabilities and transferred to Consolidated Statement of Profit and Loss on a systematic basis over the useful life of the respective asset. Grants relating to non-depreciable assets is transferred to Consolidated Statement of Profit and Loss over the periods as specified for meeting the obligations relating to such grants.

S. TAXES ON INCOME

Income tax expense representing the sum of current tax expenses and the net charge of the deferred taxes is recognized in the consolidated statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

Current income tax is provided on the taxable income and recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted pertaining to the end of the reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Consolidated Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences with respect to carry forward of unused tax credits and any unused tax losses/ depreciation to the extent that it is probable that taxable profits will be available against which these can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets include Minimum Alternative Tax (MAT) measured in accordance with the tax laws, which is likely to give future economic benefits in the form of availability of set off against future income tax liability and such benefits can be measured reliably and it is probable that such benefit will be realized.

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

Deferred tax items in correlation to the underlying transaction relating to Other comprehensive income and Equity are recognised in Other comprehensive income and Equity, respectively

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

T. EARNINGS PER SHARE

Basic earnings per share are computed by dividing the net profit/(loss) attributable to the equity holders of the Parent by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit/(loss) attributable to the equity shareholders of the Parent by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

U. SEGMENT REPORTING

Operating segments are identified and reported taking into account the different risk and return, organisation structure and in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). CODM is responsible for allocating resources and assessing performance of the operating segments, financial results, forecasts, or plans for the segment and accordingly is identified as the chief operating decission maker.

4 CRITICAL ACCOUNTING JUDGMENTS, ASSUMPTIONS AND KEY SOURCES OF ESTIMATION AND UNCERTAINTY

The preparation of the consolidated financial statements in conformity with the measurement principle of Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized and, if material, their effects are disclosed in the notes to the consolidated financial statements.

Application of accounting policies that require significant areas of estimation, uncertainty and critical judgments and the use of assumptions in the consolidated financial statements that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are disclosed below. The notes dealt with in 4(a) to 4(i) below provide an overview of the areas that involved a high degree of judgement or complexity and of items which are likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

a) Depreciation / amortisation and impairment loss on property, plant and equipment/ ROU / intangible assets.

Property, Plant and Equipment and Intangible Assets are depreciated/amortized on straight-line basis over the estimated useful lives in accordance with Internal assessment and Independent evaluation carried out by technical expert/ Schedule II of the Companies Act, 2013, taking into account the estimated residual value, wherever applicable.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

ROU are depreciated on a straight line basis over the shorter of the lease term and useful life of the underlying asset. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation/ amortization and amount of impairment if any to be recorded during any reporting period. This reassessment may result in variation in the amount of depreciation and amortisation in future period.

The Group reviews its carrying value of its Tangible and Intangible Assets whenever there is objective evidence that the assets are impaired. In such situation Assets' recoverable amount is estimated which is higher of asset's or cash generating units (CGU) fair value less cost of disposal and its value in use. In assessing value in use the estimated future cash flows are discounted using pre-tax discount rate which reflect the current assessment of time value of money. In determining fair value less cost of disposal, recent market realisations are considered or otherwise in absence of such transactions appropriate valuations are adopted.

The assumptions for cash flows and fair valuation as required in this respect have been submitted to ARC for their consideration and on resolution of parent's borrowing as dealt in Note no. 4(c) below read with Note no. 60 is under consideration of ARC and otherwise may have significant impact in the subsequent period.

b) Right of use Assets and Lease liabilities

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any option to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Group's operations taking into account among other things, the location of the underlying asset and the availability of suitable alternatives. The lease terms and impact thereof are reassessed in each year to ensure that the lease term reflects the current economic circumstances.

c) Going Concern assumption

As stated in Note no. 60, the financial statements of the Parent have been prepared on going concern assumption based on Parent's management assessment of the expected successful outcome of steps and measures taken by the Parent and on resolution with respect to parent's borrowing currently under evaluation and consideration of ARC. In the event of the parent's management expectation and estimate in this respect, not turining out to be feasible in future, validity of assumption for going concern and possible impact thereof, even though presently not determinable are expected to be material.

d) Fair valuation and Impairment of Loans

All financial instruments are required to be fair valued as at the balance sheet date, as provided in Ind AS 109- Financial Instruments and Ind AS 113- Fair Value Measurement. In this respect, judgement is exercised to determine the value at which such assets are to be recognised. This requires critical evaluation of the realisable value of assets based on estimation and judgements which may not turn out to be true and may lead to significant adjustments in value.

The above includes various loans and advances to companies which have been considered good and recoverable. Recoverability of these and interest thereagainst and/or adjustments required as stated in Note no. 56 will be determinable on implementation of the Resolution Plan as approved by Hon'ble NCLT in case of one of the promoter group company which was under CIRP and/or otherwise on completion of the resolution with respect to parent's borrowing.

e) Fair Value of Biological Assets

The fair value of Biological Assets is determined based on recent transactions entered into with third parties or available market price.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group.

f) Impairment Allowance on trade receivables

The Group evaluates whether there is any objective evidence that trade receivables are impaired and determines the amount of impairment allowance as a result of the inability of the debtors to make required payments. The Group bases the estimates on the ageing of the customers balance, their credit-worthiness and historical write-off experience.

g) Taxes on Income

Significant judgment is required in determination of taxability of certain income and deductibility of certain expenses for estimation of the provision for income taxes including agricultural income. These are based on assumption and inferences and are subject to final assessment by the taxation authorities. Also there are matters pending before various judicial authorities outcome whereof are uncertain. Further, material judgement and assumptions are involved

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

for arriving at timing differences and consequential adjustments on account of deferred taxation are given effect to wherever there are uncertainties leading to the variations in earlier assumptions.

The Group has unused tax tax credits, unrecognised deferred tax assets and entitled to tax holiday in Assam and West Bengal for which management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profit together with future tax planning strategies. The management has reviewed the rationale for recognition of Deferred Tax Assets and based on the likely timing and level of profitability in future and expected utilisation of deferred tax thereagainst such recognition of deferred tax assets has been carried out. The amount of deferred tax is dependent upon the resolution with respect to parent's borrowing as referred to in Note no. 60 and therefore assumption for reversal/adjustment of deferred tax is expected to be materially different upon completion of resolution with respect to parent's borrowings for which required steps are being taken and effect will then be given on determination of amount thereof.

h) Provisions and Contingencies

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which are subject to change in future.

Management also uses in-house and external legal professional to make judgments for estimating the possible outflow of resources, if any, in respect of contingencies/ claim/ litigations/ against the Group.

i) Defined benefit obligation (DBO)

The present value of the defined benefit obligations and long term employee benefits depends on a number of factors that are determined on an actuarial basis using a number of assumptions. An actuarial valuation critical estimate of the DBO involves a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate, anticipation of future salary increases etc. as estimated by Independent Actuary appointed for this purpose by the Management. Due to the complexities involved in the valuation and being long-term in nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at every financial year end.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

5. PROPERTY, PLANT AND EQUIPMENT

As at 31st March 2025 (₹ In Lakhs)

Particulars	GROSS AMOUNT					ACCUMULATED DEPRECIATION					NET CARRYING AMOUNT
	As at 1st April 2024	Additions during the year	Disposal/ Forex Adjustment during the year	Adjustment/ Re-classification	As at 31st March 2025	As at 1st April 2024	Depreciation for the year	Disposal/ Forex Adjustment during the year	Adjustment/ Re-classification	As at 31st March 2025	As at 31st March 2025
Freehold	285.64	–	–	–	**285.64**	–	–	–	–	**–**	**285.64**
ROU Leasehold Land	1,162.14	0.83	(94.30)	–	**1,257.27**	9.63	2.41	–	–	**12.04**	**1,245.23**
Buildings	42,743.26	872.75	(517.39)	–	**44,133.40**	18,663.85	1,176.71	(173.63)	–	**20,014.19**	**24,119.21**
ROU Building	1,436.27	–	–	–	**1,436.27**	1,232.18	10.20	–	–	**1,242.38**	**193.89**
Plant and Equipment	41,310.35	327.48	(1,139.70)	–	**42,777.53**	23,803.56	2,099.61	(692.15)	–	**26,595.32**	**16,182.21**
Furniture and Fixtures	732.85	12.82	(3.48)	–	**749.15**	622.35	37.62	(3.19)	–	**663.16**	**85.99**
Vehicles	3,243.63	29.27	10.45	–	**3,262.45**	3,021.63	89.10	10.99	–	**3,099.74**	**162.71**
Office Equipment	182.63	0.75	(8.61)	–	**191.99**	164.37	6.56	(7.51)	–	**178.44**	**13.55**
Computer	354.37	13.58	(4.59)	–	**372.54**	274.61	25.94	(4.15)	–	**304.70**	**67.84**
Bearer Plants	80,360.79	1,414.33	(664.35)	–	**82,439.47**	16,057.20	2,424.83	(243.48)	–	**18,725.51**	**63,713.96**
Total	**1,71,811.93**	**2,671.81**	**(2,421.97)**	**–**	**1,76,905.71**	**63,849.38**	**5,872.98**	**(1,113.12)**	**–**	**70,835.48**	**1,06,070.23**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

As at 31st March 2024 (₹ In Lakhs)

Particulars	GROSS AMOUNT					ACCUMULATED DEPRECIATION					NET CARRYING AMOUNT
	As at 1st April 2023	Additions during the year	Disposal/ Forex Adjustment during the year	Adjustment/ Re-classification	As at 31st March 2024	As at 1st April 2023	Depreciation for the year	Disposal/ Forex Adjustment during the year	Adjustment/ Re-classification	As at 31st March 2024	As at 31st March 2024
Freehold	285.64	–	–	–	**285.64**	–	–	–	–	**–**	**285.64**
ROU Leasehold Land	1,562.22	69.88	469.96	–	**1,162.14**	275.65	7.43	273.45	–	**9.63**	**1,152.51**
Buildings	48,374.90	79.28	5,710.92	–	**42,743.26**	19,783.61	1,255.22	2,374.98	–	**18,663.85**	**24,079.41**
ROU Building	1,531.90	–	–	95.63	**1,436.27**	1,317.61	10.20	–	95.63	**1,232.18**	**204.09**
Plant and Equipment	47,440.51	244.89	6,375.05	–	**41,310.35**	26,829.82	2,360.49	5,386.75	–	**23,803.56**	**17,506.79**
Furniture and Fixtures	772.79	2.17	42.11	–	**732.85**	614.84	49.61	42.10	–	**622.35**	**110.50**
Vehicles	3,641.89	1.73	399.99	–	**3,243.63**	3,271.30	117.00	366.67	–	**3,021.63**	**222.00**
Office Equipment	497.48	3.22	318.07	–	**182.63**	475.66	6.89	318.18	–	**164.37**	**18.26**
Computer	298.30	64.53	8.46	–	**354.37**	252.55	30.67	8.61	–	**274.61**	**79.76**
Bearer Plants	80,551.14	1,487.88	1,678.23	–	**80,360.79**	14,332.95	2,430.31	706.06	–	**16,057.20**	**64,303.59**
Total	1,84,956.77	1,953.58	15,002.79	95.63	**1,71,811.93**	67,153.99	6,267.82	9,476.80	95.63	**63,849.38**	**1,07,962.55**

5.1 "ROU Buildings" relates to building premises taken on lease and recognised as "Right of Use" in terms of Ind AS 116 on implementation with effect from 1st April 2019 (Refer Note no. 53).

5.2 The Parent has 31 tea estate land in State of Assam for which lease(patta) has been granted for carrying out the plantation activity against payment of Land Revenue. The parent has 2 tea estates land taken on lease for 30 years on renewal basis from Government of West Bengal which have been recognised and disclosed as ROU leasehold land. The Parent's right for plantation in the state of Assam is not for a specified lease term against lease payments (other than land revenue) and not expected to be withdrawn or discontinued in foreseeable future and as such perpetual in nature. Capitalisation of costs thereof as required in terms of Ind AS 116 and amortisation over the lease terms had therefore not been considered in this respect.

5.3 Adjustments/ Re-classification pertain to realignment of various items of PPE with the corresponding items as per fixed asset register. This however does not have any material impact on carrying value of these assets.

5.4 Disposal/ Forex Adjustments includes (Rs. 2,432.32) lakhs (31st March 2024: Rs. 1,184.72 lakhs) under Gross Amount and (Rs. 1,122.77) lakhs (31st March, 2024: Rs. 679.82 Lakhs) under Accumulated Depreciation related to realignment of PPE at closing rates as required in terms of Ind AS.

5.5 Refer note. No. 61 in respect of ascertainment of Impairment if any in accordance with Ind AS 36 'Impairment of Assets' in respect of Parent.

5.6 Refer note. No. 22 and 26 in respect of charge created against borrowings and note no. 54 referring restriction imposed by Hon'ble High Court of Delhi relating to disposal of assets by the Parent.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

6. GOODWILL ON CONSOLIDATION

(₹ In Lakhs)

Particulars	Amount
As at 31st March 2023	**20,207.69**
Add/(less) : Foreign Exchange Adjustment	88.75
Less: Loss of Control in PBTCL (Refer Note no. 66(b))	(554.15)
As at 31st March 2024	**19,742.29**
Add/(less) : Foreign Exchange Adjustment	146.39
As at 31st March 2025	**19,888.68**

7. OTHER INTANGIBLE ASSETS

As at 31st March, 2025 (₹ In Lakhs)

Particulars	GROSS AMOUNT					ACCUMULATED AMORTISATION					NET CARRYING AMOUNT
	As at 1st April 2024	Additions during the year	Disposal/ Forex Adjustment during the year	Adjustments	As at 31st March 2025	As at 1st April 2024	Amortisation for the year	Disposal/ Forex Adjustment during the year	Adjustments	As at 31st March 2024	As at 31st March 2025
Trade Mark [Brand]	3,663.32	–	(63.57)	–	**3,726.89**	3,353.25	250.31	(58.88)	–	**3,662.44**	**64.45**
Computer Software	572.62	–	(1.92)	–	**574.54**	570.73	0.91	(1.91)	–	**573.55**	**0.99**
Total	**4,235.94**	**–**	**(65.49)**	**–**	**4,301.43**	**3,923.98**	**251.22**	**(60.79)**	**–**	**4,235.99**	**65.44**

As at 31st March, 2024 (₹ In Lakhs)

Particulars	GROSS AMOUNT					ACCUMULATED AMORTISATION					NET CARRYING AMOUNT
	As at 1st April 2023	Additions during the year	Disposal/ Forex Adjustment during the year	Adjustments	As at 31st March 2024	As at 1st April 2023	Amortisation for the year	Disposal/ Forex Adjustment during the year	Adjustments	As at 31st March 2024	As at 31st March 2024
Trade Mark [Brand]	3,623.66	–	(39.66)	–	3,663.32	3,008.25	310.30	(34.70)	–	3,353.25	310.07
Computer Software	599.20	–	26.58	–	572.62	596.11	1.19	26.57	–	570.73	1.89
Total	**4,222.86**	**–**	**(13.08)**	**–**	**4,235.94**	**3,604.36**	**311.49**	**(8.13)**	**–**	**3,923.98**	**311.96**

7.1 Trade mark (Brand - WM logo) with Gross Block of Rs. 2,437.50 lakhs acquired in January 2005 by the Parent has been amortised under straight line method over 20 years based on valuation by Independent Valuer. Other Trade mark acquired by a subsidiary, which are being amortised over the expected economic lives of 5 to 20 years.

7.2 Disposal/ Forex Adjustments includes (Rs. 65.49 lakhs) (31st March 2024: Rs. 38.21 lakhs) under Gross Amount and (Rs. 60.79 lakhs) (31st March, 2024: Rs. 33.25 Lakhs) under Accumulated Amortisation related to realignment of Other Intangible Assets at closing rates as required in terms of Ind AS.

7.3 Refer note. No. 61 in respect of ascertainment of Impairment if any in accordance with Ind AS 36 'Impairment of Assets' in respect of Parent.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

8. INVESTMENT IN ASSOCIATE

(₹ In Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Investment in Equity Instruments			
(Face Value of Rs 10 each fully paid, except otherwise stated)			
(Accounted under Equity method)			
Unquoted			
D1 Williamson Magor Bio Fuel Limited			
72,81,201 (31st March 2024: 72,81,201) Shares , fully impaired		–	–
		–	–

8.1 Aggregate amount of unquoted investments	–	–
8.2 Aggregate amount of impairment in the value of investments	–	–

9. INVESTMENTS

(₹ In Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Investment in Equity Instruments			
(Face Value of Rs 10 each fully paid, except otherwise stated)			
(at Fair Value Through Other Comprehensive Income)			
Quoted			
McNally Bharat Engineering Company Limited - MBECL	9.5, 9.6 and 9.10		
30,52,295 (31st March 2024: 30,52,295) Shares		0.00	0.00
Williamson Financial Services Limited			
16,66,953 (31st March 2024: 16,66,953) Shares		110.23	133.70
Eveready Industries India Limited	9.7		
16,63,289 (31st March 2024: 16,63,289) Shares of Rs. 5/- each		5,036.46	5,552.32
The Standard Batteries Limited	9.8		
10,03,820 (31st March 2024: 10,03,820) Shares of Re. 1/- each		688.03	553.27
Kilburn Office Automation Limited	9.6 and 9.9		
31,340 (31st March 2024: 31,340) Shares		0.00	0.00
		5,834.72	**6,239.29**
Unquoted			
ABC Tea Workers Welfare Services Limited			
11,067 (31st March 2024: 11,067) Shares		0.71	0.71
Murablack India Limited	9.6		
5,00,000 (31st March 2024: 5,00,000) Shares , fully impaired		0.00	0.00
Arunodaya Green Fuels Limited	9.11		
1,33,333 (31st March 2024: 1,33,333) Shares, fully impaired		–	–
Babcock Borsig Limited			
12,99,600 (31st March 2024: 12,99,600) Shares, fully impaired		0.00	0.00
		0.71	**0.71**
		5,835.43	**6,240.00**

9.1 Aggregate amount of Unquoted Investments		0.71	0.71
9.2 Aggregate amount of Quoted Investments		5,834.72	6,239.29
9.3 Aggregate market value of Quoted Investments		5,834.72	6,239.29
9.4 Aggregate amount of Impairment in the value of Investments	9.6	–	–

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

9.5 In connection with a Term Loan from ICICI Bank Limited of Rs. 5,000.00 lakhs (31st March, 2024: Rs. 5,000.00 lakhs) taken by McNally Bharat Engineering Company Limited (MBECL), the Parent has furnished a Non-Disposal Undertaking of its present and future holding of shares (Also refer Note no. 9.11).

9.6 Amount is below the rounding off norm adopted by the Group.

9.7 In earlier years, shares of Eveready Industries India Limited were pledged with HDFC Bank Limited against short-term loan of Rs. 7,500.00 lakhs which have been repaid in earlier years. During the years, these investments as such have become non encumbured as per the Demat statement and disclosure made by the said Investee company and hence available for disposal with the Group.

9.8 Shares of The Standard Batteries Limited were pledged to Aditya Birla Finance Limited against short-term loan of Rs. 1,000.00 lakhs which eventhough repaid in earlier years, charge on account of pledge of these Shares are yet to be released.

9.9 During the year ended 31st March 2020, shares of Kilburn Engineering Limited being pledged with RBL Bank Limited had been Invoked by RBL Bank Limited and Rs. 247.67 lakhs had been adjusted against their outstanding amount of loan.

9.10 Trading of Kilburn Office Automation Limited Shares have been suspended on the stock exchange. Accordingly, for the purpose of fair valuation of these shares have been derived based on the latest audited financial statement.

9.11 Consequent to the initiation of Corporate Insolvency and Resolution Process (CIRP) and appointment of Resolution Professional in case of MBECL, the group had fair valued it's investment to nominal value of Re. 1. Consequent to the approval of Resolution Plan by Hon'ble NCLT, Kolkata, currently under implementation and required adjustment will be given effect to on ascertainment thereof.

9.12 In respect of Parent's investment in Suryachakra Seafood limited (SSL), purusant to the Scheme of Arrangment approved by Hon'ble High Court in earlier years, the said company was transferred to Arunodaya Green Fuels Limited (AGFL) and Shareholders of SSL were alloted 1 equity share of AGFL against 3 equity shares of SSL, which are yet to be received by the parent.

10. LOANS

(₹ In Lakhs)

Particulars	Refer Note No.	As at 31st March 2025		As at 31st March 2024	
		Current	Non-Current	Current	Non-Current
Loans to Bodies Corporate	58				
Considered Good		-	1,85,628.35	34.51	1,86,184.68
Credit Impaired		-	91,702.40	-	91,085.00
Less: Allowance for Doubtful Loans	10.2	-	(91,702.40)	-	(91,085.00)
Loans to Others	58				
Considered Good		-	-	-	-
Credit Impaired		-	13.00	-	13.00
Less: Allowance for Doubtful Loans	10.2	-	(13.00)	-	(13.00)
Loans and Advances to Employees					
Considered Good	10.1 and 63	571.95	-	336.27	6.76
Credit Impaired		-	7.38	-	7.38
Less: Allowance for Doubtful Loans	10.2	-	(7.38)	-	(7.38)
		571.95	**1,85,628.34**	**370.78**	**1,86,191.44**

10.1 Loans to employees include remuneration to the extent of Rs. 576.90 Lakhs been paid to the Managing Director of the Parent for the period from 17th May, 2023 to 31st March, 2025 as decided by the Shareholder vide their special resolution dated 14th July, 2023. The parent prior to the said resolution made Application to the banks and financial institution for their approval and these loans as dealt with in Note no. 60 borrowings whereof has been assigned and resolution in this respect as mentioned in the said note is under consideration. Accordingly, the said amount being paid and held in trust have been continued to be recognised as advances.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

10.2 Movement of Impairment Allowances for doubtful balances:

Particulars	Loans to Bodies Corporate and others		Loans and Advances to Employees	
	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2025	Year ended 31st March, 2024
Balance at the beginning of the year	91,098.00	91,085.00	7.38	7.38
Recognised during the year	617.40	–	–	–
Reversal during the year	–	–	(0.00)	–
Balance at the end of the year	**91,715.40**	**91,098.00**	**7.38**	**7.38**

10.3 Loans or Advances in the nature of loans granted to Promoters, Directors, KMPs and the related parties in accordance with Schedule III (as ammended) are as follows:

Particulars	As at 31st March 2025		As at 31st March 2024	
	Amount	%ge of Total	Amount	%ge of Total
Repayable on Demand				
Promoters/ Promoter Group				
Williamson Magor & Co. Limited	19,221.42	6.92%	19,221.42	6.92%
Babcock Borsig Limited	14,500.00	5.22%	14,500.00	5.22%
Williamson Financial Services Limited	22,200.00	7.99%	22,200.00	8.00%
Woodside Parks Limited	91,040.22	32.76%	91,040.22	32.79%
Director				
Aditya Khaitan (Refer note no. 10.1)	576.90	0.21%	266.90	0.10%

10.4 Refer Note no.26 to the consolidated financial statements in respect of charge created against borrowings.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

11. OTHER FINANCIAL ASSETS

(₹ In Lakhs)

Particulars	Refer Note No.	As at 31st March 2025		As at 31st March 2024	
		Current	Non-Current	Current	Non-Current
Security Deposits			844.88	–	817.93
Margin Money Deposit with banks	11.1 and 63	–	–	–	0.77
Fixed Deposit with Banks	11.1	–	82.66	–	19.09
Receivable against Sale of specified assets of Tea Estates	11.2 and 63	–	2,417.02	–	2,417.65
Interest Accrued on Loans, Deposits and Others	58				
Considered good		15.83	0.00	103.43	79.82
Credit Impaired	11.4	89.77	10,425.32	–	10,236.48
Less: Allowance for Doubtful Interest Receivable	11.5	(89.77)	(10,425.32)	–	(10,236.48)
Interest Subsidies receivable from Government	11.3	–	579.35	–	579.35
Receivable on account of claims and other receivable	63				
Considered good		362.34	–	460.27	–
Credit Impaired	11.6	1,989.51	–	1,892.71	–
Less: Allowance for Doubtful Claims	11.5	(1,989.51)	–	(1,892.71)	–
Accrued duty draw back benefits pertaining to exports		123.98	–	128.89	–
Subsidies receivable from Government		670.09	–	642.03	–
Compensation receivable from Government	63	51.63	–	51.63	–
Others - Accrued income Receivable		28.08	–	–	–
		1,251.95	**3,923.91**	**1,386.25**	**3,914.60**

11.1 Fixed deposits with banks represents the amount lying against bank guarantee issued by then.

11.2 Pertaining to Sale of specified assets of Tea Estates from/to buyers of such assets sold in earlier years subject to fulfilment of conditions in terms of Sales Agreement.

11.3 Interest subsidy receivable represent the amount receivable under Interest Subsidy 1997 Scheme for the period from 2007-08 to 2008-10 against which the claims has been recommended by DIC district to DIC Guwahati but the subsidy has not released due to letter dated 18th June 2014 from DIPP, New Delhi stating that the said Scheme is available for incremental borrowing. The Parent had preferred an appeal before Hon'ble High Court at Delhi and the judgement has been delivered in favour of the Parent and pending receipt of the subsidy despite the direction of Hon'ble High Court of Delhi The Parent has filed a contempt petition before Hon'ble Gauhati High Court. Pending finalisation of the matter and determination of the amount thereof, claim for interest thereagainst for the subsequent period has not been recognised.

11.4 Includes Rs.1,051.99 lakhs, being the amount of tax deducted by the Bodies Corporate to whom Loans were granted by the parent but were not deposited by them. Such amount remain provided for in the consolidated financial statement.

11.5 Movement of Impairment Allowances for doubtful balances:

Particulars	Receivable on account of claims and other receivable		Interest Accrued on Loans and Deposits	
	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2025	Year ended 31st March, 2024
Balance at the beginning of the year	1,892.71	26.00	10,236.48	10,240.69
Recognised during the year	96.80	1,866.71	278.61	–
Reversal during the year	–	–	–	(4.21)
Balance at the end of the year	**1,989.51**	**1,892.71**	**10,515.09**	**10,236.48**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

11.7 Refer Note no. 26 to the consolidated financial statements in respect of charge created against borrowings.

12. OTHER NON-CURRENT ASSETS

(₹ In Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Advances to Suppliers, Service Providers etc.			
Credit Impaired		1,170.56	1,199.54
Less : Allowance for Doubtful Advances	12.2	(1,170.56)	(1,199.54)
Advance for Employee Benefit	42		
- Superannuation Fund		1,341.68	1,492.23
Prepaid Expenses		–	–
Income Tax recoverable	12.1	–	700.00
Deposits with National Bank for Agriculture and Rural Development		54.97	387.15
		1,396.65	**2,579.37**

12.1 In connection with an overseas acquisition of a subsidiary in 2005, the Income Tax authority had raised a demand of Rs. 5,278.00 lakhs during the year 2009-10 on the Parent on account of alleged non-deduction of tax at source and interest thereon pertaining to the transaction. The Parent challenged the said demand before the appropriate authorities and has obtained a stay against the same from the Hon'ble High Court of Calcutta. The Parent deposited Rs. 700.00 lakhs during the year 2011-12 with Income Tax Authority under protest. Pursuant to the Taxation Laws (Amendment) Act 2021 and the notification issued under Income – tax (31st Amendment) Rules 2021, the Commisioner of Income Tax (IT & TP) has issued an order on 14th February 2022 allowing the Parent to claim the refund of the amount deposited and the said amount of Rs. 700.00 lakhs has been received.

Aggrieved by the delay in grant of refund, the parent has prefered a further appeal before Hon'ble High Court at Calcutta against the department claiming the interest against delay in grant of refund and the matter is pending for decission as on this date.

12.2 Movement of Impairment Allowances for doubtful balances:

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Balance at the beginning of the year	1,199.54	1,200.08
Recognised during the year	9.05	–
Reversal during the year	(38.03)	(0.54)
Balance at the end of the year	**1,170.56**	**1,199.54**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

13. INVENTORIES

(₹ In Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
At lower of cost and net realisable value			
Raw Materials (Green Leaf)		92.53	7.94
Finished Goods (Stock of Tea)		5,443.20	5,385.08
[Including in transit Rs. 720.59 Lakhs (31st March 2024: Rs. 1,615.57 Lakhs)]			
Stores and Spares	13.1 and 13.3	5,104.47	4,095.05
		10,640.20	**9,488.07**

13.1 Stores and Spares is net of allowance for slow moving/obsolete inventory amounting to Rs. 1,018.07 lakhs (31st March 2024: Rs. 551.92 lakhs).

13.2 Disclosure as per Ind AS 2 "Inventories"

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
a) Cost of Inventories recognised as Expense during the year	1,11,024.16	1,27,621.91
b) (Increase)/Decrease in value of inventory due to variation in realisable value	–	–

13.3 Stores and Spares includes Tea Nurseries amounting to GBP 44,222 (Equivalent Rs. 48.82 lakhs) (31st March 2024: GBP 56,977 (Equivalent Rs.59.98 lakhs)) in a subsidiary which are charged/capitalised depending upon the nature of use.

13.4 Refer Note no. 26 to the consolidated financial statements in respect of charge created against borrowings.

14. BIOLOGICAL ASSETS OTHER THAN BEARER PLANTS

(₹ In Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Fair Value of Biological Assets other than Bearer Plants (Unharvested Tea Leaves)		230.70	488.40
		230.70	**488.40**

14.1 Changes in Fair Value of Biological Assets Other Than Bearer Plants

(₹ In Lakhs)

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Opening	488.40	395.47
Increase due to harvest/physical changes	230.70	488.40
Decrease due to harvest/physical changes	(488.40)	(395.47)
Closing	**230.70**	**488.40**

14.2 Unharvested tea leaves on bushes as on 31st March 2025 was 21.21 lakh Kgs (31st March 2024: 30.04 lakh kgs)

14.3 Refer Note no. 26 to the consolidated financial statements in respect of charge of tea estates against borrowings.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

15. TRADE RECEIVABLES

(₹ In Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Secured	63		
- Considered Good	15.3	–	350.00
- Credit Impaired		–	195.26
Less: Allowance for Doubtful Debts	15.2	–	(195.26)
Unsecured	63		
- Considered Good		4,835.64	4,415.09
- Credit Impaired		212.01	197.64
Less: Allowance for Doubtful Debts	15.2	(212.01)	(197.64)
		4,835.64	**4,765.09**

15.1 **Trade Receivables ageing schedule based on the due date for payment there against are as follows (Refer Note no. 63):**

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Undisputed Trade Receivables- Considered Good			
Within the credit period		1,565.97	1,665.27
Less than 6 Months		1,946.17	1,980.55
6 months - 1 Year		822.54	420.57
1-2 Years		324.99	201.27
2-3 Years		64.13	63.54
3 Years and above		111.84	83.89
Undisputed Trade Receivables- Credit impaired			
3 Years and above		212.01	197.64
Disputed Trade Receivables- Considered Good			
Within the credit period		–	–
Less than 6 Months		–	–
6 months - 1 Year		–	–
1-2 Years		–	–
2-3 Years		–	–
3 Years and above		–	350.00
Disputed Trade Receivables- Credit impaired			
3 Years and above		–	195.26

15.2 **Movement of Impairment Allowances for doubtful debts**

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Balance at the beginning of the year	392.90	540.88
Recognised during the year	14.37	21.41
Adjustment on Loss of Control in PBTCL (Refer Note no. 66(b))	–	(169.39)
Reversal during the year	(195.26)	–
Balance at the end of the year	**212.01**	**392.90**

15.3 Refer Note no.26 to the consolidated financial statements in respect of charge created against borrowings.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

16. CASH AND CASH EQUIVALENTS

(₹ In Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Balance with banks in Current Accounts		805.65	505.91
Cash on hand		48.85	30.14
		854.50	**536.05**

16.1 Refer Note no. 26 to the consolidated financial statements in respect of charge created against borrowings.

17. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ In Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Earmarked Balance with banks:			
- In Dividend Accounts	17.1	5.15	9.19
- In Fixed Deposits	11.1	25.69	82.89
- In Escrow Accounts/Fractional Share Sale Proceeds Account	17.1	0.16	0.16
		31.00	**92.24**

17.1 This does not include amount due for deposit to Investor Education and Protection Fund at the Balance Sheet date.

17.2 Refer Note no. 26 to the consolidated financial statements in respect of charge created against borrowings.

18. CURRENT TAX ASSETS (NET)

(₹ In Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Advance Tax - Agricultural Income Tax	31.1	810.50	810.50
[Net of Provision Rs.17,140.38 lakhs (31st March 2024: Rs. 17,140.38 lakhs)]			
Advance Tax - Income Tax		1,673.09	1,339.06
[Net of Provision Rs. 64.89 lakhs (31st March 2024: Rs. 100.61 lakhs)]			
Advance Tax - Fringe Benefit Tax		13.29	13.29
[Net of Provision Rs. 201.53 lakhs (31st March 2024: Rs 201.53 lakhs)]			
		2,496.88	**2,162.85**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

19. OTHER CURRENT ASSETS

(₹ In Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Balance with Government Authorities- GST, etc.		2,657.06	945.67
Advances to Suppliers, Service Providers etc.	63		
Considered Good		3,586.45	1,339.91
Considered Doubtful	19.2	1,659.79	1,656.08
Less: Allowance for Doubtful Advances	19.1	(1,659.79)	(1,656.08)
Advance for Employee Benefits	42		
- Superannuation Fund		110.39	24.95
Advance to Employees			
Considered Good		98.60	111.44
Considered Doubtful		133.78	124.73
Less: Allowance for Doubtful Advances	19.1	(133.78)	(124.73)
Prepaid Expenses		727.03	416.01
Others - Accrued Income etc.		–	2.24
		7,179.53	**2,840.22**

19.1 Movement of Impairment Allowances for doubtful advances

Particulars	Advances to Suppliers, Service Providers etc.		Advance to Employees	
	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2025	Year ended 31st March, 2024
Balance at the beginning of the year	1,656.08	1,656.08	124.73	108.85
Recognised during the year	41.24	–	9.05	15.88
Reversal during the year	(37.53)	–	–	–
Balance at the end of the year	**1,659.79**	**1,656.08**	**133.78**	**124.73**

19.2 Includes Rs. 1,400.00 lakhs outstanding from a party against advance given in earlier years by the parent and lying outstanding for a considerable period of time, recoverability whereof in absence of required details and confirmations etc., being considered remote, had been fully provided for during the year ended 31st March 2023.

19.3 Refer Note no. 26 to the consolidated financial statements in respect of charge created against borrowings.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

20. EQUITY SHARE CAPITAL

(₹ In Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Authorised			
12,00,00,000 (31st March 2024: 12,00,00,000) Equity Shares of Rs. 5/- each		6,000.00	6,000.00
Issued, subscribed and paid-up			
10,44,55,735 (31st March 2024: 10,44,55,735) Equity Shares of Rs. 5/- each fully paid up		5,222.79	5,222.79
		5,222.79	**5,222.79**

20.1 Reconciliation of number of Equity Shares outstanding

(No of Shares)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
As at beginning of the year		10,44,55,735	10,44,55,735
Changes in Equity Share Capital during the year		–	–
At the end of the year		10,44,55,735	10,44,55,735

20.2 Rights, preferences and restrictions attached to Shares

The Parent has one class of shares referred to as Equity Shares having a par value of Rs. 5.00 each. Each Holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Parent, the equity shareholders will be entitled to receive assets of the Parent remaining after distribution of all preferential amounts, in proportion of their shareholding.

20.3 There are no shareholders holding more than 5% of the Equity Shares

20.4 Shareholding of Promoter:

For year ended 31st March 2025

Particulars	As at 31st March 2025		As at 31st March 2024		%ge Change
	(No. of Shares)	%	(No. of Shares)	%	
LATE BRIJ MOHAN KHAITAN	36,588	0.04	36,588	0.04	0.00
ADITYA KHAITAN	17,272	0.02	17,272	0.02	0.00
AMRITANSHU KHAITAN	15,000	0.01	15,000	0.01	0.00

For the year ended 31st March 2024

Particulars	As at 31st March 2024		As at 31st March 2023		%ge Change
	(No. of Shares)	%	(No. of Shares)	%	
LATE BRIJ MOHAN KHAITAN	36,588	0.04	36,588	0.04	0.00
ADITYA KHAITAN	17,272	0.02	17,272	0.02	0.00
AMRITANSHU KHAITAN	15,000	0.01	15,000	0.01	0.00

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

21. OTHER EQUITY

(₹ In Lakhs)

Particulars	Reserves and Surplus						Other Comprehensive Income			Total	Non-Controlling	Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Other Reserve	Revaluation Surplus	Equity Investments through FVTOCI	Re-measurement of Defined Benefit Plan	Foreign Currency Translation Reserve			
As at 1st April 2023	**201.68**	**4,402.30**	**1,06,282.65**	**(1,01,953.87)**	**19,209.20**	**26,231.19**	**4,543.64**	**–**	**(7,206.04)**	**51,710.75**	**–**	**51,710.75**
Profit/(Loss) for the year	–	–	–	(31,159.09)	–	–	–	–	–	(31,159.09)	–	(31,159.09)
Other Comprehensive Income	–	–	–	–	–	–	1,026.38	(1,023.17)	198.67	201.88	–	201.88
Total Comprehensive Income for the year	**–**	**–**	**–**	**(31,159.09)**	**–**	**–**	**1,026.38**	**(1,023.17)**	**198.67**	**(30,957.21)**	**–**	**(30,957.21)**
Transfer on account of depreciation on amount added on Revaluation of Property, Plant and Equipment	–	–	1,128.38	–	–	(1,128.38)	–	–	–	–	–	–
Transfer to Retained Earnings	–	–	–	(1,023.17)	–	–	–	1,023.17	–	–	–	–
On Loss of Control in PBTCL [Refer Note no. 66(b)]	–	–	–	–	–	–	–	–	(969.53)	(969.53)		(969.53)
As at 31st March 2024	**201.68**	**4,402.30**	**1,07,411.03**	**(1,34,136.13)**	**19,209.20**	**25,102.81**	**5,570.02**	**–**	**(7,976.90)**	**19,784.01**	**–**	**19,784.01**
Profit/(Loss) for the year	–	–	–	(19,786.53)	–	–	–	–	–	(19,786.53)	–	(19,786.53)
Other Comprehensive Income	–	–	–	–	–	–	(404.57)	619.45	228.89	443.77	–	443.77
Total Comprehensive Income for the year	**–**	**–**	**–**	**(19,786.53)**	**–**	**–**	**(404.57)**	**619.45**	**228.89**	**(19,342.76)**	**–**	**(19,342.76)**
Transfer on account of depreciation on amount added on Revaluation of Property, Plant and Equipment	–	–	1,111.24	–	–	(1,111.24)	–	–	–	–	–	–
Transfer to Retained Earnings	–	–	–	1,024.02	–	–	(404.57)	(619.45)	–	–	–	–
On Loss of Control in PBTCL [Refer Note no. 66(b)]	–	–	–	–	–	–	–	–	–	–		–
As at 31st March 2025	**201.68**	**4,402.30**	**1,08,522.28**	**(1,52,898.64)**	**19,209.20**	**23,991.57**	**4,760.88**	**–**	**(7,748.02)**	**441.26**	**–**	**441.25**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

Nature and Purpose of Reserves

21.1 Capital Reserve

Represents the amount transferred from the transferor company pursuant to Scheme of Arrangement effected in earlier years.

21.2 Securities Premium

Securities Premium represents the amount received in excess of par value of securities and is available for utilisation as specified under Section 52 of Companies Act, 2013.

21.3 General Reserve

General reserve is a free reserve which is created by transfer of profits from retained earnings. As the general reserve is created by a transfer from one component to another and is not an item of Other Comprehensive Income, items included in the general reserve is generally not reclassified subsequently to Statement of Profit and Loss.

21.4 Other Reserves

Represents the balance amount of reserve which had arisen on transfer of Bulk Tea Division of Eveready Industries India Limited pursuant to Scheme of Arrangement.

21.5 Retained Earnings

Retained earnings generally represents the amount of accumulated surplus/deficit of the Group. This includes Other Comprehensive Income of (Rs. 7,969.26 lakhs) (31st March 2024: (Rs. 8,588.71 lakhs)) relating to remeasurement of defined benefit plans (net of tax) which cannot be reclassified to Statement of Profit and Loss.

21.6 Revaluation Surplus

Represents differential arising on revaluation of Property, Plant and Equipment carried out by the erstwhile Bulk Tea Division of Everready Industries Limited demerged to the Parent with effect from 1st April 2004 pursuant to the Scheme of Arrangement. The said reserve has been carried over being part of PPE, recognised at carrying value as per previous GAAP as deemed cost on the date of transition to Ind AS. The amount of depreciation attributable to the said revaluation is transferred from the said reserve to general reserve as per the practice followed in this respect.

21.7 Other Comprehensive Income (OCI)

i) Items that will not be reclassified to Profit and Loss

The Group has elected to recognise changes in the fair value of non-current investments in Equity Instruments through OCI. This reserve represents the cumulative gains and losses arising on equity instruments measured at fair value. The group transfers amounts from this reserve to retained earnings when the relevant equity securities are disposed. This also includes gain/losses on defined benefit obligations which is transferred to retained earnings as stated in Note 21.5 above.

ii) Items that will be reclassified to Profit and Loss.

This reserve contains (a) accumulated balance of foreign exchange difference from translation of the financial statements of the Group's foreign operations arising at the time of consolidation of such entities and (b) accumulated foreign exchange difference arising in monetary items that in substance, form part of the Group's net investment in foreign operations. Such foreign exchange difference are recognised in OCI. Exchange differences previously accumulated in this Reserve are reclassified to Profit or Loss on disposal of the foreign operations.

22. NON CURRENT BORROWINGS

(₹ In Lakhs)

Particulars		Refer Note No.	As at 31st March 2025		As at 31st March 2024	
			Current	Non-Current	Current	Non-Current
SECURED						
Term Loans from Banks						
1) INR Loan						
ICICI Bank Limited		22.3	–	–	656.54	–
a)	Nature of Security					
	Secured by first pari passu charge of certain tea estates by way of mortgage over immovable fixed assets and hypothecation of movable fixed assets of the Parent.					
b)	Rate of Interest.					
	Interest is payable on monthly basis at base rate plus 0.40% p.a.					

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

Particulars		Refer Note No.	As at 31st March 2025		As at 31st March 2024	
			Current	Non-Current	Current	Non-Current
ICICI Bank Limited		22.3	–	–	3,993.00	–
a)	Nature of Security					
	Secured by first pari passu charge of certain tea estates by way of mortgage over immovable fixed assets and hypothecation of movable fixed assets of the Parent.					
b)	Rate of Interest					
	Interest is payable on monthly basis at 1 year MCLR plus 1.70% p.a.					
HDFC Bank Limited		22.3	–	–	2,300.00	–
a)	Nature of Security					
	Secured by extension of exclusive charge over certain tea estates of the Parent.					
b)	Rate of Interest					
	Interest is payable on monthly basis at HDFC bank 1 year MCLR plus 1.40% p.a.					
HDFC Bank Limited		22.3	–	–	4,500.00	–
a)	Nature of Security					
	Subservient charge on the entire present and future moveable fixed assets of the Parent.					
b)	Rate of Interest					
	Interest is payable on monthly basis at 3-month MCLR plus 3.00% p.a.					
HDFC Bank Limited		22.3	–	–	894.82	–
a)	Rate of Interest					
	Interest is payable on monthly basis at HDFC CORP-PLR plus 2.10% p.a.					
RBL Bank Limited		22.3	–	–	4,752.33	–
a)	Nature of Security					
	Subservient charge by way of hypothecation/ mortgage over the fixed assets of the Parent both present and future.					
b)	Rate of Interest					
	Interest is payable on monthly basis at RBL Bank's 1 year MCLR plus 1.10%.					
2) Foreign Currency Loan						
ABSA Bank (Former Barclays Bank (U) limited)			1,431.69	5,726.77	3,403.63	1,134.55
a)	Nature of Security					
	i. Term Loan of USD 30.00 lakhs taken is secured by Mortgage over property title LRV 578 folio 24, LRV 1903 folio 8, LRF 593 folio 2, LRV 2672 folio 17 and LRV 515 folio 20 located at Bugambe, Bugahya, Kisita, Hoima and Buniyoro, registered in the name of a subsidiary, MRUL.					
	ii. Term Loan of USD 150.00 lakhs is secured by a Mortgage over property title LRV 546 folio 17, LRV 569 folio 13 & 14 at Tororo (Uganda) registered in the name of a subsidiary, MRUL.					
b)	Rate of Interest					
	Interest is payable at 3 month's LIBOR plus base rate for USD 30.00 lakhs and 1 month's LIBOR plus base rate for USD 150.00 lakhs.					

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

Particulars		Refer Note No.	As at 31st March 2025		As at 31st March 2024	
			Current	Non-Current	Current	Non-Current
c)	Terms of Repayment					
	1. Term loan of USD 30.00 lakhs is repayable in a quarterly instalment of USD 187,500 (Equivalent INR 160.47 lakhs as on 31st March 2025) for 4 years from January 2019.					
	2. Term loan of USD 150.00 lakhs is repayable in monthly instalment of USD 250,000 (Equivalent INR 213.95 lakhs as on 31st March 2025) for 5 years from August 2019.					
Uganda Development Bank			169.22	4,013.69	–	3,858.40
a)	Nature of Security					
	Loan is secured by Legal mortgage over property title LRV 599 Folio 12 and untitled agricultural land at Kisaru Tea Estate and fixed and floating charge over present and future movable and immovable assets in respect of the above property.					
b)	Rate of Interest					
	Interest is payable at the rate of 12%.					
c)	Terms of Repayment					
	Repayable in 48 equal instalments after a moratorium of three years (i.e. from 17th February 2025).					
Term Loan from Others						
National Asset Reconstruction Company Limited		22.3 to 22.5	7,070.00	–	–	–
a)	Nature of Security					
	Secured by first pari passu charge of certain tea estates by way of mortgage over immovable fixed assets and hypothecation of movable fixed assets of the parent.					
b)	Rate of Interest					
	Interest in accordance with terms of original agreement with respective banks (as stated against banks as at 31st March 2024) pending resolution as per Note no. 60.					
National Asset Reconstruction Company Limited		22.3 to 22.5	5,000.00	–	–	–
a)	Nature of Security					
	Subservient charge by way of hypothecation/mortgage over moveable fixed assets of the Company both present and future.					
b)	Rate of Interest					
	Interest in accordance with terms of original agreement with respective banks (as stated against respective banks as at 31st March 2024) pending resolution as per Note no. 58.					
J. C. Flowers Asset Reconstruction Private Limited		22.2 and 22.3	4,375.00	–	4,375.00	–
a)	Nature of Security					
	Subservient charge on all the Moveable Fixed assets of certain tea estates of the Parent both present and future.					
b)	Rate of Interest					
	Interest is payable on monthly basis at 1 year MCLR plus 1.15% per annum.					
UNSECURED		22.3 to 22.5				
National Asset Reconstruction Company Limited			5,049.29	–	–	–
			23,095.21	**9,740.46**	**24,875.33**	**4,992.95**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

22.1 The Parent in terms of the sanction letter of the loan has been in default for the repayment of principal and interest thereof to the lenders (banks & others). The period and amount of such defaults as on balance sheet date read with Note no. 60 are as follows:

Particulars	Period of Default	Principal		Interest	
		As at 31st March 2025	As at 31st March 2024	As at 31st March 2025	As at 31st March 2024
Term Loans from Banks					
ICICI Bank Limited- Secured	June 2019 to 12th March, 2025	–	4,649.54	–	2,126.62
HDFC Bank Limited- Secured	June 2019 to 12th March, 2025	–	2,300.00	–	1,101.70
HDFC Bank Limited- Unsecured	July 2019 to 12th March, 2025	–	4,752.33	–	2,522.20
Term Loan from Others					
National Asset Reconstruction Company Limited	June 2019 to 31st March, 2025	–	–	–	–
- Secured		7,070.00	–	3,927.26	–
- Unsecured		5,049.29	–	3,311.13	–
- Subservient		5,000.00	–	3,068.46	–
J. C. Flowers Asset Reconstruction Private Limited- Subservient	March 2019 to 31st March, 2025	4,375.00	4,375.00	2,507.05	2,045.07
Short Term Loan from Banks					
Axis Bank Limited- Secured	July 2019 to 12th March, 2025	–	15,000.00	–	12,797.25
Axis Bank Limited- Unsecured	July 2019 to 12th March, 2025	–	23,500.00	–	12,325.19
RBL Bank Limited- Subservient	May 2019 to 12th March, 2025	–	17,901.97	–	8,672.76
IndusInd Bank Limited- Unsecured	December 2019 to 31st March, 2025	7,166.00	7,484.81	5,020.51	4,267.33
Short Term Loan from Others					
J. C. Flowers Asset Reconstruction Private Limited- Subservient	May 2019 to 31st March, 2025	30,806.00	33,026.61	18,325.06	15,112.62
National Asset Reconstruction Company Limited	May 2019 to 31st March, 2025				
- Secured		15,000.00	–	8,975.22	–
- Unsecured		27,655.00	–	17,444.48	–
- Subservient		23,499.70	–	16,733.95	–
Ragini Finance Limited	October 2019 to 31st March, 2025	950.00	950.00	–	–
Digvijay Finlease Limited	October 2019 to 31st March, 2025	1,950.00	1,950.00	–	–
P D K Impex Private Limited	March, 2020 to 31st March, 2025	425.00	475.00	–	–
Cash Credit- Secured					
Axis Bank Limited	October 2019 to 12th March, 2025	–	–	–	467.99
HDFC Bank Limited	May 2019 to 12th March, 2025	–	3,557.65	–	2,866.14
State Bank of India	June 2019 to 12th March, 2025	–	5,368.42	–	3,262.80
Punjab National Bank	February 2020 to 12th March, 2025	–	4,196.11	–	2,064.80

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

Particulars	Period of Default	Principal		Interest	
		As at 31st March 2025	As at 31st March 2024	As at 31st March 2025	As at 31st March 2024
Indian Bank	29th February 2020 to 12th March 2025	–	2,332.77	–	1,208.90
National Asset Reconstruction Company Limited	May 2019 to 31st March, 2025	20,028.81	–	19,247.57	–
J. C. Flowers Asset Reconstruction Private Limited	May 2019 to 31st March, 2025	457.00	590.05	–	–
RBL Bank Limited	July 2019 to 12th March, 2025	–	1,839.00	–	1,955.80
UCO Bank	31st May 2020 to 12th March 2025	–	1,371.99	–	745.40
ICICI Bank Limited	June 2019 to 12th March, 2025	–	4,677.47	–	3,438.10
		1,49,431.80	**1,40,298.73**	**98,560.69**	**76,980.67**

22.2 During the year ended 31st March, 2020, Yes Bank Limited had recalled its entire loan outstanding including interest thereon. Further, Yes Bank Limited as informed to the parent during the year ended 31st March 2023 had assigned the entire loan facilities granted by them to the parent in favor of J C Flowers Asset Reconstruction Private Limited and accordingly the same had been taken on the record by the parent. Though the loans had been assigned, the charges/ security, amount, terms and conditions etc. are yet to be confirmed/ modified pending resolution of parent's borrowings as stated in Note no. 60.

22.3 As stated in Note no. 59, the parent's borrowings from banks aggregating to Rs. 1,03,303.00 lakhs representing principle amount thereof, as informed by the lead banker of the consortium of the lender banks vide it's letter dated 15th March, 2025 and by National Asset Reconstruction Company Limited ('NARCL') vide it's letter dated 17th March, 2025 has been assigned in favour of NARCL, pursuant to an Assignment Agreement dated 12th March, 2025 ('Assignment Agreement') executed under Section 5 of the provisions of Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act of 2002 ('SARFAESI Act'). Accordingly, NARCL has taken over the Secured, Subservient and Unsecured amount with respect to the said borrowings and all related rights, title and interest as available to the original lenders ('Assignors') stand vested to NARCL.

22.4 As stated in Note no. 60 before assignment of the loan, the lenders have invited expression of interest for sale/assignment of the debts aggregating to Rs. 1,10,469.00 lakhs representing the principal amount thereof following the Swiss Challenge Bid Process. Accordingly, the differential amount of Rs. 4,276.11 lakhs as disclosed in the EOI and those being carried forward in the consolidated financial statement have been adjusted against the finance cost for the year ended 31st March 2025.

22.5 The Security as disclosed above have been based on the charge documents filed with ROC. In respect of loans assigned as per Note no. 59, the charges have however been modifies as filed or yet to be filed in line with EOI for such assignment as stated in Note no. 60. These loans being classified as Secured, Subservient or Unsecured has also been based on the said EOI. Therefore in certain cases where charges or personal guarantee of managing director etc. in terms of original sanction letter pending execution as such have not been further disclosed. Further certain security which has been disposed off by the lenders for recovering their dues and accordingly such securities have not been disclosed herein above. As stated in the said note, resolution with respect to parent's borrowing is under consideration and thereby terms and conditions including the period and amount of repayment etc. thereof and the security as given herein above will accordingly be modified on completion of the said resolution.

22.6 The disclosure given herein above has been made on the basis mentioned in Note no. 62(a). The default and amount due are therefore subject to confirmation and reconciliation with respective parties and on resolution of the parent's borrowing under consideration by an ARC as stated in Note no. 60.

22.7 The parent as agreed upon in various lenders meeting had been paying cut-back based on percentage of sales realisation as specified and are being adjusted against the cash credit/ other facilities as advised from time to time leading to debit balances which has therefore been netted off against Interest accrued and due as disclosed in Note no. 28.3.

22.8 Also Refer Note no. 37, 59, 60 and 62.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

23. EMPLOYEE BENEFIT OBLIGATIONS

(₹ In Lakhs)

Particulars	Refer Note No.	As at 31st March 2025		As at 31st March 2024	
		Current	Non-Current	Current	Non-Current
Provision for Employee Benefits	42				
- Staff Pension		2,408.47	4,666.80	2,312.16	4,578.57
- Gratuity Fund		3,594.79	7,250.49	3,314.67	6,869.84
- Leave	23.1	149.02	–	145.67	–
		6,152.29	**11,917.29**	**5,772.50**	**11,448.41**

23.1 Leave encashment entitlement in case of Parent amounting to Rs. 139.38 lakhs (31st March 2024: Rs. 139.38 lakhs) to executive grade employees had been discontinued during the year ended on 31st March 2019 and unavailed leave balance as calculated based on salary prevalent and provided for as on that date has been carried forward. No fresh accrual or provision thereagainst is applicable for subsequent period.

24. DEFERRED TAX LIABILITIES (NET)

(₹ In Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Deferred Tax Liabilities		22,712.94	23,519.93
Deferred Tax Assets		27,103.52	23,534.10
Deferred Tax Liabilities (Net)		4,390.58	14.17

Components of Deferred tax (Assets)/ Liabilities as at 31st March 2025 are given below:

Particulars	As at 31st March 2024	Forex Adjustment during the year	Charge/ (Credit) recognised in Statement of profit and loss	Charge/ (Credit) recognised in OCI	As at 31st March 2025
Deferred Tax Assets:					
Expenses allowable on payment basis	18,770.77	(39.55)	(3,589.22)	299.46	22,100.08
Allowances for Doubtful Debts, Advances etc.	1,407.00	(17.05)	(131.28)	–	1,555.33
MAT Credit Entitlement	1,615.08	–	216.38	–	1,398.70
Unabsorbed Tax Losses	1,558.94	(117.22)	(27.26)	–	1,703.42
Others	168.14	40.75	(218.60)	–	345.99
Total Deferred Tax Assets	**23,519.93**	**(133.07)**	**(3,749.98)**	**299.46**	**27,103.52**
Deferred Tax Liabilities:					
Timing difference with respect to Property, Plant and Equipment and other intangible assets	23,333.34	177.04	(797.44)	–	22,712.94
Others	200.76	–	(200.76)	–	–
Total Deferred Tax Liabilities	**23,534.10**	**177.04**	**(998.20)**	**–**	**22,712.94**
NET DEFERRED TAX (ASSETS)/ LIABILITIES	**14.17**	**43.97**	**(4,748.18)**	**299.46**	**(4,390.58)**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

Components of Deferred tax (Assets)/ Liabilities as at 31st March 2024 are given below:

Particulars	As at 31st March 2023	Forex Adjustment during the year	Charge/ (Credit) recognised in Statement of profit and loss	Charge/ (Credit) recognised in OCI	As at 31st March 2024
Deferred Tax Assets:					
Expenses allowable on payment basis	14,153.63	(7.91)	(4,125.64)	(483.59)	18,770.77
Allowances for Doubtful Debts, Advances etc.	1,387.19	(6.89)	(12.92)	–	1,407.00
MAT Credit Entitlement	1,615.08	–	–	–	1,615.08
Unabsorbed Tax Losses	891.06	(31.23)	(636.65)	–	1,558.94
Others	178.17	–	10.03	–	168.14
Total Deferred Tax Assets	**18,225.13**	**(46.03)**	**(4,765.18)**	**(483.59)**	**23,519.93**
Deferred Tax Liabilities:					
Timing difference with respect to Property, Plant and Equipment and other intangible assets	23,658.27	50.31	(375.24)	–	23,333.34
Others	260.14	8.70	(68.08)	–	200.76
Total Deferred Tax Liabilities	**23,918.41**	**59.01**	**(443.32)**	**–**	**23,534.10**
NET DEFERRED TAX (ASSETS)/ LIABILITIES	**5,693.28**	**12.98**	**(5,208.50)**	**(483.59)**	**14.17**

24.1 The ultimate realisation of deferred tax assets, unused tax credit and tax losses is dependent upon the future taxable income of the company. Deferred Tax Assets including MAT Credit entitlement has been carried forward in these consolidated financial statement based on management's assessment of reasonable certainty for reversal/utilisation thereof against future taxable income.

Deferred tax assets in respect of MAT Credit Entitlement amounting to Rs. 2,908.79 lakhs and deferred tax assets amounting to Rs. 14,163.29 lakhs on provision of Rs. 1,01,328.49 lakhs created during the year ended 31st March 2023 against inter corporate deposits and other recoverable pending determination of the amount thereof and Rs. 2,215.17 lakhs on unrecognised losses as stated in Note no. 24.2 below considering realisibility thereof following the principle of prudence have not been recognised.

24.2 The Expiry date for accumulated capital loss unrecognised are as follows:

Particulars	Year of Expiry	Amount
Long Term Capital Loss	AY 2026-27	5,526.84
Short Term Capital Loss	AY 2028-29	135.13
Unabsorbed depreciation loss	No Expiry	1,955.67
Unabsorbed business loss	AY 2031-32	1,945.54

25. OTHER NON - CURRENT LIABILITIES (₹ In Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Deferred Revenue arising from Government Grants	25.1	360.56	391.94
		360.56	**391.94**

25.1 Deferred Income Comprises of Government Grants/Assistance in form of:

Particulars	Opening (Including Non-Current Portion)	Recognised during the year	Transferred to Statement of Profit and Loss	Closing (Including Non-Current Portion)
Financial Assistance under Tea Board Quality Upgradation and Product Diversification Scheme towards Capital expenditure incurred for Tea Plantation. The assistance received/receivable and credited to deferred income has been transferred to Consolidated Statement of Profit and Loss proportionately based on useful lives of respective property, plant and equipment.	423.28	–	(31.36)	391.92

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

26. CURRENT BORROWINGS

(₹ In Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Secured Loans from Banks/ Others			
Cash Credit, Packing Credit and Demand Loans		20,485.81	23,933.47
(1) INR Loan	22.2 to 22.5		
(a) Nature of Security			
Secured by equitable first mortgage by way of deposit of title deeds of immovable properties of certain tea estates ranking pari passu and hypothecation of tea crop, movable properties and book-debts, present and future of the Parent.			
Secured by second charge on certain tea-estates by way of mortgage over immovable fixed assets and hypothecation of movable fixed assets of the Parent.			
(2) Foreign Currency Loan		4,125.19	6,163.99
(a) Nature of Security			
Overdraft facility pertaining to a subsidiary, MRUL is secured by Mortgage over property title LRV 578 folio 24, LRV 1903 folio 8, LRF 593 folio 2, LRV 2672 folio 17 and LRV 515 folio 20 located at Bugambe, Bugahya, Kisita, Hoima and Buniyoro, registered in the name of the MRUL.			
Overdraft facility pertaining to a subsidiary, MRUL is secured by a Mortgage over property title LRV 547 folio 2 at Muzizi, Uganda and debenture charge over all fixed and floating assets of MRUL.			
Secured Loans - Short Term			
Axis Bank Limited	22.3	–	7,500.00
(a) Nature of security:			
Secured by first charge on certain tea-estates by way of mortgage over immovable fixed assets and hypothecation of movable fixed assets.			
Personal guarantee of Mr. Aditya Khaitan, Director.			
Axis Bank Limited	22.3	–	7,500.00
(a) Nature of security:			
Secured by second charge on certain tea-estates by way of mortgage over immovable fixed assets and hypothecation of movable fixed assets of the Parent.			
RBL Bank Limited	22.3	–	23,500.00
(a) Nature of security:			
Subservient charge by way of hypothecation / mortgage over movable fixed assets of the Parent both present and future.			
Subservient charge over the current assets of the Parent both present and future.			
HDFC Bank Limited	22.3	–	17,901.97
(a) Nature of security:			
Secured by equitable first mortgage by way of deposit of title deeds of immovable properties of certain tea estates ranking pari passu and hypothecation of tea crop, movable properties and book-debts, present and future of the Parent.			

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Secured Loans from Others			
J C Flowers Asset Reconstruction Private Limited	22.2, 22.4 and 22.5	30,806.00	33,026.61
(a) Nature of Security			
Subservient charge on all the Moveable Fixed assets of certain tea estates both present and future.			
National Asset Reconstruction Company Limited	22.3 to 22.5	15,000.00	–
(a) Nature of security:			
Secured by first charge on certain tea-estates by way of mortgage over immovable fixed assets and hypothecation of movable fixed assets. Further, secured by equitable first mortgage by way of deposit of title deeds of immovable properties of certain tea estates ranking pari passu and hypothecation of tea crop, movable properties and book-debts both present and future of the parent.			
Personal guarantee of Mr. Aditya Khaitan, Director to the extent of Rs. 7,500.00 lakhs being against erstwhile borrowing from Axis Bank Limited			
National Asset Reconstruction Company Limited			
(a) Nature of security:		23,503.99	–
Subservient charge on all the Moveable Fixed assets, book debts and stock of certain tea estates of the parent both present and future			
Unsecured Loans - Short Term			
Unsecured Loans from Banks			
Axis Bank Limited	22.3	–	10,000.00
IndusInd Bank Limited		7,166.00	7,484.81
Unsecured Loans from Others			
- National Asset Reconstruction Company Limited	22.3 to 22.5	27,650.71	
- From Individuals	26.3	3,500.00	3,500.00
- From Body Corporates	22.5, 26.2 to 26.4	4,100.00	7,100.00
- From Related Parties	26.2 to 26.5	20,979.40	11,779.39
Current Maturities of Long Term Debts			
Secured Loans from Banks	22		
ICICI Bank Limited		–	4,649.54
HDFC Bank Limited		–	7,694.82
RBL Bank Limited		–	4,752.33
Absa Bank (Former Barclay Bank Limited)		1,431.69	3,403.63
Uganda Development Bank		169.22	–
Secured Loans from Others	22		
J C Flowers Asset Reconstruction Private Limited		4,375.00	4,375.00
National Asset Reconstruction Company Limited		12,070.00	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Unsecured Loans from Others	22		
National Asset Reconstruction Company Limited		5,049.29	–
		1,80,412.31	**1,84,265.57**

26.1 Refer Note no. 22.1 in respect of default in borrowings by the Parent.

26.2 Certain payments made by body corporates on behalf of the company amounting to Rs. 7,084.86 lakhs (including Rs. 4,975.66 lakhs during the year) against settlements directly made by them for repayment of ICDs/Advances taken by the parent have been disclosed as short term borrowings. Pending finalisation of terms and conditions with respect to these loans, necessary disclosures in this respect have not been made in these consolidated financial statements.

26.3 The Board of Directors of the parent had in earlier years as well as in the current year has ratified the payment made by Individuals amounting to Rs. 3,500.00 lakhs, from body corporates amounting to Rs. 4,100.00 lakhs and from related parties amounting to Rs. 15,815.19 lakhs against settlements directly made by them for repayment of ICDs taken by the parent in earlier years and invocation of third party securities provided to one of the lender against borrowing made by the parent. Accordingly, disclosures in this respect have been made based on the terms and conditions as ratified and approved by the Board of Directors. This however does not include the payments made as per Note no. 26.2 above.

26.4 During the year ended 31st March 2024, one of the unsecured lender (erstwhile lender) had assigned a part of its loan amounting to Rs. 1,500.00 lakhs to one of the related party which had been taken on record and approved by the Board of Directors of the parent along with the terms and conditions as applicable for erstwhile lender. The said amount has been shown as unsecured loan from related party in these consolidated financial statements.

26.5 Pending completion of resolution with respect to parent's borrowings as stated in Note no. 60 any further charge or satisfaction as such could not be filed with Registrar of Companies (ROC) and details of charges herein above are based on filings done earlier.

26.6 Refer Note no. 22.5 for basis of the disclosure of securities against the parent's borrowing as mentioned herein above.

26.7 Also refer Note no. 37, 59, 60 and 62

27. TRADE PAYABLES

(₹ In Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Payable for Goods and Services	63		
a) Total outstanding dues of micro enterprises and small enterprises	27.1	1,525.88	1,396.31
b) Total outstanding dues other than micro enterprises and small enterprises		8,184.24	8,158.66
		9,710.12	**9,554.97**

27.1 Disclosure of Trade payables as required under section 22 of Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, are based on the confirmation and information available with the Parent regarding the status of suppliers. (Also Refer Note no. 63).

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
a) Principal amount remaining unpaid but not due as at year end		1,525.88	1,396.31
b) Interest amount remaining unpaid but not due as at year end		–	–
c) Interest paid by the Parent in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year		–	–

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
d) 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 Micro, Small and Medium Enterprises Development Act, 2006		–	–
e) Interest accrued and remaining unpaid as at year end		–	–
f) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise		–	–

27.2 Trade Payable ageing schedule to the extent possible based on the outstanding balance as computed from date of transaction are as follows: (Also Refer Note no. 59).

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Undisputed - Non MSME			
Less than 1 year		1,725.33	2,607.24
1-2 years		910.11	7.95
2-3 years		1,536.27	2,128.29
More than 3 years		4,012.53	3,415.18
		8,184.24	**8,158.66**
Undisputed - MSME			
Less than 1 year		1,437.84	918.60
1-2 years		60.01	199.73
2-3 years		23.49	161.22
More than 3 years		4.54	116.76
		1,525.87	**1,396.31**
Disputed - MSME			
Less than 1 year		–	–
1-2 years		–	–
2-3 years		–	–
More than 3 years		–	–
		–	–
Disputed - Non-MSME			
Less than 1 year		–	–
1-2 years		–	–
2-3 years		–	–
More than 3 years		–	–
		–	–

27.3 Unbilled amount included above being less than 1 year are as follows:

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Undisputed - Non MSME		699.16	482.01
Undisputed - MSME		–	–
		699.16	**482.01**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

28. OTHER FINANCIAL LIABILITIES

(₹ In Lakhs)

Particulars	Refer Note no.	As at 31st March 2025		As at 31st March 2024	
		Non-Current	Current	Non-Current	Current
Interest accrued and due on borrowings	22.1, 28.2 and 28.3	–	95,502.05	–	76,234.64
Interest accrued but not due on borrowings		–	1,634.95	–	1,086.74
Unpaid Dividends	28.1	–	5.15	–	9.19
Unclaimed Fractional Share Sale Proceeds	28.1	–	0.16	–	0.16
Deposits Received from Agents/ Customers	63	–	102.86	–	107.30
Employee Benefits Payable		–	9,099.18	–	7,943.75
Payable against Fair Trade Premium		–	21.14	–	2.13
Payable against Specified Assets of Sold Tea Estates (Net)	11.2 and 63	–	490.89	–	54.28
Book overdraft	28.4	–	8.19	–	242.05
		–	**1,06,864.57**	**–**	**85,680.24**

28.1 There are no amounts due for transfer to the Investor Education and Protection Fund as at the year end.

28.2 The liability in relation to borrowings of Parent have been stated based on the provisions and appropriations stated in Note no. 37.1 and 37.2, pending resolution of parent's borrowing and confirmation/reconciliation of balances etc. by the lenders (Refer Note no. 62(a)).

28.3 Interest accrued and due is net of Rs. 3,458.64 lakhs (31st March 2024: Rs. 3,405.87 lakhs) being debit balances against cash credit facilities from certain lenders which in terms of Note no. 62(a) are to be adjusted against principal repayments pending confirmation and reconciliation as detailed in the said note.

28.4 Represents cheques issued by the Parent against current account balances pending presentation for payment by the bank.

29. OTHER CURRENT LIABILITIES

(₹ In Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Advances from Customers, Selling Agents and others	63 and 29.2	5,439.36	5,775.09
Statutory Payables (including Provident Fund and Tax deducted at Source)	29.3, 29.4 and 63	17,262.01	13,003.29
Advances against Sale of Fixed Assets	29.1 and 63	1,424.85	1,545.79
Deferred Revenue arising from Government Grants	25.1	31.36	31.34
Income Received in Advance		–	0.55
		24,157.58	**20,356.05**

29.1 The Parent had received advance of Rs. 1,413.87 lakhs related to Sale of Specified Assets of Boroi Tea Estates and Assam Valley School (Net book Value: Rs. 3,001.76 lakhs). However pursuant to the injunction imposed vide the order of Hon'ble High Court of Delhi as stated in Note no. 54(c), such transaction could not materialise and as such have been disclosed under Advance against Sale of Fixed Assets. Pending this, the related assets remain included and have been disclosed under respective heads of Property, Plant and Equipment. The possibilities of sale etc, in this respect will be reviewed and considered based on outcome of resolution as per Note no. 60 and consequential withdrawal of injunction.

29.2 Includes advance of Rs. 3,600.00 lakhs (net of Rs. 1,400.00 lakhs paid by third party during the year) received in earlier years against sale of tea, pending finalisation of terms and conditions thereof (Also refer Note no. 37.2).

29.3 Statutory Payable includes Rs. 15,051.73 lakhs in respect of Provident Fund where representation were made by the Parent to the authorities on account of delay in deposit of Statutory dues seeking extension for payment thereagainst awaiting approval as on this date as detailed in Note no. 62(d).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

30. PROVISIONS

(₹ In Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Provision for Tax on Proposed Dividend	30.1	344.77	344.77
Provision for Other Retiral Benefits	30.2	662.35	662.35
Provision for Others	30.3	1,605.00	1,605.00
		2,612.12	**2,612.12**

30.1 Hon'ble Supreme Court vide its judgement dated 20th September 2017 held that the provisions of Rule 8 of Income Tax Act, 1961 is not applicable while making payment of dividend distribution tax as per section 115-O of the Income Tax Act, 1961. No fresh proceedings/ demands has been made by the tax authorities in response to the aforesaid judgement passed by the Hon'ble Court. However, the Parent has made full provision for tax in the consolidated financial statements in earlier years.

30.2 Shortfall in value of investments held by Employee Provident Fund Trust covered under defined benefit plan, as estimated and provided for in earlier years by the parent has been carried forward in these consolidated financial statements.

30.3 Provision for others include Rs. 105.00 lakhs (31st March 2024: Rs. 105.00 lakhs) which relates to various demands raised by the buyer's of Specified Assets of Tea Estates in respect of expenditure incurred by them in relation to period prior to hand over of such tea estates, pending reconciliation and finalisation of the same with the books of accounts. Further, provision of Rs. 1,500.00 lakhs (31st March 2024: Rs. 1,500.00 lakhs) made in earlier year, being the estimated cost to be incurred in relation to Sale of Specified Assets of Tea Estates as reviewed during the year has been carried forward in these consolidated financial statements.

30.4 Movement in the Provisions are as follows:

Particulars	Provision for Tax on Proposed Dividend	Provision for Other Retiral Benefits	Provision for Other
As on 1st April 2023	**344.77**	**662.35**	**1,605.00**
Provided during the Year	–	–	–
Reversal during the Year	–	–	–
As on 31st March 2024	**344.77**	**662.35**	**1,605.00**
Provided during the Year	–	–	–
Reversal during the Year	–	–	–
As on 31st March 2025	**344.77**	**662.35**	**1,605.00**

31. CURRENT TAX LIABILITIES (NET)

(₹ In Lakhs)

Particulars	Refer Note no.	As at 31st March 2025	As at 31st March 2024
Provision for Income Tax		1,836.18	3,478.87
[Net of Advance Tax Rs. 19,979.25 lakhs (31st March 2024: Rs.18,175.78 lakhs)]			
		1,836.19	**3,478.87**

31.1 Provision for taxation and advance payment thereagainst are reviewed and adjusted on assessment by the tax authorities. Unresolved matters contested and unprovided for are disclosed as contingent liabilities depending upon the past trend, judicial pronouncements and amount involved therein.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

32. REVENUE FROM OPERATIONS

(₹ In Lakhs)

Particulars	Refer Note no.	Year ended 31st March 2025	Year ended 31st March 2024
Sale of Products - Tea	32.2	1,17,201.12	1,11,754.71
Other Operating Revenues			
Government Grants	32.1		
- Subsidy on Orthodox Tea		52.42	–
- Transport Subsidy		72.21	39.25
- Subsidy- Capital Items	25.1	31.36	31.36
- Accrued duty exemption entitlement and other benefits relating to exports		439.83	341.19
Liabilities/ Provisions no Longer Required Written Back	32.3	494.33	1,133.97
Profit on Compulsory acquisition of Leasehold Land by Government	32.4	149.96	113.16
Scrap sales and other income from operations		99.34	175.04
		1,18,540.57	**1,13,588.68**

32.1 Government grant relates to incentives and assistances provided against replantation, production of orthodox tea, duty exemption, transportation and other export benefits made available to Tea Industry under various Tea Development and promotion Schemes and other policies of Government of India. There are no unfulfilled conditions or other contingencies attached to the grants recognised during the year. Further, subsidy in respect of certain scheme amounting to Rs. 213.52 lakhs (31st March 2024: Rs. 149.37 lakhs) has not been accrued during the year as there has been considerable delay in payment of provident fund and other employees related dues of tea estates and as such the same shall be accounted for in the year of determination/or on certainity of realisation thereof.

32.2 **Disaggregate Revenue**

The Revenue has been recognised based on point of sale. The break up of revenue stream with respect to geographical location of the Group are as follows:

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Sale of Tea		
Within India	73,296.22	70,385.03
Outside India	43,495.74	41,040.87
Tea Waste Sales- Within India	409.16	328.81
	1,17,201.12	**1,11,754.71**

32.3 Certain old provisions and liabilities being no longer payable and/or required on review being made in the respective year have been written back in these consolidated financial statements.

32.4 Profit on compulsory acquisition of leasehold land of Parent by government relates to certain portion of land of certain tea estates acquired by the government for highway projects and is being accounted for on determination of amount thereof.

33. OTHER INCOME

(₹ In Lakhs)

Particulars	Refer Note no.	Year ended 31st March 2025	Year ended 31st March 2024
Interest on Financial assets carried at amortised cost			
Deposits with banks and NABARD		20.52	28.24
Loans	33.2	216.96	230.38

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

Others		7.45	3.96
Dividend on Long Term Trade Investments			
From Subsidiary Company		–	–
From Others		16.63	–
Interest on Tax Refunds		–	217.96
Insurance Claims		57.82	140.30
Profit on Disposal of Property, Plant and Equipment (Net)		11.65	19.88
Liabilities/provision no longer required written back		–	–
Sundry Income	33.1	188.64	424.75
		519.67	**1,065.47**

33.1 Includes Rs. 28.91 Lakhs (31st March 2024: Rs. 28.32 lakhs) rental income derived from Properties given on short-term lease by the subsidiary and its one step-down subsidiary.

33.2 The parent received request in earlier years as well as in current year from various bodies corporate to whom Loans were given and outstanding as on 31st March 2025 for waiver of Interest. Interest on unsecured loan given to various companies as given in Note no. 58(a), considering the uncertainty with respect to recoverability thereof and also that companies have requested to waive the interest pending finalisation of terms thereof has not been accrued. Such interest at the rate specified in earlier years works out to be Rs. 2,02,122.24 lakhs (including Rs. 33,131.52 lakhs for the year). As stated in Note no. 58(a), terms and conditions for repayment of loans including interest thereon shall be specified and outstanding amount shall be recovered/adjusted and/or restructured depending upon the outcome of the CIRP proceeding currently under implementation in case of one of the Group company where these loans have mainly been advanced to provide financial support and the legal proceedings initiated by the parent against the borrowing companies or otherwise and/or on completion of the resolution of the parent's borrowing as stated in Note no. 60. Further, in respect of interest accrued in earlier years and outstanding as on 31st March 2025, provision of Rs. 9,941.50 lakhs has been made and adjustments if any needed in this respect will be given effect to on completion of the resolution as stated in the said note.

34. COST OF MATERIALS CONSUMED (₹ In Lakhs)

Particulars	Refer Note no.	Year ended 31st March 2025	Year ended 31st March 2024
Green Leaf (Consumed)	34.1		
Opening Stock of Raw Material		7.94	141.92
Add: Purchases		1,236.34	4,063.91
Less : Closing Stock of Raw material		92.53	7.94
		1,151.75	**4,197.89**

34.1 Cost of materials consumed includes green leaf purchased from external sources

35. CHANGES IN INVENTORIES OF FINISHED GOODS (₹ In Lakhs)

Particulars	Refer Note no.	Year ended 31st March 2025	Year ended 31st March 2024
Stock of Tea at the beginning of the year		5,385.08	7,589.88
Adjustment: On account of Foreign currency translation	35.1	(49.25)	(161.08)
Less: Stock of Tea at the end of the year		(5,443.20)	(5,385.08)
(Increase)/Decrease		**(107.37)**	**2,043.72**

35.1 Foreign currency translation adjustment relates to conversion difference arising on translation of inventories being a balance sheet item at closing rate in terms of Ind AS.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

36. EMPLOYEE BENEFITS EXPENSE

(₹ In Lakhs)

Particulars	Refer Note no.	Year ended 31st March 2025	Year ended 31st March 2024
Salaries, Wages and Bonus etc.		60,355.31	60,076.01
Contribution to Provident and Other Funds	42	7,529.30	7,626.13
Staff and Workers Welfare Expenses		6,104.15	6,705.96
		73,988.76	**74,408.10**

37. FINANCE COSTS

(₹ In Lakhs)

Particulars	Refer Note no.	Year ended 31st March 2025	Year ended 31st March 2024
Interest Expense			
On financial liabilities measured at amortised cost	37.1 to 37.3	22,549.68	20,176.86
Other borrowing cost		55.39	165.49
		22,605.07	**20,342.35**

37.1 Pending resolution with respect to parent's borrowings, Interest on borrowings have been provided for as stated in Note no. 62(a).

37.2 Short term borrowings include unsecured loans of Rs. 30,500.06 lakhs taken/recognised by the parent against which interest to the extent of Rs. 12,453.63 Lakhs (including Rs. 222.37 Lakhs for the year) has not been recognised pending final settlement/ completion of resolution of the parent's debt as stated in Note no. 60. Interest in this respect as stated in Note no. 37.1 above have been determined on simple basis at stipulated rate or otherwise advised/considered for similar arrangements from time to time. This includes interest on Rs. 7,084.86 lakhs (including Rs. 4,975.66 lakhs pertaining to the current year) against payment made by certain parties on behalf of the parent towards settlement of company' debt and advances taken in earlier year, whereby pending finalisation of terms and conditions, amount of interest thereagainst has been computed based on similar rate as considered in earlier years in other such cases. This however does not include interest if any on outstanding advances of Rs. 3,600.00 lakhs (net of Rs. 1,400.00 lakhs repayment made by third parties) from customers as stated in Note no. 29.2, pending recognition as Inter Corporate Deposits and finalisation of terms and conditions thereof. Further, Interest including compound/ penal interest if any payable with respect to these are currently not determinable and as such the amount in this respect have not been disclosed and included herein above.

37.3 In terms of the settlement arrived at for repayment of dues of Rs. 10,000.00 lakhs of a corporate lender in earlier period by another party on behalf of the parent, Rs. 5,000.00 lakhs (including Rs. 3,000.00 lakhs during the year) as agreed upon and since paid over and above the principal amount in terms of said settlement has been charged out and included under finance cost in the consolidated financial statement of respective years.

38. DEPRECIATION AND AMORTISATION EXPENSE

(₹ In Lakhs)

Particulars	Refer Note no.	Year ended 31st March 2025	Year ended 31st March 2024
Depreciation on Property, Plant and Equipment	5	5,872.98	6,267.82
Amortisation of Other Intangible Assets	7	251.22	311.49
		6,124.20	**6,579.31**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

39. OTHER EXPENSES

(₹ In Lakhs)

Particulars	Refer Note no.	Year ended 31st March 2025	Year ended 31st March 2024
Consumption of Stores and Spare Parts		4,515.23	4,322.27
Consumption of Manure, Fertiliser, Chemicals etc.		4,263.95	4,002.12
Consumption of Packing Materials		887.25	1,024.11
Power and Fuel		12,901.17	14,476.23
Electricity Charges		198.40	214.98
Rent	53	30.81	114.91
Lease Rent	53	4.89	7.12
Repairs to			
- Buildings		255.71	601.31
- Machinery		1,776.61	1,654.86
- Others		2,048.57	1,093.05
Insurance		363.90	392.03
Rates and Taxes		551.58	485.69
Travelling		466.98	525.33
Legal and Professional Fees		1,510.94	1,725.29
Royalty fee / License fee		–	380.89
Freight, Shipping and Selling Expenses		4,165.13	4,336.29
Brokerage on Sales		719.69	709.40
Provision for Doubtful Receivable/Advance/ Claims etc.		850.50	1,854.90
Provision for Slow moving Inventory		61.77	–
Net loss on forex derivatives at fair value through profit and loss		–	314.23
Bad Debts/ Sundry balances written off		575.23	37.29
Net Loss on Foreign Currency Transaction and Translation		216.77	175.51
Changes in Fair Value of Biological Assets	14.1	263.79	(92.02)
Director's Fees		30.80	40.80
Miscellaneous Expenses	39.1 and 39.2	1,256.89	1,485.70
		37,916.56	**39,882.29**

39.1 Expenditure on Research and Development of Rs. 158.10 lakhs (31st March 2024: Rs. 158.07 lakhs) represent subscription to Tea Research Association.

39.2 Miscellaneous Expenditure includes Payment to Auditor

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Audit Fees		
- Group Auditor	67.00	55.00
- Component Audtor	73.49	47.65
Tax Audit Fees	18.00	18.00
Limited review	42.00	42.00
Other reports and certification etc.	37.00	36.00

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

40. EXCEPTIONAL ITEMS

(₹ In Lakhs)

Particulars	Refer Note no.	Year ended 31st March 2025	Year ended 31st March 2024
Provision against Loans written back	40.1(a)	1,920.66	–
Gain on Loss of control in PBTCL	40.1(b)	–	507.62
		1,920.66	**507.62**

40.1 Exceptional Items include:

a) Provision of Rs. 1,920.66 lakhs created against amount receivable from TLK as stated in Note no. 66(b) written back in the consolidated financial statement during the year ended 31st March 2025

b) Gain of Rs. 507.62 lakhs on loss of control in PBTCL as per Note no. 66(b) during the year ended 31st March 2024.

41. SCHEMES OF AMALGAMATION/SCHEME OF ARRANGEMENT GIVEN EFFECT TO IN EARLIER YEARS

Pending completion of the relevant formalities of transfer of certain assets and liabilities acquired pursuant to the Schemes, such assets and liabilities remain included in the books of the Parent under the name of the transferor companies (including other companies which were amalgamated with the transferor companies from time to time). This is as per the practice currently being followed and impacts if any arising in this respect will be recognised as and when determined.

42. EMPLOYEE BENEFITS

I. Defined Contribution Plan

Provident Fund:

The Parent makes contributions to Provident Fund and Pension Scheme for eligible employees. Under the schemes, the Parent is required to contribute a specified percentage / fixed amount of the payroll costs to fund the benefits. The contributions as specified under the law are paid to the respective fund set up by the government authority. Contributions towards provident funds are recognised as an expense for the year.

Further, the Parent has also set up Provident Fund Trusts in respect of certain categories of employees which is administered by Trustees. Both the employees and the Parent make monthly contributions to the Funds at specified percentage of the employee's salary and aggregate contributions along with interest thereon are paid to the employees/ nominees at retirement, death or cessation of employment. The Trusts invest funds following a pattern of investments prescribed by the Government. The interest rate payable to the members of the Trusts is not lower than the rate of interest declared annually by the Government under The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, on account of interest is to be made good by the Parent. The Actuary has carried out actuarial valuation of plan's liabilities and interest rate guarantee obligations as at the balance sheet date as per the principle laid down in Ind AS19 issued by Ministry of corporate affairs and guidelines GN26 issued by the Institute of Actuaries of India. Based on such valuation, there is no future anticipated shortfall with regard to interest rate obligation of the Parent as at the balance sheet date. The Parent's contribution of Rs. 164.46 lakhs (31st March 2024: Rs. 170.90 lakhs) to the Provident Fund Trust in this respect has been expensed under the 'Contribution to Provident and Other Funds'.

Expense recognised for Defined Contribution Plans for the year is as under: (₹ In Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Employer's Contribution to Provident and Pension Fund	5,730.64	5,777.83
Employer's Contribution to Superannuation Fund	211.64	230.75

II. Post Employment Defined Benefit Plans:

The Post Employment defined benefit scheme are managed by Life Insurance Corporation of India Limited/Trust is a defined benefit plan. The present value of obligation is determined based on independent actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

benefit entitlement and measures each unit separately to build up the final obligation. Details of such fund are as follows:

a) Gratuity (Funded)

The Parent gratuity scheme, a defined benefit plan is as per the Payment of Gratuity Act, 1972, covers the eligible employees and is administered through certain gratuity fund trusts. Such gratuity funds, whose investments are managed by insurance companies/trustees themselves, make payments to vested employees or their nominees upon retirement, death, incapacitation or cessation of employment, of an amount based on the respective employee's salary and tenure of employment subject to a maximum limit of Rs. 20.00 lakhs. Vesting occurs upon completion of five years of service. The amount of gratuity payable is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

b) Superannuation (Funded)

The Parent Superannuation scheme, a Defined Benefit plan, is administered through trust funds and covers certain categories of employees. Investments of the funds are managed by insurance companies /trustees themselves. Benefits under these plans had been frozen in earlier years with regard to salary levels then prevailing. Upon retirement, death or cessation of employment, Superannuation Funds purchase annuity policies in favour of vested employees or their spouses to secure periodic pension. Such superannuation benefits are based on respective employee's tenure of employment and salary.

c) Staff Pension (Unfunded)

The Parent's Staff Pension Scheme, a Defined Benefit plan, covers certain categories of employees. Pursuant to the scheme, monthly pension is paid to the vested employee or his/her nominee upon retirement, death or cessation of service based on the respective employee's salary and tenure of employment subject to a limit on the period of payment in case of nominee. Vesting occurs upon completion of twenty years of service.

d) Gratuity Plan (Unfunded) in respect of MRUL, a subsidiary company:

MRUL's terms and conditions of employment provide for a gratuity to Ugandan nationals employed by the MRUL. The gratuity is payable after completion of five years' service upon resignation, retirement or termination and on condition that the employee leaves honourably. The gratuity is calculated at twenty working days per year of service for employees with five to ten years service and thirty working days per year of service for those with more than ten years service. The provision takes account of service rendered by employees up to the balance sheet date and is based on actuarial valuation.

e) Gratuity Plan (Unfunded) in respect of MRME, a subsidiary company:

Provision is made for end-of-service gratuity payable to the staff at the balance sheet date in accordance with United Arab Emirates labour law.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

The following tables set forth the particulars in respect of aforesaid Defined Benefit plans of the Group for the year ended 31st March 2025 and corresponding figures for the previous year:

(₹ In Lakhs)

Particulars		Year ended 31st March, 2025			
		Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)	Gratuity Fund (MRUL) (Unfunded)
I	**Components of Defined Benefit Cost**				
	– Recognised in Profit or Loss				
	1 Current Service Cost	734.60	–	346.11	38.32
	2 Past Service Cost	–	–	–	–
	3 Interest Cost	1,473.33	10.61	461.92	77.54
	4 Expected return on plan assets	(895.73)	(101.74)	–	–
	5 Total expense recognised in the Statement of Profit and Loss	1,312.22	(91.13)	808.03	115.86
	– Re-measurements recognised in Other Comprehensive Income				
	6 Return on plan assets (excluding amounts included in Net interest cost)	82.96	39.39	–	–
	7 Effect of changes in demographic assumptions	–	–	–	–
	8 Effect of changes in financial assumptions	(160.06)	(0.36)	(18.86)	–
	9 Changes in asset ceiling (excluding interest income)	–	–	–	–
	10 Effect of experience adjustments	984.55	4.63	269.17	294.27
	11 Total re-measurements included in Other Comprehensive Income	**907.45**	**43.66**	**250.31**	**294.27**
	12 Total defined benefit cost recognised in Profit and Loss and Other Comprehensive Income (5+11)	**2,219.67**	**(47.47)**	**1,058.34**	**410.13**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

(₹ In Lakhs)

	Particulars	Year ended 31st March, 2024			
		Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)	Gratuity Fund (MRUL) (Unfunded)
I	**Components of Defined Benefit Cost**				
	– Recognised in Profit or Loss				
	1 Current Service Cost	969.87	–	431.18	38.67
	2 Past Service Cost	–	–	–	–
	3 Interest Cost	1,326.61	240.69	460.33	110.88
	4 Expected return on plan assets	(1,046.61)	(134.03)	–	–
	5 Total expense recognised in the Statement of Profit and Loss	**1,249.87**	**106.66**	**891.51**	**149.55**
	- Re-measurements recognised in Other Comprehensive Income				
	6 Return on plan assets (excluding amounts included in Net interest cost)	(262.13)	(8.14)	–	–
	7 Effect of changes in demographic assumptions	(34.52)	(25.58)	(7.93)	–
	8 Effect of changes in financial assumptions	512.78	1.15	32.02	–
	9 Changes in asset ceiling (excluding interest income)	–	–	–	–
	10 Effect of experience adjustments	1,797.09	45.19	(456.17)	(87.00)
	11 Total re-measurements included in Other Comprehensive Income	**2,013.22**	**12.62**	**(432.08)**	**(87.00)**
	12 Total defined benefit cost recognised in Profit and Loss and Other Comprehensive Income (5+11)	**3,263.09**	**119.28**	**459.43**	**62.55**

(₹ In Lakhs)

	Particulars	As on 31st March, 2025			
		Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)	Gratuity Fund (MRUL) (Unfunded)
II	**Net Asset/(Liability) recognised in Balance Sheet**				
	1 Present Value of Defined Benefit Obligation	22,010.78	154.71	7,075.27	655.61
	2 Fair Value of Plan Assets	12,583.07	1,606.78	–	–
	3 Status [Surplus/(Deficit)]	(9,427.71)	1,452.07	(7,075.27)	(655.61)
	4 Restrictions on Asset Recognised	–	–	–	–

(₹ In Lakhs)

	Particulars	As on 31st March, 2024			
		Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)	Gratuity Fund (MRUL) (Unfunded)
II	**Net Asset/(Liability) recognised in Balance Sheet**				
	1 Present Value of Defined Benefit Obligation	21,991.87	159.36	6,890.73	645.77
	2 Fair Value of Plan Assets	12,968.91	1,676.64	–	–
	3 Status [Surplus/(Deficit)]	(9,022.96)	1,517.28	(6,890.73)	(645.77)
	4 Restrictions on Asset Recognised	–	–	–	–

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

(₹ In Lakhs)

Particulars		As on 31st March, 2025			
		Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)	Gratuity Fund (MRUL) (Unfunded)
III	**Change in Defined Benefit Obligation (DBO)**				
	1 Present Value of DBO at the beginning of the year	21,991.87	159.36	6,890.73	645.77
	2 Current Service Cost	734.60	–	346.11	38.32
	3 Past Service Cost	–	–	–	–
	4 Interest Cost	1,473.33	10.61	461.92	77.54
	5 Remeasurement gains / (losses):				
	a. Effect of changes in demographic assumptions	–	–	–	–
	b. Effect of changes in financial assumptions	160.06	0.36	18.86	–
	c. Changes in asset ceiling (excluding interest income)	–	–	–	–
	d. Effect of experience adjustments	(984.55)	(4.63)	(269.17)	294.27
	6 Exchange difference on foreign plans	–	–	–	15.68
	7 Benefits Paid	(1,364.53)	(10.99)	(373.18)	(415.97)
	8 Present Value of DBO at the end of the year	**22,010.78**	**154.71**	**7,075.27**	**655.61**

(₹ In Lakhs)

Particulars		As on 31st March, 2024			
		Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)	Gratuity Fund (MRUL) (Unfunded)
III	**Change in Defined Benefit Obligation (DBO)**				
	1 Present Value of DBO at the beginning of the year	20,646.26	247.08	6,777.83	788.74
	2 Current Service Cost	969.87	–	431.18	38.67
	3 Past Service Cost	–	–	–	–
	4 Interest Cost	1,326.61	240.69	460.33	110.88
	5 Remeasurement gains / (losses):				
	a. Effect of changes in demographic assumptions	(34.52)	(25.58)	(7.93)	–
	b. Effect of changes in financial assumptions	512.78	1.15	32.02	–
	c. Changes in asset ceiling (excluding interest income)	–	–	–	–
	d. Effect of experience adjustments	1,797.09	45.19	(456.17)	(87.00)
	6 Exchange difference on foreign plans	–	–	–	31.48
	7 Benefits Paid	(3,226.22)	(349.17)	(346.53)	(237.00)
	8 Present Value of DBO at the end of the year	**21,991.87**	**159.36**	**6,890.73**	**645.77**

IV Best Estimate of Parents' Expected Contribution for the next year

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
- Gratuity	2,953.64	2,879.35

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

(₹ In Lakhs)

		Particulars	As on 31st March, 2025			
			Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)	Gratuity Fund (MRUL) (Unfunded)
V	**Change in Fair Value of Assets**					
	1	Plan Assets at the beginning of the year	12,968.91	1,676.64	–	–
	2	Asset acquired in Business Combination	–	–	–	–
	3	Interest Income	895.73	101.74	–	–
	4	Remeasurement Gains / (Losses) on plan assets	82.96	39.39	–	–
	5	Actual Company Contributions	–	–	–	–
	6	Benefits Paid	(1,364.53)	(10.99)	–	–
	7	Settlement Cost	–	–	–	–
	8	Withdrawal from the Fund	–	(200.00)	–	–
	9	**Plan Assets at the end of the year**	**12,583.07**	**1,606.78**	**–**	**–**

(₹ In Lakhs)

		Particulars	As on 31st March, 2024			
			Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)	Gratuity Fund (MRUL) (Unfunded)
V	**Change in Fair Value of Assets**					
	1	Plan Assets at the beginning of the year	14,886.39	1,883.64	–	–
	2	Asset acquired in Business Combination	–	–	–	–
	3	Interest Income	1,046.61	134.03	–	–
	4	Remeasurement Gains / (Losses) on plan assets	262.13	8.14	–	–
	5	Actual Company Contributions	–	–	–	–
	6	Benefits Paid	(3,226.22)	(349.17)	–	–
	7	Settlement Cost	–	–	–	–
	8	Withdrawal from the Fund	–	–	–	–
	9	**Plan Assets at the end of the year**	**12,968.91**	**1,676.64**	**–**	**–**

VI Actuarial Assumptions

	Particulars	As on 31st March, 2025		As on 31st March, 2024	
		Discount Rate (%)	Return on Plan Assets (%)	Discount Rate (%)	Return on Plan Assets (%)
1	Gratuity	6.89	6.89	6.97	6.97
2	Superannuation	6.89	6.89	6.97	6.97
3	Staff Pension	6.89	–	6.97	–
4	Medical Benefit Liability	6.89	–	6.97	–
5	Expatriate Pension	6.89	–	6.97	–
6	Gratuity Fund (MRUL)	17.10	–	16.04	–

The estimates of future salary increases, considered in actuarial valuations take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

VII Major Category of Plan Assets as a % of the Total Plan Assets

	Particulars	As on 31st March, 2025		As on 31st March, 2024	
		Amount (₹ In Lakhs)	%	Amount (₹ In Lakhs)	%
1	Government Bonds	23.76	0.17	23.71	0.16
2	Investment with Life Insurance Corporation of India	200.13	1.41	186.95	1.28
3	Investment with Other Insurance Companies	13,378.87	94.28	13,466.48	91.95
4	Cash and Cash Equivalents	587.09	4.14	968.41	6.61
	Total	**14,189.85**	**100.00**	**14,645.55**	**100.00**

Plan assets represent investment in various categories. The return on amounts invested with LIC is declared annually by them. Return on amounts invested with Insurance companies, other than LIC, is mostly by way of Net Asset Value declared on units purchased, with some schemes declaring returns annually. Investment in Bonds and Special Deposit carry a fixed rate of interest. The expected return on plan assets is determined after taking into consideration composition of the plan assets held, assessed risk of asset management and other relevant factors.

VIII. Sensitivity Analysis

The sensitivity analysis below 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.

	Particulars	Impact on Defined Benefit Obligations			
		Year ended 31st March, 2025			
		Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)	Gratuity- MRUL (Unfunded)
		%	%	%	%
	Increase in Assumption of				
1	Discount Rate by 0.50%	(4.46)	(2.13)	(1.73)	(5.43)
2	Salary Growth Rate by 0.50%	4.87	–	0.01	–
3	Attrition Rate by 0.50%	0.02	–	1.83	–
	Decrease in Assumption of				
1	Discount Rate by 0.50%	4.83	2.24	1.81	4.95
2	Salary Growth Rate by 0.50%	(4.54)	–	(0.01)	–
3	Attrition Rate by 0.50%	(0.02)	–	(1.76)	–

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

Particulars		Impact on Defined Benefit Obligations			
		Year ended 31st March, 2024			
		Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)	Gratuity- MRUL (Unfunded)
		%	%	%	%
	Increase in Assumption of				
1	Discount Rate by 0.50%	(4.49)	(2.29)	(1.78)	(5.62)
2	Salary Growth Rate by 0.50%	4.89	–	0.02	–
3	Attrition Rate by 0.50%	0.02	–	1.88	–
	Decrease in Assumption of				
1	Discount Rate by 0.50%	4.86	2.38	1.86	5.11
2	Salary Growth Rate by 0.50%	(4.57)	–	(0.02)	–
3	Attrition Rate by 0.50%	(0.02)	–	(1.82)	–

IX. Risk Exposure

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

Asset volatility: The plan liabilities in case of Parent are calculated using a discount rate set with reference to bond yields. If plan assets underperform, this yield will create a deficit. The plan asset investments is in bonds, special deposit, LIC and other insurance companies. The Group has a risk management strategy where the aggregate amount of risk exposure on a portfolio is maintained at a fixed range. Any deviation from the range are corrected by rebalancing the portfolio. The Group intends to maintain the above investment mix in the continuing years.

Changes in yields: A decrease in yields will increase plan liabilities.

Life Expectancy: The pension plan obligations are to provide benefits for the life of the member, so increases in life expectancy will result in the increase in the plans liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

The group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The group has not changed the processes used to manage its risks from previous periods. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

X. The average duration of liabilities for all the funds is as follows :

Particulars	(No. of Years)	
	As at 31st March 2025	As at 31st March 2024
Defined benefit obligation		
Gratuity Fund (Funded)- Parent		
McLeod Russel India Limited Employees Gratuity Fund	16	16
George Williamson (Assam) Limited Employees Group Gratuity Fund	17	17
The Bisnauth Tea Company Limited Employees Group Gratuity fund	17	17
Gratuity Fund (Unfunded)- Subsidiary		
McLeod Russel Uganda Limited	8	8
Superannuation Fund (Funded)		
George Williamson (Assam) Limited Superannuation Fund	5	7
Williamson Magor & Company Limited Superannuation Fund	4	4
McLeod Russel India Limited Superannuation Fund	4	4
Staff Pension Fund (Unfunded)		
McNeil & Magor and McLeod Russel Group	3	3

XI. The expected maturity analysis of undiscounted pension, gratuity and post-employment medical benefits is as follows:

(₹ In Lakhs)

Particulars	Gratuity Fund (Funded)	Superannuation Fund (Funded)	Staff Pension Fund (Unfunded)	Gratuity -MRUL (Unfunded)
As at 31st March 2025				
Less than a year	2,953.64	61.03	2,490.05	35.77
Between 1-2 years	1,579.03	2.01	875.82	92.48
Between 2-5 years	4,938.37	42.56	1,919.46	362.22
Over 5 years	42,708.57	49.12	4,399.43	9,102.07
	52,179.61	**154.72**	**9,684.76**	**9,592.55**
As at 31st March 2024				
Less than a year	2,879.35	52.88	2,408.92	49.38
Between 1-2 years	1,696.49	18.86	876.73	64.36
Between 2-5 years	5,276.83	37.38	2,335.62	379.99
Over 5 years	44,121.39	50.24	4,206.81	9,562.93
	53,974.06	**159.36**	**9,828.08**	**10,056.66**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

43. COMMITMENTS

(a) Capital Commitments **(₹ In Lakhs)**

Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances) is as follows:

Particulars	As at 31st March 2025	As at 31st March 2024
(I) Property, Plant and Equipment		
Commitment (Gross)	103.74	42.06
Advances against above commitments	(49.05)	(30.83)
Commitment (Net)	**54.69**	**11.23**

(b) Other Commitments

Particulars	As at 31st March 2025	As at 31st March 2024
Derivative Contracts		
Forward Contract		
USD/Ugx	–	38,00,000

44. CONTINGENT LIABILITIES (to the extent not provided) for in respect of:

a) Various show cause notices/ demands issued/ raised, which in the opinion of the management are not tenable and are pending with various forums / authorities:

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Parent :		
Electricity Dues- Inappropriate Electricity Withdrawal by the Tea Estates from Assam Power Distribution Company Limited	53.38	53.38
Excise Duty- Availment of refund was erroneous and to be recovered under Section 11A of the Central Excise Act, 1944	42.99	42.99
Income Tax- matters in respect of various exempted income and other disallowances	2,264.18	2,347.15
Service Tax- Demand of Service tax under reverse charge mechanism for royalty, license fee and consultancy fees	527.59	527.59
Land Revenue- Fine for Encroachment of Land declared and finalised as Ceiling Surplus in 2010	9.65	9.65
Subsidiary :		
Claims not acknowledged as Debts	126.14	59.63
- MRUL is a defendant in various legal actions arising in the normal course of business. In the opinion of the directors, after taking appropriate legal advice, the outcome of such actions will not give rise to any significant loss.		

b) The Parent had issued various "Letter of Comfort" to lenders against loans taken by promoter group and certain other companies. The aggregate amount of Comfort Letter issued and outstanding as on 31st March 2025 is Rs. 1,00,00.00 Lakhs (31st March, 2024: Rs. 1,13,599.78 Lakhs). In respect of other group companies including one of the company which is under CIRP as stated in Note no. 58(a) as confirmed by the management obligation in this respect have fully been absolved.

c) The Group's pending litigations comprises of claim against the companies in the Group and proceedings pending with Taxation/ Statutory/ Government/ Other Authorities. This includes income tax matter pending before Appellate Authorities where issues involved are similar in nature and in view of the management there is remote possibility for crystalisation of such liabilities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, and disclosed contingent liabilities, where applicable, in its consolidated financial statements. The group does not expect the outcome of these proceedings to have a material impact on its financial position. Future cash outflows, if any is dependent upon the outcome of judgments / decisions which is not practicable to be determined pending resolution of the same.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

45. RELATED PARTY DISCLOSURES

Related party disclosure as identified by the management in accordance with the Ind AS 24 on 'Related Party Disclosures' are as follows:

(a) Associate

D1 Williamson Magor Bio Fuel Limited (D1WMBFL)

(b) Key Management Personnel

Mr. Aditya Khaitan (AK)	Managing Director and Chairman
Mr. Amritanshu Khaitan (AAK)	Non-Executive Director
Mr. Suman Bhowmik (SB)	Non-Executive Director (Upto 10th July 2024)
Mr. Raj Vardhan (RV)	Non-Executive Director (Upto 10th July 2024)
Mr. Sanjay Ginodia (SG)	Non-Executive Director (w.e.f 10th July 2024)
Dr. Rupanjana De (RD)	Non-Executive Director
Mr. Amarnath Dhar (AD)	Non-Executive Director (w.e.f 18th July 2024)
Mr. Indrajit Sengupta (IS)	Non-Executive Director (w.e.f 18th July 2024)

(c) Relatives of Key Management Personnel

Mrs. Kavita Khaitan (KK)	Wife of Managing Director
Mr. Akhil Khaitan (AKK)	Son of Managing Director
Mrs. Apurvi Jalan (AJ)	Daughter of Manging director

(d) Entities where KMP or their close member have significant influence or control or Group Enterprises or Companies under common control and with whom transaction have taken place during the year

Soom Stud Farm Private Limited (SSFPL)
United Machine Company Limited (UMCL)
R. Ginodia & Co. LLP (RGCLP)
Sunrise Valley Projects Private Limited (SVPPL)
Ichamati Investments Limited (IIL)
Seajuli Investments Private Limited (SIPL)
Bishnauth Investments Limited (BIL)
Dufflaghur Investments Limited (DIL)

(e) Employee's Trust

The Bishnauth Tea Company Limited Employees Group Gratuity Fund (BTCGF)
George Williamson (Assam) Limited Employees Gratuity Fund (GWLGF)
McLeod Russel India Limited Employees Gratuity Fund (MRILGF)
McLeod Russel (India) Limited Staff Provident Fund (MRILPF)
George Williamson (Assam) Limited Superannuation Fund (GWLSF)
Williamson Magor & Company Limited Superannuation Fund (WMCLSF)
McLeod Russel (India) Limited Staff Superannuation Fund (MRILSF)
The Bishnauth Tea Management Staff Superannuation Fund (BTMSSF)

(f) Related Party Transactions:

(A) Transaction with Managing Director and Chairman

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

(i) Key Management Personnel Compensation: (₹ In Lakhs)

Particulars	Year ended 31st March 2024	Excess Recoverable (Refer Note no. 10.1)	Net	Year ended 31st March 2023	Excess Recoverable (Refer Note no. 10.1)	Net
Short- term employment benefits						
AK	310.00	310.00	–	266.90	266.90	–
	310.00	**310.00**	**–**	**266.90**	**266.90**	**–**
Post-employment benefits						
AK	48.61	–	48.61	48.61	–	48.61
	48.61	**–**	**48.61**	**48.61**	**–**	**48.61**
Total compensation	**358.61**	**310.00**	**48.61**	**315.51**	**266.90**	**48.61**

(ii) Balance at the Year-end (₹ In Lakhs)

Particulars	Receivable (Refer Note no. 10.1)	
	As at 31st March 2025	As at 31st March 2024
AK	576.90	266.90

(B) Transactions / Balances with Associate: (₹ In Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
D1 Williamson Magor Bio Fuel Limited		
Short Term Loan taken	2,000.00	204.20
Closing balance at the Year-end		
Short Term Loan	7,514.20	5,514.20
Balance of Investment*	–	–
* (Cost - Rs.2,184.35 lakhs, fully impaired)		

(C) Transactions with Non-Executive Directors: (₹ In Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Sitting Fees		
AAK	4.00	4.80
SB	1.60	10.40
RV	1.60	10.40
SG	5.20	6.00
RD	8.00	9.20
AD	5.20	–
IS	5.20	–
	30.80	**40.80**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

(D) Transactions with Enterprise where KMP have significant influence or control and Companies under common control:

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Loan Assignment		
UMCL	900.00	600.00
	900.00	**600.00**
ICD taken		
SIPL	1,000.00	–
BIL	700.00	–
DIL	100.00	–
	1,800.00	**–**
Closing Payable		
SSFPL	100.00	100.00
IIL	5,565.19	5,565.19
SIPL	1,000.00	
BIL	700.00	–
DIL	100.00	–
UMCL	1,500.00	600.00
	8,965.19	**6,265.19**

(E) Transactions with Relative of KMP: (₹ In Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Remuneration		
KK	30.06	29.90
AJ	16.35	-
AKK	17.85	17.78
	64.25	**48.45**
Closing Payable		
KK	4.99	2.82
AJ	5.68	-
AKK	2.94	1.46
	13.61	**7.51**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

(F) Transactions with Trusts: (₹ In Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Contribution to Funds		
BTCGF	–	–
GWLGF	–	–
MRILGF	–	–
MRILPF	436.55	465.21
	436.55	**465.21**
Closing Liability (Net)		
BTCGF	1,606.11	1,796.22
GWLGF	4,051.67	3,859.75
MRILGF	3,769.93	3,366.99
	9,427.71	**9,022.96**
Closing Assets (Net)		
GWLSF	384.75	456.85
WMCLSF	402.07	472.44
MRILSF	665.25	587.99
	1,452.07	**1,517.28**

(g) Details of Remuneration Payment to KMP: (₹ In Lakhs)

Particulars	AK	Other Directors	Year ended 31st March 2025	AK	Other Directors	Year ended 31st March 2024
Short- term employment benefits						
- Salary	310.00	–	310.00	266.81	–	266.81
- Perquisites	–	–	–	0.09	–	0.09
- Sitting fees	–	30.80	30.80	–	40.80	40.80
	310.00	**30.80**	**340.80**	**266.90**	**40.80**	**307.70**
Post-employment benefits						
Contribution to provident fund (including pension)	48.61	–	48.61	48.61	–	48.61
	48.61	**–**	**48.61**	**48.61**	**–**	**48.61**
Total compensation	**358.61**	**30.80**	**389.41**	**315.51**	**40.80**	**356.31**

Note:

1. The above related party information is as identified by the management and relied upon by the auditor.
2. All transactions from related parties are made in ordinary course of business. For the year ended 31st March 2025, the Group has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year by reviewing the financial position of the related party and the market in which the related party operates.
3. In respect of above parties, there is no provision for doubtful debts as on 31st March 2025 and no amount has been written back or written off during the year other than those disclosed above in respect of debts due from/ to them.
4. Post-Employee benefits and other long-term employee benefits have been disclosed/paid on retirement/resignation of services but does not include provision made on actuarial basis as the same is available for all the employees together.
5. Also refer Note no. 58(b).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

46. EARNINGS PER SHARE

Particulars		Year ended 31st March 2025	Year ended 31st March 2024
Earnings per share (EPS) has been computed as under:			
(a)	Net profit/(loss) after taxes as per Statement of Profit and Loss (Rs. in lakhs)	(19,786.53)	(31,159.09)
(b)	Computation of Weighted Average Number of Shares		
	Number of equity shares outstanding as on Opening	10,44,55,735	10,44,55,735
	Changes in Equity Share Capital during the year	–	–
	Number of equity shares outstanding as on Closing	10,44,55,735	10,44,55,735
(c)	Weighted average number of Equity shares outstanding for the purpose of basic and diluted earnings per share	10,44,55,735	10,44,55,735
(d)	Earnings per share on profit for the year [Face Value Rs. 5.00 per share]		
	Basic and Diluted EPS [(a)/(b)](Rs.)	**(18.94)**	**(29.83)**

47. SEGMENT INFORMATION

(a) The Group is primarily engaged in the business of cultivation, manufacture and sale of tea across various geographical location. In term of Ind AS 108 "Operating Segment", the Group has identified its operating segment based on their geographical locations. The chief operating decision maker uses a measure of segment results, depreciation and amortisation to assess the performance of operating segments.

The geographical segments have been identified as India, Vietnam, Uganda, Rwanda, UK and Others.

(b) Geographical Information (₹ In Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Segment Revenue		
India	1,02,213.62	92,196.06
Vietnam	–	325.92
Uganda	10,829.49	15,696.83
UK	–	–
Others	5,497.46	5,369.87
	1,18,540.57	**1,13,588.68**
Segment Results		
India	(24,687.11)	(31,805.81)
Vietnam	–	(416.56)
Uganda	(2,930.36)	(4,170.07)
UK	2,573.59	2.37
Others	585.92	232.71
Profit/(Loss) before Taxation (including Share of profit of Associate) and Minority Interest	**(24,457.96)**	**(36,157.36)**
Share of Profit of Associate	–	–
Less : Taxation Charge		
Current Tax	77.72	207.31
Income Tax relating to earlier years(net)	–	2.92
Deferred Tax - Charge/(Credit)	(4,748.16)	(5,208.50)
Profit/(Loss) after taxation	**(19,787.52)**	**(31,159.09)**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

(₹ In Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Capital Expenditure relating to segments:		
India	2,284.31	1,300.46
Vietnam	–	–
Uganda	128.29	558.70
Others	–	–
	2,412.60	**1,859.16**
Depreciation and amortisation relating to segments:		
India	5,034.18	5,202.08
Vietnam	–	183.54
Uganda	1,025.39	1,131.80
UK	62.81	60.30
Others	1.82	1.59
	6,124.20	**6,579.31**

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Segment Assets		
India	3,30,510.17	3,23,838.79
Vietnam	–	–
Uganda	24,218.08	24,742.68
UK	2,911.11	3,264.14
Others	1,872.48	1,737.60
	3,59,511.84	**3,53,583.21**
Segment Liabilities		
India	3,32,693.17	3,08,621.87
Vietnam	–	–
Uganda	20,206.48	19,080.01
UK	855.37	726.81
Others	92.78	147.72
	3,53,847.80	**3,28,576.41**

Note

The Group is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

48. FAIR VALUE MEASUREMENTS

The accounting classification of each category of financial instruments, their carrying amount and fair values as follows: (₹ In Lakhs)

Particulars	As at31st March 2025					As at 31st March 2024				
	FVTPL	FVTOCI	Amortised Cost	Total Carrying Value	Total Fair Value	FVTPL	FVTOCI	Amortised Cost	Total Carrying Value	Total Fair Value
Financial assets (Current and Non-Current)										
Investments										
- Equity Instruments	–	5,835.43	–	5,835.43	5,835.43	–	6,240.00	–	6,240.00	6,240.00
Trade Receivables	–	–	4,835.64	4,835.64	4,835.64	–	–	4,765.09	4,765.09	4,765.09
Loans	–	–	571.94	571.94	571.94	–	–	377.54	377.54	377.54
Inter-Corporate Deposits	–	–	1,85,628.35	1,85,628.35	1,85,628.35	–	–	1,86,184.68	1,86,184.68	1,86,184.68
Cash and Cash Equivalents	–	–	854.50	854.50	854.50	–	–	536.05	536.05	536.05
Other Bank Balances	–	–	31.00	31.00	31.00	–	–	92.24	92.24	92.24
Interest Receivable	–	–	15.83	15.83	15.83	–	–	183.25	183.25	183.25
Other Financial Assets	–	–	5,160.03	5,160.03	5,160.03	–	–	5,117.60	5,117.60	5,117.60
Total Financial assets	**–**	**5,835.43**	**1,97,097.29**	**2,02,932.72**	**2,02,932.72**	**–**	**6,240.00**	**1,97,256.45**	**2,03,496.45**	**2,03,496.45**
Financial liabilities (Current and Non-Current)										
Long Term Borrowings	–	–	32,835.67	32,835.67	32,835.67	–	–	29,868.28	29,868.28	29,868.28
Short Term Borrowings	–	–	1,74,436.40	1,74,436.40	1,74,436.40	–	–	1,59,390.24	1,59,390.24	1,59,390.24
Interest Accrued on Borrowings	–	–	97,137.00	97,137.00	97,137.00	–	–	77,321.38	77,321.38	77,321.38
Trade payables	–	–	9,710.12	9,710.12	9,710.12	–	–	9,554.97	9,554.97	9,554.97
Lease Liabilities	–	–	7.62	7.62	7.62	–	–	8.60	8.60	8.60
Other Financial Liabilities	–	–	9,727.57	9,727.57	9,727.57	–	–	8,358.86	8,358.86	8,358.86
Total Financial liabilities	**–**	**–**	**3,23,854.38**	**3,23,854.38**	**3,23,854.38**	**–**	**–**	**2,84,502.33**	**2,84,502.33**	**2,84,502.33**

(i) FAIR VALUATION TECHNIQUES:

The fair values of the financial assets and liabilities are included at the amount 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.

The following methods and assumptions were used to estimate the fair values. These assumptions are subject to completion of of resolution with respect to parent's debt and determination of terms and conditions of borrowings and amount given as loans to various parties as stated in note no. 60 and 58 respectively:

a) The fair value of cash and cash equivalents, current trade receivables and payables, current financial liabilities and assets and short term borrowings approximate their carrying amount largely due to the short-term nature of these instruments. The Group considers that the carrying amounts of financial assets and financial liabilities recognised at cost in the consolidated financial statements other than dealt with hereunder approximate their fair values.

b) The Group's long-term debt from Banks and financial institutions were originally contracted at floating rates of interest. Fair value of variable interest rate borrowings approximates their carrying value subject to adjustments made for transaction cost. Terms and conditions of the borrowings taken by the parent are pending resolution as stated in Note no. 60 and there is a uncertainty in this respect as on this date. Further, there are other unsecured borrowing as stated in note no. 26.2 terms and conditions whereof have not been decided.

c) The fair value of derivative financial instruments is determined based on observable market inputs including currency spot and forward rates, yield curves, currency volatility etc. The said valuation has been carried out by the counter party with whom the contract has been entered with. Management has evaluated the credit and non-performance risks associated with the counterparties and found them to be insignificant and not requiring any credit adjustments.

d) The fair value of Inter-Corporate deposits given by the parent and outstanding (net of provision) as on 31st March 2025 are based on management evaluation related to the credit and non-performance risks associated with the counterparties which is dependent on the outcome of the CIRP proceeding currently under implementation in case of one of the Group company where these loans have mainly been advanced to provide financial support and the legal proceedings initiated by the parent against the borrowing companies as stated in Note no. 58 or otherwise on completion of the resolution of the parent's borrowing as stated in Note no. 60 and there is a uncertainty to the extent as stated in the said note.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

e) Interest on borrowings both Short term and Long term in case of parent has been provided as stated in Note no. 62 which is subject to confirmation and/or on completion of resolution as stated in Note no. 60 and as such there is uncertainity in this respect as on this date and amount finally payable in this respect as such is currently not determinable.

(ii) FAIR VALUE HIERARCHY

(a) Financial Instruments

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

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

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

Level 3: If one or more of the significant inputs is not based on observable market data, the instruments is included in level 3.
During the year ended 31st March 2025 and 31st March 2024, there were no transfers between level 1, level 2 and level 3.

Financial assets and liabilities measured at fair value through profit or loss/ other comprehensive income as at 31st March 2025

(₹ In Lakhs)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investment at FVTOCI					
Quoted Equity Investments	9	5,834.72	–	–	5,834.72
UnQuoted Equity Investments	9	–	–	0.71	0.71
Total Financial Assets		**5,834.72**	**–**	**0.71**	**5,835.42**

Financial assets which are measured at amortised cost for which fair values are disclosed as at 31st March 2024 **(₹ In Lakhs)**

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Inter-Corporate Deposits	10 and 57			1,85,628.35	1,85,628.35
Total Financial assets		**–**	**–**	**1,85,628.35**	**1,85,628.35**
Financial liabilities					
Borrowings (including interest accrued)	22, 26, 28 and 60	–	3,04,409.07	–	3,04,409.07
Lease Liabilities	53		7.62	–	7.62
Total Financial liabilities		**–**	**3,04,416.69**	**–**	**3,04,416.69**

Note: The fair value considered for Inter Corporate Deposits and Borrowings by the parent are subject to as stated in Note no. 60.

Financial assets and liabilities measured at fair value through profit or loss/ other comprehensive income as at 31st March 2024

(₹ In Lakhs)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investment at FVTOCI					
Quoted Equity Investments	9	6,239.29	–	–	6,239.29
UnQuoted Equity Investments	9	–	–	0.71	0.71
Total Financial Assets		**6,239.29**	**–**	**0.71**	**6,240.00**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

Financial assets which are measured at amortised cost for which fair values are disclosed as at 31st March 2024

(₹ In Lakhs)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Inter-Corporate Deposits	10 and 58	–	–	1,86,184.68	1,86,184.68
Total Financial assets		**–**	**–**	**1,86,184.68**	**1,86,184.68**
Financial liabilities					
Borrowings (including interest accrued)	22, 26, 28 and 60	–	2,66,579.90	–	2,66,579.90
Lease Liabilities	53	–	8.60	–	8.60
Total Financial liabilities		**–**	**2,66,588.50**	**–**	**2,66,588.50**

(b) Biological assets other than bearer plants

This section explains the judgements and estimates made in determining the fair values of the biological assets other than bearer plants that are recognised and measured at fair value in the consolidated financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its biological assets other than bearer plants into level 2 in the fair value hierarchy, since no significant adjustments need to be made to the prices obtained from the local markets.

Biological assets other than bearer plants for which fair value (less cost to sell) are disclosed at 31st March 2025 **(₹ In Lakhs)**

Particulars	Note	Level 1	Level 2	Level 3	Total
Unharvested tea leaves	14	–	230.70	–	230.70
Total		**–**	**230.70**	**–**	**230.70**

Biological assets other than bearer plants for which fair value (less cost to sell) are disclosed at 31st March 2024 **(₹ In Lakhs)**

Particulars	Note	Level 1	Level 2	Level 3	Total
Unharvested tea leaves	14	–	488.40	–	488.40
Total		**–**	**488.40**	**–**	**488.40**

49. FINANCIAL RISK MANAGEMENT

The Group's activities exposed it to a variety of financial risks. The key financial risks include Market risk, Credit risk and Liquidity risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors of the respective companies in the Group reviews and approves policy for managing these risks. The risks are governed by appropriate policies and procedures and accordingly financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. As stated in Note no. 60, the Parent has defaulted in repayment of borrowings including interest accrued thereon due to non recovery of amount outstanding in respect of ICD's given by the Parent and pending completion of the resolution with respect to parent's borrowing currently under consideration of ARC. The Parent expects to restructure it's borrowings and mitigate the related financial risk. Financial risk management as stated below has been considered based on the assumption of successful outcome of the resolution of borrowing which is under consideration of the lenders as stated in the said note. The risk envisaged can materially be different depending upon terms and conditions specified in this respect.

(A) Credit risk

Credit risk refers to the risk of financial loss arising from default / failure by the counterparty to meet financial obligations as per the terms of contract. The Group is exposed to credit risk for receivables, cash and cash equivalents, financial guarantees and derivative financial instruments. Loans to group companies given has lead to material concentration of credit risks due to non-recoverability of amount thereagainst including accrued interest.

Credit risk on trade receivables is minimum since sales through different mode (eg. auction, consignment, private - both domestic and export) are made after judging credit worthiness of the customers, deposit from customers, advance payment or against letter of credit by banks. The history of defaults has been marginal and outstanding receivables are regularly monitored. Credit risk on the loans to parties is significant since recoverability thereagainst has been a matter of concern due to non-payment by promoter group and other entities to whom amount have been lent and in case of one of the promoter group company which was under CIRP as given in Note no. 58(a) and implementation of resolution plan as approved by Hon'ble NCLT is in process. The Parent has initiated legal proceedings against one of the promoter group company and is in the process against other entities. Further, the parent in case of a promoter group company

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

against which CIRP proceeding is under implementation and is expected to address the risk involved therein in due course of time on resolution with respect to the parent's borrowing.

For derivative and financial instruments, the Group manage its credit risks by dealing with reputable banks and financial institutions.

Credit risk with respect to the balances with banks and financial institutions is managed by each entity's treasury department in accordance with the Group's policy. The parent currently does not have surplus fund as such to make investments. However, in the event of fund being so available, Investments will be 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 to mitigate financial loss due to counterparty's potential failure to make payments.

The Group establishes an allowance for impairment that represents its estimate of losses in respect of trade and other receivables. Receivables are reviewed/evaluated periodically by the management and appropriate provisions are made to the extent recovery there against has been considered to be remote.

The carrying value of the financial assets (net of impairment losses) represent the maximum credit exposure. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 48.

Financial assets that are neither past due nor impaired

Cash and cash equivalents, investment and deposits with banks are neither past due nor impaired. Cash and cash equivalents with banks are held with reputed and credit worthy banking institutions.

Financial assets that are past due but not impaired

Certain Trade receivables which are past due at the end of the reporting period, no credit losses there against are expected to arise considering the steps being taken for realisation thereof. In case of Inter-Corporate Loans given by the parent due to the reasons given in Note no. 58, such losses are currently not being determinable and as such will be dealt with on determination thereof as stated in the said note.

(B) Liquidity risk

Liquidity risk refers to the risk that the Group fails to honour 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 of each entity in the Group monitors rolling forecasts of their liquidity position 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. The Parent had in earlier years granted loans to Promoter Group and other entities which created a mismatch in servicing its debt and other obligations. Further, the cash losses incurred and cut-back payment made as stated in Note no. 22.7 and Note no. 62(a) has further widened the gap of Current Assets vis-a-vis Current Liabilities leading to insufficient resources for meeting parent's obligations including those related to Employees, statutory and other liabilities causing accumulation of the amount lying unpaid against these liabilities to a significant extent at the end of the period. In this regards resolution with respect to parent's borrowing is under consideration as detailed in Note no. 60 to improve the overall liquidity over a period of time. Pending this, the parent as stated in said note is passing through prolonged financial distress over a considerable period of time.

Maturities of financial liabilities

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

i all non-derivative financial liabilities, and

ii derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

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. These amount of borrowings and interest thereon have been computed on the basis stated in Note no. 62(a) and the amount finally payable and terms of repayment thereof will be determinable on resolution with respect to parent's borrowing.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

Contractual maturities of financial liabilities as at 31st March 2025 **(₹ In Lakhs)**

Particulars	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
Non-derivatives					
Borrowings (including interest accrued)	2,75,072.86	3,000.43	9,284.86	5,748.27	2,93,106.42
Lease Liabilities	1.21	1.33	0.79	4.29	7.62
Trade Payables	9,710.12	–	–	–	9,710.12
Other financial liabilities	9,727.57	–	–	–	9,727.57
Total non-derivative financial liabilities	**2,94,511.76**	**3,001.76**	**9,285.65**	**5,752.56**	**3,12,551.73**

Contractual maturities of financial liabilities as at 31st March 2024 **(₹ In Lakhs)**

Particulars	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
Non-derivatives					
Borrowings (including interest accrued)	2,61,586.95	1,290.64	590.04	3,112.27	2,66,579.90
Lease Liabilities	0.98	1.09	1.36	5.17	8.60
Trade Payables	9,554.98	–	–	–	9,554.98
Other financial liabilities	8,358.86	–	–	–	8,358.86
Total non-derivative financial liabilities	**2,79,501.77**	**1,291.73**	**591.40**	**3,117.44**	**2,84,502.34**

(C) Market risk

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, EUR and GBP. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Group's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions.

The Group as per the risk management policy, hedges foreign currency transactions to mitigate the risk exposure and reviews periodically to ensure that the results from fluctuating currency exchange rates are appropriately managed.

The following table sets forth information relating to foreign currency exposure as at 31st March 2025: **(₹ In Lakhs)**

Particulars	USD	EUR	GBP	Total
Financial Assets (a)				
Cash and Cash equivalents	202.47	–	4.55	207.01
Trade Receivable	1,255.06	–	–	1,255.06
Inter-Corporate Deposits	11,460.80	–	–	11,460.80
	12,715.86	**–**	**4.55**	**12,922.87**
Financial Liabilities (b)				
Trade Payable	494.72	–	–	494.72
Borrowings	12,447.94	–	–	12,447.94
	12,942.66	**–**	**–**	**12,942.66**
Net Exposure in Foreign Currency **(a-b)**	**(226.80)**	**–**	**4.55**	**(19.78)**

10% appreciation of the respective foreign currencies with respect to functional currency (holding all other variables constant) of the Group would result in reduction in the Group's loss (having an impact on the consolidated financial statements) by approximately Rs. 1,292.29 lakhs for financial assets and increase in the Group's loss by approximately Rs. 1,294.27 lakhs for financial liabilities. 10% depreciation of INR would have an equal and opposite effect on the Group's financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

The following table sets forth information relating to foreign currency exposure as at 31st March 2024: **(₹ In Lakhs)**

Particulars	USD	EUR	GBP	Total
Financial Assets (a)				
Cash and Cash equivalents	3.52	–	4.69	8.21
Trade Receivable	1,792.09	–	–	1,792.09
Inter-Corporate Deposits	10,175.16	–	–	10,175.16
	11,970.77	–	4.69	11,975.46
Financial Liabilities (b)				
Trade Payable	513.76	–	–	513.76
Borrowings	10,573.75	–	–	10,573.75
	11,087.51	–	–	11,087.51
Net Exposure in Foreign Currency **(a-b)**	**883.26**	**–**	**4.69**	**887.95**

10% appreciation of the respective foreign currencies with respect to functional currency (holding all other variables constant) of the Group would result in decrease in the Group's loss (having an impact on the consolidated financial statements) by approximately Rs. 1,197.55 lakhs for financial assets and increase in the Group's loss by approximately Rs. 1,108.75 lakhs for financial liabilities. 10% depreciation of INR would have an equal and opposite effect on the Group's financial statements.

(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. Financial instrument at fixed rates of interest exposes the Group to fair value interest rate risk as there is no risk of interest rate volatility.

The Group's main interest rate risk arises from short term and long-term borrowings with variable rates, which expose the Group to cash flow interest rate risk. Considering the same, the carrying amount of said borrowings was considered to be at fair value. During 31st March 2025 and 31st March 2025, the Group's borrowings were at variable rate and mainly denominated in INR and USD.

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.

The exposure of the Group's financial assets and financial liabilities as at 31st March 2025 and 31st March 2024 to interest rate risk excluding certain ICDs and Deposits as dealt with in Note no. 26.4 are as follows:

Particulars	As at 31st March 2025		As at 31st March 2024	
	Floating Rate	Fixed Rate	Floating Rate	Fixed Rate
Financial Assets	–	1,85,628.35	–	1,86,184.68
Financial Liabilities	1,72,758.32	34,513.75	1,63,020.73	26,237.79
	(1,72,758.32)	**1,51,114.60**	**(1,63,020.73)**	**1,59,946.89**

Increase of 50 basis points (holding all other variables constant) in interest rates at the balance sheet date would result in increase in finance cost by Rs. 863.79 lakhs resulting in increase in loss for the year ended March 31st 2025 and Rs. 815.10 lakhs for the year ended 31st March 2024. A decrease in 50 basis point would have an equal and opposite effect on the Group's consolidated financial statements. This should be read with Note no. 37.2 regarding non-recognition of interest in Inter Corporate Deposits.

Interest risk on financial assets and liabilities as stated above has been considered based on the accounting followed in this respect as stated in note no. 58(a) and 62. The rate of interest and amount payable in this respect will finally be determinable on completion of resolution of parent's borrowing which as stated in Note no. 60 is under consideration of the lenders. The risk envisaged can materially be different on completion of the resolution and terms and condition specified in this respect.

(iii) Price risk

The Group is not an active investor in equity markets; it continues to hold certain investments in equity for long term strategic purpose which are accordingly measured at fair value through Other Comprehensive Income. The value of investments in such equity instruments as at 31st March 2025 is Rs. 5,834.72 lakhs (31st March 2024: Rs. 6,239.29 lakhs). Accordingly, fair value fluctuations arising from market volatility is recognised in Other Comprehensive Income.

(D) Agricultural Risk

Cultivation of tea being an agricultural activity and highly labour intensive industry where there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions, logistic problems inherent to remote areas, salaries, wages and other

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

benefits payable to workers and fluctuation of selling price of finished goods (tea) due to increase in supply/availability.

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

i Managing inventory levels of agro chemicals, fertilizers and other inputs to take care of adverse weather conditions.

ii Maintaining level of consumable stores viz packing materials, coal and HSD in order to mitigate financial risk arising from logistics problems.

iii Forward contracts are made with overseas customers as well as domestic private customers in order to mitigate the financial risk in fluctuation of selling price of tea.

iv Measures for rationalising the labour costs especially with possible variations of deployment thereof on casual basis.

v Day to day monitoring of the required liquidity in the system given the constraints currently faced by the parent in this respect. Resolution of parent's borrowing as stated in Note no. 60 is under consideration and outcome thereof as expected is for ensuring sustainability of core agricultural operations of the Parent.

50. CAPITAL MANAGEMENT

(a) Risk Management

The primary objective of the Group's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximize shareholder value. The Group's objective when managing capital is to safeguard its ability to continue as a going concern so that they can continue to provide returns for shareholders and benefits for other stakeholders. The Group is focused on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required without impacting the risk profile of the Group.

In order to maintain or adjust the capital structure, the parent depending upon the outcome of the resolution of the borrowings as stated in Note no. 60 may issue new shares or sell assets to reduce debt.

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

Net debt implies total borrowings of the Group as reduced by Cash and Cash Equivalent and Equity comprises all components attributable to the owners of the Parent

The following table summarises the Net Debt to Equity Ratio which is subject to final determination of amount thereof on resolution with respect to Parent's borrowing as stated in Note no. 60:

(₹ In Lakhs)

Particulars	Note	As at 31st March 2025	As at 31st March 2024
(i) Total Debt			
Borrowings - Non-Current	22	32,835.67	29,868.28
- Current	26	1,74,436.39	1,59,390.24
Current Maturities of Long Term Debt	26	5,975.92	24,875.33
Interest accrued but not due on borrowings	28	95,502.05	76,234.64
Interest accrued and due on borrowings	28	1,634.95	1,086.74
		3,10,384.98	**2,91,455.23**
Less : Cash and Cash Equivalents	16	854.50	536.05
Net Debt		**3,09,530.48**	**2,90,919.18**
(ii) Equity attributable to Shareholders	**20 and 21**	**5,664.04**	**25,006.80**
Net debt to equity ratio (i)/(ii)		**54.65**	**11.63**

Under the terms of the major borrowing facilities, the parent has not complied with some of the financial covenants as imposed by the bank and financial institutions.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31st March 2025 considering pending resolution with respect to parent's borrowing under consideration of ARC (Refer Note no. 60).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

51. DETAILS OF LOANS, INVESTMENTS AND GUARANTEES GIVEN COVERED UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013

A) Details of Investments are disclosed in Note no. 8 & 9 of the consolidated financial Statements

B) The Group has given Interest bearing Loans to following parties for their corporate and general purposes as detailed below:

(₹ In Lakhs)

Name of Parties	Interest Rate	As on 31st March 2024	Addition	Deduction	As on 31st March 2025
Williamson Magor & Co. Limited	12%	19,221.42	–	–	19,221.42
Babcock Borsig Limited	12%	14,500.00	–	–	14,500.00
Williamson Financial Services Limited	12%	22,200.00	–	–	22,200.00
Seajulie Developers & Finance Limited	12%	1,28,036.31	–	–	1,28,036.31
Woodside Parks Limited	12%	91,040.22	–	–	91,040.22
Metal Centre Limited	12%	198.00	–	–	198.00
Kilburn Office Automation Limited	12%	180.00	–	–	180.00
The Hoogly Mills Co. Limited	12%	720.00	–	–	720.00
SLU Holdings*	7.25%	1,173.74	61.05	–	1,234.79
Kovic Pte Limited*	5.50%	34.50	1.27	10.03	25.75
Vinod Enterprises	12%	13.00	–	–	13.00
		2,77,317.20	**62.32**	**10.03**	**2,77,369.48**

* Addition during the year includes foreign exchange fluctuation of Rs. 62.32 lakhs

Note: The Parent has not recognised interest income for reasons stated in Note no. 33.2 and 58(a).

52. INCOME TAX EXPENSE

This note provides an analysis of the Group's income tax expense and how the tax expense is affected by non-assessable and non-deductible items.

(a) Income Tax Expense

(₹ In Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Current Tax		
Income tax for the year	77.72	207.31
Total Current Tax (A)	**77.72**	**207.31**
Income tax relating to earlier years	-	2.92
Total Income Tax relating to earlier years (B)	**-**	**2.92**
Deferred tax for the year (Refer Note no. 24)	(4,748.16)	(5,208.50)
Total Deferred Tax (C)	**(4,748.16)**	**(5,208.50)**
Grand Total (A+B+C)	**(4,670.44)**	**(4,998.27)**

(b) Amount recognised in other comprehensive income

(₹ In Lakhs)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Deferred Tax (Refer Note no. 24)		
Income tax relating to items that will not be re-classified to profit or loss	(299.46)	483.59
Total	**(299.46)**	**483.59**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

(c) Reconciliation of effective tax rate: **(₹ In Lakhs)**

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Profit/ (Loss) before tax	(24,456.97)	(36,157.36)
Income tax expense calculated at an average rate	(8,309.80)	(10,950.87)
Effect of Tax Holiday under Agriculture Income	4,249.82	5,481.09
Effect of expenses that are deductible/non-deductible in determining taxable profit	101.54	(336.73)
Effect of income that is exempt from taxation	(25.34)	(8.15)
Effect of differences in expenses allowable on payment basis	(999.45)	–
MAT Credit Utilisation	216.38	–
Adjustment for tax on losses	17.51	738.45
Others	78.90	75.02
	(4,670.44)	**(5,001.19)**

Notes:

(i) The tax rate used in the corporate tax rate payable on taxable profits as per the respective tax laws of the respective countries.

(ii) The Parent agriculture income is subject to tax rates @ 30% under the respective state tax laws applicable in India. Further, considering the tax holiday granted by the State Government, effect of Deferred Tax reversal during the said tax holiday period has been excluded while computing Deferred Tax Assets.

(iii) The Parent has not exercised the option for paying income tax at concessional rates in accordance with the provisions/conditions as specified under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 as there are unutilised MAT Credit and other entitlement including 33AB and also the resolution with respect to parent's debt is under consideration as stated in Note no. 60 and impact thereof are presently not ascertainable.

53. DISCLOSURE AS PER IND AS 116

(i) Following are the changes in the carrying value of right of use assets: **(₹ In Lakhs)**

Particulars	Leasehold Land	Building	Total
As at 1st April 2023	1,286.57	214.29	1,500.86
Addition	69.88	–	69.88
Disposal/ Forex Adjustment	196.51	–	196.51
Adjustment/ Reclassification	–	–	–
Depreciation	7.43	10.20	17.63
As at 31st March 2024	**1,152.51**	**204.09**	**1,356.60**
Addition	0.83	–	0.83
Disposal/ Forex Adjustment	(94.30)	–	(94.30)
Adjustment/ Reclassification	–	–	–
Depreciation	2.41	10.20	12.61
Disposal/ Forex Adjustment	2.41	10.20	12.61
As at 31st March 2025	**1,245.23**	**193.89**	**1,439.12**

(ii) The following is the break-up of current and non-current lease liabilities: **(₹ In Lakhs)**

Particulars	As at 31st March 2025	As at 31st March 2024
Current lease liabilities	1.21	0.98
Non-Current lease liabilities	6.41	7.62
	7.62	**8.60**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

(iii) The following is the movement in lease liabilities: **(₹ In Lakhs)**

Particulars	**Amount**
As at 1st April 2023	**339.06**
Additions	–
Finance cost accrued during the period	12.74
Adjustment on cancellation/ modification of Lease	–
Payment of lease liabilities	
- Principal	(330.46)
- Interest	(12.74)
As at 31st March 2024	**8.60**
Additions	–
Finance cost accrued during the period	1.08
Adjustment on cancellation/ modification of Lease	–
Payment of lease liabilities	
- Principal	(0.98)
- Interest	(1.08)
As at 31st March 2025	**7.62**

(iv) The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis: **(₹ In Lakhs)**

Particulars	**As at 31st March 2025**
Not later than one year	4.61
Later than one year and not more than five years	5.71
Later than five years	7.32

(v) Further to above, the Group has certain operating lease arrangements for office, transit houses, etc. on short-term leases. Expenditure incurred on account of rental payments under such leases during the year and recognized in the Consolidated Statement of Profit and Loss amounts to Rs. 35.70 lakhs (31st March 2024: Rs. 122.03 lakhs). Also refer note no. (vi) below.

(vi) Lease Agreement in respect of premises having registered and corporate office of the parent had expired on 31st August, 2022 and terms thereof are yet to be finalised by the lessor. Pending this, the amount of rent payable by the parent including the adjustments towards the cost of maintenance etc. of the premises currently being undertaken by the company being non-determinable as such has not been recognised. Adjustments, if any required in this respect will be recognised on determination thereof and will then be given effect to in the consolidated financial statement of the subsequent periods.

54. SALE OF SPECIFIED ASSETS OF CERTAIN TEA ESTATES

On 9th August, 2018, the shareholders of the Parent approved to sell specified assets of certain tea estates. In continuation of the steps initiated in this respect in earlier years:

a) The specified assets of one tea estate had been identified and approved for sale. Memorandum of Understanding/ Term sheet with the proposed buyer for an aggregate consideration of Rs. 2,815.00 Lakhs, subject to due diligence and necessary approvals, etc. had also been entered by the parent. Pending final binding agreement and completion of the transaction, such sales has not been recognised. Advance of Rs 550.00 Lakhs received from the proposed buyer against sale consideration has been shown under 'Other Current Liabilities'.

b) The parent had received advances against sale of estates and certain other assets amounting to Rs. 1,413.87 lakhs (including Rs. 550.00 lakhs dealt in (a) above). Due to reason given in (c) below, the sale of these specified assets have not been given effect to and these has been continued to be included under Property, Plant and Equipment (PPE) and have been depreciated in accordance with other items of PPE.

c) The Hon'ble High Court of Delhi vide it's ad-interim ex-partie order of injunction dated 13th December 2019 has restrained the parent from selling, transferring, alienating, disposing, assigning, encumbering or creating third party rights on any of its assets and carrying out any changes in its capital structure or any corporate or debt restructuring and the matter is pending before Arbitral Tribunal.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

55. (a) Ageing Schedule of Capital Work in Progress are as follows:

As at 31st March 2025 (₹ In Lakhs)

Particulars	Less than 1 Year	1–2 Years	2–3 Years	More than 3 Years	Total
Projects in progress	1,172.99	531.28	1,680.34	745.61	4,130.22
Projects temporarily suspended	–	–	–	13.32	13.32

As at 31st March 2024 (₹ In Lakhs)

Particulars	Less than 1 Year	1–2 Years	2–3 Years	More than 3 Years	Total
Projects in progress	1,516.08	1,411.34	453.42	1,116.87	4,497.71
Projects temporarily suspended	–	–	–	13.32	13.32

(b) The expected completion of amount lying under Capital Work in progress whose completion is overdue or has exceeded its cost compared to its original plan are as below:

As at 31st March 2025 (₹ In Lakhs)

Particulars	Amount in Capital work in progress to be completed in				
	Less than 1 Year	1–2 Years	2–3 Years	More than 3 Years	Total
Projects in progress	7.58	2.60	2.95	–	13.13
Projects temporarily suspended	–	–	–	2.75	2.75

As at 31st March 2024 (₹ In Lakhs)

Particulars	Amount in Capital work in progress to be completed in				
	Less than 1 Year	1–2 Years	2–3 Years	More than 3 Years	Total
Projects in progress	7.59	2.60	2.95	–	13.14
Projects temporarily suspended	–	–	–	2.75	2.75

56. Relationship with Struck-off Companies are as follows:

Based on information available with the parent from the webiste of Ministry of Corporate Affairs regarding whether the company with whom transaction have been carried out are struck-off is based on identification to the extent possible. (Also refer Note no. 63):

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

(₹ In Lakhs)

Name of the Struck-off Company & Nature of transaction	Relationship with Struck-off Company	Refer Note No.	As at 31st March 2025	As at 31st March 2024
Advances given				
SONATA CONSTRUCTION PRIVATE LIMITED	Not applicable		1,400.00	1,400.00
OOTYS ENTERPRISES PRIVATE LTD	Not applicable		24.34	24.34
Deposits given				
W.H.TARGETT INDIA LIMITED	Not applicable		11.26	11.26
BOUGHING ENTERPRISES PRIVATE LIMITED	Not applicable		–	9.49
M&PS COMMUNICATIONS (P) LIMITED	Not applicable		5.32	5.48
Shares held by Struck off company				
ING SECURITIES PRIVATE LIMITED	Not applicable		0.09	0.43
KSHIRODE CHANDRA GHOSH & SONS PRIVATE LIMITED	Not applicable	56.1	0.00	0.02
M/S JIC FINANCE PRIVATE LIMITED	Not applicable		–	0.01
MADHUR BHARAT PRIVATE LIMITED	Not applicable	56.1	0.00	0.02
OVERLAND FINANCE AND INVESTMENT CONSULTANTS LIMITED	Not applicable	56.1	0.00	0.00
VAISHAK SHARES LIMITED	Not applicable	56.1	0.00	0.00
ARIHANTS SECURITIES LIMITED	Not applicable		–	0.75
DREAMS BROKING PRIVATE LIMITED	Not applicable	56.1	0.00	0.00
JALAN HOLDINGS PRIVATE LIMITED	Not applicable		0.04	0.18
NEXUS INFOTECH LIMITED	Not applicable		0.04	0.19

56.1 Amount is below the rounding off norm adopted by the Group

57. IL&FS Infrastructure Debt Fund ('ILFS-IDF')

The parent had given undertaking to IL&FS Infrastructure Debt Fund ('ILFS-IDF') and Aditya Birla Finance Limited ('ABFL') in connection with borrowings and other facilities availed by group entities. Pursuant to the agreements entered with ILFS-IDF and ABFL, the claim made by them have been settled during the year ended 31st March 2024 for a consideration of Rs. 4,967.00 lakhs and Rs. 3,200.00 lakhs respectively by Dufflaghur Investment Limited ('DIL'). Over and above, a land owned by an another company were also provided as a security by the said company which is pending monetisation as on this date. In terms of the agreement, no claim lies against the parent in respect of the settlement pursuant to the said agreement and as confirmed, the company's obligation have fully been absolved.

58. Inter-corporate loans given

a) In respect of Inter-Corporate Deposits (ICDs) given to Promoter group and certain other companies ('borrowing companies') as given in Note no. 51(B), the amount outstanding aggregates to Rs. 2,76,108.95 Lakhs as at 31st March 2025 (31st March 2024: Rs. 2,76,108.95 Lakhs). Further, interest of Rs. 9,941.50 lakhs on these amounts were accrued upto 31st March 2019 are also outstanding as on this date. Interest on such ICDs considering the waiver sought by borrower companies and uncertainties involved with respect to recovery and determination of amount thereof, have not been accrued since 01st April 2019. These borrowing companies in turn advanced the amount so taken by them to Promoter Group and other entities mainly to provide financial support to one of the promoter group company against which Corporate Insolvency and Resolution Process ('CIRP') as per the Insolvency and Bankruptcy Code, 2016 ('IBC') was subsequently initiated and the Resolution Plan as approved by the Hon'ble National Company Law Tribunal ('NCLT'), Kolkata is currently under implementation. The parent has filed legal suit before Hon'ble Calcutta High Court for recovery of ICD from one of the promoter group entity and is in the process of initiating such proceedings against other entities as well for recovery of the amounts being overdue from them. Provision of Rs. 1,01,039.50 lakhs (including interest of Rs. 9,941.50 lakhs accrued upto 31st March 2019) made in earlier years on lumpsum basis without prejudice to the parent's legal right to recover the amounts given by it has been carried forward during the period and adjustments considering the amount finally recoverable against outstanding amounts of ICDs is pending determination as on this date. Pending this and the resolution with respect to the parent's borrowing as dealt with in Note no. 60 below, impact with respect to the shortfall in this respect have not been ascertained and given effect to in these consolidated financial statements for the year ended 31st March 2025.

b) In respect of the Inter-Corporate Deposits to companies as dealt herein above in Note no. 58(a), the predecessor auditors' had issued an adverse opinion on the audited consolidated financial statement for the year ended 31st March 2019. Inter-Corporate Deposits to companies as dealt herein above include amounts reported upon by predecessor auditor being in the nature of book

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

entries. This includes amounts given to group companies whereby applicability of Section 185 of the Companies Act, 2013 and related non-compliances, if any could not be ascertained and commented upon by them. Loan of Rs. 1,85,010.95 Lakhs (net of provision) given to various parties as given in Note no. 58(a) above are outstanding as on 31st March 2025. The issues raised including utilisation of amount of these loans etc. are also being examined by relevant authorities. Replies to the queries sought and information and details required by the authorities have been provided and final outcome and/or directions if any are awaited as on this date.

59. Assignment of Borrowings

The parent's borrowings from banks aggregating to Rs. 1,03,302.80 lakhs representing principle amount thereof, as informed by the lead banker of the consortium of the lender banks vide it's letter dated 15th March 2025 and by National Asset Reconstruction Company Limited ('NARCL') vide it's letter dated 17th March 2025 has been assigned in favour of NARCL, pursuant to an Assignment Agreement dated 12th March 2025 ('Assignment Agreement') executed under Section 5 of the provisions of Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act of 2002 ('SARFAESI Act'). Accordingly, NARCL has taken over the Secured, Subservient and Unsecured amount pertaining to the said borrowings and all related rights, title and interest as available to the original lenders ('Assignors') stand vested to NARCL. The remaining amount of Rs. 42,804.00 lakhs in respect of parent's borrowing continue to remain with the existing lenders including one lender bank which was not part of consortium arrangement as stated hereinabove and these along with those assigned as above have been dealt with as stated in Note 62(a) below

60. Going Concern and Default in Borrowings

a) The Parent's financial position is continued to be under stress and it is passing through prolonged financial distress over a considerable period of time. The realisation against tea even though has improved to certain extent, there was loss of crop owing to weather conditions having impact on the volume of operations and the parent's performance on an overall basis. The Inter-Corporate Deposits ('ICDs') given to various Promoter group and certain other entities in earlier years along with interest to the extent accrued earlier are lying outstanding as on this date. The operational performance as stated above added to the financial constraints being faced by the parent resulting in hardship in servicing of the short term and long-term debts and meeting it's statutory and other liabilities. Certain repayments were however, made to lenders against borrowings apart from by invocation of securities etc. by them, through cut-back against sale proceeds of tea in earlier periods, inspite of there being operating losses and inadequate amount being available for the purpose and thereby fund generated through the operations have turned out to be highly insufficient for meeting parent's obligations including those relating to Employees', statutory and other liabilities causing accumulation of the amounts lying unpaid against these liabilities to a significant extent at the end of the period. The Resolution process of the parent in terms of the circular dated 07th June 2019 issued by Reserve Bank of India ('RBI') was initiated long back in earlier years. Inter-Creditor Agreement ('ICA') for arriving at and implementing the resolution plan was signed by all the lenders ('bankers'). Moreover, the forensic audit for the utilisation of funds borrowed in the past conducted on behest of the lenders, Techno Economic Viability (TEV) study, Valuation of tea estates and other assets and credit rating for draft Resolution Plan prepared by SBI Capital Markets Limited, one of the leading investment banker was completed. Even offer for One Time Settlement ('OTS') of the entire amount outstanding against their loans including interest thereon was made at the behest of the lenders by the parent. Subsequently, in absence of the consensus among the lenders with respect to OTS, the parent on the request of the lenders had submitted a fresh resolution plan in the month of January 2024. Meanwhile, certain lenders and other creditors have filed petitions before Debt Recovery Tribunal ('DRT') and under Insolvency and Bankruptcy Code, 2016 ('IBC') with Hon'ble National Company Law Tribunal, Kolkata ('NCLT'), which are pending as on this date.

The lenders in terms of the master direction on transfer of loan exposure dated 24th September 2021 and other directions issued by the RBI from time to time, vide public notification dated 06th December 2024 have invited expression of interest ('EOI') for sale/assignment of the debts aggregating to Rs.1,10,469.00 lakhs representing the principal amount thereof following Swiss Challenge Bid Process ('the Bid' or 'the Bid process') based on the existing offer ('Anchor Bid') by NARCL. The bidding process assisted by PNB Investment Services Limited ('PNBISL' or 'process advisor') following the valuation of the company carried out by three independent valuers as mandated by the lenders for the purpose has been completed and the borrowings to the extent stated in Note no. 59 above has been assigned to NARCL.

The parent on assignment being completed as above has started pursuing NARCL for resolution with respect to parent's borrowing and a resolution plan specifying inter-alia the amount, term and resources of repayment over a specified period has been submitted for their consideration and on acceptance thereof, the parent intends to work out appropriate resolution with respect to the amount repayable in respect of the borrowings as per Note no. 59 above to the remaining lenders. The management is confident that on completion of the resolution with respect to the parent's borrowings from ARCs/bank aggregating to Rs. 1,46,106.80 lakhs to a sustainable amount along with related costs thereto and the period of repayment etc. in this respect, will be agreed upon and arrived at in the due course of time.

Considering the resolution with respect to the parent's debt as dealt with herein above and expected outcome thereof along with management's continuous effort for rationalising operational costs as well and additional fund to be made available in the system on arriving at the expected resolution with respect to the entire debt including as stated above or otherwise and other ameliorative measures taken and/or proposed to be taken, it is envisaged that the parent will be able to strengthen its financial position over a period of time and will have sufficient fund for carrying out it's operations and meeting it's obligations on an ongoing basis.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

In view of the measures dealt herein above being under active consideration as on this date, these consolidated financial statements have continued to be prepared on a going concern basis.

b) Further to above, McLeod Russel Uganda Limited ('MRUL') one of the stepdown subsidiary, have also been incurring cash losses due to sluggish market condition of tea and lower realisation thereagainst causing non-payment of it's debt including interest there upon to the bankers, statutory and other liabilities. Certain loans taken by MRUL has currently been restructured so that to rebuild the value of business on completion of the tenure as specified for the restructuring and in other cases the proposal for restructuring is under consideration as on this date. Pending this, the financial statement of MRUL have been continued to be prepared on going concern basis.

61. Impairment of Assets

As stated in Note no. 60 above, the Parent has been incurring significant amount of losses and it's current liabilities are in excess of the current assets. Considering these indicators and circumstances stated herein above in Note no. 60, fair Value of Property, Plant and Equipment and Capital Work in progress ('CGU') are required to be assessed for testing of Impairment thereagainst. Further, the company has investment of Rs. 15,967.00 lakhs in Borelli Tea Holdings Limited ('BTHL') which are also required to be tested for impairment as on 31st March 2025. BTHL has substantial investment in it's wholly owned subsidiary Mcleod Russel Uganda Limited ('MRUL') which has been incurring cash losses and it's current liabilities are in excess of current assets. Certain loans taken by MRUL has currently been restructured so that to rebuild the value of business on completion of the tenure as specified for the restructuring. Pending resolution with respect to company's borrowing as stated in Note no. 58, impairment if any in the value of CGU and Investments as such, have not been determined and recognised in these financial statement.

62. Interest on Borrowings/Statutory dues and Lease Agreement

a) Pending resolution by the lenders with respect to the borrowings of the parent as dealt with in Note no. 60 above and consequential adjustment in this respect, Interest on borrowings from ARCs and a bank have been continued to be provided on simple interest basis based on the rates specified in term sheet or otherwise stipulated/advised from time to time and penal/compound interest if any has not been considered. Further, amount repaid to lenders and/or recovered by them including by invoking securities and cut back payments from the sale proceeds of the tea etc., in earlier years have been adjusted against principal amount outstanding. The amount of borrowings on availability of individual details from bid documents for assignment thereof have been recognised thereagainst during the year as stated in Note no. 22.4 or otherwise these borrowings as agreed upon with respective lenders are reconciled from time to time. Consequential effect thereof have been recognised in the finance cost of the relevant period. The amount payable to the lenders in respect of outstanding amounts of borrowing including interest thereagainst is subject to confirmation and determination and consequential reconciliation and resolution to be arrived at as dealt with in Note no. 60 and will accordingly be dealt with on determination thereof.

b) Further, Interest of Rs. 12,453.63 Lakhs (including Rs. 222.37 Lakhs for the year) on Inter Corporate Deposits/ Short-Term Borrowings of Rs. 30,500.06 lakhs outstanding as on 31st March 2025 has not been recognised. Interest in this respect in line with Note no. 62(a) above have been determined on simple basis at stipulated rates or otherwise advised/ considered for similar arrangements from time to time. This includes payments made by certain parties on behalf of the parent towards settlement of parent's debts and advances taken in earlier years and in certain cases terms and conditions with respect to these amounts as stated in Note no. 25.2 are yet to be finalised. This however does not include interest if any on outstanding advances aggregating to Rs. 3,600.00 lakhs from customers, pending recognition as Inter Corporate Deposits and finalisation of terms and conditions thereof. Further, Interest including compound/ penal interest if any payable with respect to these are currently not determinable and as such the amount in this respect have not been disclosed and included herein above.

c) Lease Agreement in respect of premises having registered and corporate office of the parent has expired on 31st August 2022 and terms thereof are yet to be finalised with the lessor. Pending this, the amount of rent payable by the parent including the adjustments towards the cost of maintenance etc. of the premises currently being undertaken by the parent being non-determinable as such has not been recognised in these consolidated financial statements.

d) The parent has statutory liabilities lying unpaid as on 31st March 2025 (refer note no. 29) and in certain cases demands have been received from the authorities. Necessary representations including for settling the arrear amounts over a period of time have been made to the Provident Fund Authorities explaining the financial stringencies currently being faced by it and the resolution plan under consideration of NARCL (as stated in Note no. 60) and the amount of interest etc. thereagainst has not been recognised in these consolidated financial statements. The amounts as demanded are also subject to reconciliation with the books of accounts of the respective tea estates and adjustments/ impact in this respect are therefore currently not ascertainable.

e) Adjustments, if any required with respect to (a) to (d) above will be recognised on determination thereof and will then be given effect to in the consolidated financial statements of subsequent periods.

63. In case of parent, certain debit and credit balances including borrowings and interest thereupon dealt with in Note no. 62, statutory liabilities including as dealt with in Note 62(d), clearing accounts (other than inter-unit balances), trade and other payables, advances from customers, loans and advances, trade and other receivables, other current assets and certain other liabilities are subject to reconciliation with individual details and balances and confirmation thereof. Adjustments/ Impact and related disclosures including those related to MSME and interest etc. if any payable in this respect are currently not ascertainable.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

64. The Parent has used two accounting software, viz Oracle Financials ('Oracle') and Navision for maintaining its books of account. While both these softwares have the feature of recording audit trail (edit log) facility, in case of Oracle the said features except for certain specified applications was enabled at application level and was operational throughout the year for all relevant transactions recorded in the said software. However, in case of Navision, the same was not enabled during the year pending necessary updation of the system and upgradation of the storage capacity. Further, the feature of audit trail at database was not enabled throughout the year to log any direct data changes. The Parent is in the process of evaluating the possible technical upgradation of the software and has appointed a consultant for implementation of audit trail requirement to ensure necessary compliances in this respect.

65. Additional Information pursuant to ammendments (effective April 01, 2021) made in Schedule III to the extent applicable to the Group (Other than those that have been disclosed under the respective Notes to the Consolidated financial statements):

(A) Utilisation of borrowed funds and share premium

(i) The Group has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(ii) The Group has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(B) Details of crypto currency or virtual currency

The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.

(C) Undisclosed income

The Group does not have any transactions not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(D) Compliance with number of layers of companies

The Group has complied with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of layers) Rules, 2017.

66. INTEREST IN OTHER ENTITIES

(a) Interest in Subsidiaries

The Group's subsidiaries as at 31st March, 2025 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

Name of entity	Place of business/ country of incorporation	Ownership interest held by the group		Ownership interest held by non controlling interests		Principal Activities
		31st March 2025	31st March 2024	31st March 2025	31st March 2024	
Subsidiary						
i) Borelli Tea Holdings Limited (BTHL)	United Kingdom	100	100	–	–	Investment
Step-Down Subsidiaries of BTHL						
a) McLeod Russel Uganda Limited (MRUL)	Uganda	100	100	–	–	Cultivation and Manufacturing of Tea
b) McLeod Russel Middle East DMCC (MRME)	United Arab Emirates	100	100	–	–	Trading in Black Tea
c) McLeod Russel Africa Limited (MRAL)	Kenya	100	100	–	–	Trading in Black Tea

(b) Loss of Control in Phu Ben Tea Company Limited (Phu Ben)

I) Borelli Tea Holdings Limited ('BTHL'), a wholly subsidiary of the Parent had entered into a capital contribution agreement with TLK Agriculture Joint Stock Company ('TLK'), taking Phu Ben Tea Company Limited ('PBTCL') (a Step Down subsidiary of the parent) as a party to the said agreement whereby BTHL has sold 100% of Capital Contribution in PBTCL to TLK at a consideration of USD 21,50,000. The consideration of Rs. 1,797.79 lakhs (net of liabilities of Rs. 5,061.71 lakhs assumed by TLK) had been discharged by TLK on 1st November, 2023 ('Transfer date') and was kept deposited in an Escrow Account pending regulatory clearances and completion of the transfer formalities including release of charge on the shares of PBTCL by one of the lenders of the parent and thereby PBTCL has ceased to be a subsidiary of BTHL with effect from the transfer date as stated herein above. Consideration against these shares which were pledged to one of the lenders who assigned it's loan to an Asset Reconstruction Company ('ARC') in earlier year, amounting to Rs. 1,920.66 lakhs as received in this respect has been adjusted by them against their outstanding dues on 03rd May, 2024. Such amount as stated in Note no. 62(a) has been adjusted against principal outstanding and an equivalent amount has been recognised as ICD from BTHL in the standalone financial statement of the parent and thereby the provision created by BTHL against amount receivable from TLK has been written back in the consolidated financial statement and as stated in Note no. 40.1(a) have been shown as Exceptional Items during the year ended 31st March 2025.

II) The financial statements of PBTCL for the period from 01st July 2023 till 31st October 2023 had not been provided and thereby in absence of details of various expenses and income under respective heads of accounts as considered for the purpose of these consolidated financial statement do not include the figures of PBTCL pertaining to said period. Further in absence of balances of assets and liabilities as on 31st October, 2023, Gain of Rs. 507.62 lakhs (shown as Exceptional Item for year ended 31st March 2024) attributable to loss of controlling interest in PBTCL on cessation of subsidiary of BTHL had been computed based on the latest financial statements as on 30th June 2023. This however did not have any impact on the overall profit/loss as per consolidated financial statement for the year ended 31st March 2025.

(c) Interest in Associate

Set out below are the associates of the Group as at 31st March, 2025, which have share capital consisting solely of equity shares and are held directly by the group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held. The associate namely D1 Williamson Bio Fuel Limited has incurred losses and thereby the amount of investment held by the Group has been fully impaired in the past. Hence, no further accounting under equity method has been done in the Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

Name of entity	Place of business/ country of incorporation	Proportion of Ownership		Carrying Amount	
		31st March 2025	31st March 2024	31st March 2025	31st March 2024
		%	%	₹ In Lakhs	₹ In Lakhs
i) D1 Williamson Magor Bio Fuel Limited	India	34.30%	34.30%	–	–

67. ADDITIONAL INFORMATION REQUIRED BY SCHEDULE III

Name of the Entity in the Group	Net Assets (total assets minus liabilities)		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % Consolidated Net Assets	Amount (₹ Lakhs)	As a % Consolidated Profit or Loss	Amount (₹ Lakhs)	As a % Consolidated Other Comprehensive Income	Amount (₹ Lakhs)	As a % Consolidated Total Comprehensive Income	Amount (₹ Lakhs)
Parent								
McLeod Russel India Limited								
31st March 2025	–87.55%	(4,958.67)	99.24%	(19,635.96)	92.98%	412.62	99.38%	(19,223.34)
31st March 2024	57.04%	14,264.67	85.26%	(26,564.90)	–28.58%	(57.70)	86.00%	(26,622.60)
Subsidiaries (Group's Share)								
Outside India								
Borelli Tea Holding Limited & its Subsidiaries								
31st March 2025	140.37%	7,950.48	10.24%	(2,026.88)	17.86%	79.24	10.07%	(1,947.65)
31st March 2024	38.86%	9,716.88	14.74%	(4,594.19)	30.17%	60.90	14.64%	(4,533.29)
Associates								
D1 Williamson Magor Bio Fuel Limited								
31st March 2025	–	–	–	–	–	–	–	–
31st March 2024	–	–	–	–	–	–	–	–
Non-Controlling Interest								
31st March 2025	–	–	–	–	–	–	–	–
31st March 2024	–	–	–	–	–	–	–	–
Adjustment arising out of consolidation								
31st March 2025	47.18%	2,672.23	–9.48%	1,876.31	–10.84%	(48.09)	–9.45%	1,828.23
31st March 2024	4.10%	1,025.25	0.00%	–	98.41%	198.68	–0.64%	198.68
Total								
31st March 2025	**100.00%**	**5,664.04**	**100.00%**	**(19,786.53)**	**100.00%**	**443.77**	**100.00%**	**(19,342.76)**
31st March 2024	**100.00%**	**25,006.80**	**100.00%**	**(31,159.09)**	**100.00%**	**201.88**	**100.00%**	**(30,957.21)**

68. These consolidated financial statements have been approved by the Board of Directors of the Parent on 29th May 2025, for issue to the shareholders for their adoption.

69. Previous year's figures have been regrouped/ reclassified wherever necessary to make them comparable with current year's classification/disclosure.

As per our report of even date
For Lodha & Co,
Chartered Accountants
Vikram Matta
Partner
Place: Kolkata
Dated: 29th May, 2025

For and on behalf of the Board of Directors

Aditya Khaitan - Chairman and Managing Director
(DIN No: 00023788)
Pradip Bhar - Chief Financial Officer
Alok Kumar Samant - Company Secretary

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Consolidated Financial Results

Statement on Impact of Audit Qualifications on Consolidated Results for the Financial Year ended March 31, 2025

[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

(₹ in Lakhs)

I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications to the extent ascertainable)
	1	Turnover / Total income	1,19,061	1,19,061
	2	Total Expenditure	1,45,439	*1,57,893
	3	Net Profit/(Loss)	(19,787)	(32,241)
	4	Earnings Per Share	(18.94)	(30.87)
	5	Total Assets	3,59,435	3,59,435
	6	Total Liabilities	3,53,771	3,66,225
	7	Total Equity	5,664	(6,790)
	8	Any other financial item(s)	-	-

* Represents unprovided interest till year ended March 31, 2024 amounting to Rs. 12,231 lakhs and Rs. 223 lakhs for the year ended March 31, 2025 aggregating to Rs. 12,454 lakhs as on March 31, 2025.

II.	Audit Qualification (each audit qualification separately): Qualification-1	
	a. Details of Audit Qualification:	Note 5 dealing with Inter Corporate Deposits ('ICDs') aggregating to Rs. 2,86,050 lakhs (including interest accrued till March 31, 2019) as on March 31, 2025 given to promoter group and certain other entities by the Parent which are doubtful of recovery and considering recoverability etc. are prejudicial to the interest of the parent. Provision of Rs. 1,01,039 lakhs had been made thereagainst in earlier years. In absence of ascertainment of the shortfall and provision against the remaining amount, the loss for the period is understated to that extent. Impact in this respect as stated in the said note have not been ascertained by the management and recognised in these consolidated financial results.
	b. Type of Audit Qualification:	Adverse
	c. Frequency of qualification:	Repetitive
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	In respect of Inter Corporate Deposits ('ICDs') given to Promoter group and certain other entities ('borrowing companies'), the amount outstanding aggregates to Rs. 2,76,109 Lakhs as at March 31, 2025. Further, interest of Rs.9,941 lakhs on these amounts accrued upto March 31, 2019 are also outstanding as on this date. Interest on such ICDs considering the waiver sought by borrower companies and uncertainties involved with respect to recovery and determination of amount thereof, have not been accrued since April 01, 2019. These borrowing companies in turn advanced the amount so taken by them to Promoter Group and other entities mainly to provide financial support to one of the promoter group company against which Corporate Insolvency and Resolution Process ('CIRP') as per the Insolvency and Bankruptcy Code, 2016 ('IBC') was subsequently initiated and the Resolution Plan as approved by the Hon'ble National Company Law Tribunal ('NCLT'), Kolkata is currently under implementation. The parent has filed legal suit before Hon'ble Calcutta High Court for recovery of ICD from a promoter group entity and is in the process of initiating such proceedings against other entities as well for recovery of the amounts being overdue from them. Provision of Rs. 1,01,039 lakhs (including interest of Rs. 9,941 lakhs accrued upto March 31, 2019) made in earlier years on lumpsum basis without prejudice to the parent's legal right to recover the amounts given by it has been carried forward during the period and adjustments considering the amount finally recoverable against outstanding amounts of ICDs is pending determination as on this date. Pending this and the resolution with respect to the parent's borrowing as dealt with in Note 7(a) of the consolidated financial results, impact with respect to the shortfall in this respect have not been ascertained and given effect to in these consolidated financial results for the year ended March 31, 2025.

II.	**Audit Qualification (each audit qualification separately):** **Qualification-1**	
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:	
	(i) Management's estimation on the impact of audit qualification:	Not applicable
	(ii) If management is unable to estimate the impact, reasons for the same:	The outstanding dues, net of provision thereagainst, as mentioned above, shall be adjusted and/or restructured on completion of the resolution with respect to parent's borrowing by the lenders as dealt with in Note no. 7(a) of the consolidated financial results. Impacts if any in this respect will be given effect to on determination of the amount in this respect and no further provision/adjustment has been considered at this stage.
	(iii) Auditors' Comments on (i) or (ii) above:	In absence of ascertainment and provision against the remaining amount, the loss for the period is understated to that extent.

	Qualification-2	
	a. Details of Audit Qualification:	Note 10(b) regarding non-recognition of Interest on loans, Inter Corporate Deposits and other amounts taken by the parent and thereby the loss for the period is understated to the extent indicated in said note and non-determination of interest and other consequential adjustments/disclosures in absence of relevant terms and conditions in respect of certain advances being so claimed by customers as stated therein. Further, as stated in Notes 10(a) and 10(b), penal/compound interest and other adjustments in respect of borrowings from Asset Reconstruction Companies ('ARCs'), a Bank and ICDs etc. have not been recognised and amount payable to lenders and other parties as recognised in this respect are subject to confirmation from respective parties and consequential reconciliation. Pending final determination of amount with respect to these, adjustments and impacts arising therefrom have not been ascertained and as such cannot be commented upon by us.
	b. Type of Audit Qualification:	Adverse
	c. Frequency of qualification:	Repetitive
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Not quantified
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:	
	(i) Management's estimation on the impact of audit qualification:	Not Quantifiable
`	(ii) If management is unable to estimate the impact, reasons for the same:	The parent submits that pending resolution by the lenders with respect to the borrowings of the parent as dealt with in Note 7(a) of the consolidated financial results and consequential adjustment in this respect, Interest on borrowings from ARCs and a bank have been continued to be provided on simple interest basis based on the rates specified in term sheet or otherwise stipulated/ advised from time to time and penal/ compound interest if any has not been considered. Further, amount repaid to lenders and/or recovered by them including by invoking securities and cut back payments from the sale proceeds of the tea etc., in earlier years have been adjusted against principal amount outstanding. The amount payable to the lenders in respect of outstanding amounts of borrowing including interest thereagainst is subject to confirmation and determination and consequential reconciliation and resolution to be arrived at as dealt with in Note 7(a) and will accordingly be dealt with on determination thereof. Penal interest / compound interest has not yet been confirmed by lenders. Further, the amount of interest would be finalised as agreed upon by the lenders on approval of the resolution plan and amount payable will then be ascertained and given effect to in the accounts.
	(iii) Auditors' Comments on (I) or (ii) above:	Pending final determination of amount with respect to these, adjustments and impacts arising therefrom have not been ascertained and as such cannot be commented upon by us.

Qualification-3		
a. Details of Audit Qualification:	Note 11 regarding non reconciliation/disclosure of certain debit and credit balances with individual details and confirmations etc. including borrowings and interest thereupon as dealt with in Note 10. Adjustments/ Impacts with respect to these are currently not ascertainable and as such cannot be commented upon by us.
b. Type of Audit Qualification :	Adverse
c. Frequency of qualification:	Repetitive
d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Not quantified
e. For Audit Qualification(s) where the impact is not quantified by the auditor:	
(i) Management's estimation on the impact of audit qualification:	Not quantifiable
(ii) If management is unable to estimate the impact, reasons for the same:	The Parent submits that it has 33 tea estates/ factories and 2 offices and therefore it is practically not feasible to reconcile the entire balances and such reconciliation is an ongoing process. Impact will thus become ascertainable only upon reconciliations and confirmations. However, during the year certain account balances which were under reconciliation have been reconciled and required adjustments thereof have been given effect to in this year.
(iii) Auditors' Comments on (i) or (ii) above:	Adjustments/ Impacts with respect to these are currently not ascertainable and as such cannot be commented upon by us.

Qualification-4		
a. Details of Audit Qualification:	Note 10(c) regarding non-determination and recognition of amount payable in respect of lease rent for office premises. Pending final determination of amount payable, adjustments and impacts arising therefrom as stated in the said note have not been ascertained and as such cannot be commented upon by us.
b. Type of Audit Qualification :	Adverse
c. Frequency of qualification:	Repetitive
d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Not quantified
e. For Audit Qualification(s) where the impact is not quantified by the auditor:	
(i) Management's estimation on the impact of audit qualification:	Not quantifiable
(ii) If management is unable to estimate the impact, reasons for the same:	Lease Agreement in respect of premises having registered and corporate office of the parent has expired on August 31, 2022 and terms thereof are yet to be finalised with the lessor. Pending this, the amount of rent payable by the parent including the adjustments towards the cost of maintenance etc. of the premises currently being undertaken by the parent being non-determinable as such has not been recognised in these consolidated financial results.
(iii) Auditors' Comments on (i) or (ii) above:	Pending final determination of amount payable, adjustments and impacts arising therefrom as stated in the said note have not been ascertained and as such cannot be commented upon by us.

	Qualification-5	
	a. Details of Audit Qualification:	Note 8 regarding non-determination fair value of the Property, Plant and Equipment, Capital Work in Progress and Goodwill arising on consolidation and impairment if any to be recognized thereagainst for the reasons stated in the said note. Adjustments/ Impacts with respect to these are currently not ascertainable and as such cannot be commented upon by us.
	b. Type of Audit Qualification :	Adverse
	c. Frequency of qualification:	Repetitive
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Not quantified
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:	
	(i) Management's estimation on the impact of audit qualification:	Not quantifiable
	(ii) If management is unable to estimate the impact, reasons for the same:	As stated in Note no. 7(a), the Parent has been incurring significant amount of losses and it's current liabilities are in excess of the current assets. Considering these indicators and circumstances stated herein above in Note 7(a), fair Value of Property, Plant and Equipment, Capital Work in progress ('CGU') and Goodwill arising on Consolidation are required to be assessed for testing of Impairment thereagainst. BTHL a wholly owned subsidiary of the Parent has substantial investment in it's wholly owned subsidiary Mcleod Russel Uganda Limited ('MRUL') which has been incurring cash losses and it's current liabilities is in excess of current assets. Certain loans taken by MRUL has currently been restructured so that to rebuild the value of business on completion of the tenure of restructuring. Pending resolution with respect to parent's borrowing as stated in Note no. 7(a), impairment if any in the value of CGU have not been determined and recognised in these consolidated financial results.
	(iii) Auditors' Comments on (i) or (ii) above:	Adjustments/ Impacts with respect to these are currently not ascertainable and as such cannot be commented upon by us.

	Qualification-6	
	a. Details of Audit Qualification:	Note 10(d) dealing with statutory liabilities outstanding as at the end of the period and non-determination of adjustments to be given effect to in this respect if any including interest as stated in the said note. Pending final determination of amount, adjustments and impacts arising therefrom as stated in the said note have not been ascertained and as such cannot be commented upon by us.
	b. Type of Audit Qualification :	Adverse
	c. Frequency of qualification:	First Time
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Not quantified
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:	
	(i) Management's estimation on the impact of audit qualification:	Not quantifiable
	(ii) If management is unable to estimate the impact, reasons for the same:	The parent has statutory liabilities lying unpaid as on March 31, 2025 and in certain cases demands have been received from the authorities. Necessary representations including for settling the arrear amount over a period of time have been made to the authorities explaining the financial stringencies currently being faced by it and the resolution plan under consideration of NARCL (as stated in Note 7(a) of the consolidated financial results) and the amount of interest etc. thereagainst has not been recognised in these consolidated financial results. The amounts as demanded are also subject to reconciliation with the books of accounts of the respective tea estates and adjustments/ impact in this respect are therefore currently not ascertainable.
	(iii) Auditors' Comments on (i) or (ii) above:	Adjustments/ Impacts with respect to these are currently not ascertainable and as such cannot be commented upon by us.

	Qualification-7	
	a. Details of Audit Qualification:	As stated in Note 9, the predecessor auditor pertaining to the financial year ended March 31, 2019 in respect of the loans included under Qualification 1 above have reported that it includes amounts given to group companies whereby applicability of Section 185 of the Companies Act, 2013 could not be ascertained and commented upon by them. They were not able to ascertain if the aforesaid promoter companies could, in substance, be deemed to be related parties to the Group in accordance with paragraph 10 of Ind AS-24 "Related Party Disclosures". Further, certain ICDs as reported were in the nature of book entries and/or are prejudicial to the interest of the parent. Moreover, in case of advance of Rs. 1,400 lakhs to a body corporate which had subsequently been fully provided for, appropriate audit evidences as stated were not made available. These amounts are outstanding as on this date and status thereof have remained unchanged and uncertainty and related concerns including utilisation thereof and being prejudicial to the interest of the parent are valid for periods subsequent to March 31, 2019 including current period also. The matter as reported is under examination and pending before regulatory authorities. Pending final outcome of the matter under examination we are unable to ascertain the impact of non-compliances and comment on the same.
	b. Type of Audit Qualification :	Adverse
	c. Frequency of qualification:	Repetitive
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Not quantified
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:	
	(i) Management's estimation on the impact of audit qualification:	Not quantifiable
	(ii) If management is unable to estimate the impact, reasons for the same:	The matter as reported is pending before regulatory authorities.
	(iii) Auditors' Comments on (i) or (ii) above:	Pending final outcome of the matter under examination we are unable to ascertain the impact of non-compliances and comment on the same.

III.	**Signatories:**	
	• Managing Director	**For McLeod Russel India Limited** **(Aditya Khaitan)** (DIN: 00023788)
	• Chief Financial Officer	**For McLeod Russel India Limited** **(Pradip Bhar)**
	• Audit Committee Chairman	**(Amar Nath Dhar)** (DIN: 0010711585)
	• Statutory Auditors	**For Lodha & Co LLP,** *Chartered Accountants* **(Vikram Matta)** *(Partner)* Membership No: 054087)

Place: Kolkata

Date: May 29, 2025

Form AOC -1

Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules,2014

Statement Containing salient features of the Financial Statements of Subsidiaries/Associate Companies/ Joint Ventures for the year ended 31st March, 2025

Part "A" : Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹ Lakhs)

Sl.No.	1	2	3	4
Name of the Subsidiary	**Borelli Tea Holdings Limited**	**McLeod Russel Uganda Limited**	**McLeod Russel Africa Limited**	**McLeod Russel Middle East DMCC**
Reporting Currency	British Pound	Uganda Shillings	Kenya Shillings	US Dollars
	(GBP)	(UGX)	(KSH)	(USD)
Year when Subsidiary was acquired	2005	2010	2013	2011
Reporting period for the Subsidiary concerned	Year Ended 31st March 2025	Year Ended 31st December 2024	Year Ended 31st December 2024	Year Ended 31st December 2024
Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	110.7389	0.0234	0.6631	85.8441
	₹ in Lakhs	**₹ in Lakhs**	**₹ in Lakhs**	**₹ in Lakhs**
Share Capital	279.06	1,084.10	0.66	46.79
Reserves and Surplus	1,778.32	12,259.96	103.14	228.59
Total Assets	11,807.45	33,550.55	1,353.71	674.96
Total Liabilities(including Shareholders' Fund)	11,807.45	33,550.55	1,353.71	674.96
Non Current Investments	9,795.61	-	-	-
Turnover	-	11,384.42	4,929.64	1,512.43
Profit before Taxation	(356.20)	(2,925.21)	353.00	100.11
Provision for Taxation	16.77	(844.95)	104.20	-
Profit after Taxation	(372.97)	(2,080.26)	248.80	100.11
Final Dividend paid for last year	-	-	-	-
Interim Dividend paid for the current year	-	-	-	-
Proposed Dividend for the current year	-	-	-	-
% of Shareholding as on financial year end of subsidiary	100%	100%	100%	100%
% of Shareholding as on 31st March,2025	100%	100%	100%	100%
Country	United Kingdom	Uganda	Kenya	United Arab Emirates

Part "B": Associates and Joint Ventures

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

Name of Associates	D1 Williamson Magor Bio Fuel Ltd
1. Latest audited Balance Sheet Date	31st March 2025
2. Date on which the Associate was associated or acquired	June 19, 2008
3. Shares of Associate held by the Company on the year end	
No.	7281201
Amount of Investment in Associates/Joint Venture (Rs. in lakhs) Refer Note 3	2184.36
Extent of Holding %	34.30%
4. Description of how there is significant influence	Because of Shareholding
5. Reason why the associate is not consolidated	Not consolidated since cost of Investment has been fully written down in compliance with Ind-AS.
6. Net worth attributable to Shareholding as per latest audited Balance Sheet (Rs. in lakhs)	-
7. Loss for the year (Rs. in lakhs)	-
i. Considered in Consolidation (Rs. in lakhs)	Nil (Note-3 below)
ii. Not Considered in Consolidation (Rs. in lakhs)	-

Notes:

1. Names of the Associates or Joint Ventures which are yet to commence operations - Nil.
2. Names of the Associates or Joint Ventures which have been liquidated or sold during the year - Nil.
3. Cost of Investment has been fully written-down in compliance with Ind-AS.

For and on behalf of the Board of Directors

Aditya Khaitan *Chairman & Managing Director* (DIN : 00023788)

Place: Kolkata — **Pradip Bhar** *Chief Financial Officer*

Date : 29th May 2025 — **Alok Kumar Samant** *Company Secretary*

NOTE

If undelivered, Please return to:

McLEOD RUSSEL INDIA LIMITED

Four Mangoe Lane, Surendra Mohan Ghosh Sarani

Kolkata - 700 001