McLEOD RUSSEL

Believe in tea

Annual Report
2025 - 2026

McLEOD RUSSEL INDIA LIMITED

CORPORATE INFORMATION

(as on 14.08.2026)

BOARD OF DIRECTORS

Chairman & Managing Director
Mr. Aditya Khaitan

Non-Executive Director Non Independent Director
Mr. Amritanshu Khaitan (upto 17.03.2026)

Whole Time Director
Mr. Pradip Bhar (w.e.f. 27.04.2026)

Independent Directors
Mr. Sanjay Ginodia
Ms. Rupanjana De
Mr. Indrajit Sengupta
Mr. Amar Nath Dhar

Chief Financial Officer
Mr. Pradip Bhar

Company Secretary & Compliance Officer
Mr. Alok Kumar Samant

BOARD COMMITTEES

Audit Committee
Mr. Amar Nath Dhar
Mr. Indrajit Sengupta
Ms. Rupanjana De
Mr. Aditya Khaitan

Nomination & Remuneration Committee
Ms. Rupanjana De
Mr. Amar Nath Dhar (w.e.f. 27.04.2026)
Mr. Sanjay Ginodia
Mr. Amritanshu Khaitan (upto 17.03.2026)

Stakeholders' Relationship Committee
Mr. Indrajit Sengupta
Ms. Rupanjana De
Mr. Amar Nath Dhar

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

Statutory Auditors
Lodha & Co. LLP

Cost Auditors
M/s Mani & Co.
M/s SPK Associates
M/s DGM & Associates

Secretarial Auditor
M/s A. K. Labh & Co.

Internal Auditor
M/s V Singhi & Associates

Solicitors
M/s Khaitan & Co. LLP

REGISTERED OFFICE
Four Mangoe Lane, Surendra Mohan Ghosh Sarani
Kolkata 700001
CIN: L51109WB1998PLC087076
Phone No (033) 2210-1221
Fax: (033) 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 & SHARE TRANSFER AGENT
Maheshwari Datamatics Private Limited
23, R. N. Mukherjee Road
5th Floor, Kolkata 700001
Tel : (033) 2248-2248/2243-5029
Email : contact@mdplcorporate.com

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REPORT OF THE DIRECTORS

For the year ended 31st March, 2026

Dear Members,

Your Directors have pleasure in presenting the Twenty-Eighth Annual Report of the Company together with the Audited Standalone and Consolidated Financial Statements for the Financial Year (FY) ended 31st March 2026.

OVERVIEW OF FINANCIAL PERFORMANCE

The financials of the Company for the year ended 31st March 2026 are summarized below:

(Rs. in lakhs)

Particulars	Standalone		Consolidated	
	2025-26	**2024-25**	**2025-26**	**2024-25**
Revenue from operations	97,482	1,02,436	115,439	118,541
Other Income	2,190	231	734	520
Total Revenue	99,672	1,02,667	116,173	119,061
Profit/(Loss) before Finance Costs, Depreciation, Exceptional Items and Taxation	(1771)	2,436	(1,856)	2,351
Less: Finance Cost	12,958	21,012	14,674	22,605
Less: Depreciation & Amortization Expenses	4,862	5,034	6,107	6,124
Profit/(Loss) before exceptional items and tax	(19,591)	(23,610)	(22,637)	(26,378)
Add/(Less) : Exceptional Items	(14,695)	-	(14,695)	1,921
Profit/(Loss) before tax	(34,286)	(23,610)	(37,332)	(24,457)
Tax Expense	(25,200)	(3,974)	(24,982)	(4,670)
Profit/(Loss) for the year	(9,086)	(19,636)	(12,350)	(19,787)

FINANCIAL HIGHLIGHTS & STATE OF COMPANY'S AFFAIRS

The Company's standalone operational revenue during the year stood at Rs. 97,482 lakhs as against Rs. 1,02,436 lakhs in the previous year. The Company reported a loss before exceptional items and tax was Rs. 19,591 lakhs compared to Rs. 23,610 lakhs in the previous year. The post-tax loss for the year stood at Rs. 9,086 lakhs as against a loss of Rs. 19,636 lakhs in the previous financial year. Loss before finance cost and depreciation (EBIDTA) stood at Rs. 1,771 lakhs as against a profit of Rs. 2,436 lakhs in the previous year. During the year, the Company's consolidated operational revenue stood at Rs. 115,439 lakhs as compared to Rs. 118,541 lakhs in the previous year. The consolidated post-tax loss stood at Rs. 12,350 lakhs as against a loss of Rs. 19,787 lakhs in the previous year.

The Company's consortium lenders (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') assigned their respective financial facilities to National Asset Reconstruction Company Limited ('NARCL') pursuant to the Joint Assignment Agreement dated 12th March, 2025 under the provisions of Section 5 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ('SARFAESI Act'). Consequent thereto, NARCL became the lender/secured creditor of the Company in respect of the aforesaid financial facilities. NARCL acting in its capacity as Trustee of NARCL Trust – 0026 (through its attorney India Debt Resolution Company Limited (IDRCL)).

The Company subsequently received a Sanction Letter dated 2nd April, 2026 from IDRCL approving a restructuring of its outstanding debt, which provides for repayment of the sustainable debt over a specified period and includes certain asset monetisation measures as well as conversion of certain unsustainable debt and certain other debts into equity of the Company. The Company has accepted the terms and conditions of the sanction and is taking necessary steps towards implementation of the approved restructuring plan. Further subsequent to the end of FY, the Company has entered into a One-Time Settlement ('OTS') arrangement with J.C. Flowers Private Limited for settlement of its outstanding dues. The Company is also in the process of settling with other lenders. The Company remains committed to implement the restructuring and OTS arrangements and continues to engage with its lenders and stakeholders to improve its financial position and support long-term sustainability of its operations.

Subsequently, and in compliance with the IDRCL Sanction Letter, the Company has taken initiative for sale of assets of certain Tea Estates, and in this regard Memorandum of Understanding has been signed with several parties.

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. There was no change in the capital structure of the Company during the year.

Subsequent to the closure of FY, the Equity Shares of the Company delisted from The Calcutta Stock Exchange w.e.f. 17th July, 2026. The equity shares of the Company shall continue to remain listed and traded on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE').

TRANSFER TO GENERAL RESERVE

In view of the loss incurred during the financial year ended 31st March, 2026, the Board of Directors has not recommended any transfer of funds to the General Reserve. Accordingly, no amount has been transferred to the General Reserve during the financial year.

DIVIDEND

In view of the loss incurred by the Company during the financial year ended 31st March, 2026, the Board of Directors has not recommended any dividend on the Equity Shares of the Company for the year.

REVIEW OF OPERATIONS

During the Financial year, unfavorable weather conditions at the beginning of the tea season, adversely impacted crop production, which partially recovered during rainy season. The Company's saleable production was 360.61 Lakh Kgs tea, as compared to 366.82 Lakh Kgs in the previous year. The Company continued to focus on quality improvement through controlled plucking practices, enabling production of better-quality teas despite challenging weather conditions.

'Integrated Pest Management' practices continued across all tea estates; however, higher pest incidence, especially in the South bank estates of Assam and in the Dooars estates in West Bengal, due to adverse weather resulted in increased crop protection measures.

Labour availability continued to be a challenge during the year owing to high absenteeism. The Company intensified mechanisation initiatives by deploying additional plucking shears, pruning machines, earth augers and mechanical drain digging equipment to improve operational efficiency and mitigate labour shortages.

The Company continued to invest in long-term sustainability of its plantations through clonal tea nurseries, shade development, uprooting and replanting programmes, afforestation initiatives and creation of water bodies to improve the plantation micro-climate. Alternative cropping of Melia dubia and agarwood also progressed satisfactorily.

As part of its operational efficiency initiatives, one tea estate in North Bank Assam was converted from coal-fired to natural gas-based drying, resulting in improved fuel efficiency and reduced operating costs. The Company also continued to strengthen factory infrastructure and modernise manufacturing facilities through capital expenditure on specialised tea processing equipment. During the year, Nilpur Factory was converted into a 100% Orthodox tea manufacturing unit.

The Company's continued focus on quality enabled it to maintain its reputation for producing premium teas catering to both domestic and international markets.

Sustainability continues to remain an integral part of the Company's business strategy. All 31 factories operate in Assam are certified under ISO 22000:2018, and all 31 tea estates together with the McLeod Russel Blending Unit in Assam are certified under the Rainforest Alliance standards. Further, all estates and factories in Assam continue to hold Trustea certification. The Company also remains an active member of the Ethical Tea Partnership, reaffirming its commitment to responsible sourcing, sustainable agriculture and community development.

During the year, the Company continued to implement various social sustainability initiatives in collaboration with overseas buyer and several reputed national and international organisations, including IDH, CINI, Water For People, SEWA and the Ethical Tea Partnership, to implement various social sustainability and community development initiatives across its tea estates in Assam. These initiatives focused on women leadership development through the "Udayini" Women in Leadership Programme, community wellbeing under the Plantation Community Empowerment Programme (PCEP), promotion of sustainable water, sanitation and hygiene (WASH) practices, and programmes aimed at improving health, nutrition, education, child protection, gender equality, financial and digital literacy, and worker wellbeing. The Company also supported the "Synergy to Solve SDGs (S3)" initiative in collaboration with SEWA, the University of Pennsylvania, the London School of Hygiene and Tropical Medicine and Fordham University to address health, gender equity and alcohol dependency through targeted interventions in plantation communities. These initiatives focused on women leadership development, community empowerment, health and nutrition, child development, gender equality, water, sanitation and hygiene (WASH), financial and digital literacy, and overall improvement of the quality of life in plantation communities.

The Company performed well in the domestic and overseas markets and achieved a sales turnover of Rs 96,764.71. 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 worldwide and export sales of Rs 20,997.20 Lakhs.

INSOLVENCY AND BANKRUPTCY CODE (IBC)

During the year, the applications for initiation of the Corporate Insolvency Resolution Process ('CIRP') under the Insolvency and Bankruptcy Code, 2016 ('Code') earlier filed before the Hon'ble National Company Law Tribunal, Kolkata Bench ('NCLT') by PDK Impex Private Limited has been dismissed as withdrawn by the Hon'ble NCLT.

The applications earlier filed before the NCLT by State Bank of India, HDFC Bank Limited, and Indian Bank for initiation of the CIRP under Code, subsequent to assignment to National Asset Reconstruction Company Limited ('NARCL'), acting in its capacity as Trustee of NARCL Trust – 0026 (through its attorney India Debt Resolution Company Limited) was substituted in the name of NARCL. Subsequent to the closure of financial year, the said applications were withdrawn before the NCLT by NARCL.

Further, the applications filed during earlier years by Shah Brothers, IndusInd Bank Limited, and Indian Tea Association for initiation of the CIRP under the Code, are pending as at 31st March, 2026 and are pending adjudication before the NCLT.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation's), the Management Discussion and Analysis Report forms part of this Annual Report as **Annexure A**.

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

REPORT ON CORPORATE GOVERNANCE

As required under Regulation 34 read with Schedule V of the Listing Regulations, the Report on Corporate Governance and the Auditors' Certificate on Compliance with the Conditions of Corporate Governance are attached hereto as **Annexure B**, and forming part of this Report.

SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

The Company has one wholly owned subsidiary Borelli Tea Holdings Limited (BTHL), United Kingdom and three step down subsidiaries. BTHL is primarily 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 2026, BTHL had the following subsidiaries in different countries:-

(i) McLeod Russel Uganda Limited, Uganda – 100 % held by BTHL

(ii) McLeod Russel Middle East FZCO, UAE– 100 % held by BTHL

(iii) McLeod Russel Africa Limited, Kenya – 100 % held by BTHL

In accordance with the provisions of Section 129(3) of the Companies Act, 2013 ('the Act') and Regulations 33 and 34 of the Listing Regulation, the Consolidated Financial Statements of the Company and its subsidiaries, prepared in compliance with the applicable Indian Accounting Standards (Ind AS), form an integral part of this Annual Report. The performances of the Subsidiaries are summarised below for your information. 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 since net worth of that company is fully eroded, 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 Act 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.

Policy for determining "Material Subsidiary" and the same is disclosed on the website of the Company and can be accessed at https://www.mcleodrussel.com/pdf/investor/policies/material.pdf .

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

BORELLI TEA HOLDINGS LIMITED (BTHL)

BTHL prepares its accounts on financial year basis. At the close of the financial year, BTHL has investments in its subsidiaries in Uganda, Dubai and Kenya. During the year under review, BTHL has a loss after tax GBP 8,96,163 as compared to previous year (2024-25) loss of GBP 3,36,800.

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 year 2025, the Company's total comprehensive Loss is USD 0.586 million as against total comprehensive loss of USD 2.661 million in year 2024. During the year, the company was able to repay the agreed loan instalment to its major borrowings from bank. For the year, depreciation was USD 1.313 Million and finance cost was USD 1.674 Million; EBIDTA was positive by USD 2.401 million

MANUFACTURE, SALES, SELLING-PRICE AND CLOSING STOCK:

During the year 2025, MRUL manufactured 15.338 million kg of tea (2024 – 15.735 million kg). During the year 2025, MRUL sold 15.001 million kg tea (2024 - 16.062 million kg). Average selling price per kg during 2025 was USD 0.99 (2024 -USD 0.83). Closing Stock of tea as at 31st December 2025 was 2.67 million kg (31st December 2024 – 2.37 million kg).

OUTLOOK:

MRUL's tea production experienced a decrease in 2025 compared to the previous year, whereas bought leaf saw an increase. Bought leaf has increased by 1,055,461 kilograms in 2025 compared to 2024, representing a 19.7% increase. Own crop production decreased by 1,453,392 kilograms in 2025 compared to 2024, marking a 14% decrease.

A general decrease in rainfall across all estates, with an average of 1449 mm in 2025 compared to 1579 mm in 2024, is the cause of the production decline. This directly affected tea yields. The overall decrease in tea output for the year was a direct consequence of the reduced rainfall and labour shortage, which led to lower production levels.

The increase in bought leaf was a result of the increase in the price of outgrower leaf and timely payment for the green leaf purchased.

Transportation of tea from MRUL to Mombasa was carried out, with a few challenges in the second quarter due to high demand of trucks for direct exports and this delayed our dispatches. All went well after then with a number of transporters being engaged till the end of year.

We saw an improvement in prices in the last quarter of the year with a strong demand and good participation from different markets with most of the buyers maintaining interest and support

FSMS (ISO 22000:2018) Certificate will be expiring on 30th August 2026 and renewal audit conducted during June 2026.. Rainforest Alliance Premium was successfully paid to Outgrower beneficiaries. Estate premium will be used to renovate two labour village blocks at Muzizi & Bugambe. UNBS permits for Ankole, Kiko & Muzizi were renewed while Bugambe, Kisaru Mwenge were audited for renewal. For Aerodrome licence, inspections have been done pending license renewal. ESIA reports were submitted to NEMA portal, were working on clearance of penalty to have the Certificates ready.

McLEOD RUSSEL MIDDLE EAST FZCO (MRME)

MRME is a fully owned subsidiary of Borelli Tea Holdings Limited. It prepares its accounts calendar year wise. During the year 2025, the Company's total comprehensive Income is USD 15,425 as against total comprehensive Income of USD 116,620 in year 2024.

PURCHASE, SALES, GROSS PROFIT AND CLOSING STOCK:

During the year 2025, MRME purchased 778,519 kg of tea (2024 - 815,657kg). During the year 2025, MRME sold 798,615 kg tea (2024 - 839,085 kg). Gross profit for the year 2025 was 14.64% (2024 -18.88%). Closing Stock of tea as at 31st December, 2025 was 75,854 kg (31st December, 2024- 95,949 kg).

OUTLOOK:

Business progressed steadily during 2025, driven primarily by key local and cross-trade customers. In addition, several smaller local customers were successfully developed, with their volumes increasing to a significant level throughout the year. All customers expressed satisfaction with the quality and reliability of deliveries and have indicated their intention to continue and expand business in the coming year. MRME also commenced shipments to Indonesia, marking an important milestone in market expansion. However, business opportunities in the CIS countries remained limited due to slower sales performance in those markets during the year. Overall business growth continued to be constrained by the limited financing available to support MRME's trading activities.

Looking ahead, 2026 is expected to deliver growth in both business volume and profitability. Increased sales are anticipated across all three major sales verticals. MRME has secured large annual contracts with two customers in the UAE local market, primarily for Blend STDs, which are expected to contribute significantly to profitability in 2026. The company has also resumed shipments to CIS countries and Indonesia and expects to secure annual contracts in both markets during the year.

The primary challenge facing MRME remains the availability of working capital to support larger trading volumes. Securing additional financing will enable the company to expand its trading activities, capitalize on growing demand, and strengthen the long-term sustainability of its existing sales verticals. As the business scales, MRME plans to recruit additional manpower to manage office operations and backend logistics. This will provide the Business Manager with greater flexibility to focus on customer development, market expansion, and the acquisition of new business opportunities.

McLEOD RUSSEL AFRICA LIMITED (MRAL)

MRAL is a fully owned subsidiary of Borelli Tea Holdings Limited. It prepares its accounts calendar year wise. During the year 2025, the Company's total comprehensive income is USD 1,023 as against total comprehensive income of USD 289,914 in year 2024.

PURCHASE, SALES, GROSS PROFIT AND CLOSING STOCK:

During the year 2025, MRAL purchased 2.59 million kg of tea (2024 – 3.62 million kg). During the year 2025, MRAL sold 2.65 million kg tea (2024 – 3.61 million kg). Gross profit for the year 2025 was 8.9% (2024 – 9.8%). Closing Stock of tea as at 31st December, 2025 was 187,306 kg (31st December, 2024 - 240,588 kg).

OUTLOOK:

The year was marked with diverse trading challenges from increased auction prices, buyers insisting on credit, inflation in key destinations and resurgence of the number of traders in Mombasa.

The year saw a reduced profitability and volumes traded by MRAL. Key clients placed minimal orders on account of increased prices at the auction

Egypt gave good support however at much reduced margins. Ukraine was heavily affected by the high tea prices and the increase in Freight rates. Our largest buyer resorted to sourcing of teas from Asian countries. Saudi Arabia and the Middle East gave a good account but were impacted by the availability of cheap Kenyan teas circulating in the destination. Afghanistan showed much less support as traders insisted on credit and the bad situation made worse by the increased tea costs. Iran wasn't as active and made fewer in between orders. Our partners in USA and Spain had held stocks which affected their turn around and orders.

Locally, the competitive environment was intense as more traders got registered with some having direct relations to our clients. The Kenya Shilling was relatively steady to the Dollar. The cost of doing business increased as both Freight, warehousing and material charges were increased.

We look forward to a very challenging year ahead with the logistical, Freight and material costs challenges deeply affecting us owing to geographical tensions.

MRAL need to embark on aggressive marketing to source for new clients. MRAL need to appreciate the need for marketing and make it much easier for this to happen. Marketing in its very nature is long term and its impact may be felt long after the trade mission. It takes time, personal involvement to develop a lasting relation that translates into business.

CORPORATE SOCIAL RESPONSIBILITY

At McLeod Russel India Limited, responsible business conduct and sustainable value creation remain integral to the Company's governance framework. The Company's philosophy is founded on the belief that long-term business success is intrinsically linked with the well-being of the communities in which it operates and the preservation of the environment. Guided by this philosophy, the Company continues to undertake various social and community development initiatives aimed at improving the quality of life of people residing in and around its Tea Estates and operational areas.

In terms of Section 135(5) of 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 the Company did not have the requisite average net profits computed under Section 198 of the Act and, therefore, was not required to incur CSR expenditure during the year under review, it continued to undertake various welfare and community development initiatives across its areas of operation. These initiatives focused on education, healthcare, sanitation, community welfare, cultural development and improving the overall quality of life of local communities.

The Company has a CSR Committee and has adopted a CSR Policy, which can be accessed at https://www.mcleodrussel.com/pdf/investor/policies/csr-policy.pdf. The Corporate Social Responsibility Committee of the Board as on 31st March, 2026 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 E** and forms part of this Report.

DIVIDEND DISTRIBUTION POLICY

In terms of Regulation 43A of the Listing Regulation, 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 accessedat https://www.mcleodrussel.com/pdf/investor/policies/dividend-distribution-policy.pdf

DIRECTORS AND OFFICERS (D&O) LIABILITY INSURANCE POLICY

In compliance with Regulation 25(10) of the Listing Regulation, the Company has in place a Directors and Officers (D&O) Liability Insurance policy, to provide appropriate protection to its Directors and Officers against liabilities arising from the discharge of their duties and responsibilities. The adequacy and coverage of the Policy are reviewed by the Board periodically to ensure continued and appropriate risk protection.

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 Act for the year ended 31st March 2026 and states 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 Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

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

(e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls 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 Independent Directors including one Woman Director in line with applicable provisions of the Act and the Listing Regulation except for the requirement of under Regulation 17(1)(c) of the Listing Regulation relating to the minimum number of Directors. The Board of Directors of the Company as on 31st March, 2026 comprised of 5 (five) Directors of which 4 (four) were Independent Directors. Mr. Amritanshu Khaitan resigned from directorship with effect from 17th March, 2026 and subsequently, Mr. Pradip Bhar has been appointed as Whole-Time Director (designated as Whole-Time Director and Chief Financial Officer) of the Company with effect from 27th April, 2026 in compliance with provision of Regulation 17 (1E) of the Listing Regulation at the meeting of the Board of Directors held on 27th April, 2026. 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.

All of the Directors, Key Managerial Personnel, Senior Management and other Management Personnel as on 31st March 2026, have confirmed compliance of Code of Conduct for Board of Directors including Independent Directors, Key Managerial Personnel, Senior Management and other Management Personnel of the Company. This Code continues to help the Company maintain standard of ethics and ensure compliance of applicable legal requirements.

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 Regulation, and the same is appended as a separate Annexure to this Report.

CHANGE IN DIRECTORATE

During the year, Mr Amritanshu Khaitan, Non Executive - Non Independent Director of the Company, tendered his resignation from the Directorship and ceased to be the Director of the Company with effect from 17th March, 2026.

Subsequent to his resignation, Mr. Pradip Bhar has been appointed as an Additional Director with effect from 27th April, 2026 in compliance with provision of Regulation 17 (1E) of Listing Regulation at the meeting of the Board of Directors held on 27th April, 2026. Mr Bhar has also been appointed as Whole-Time Director (designated as Whole-Time Director and Chief Financial Officer) of the Company, subject to necessary approvals. Subsequently, the members of the Company have approved his appointment through postal ballot on 27th June 2026.

Ms. Rupanjana De was appointed for second term as Non – Executive Independent Director for a period of three consecutive years commencing from 30th December, 2025 to 29th December, 2028 (both days inclusive) and subsequently the same was approved by the shareholders of the Company at the 27th Annual General Meeting (AGM) of the Company held on 26th September 2025.

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 Act, Mr. Pradip Bhar (DIN- 01039198) will retire by rotation at the forthcoming Annual General Meeting and being eligible has offered his candidature for re-appointment. His retirement by rotation and re-appointment at this Annual General Meeting will not affect the tenure, terms and conditions or remuneration of his appointment as Whole Time Director as approved by the Members of the Company.

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

Brief profile, nature of expertise, disclosure of relationship between directors inter-se, details of directorships and committee membership held in other companies of Mr. Pradip Bhar 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, the Company had 3 (Three) Key Managerial Personnel, being Mr. Aditya Khaitan, Chairman and Managing Director; Mr. Pradip Bhar, Whole-Time Director & Chief Financial Officer; and Mr. Alok Kumar Samant, Company Secretary & Compliance Officer.

DECLARATION FROM INDEPENDENT DIRECTORS

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meet the criteria of Independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR, 2015. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

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 independent and objective 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 Annual Report.

In terms of Section 150 of the Act 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.

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

During the financial year 2025-26, the Board met 4 (four) times during the year on 29th May 2025, 14th August 2025, 14th November 2025 and 13th February 2026. The gap between any two Board Meetings was within the period prescribed under the Act and the Listing Regulations.

The details of Board and Committee Meetings, Directors' attendance, Board Evaluation, Familiarisation Programme for Independent Directors, Nomination and Remuneration Policy, composition of Board Committees and Vigil Mechanism are provided in the Corporate Governance Report forming part of this Annual Report.

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its own performance, that of its Committees and individual Directors, including Independent Directors. The Nomination and Remuneration Committee has prescribed the criteria and framework for such evaluation, and the annual performance evaluation was completed during the year.

The Company has also adopted a Familiarisation Programme for Independent Directors to enhance their understanding of the Company's business, operations and governance practices. Details of the programme are available on the Company's website at https://www.mcleodrussel.com/investors/familiarisation-programme.aspx. The Company has established a Vigil Mechanism/Whistle Blower Policy to promote ethical conduct and provide an avenue for reporting genuine concerns, details of which are set out in the Corporate Governance Report.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

In terms of requirement of Schedule IV to the Act, the Independent Directors held 2 (two) separate meetings on 14th November 2025 and 31st March 2026 without the attendance of non-independent Directors. All Independent Directors were present at the said meetings. The activities prescribed in paragraph VII of Schedule IV to the Act were carried out at the said meetings.

COMMITTEES

As on 31st March, 2026, the Board has 4 (four) 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 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, guarantees or investments made under Section 186 of the Act, 2013 are furnished in Note No. 49 to the Financial Statements for the year ended 31st March 2026.

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 at https://www.mcleodrussel.com/pdf/investor/policies/related/party/transaction-policy.pdf.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS

In pursuance of the provisions of Section 178 of the Act and Listing Regulation, 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 available at the website of the Company at the web link https://www.mcleodrussel.com/pdf/investor/policies/remuneration/policy.pdf .

The Remuneration Policy, inter-alia, includes the appointment criterion and 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 Act and rules framed thereunder and the Listing Regulations. The Remuneration Policy also contains provisions about the payment of fixed and 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

During the year under review, there were no significant or material order passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

The arbitration proceedings under the Rules of the International Chamber of Commerce arose in respect of the dispute/issues arising out of a Facility Agreement entered into by certain Promoters of the Company in 2017. The Company was not signatory to the Facility Agreement. The original Claimant 1, KKR India Financial Services Limited, was subsequently renamed to Incred Financial Services Limited and during the pendency of the proceedings assigned all its rights, title, and interests to Real Touch Finance Limited. The Arbitral Tribunal vide its Final Award dated 29th September 2025 has held that the Claimants (Claimant 1-Real Touch Finance Limited and Claimant 2 – IDBI Trusteeship Services Limited) are entitled to be paid/recover an amount of Rs. 50,895.91 lakhs jointly and severally from the Company and certain other respondents. Further, the Claimant 1 is entitled to recover costs the sum of US$ 564,600 and Rs. 20,23,110 to be paid jointly and severally by the Company and certain other respondents. Challenging the Final Award, the Company has file petition under Section 34 of the Arbitration and Conciliation Act, 1996, before the Hon'ble High Court of Delhi.

Earlier the Hon'ble High Court of Delhi, in in O.M.P.(I) (COMM.) 459/2019 titled KKR India Financial Services Limited & Anr. vs. Williamson Magor & Co. Limited & Ors vide its ex-parte interim order, restrained the Company from selling, transferring, alienating, disposing, assigning, dealing, encumbering or creating third-party rights on its assets, and from carrying out any change in its capital structure or any corporate or debt restructuring. Consequent upon passing of the Final Award, the said interim order has ceased to operate.

In the matter of an earlier application filed by Shah Brothers under Section 7 of the Insolvency and Bankruptcy Code, 2016, the Hon'ble National Company Law Tribunal, Kolkata Bench, Court-II, Kolkata, vide its Order dated 8th November, 2023, had passed an ad-interim order. The matter is pending adjudication.

MATERIAL CHANGES AFTER END OF THE FINANCIAL YEAR

Except as disclosed elsewhere in this Annual Report and the notes forming part of the Financial Statements, there have been no material changes or commitments affecting the financial position of the Company which have occurred between 31st March, 2026 and the date of this Report.

ONE TIME SETTLEMENT WITH BANKS AND FINANCIAL INSTITUTIONS

During the financial year under review, the Company did not enter into any One-Time Settlement (OTS) with any Bank or Financial Institution. Accordingly, the disclosure requirements relating to the difference between the amount of valuation carried out at the time of OTS and the valuation undertaken while availing the loan, together with the reasons therefor, are not applicable.

Subsequent to the end of the financial year, the Company entered into a settlement arrangement with JC Flowers Asset Reconstruction Private Limited in respect of certain assigned debt facilities as part of its ongoing debt resolution and restructuring initiatives. Details of the said settlement have been disclosed elsewhere in the report.

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 a process comprising both automated as well as manual controls to ensure accuracy of recording all transactions undertaken during the 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 and 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 Managing Director and the Whole Time Director and Chief Financial Officer 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.

ANNUAL SECRETARIAL COMPLIANCE REPORT

The Company has undertaken an review of compliances with all the applicable Securities Exchange Board of India (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 prescribed timeline in terms of SEBI Master Circular No. HO/49/14/14(7)2025-CFD POD2/I/3762/2026 dated 30th January, 2026 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, 2026 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 28th Annual General Meeting of the Company as required under Section 92 of the Act and the Rules made thereunder. Copy of the same shall be available on the website of the Company.

STATUTORY AUDITORS AND AUDIT REPORT

M/s. Lodha & Co LLP, Chartered Accountants (Firm Registration No. 301051E/E300284) is the Statutory Auditors of the Company and were appointed for a term of five consecutive years i.e. from conclusion of 26th Annual General Meeting (AGM) until the conclusion of the 31st AGM of the Company. M/s. Lodha & Co LLP and have conducted the audit for the Financial Year ended 31st March, 2026 and have furnished their report.

In their Report dated 29th May, 2026, M/s. Lodha & Co LLP. have expressed an adverse opinion in relation to the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2026. 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 (ICDs) aggregating to Rs. 2,86,050 lakhs (including interest accrued till March 31, 2019) as on March 31, 2026 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. 2,44,629 lakhs (including Rs. 1,43,590 lakhs made during the year) has been made thereagainst leaving a balance of Rs. 41,421 lakhs which remain unprovided as on this date. In absence of ascertainment of the shortfall and provision against	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, 2026. 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 in earlier years and uncertainties with respect to the recovery etc. 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

Audit Qualification	Board's Response
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.	to Promoter Group and other entities mainly to provide financial support to an another promoter group company against which Corporate Insolvency and Resolution Process ('CIRP') as per the Insolvency and Bankruptcy Code, 2016 ('IBC') was subsequently initiated. In terms of the Resolution Plan as approved by the Hon'ble National Company Law Tribunal ('NCLT'), Kolkata pursuant to the said proceedings, the amounts so advanced to the said company has become irrecoverable affecting the recoverability of the ICD's given by the company. The company is in the process of taking legal and other steps for recovery of the amounts given as ICD's and has filed legal suit before Hon'ble Calcutta High Court for recovery from certain promoter group entities. Pending outcome of the steps being taken, without prejudice to the company's legal right to recover the amounts given by it., considering the possibilities of recovery etc., further provision of Rs. 1,43,590 lakhs (other than Rs. 1 01,039 lakhs provided in earlier years) has been made and shown under Exceptional Items. Amount finally recoverable in respect of these ICDs as such are currently not determinable and consequential adjustments will be given effect to on final determination on case to case basis.
2) Note 9(a) 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.	This includes the amount to be converted to Equity Share Capital in terms of sanction letter issued by NARCL as dealt with in Note no. 5(a). The management in terms of the sanction letter issued by NARCL as dealt with in Note no. 5(a) is of the opinion that certain amount of ICD's taken will be converted to Equity Share Capital for which necessary steps for approval of lenders, shareholders etc. are being taken. Necessary adjustments in this respect will be given effect to on confirmation from respective parties and resolution to the effect by the shareholder's of the company.
3) Note no. 9(a) regarding non-determination of interest and other consequential adjustments/disclosures in absence of relevant terms and conditions in respect of certain advances and liabilities being so claimed by customers as stated therein. Further, as stated in Note 9(a) and 5(b) penal/compound interest and other adjustments in this respect are currently not determinable. 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 lender bank with respect to the borrowings of the company as dealt with in Note 5(d) of the financial results and consequential adjustment in this respect, Interest on borrowings from the bank and ICDs 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. The amount payable to the lender 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 5(d) and will accordingly be dealt with on determination thereof. Interest if any on outstanding advances aggregating to Rs. 3,550 lakhs and Rs. 500 lakhs included other liabilities as stated in Note 9(a), pending recognition as Inter Corporate Deposits and finalisation of terms and conditions thereof has not been recognised. Penal interest / compound interest as stated in Note 5(d) has not yet been confirmed by lenders. Further, the amount

Audit Qualification	Board's Response
	of interest would be finalised as agreed upon by the lenders and creditors and amount payable will then be ascertained and given effect to in the accounts.
4) 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 5(d) and 9(a). 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.
5) 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.
6) 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 there against 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 6, the Company has been incurring significant amount of losses and it's current liabilities have become in excess of the current assets. Considering these indicators and circumstances stated herein above in Note 5, fair Value of Property, Plant and Equipment and Capital Work in progress ('CGU') are required to be assessed for testing of Impairment there against. 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, 2026. Subsequent to the balance sheet date, resolution with respect to company's borrowing as stated in Note 5 have been progressing and thereby valuer's have been progressing for assessment of value in use and fair value of assets, which is pending as on this date. However, considering the restructuring of debt by NARCL and JCAF as dealt with in Note 5 the intrinsic value of the company has improved and no impairment against the value of the asset requiring any adjustment is envisaged as on March 31, 2026. Impairment if any in the value of CGU and Investments as such, will be considered on determination.
7) Note 9(b) 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 aggregating to Rs. 21,382 lakhs as on March 31, 2026. In respect of demand of Rs. 19,111 lakhs pertaining to the arrears of Provident Fund dues, Assam Tea Employees Provident Fund Organisation vide their letter dated March 12, 2026 has granted approval for repayment of dues for the period upto January 31, 2026 over a period of three years. The amount of interest, penalty etc. in respect of above statutory dues have currently not been recognised in these financial results as the management is contemplating to seek waiver of such levies. Considering this and pending

Audit Qualification	Board's Response
	reconciliation of the amounts including those as demanded by the authorities with the books of accounts of the respective tea estates, adjustments/ impact arising in this respect are currently not ascertainable.
8) 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.
9) Note 11 regarding recognition of deferred tax assets including those arising due to provision against Inter Corporate Deposits, given the uncertainty with respect to availability thereof and consequential impact to that extent on the loss for the period.	Consequent to the restructuring of the company's debt as stated in Note 5 rationale for recognition of Deferred Tax Assets (DTA) has been reviewed during the year. Realisation of DTA is dependent upon generation of future taxable profit against which those temporary differences and carry forward of tax losses become deductible. Considering the resolution of the company's debt as dealt with in Note 5 and expected improvement in operational and financial performance and growth in volume of business of the company, Deferred Tax Assets of Rs. 28,757 lakhs has been recognised in these financial results for reasonable certainty of realisation thereof against the expected taxable income and reversal of Deferred Tax Liabilities (DTL).
10) Note 5(a) to (c) regarding adjustment of Rs. 1,28,895 lakhs being given effect to in exceptional items pursuant to the letter issued by NARCL sanctioning the resolution of the borrowing assigned to them and by JCAF approving the One Time Settlement (OTS) of the amount payable in respect of borrowing from them which is subject to execution of MRA by NARCL and fulfilment of conditions precedent to the implementation of the restructuring.	Resolution with NARCL is subject to entering into Master Restructuring Agreement ('MRA') which is pending execution as on this date and the said resolution and OTS with JCAF is subject to fulfilment of the conditions precedent as specified in the sanction letters issued by the respective parties. In the event there being default in making payments and fulfilling the conditions including those relating to regulatory compliances and other approvals etc., the restructuring as dealt herein above shall stand revoked and outstanding amount will required to be restored and will be considered as payable as per the original terms thereof. The management is confident of timely repayment of sustainable amount and compliances with respect to the conditionalities as stipulated there against.

Audit Qualification	Board's Response
11) Note no. 9(e) regarding non recognition and ascertainment of the impact of labour code as notified vide notification dated November 21, 2025 by Government of India. Implication in this respect are currently under evaluation and impact thereof has not been ascertained by the management and as such cannot be commented upon by us.	Not quantified

SECRETARIAL AUDIT AND AUDITOR REPORT

In terms of the requirements of Section 204 of the Act and Regulation 24A of the Listing Regulations, the Secretarial Audit of the Company for the year ended 31st March 2026 was conducted by M/s. A. K. Labh & Co., Company Secretaries (Firm Unique Code: S1999WB026800). There was no audit qualifications/reservations/adverse remarks in the Secretarial Auditors' Report, attached to this Report as **Annexure F** and forms part of this Report.

COST AUDIT AND COST RECORDS

In accordance with the requirements of Section 148 of the Act 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 has 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 2027.

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 2026 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 Act 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 as **Annexure C** and forms part of this Report.

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, are expected to threaten the very existence of the Company. The Company has taken adequate measures to mitigate various risks encountered by the Company.

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, as 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 the Company has complied with the Code.

PARTICULARS OF EMPLOYEES

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

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 levels in maintaining smooth functioning during the period under review.

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 Act 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, the status of complaints in the year 2025 is set out below.

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. The Company has also made application for SHe-Box (Sexual Harassment electronic Box) registration, an on-line complaint platform launched by the Government of India.

COMPLIANCE WITH MATERNITY BENEFIT ACT, 1961

The Company complies with the provisions of the Maternity Benefit Act, 1961, now subsumed into labour code on Social Security 2020 and extends maternity benefits to eligible women employees in accordance with applicable statutory requirements. The Company also provides appropriate facilities and support measures, along with various initiatives aimed at promoting the well-being, safety and professional development of women employees.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with all the applicable Secretarial Standards on Board Meetings and General Meetings issued by The Institute of Company Secretaries of India, as mandated under Section 118 of the Act.

ACKNOWLEDGEMENT

Your Directors extend their sincere appreciation to all employees, regardless of their level, for their unwavering dedication, hard work and commitment. They also acknowledge invaluable support and cooperation received from all stakeholders, with special gratitude to you, the Shareholders.

For and on behalf of the Board of Directors

Place: Kolkata
Date: 14th August, 2026

Aditya Khaitan
Chairman & Managing Director
DIN: 00023788

Pradip Bhar
Whole-time Director & Chief Financial officer
DIN: 01039198

ANNEXURE - A

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENT

World tea production during 2025 registered 7266 million kg, compared to 7087 million kg in 2024, a substantial increase of 179 million kg (+3%). China remained the largest producer in 2025 at 3920 million kg (53.95%), followed by India at 1370 million kg (18.85%). The other major producers globally were Kenya at 550 million kg (7.57%), Sri Lanka at 264 million kg (3.63%), Turkey at 254 million kg (3.50%), Vietn am at 245 million kg (3.37%), Indonesia at 120 million kg (1.65%), Bangladesh at 95 million kg (1.31%), Japan at 68 million kg (0.94%), Argentina at 68 million kg (0.94%) and Uganda at 47 million kg (0.65%). Following the increased production in 2025, world tea exports in 2025 also improved by 5.36% from 1976 million kg in 2024, to 2082 million kg in 2025, an increase of 106 million kg. The largest exporter was Kenya at 652 million kg (31.32%), followed by China at 419 million kg (20.12%), India at 280 million kg (13.45%), Vietnam at 135 million kg (6.48%), Uganda at 42 million kg (2.02%) and Argentina at 62 million kg (2.98%). Total world exports amounted to approximately 28.65% of world production for the year in 2025, i.e. approximately 71.35% of the world production was retained at origin, slightly lower than the 2024 figure at 72.12%. India and China, aside 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 Turkey, 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 the global export market, India's two principal competitors are Kenya and Sri Lanka. Kenya, traditionally a producer of CTC black teas, is increasingly expanding its orthodox tea production, thereby strengthening its position in export markets. Sri Lanka, on the other hand, is predominantly an orthodox black tea producer, albeit with a comparatively higher cost base. Although China is one of the world's largest tea producers, it primarily manufactures green and oolong teas, the majority of which are consumed domestically. Consequently, China is not considered a direct competitor to India in the export market for black teas. (Source of figures: International Tea Committee Bulletin and Tea Board of India.)

World Tea Imports for consumption in 2025 stood at 1977 million kg, an increase of 97 million kgs (+4.91%) compared to the 2024 figure of 1880 million kg. Despite the increase in tea imports for consumption, global tea production grew at a comparatively slower pace. However, the carryover of surplus inventories from the previous year, coupled with the additional production, resulted in a continued global oversupply during 2025. Pakistan continued as the world's largest importing country at 240 million kg (12.14%) with an increase of 18 million kg (7.50%) from 2024. Continuing at the 3rd position Russian Federation 107 million kg (5.41%) has also decreased by 13 million kg. USA at 112 million kg, a 11 million kg decrease from 2024, UK at 95 million kg again with a 4 million kg decrease from 2024, Egypt at 100 million kg (5.06%), Morocco at 93 million kg (4.70%), Iraq at 99 million kg (5.01%) and Iran at 59 million kg (2.98%). Other large importing countries, albeit with smaller volumes than the aforementioned countries, are Poland, Ghana, Saudi Arabia, Malaysia and Afghanistan. The major producing countries with large imports for consumption in batting order are China, India, Japan, Taiwan and Turkey. (Source of figures: International Tea Committee Bulletin and Tea Board of India)

Global black tea production in 2025 declined in several producing countries, most notably Kenya (-44.1 million kg) and Turkey (-21.0 million kg). In contrast, production increased in India (+66.4 million kg), Sri Lanka (+3.4 million kg), and Bangladesh (+2.0 million kg). In Indian tea auction centres, prices for CTC decreased by -8.45% and Orthodox increased 3.04% , respectively, in 2025 compared to the previous year. Tea prices in North India decreased by -8.15%, while in South India, they decreased by -1.83% in 2025 compared to 2024. Following the increase in crop production in India, the overall average auction price in India decreased by -5.99% in 2025. Meanwhile, prices at the Colombo auction in Sri Lanka were lower by -5.18% in 2025. At the Mombasa tea auctions in Kenya, African tea prices remained unchanged in 2025 compared to 2024. Smallholders' production continues to constitute the majority of tea production in India (57%) and Kenya (53%). 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.

OPPORTUNITIES AND THREATS

The operating environment for the Indian tea industry remained challenging during Season 2025, with the combined impact of adverse climatic conditions, heightened pest pressure and evolving regulatory requirements influencing both production and market dynamics. Erratic rainfall, prolonged dry spells and elevated temperatures during the first half of the season adversely affected crop availability and quality across North Indian tea-growing regions. These weather-related disruptions, compounded by one of the most severe incidences of Helopeltis and Green Fly/Thrips infestation witnessed in recent years, significantly increased crop protection challenges and constrained the production of quality teas.

Domestic tea prices remained firm during the early part of the season, supported by lower crop availability and healthy demand for quality teas. As production improved in the latter part of the year and market supplies normalised, price levels moderated. Despite this correction, demand for well-made quality teas continued to remain resilient, reinforcing the importance of quality differentiation in an increasingly competitive marketplace.

The Company continues to benefit from its long-standing reputation for producing teas that consistently meet stringent food safety, traceability and sustainability standards. As international buyers increasingly prioritise compliance with evolving Maximum Residue Limits (MRLs), responsible agricultural practices and certified supply chains, Company is well positioned to strengthen its relationships with existing customers while expanding opportunities in premium export markets. The continued emphasis on food safety by domestic regulators and increasing consumer awareness are expected to further support the demand for compliant teas.

The growing preference for Orthodox teas presents encouraging opportunities. The Company remains focused on improving manufacturing efficiencies, modernising processing infrastructure and enhancing product quality to strengthen realisations across both domestic and international markets. Continued investment in technology, process optimisation and quality improvement initiatives will remain integral to sustaining competitiveness.

Climate change continues to represent the most significant long-term challenge facing the tea industry. Increasingly unpredictable weather patterns, characterised by irregular rainfall, extended periods of drought and extreme climatic events, have made crop planning and quality management considerably more complex. These conditions have also contributed to an increased incidence of pests and diseases, necessitating greater vigilance and more intensive field management practices throughout the production season.

The progressive tightening of pesticide residue regulations across key export markets, particularly the European Union, together with the withdrawal of several effective crop protection molecules, continues to reduce the range of available pest management solutions. While these developments support safer and more sustainable agricultural practices, they have increased production risk and operational complexity, particularly during years of severe pest infestation. The Company continues to strengthen its Integrated Pest Management (IPM) programme through enhanced field surveillance, biological and cultural control measures, judicious use of approved crop protection products and continuous training of field personnel to minimise crop losses while ensuring compliance with applicable domestic and international standards.

Rising costs of labour, agricultural inputs, energy and logistics continue to exert pressure on operating margins across the industry. The Company remains focused on improving productivity through continuous process improvements, prudent cost management, selective mechanisation and ongoing investment in manufacturing infrastructure to enhance efficiency and strengthen its competitive position.

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 Company's operations are exposed to a range of operational, financial and regulatory risks inherent in the plantation business. As tea is an agricultural commodity with a long production cycle, the ability to respond rapidly to unforeseen events is limited. Accordingly, the Company continues to place significant emphasis on proactive risk identification, robust internal controls and sustainable operating practices.

Employee welfare and labour availability remain important areas of focus for the plantation industry. The Company's operations are highly labour intensive and are subject to extensive statutory welfare obligations under various Central and State legislations. The Company continues to invest in employee housing, healthcare, education, sanitation and community development programmes while working closely with employees and other stakeholders to maintain industrial harmony and operational continuity.

The Government of Assam has undertaken several initiatives to ease the financial burden on tea estates arising from the obligations of the Plantation Labour Act. These measures include the establishment of Tea Garden Model Schools, the provincialisation of Tea Garden Schools, the construction of Mahaprabhu Jagannath Community Hall-cum-Skill Centres within tea estates, and the provision of essential drugs and medicines free of cost. In addition, flagship rural development programmes of the Government of India, such as the Jal Jeevan Mission and the Pradhan Mantri Awas Yojana (PMAY), are being implemented across tea estates through the State Government, further strengthening social infrastructure and improving the welfare of tea garden communities.

Maintaining compliance with evolving domestic and international food safety and sustainability requirements remains a critical business priority. The Company has established comprehensive quality assurance systems covering traceability, factory controls, residue monitoring and process standardisation. All manufacturing facilities continue to operate under internationally recognised food safety systems, including ISO 22000 and HACCP, while sustainability certifications such as Rainforest Alliance and Trustea reinforce the Company's commitment to responsible production practices.

The Company is exposed to financial risks arising from fluctuations in foreign exchange rates, interest rates and working capital requirements. These risks are managed through established treasury policies, regular monitoring of market exposures and prudent financial management practices. Internal financial controls and periodic reviews by the Board and its Committees ensure that material risks are identified and addressed in a timely manner.

The plantation business also requires continuous capital investment in factory modernisation, replanting, irrigation, mechanisation and infrastructure to sustain productivity and quality standards. The Company continues to prioritise investments that improve operational efficiency, optimise resource utilisation and strengthen long-term competitiveness.

The tea industry continues to be subject to taxation by both the Central and State Governments. While the incidence of direct taxation has reduced over the years, certain Central and State levies continue to impose additional cost pressures and affect the competitiveness of the sector. In recognition of these challenges, the Government of Assam has introduced a series of policy interventions aimed at supporting the long-term sustainability of the industry. These measures include the suspension of the Assam Green Leaf Cess for the two-year period from January 2025 to December 2026, exemption from Agricultural Income Tax for the corresponding period, provision of interest subvention on term and working capital loans, and a production incentive of Rs. 10 per kilogram of orthodox tea to partially offset the higher cost of manufacturing this export-oriented category. Collectively, these initiatives are expected to provide meaningful financial relief to tea producers while reinforcing the viability and competitiveness of the Assam tea sector.

The Company remains committed to strengthening its enterprise risk management framework through continuous monitoring of strategic, operational, financial and compliance risks. Supported by sound corporate governance, established internal control systems and a culture of continuous improvement, the Company believes it is well positioned to manage uncertainties while pursuing sustainable growth.

OUTLOOK

The increased emphasis on compliance with permissible Maximum Residue Levels (MRLs) by the Food Safety and Standards Authority of India, together with greater awareness among producers, has continued to improve the overall quality profile of teas entering the auction system. The Tea Board's measures to strengthen quality standards, including the continuation of the 100% Dust auction policy and tighter monitoring of market compliance, are expected to further discourage the flow of sub-standard teas into organised auctions. In addition, increased pest attacks, accelerated by rising temperatures and erratic monsoon distributions, severely compromise tea bush physiology and destabilise predictable cropping patterns.

Following the recovery in North Indian crop levels, auction offerings have improved compared to the previous season. However, demand for premium and export-quality teas continues to remain resilient. Traditional export destinations in the Middle East, CIS region and other international markets are expected to continue sourcing Indian teas, although trade flows may witness temporary disruptions owing to elevated freight costs and geopolitical developments.

The global tea industry continues to operate in an environment of heightened geopolitical uncertainty. The ongoing conflict in the Middle East and disruptions to shipping through the Strait of Hormuz have increased crude oil prices, marine insurance premiums and container freight costs, resulting in longer transit times and higher logistics expenses for exporters. These developments are expected to exert pressure on export competitiveness and working capital requirements across the tea supply chain.

Going forward, volatility in energy prices, shipping costs and currency movements is likely to remain a key challenge for the global tea trade. In this environment, producers focusing on consistent quality, sustainable manufacturing practices and strict field compliance are expected to be better positioned to secure remunerative price realisation and maintain market competitiveness. The Company will focus on quality enhancement, residue compliance and operational efficiency to maximise value realisation in both domestic and export markets.

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 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 :-

Financial Ratios				
Ratios	**2025-26**	**2024-25**	**Change (%)**	**Reason**
Debtors Turnover	31.36	28.50	-	Not Applicable
Inventory Turnover	31.94	17.23	85.41	Due to decrease in realisation and volume.
Interest Coverage Ratio	0	0	-	Since 'Profit before interest and tax' is negative, this ratio cannot be calculated.
Current Ratio	0.18	0.06	197.93	Due to restructuring of Company's borrowings.
Debt Equity Ratio	(10.29)	(35.62)	-71.11	Due to restructuring of Company's borrowings and consequent provisions against ICD's.
Operating Margin (%)	(6.00)	0.86	-797.67	Due to reduction in sale price and increase in cost.
Net Profit Margin (%)	122.90	-19.17	-741.16	Due to restructuring of Company's borrowings and consequent provisions against ICD's.
Return on Net Worth (%)	0	0	-	For the year 2025-26 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

The tea industry is highly labour intensive. The Company employs around 49,610 personnel, of whom 43,292 are permanent and 6,318 temporary at its Tea Estates and other establishments in India with about 55% being women. Employee relations remained satisfactory during the period under review. The Company places on record its appreciation for the wholehearted support and dedication of its employees at all levels in maintaining smooth production and manufacture of tea across all its Tea Estates during the year.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis relating to future projections, estimates, expectations and outlook are forward-looking and are subject to risks and uncertainties. Actual results may differ materially from those expressed or implied by such statements. The Company does not undertake any obligation to update or revise such forward-looking statements. Information relating to market and industry data has been obtained from various sources and its accuracy and completeness cannot be assured.

For and on behalf of the Board of Directors

	Aditya Khaitan	**Pradip Bhar**
Place: Kolkata	*Chairman & Managing Director*	*Whole-time Director & Chief Financial officer*
Date: 14th August, 2026	DIN: 00023788	DIN: 01039198

Annexure – B

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The philosophy of McLeod Russel India Limited ('Company') on Corporate Governance oversees its business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders, comprising Customers, Vendors, Employees, Shareholders and Financiers as well as to Society at large. The Company is engaged 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 through sustained efforts, research and development in plantation practices and adoption of the latest technology. The Company strives for effective management of contingencies such as droughts and floods. It also gives due importance to its obligations towards its large workforce. The Company believes in enhancing shareholders' value through transparency, professionalism and accountability while nurturing these core values in all aspects of its operations.

The Report for the Financial Year (FY) 2025-26 on Compliance with the principles of the Corporate Governance in accordance with Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, read with relevant provision of the Companies Act, 2013 ('the Act') & Rules framed thereunder, is given below.

2. BOARD OF DIRECTORS

(a) Composition and Category of Directors

(i) The Board of Directors ('Board') of your Company as on 31st March, 2026 comprised of 5 (Five) Directors of which 1 (One) Executive Director and 4 (Four) Non- Executive Independent Director including 1 (One) Woman Director. The Chairman of the Company is Executive Director.

Mr. Amritanshu Khaitan, Non-Executive Non-Independent Director of the Company, resigned from the Directorship with effect from 17th March 2026. Subsequently, Mr. Pradip Bhar was appointed as an Additional Director with effect from 27th April 2026 and also as Whole-Time Director (designated as Whole-Time Director and Chief Financial Officer) of the Company in accordance with Regulation 17(1E) of the Listing Regulations. His appointment was subsequently approved by the Members through postal ballot on 27th June, 2026.

The composition of the Board is in conformity with the applicable provisions of the Listing Regulations and the Act, except for the minimum requirement of six Directors under Regulation 17(1)(c) of the Listing Regulations. Consequent to the resignation of Mr. Amritanshu Khaitan on 17th March 2026, the Board strength stood reduced to five Directors. The vacancy was subsequently filled by appointment of Mr. Pradip Bhar as an Additional Director with effect from 27th April, 2026, within the period prescribed under Regulation 17(1E) of Listing Regulations.

(ii) As per the declaration received from the Directors, 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. None of the Directors are related to each other. Additionally, in terms of Regulation 25(8) of SEBI Listing Regulations, Independent Directors have confirmed that they are not aware of any circumstance or situation that 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 have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act 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

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

(iv) Changes in the Board during FY 2025-26:

- Mr. Amritanshu Khaitan, Non Executive - Non Independent Director of the Company, has tendered his resignation from the Directorship and ceased to be the Director of the Company with effect from 17th March, 2026. Consequently, he also ceased to be Member of Nomination and Remuneration Committee.
- Ms. Rupanjana De was appointed for second term as Non – Executive Independent Director for a period of three consecutive years commencing from 30th December, 2025 to 29th December, 2028 (both days inclusive) and subsequently the same was approved by the shareholders of the Company at the 27th Annual General Meeting (AGM) of the Company held on 26th September, 2025.

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

The name and category of the Directors on the Board, their attendance at the Board Meetings held during the financial year ended 31st March, 2026, and the 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 incorporated under Section 8 of the Act, and Directorships in companies incorporated outside India.

Name of Directors	Category	No. of Board Meetings		Whether attended last AGM held on 26th September 2025	No. of Directorships in other public limited companies	No. of Committee positions held in other public limited companies		List of Directorship held in Other Listed Companies and Category of Directorship
		Held	Attended			As Chairperson	As Member (#)	
Mr. Aditya Khaitan (DIN: 00023788)	Chairman & Managing Director	4	4	Yes	3	-	-	Non-Executive Non Independent Director of: Williamson Financial Services Limited
Mr. Amritanshu Khaitan* (DIN: 00213413)	Non-Executive Director Non Independent Director	4	1	No	NA	NA	NA	NA
Mr. Sanjay Ginodia (DIN: 07781746)	Non-Executive Independent Director	4	4	Yes	1	-	-	Non-Executive Independent Director of: The Scottish Assam (India) Limited
Ms. Rupanjana De (DIN: 01560140)	Non-Executive Independent Director	4	4	Yes	6	1	7	Non-Executive Independent Director of: Health X Platform Limited Websol Energy System Limited
Mr. Indrajit Sengupta (DIN: 00167910)	Non-Executive Independent Director	4	3	Yes	-	-	-	-
Mr. Amar Nath Dhar (DIN: 10711585)	Non-Executive Independent Director	4	4	Yes	-	-	-	-

Chairmanships/Memberships of Board Committees relate only to the Audit Committee and Stakeholders' Relationship Committee.

including chairmanship, if any.

* Mr Amritanshu Khaitan ceased to be Non Executive - Non Independent Director w.e.f. 17th March, 2026 due to resignation.

(d) Number and Dates of Board Meetings

During the year under review, four Board Meetings were held on 29th May, 2025, 14th August, 2025, 14th November, 2025 and 13th February, 2026.

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 made available to facilitate participation by Directors travelling / residing abroad or at other locations.

(e) Disclosure of relationships between Directors

None of the Directors are related to any other Director on the Board within the meaning of the term 'relative' given under the Act.

(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 Non Independent Director	15,000
2	Mr. Sanjay Ginodia	Non-Executive Independent Director	-
3	Mrs. Rupanjana De	Non-Executive Independent Director	-
4	Mr. Indrajit Sengupta	Non-Executive Independent Director	-
5	Mr. Amar Nath Dhar	Non-Executive Independent Director	-

* Mr. Amritanshu Khaitan has resigned from Directorship w.e.f. 17th March, 2026.

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 are available on the Company's website 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 and qualified professional members from diverse fields, who possess significant skills, expertise, competencies and make valuable contributions to the Board. The collective contribution of the Board of Directors makes an overall positive impact, which is reflected in the performance of the Company.

In compliance with the Listing Regulations, the Board of Directors of the Company possesses the requisite skills, expertise and competencies to ensure effective functioning of the Company as set out in 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 Values	Corporate Governance
Mr. Aditya Khaitan	✓	✓	✓	✓	✓
Mr. Amritanshu Khaitan*	✓	✓	✓	✓	✓
Mr. Sanjay Ginodia	✓	✓	✓	✓	✓
Mrs. Rupanjana De	✓	✓	✓	✓	✓
Mr. Indrajit Sengupta	✓	✓	✓	✓	✓
Mr. Amar Nath Dhar	✓	✓	✓	✓	✓

* Mr. Amritanshu Khaitan has resigned from Directorship w.e.f. 17th March, 2026.

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

(j) 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, 2026 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

The Company has complied with Part A of Schedule II of the Listing Regulations read with Regulation 17(7) of the said Regulations with regard to information to be placed before the Board of Directors.

Information is provided to the Board Members on a continuous basis for their review, inputs, and approval. In particular, the annual strategic plan and operating plan of the Company are presented 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. are presented to the respective Committees of the Board and, where required, subsequently placed before the Board of Directors along with the recommendations of the respective Committees for its consideration and approval.

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 duly considered while preparing agenda and related 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. The Chairperson of each Committee briefs the Board on significant discussions at the meetings.

The Board has established following statutory Committees in accordance with the Act and the Listing Regulations:

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 Chairperson. 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 Company has a qualified and independent Audit Committee in place. The role and terms of reference of the Committee are as laid down under Section 177 of the Act read with the rules framed thereunder and Regulation 18 read with Part C of Schedule II of the Listing Regulations. The Committee acts as a link between the Auditors and the Board of Director.

(a) Brief descriptions of the terms of reference

The Audit Committee inter-alia discharges the following responsibilities:

- 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.
- 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) of Listing Regulations.
    ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) Listing Regulations.

(b) Composition, Name of Members and Chairperson

The Audit Committee of the Board, as on 31st March 2026 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, who possess adequate accounting and financial and accounting management 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

During the FY 2025-26, 4 (Four) meetings of the Audit Committee of the Company were held on 29th May, 2025, 14th August, 2025, 14th November, 2025 and 13th February, 2026. The particulars of meetings attended by the Members of the Audit Committee during the financial year ended 31st March 2026 are given below:

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

The requisite quorum was present for all the meetings. The time gap between any two consecutive meetings did not exceed one hundred and twenty days.

A structured and documented communication framework between Those Charged with Governance (TCWG) and the Statutory Auditors has been adopted inter alia to enable timely and effective two-way communication on audit scope, significant findings, if any, and auditor independence.

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

The Nomination and Remuneration Committee acts in accordance with the prescribed provisions of Section 178 of the Act, and Regulation 19 read with Para A of Part D of Schedule II of the Listing Regulations

(a) Brief description of terms of reference

The Nomination and Remuneration Committee inter-alia discharges the following responsibilities:

- 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

During the financial year ended 31st March 2026, the Nomination and Remuneration Committee of the Board as on 31st March 2026 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 FY 2025-26, 2 (Two) meetings of the Nomination and Remuneration Committee of the Company were held on 29th May 2025 and 9th August 2025. The particulars of meetings attended by the Members of the Nomination and Remuneration Committee during the financial year ended 31st March 2026 are given below:

Name of Directors	Category	No. of Meetings	
		Held during the year	Attended
Ms. Rupanjana De	Non-Executive & Independent	2	2
Mr. Sanjay Ginodia	Non-Executive & Independent	2	2
Mr. Amritanshu Khaitan*	Non-Executive	2	1

* Mr. Amritanshu Khaitan ceased to be the member of Nomination and Remuneration Committee w.e.f. 17th March 2026. Subsequently, Mr Amar Nath Dhar become the member of Nomination and Remuneration Committee w.e.f. 27th April, 2026.

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 of the Board approved the criteria for determining qualifications, positive attributes and independence of Directors in terms of the Companies Act, 2013 and the Rules made thereunder and Listing Regulations, both in respect of Independent Directors and other Directors as applicable. The details in this regard are covered in the Directors' Report.

(C) STAKEHOLDERS' RELATIONSHIP COMMITTEE

Stakeholders Relationship Committee acts in accordance with the prescribed provisions of Section 178 of the Act, and Regulation 20 read with Para B of Part D of Schedule II of the Listing Regulations.

(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

Stakeholders Relationship Committee of the Board as at 31st March 2026 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 is 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 2026, two complaints were received from the Shareholders each of which has been duly resolved. The details are as under:

Opening as on 1st April 2025	0
Received during the year	2
Resolved during the year	2
Closing/Pending as on 31st March 2026	0

(g) Meetings and attendance during the year

During the FY 2025-26, 4 (Four) meetings of the Stakeholders' Relationship Committee were held on 29th May, 2025, 14th August, 2025 14th November, 2025 and 13th February, 2026 and the attendance of Members are as follows:

Name of Directors	Category	No. of Meetings	
		Held during the year	Attended
Mrs. Rupanjana De	Non-Executive & Independent	4	4
Mr. Indrajit Sengupta	Non-Executive & Independent	4	3
Mr. Amar Nath Dhar	Non-Executive & Independent	4	4

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

The Corporate Social Responsibility (CSR) Committee has been constituted by the Board of Directors of the Company as per the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

(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, 2026, the Committee comprised of Mr. Aditya Khaitan, Executive Director as Chairperson 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 2025. A report on CSR is attached as **Annexure E** 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 the Listing Regulations, relating to the constitution and functioning of the Risk Management Committee, is applicable to the top 1000 listed entities, determined on the basis of market capitalisation, and high value debt listed entities.

Since the Company does not fall within the aforesaid criteria, the provisions relating to the Risk Management Committee under Regulation 21 of the Listing Regulations are not applicable to the Company.

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.

Pursuant to Regulation 16(1)(c) of SEBI LODR, 2015, following were the Material Subsidiaries of the Company as on 31st March 2026:.

Name	McLeod Russel Uganda Limited	Boreli Tea Holdings Limited
Date of Incorporation	24th November 1993	19th March 1976
Place of Incorporation	Uganda	United Kingdom
Name of Statutory Auditors	Grant Thornton	Ferguson Maidment& Co.
Date of Appointment	Appointment at the Annual General Meeting each year	Appointment at the Annual General Meeting each year

The information with respect to the loans and advances in the nature of loans to subsidiaries 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	Changes, if any, since previous financial year
Mr. Pradip Bhar*	Chief Financial Officer	-
Mr. Vijay Simha Jagannath	Head of Marketing	Resigned as Head of Marketing w.e.f. 15th June, 2025.
Mr. Ritwik Palchoudhuri	Head of Marketing	Appointed as the Head of Marketing w.e.f 16th June, 2025
Ms. Subhra Giri Patnaik	Vice President (Legal and Secretarial Head)	-
Ms. Kavita Khaitan	General Manager – Operation & Administration	-
Mr Udupi Ramprasad	General Manager - Commercial, Logistics & IT	Appointed as General Manager - Commercial, Logistics & IT w.e.f 1st July 2025.

*He has been appointed as Whole Time Director (designated as Chief Financial Officer & Whole Time Director) w.e.f. 27th April, 2026.

9. REMUNERATION OF DIRECTORS

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

The Company has no pecuniary relationship or transaction with its Non-Executive & Independent Directors except for payment of sitting fees for attending Board Meetings, Committee Meetings and separate Meeting of Independent Directors. The Non-Executive Directors may also be paid commission for their valuable services to the Company, subject to approval of the Board and the Members and within the limits prescribed under the applicable laws.

Criteria of making payment to Non-Executive Directors are disclosed in the Nomination and Remuneration Policy and the same is available at Company's Website and can be accessed at https://www.mcleodrussel.com/pdf/investor/policies/remuneration-policy.pdf .

The details of Sitting Fees for the financial year ended 31st March 2026 paid 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	80,000	40,000
Mr. Sanjay Ginodia	3,20,000	2,40,000
Ms. Rupanjana De	3,20,000	5,20,000
Mr. Indrajit Sengupta	2,40,000	3,20,000
Mr. Amar Nath Dhar	3,20,000	4,00,000
Total	**12,80,000**	**15,20,000**

(b) Disclosures with respect to remuneration

(i) 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, if any 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 2026, no Commission was paid to the Non-Executive Directors.

Mr. Aditya Khaitan, Managing Director*	
Particulars	**Amount (Rs.)**
Salary	1,56,00,000
Contribution to Provident Fund and other Funds	42,12,900
Bonus and Allowances	1,12,40,000
Monetary value of Perquisites	-
Period of appointment	3 years
Notice period	3 months
Severance fees	Not specified

* Pending receipt of certain approvals, the above remuneration paid to the Managing Director has been treated as advance recoverable.

(ii) Stock option

The Company has no stock option plans and hence such instruments do not form a part of the remuneration package payable to any Executive and/or Non-Executive Director.

10. GENERAL BODY MEETINGS

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

Financial Year	Date	Time	Venue	Special Resolution passed
2022-23	29th September, 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).	None
2023-24	30th September, 2023	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).	Two
2024-25	26th September, 2025	12.30 p.m.	The 27th 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).	Three

(b) Resolution passed through Postal Ballot during the financial year, the person who conducted the postal ballot exercises, details of voting pattern

During the FY 2025-26, no resolution has been passed through Postal Ballot.

(C) Details of Special Resolution proposed to be conducted through Postal Ballot, Procedure for Postal Ballot

At present, there is no proposal for passing any Special Resolution through Postal Ballot.

11. MEANS OF COMMUNICATION

The Company utilizes various means of communication to keep its shareholders and stakeholders informed of its financial performance, events, and updates. Below are some of the mode and means of communication which Company does with its shareholders.

Quarterly Financial Results/Audited Annual Results : The quarterly, half-yearly and the annual financial results of the Company are filed with the stocks exchanges. The results are also displayed on the Company's website at www.mcleodrussel.com.

Newspapers wherein results were published: The results are also published in one English newspaper circulated in whole or substantially the whole of India and in one vernacular newspaper along with a QR code.

Website: The Company's website www.mcleodrussel.com provides comprehensive information about its businesses. The Company has a dedicated "Investors" Section on its website www.mcleodrussel.com wherein any person can access the corporate policies, Annual Reports, financial results and all such information's that are required to be made available to the public. This section is specifically designed to cater to the needs and interests of various stakeholders who are invested in the Company's success.

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 2025-26

Date: Wednesday, 30th September, 2026

Time: 11:30 A.M.

Venue: Meeting is being conducted through Video Conferencing and other Audio/Visual Means

Financial Calendar: 1st April to 31st March

Financial Calendar (tentative and subject to change) for the year 2026-27

Publication of Unaudited Results for the quarter ending June 2026	July / August 2026
Publication of Unaudited Results for the half year ending September 2026	October / November 2026
Publication of Unaudited Results for the quarter ending December 2026	January / February 2027
Publication of Audited Results for the year ending March 2027	April / May 2027

(b) Dividend Payment Date: No Dividend has been proposed to be paid for the year ended 31st March 2026.

(c) 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

*The Equity Shares of the Company has been delisted from CSE w.e.f. 17.07.2026.

Payment of Listing Fee for FY 2026-27 has been made to said Stock Exchanges.

(d) In case the Securities suspended from trading - Not Applicable

(e) Registrar and Share Transfer Agents

Name	Maheshwari Datamatics Pvt. Ltd.
Address	23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700001.
Tel	(033) 2248-2248; 2243-5029
E-MAIL	contact@mdplcorporate.com

(f) Share Transfer System and Investor Grievance

The Board of Directors has delegated the authority to approve requests relating to transmission, transposition etc. to the Stakeholders Relationship Committee. The decisions taken by the Stakeholders Relationship Committee are reported to the Board in the subsequent meeting.

In terms of the Listing Regulations and notifications/ circulars/ guidelines issued by SEBI from time to time, transfer, transmission and transposition of equity shares of the Company shall be effected only in dematerialised form. Shareholders holding shares in physical form are encouraged to convert them into dematerialised form for ease of transfer and compliance with regulatory requirements.

For any queries related to shareholding or securities, shareholders are requested to contact Maheshwari Datamatics Pvt. Ltd., the Company's Registrar to an Issue & Share Transfer Agent, quoting their Folio Number or DP ID/Client ID.

Special Window for Re-lodgement of Transfer Requests of Physical Shares

Pursuant to SEBI Circular dated 2nd July, 2025, a special window was provided from 7th July, 2025 to 6th January, 2026 for re-lodgement of transfer requests in respect of physical share certificates lodged prior to 1st April, 2019 and pending due to deficiencies. This facility has been extended vide SEBI Circular dated 30th January, 2026, specifically for the transfer and dematerialisation (Demat) of physical securities that were brought or sold prior to April 2019 (whether rejected/ returned due to deficiency in documents or not). This special window will remain open for one year up to 4th February, 2027. Eligible shareholders may submit requisite documents with the Company's RTA within the extended timeline. Securities will be credited only in demat form and will be subject to a one-year lock-in, during which they cannot be transferred, lien marked, or pledged. The RTA will process only those cases that are complete in all respects and compliant with SEBI guidelines.

Dispute Resolution Mechanism (SMART ODR)

Securities Exchange Board of India, vide Circular dated 30th May, 2022, introduced the Standard Operating Procedure ('SOP') for resolution of disputes between listed companies/RTA and shareholders/investors through the Stock Exchange Arbitration Mechanism. Subsequently, SEBI, vide Circular dated 31st July, 2023, introduced the Online Dispute Resolution ('ODR') Portal, updated on 20th December, 2023. Investors may initiate the ODR mechanism after first approaching the Company/RTA and, where applicable, through the SCORES platform. The Company has complied with the applicable requirements, and the relevant details are available on the Company's website www.mcleodrussel.com.

Transfer of Unclaimed Shares to Unclaimed Suspense Account

As on 31st March, 2026, there was no outstanding shares lying in the unclaimed suspense account of the Company.

Suspense Escrow Account

As per the Circular(s) issued by SEBI, after due verification of the investor service requests received from the Shareholders/ Claimants, Letter of Confirmation ("LOC") were issued in lieu of physical share certificate(s) by Companies/RTAs. The validity of such LOCs were 120 days from the date of issuance, within which the Shareholder/Claimant was required to make a request to the Depository Participant (DP) for dematerialising the shares covered by the LOC. In case the demat request was not submitted within the aforesaid timeline of 120 days, companies were required to transfer such shares to Suspense Escrow Account opened by companies for this purpose.

Pursuant to SEBI circular dated 30th January, 2026, the above process has been simplified by dispensing with the requirement of issuance of LOC with effect from 2nd April, 2026. Accordingly, after processing the investor service requests with necessary due diligence, RTAs/listed companies shall credit the securities directly to the investor's demat account.

Details of shares lying in the aforesaid Suspense Escrow Account as on 31st March, 2026 are given below:

Particulars	Number of Shareholders	No. of Equity Shares
Aggregate number of Shareholders and the outstanding Shares in Suspense Escrow Account lying as on 1st April, 2025	1	1408
No. of Shareholders who approached the Company for transfer of Shares from Suspense Escrow Account during the year	-	-
No. of Shareholders to whom Shares were transferred from the Suspense Escrow 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	-	-
Aggregate number of Shareholders and the outstanding Shares in Suspense Escrow Account lying as on 31st March, 2026	1	1408

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 2017-18, 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 26th September 2025 (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 2017-18 to 2024-25 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
2012-13	46,000
2013-14	89,654
2014-15	80,623
2015-16	1,13,277
2016-17	1,58,566
2017-18	1,37,023
Total	**6,25,143**

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 .

(g) (i) Shareholding Pattern as on 31st March 2026

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	5	1923174	1.84
4	Banks	30	17334	0.02
5	Financial Institutions	1	166	0.00
6	Insurance Companies	2	591589	0.57
7	Central Government/State Government(s)	1	112	0.00
8	Resident Individuals	57811	72784593	69.68
9	NBFCs Registered with RBI	0	0	0.00
10	Investor Education and Protection Fund Authority	1	1427794	1.37
11	Bodies Corporate	414	14122707	13.52
12	Clearing Member	34	243771	0.23
13	Non Resident Individuals	950	2220115	2.13
14	Domestic Corporate Unclaimed Shares Account	1	1408	0.00
15	Trusts	5	5927	0.01
16	Foreign Company	2	136350	0.13
17	Foreign National	27	89472	0.09
18	HUF	1492	4171176	4.99
19	LLP	19	195826	0.19
20	Directors and their relatives	0	0	0
	Total:	**60821**	**104455735**	100.0

(ii) Distribution of shareholding as on 31st March 2026

Share Holding	No of Holders	% age	No of Shares	% age
Upto 500	46355	76.2267	5870574	5.6202
501 to 1000	5636	9.2679	4557552	4.3631
1001 to 2000	3470	5.7061	5359564	5.1309
2001 to 3000	1468	2.4140	3779817	3.6186
3001 to 4000	713	1.1725	2569774	2.4602
4001 to 5000	732	1.2037	3466141	3.3183
5001 to 10000	1212	1.9930	9100249	8.7121
Above 10000	1226	2.0160	69752064	66.7767
Grand Total	**60812**	**100.0000**	**104455735**	**100.0000**

(h) Dematerialization of shares and liquidity

As on 31st March, 2026, 99.43% of the Company's total ordinary shares representing 10,38,61,372 shares were held in dematerialised form and 5,94,363 shares representing 0.57% of paid-up share capital were held in physical form.

The Company's shares are compulsorily traded in dematerialized form on NSE and BSE and have adequate liquidity

(i) 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.

(j) 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.

(k) 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
LOCATIONS	**BLENDING UNIT**
GUWAHATI, ASSAM	BLENDING UNIT - EPIP, AMINGAON, GUWAHATI, ASSAM

(L) 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
FAX: 033-2248-6265
E-Mail: administrator@mcleodrussel.com

ii) Registrar and Share Transfer Agents' Offices at:
Maheshwari Datamatics Pvt Ltd
23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700001
Tel.: (033) 2248-2248; 2243-5029;
E-mail: contact@mdplcorporate.com

In case of any difficulty, the Compliance Officer at the Registered Office of the Company may be contacted. Exclusive e-mail id for Investors' Grievances: investors@mcleodrussel.com.

(m) The list of credit ratings obtained by the Company along with revisions thereto during the financial year 2025-2026 are as follows:-

No Credit rating was done during the Financial Year 2025-26.

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 No.43 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 mandatory requirements of the Stock Exchanges and other statutory authorities relating to capital markets during the financial year ended 31st March, 2026, except for a delay of one day in submission of the Shareholding Pattern for the quarter ended 30th June, 2025, in terms of Regulation 31 of the Listing Regulations. The Stock Exchanges, viz. NSE and BSE, imposed fines in this regard, which were duly paid by the Company on 27th August, 2025.

No other penalties or strictures were imposed on the Company by the Stock Exchanges or any other statutory authority on any matter relating to the capital markets during the financial year.

(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. The Company has adopted said Policy and hosted copy thereof on Company's website at https://www.mcleodrussel.com/pdf/investor/policies/whistle.pdf .

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

The Company has complied with all the applicable mandatory requirements of the Listing Regulations. The following non-mandatory requirements under Part E of Schedule II of the Listing Regulations to the extent they have been adopted are mentioned below:

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 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, 2026 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.

Independent Director

During the FY 2025-26, the Company has conducted 2 (two) meetings of Independent Directors without the presence of non-independent directors. All the Independent Directors of the Company attended the said meeting.

(e) Web-link 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/pdf/investor/policies/material.pdf

Related Party Transaction Policy

In terms of the requirements of the Act 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/pdf/investor/policies/related-party-transaction-policy.pdf .

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/pdf/investor/policies/preservation-policy.pdf .

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/pdf/investor/policies/csr-policy.pdf .

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/pdf/ investor/policies/remuneration-policy.pdf.

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/pdf/investor/policies/event-policy.pdf.

(h) The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under regulation 32 (7A) of Listing Regulations 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 Securities and Exchange Board of India, Ministry of Corporate affairs or any such statutory authority is attached is attached and forms part of this Corporate Governanace Report.

(j) All the recommendations/ suggestions made by the Committees of Board of Directors which is mandatorily required during the financial year 2025-26 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 2025-26 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 2025-26 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: The Company has zero tolerance towards sexual harassment at workplace. During the financial year ended 31st March, 2026, the Company did not receive any complaint relating to sexual harassment at any of its locations under the said Act. Further, no cases were pending for disposal as on 31st March, 2026.

(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: Not Applicable.

(n) In accordance with the Circular dated 7th January 2026 issued by the National Financial Reporting Authority and upon recommendation of the Audit Committee in consultation with the Statutory Auditors, the Board in its meeting held on 13th February, 2026 adopted Policy on Communication between Statutory Auditors and Those Charged with Governance (TCWG).

(o) As on 31st December, 2025, Company's rank by Market Capitalisation was 1723 and 1849 on NSE and BSE respectively.

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. 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.

16. 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: All Board members and Senior Management personnel have confirmed compliance with the relevant codes, and a declaration the Managing Director is attached and forms of this Corporate Governance Report.

17. Compliance Certificate from either the auditors or practicing company secretary regarding compliance of conditions of corporate governance:

As required under Para E of Schedule V of Listing Regulations, Company's Statutory Auditors' Certificate that the conditions of Corporate Governance have been complied by the Company is attached and forms part of this Corporate Governance Report.

18. 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:

No such agreement has been entered into by the Company.

19. CEO/CFO Certification: Pursuant to the provisions outlined in Regulation 17(8) of the SEBI Listing Regulations, both the Chairman & Managing Director & CEO and Whole time Director & Chief Financial Officer have issued a joint certificate verifying that the financial statements are free from any materially false statement and accurately reflect the Company's current state of affairs. The said certificate is attached and forms part of this Corporate Governance Report

For and on behalf of the Board of Directors

	Aditya Khaitan	**Pradip Bhar**
Place: Kolkata	*Chairman & Managing Director*	*Whole-time Director & Chief Financial officer*
Date: 14th August, 2026	DIN: 00023788	DIN: 01039198

DECLARATION REGARDING COMPLIANCE WITH THE CODE OF CONDUCT

This is to confirm that the Company has laid down a Code of Conduct for the Directors and Senior Management Personnel of the Company. The Code of Conduct is available on the Company's website.

I further confirm that the Company has, for the financial year ended 31st March 2026, received affirmations of compliance with Code of Conduct from all the Directors and Senior Management Personnel of the Company.

This declaration is made in accordance with Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For McLeod Russel India Limited

Aditya Khaitan
Chairman & Managing Director
DIN: 00023788

Place: Kolkata
Date: 14th August, 2026

MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER CERTICATION

[Pursuant to Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

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

a) We have reviewed Financial Statements and the Cash Flow Statement for the financial year ended 31st March, 2026 and that to the best of our knowledge and belief, we state that:

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

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

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

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

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

   i. significant changes, if any in internal controls over financial reporting during the year;

   ii. significant changes, if any 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 of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board of Directors

	Aditya Khaitan	**Pradip Bhar**
Place: Kolkata	*Chairman & Managing Director*	*Whole-time Director & Chief Financial officer*
Date: 29th May, 2026	DIN: 00023788	DIN: 01039198

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 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) 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, 2026 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.	Rupanjana De	01560140	30.12.2022
3.	Sanjay Ginodia	07781746	14.11.2022
4.	Indrajit Sengupta	00167910	18.07.2024
5.	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.

Signature :

Name : **CS Atul Kumar Labh**
Membership No. : FCS 4848
CP No. : 3238
PRCN : 7207/2025
UIN : S1999WB026800
UDIN : F004848H001106071

Place : Kolkata
Date : 14.08.2026

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, 2026 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, 2026, 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, 2026.

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, 2026 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 committee meetings held from April 01, 2025 to March 31, 2026:

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 8 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, 2026, 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

Ajit Kumar Dalmia
Partner
Membership No: 067236
UDIN: 26067236OSYZTM9919

Place: Kolkata
Date: August 14, 2026

Annexure - C

The 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.175.35 Lakhs onvarious 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 13 (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 one of the 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.

(Rs. lakhs)

Expenditure on Research & Development	2025-26	2024-25
Capital Expenditure	Nil	Nil
Revenue Expenditure*	Nil	158.10
Total	**Nil**	**158.10**

* 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. 21,986.96 Lakhs and the foreign exchange outgo during the year in terms of imports was Nil.

For and on behalf of the Board of Directors

	Aditya Khaitan	**Pradip Bhar**
Place: Kolkata	*Chairman & Managing Director*	*Whole-time Director & Chief Financial officer*
Date: 14th August, 2026	DIN: 00023788	DIN: 01039198

Annexure - D

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="12">(i) 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 2025-26</td></tr>
<tr><td></td><td>All Employees</td><td>Executive Grade Employees</td></tr>
<tr><td colspan="3">Non-Executive Directors</td></tr>
<tr><td>Mr. Amritanshu Khaitan*</td><td>1.30</td><td>0.12</td></tr>
<tr><td>Mr. Amar Nath Dhar</td><td>7.81</td><td>0.73</td></tr>
<tr><td>Mr. Indrajit Sengupta</td><td>6.07</td><td>0.57</td></tr>
<tr><td>Mr. Sanjay Ginodia</td><td>6.07</td><td>0.57</td></tr>
<tr><td>Mrs. Rupanjana De</td><td>9.11</td><td>0.85</td></tr>
<tr><td colspan="3">Executive Directors</td></tr>
<tr><td>Mr. Aditya Khaitan -</td><td></td><td></td></tr>
<tr><td>Managing Director</td><td>336.20</td><td>31.52</td></tr>
<tr><td colspan="3">* Ceased to be Non Executive Director w.e.f. 17th March 2026.</td></tr>
<tr><td>ii) 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 14.99% and Company Secretary is 4.66% which excludes some changes in reimbursable expenses.

The Non – Executive Directors have only received the sitting fee for attending meetings during the Financial Year 2025-26.</td></tr>
<tr><td>(iii) 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 decrease of 3.77% in the median remuneration of employees on the rolls as at 31st March 2026</td></tr>
<tr><td>(iv) The number of permanent employees on the rolls of Company as on 31st March 2026</td><td colspan="3">43,292</td></tr>
<tr><td>(v) 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 decrease of 3.20% in the salaries of employees in comparison with the percentage increase in the managerial remuneration.</td></tr>
<tr><td>(vi) 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 2025-26:-

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); 33 years	01.04.2005	58	N.A.	0.0165	Late Mr. B.M. Khaitan – Father
Pradip Bhar*	Chief Financial Officer	100.60	Permanent Employment	B.Com (Hons), FCA, AICWA; 46 years	01.01.2012	69	D1 Williamson Magor Bio Fuel Limited, Managing Director	0.0000	No
Subhra Giri Patnaik	Vice President (Legal and Secretarial)	50.52	Permanent Employment	FCS, 28 years	01.11.2019	52	Electro steel Castings Ltd.	0.0000	No
Ritwik Palchoudhuri	General Manager (Marketing)	32.49	Permanent Employment	B.Com (Hons), PGDBM, 22 years	15.09.2009	45	Pantaloon Retail India Ltd	0.0000	No
Kuljit Bora	Advisor- Pertabghur Tea Estate	30.39	Permanent Employment	M.Sc (Agri.), 31 years	01.05.2001	58	Suntok Tea Estate	0.0000	No
Kavita Khaitan	General Manager (Operation and Administration)	27.45	Permanent Employment	Graduate (Hons), 21 years	15.11.2021	58	Director of Prana Lifestyle Private Limited	3.83	Wife of Aditya Khaitan (Managing Director)
Raj Kamal Phukan	Deputy General Manager (Administration)	26.18	Permanent Employment	B.A. (Hons), PG in Business Economics, LLB; 32 Years	01.01.2012	55	Assam Branch of Indian Tea Association	0.0000	No
Prandip Kumar Gohain	Senior Manager - Dufflaghur Tea Estate	24.96	Permanent Employment	B.A., Economics, 27 years	01.10.1999	48	Rossell Industries Ltd.	0.0000	No
Alok Kumar Samant	Company Secretary	24.76	Permanent Employment	FCS and LLB, 22 years	16.03.2020	50	Duncan Tea Limited	0.0000	No
Mahendra Singh Shekhawat	Superintendent - Bogapani Tea Estate	24.76	Permanent Employment	B.A., 39 Years	01.02.1992	58	NA	0.0000	No

Remuneration received includes salary, allowances and monetary value of other perquisites computed as per Income Tax Act, as amended and Rules thereunder excluding Company's contribution to retirement funds, etc. Further,Remuneration paid is in accordance with Company's Remuneration Policy.

*Subsequent to the closure of financial year, Mr Pradip Bhar has been appointed as Whole Time Director w.e.f.27th April, 2026 designated as (Whole Time Director and Chief Financial Officer).

(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 2025-26):- Nil

(III) There was no employee in the Company, whether employed throughout or part of the financial year 2025-26, 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 &Managing Director
DIN: 00023788

Pradip Bhar
Whole-time Director & Chief Financial officer
DIN: 01039198

Place: Kolkata
Date: 14th August, 2026

ANNEXURE - E

ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company

Your Company is committed to fulfilling its social responsibilities and contributing to sustainable and inclusive development of the community in which it operates. The Corporate Social Responsibility ("CSR") Policy provides a framework for undertaking CSR initiatives in accordance with the provisions of the Companies Act, 2013 and applicable rules thereunder. The 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 CSR Policy is amended from time to time in accordance with the applicable rules and regulations.

2. Composition of Corporate Social Responsibility Committee as on 31st March, 2026 :

Sl No	Name of Directors, Designation	Nature of Directorship	Number of Meeings of CSR Committee held during the year	Numbers of Meetings of CSR Committee held during the year
i)	Mr. Aditya Khaitan, Chairperson	Chairman & Managing Director	1	1
ii)	Mr. Sanjay Ginodia, Member	Non-Executive Independent	1	1
iii)	Ms. Rupanjana De, Member	Non-Executive Independent	1	1

Note : Only one meeting of the CSR Committee was held during 2025-26 i.e. on 29th May, 2025

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. The Executive Summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of Rule 8(3), if applicable: Not Applicable.

5. (a) Average net profit of the company as per section 135(5) of the Companies Act, 2013: Rs. (23,923.85) 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: Not Applicable

(d) Amount required to be set off for the financial year, if any: Not Applicable

(e) Total CSR obligation for the financial year (5a+5b-5c): Not Applicable

6. (a) Amount spent on CSR Projects (both Ongoing Project and Other than Ongoing Project): Not Applicable

(b) Amount spent on Administrative Overhead: Not Applicable

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

(d) Total amount spent for the Financial Year (6a+6b+6c): Not Applicable

(e) 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

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

Sl. No.	Particular	Amount (Rs. in lakhs)
(i)	Two percent of average Net Profit of the Company as per Section 135(5)	Not Applicable
(ii)	Total amount spent for the Financial Year	
(iii)	Excess amount spent for the Financial Year [(fii)–(fi)]	
(iv)	Surplus arising out of the CSR Projects or Programmes or activities of the previous Financial Years, if any	
(v)	Amount available for set off in succeeding Financial Years [(fiii)–(fiv)]	

7. **Details of unspent CSR amount for the preceding three financial years:**

1	2	3	4	5	6		7	8
Sl. No	Preceding Financial Year	Amount transferred to unspent CSR account under Section 135 (6) (Rs. in lakhs)	Balance Amount in Unspent CSR Account under Section 135(6) (Rs. in lakhs)	Amount spent in the reporting financial year (Rs. in lakhs)	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 (Rs. in lakhs)	Deficiency, if any
					Amount (Rs. in lakhs)	Date of transfer		
Not Applicable								

8. **Whether any Capital Assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year** : No

If Yes, enter the number of Capital Assets Created/Acquired: Not Applicable

Furnish the details relating to such Asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year

1	2	3	4	5	6		
Sl. No	Short particular of the Property or Asset(s) [including complete address and location of the Property]	Pin code of the Property or Asset(s)	Date of creation	Amount of CSR amount spent	Details of Entity/Authority/Beneficiary of the Registered Owner		
					CSR Registration No., if applicable	Name	Registered Address
Not Applicable							

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 any amount on CSR activities during the financial year ended 31st March, 2026, as the Company had no average net profits during the three immediately preceding financial years, as computed in accordance with section 135(5) of the Companies Act, 2013.

For and on behalf of Board of Directors

Aditya Khaitan	**Pradip Bhar**
Chairman & Managing Director and	**Whole Time Director &**
Chairman of CSR Committee	**Chief Financial Officer**
DIN: 00023788	**DIN: 01039198**

Place: Kolkata
Date: 14th August, 2026

ANNEXURE - F

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2026

[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 31.03.2026 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 the Board, respective committees 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 31.03.2026 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) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018;

(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 (as amended) :

(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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client;

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

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 :

(i) Food Safety and Standards Act, 2006;

(ii) Tea Act, 1953;

(iii) Tea Waste Control Order, 1959;

(iv) Tea (Marketing) Control Order, 2003;

(v) Tea (Distribution and Export) Control Order, 2005;

(vi) Plant Protection Code (Formulated by Tea Board of India);

(vii) Plantations Labour Act, 1951

to the extent of its applicability to the Company during the financial year ended 31.03.2026 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 including general laws, labour laws, competition law, environmental laws, etc.

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 (Buy-back 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) Regulations, 2018;

We further report that :

(i) 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.

(ii) 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.

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

(iv) 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, during the year under review :

(i) Name of "Mcleod Russel Middle East DMCC", a step down foreign subsidiary of the Company has been changed to "McLeod Russel Middle East FZCO" during the year under report;

(ii) One of the Operational Creditor of the Company, has filed an application under Section 9 of the Insolvency and Bankruptcy Code, 2016 against the Company and the same is pending before the Hon'ble National Company Law Tribunal, Kolkata Bench;

(iii) Company's application for voluntary delisting has been approved by The Calcutta Stock Exchange Limited and the shares of the Company accordingly stands delisted from the said stock exchange w.e.f. 17.07.2026.

(iv) The Members of the Company vide the Annual General Meeting of the Company held on 26.09.2025 has, inter alia, approved the following matters :

(a) To increase the borrowing powers under Section 180(1)(c) of the Companies Act, 2013 up to the limit of Rs. 3,200 Crores (Rupees Three Thousand Two Hundred Crores only) (both funded and non-funded).

(b) To create charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 subject to maximum amount of Rs. 3,200 Crores (Rupees Three Thousand Two Hundred Crores only);

(v) 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 Loan and Advances, pending the aforesaid approval.

(vi) 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, 2026. As reported by the management, the matter is under examination and pending before regulatory authorities.

(vii) 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. 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.

(viii) There was a delay of 1 day in filing the Shareholding Pattern of the Company for the quarter ended June 30, 2025 with the stock exchanges. NSE and BSE levied a fine of Rs. 2360/- each (including GST) and the same was paid by the Company.

(xi) 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.

(x) The Company's application for SHe-Box (Sexual Harassment electronic Box) registration, an on-line complaint platform launched by the Government of India, is pending for approval.

(xi) As informed, the implemention of the provisions of the new Labour Court under impletion by the Management.

(xii) 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 – I**, 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 : P2025WB105500
PRCN : 7207/2025
UDIN : F004848H001106047

Place : Kolkata
Dated :14.08.2026

Annexure – I

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 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 : P2025WB105500
PRCN : 7207/2025
UDIN : F004848H001106047

Place : Kolkata
Dated :14.08.2026

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, 2026, 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 thestate of affairs of the Company as at March 31, 2026, and it's loss, other comprehensive Income, cash flow and thechanges 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 57(a) dealing with Inter Corporate Deposits (ICDs) aggregating Rs. 2,86,050.45 lakhs (including Interest of Rs. 9,941.50lakhs accrued till March 31, 2019) as on March 31, 2026given to promoter group and certain other entities which are doubtful of recoveryand considering recoverability etc. are prejudicial to the interest of the company. Provision of Rs. 2,44,629.03 lakhs (including Rs. 1,43,589.53 lakhs made during the year) has been made thereagainst leaving a balance of Rs. 41,421.41 lakhs which remain unprovided as on this date. In absence of ascertainment of the shortfall and provision against the remaining amount, the loss for the year 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 statements;

b) Note 61(a) and 36.2 regarding non-recognition of Interest on loans, Inter Corporate Deposits and other amounts taken by the company and thereby the loss for the year is understated to the extent indicated in said note. Further, the said note deals with non-determination of the impact with respect to the amount to be converted to Equity share Capital and interest and other consequential adjustments/disclosures in absence of relevant terms and conditions in respect of certain advances and liabilities as stated therein. Moreover, as stated in Notes 58(d) and 61(a), penal/compound interest and other adjustments in respect of borrowings from 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;

c) Note 58(a) to (c) regarding adjustment of Rs. 1,28,894.81 lakhs being given effect to in exceptional items pursuant to the letter issued by NARCL sanctioning the resolution of the borrowing assigned to them and by JCAF approving the One Time Settlement of the amount payable in respect of borrowing from them which is subject to execution of MRA by NARCL and fulfilment of conditions precedent to the implementation of the restructuring;

d) Note 11.1 regarding recognition of deferred tax assets including those arising due to provision against Inter Corporate Deposits, given the uncertainty with respect to availability thereof and consequential impact to that extent on the loss for the year;

e) Note 60regarding non-determination of fair value of the Property, Plant and Equipment, Capital Work in Progress, Intangible Assets under development 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;

f) Note 61(b) dealing with statutory liabilities outstanding as at the end of the year and non-determination of adjustments to be given effect to in this respect if any including interest as stated in the said note. Pending reconciliation and 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) Note 61(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;

h) Note 61(d) regarding non recognition and ascertainment of the impact of labor code as notified vide notification dated 21st November 2025 by Government of India. Implication in this respect are currently under evaluation and impact thereof has not been ascertained by the management and as such cannot be commented upon by us;

i) Note 62regarding 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 58(d) and 61(a), adjustments/ Impacts with respect to these are currently not ascertainable and as such cannot be commented upon by us; and

j) As stated in Note 57(b), the predecessor auditor pertaining to the financial year ended March 31, 2019 in respect of the loans included under paragraph (a) above have reported that it includes amounts given to group companies whereby necessary compliance with respect to section 186 were pending and 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. 1,400.00 lakhs to a body corporate which had subsequently been fully provided for, appropriate audit evidences as stated were not made available. These amounts even though provided for to a significant extent as stated in Note 57 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 year 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.

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 thefinancial 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 59dealing with going concern assumption for preparation of the 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. Further, the affairs 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 has been approved by Hon'ble National Company Law Tribunal (NCLT'), Kolkata and the amounts advanced have become non-recoverable. The non-recovery of the amount so given along with the operational losses incurred by the company have resulted in insufficiency of the company's resources for meeting its obligations. Amount borrowed and interest thereupon could therefore 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 causing financial hardship and constraints currently being faced by the company.

The company's borrowings excepting from a bank have been restructured to a sustainable level for repayment over a period of time. The amount restructured by ARCs are payable through promoter's contribution, monetization of assets, and operational cashflows as per the projections submitted by the company. In respect of the bank also, the company is in the process of working out a settlement proposal to bring down the outstanding to a sustainable level and repay the same over a period of time as done in other cases. The ability to continue as a going concern is dependent upon execution of the MRA by NARCL and fulfillment of the condition precedent to the same and also in respect of OTS granted by JCAF for the borrowing pertaining to the same and timely implementation thereof. Further, employees' statutory and other liabilities including for which demands have been raised by the ATEPF Authorities have also been restructured for payment over a period of time. The financial statement due to the reasons stated in Note 59 has been prepared on a going concern basis based on the assumption with respect to timely repayment of sustainable amount of loan and fulfillment of conditionality attached to the sanction and future profitability and generation sufficient amount of operational cashflows to provide sufficient liquidity in the system to meet the obligations as committed and those arising from time to 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. Our opinion is notmodified in respect of this matter.

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 yearend 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.	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;

<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>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 company.</td><td>• 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.
• 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 collectionsthereagainst.

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">Going Concern Assumption (Note 59 of the Standalone financial statements)</td></tr>
<tr><td>The Company's current liabilities have exceeded current assets by Rs. 1,94,575.17 lakhs as on March 31, 2026.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.

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.</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, execution of MRA and fulfillment of conditions precedent to the sanction letters along with possibilities of resolution with respect to borrowing from a bank and other sources of funding and among others, following procedures were applied in this respect:
• Review of the Sanction Letters approved by NARCL and JCAF which included:
  – Core operations of the company and management expectation of sustainability thereof;
  – 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; and</td></tr>
</table>

Key Audit Matters	Addressing the key audit matters
	• Steps being taken by the management for fulfilling the conditions precedent including identification and selling of specified assets of tea estates for monetising the assets and required resources. Executing Memorandum of understanding for certain such tea estates have been entered into by the company • Placing reliance on management's assumptions and expectation of fulfillment of conditions precedent to the sanction letters including execution of MRA with NARCL; 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 forthe other information. The other information comprises theReport of the Directors and the annexures thereto(includingManagement 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 statementsand 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 statementof the Company whose financial statement/financial information comprising of expenses to the extent of Rs. 0.58lakhs 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. 4.58lakhs as at March 31, 2026and 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 9.1 of the financial statementdealing with payment of managerial remuneration recoverable for which prior 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 includesICDs aggregating to Rs. 77,575.00 Lakhs (included under Para (j) 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 even though provided for to a significant extent are outstanding as on March 31, 2026. The matter as stated in Para (j) 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 aforesaidfinancial 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) TheBalance Sheet, theStatement of Profit and Loss including Other Comprehensive Income, theCash Flow Statement and theStatement 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 thefinancial statements;

d) Due to the significance of the matters described in the Basis for Adverse Opinion section above and possible effect and impact threof, 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 aboveespecially 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 (j) 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 threof from lenders, adjustments given pursuant to the sanction letters of ARC as stated in Para (c), recognition of deferred tax assets as stated in Para (d) non-determination of impairment in the value of Property, Plant and Equipment, Capital Work in Progress, Other Intangible Assets and Investment in subsidiaryas stated in Para (e), non-determination of adjustments including interest against statutory liabilities as stated in Para (f) and Material Uncertainty Related to Going Concern assumption pending fulfillment of conditions Precedent for execution of MRA under process as per the sanction letters and resolution of the company's borrowings from a lender bank, 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, 2026 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, 2026from 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 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 42 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 beliefno 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, 2026 which have the feature of recording audit trail (edit log) facility.The Edit Log featurein case of Oracle as stated in Note 63was 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 featurewas 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 softwares, 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, 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 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

Ajit Kumar Dalmia
Partner
Membership No: 067236
UDIN: 26067236WSFHYN9345

Place: Kolkata
Date: May 29, 2026

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, 2026, 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, 2026:

- 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 otherentities, 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 thereagainstand 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 36.2and non-determination of the amount to be converted to equity as required in terms of the sanction letters issued by ARCs. Further penal/ compound interest and other adjustments havenot been ascertained in respect of borrowings from a bank, loans and ICDs as detailed in Note 58(d) and 61(a).
- With respect to resolution of company's debt assigned to ARC's are pending execution of MRA and fulfillment of conditions precedent to the sanction letters which were pending as on the date of approval of the financial statement and were not in compliance of the provisions of Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with Section 133 of the Companies Act, 2013 ("the Act").
- 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 62 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/documentationand 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 25, 28.1, 27.5, in respect of premises taken on lease as stated in Note 61(c) and statutory liabilities as stated in Note 61(b) and 61(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.

QualifiedOpinion

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, 2026, 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 thefinancial statements of the Company for the year ended March 31, 2026, and these material weaknesses have affected our opinion on the saidfinancial statements of the Company and we have issued an adverse opinion on thefinancial statements of the Company.

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

Ajit Kumar Dalmia
Partner
Membership No: 067236
UDIN: 26067236WSFHYN9345

Place: Kolkata
Date: May 29, 2026

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 plantsexistence 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 40 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 werein 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, 2026for 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 58resolution with respect to company's borrowingsas stated therein have been approved by ARC's for which necessary steps for execution of MRA and fulfillment of conditions precedent to the sanction letters are being taken. Accordingly, no working capital limit in excess of Rs. 5 crores has been sanctioned or renewed at any point of timeduring the year. In respect of such limit sanctioned in earlier years, pending regularization thereof based on the resolution of company's borrowingswith respect to a lender bank is under considerationas stated in Note 58(d), therefore statement of stocks and debtors have not been submitted to the bank.

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 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 57(a) the same remained outstanding as on March 31, 2026. Certain amount as stated in note 57(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 the timeline and terms of settlement/ repayment etc., with the respective parties are yet to be agreed. The company has filed legal suit for recovery of the loan and as stated in Note 57(a) and is in the process of taking legal and other steps for recovery of the amount lying outstanding as on March 31, 2026. 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 Sectionhave been considered doubtful of recoveryand considering the recoverability thereagainst the management had provided for Rs. Rs. 2,44,629.03 lakhs (including Rs. 1,43,589.53 lakhs created during the year) and the same has been carried forward in the current financial statements.In absence of required terms and conditions with respect to the 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, 2026. 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 promotergroup and certain other entitiesas stated in Para (j) 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 19.1necessary 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 in view of the matter described in Para(j)of Basis for Adverse Opinion Section, it is not possible to ascertain and comment on the compliance of Section 185 and 186 of the Companies Act, 2013 with respect to the loans and advances even in earlier years. 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 25 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, conversion thereof to equity will be given effect to as required as stated in the condition precedents to the sanction letters dealt with in Note 58 as stated by the management will be determined and given effect to in due course of time. 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, 2026 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 delaysduring 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, 2026 for a period of more than six months from the date they become payableread with Note 61(b) and 62except as detailed below:

Name of the Status	Nature of Dues	Amount (Rs. in Lakhs)	Period of which they relate
Income Tax Act' 1961	Corporate Dividend Tax (Refer Note 29.1 of the financial Statements)	344.77	2005-2006 to 2007-2008
Income Tax Act' 1961	Tax Deducted at Source	3.42	2014-2015 to 2023-2024
AssamTea 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 ElectricityDuty Act, 1964	Electricity Duty	62.34	2018-2019 to 2024-2025

In respect of dues under Assam Tea Plantations Provident Fund and Pension Fund and Deposit Linked Insurance Fund Scheme (Amendment) Act, 2016, the company has been in default in payment which as stated in Note 61(b) has been restructured for period upto January 31, 2026 payable over a period of three years.

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, 2026, are as follows:

Name of the Status	Nature of Dues	Amount (Rs. in Lakhs)	Period of which the amount relates	Forum where dispute in pending
Income Tax Act' 1961	Income Tax	2,158.26	Tax Year 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)
Good and Service Tax Act	GST	2,788.83	2017-2018 to 2021-2022	Gauhati High Court

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	6,147.12	December 2019 to March 31, 2026
Term Loan from Others			
Ragini Finance Limited	950.00	-	October 2019 to March 31, 2026
Digvijay Finlease Limited	1,950.00	-	October 2019 to March 31, 2026
P D K Impex Private Limited	110.00	-	March 31, 2020 to March 31, 2026

The amount of borrowing assigned to NARCL and JCAF as stated in Note 58 has since been restructured and thereby these have not been disclosed herein above. However, as stated in the said note is subject to execution of MRA and fulfillment of conditions precedent as required in terms of the sanction letters issued by the landers.

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. 62,002.93lakhs 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 thebooks and records of the Company, carried out inaccordance with the generally accepted auditingpractices in India, and according to the informationand explanations given to us and representation received from the management, a report under Section143(12) of the Act, in Form ADT-4, as prescribedunder rule 13 of Companies (Audit and Auditors)Rules, 2014 (as amended) has not been filed with theCentral Government. Such report was however filed in the earlier years by the predecessor auditor for which as stated in Para (j) 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 (j) 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 (a) and (b), the Company has incurred cash losses to the extent of Rs. 61,866.33 lakhs (including Rs. 12,453.62 lakhs on account of non-provision of interest relating to earlier years as on March 31, 2025) during the financial year covered by our audit and Rs. 26,797.85 lakhs (including Rs. 12,231.26 lakhs relating to non-provision of interest relating to earlier years as on March 31, 2024) 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 59, there is a material uncertainty with respect to going concern pending resolution of the company's borrowing by a lender bank and execution of MRA with NARCL along with fulfillment of conditions precedent to the sanction letters issued by ARC's. 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 as stated in the accompanying the financial statements in absence of required evidences supporting the assumptions taken by the management especially those relating to monetisation of assets etc. and fulfillment of other conditions precedent to the sanction letters, there is material uncertainty as on the date of the Audit Report with respect to determination of company's capability and repayment thereof 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

Ajit Kumar Dalmia
Partner
Membership No: 067236
UDIN: 26067236WSFHYN9345

Place: Kolkata
Date: May 29, 2026

BALANCE SHEET AS 31ST MARCH 2026

[CIN No: L51109WB1998PLC087076]

(₹ in Lakhs)

Particulars	Note	As at 31st March 2026	As at 31st March 2025
ASSETS			
Non-Current Assets			
a) Property, Plant and Equipment	5	86,139.65	89,518.73
b) Capital Work-in-Progress	55	3,349.21	3,623.82
c) Other Intangible Assets	6	0.93	0.99
d) Intangible Assets under development	55	137.78	-
e) Investment in Subsidiary and Associate	7	15,967.18	15,967.18
f) Financial Assets			
(i) Investments	8	470.81	5,835.43
(ii) Loans	9	41,421.42	1,85,010.95
(iii) Other Financial Assets	10	3,994.11	3,923.91
g) Deffered Tax Assets (Net)	11	28,757.31	4,467.28
h) Other Non-Current Assets	12	1,266.70	1,396.65
Total Non-Current Assets		**1,81,505.10**	**3,09,744.94**
Current Assets			
a) Inventories	13	7,414.45	6,870.58
b) Biological Assets other than bearer plants	14	186.55	155.43
c) Financial Assets			
(i) Investments	8	4,363.60	-
(ii) Trade Receivables	15	2,598.11	3,619.39
(iii) Cash and Cash Equivalents	16	1,366.20	498.62
(iv) Bank Balances other than (iii) above	17	99.20	31.00
(v) Loans	9	845.39	571.95
(vi) Other Financial Assets	10	1,092.89	1,186.75
d) Current Tax Assets (Net)	18	823.79	823.79
e) Other Current Assets	19	4,733.20	6,152.72
Total Current Assets		**23,523.38**	**19,910.23**
TOTAL ASSETS		**2,05,028.48**	**3,29,655.17**
EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	20	5,222.79	5,222.79
b) Other Equity	21	(18,292.86)	(10,181.46)
Total Equity		**(13,070.07)**	**(4,958.67)**
Liabilities			
Non-Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	22	55,166.77	-
(ii) Lease Liabilities	52	5.19	6.41
b) Provisions			
Employee Benefit Obligations	23	9,865.95	11,237.92
c) Other Non-Current Liabilities	24	24,970.15	360.56
Total Non-Current Liabilities		**90,008.06**	**11,604.89**
Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	25	79,309.58	1,76,606.86
(ii) Lease Liabilities	52	1.21	1.21
(iii) Trade Payables	26		
(a) Dues of Micro and Small Enterprises		2,180.85	1,525.88
(b) Dues other than Micro and Small Enterprises		6,571.85	7,459.30
(iv) Other Financial Liabilities	27	14,072.04	1,04,676.61
b) Other Current Liabilities	28	14,456.13	22,963.41
c) Provisions			
(i) Employee Benefit Obligations	23	6,261.24	6,142.64
(ii) Other Provisions	29	2,612.12	2,612.12
d) Current Tax Liabilities (Net)	30	2,625.47	1,020.92
Total Current Liabilities		**1,28,090.49**	**3,23,008.95**
Total Liabilities		**2,18,098.55**	**3,34,613.84**
TOTAL EQUITY AND LIABILITIES		**2,05,028.48**	**3,29,655.17**

Material Accounting Policies and other accompanying notes (1 to 66) form an integral part of the financial statements
As per our report of even date

For Lodha & Co LLP,
Chartered Accountants

Ajit Kumar Dalmia
Partner

Place: Kolkata
Dated : 29th May, 2026

For and on behalf of the Board of Directors

Aditya Khaitan - Chairman and Managing Director
(DIN No: 00023788)

Pradip Bhar - Wholetime Director and Chief Financial Officer
(DIN No: 01039198)

Alok Kumar Samant - Company Secretary
(M.No. F9347)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2026

(₹ in Lakhs)

Particulars	Note	Year ended 31st March 2026	Year ended 31st March 2025
Revenue from Operations	31	97,482.14	1,02,436.28
Other Income	32	2,189.50	230.39
Total Income		**99,671.64**	**1,02,666.67**
Expenses:			
Cost of Materials Consumed	33	(41.64)	(84.59)
Changes in Inventories of Finished Goods	34	401.81	(270.08)
Employee Benefits Expense	35	69,951.55	69,769.69
Finance Costs	36	12,958.24	21,011.73
Depreciation and Amortisation Expense	37	4,861.59	5,034.18
Other Expense	38	31,131.18	30,815.87
Total Expenses		**1,19,262.73**	**1,26,276.80**
Profit/(Loss) before Exceptional Items and Tax		**(19,591.09)**	**(23,610.13)**
Exceptional items	39	(14,694.72)	-
Profit/(Loss) before Tax		**(34,285.81)**	**(23,610.13)**
Tax expense:	51		
Current Tax		-	-
Deferred Tax		(25,199.99)	(3,974.17)
Total Tax expense		**(25,199.99)**	**(3,974.17)**
Profit/(Loss) for the year		**(9,085.82)**	**(19,635.96)**
Other Comprehensive Income			
a) Items that will not be reclassified to profit or loss			
- Remeasurements of post employment defined benefit plans	41	2,885.40	1,201.42
- Change in fair value of Equity instruments through other comprehensive income		(1,001.02)	(404.57)
b) Income Tax relating to items that will not be reclassified to profit or loss	51	(909.96)	(384.23)
Other Comprehensive Income (Net of taxes)		**974.42**	**412.62**
Total Comprehensive Income for the year comprising of Profit/(Loss) and Other Comprehensive Income for the year		**(8,111.40)**	**(19,223.34)**
Earnings per Equity Share: [Face Value per share : ₹ 5/-]	44		
- Basic		**(8.70)**	**(18.80)**
- Diluted		**(8.70)**	**(18.80)**

Material Accounting Policies and other accompanying notes (1 to 66) form an integral part of the financial statements
As per our report of even date

For Lodha & Co LLP,
Chartered Accountants

Ajit Kumar Dalmia
Partner

Place: Kolkata
Dated : 29th May, 2026

For and on behalf of the Board of Directors

Aditya Khaitan (DIN No: 00023788) - Chairman and Managing Director

Pradip Bhar (DIN No: 01039198) - Wholetime Director and Chief Financial Officer

Alok Kumar Samant (M.No. F9347) - Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2026

A. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	Refer Note No.	Amount
As at 1st April 2024		5,222.79
Changes in Equity Share Capital during the year		-
As at 31st March 2025	20	5,222.79
Changes in Equity Share Capital during the year		-
As at 31st March 2026	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-measure-ment of defined benefit plan	Total
As at 1st April 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)**
Profit/(Loss) for the year	-	-	-	(9,085.82)	-	-	-	-	(9,085.82)
Other Comprehensive Income	-	-	-		-	-	(1,001.02)	1,975.44	974.42
Total Comprehensive Income for the year	**-**	**-**	**-**	**(9,085.82)**	**-**	**-**	**(1,001.02)**	**1,975.44**	**(8,111.40)**
Transfer on account of depreciation on amount added on Revaluation of Property, Plant and Equipment	-	-	-	1096.58	-	(1,096.58)	-	-	-
Transfer to Retained Earnings	-	-	-	1,975.44	-	-	-	(1,975.44)	-
As at 31st March 2026	**201.68**	**4,402.30**	**1,08,522.27**	**(1,77,812.53)**	**19,209.20**	**22,894.99**	**4,289.23**	**-**	**(18,292.86)**

Refer Note 21 for nature of Reserves

Material Accounting Policies and other accompanying notes (1 to 66) form an integral part of the financial statements
As per our report of even date

For Lodha & Co LLP,
Chartered Accountants

Ajit Kumar Dalmia
Partner

Place: Kolkata
Dated : 29th May, 2026

For and on behalf of the Board of Directors

Aditya Khaitan - Chairman and Managing Director
(DIN No: 00023788)

Pradip Bhar - Wholetime Director and Chief Financial Officer
(DIN No: 01039198)

Alok Kumar Samant - Company Secretary
(M.No. F9347)

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2026

(₹ in Lakhs)

	Particulars	Year ended 31st March 2026		Year ended 31st March 2025	
A.	**Cash Flow from Operating Activities**				
	Net Profit/(Loss) Before Tax		**(34,285.81)**		**(23,610.13)**
	Adjustments to reconcile profit/(loss) for the year to net cash generated from operating activities:-				
	Exceptional items	14,694.72			
	Finance Cost	12,958.24		21,011.73	
	Depreciation and Amortisation Expense	4,861.59		5,034.18	
	Loss/(Profit) on Sale of Property, Plant and Equipment	127.83		(13.84)	
	Deferred Income	(31.36)		(31.36)	
	Interest Income on fixed deposits with banks, security deposits, refund of Income tax etc.	(43.20)		(21.73)	
	Liabilities no longer required written back	(2,117.51)		(494.33)	
	Profit on Compulsory acquisition of Land by Government	-		(149.96)	
	Changes in fair value of Biological Assets	(31.12)		257.56	
	Dividend on Long Term Investments	-		(16.63)	
	Bad debts and Sundry balances written off	211.61		575.23	
	Net Unrealised (Gain)/Loss on Foreign Currency Translation	(2.60)	30,628.20	(9.28)	26,141.57
	Operating Profit Before Working Capital Changes		**(3,657.61)**		**2,531.44**
	Adjustment for:				
	(Increase) / Decrease in Loans, Other Financial Assets	(66.31)		(1,634.55)	
	(Increase) / Decrease in Trade Receivables	488.24		458.62	
	(Increase) / Decrease in Inventories	(543.87)		(2,131.90)	
	Increase / (Decrease) in Other non-financial Liabilities and provisions	7,520.90		5,324.74	
	(Increase) / Decrease in Other current and Non-Financial Assets	684.19		(683.97)	
	Increase / (Decrease) in Trade Payables and other financial Liabilities	(751.10)	7,332.05	152.29	1,485.23
	Cash Generated/(Used) from Operations		**3,674.44**		**4,016.67**
	Income taxes (paid)/ Refund (Net)		1,577.85		(1,124.64)
	Net cash Generated/(Used) from Operating Activities (A)		**5,252.29**		**2,892.03**
B.	**Cash Flow from Investing Activities**				
	Payment against Property, Plant and Equipment and capital, work in progress	(1,362.16)		(2,284.31)	
	Proceeds against disposal of Property, Plant and Equipment	26.49		164.48	
	Receipt/(Payments) against Sale of Specified Assets of Tea Estates	56.90		(120.31)	
	Interest Received	43.19		21.73	
	Dividend on Non-Current Investment	-		16.63	
	(Increase) / Decrease in Bank Balances other than Cash and cash equivalents	(15.63)		(5.60)	
	(Increase) / Decrease in Inter-Corporate Deposits	-		-	
	Net cash generated/(used) in Investing Activities (B)		**(1,251.21)**		**(2,207.38)**
C.	**Cash Flow from Financing Activities**				
	Short Term Borrowings-Receipts/(Repayments)[Net]	(2,804.07)		-	
	Interest Paid	(326.05)		(435.40)	
	Payment against Lease Liability	(3.38)		(0.98)	
	Dividends (including corporate dividend tax)	-		-	
	Net Cash from/(used) in Financing Activities (C)		**(3,133.50)**		**(436.38)**
	Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)		867.58		248.27
	Opening Cash and Cash Equivalents		498.62		250.35
	Closing Cash and Cash Equivalents		**1,366.20**		**498.62**

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, 2026

2. Components of Cash and Cash Equivalents

(₹ in Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Cash On Hand	52.30	20.90
Balances with Banks In Current Account	1,313.90	477.72
Cash and Cash Equivalents (Refer Note 16)	**1,366.20**	**498.62**

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 2025	Cash flows*	Non-Cash Flows and Other Adjustment	As at 31st March 2026
Non-current borrowings [Refer Note 22]	-	-	55,166.77	55,166.77
Current maturities of long term debt [Refer Note 25]	21,494.29	-	21,069.89	42,564.18
Short Term borrowings [Refer Note 25]	1,55,112.57	(2,804.07)	(1,15,563.10)	36,745.40
Lease Liabilities [Refer Note 52]	7.62	(3.38)	2.16	6.40
Interest accrued on borrowings [Refer Note 27]	95,502.05	-	(90,672.23)	4,829.82

* Includes cash flow on account of both principal and interest

As per our report of even date

For Lodha & Co LLP,
Chartered Accountants

Ajit Kumar Dalmia
Partner

Place: Kolkata
Dated : 29th May, 2026

For and on behalf of the Board of Directors

Aditya Khaitan - Chairman and Managing Director
(DIN No: 00023788)

Pradip Bhar - Wholetime Director and Chief Financial Officer
(DIN No: 01039198)

Alok Kumar Samant - Company Secretary
(M.No. F9347)

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 large 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 1st April, 2025, the Company has adopted the amendments notified by the Ministry of Corporate Affairs ('MCA') related to Indian Accounting Standard ('Ind AS') 21 "The Effects of Changes in Foreign Exchange Rates" which provided 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.

Further, provisions of Ind AS 12 have also been amended for implementation of International Tax Reforms - Pillar Two Model Rules providing temporary relief from deferred tax accounting for top up tax. Accordingly, an entity shall neither recognise nor disclose information about deferred tax assets and liabilities related to Pillar Two Income Taxes. Also, amendment has been made in Ind AS 7 “Statement of Cash Flows” and Ind AS 107 “Financial Instruments: Disclosures” to provides disclosure with respect to Supplier Finance Arrangement with the objective to assess how supplier’s finance arrangement affect the entity’s liabilities, cash flow and their effect on the company’s exposure to liquidity risk.

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

(ii) Standards issued but not yet effective

MCA vide notification dated 13th August, 2025 has also amended Ind AS 1 relating to Classification of Liabilities as Current or Non-Current and Non-Current Liabilities with Covenants - This amendment also includes specific provisions that will take effect for reporting periods beginning on or after 1st April, 2026, as outlined below.

Under the existing Ind AS 1, where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

However, the amended requirements stipulate that entities will no longer be permitted to consider lender waivers that are granted after the reporting date but before the financial statements are approved for the purpose of classification of loans. This amendment is required to be applied retrospectively in accordance with Ind AS 8. The Company does not expect this amendment to have an impact on its operations or 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 AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

iii) Defined benefit plans – Plan Assets measured at fair value;

iv) Biological assets (including unplucked 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, it 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 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 AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

The Company's leased assets comprises of land, building and plant and equipments 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 assets 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 including these options are 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 AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 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.

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

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 and liabilities in respect of such assets are presented separately from the other assets and 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 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 or transaction price as applicable when the company becomes party to the contractual obligation. 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.

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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

Investment in equity instruments of Subsidiaries and Associate are measured at cost. Other than this, 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 equity instrument, excluding dividends, are recognized in the Other Comprehensive Income ('OCI'). In addition, profit or loss arising on sale is taken to OCI. 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, other financial liabilities and financial guarantee contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtors fail to make a payment when due in accordance with the terms of a debt instrument.

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 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

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

III. Derivative and Hedge Accounting

Initial Recognition and Subsequent measurement

The company on entering into derivative financial instruments such as foreign exchange forward 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. 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.

V. Impairment of financial assets

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables and loan receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL's at each reporting date, right from its initial recognition.

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.

VI. 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.

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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 Realizable Value is the estimated selling price in the ordinary course of business less estimated cost of completion and the estimated cost 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.

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

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 statute or company's policy as the case may be 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; 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, return using the expected value method.

The liability for refund against expected returns out of the sales made and corresponding assets for the products expected to be returned is recognized in the year of happening of the incidence.

ii. INTEREST, DIVIDEND AND CLAIMS

Dividend income is recognized when the right to receive payment is established. Interest has been

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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.

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 assets and liabilities are offset when there is a legally enforceable right to offset related current tax assets against current tax 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 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.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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.

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

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.

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 point 4(a) to 4(k) 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. Detailed information about each of these estimates and judgements are included in the relevant notes together with information about basis of calculation of each affected line item in the financial statements.

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 implementation of the resolution with respect to company's debt through execution of the MRA on fulfillment of the conditions precedent as specifiled in the sanction letters as dealt in Note 4(c) below read with Note 58 and the outcome of the valuation being carried out by Independent Valuer in this respect on approval of the resolution by ARCs or otherwise which may have significant impact in the subsequent period.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 59, the financial statements of the company have been prepared on going concern assumption based on managements expectation of entering into MRA with NARCL which is pending as on this date. The resolution by NARCL and JCAF is subject to fulfillment of conditions precedent as specified in the sanction letters issued by them and outcome of steps and measures taken by the company for resolution with respect to company's borrowing from a lender bank which is currently under evaluation. In the event of the managements expectations and estimates 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 ICDs and advances to companies which have been considered good and recoverable. These as stated in Note 57 have been provided for to a significant extent, further adjustments even though presently not determinable may have a material impact on the financial statement.

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 60, in case of one of the step down subsidiary the total equity is negative 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 is 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

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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, deferred tax assets and is entitled to tax holiday in the state of Assam and West Bengal for which determining the amount of deferred tax assets is based on management judgements and estimates, 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 successfull implementation of the resolution with respect to company's borrowing as referred to in Note 58 and therefore assumption for reversal/adjustment of deferred tax is expected to be materially different 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.

k) **Implementation of Resolution Plan and OTS**

As stated in Note 58, subsequent to the balance sheet date, Resolution Plan as submitted to NARCL with respect to debts assigned to them has been approved and Letter dated 02nd April, 2026 Sanctioning the same (‘Sanction Letter’) has been issued. In terms of the Sanction Letter, the debts as assigned to NARCL have been restructured with effect from cut-off date of 31st December 2025. Further, in respect of outstanding amount of borrowing assigned to JCAF, the Company has also arrived at a One Time Settlement (‘OTS’) with JCAF and the letter dated 13th May, 2026 sanctioning the OTS has since been issued with effect from the cut-off date of 31st March, 2026.

Resolution with NARCL is subject to entering into Master Restructuring Agreement (‘MRA’) which is pending execution as on this date and the said resolution and OTS with JCAF is subject to fulfilment of the conditions precedent as specified in the sanction letters issued by the respective parties. In the event there being default in making payments and fulfilling the conditions including those relating to regulatory compliances and other approvals etc., the restructuring as dealt in the said note shall stand revoked and outstanding amount will required to be restored and will be considered as payable as per the original terms thereof. The management is confident of timely repayment of sustainable amount and compliances with respect to the conditionalities as stipulated thereagainst. In the event of the management’s expectation and estimation in this respect, not turning out to be feasible in future, possible consequential impact thereof even though presently not ascertainable are expected to be material.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

5. PROPERTY, PLANT AND EQUIPMENT

As at 31st March 2026

(₹ in Lakhs)

Particulars	GROSS AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT
	As at 1st April 2025	Additions during the year	Disposals during the year	As at 31st March 2026	As at 1st April 2025	Depreciation for the year	Disposals during the year	As at 31st March 2026	As at 31st March 2026
Freehold Land	285.64	-	-	**285.64**	-	-	-	**-**	**285.64**
ROU Leasehold Land	41.18	-	-	**41.18**	14.45	2.41	-	**16.86**	**24.32**
Buildings	37,371.54	69.71	-	**37,441.25**	17,713.80	1,144.18	-	**18,857.98**	**18,583.27**
ROU Building	1,531.90	-	-	**1,531.90**	1,338.02	10.20	-	**1,348.22**	**183.68**
Plant and Equipment	25,721.67	849.59	22.25	**26,549.01**	14,998.77	1,347.77	16.81	**16,329.73**	**10,219.28**
Furniture and Fixtures	702.81	11.42	3.11	**711.12**	619.66	26.59	2.79	**643.46**	**67.66**
Vehicles	2,690.77	1.79	183.94	**2,508.62**	2,533.64	62.54	183.94	**2,412.24**	**96.38**
Office Equipment	75.83	-	-	**75.83**	74.84	0.55	-	**75.39**	**0.44**
Computer	314.56	17.66	6.34	**325.88**	250.83	19.40	6.34	**263.89**	**61.99**
Bearer Plants	73,820.37	685.70	299.86	**74,206.21**	15,493.53	2,246.99	151.30	**17,589.22**	**56,616.99**
Total	**1,42,556.27**	**1,635.87**	**515.50**	**1,43,676.64**	**53,037.54**	**4,860.63**	**361.18**	**57,536.99**	**86,139.65**

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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	**1,40,019.81**	**2,546.80**	**10.34**	**1,42,556.27**	**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 52).

5.2 The Company has 31 tea estate land in State of Assam for which lease (patta) has been granted by Government of Assam for carrying out the plantation activity against payment of Land Revenue. Further, the company has 2 tea estates in the state of West Bengal where land taken on lease for 30 years on renewal basis from the Government of West Bengal and these 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 (as ammended in 2016) and rules made there under.

5.4 Refer note 60 in respect of ascertainment of Impairment if any in accordance with Ind AS 36 'Impairment of Assets' and Note 40 for assets acquired pursuant to Scheme of Amalgamation/ Arrangement.

5.5 Refer Note 22 and 25 in respect of charge against borrowings and Note 53 referring restriction imposed by Hon'ble High Court of Delhi relating to disposal of assets and Note 54 with respect to approval of the Board of Directors' as required in terms of the Sanction Letter issued by NARCL for sale of specified assets of four tea estates.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

6. OTHER INTANGIBLE ASSETS

As at 31st March 2026 (₹ in Lakhs)

Particulars	GROSS AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT
	As at 1st April 2025	Additions during the year	Disposals during the year	As at 31st March 2026	As at 1st April 2025	Depreciation for the year	Disposals during the year	As at 31st March 2026	As at 31st March 2026
Trade Mark [Brand]	2,437.50	-	-	**2,437.50**	2,437.50	-	-	**2,437.50**	**-**
Computer Software	534.18	0.90	-	**535.08**	533.19	0.96	-	**534.15**	**0.93**
Total	**2,971.68**	**0.90**	**-**	**2,972.58**	**2,970.69**	**0.96**	**-**	**2,971.65**	**0.93**

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
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 beeen amortised under straight line method over 20 years based on the valuation by an Independent Valuer.

6.2 Refer Note 60 in respect of ascertainment of Impairment if any in accordance with Ind AS 36 'Impairment of Assets'.

7. INVESTMENT IN SUBSIDIARY AND ASSOCIATE

As at 31st March 2026 (₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
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 2025: 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 2025: 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 AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 2026	As at 31st March 2025
Subsidiary			
Borelli Tea Holdings Limited -BTHL	United Kingdom	100.00%	100.00%
Associate			
D1 Williamson Magor Bio Fuel Limited	India	34.30%	34.30%

8. INVESTMENTS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026		As at 31st March 2025	
		Current	Non-Current	Current	Non-Current
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				
Nil (31st March 2025: 30,52,295) Shares, fully impaired		-	-	-	0.00
Williamson Financial Services Limited					
16,66,953 (31st March 2025: 16,66,953) Shares		-	88.08	-	110.23
Eveready Industries India Limited	8.7				
16,63,289 (31st March 2025: 16,63,289) Shares of Rs. 5/- each		4,363.60	-	-	5,036.46
The Standard Batteries Limited	8.8				
10,03,820 (31st March 2025: 10,03,820) Shares of Re. 1/- each		-	382.02	-	688.03
Kilburn Office Automation Limited	8.5 and 8.10				
31,340 (31st March 2025: 31,340) Shares		-	0.00	-	0.00
		4,363.60	**470.10**	**-**	**5,834.72**
Unquoted					
ABC Tea Workers Welfare Services Limited					
11,067 (31st March 2025: 11,067) Shares		-	0.71	-	0.71
Murablack India Limited	8.5				
5,00,000 (31st March 2025: 5,00,000) Shares, fully impaired		-	0.00	-	0.00
Arunodaya Green Fuels Limited	8.11				
4,00,000 (31st March 2025: 4,00,000) Shares, fully impaired		-	-	-	-
		-	**0.71**	**-**	**0.71**
		4,363.60	**470.81**	**-**	**5,835.43**

8.1	Aggregate amount of Unquoted Investments		-	0.71	-	0.71
8.2	Aggregate amount of Quoted Investments		4,363.60	470.10	-	5,834.72
8.3	Aggregate market value of Quoted Investments		4,363.60	470.10	-	5,834.72
8.4	Aggregate amount of Impairment in the value of Investments	8.5		-		-

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

8.5 Amount is below the rounding off norm adopted by the Company.

8.6 In connection with a Term Loan from ICICI Bank Limited of ₹ 5,000.00 lakhs (31st March 2025: ₹ 5,000.00 lakhs) taken by McNally Bharat Engineering Company Limited ('MBECL'), the Company had furnished a Non-Disposal Undertaking of its present and future holding of shares. Consequent to implementation of Resolution Plan of MBECL approved by Hon'ble NCLT, Kolkata, existing shares of MBECL has been extingisuhed and thereby no claims lies against the company.

8.7 In earlier years, shares of Eveready Industries India Limited were pledged with HDFC Bank Limited against short-term loan of ₹ 7,500.00 lakhs which have been repaid in earlier year. These investments as such are non-encumbured as per the Demat statement and disclosure made by the said Investee company and hence available for disposal with the company. Subsequent to the balance sheet date, as per the approved resolution plan of NARCL as stated in Note 58, certain assets including Investment in equity shares of Eveready Industries India Limited are to be monetised by 31st March 2027 and thereby these have been disclosed as Current investments.

8.8 Shares of The Standard Batteries Limited were pledged to Aditya Birla Finance Limited against short-term loan of ₹ 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 In earlier years, pledge with respect to the shares of Kilburn Engineering Limited against loan from RBL Bank Limited had been Invoked by the said bank. These investment are however reflected in the Demat Statement and are currently under reconciliation.

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 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 2026		As at 31st March 2025	
		Current	Non-Current	Current	Non-Current
Loans to Bodies Corporate	57				
Considered Good		-	41,421.42	-	1,85,010.95
Credit Impaired		-	2,34,674.53	-	91,085.00
Less: Allowance for Doubtful Loans	9.2	-	(2,34,674.53)	-	(91,085.00)
Loans to Others	57				
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	845.39	-	571.95	-
Credit Impaired		-	7.38	-	7.38
Less: Allowance for Doubtful Loans	9.2	-	(7.38)	-	(7.38)
		845.39	**41,421.42**	**571.95**	**1,85,010.95**

9.1 Advances to employees include remuneration to the extent of ₹ 845.30 Lakhs paid to the Managing Director for the period from 17th May 2023 to 31st March 2026 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, however resolution with respect to the borrowing of the company as dealt herein in Note 58 was then pending with the lenders. Accordingly, the said amount being paid and recoverable have been recognised as advances, pending necessary approval and completion of resolution by the lenders .

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

9.2 Movement of Impairment Allowances for doubtful balances:

Particulars	Loans to Bodies Corporate and others		Loans and Advance to Employees	
	Year ended 31st March, 2026	Year ended 31st March, 2025	Year ended 31st March, 2026	Year ended 31st March, 2025
At the beginning of the year	91,098.00	91,098.00	7.38	7.38
Recognised during the year (Refer Note 39.1(b))	1,43,589.53	-	-	-
Reversal during the year	-	-	-	-
At the end of the year	**2,34,687.53**	**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 are as follows:

Particulars	As at 31st March 2026		As at 31st March 2025	
	Amount	%ge of Total	Amount	%ge of Total
Repayable on Demand				
Promoters				
Williamson Magor & Co. Limited	19,221.42	6.05%	19,221.42	6.95%
Babcock Borsig Limited	14,500.00	4.57%	14,500.00	5.24%
Williamson Financial Services Limited	22,200.00	6.99%	22,200.00	8.02%
Woodside Parks Limited	91,040.22	28.67%	91,040.22	32.90%
Director				
Aditya Khaitan (Refer Note 9.1)	845.30	0.27%	576.90	0.43%

9.4 Refer Note 22 and 25 to the financial statements in respect of charge against borrowings.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

10. OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026		As at 31st March 2025	
		Current	Non-Current	Current	Non-Current
Security Deposits		-	969.89	-	844.88
Fixed Deposit with Banks	10.1 and 62	-	30.09	-	82.66
Receivable against Sale of specified assets of Tea Estates	10.2 and 62	-	2,414.78	-	2,417.02
Interest Accrued on Loans, Deposits and others	57				
Considered good			-		-
Credit Impaired	10.3	-	9,941.50	-	9,941.50
Less: Allowance for Doubtful Interest Receivable	10.4	-	(9,941.50)	-	(9,941.50)
Interest Subsidies receivable from Government	10.5	-	579.35	-	579.35
Receivable on account of Claims and Other receivable	62				
Considered good		335.13	-	341.05	-
Credit Impaired		26.00	-	26.00	-
Less: Allowance for Doubtful Claims	10.4	(26.00)	-	(26.00)	-
Duty draw back benefits pertaining to exports		108.25	-	123.98	-
Subsidies receivable from Government	62	597.88	-	670.09	-
Compensation receivable from Government	62	51.63	-	51.63	-
		1,092.89	**3,994.11**	**1,186.75**	**3,923.91**

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 Includes ₹ 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.

10.4 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, 2026	Year ended 31st March, 2025	Year ended 31st March, 2026	Year ended 31st March, 2025
At the beginning of the year	26.00	26.00	9,941.50	9,941.50
Recognised during the year	-		-	-
Reversal during the year	-	-	-	-
At the end of the year	**26.00**	**26.00**	**9,941.50**	**9,941.50**

10.5 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. Pending receipt of the subsidy despite the direction of Hon'ble High Court of Delhi, the company had filed a contempt petition before Hon'ble Gauhati High Court which is pending as on this date. Accordingly, the amount so recognised has been considered good and recoverable and claim for subsequent period have not been recognised.

10.6 Refer Note 22 and 25 to the financial statements in respect of charge against borrowings.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

11. DEFERRED TAX ASSETS/(LIABILITIES) (NET)

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Deferred Tax Assets		47,843.49	24,063.03
Deferred Tax Liabilities		(19,086.18)	(19,595.75)
		28,757.31	**4,467.28**

Components of Deferred tax Assets/ (Liabilities) are given below:

As at 31st March 2026 (₹ in Lakhs)

Particulars	As at 1st April, 2025	Charge/ (Credit) recognised in Statement of profit and loss	Charge/ (Credit) recognised in OCI	As at 31st March, 2026
Deferred Tax Assets:				
Expenses allowable on payment basis	21,428.36	11,013.62	909.96	9,504.78
Allowances for Doubtful Debts, Advances etc.	1,120.67	(30,572.17)	-	31,692.84
MAT Credit Entitlement	1,398.70	(2,433.35)	-	3,832.05
Others	115.30	(2,698.52)	-	2,813.82
Total Deferred Tax Assets	**24,063.03**	**(24,690.42)**	**909.96**	**47,843.49**
Deferred Tax Liabilities:				
Timing difference with respect to Property, Plant and Equipment and other intangible assets	19,595.75	(509.57)	-	19,086.18
Total Deferred Tax Liabilities	**19,595.75**	**(509.57)**	**-**	**19,086.18**
DEFERRED TAX ASSETS/ (LIABILITIES) (NET)	**4,467.28**	**(25,199.99)**	**909.96**	**28,757.31**

As at 31st March 2025 (₹ in Lakhs)

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**
DEFERRED TAX ASSETS/ (LIABILITIES) (NET)	**877.34**	**(3,974.17)**	**384.23**	**4,467.28**

11.1 During the year, rationale for recognition of Deferred Tax Assets ('DTA') has been reviewed. Realisation of DTA is dependent upon generation of future taxable profit against which those temporary differences and carry forward of tax losses become deductible. Considering the resolution of the company's debt as dealt with in note 58 and expected improvement in operational and financial performance and growth in volume of business of the company, Deferred Tax Assets of ₹ 28,757.31 lakhs (including ₹ 24,290.03 lakhs recognised during the year) has been carried forward in these financial statements based on management's assumption for reasonable certainty of realisation thereof against the expected taxable income and reversal of Deferred Tax Liabilities ('DTL').

In view of the management, future taxable income of the company considering the projected volume of operations will be sufficient to absorb the deferred tax assets over a period of time.

11.2 **The Expiry date for accumulated losses unrecognised are as follows:**

Particulars	Year of Expiry	Amount
Short Term Capital Loss	AY 2028-29	135.13

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

12. OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Capital Advances		57.36	-
Advances to Suppliers, Service Providers etc.			
Credit Impaired		1,161.51	1,161.51
Less : Allowance for Doubtful Advances	12.1	(1,161.51)	(1,161.51)
Advance for Employee Benefit	41		
- Superannuation Fund		1,171.68	1,341.68
Deposit under protest		26.68	-
Deposits with National Bank for Agriculture and Rural Development		10.98	54.97
		1,266.70	**1,396.65**

12.1 Movement of Impairment Allowances for doubtful balances:

Particulars	Year ended 31st March 2026	Year ended 31st March 2025
At the beginning of the year	1,161.51	1,161.51
Recognised during the year	-	-
Reversal during the year	-	-
At the end of the year	1,161.51	1,161.51

13. INVENTORIES

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
At lower of cost and net realisable value			
Raw Materials (Green Leaf)		143.85	92.53
Finished Goods (Stock of Tea)		3,100.44	3,502.25
[Including in transit ₹ 475.29 Lakhs (31st March 2025: ₹ 657.94 Lakhs)			
Stores and Spares	13.1	4,170.16	3,275.80
		7,414.45	**6,870.58**

13.1 Stores and Spares is net of allowance for slow moving/obsolete inventory amounting to ₹ 153.21 lakhs (31st March 2025: ₹ 153.21 lakhs).

13.2 Disclosure as per Ind AS 2 "Inventories"

Particulars	Year ended 31st March 2026	Year ended 31st March 2025
a) Cost of Inventories recognised as Expense during the year	91,886.38	93,872.15
b) (Increase)/Decrease in value of inventory due to variation in realisable value	-	-

13.3 Refer Note 22 and 25 to the financial statements in respect of charge against borrowing.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

14. BIOLOGICAL ASSETS OTHER THAN BEARER PLANTS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Fair Value of Biological Assets other than Bearer Plants (Unharvested Tea Leaves)		186.55	155.43
		186.55	**155.43**

14.1 Changes in Fair Value of Biological Assets Other Than Bearer Plants

Particulars	Year ended 31st March 2026	Year ended 31st March 2025
Opening	155.43	412.99
Increase due to harvest/physical changes	186.55	155.43
Decrease due to harvest/physical changes	(155.43)	(412.99)
Closing	**186.55**	**155.43**

14.2 Unharvested tea leaves on bushes as on 31st March 2026 was 11.82 Lakh Kgs (31st March 2025: 9.19 Lakh Kgs).

14.3 Refer Note 22 and 25 to the financial statements in respect of charge against borrowings.

15. TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Unsecured	62		
- Considered Good		2,598.11	3,619.39
- Credit Impaired		197.64	197.64
Less: Allowance for Doubtful Debts	15.2	(197.64)	(197.64)
		2,598.11	**3,619.39**

15.1 Trade Receivables ageing schedule based on the due date for payment there against are as follows (Refer Note 62):

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Undisputed Trade Receivables- Considered Good			
Within the credit period		1,793.71	1,565.97
Less than 6 Months		212.61	758.46
6 months - 1 Year		191.47	822.54
1-2 Years		150.31	324.99
2-3 Years		102.58	63.54
3 Years and above		147.43	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		-	-
Disputed Trade Receivables- Credit impaired			
3 Years and above		-	-

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

15.2 Movement of Impairment Allowances for doubtful debts

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
At the beginning of the year		197.64	392.90
Recognised during the year		-	-
Reversal during the year		-	(195.26)
At the end of the year		**197.64**	**197.64**

15.3 Refer Note 22 and 25 to the financial statements in respect of charge against borrowings.

16. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Balance with banks in Current Accounts		1,313.90	477.72
Cash on hand		52.30	20.90
		1,366.20	**498.62**

16.1 Refer Note 22 and 25 to the financial statements in respect of charge against borrowings.

17. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Earmarked Balance with banks:			
- In Dividend Accounts	17.1	5.15	5.15
- In Fixed Deposits	10.1	93.89	25.69
- In Escrow Accounts/Fractional Share Sale Proceeds Account	17.1	0.16	0.16
		99.20	**31.00**

17.1 There are no amount due and outstanding to be credited to Investor Education and Protection Fund at the Balance Sheet date

17.2 Refer Note 22 and 25 to the financial statements in respect of charge against borrowings.

18. CURRENT TAX ASSETS (NET)

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Advance Tax - Agricultural Income Tax [Net of Provision ₹ 17,140.38 lakhs (31st March 2025: ₹ 17,140.38 lakhs)]	30.1	810.50	810.50
Advance Tax - Fringe Benefit Tax [Net of Provision ₹ 201.53 lakhs		13.29	13.29
(31st March 2025: ₹ 201.53 lakhs)]		**823.79**	**823.79**

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

19. OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Balance with Government Authorities- GST, etc.		1,418.21	2,215.68
Advances to Suppliers, Service Providers etc.	62		
Considered Good		2,329.68	3,204.00
Considered Doubtful	19.1	1,638.51	1,618.47
Less: Allowance for Doubtful Advances	19.2	(1,638.51)	(1,618.47)
Advance for Employee Benefits	41		
- Superannuation Fund		127.08	110.39
Advance to Employees	62		
Considered Good		31.10	41.12
Considered Doubtful		124.73	133.78
Less: Allowance for Doubtful Advances	19.2	(124.73)	(133.78)
Prepaid Expenses		827.13	581.53
		4,733.20	**6,152.72**

19.1 Includes ₹ 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.

19.2 Movement of Impairment Allowances for doubtful advances:

Particulars	Advances to Suppliers, Service Providers etc.		Advance to Employees	
	Year ended 31st March, 2026	Year ended 31st March, 2025	Year ended 31st March, 2026	Year ended 31st March, 2025
At the beginning of the year	1,618.47	1,656.00	133.78	124.73
Recognised during the year	20.04	-	-	9.05
Reversal during the year	-	(37.53)	(9.05)	-
At the end of the year	**1,638.51**	**1,618.47**	**124.73**	**133.78**

19.3 Refer Note 22 and 25 to the financial statements in respect of charge against borrowings.

20. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Authorised			
12,00,00,000 (31st March 2025: 12,00,00,000) Equity Shares of ₹ 5/- each		6,000.00	6,000.00
Issued, subscribed and paid-up			
10,44,55,735 (31st March 2025: 10,44,55,735) Equity Shares of ₹ 5/- each fully paid up		5,222.79	5,222.79
		5,222.79	**5,222.79**

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

20.1. Reconciliation of number of Equity Shares outstanding

(₹ in Lakhs)

Particulars	Year ended 31st March 2026	Year ended 31st March 2025
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 ₹ 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 2026

Particulars	As at 31st March 2026		As at 31st March 2025		%ge Change
	No. of Share	%	No. of Share	%	
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 2025

Particulars	As at 31st March 2025		As at 31st March 2024		%ge Change
	No. of Share	%	No. of Share	%	
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 AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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	Re-measure-ment of Defined Benefit Plan	
As at 1st April 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)**
Profit/(Loss) for the year	-	-	-	(9,085.82)	-	-	-	-	(9,085.82)
Other Comprehensive Income	-	-	-	-	-	-	(1,001.02)	1,975.44	974.42
Total Comprehensive Income for the year	**-**	**-**	**-**	**(9,085.82)**	**-**	**-**	**(1,001.02)**	**1,975.44**	**(8,111.40)**
Transfer on account of depreciation on amount added on Revaluation of Property, Plant and Equipment	-	-	-	1,096.58	-	(1,096.58)	-	-	-
Transfer to Retained Earnings	-	-	-	1,975.44	-	-	-	(1,975.44)	-
As at 31st March 2026	**201.68**	**4,402.30**	**1,08,522.27**	**(1,77,812.53)**	**19,209.20**	**22,894.99**	**4,289.23**	**-**	**(18,292.86)**

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 (₹ 5,427.46 Lakhs) (31st March 2025: (₹ 7,402.90 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 ('PPE') 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 which was transferred from the said reserve to general reserve till year ended 31st March 2025 has been transferred to retained earnings with effect from year ended 31st March 2026. This is to offset the impact of the corresponding depreciation forming part of the Retained Earnings. This as such does not have any impact on the amount of the other equity of the company.

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 AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

22. NON CURRENT BORROWINGS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026		As at 31st March 2025	
		Current	Non-Current	Current	Non-Current
Term Loan from Others					
SECURED					
National Asset Reconstruction Company Limited	22.1 to 22.4	30,125.87	52,666.77	7,070.00	-
a) Nature of Security i) First pari passu charge of 25 tea estates by way of mortgage over immovable fixed assets and hypothecation of movable fixed assets. ii) First pari passu charge on immovable property of Bhootechang, Bukhial and Dimakusi Tea Estates iii) Exclusive charge on immovable property of Dufflaghur and Keyhung Tea Estates iv) Exclusive mortgage of Mathura and Mijicajan Tea Estates v) Personal Guarantee of Mr. Aditya Khaitan, Director amounting to ₹ 12,500.00 lakhs					
National Asset Reconstruction Company Limited	22.1 to 22.4	-	-	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.					
J. C. Flowers Asset Reconstruction Private Limited	22.1 to 22.4	12,438.31	2,500.00	4,375.00	-
a) Nature of Security i) First pari passu charge of 25 tea estates by way of mortgage over immovable fixed assets and hypothecation of movable fixed assets. ii) Secondu charge on immovable property of Bhootechang, Bukhial and Dimakusi Tea Estates iii) Exclusive charge on movable property of Dirial, Phulbari and Hunwal Tea Estates iv) First pari passu charge on all current assets including receivable v) Subservient charge on current assets of the borrower					
UNSECURED	22.1 to 22.4				
National Asset Reconstruction Company Limited		-	-	5,049.29	-
		42,564.18	**55,166.77**	**21,494.29**	**-**

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

22. NON CURRENT BORROWINGS *(Contd.)*

22.1 The company in terms of the sanction letter originally issued has been in default for the repayment of principal and interest as on 31st March 2026. These amount excepting in case of a bank as given hereunder, as stated in Note 58 has since been restructured. Keeping in view the said restructuring and the term specified specified therein, no default against these loans remain unresolved as on thie date. This however as stated in the said note is subject to execution of MRA and fulfillment of conditions precdent to the sanction letters. Accordingly, the period and amount of loan outstanding in respect of the loan from a bank pending resolution as on 31st March 2026 are as follows:

(₹ in Lakhs)

Particulars	Period of Default	Principal		Interest	
		As at 31st March 2026	As at 31st March 2025	As at 31st March 2026	As at 31st March 2025
Short Term Loan from Banks					
IndusInd Bank Limited- Unsecured	December 2019 to 31st March, 2026	7,166.00	7,166.00	6,147.12	5,020.51
Short Term Loan from Others					
Ragini Finance Limited	October 2019 to 31st March, 2026	950.00	950.00	-	-
Digvijay Finlease Limited	October 2019 to 31st March, 2026	1,950.00	1,950.00	-	-
P D K Impex Private Limited	March, 2020 to 31st March, 2026	110.00	110.00	-	-
		10,176.00	**10,176.00**	**6,147.12**	**5,020.51**

22.2 Repayment Schedule for the Restructured Loans from ARCs

Particulars	National Asset Reconstruction Company Limited	J. C. Flowers Asset Reconstruction Private Limited
1st April 2026 to 31st March 2027	30,125.87	12,438.31
1st April 2027 to 31st March 2028	23,194.22	2,500.00
1st April 2028 to 31st March 2029	29,472.55	-

22.3 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 had 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 had 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. NARCL thereafter appointed India Debt Resolution Company Limited ('IDRCL'), as its exclusive service agent, and has executed a power of attorney, in favour of the IDRCL, to allow the IDRCL to do all such acts and things, as may be necessary, for the efficient restructuring of the debt of the Borrower, on behalf of NARCL

Subsequent to the balance sheet date as detailed in Note 58, Resolution Plan as submitted to IDRCL with respect to debts assigned to NARCL has been approved and Letter dated 02nd April 2026 sanctioning the same ('Sanction Letter') has since been issued by IDRCL. In terms of the sanction letter, the debts as assigned to NARCL have been restructured with effect from cut-off date of 31st December 2025. Further, in respect of outstanding amount of borrowing assigned to J. C. Flowers Asset Reconstruction Private Limited ('JCAF'), the Company has also arrived at a One Time Settlement ('OTS') with JCAF and the letter dated 13th May 2026 sanctioning the OTS has since been issued with effect from the cut-off date of 31st March 2026. Accordingly, the outstanding balances of borrowings have been re-instated at NPV and disclosure with respect to security, interest rate and repayment has been made based on such sanction letters.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

22.4 The Security as disclosed above have been based on the Sanction Letters issued by ARC's. In respect of loans assigned to them and restructured as stated in Note 58, the charges have however been modified as filed or yet to be filed in line with sanction letters as stated in Note 22.3. These being subject to execution of MRA by NARCL and/or fulfillment of conditions precedent, the charges with respect to the restructured borrowings as specified in the said letters are pending modification and/or execution as on this date. Similarly, in certain cases where personal guarantee of managing director etc. as required in terms of sanction letter are also pending execution which shall be regularised on execution of the MRA.

22.5 The outstanding balances disclosed in note 22.1 and 22.2 are based on the amortised cost in accordance with Ind AS 109 "Financial Instruments".

22.6 Also Refer Note 36, 58, 59, 61 and 62

23. EMPLOYEE BENEFIT OBLIGATIONS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026		As at 31st March 2025	
		Current	Non-Current	Current	Non-Current
Provision for Employee Benefits					
- Staff Pension	41	2,933.82	4,905.96	2,408.47	4,666.80
- Gratuity Fund	41	3,188.04	4,959.99	3,594.79	6,571.12
- Leave	23.1	139.38	-	139.38	-
		6,261.24	**9,865.95**	**6,142.64**	**11,237.92**

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 2026	As at 31st March 2025
Unsustainable Debt against Equity Shares allotment	24.1	11,900.00	-
Statutory Payables - Provident Fund	24.2 and 62	12,740.95	-
Deferred Revenue arising from Government Grants	24.3	329.20	360.56
		24,970.15	**360.56**

24.1 Unsustainable Debt against Equity Shares represents the amount (as estimated) been retained out of the amount of the total unsustainable debt against allotment of 10% of the total Equity Capital of the Company on diluted basis that is required to be alloted pursuant to the approval of the Resolution Plan as detailed in Note 58. Necessary adjustments in this respect will be given effect to on determination of the amount and resolution to the effect being approved by the shareholders of the company.

24.2 During the year, Assam Tea Provident Fund Organisation ('ATEPFO') vide their letter dated 12th March 2026 has restructured the Provident Fund due to be payable in 36 installments from April 2026 as specified in the said letter. Accordingly, ₹ 6,370.47 lakhs payable within the next financial year has been included under Other Current Liabilitues (Refer Note 28).

24.3 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.	391.92	-	31.36	360.56

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

25. CURRENT BORROWINGS

(₹ in Lakhs)

Particulars		Refer Note No.	As at 31st March 2026	As at 31st March 2025
Secured Loans from Banks/ Others				
Cash Credit, Packing Credit and Demand Loans		22.1 to 22.4	-	20,485.81
(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 from Others			
	J C Flowers Asset Reconstruction Private Limited	22.1 to 22.4	-	30,806.00
(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	22.1 to 22.4	-	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	22.1 to 22.4	-	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			
	IndusInd Bank Limited	58(d)	7,166.00	7,166.00
	Unsecured Loans from Others			
	- National Asset Reconstruction Company Limited	22.1 to 22.4	-	27,650.71
	- From Individual		3,500.00	3,500.00
	- From Body Corporates		10,400.00	8,600.00
	- From Related Parties	25.2 and 25.3	15,679.40	18,400.06
	Current Maturities of Long Term Debts	22		
	Secured Loans from Others			
	J C Flowers Asset Reconstruction Private Limited		12,438.31	4,375.00
	National Asset Reconstruction Company Limited		30,125.87	12,070.00
	Unsecured Loans from Others			
	National Asset Reconstruction Company Limited		-	5,049.29
			79,309.58	**1,76,606.86**

25.1 Refer Note 22.1 in respect of default in borrowings

25.2 Certain payments made by body corporates on behalf of the company amounting to ₹ 6,315.00 lakhs (including ₹ 3,815.00 lakhs during the year) against settlements directly made by them for repayment of ICDs/Advances taken by the company have been disclosed and included under 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 AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

25.3 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 ₹ 1,920.66 lakhs as received in this respect had been adjusted by them against their outstanding dues on 03rd May 2024 and thereby such amount was recognised as ICD from BTHL. During the year, on resolution with JCAF as detailed in Note 58, such amount has not been sanctioned by IDRCL for conversion to Equity Shares and thereby the said amount has been written back and shown under Other Income.

25.4 The Security as disclosed above have been based on the Sanction Letters issued by ARC's. In respect of loans assigned to them and restructured as stated in Note 58, the charges have however been modified as filed or yet to be filed in line with sanction letters as stated in Note 22.3. These being subject to execution of MRA by NARCLand/or fulfillment of conditions precedent, the charges with respect to the restructured borrowings as specified in the said letters are pending modification and/or execution as on this date. Similarly, in certain cases where personal guarantee of managing director etc. as required in terms of sanction letter are also pending execution which shall be regularised on execution of the MRA.

25.5 Also refer Note 36, 59, 61 and 62

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

26. TRADE PAYABLE

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Payable for Goods and Services	62		
a) Dues of micro enterprises and small enterprises	26.1	2,180.85	1,525.88
b) Dues other than micro enterprises and small enterprises		6,571.85	7,459.30
		8,752.70	**8,985.18**

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 62).

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
a) Principal amount remaining unpaid but not due as at year end		2,318.19	1,525.88
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 62).

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Undisputed - Non MSME			
Less than 1 year		1,119.97	1,003.42
1-2 years		1,091.44	907.06
2-3 years		25.15	1,536.27
More than 3 years		4,335.29	4,012.53
		6,571.85	**7,459.28**
Undisputed - MSME			
Less than 1 year		1,280.85	1,437.84
1-2 years		211.76	60.01
2-3 years		80.39	23.49
More than 3 years		607.85	4.54
		2,180.85	**1,525.88**
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 AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

26.3 **Unbilled amount included above being less than 1 year are as follows:**

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Undisputed - Non MSME		674.26	699.16
Undisputed - MSME		-	-
		674.26	**699.16**

27. OTHER FINANCIAL LIABILITIES

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Interest accrued and due on borrowings	22, 25, 27.1, 27.2 and 62	4,829.82	95,502.05
Unpaid Dividends	27.3	5.15	5.15
Unclaimed Fractional Share Sale Proceeds	27.3	0.16	0.16
Deposits Received from Agents/ Customers	62	104.11	102.86
Employee Benefits Payable		8,333.95	8,982.78
Payable against Fair Trade Premium		39.44	21.14
Payable against Sale of Specified Assets of Tea Estates	10.2 and 62	54.28	54.28
Book Overdraft	27.4	205.13	8.19
Other Payables	27.5	500.00	-
		14,072.04	**1,04,676.61**

27.1 Interest accrued and due is net of ₹ 1,317.30 lakhs (31st March 2025: ₹ 3,458.64 lakhs) being debit balances against cash credit facilities from a lender bank which as stated in Note 58(d) are to be adjusted against principal repayments pending confirmation and reconciliation as detailed in the said note.

27.2 The liability in relation to borrowings have been stated based on the provisions and appropriations stated in Note 36.1 and 36.2, pending resolution of company's borrowing in respect of one of the lender bank and confirmation/reconciliation of balances etc. by the said lender (Refer note 58(d)).

27.3 There are no amounts due and outstanding for transfer to the Investor Education and Protection Fund as at the balance sheet date.

27.4 Represents cheques issued against current account balances pending presentation for payment by the bank.

27.5 Other Payable represent the amount paid by one of the related party for repayment of ICDs/ Advances taken by the company in earlier years, pending recognition as Inter-Corporate Deposits.

28. OTHER CURRENT LIABILITIES

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Advances from Customers, Selling Agents and others	62 and 28.1	4,303.72	5,439.36
Statutory Payables (including Provident Fund and Tax deducted at Source)	62	2,271.07	16,067.84
Current Maturity of Provident Fund dues	24.2	6,370.47	-
Advances against Sale of Fixed Assets	28.2 and 62	1,479.51	1,424.85
Deferred Revenue arising from Government Grants	24.3	31.36	31.36
		14,456.13	**22,963.41**

28.1 Includes advance of ₹ 3,550.00 lakhs (net of ₹ 600.00 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 36.2).

28.2 The company had received advance of ₹ 1,413.87 lakhs related to Sale of Specified Assets of Boroi Tea Estates and Assam Valley School (Net book Value: ₹ 2,876.25 lakhs). However pursuant to the injunction imposed vide the order of Hon'ble High Court of Delhi as stated in Note 52(c), such transaction could not materialise and as such pending final settlement etc. have been disclosed under Advance against Sale of Fixed Assets.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

29. PROVISION

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
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 ₹ 105.00 lakhs (31st March 2025: ₹ 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 ₹ 1,500.00 lakhs (31st March 2025: ₹ 1,500.00 lakhs) made in earlier year, being the estimated cost to be incurred in relation to Sale of those Specified Assets of Tea Estates pending completion of formalities for transfer etc. 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 Benefit	Provision for Other
As on 1st April 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**
Provided during the Year	-	-	-
Reversal during the Year	-	-	-
As on 31st March 2026	**344.77**	**662.35**	**1,605.00**

30. CURRENT TAX LIABILITIES (NET)

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Provision for Income Tax		2,625.47	1,020.92
[Net of Advance Tax ₹ 18,381.61 lakhs (31st March 2025: ₹ 19,979.25 lakhs)]			
		2,625.47	**1,020.92**

30.1 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 FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

31. REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Sale of Products - Tea	31.1	96,764.71	1,01,099.65
Other Operating Revenues			
Government Grants	31.2		
- Subsidy on Orthodox Tea		64.01	52.42
- Transport Subsidy		71.36	72.21
- Subsidy- Capital Items	24.3	31.36	31.36
- Accrued duty exemption entitlement and other benefits relating to exports		312.43	439.83
Liabilities no Longer Required Written Back		48.44	494.33
Profit on Compulsory acquisition of Leasehold Land by Government	31.3	-	149.96
Scrap sales and other income from operations		189.83	96.52
		97,482.14	**1,02,436.28**

31.1 **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 2026	Year ended 31st March 2025
Sale of Tea		
Within India	75,283.10	73,296.22
Outside India	20,997.20	27,394.27
Tea Waste Sales	484.41	409.16
	96,764.71	**1,01,099.65**

31.2 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 and pronouncements made by Government. There are no unfulfilled conditions or other contingencies attached to the grants recognised during the year. However, incentive pertaining to subsidy in respect of certain schemes amounting to ₹ 213.52 lakhs (31st March 2025: ₹ 213.52 lakhs) had not been accrued as there were considerable delay in payment of provident fund and other employees related dues of tea estates and the same shall be accounted for in the year of determination/or on certainity of realisation thereof.

31.3 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 2026	Year ended 31st March 2025
Interest on Financial assets carried at amortised cost			
Deposits with Banks and NABARD		28.08	20.52
Others		1.23	1.21
Dividend on Long Term Investments			
From Others		-	16.63
Interest on Tax Refunds		13.89	-
Insurance Claims		67.43	57.82
Profit on Disposal of Property, Plant and Equipment (Net)		-	13.84
Liabilities no longer required written back	25.3	2,069.07	-
Sundry Income		9.80	120.37
		2,189.50	**230.39**

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

33. COST OF MATERIALS CONSUMED

(₹ in Lakhs)

Particulars	Refer Note No.	Year ended 31st March 2026	Year ended 31st March 2025
Green Leaf (Consumed)	33.1		
Opening Stock of Raw Material		92.53	7.94
Add: Purchases		9.68	-
Less : Closing Stock of Raw material		143.85	92.53
		(41.64)	**(84.59)**

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 2026	Year ended 31st March 2025
Stock of Tea at the beginning of the year		3,502.25	3,232.17
Less: Stock of Tea at the end of the year		3,100.44	3,502.25
(Increase)/Decrease		**401.81**	**(270.08)**

35. EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

Particulars	Refer Note No.	Year ended 31st March 2026	Year ended 31st March 2025
Salaries, Wages and Bonus etc.		56,653.47	56,807.52
Contribution to Provident and Other Funds	41	7,417.24	7,163.33
Staff and Workers Welfare Expenses		5,880.84	5,798.84
		69,951.55	**69,769.69**

36. FINANCE COSTS

(₹ in Lakhs)

Particulars	Refer Note No.	Year ended 31st March 2026	Year ended 31st March 2025
Interest Expense			
On financial liabilities measured at amortised cost	36.1 and 36.2	12,958.24	21,011.73
		12,958.24	**21,011.73**

36.1 Pending resolution with respect to company's borrowings from a bank, Interest on borrowings have been provided for as stated in Note 58(d).

36.2 Short term borrowings include unsecured loans of ₹ 29,579.40 lakhs against which interest to the extent of ₹ 16,189.55 Lakhs (including ₹ 3,735.93 Lakhs for the year) has not been recognised. Interest in this respect as stated in Note 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 the amount to be converted to Equity Share Capital in terms of sanction letter issued by NARCL as dealt with in Note 58. Necessary adjustments in this respect will be given effect to on confirmation from respective parties and approval by the shareholder's of the company. This does not include interest if any on outstanding advances aggregating to ₹ 3,550.00 lakhs and ₹ 500.00 lakhs included other liabilities as stated in Note 28.1 and 27.5, 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. 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 AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

37. DEPRECIATION AND AMORTISATION EXPENSE

(₹ in Lakhs)

Particulars	Refer Note No.	Year ended 31st March 2026	Year ended 31st March 2025
Depreciation on Property, Plant and Equipment	5	4,860.63	4,845.77
Amortisation of Other Intangible Assets	6	0.96	188.41
		4,861.59	**5,034.18**

38. OTHER EXPENSES

(₹ in Lakhs)

Particulars	Refer Note No.	Year ended 31st March 2026	Year ended 31st March 2025
Consumption of Stores and Spare Parts		2,999.65	3,186.16
Consumption of Manure, Fertiliser, Chemicals etc		6,414.36	4,263.95
Consumption of Packing Materials		584.40	626.44
Power and Fuel		11,140.11	11,258.60
Electricity Charges		30.95	198.40
Rent	52	42.55	12.29
Repairs to			
- Buildings		1,092.08	243.52
- Machinery		1,205.06	1,264.57
- Others		515.41	1,997.41
Insurance		273.73	270.77
Rates and Taxes		493.49	541.08
Travelling		477.65	386.94
Legal and Professional Fees		1,480.72	1,248.62
Freight, Shipping and Selling Expenses		2,486.95	2,541.01
Brokerage on Sales		628.75	594.87
Bad Debts/ Sundry balances written off		211.61	575.23
Net Loss on Foreign Currency Transaction and Translation		-	346.16
Changes in Fair Value of Biological Assets	14.1	(31.12)	257.56
Director's Sitting Fees		28.00	30.80
Loss on Disposal of Property, Plant and Equipments (net)		127.83	-
Miscellaneous Expenses	38.1	829.00	971.49
Total		**31,131.18**	**30,815.87**

38.1 Miscellaneous Expenses Include:

a) Expenditure on Research and Development of Nil for 31st March 2026 (31st March 2025: ₹ 158.10 lakhs) represent subscription to Tea Research Association.

b) Payment to Auditor:

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Audit Fees		67.00	67.00
Tax Audit Fees		18.00	18.00
Limited review		42.00	42.00
Other reports and certification etc.		36.00	37.00

39. EXCEPTIONAL ITEMS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Differential (net) of sustainable amount of debt and			
carrying amount of borrowing outstanding as per books	39.1(a)	(1,28,894.81)	-
Provision against Inter-Corporate Deposits	39.1(b)	1,43,589.53	-
		14,694.72	**-**

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

39.1 Exceptional Item include:

a) Subsequent to the balance sheet date, Resolution Plan as submitted to NARCL with respect to debts assigned to them has been approved and Letter dated 02nd April 2026 sanctioning the same ('Sanction Letter') has since been issued. In terms of the sanction letter, the debts as assigned to NARCL have been restructured with effect from cut-off date of 31st December 2025. Further, in respect of outstanding amount of borrowing assigned to JCAF, the Company has also arrived at a One Time Settlement ('OTS') with JCAF and the letter dated 13th May, 2026 sanctioning the OTS has since been issued with effect from the cut-off date of 31st March, 2026 has since been issued. Accordingly, differential (net) of sustainable amount of debt and carrying amount of borrowing outstanding as on cut-off date has been written back as detailed in Note 58; and

b) Provision of ₹ 1,43,589.53 lakhs made during the year as a matter of abundant caution against Inter Coprate Deposits given in earlier years and lying outstanding for a considerable period of time, pending outcome of the legal and other steps being taken for recovery against the same as dealt with in Note 57.

40. SCHEMES OF AMALGAMATION/SCHEME OF ARRANGEMENT GIVEN EFFECT TO IN EARLIER YEARS

Pending completion of the relevant formalities of transfer of certain assets acquired pursuant to the Schemes, such assets primarily the bearer plant and the land appurtenant thereto 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.

41. 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 employees' 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 liabilities under related plan 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 ₹ 175.50 lakhs (31st March 2025: ₹ 164.46 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 2026	Year ended 31st March 2025
Employer's Contribution to Provident and Pension Fund	5,879.72	5,730.64
Employer's Contribution to Superannuation Fund	226.29	211.64

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 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 ₹ 20.00 lakhs. Vesting occurs upon completion of one 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.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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.

The following tables set forth the particulars in respect of aforesaid Defined Benefit plans of the Company for the year ended 31st March 2026 and corresponding figures for the previous year:

(₹ in Lakhs)

Particulars	Year ended 31st March 2026		
	Gratuity (Funded)	**Superannuation (Funded)**	**Staff Pension (Unfunded)**
I Components of Defined Benefit Cost			
- Recognised in Profit or Loss			
1 Current Service Cost	814.33	-	439.19
2 Past Service Cost	19.65	-	-
3 Interest Cost	1,683.98	11.64	542.67
4 Expected return on plan assets	(965.12)	(123.24)	-
5 Total expense recognised in the Statement of Profit and Loss	**1,552.84**	**(111.60)**	**981.86**
- Re-measurements recognised in Other Comprehensive Income			
6 Return on plan assets (excluding amounts included in Net interest cost)	549.39	212.99	-
7 Effect of changes in demographic assumptions	-	-	-
8 Effect of changes in financial assumptions	(1,580.93)	2.86	(97.05)
9 Changes in asset ceiling (excluding interest income)	-	-	-
10 Effect of experience adjustments	(1,861.42)	9.06	(120.30)
11 Total re-measurements included in Other Comprehensive Income	**(2,892.96)**	**224.91**	**(217.35)**
12 Total defined benefit cost recognised in Profit and Loss and Other Comprehensive Income (5+11)	**(1,340.12)**	**113.31**	**764.51**

(₹ 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**

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

(₹ in Lakhs)

Particulars	Year ended 31st March 2026		
	Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)
II Net Asset/(Liability) recognised in Balance Sheet			
1 Present Value of Defined Benefit Obligation	20,975.53	172.33	7,839.78
2 Fair Value of Plan Assets	12,887.94	1,471.09	-
3 Status [Surplus/(Deficit)]	(8,087.59)	1,298.76	(7,839.78)
4 Restrictions on Asset Recognised	-	-	-

(₹ in Lakhs)

Particulars	Year ended 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	-	-	-

(₹ in Lakhs)

Particulars	Year ended 31st March 2026		
	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	22,010.78	154.71	7,075.27
2 Current Service Cost	814.33	-	439.19
3 Past Service Cost	19.65	-	-
4 Interest Cost	1,683.98	11.64	542.67
5 Remeasurement gains / (losses) :			
Effect of changes in demographic assumptions	-	-	-
Effect of changes in financial assumptions	(1,580.93)	2.86	(97.05)
Changes in asset ceiling (excluding interest income)	-	-	-
Effect of experience adjustments	(1,861.42)	9.06	(120.30)
6 Benefits Paid	(110.86)	(5.94)	-
7 Present Value of DBO at the end of the year	**20,975.53**	**172.33**	**7,839.78**

(₹ in Lakhs)

Particulars	Year ended 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):			
Effect of changes in demographic assumptions	-	-	-
Effect of changes in financial assumptions	160.06	0.36	18.86
Changes in asset ceiling (excluding interest income)	-	-	-
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**

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

IV Best Estimate of Employers' Expected Contribution for the next year

Particulars	As at 31st March 2026	As at 31st March 2025
- Gratuity	3,245.30	2,953.64
- Superannuation	-	-

(₹ in Lakhs)

Particulars	Year ended 31st March 2026		
	Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)
V Change in Fair Value of Assets			
1 Plan Assets at the beginning of the year	12,583.07	1,606.78	-
2 Asset acquired in Business Combination	-	-	-
3 Interest Income	965.12	123.24	-
4 Remeasurement Gains / (Losses) on plan assets	(549.39)	(212.99)	-
5 Actual Company Contributions	-	-	-
6 Benefits Paid	(110.86)	5.94	-
7 Settlement Cost	-	(51.88)	-
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	**12,887.94**	**1,471.09**	**-**

(₹ in Lakhs)

Particulars	Year ended 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**	**-**

VI Actuarial Assumptions

Particulars	As at 31st March 2026		As at 31st March 2026	
	Discount Rate (%)	Return on Plan Assets (%)	Discount Rate (%)	Return on Plan Assets (%)
1 Gratuity	7.67%	7.67%	6.89	6.89
2 Superannuation	7.67%	7.67%	6.89	6.89
3 Staff Pension	7.67%	-	6.89	-

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 AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

VII. Major Category of Plan Assets as a % of the Total Plan Assets

Particulars	As at 31st March 2026		As at 31st March 2025	
	Amount (₹ in Lakhs)	%	Amount (₹ in Lakhs)	%
1 Government Bonds	24.51	0.17	23.76	0.17
2 Investment with Life Insurance Corporation of India	214.36	1.49	200.13	1.41
3 Investment with Other Insurance Companies	12,716.64	88.56	13,378.87	94.28
4 Cash and Cash Equivalents	1,403.52	9.78	587.09	4.14
Total	**14,359.03**	**100.00**	**14,189.85**	**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, 2026		
	Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)
Increase in Assumption of:	%	%	%
1 Discount Rate by 0.50%	(4.18)	(0.59)	(1.73)
2 Salary Growth Rate by 0.50%	7.41	-	1.83
3 Attrition Rate by 0.50%	4.81	-	(0.00)
Decrease in Assumption of:			
1 Discount Rate by 0.50%	4.50	2.91	1.81
2 Salary Growth Rate by 0.50%	(4.25)	-	(1.76)
3 Attrition Rate by 0.50%	(0.03)	-	(0.00)

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)

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 2026	As at 31st March 2025
Defined benefit obligation		
Gratuity Fund (Funded)		
McLeod Russel India Limited Employees Gratuity Fund	16	16
George Williamson (Assam) Limited Employees Group Gratuity Fund	16	17
The Bisnauth Tea Company Limited Employees Group Gratuity fund	16	17
Superannuation Fund (Funded)		
George Williamson (Assam) Limited Superannuation Fund	5	5
Williamson Magor & Company Limited Superannuation Fund	4	4
McLeod Russel India Limited Superannuation Fund	3	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 Funded (Unfunded
As at 31st March 2026			
Less than a year	3,245.30	63.78	3,044.23
Between 1-2 years	1,762.01	2.52	894.71
Between 2-5 years	5,002.04	39.25	2,023.51
Over 5 years	43,548.32	42.95	4,467.74
	53,557.67	**148.50**	**10,430.19**
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**

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

42. 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 2026	As at 31st March 2025
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	2,264.18
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 2026 is ₹ 1,00,00.00 Lakhs (31st March, 2025: ₹ 1,00,00.00 Lakhs). In respect of other group companies including one of the company which was under CIRP and Resolution Plan as approved by Hon'ble NCLT has been implemented as stated in Note 57(a) and thereby 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.

43: 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 (Upto 17th March 2026)
Mr. Sanjay Ginodia (SG)	Non-Executive Director
Dr. Rupanjana De (RD)	Non-Executive Director
Mr. Amarnath Dhar (AD)	Non-Executive Director
Mr. Indrajit Sengupta (IS)	Non-Executive Director
Mr. Pradip Bhar (PB)	Wholetime Director and Chief Financial Officer (w.e.f. 27th April 2026)

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

(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)

Anduril Industries Private Limited (AIPL) (Erstwhile 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 2026	Excess Recoverable (Refer Note No. 9.1)	Net	Year ended 31st March 2025	Excess Recoverable (Refer Note No. 9.1)	Net
Short- term employment benefits						
AK	268.40	268.40	-	310.00	310.00	-
	268.40	**268.40**	**-**	**310.00**	**310.00**	**-**
Post-employment benefits						
AK	42.13	-	42.13	48.61	-	48.61
	42.13	**-**	**42.13**	**48.61**	**-**	**48.61**
Total compensation	**310.53**	**268.40**	**42.13**	**358.61**	**310.00**	**48.61**

(ii) Balance at the Year-end

Particulars	Receivable (Refer Note No. 9.1)	
	As at 31st March, 2026	As at 31st March, 2025
AK	845.30	576.90

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

(B) Transactions / Balances with subsidiaries or Step down subsidiaries:

(i) Sales and purchases of goods and services:

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
MRME		
Sale of tea	41.69	225.29
BTHL		
Amount received on behalf of BTHL	148.41	-
Liability no longer required written back	2,069.07	
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	Year ended 31st March, 2026	Year ended 31st March, 2025
MRME		
Trade Receivable	-	63.51
Advance from Customer	7.30	-
BTHL		
Inter-Corporate Deposits	-	1,920.66

(iii) Balance of investment at year end

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
BTHL	15,967.18	15,967.18

(C) Transactions / Balances with Associate:

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
D1 Williamson Magor Bio Fuel Limited		
Short Term Loan taken	-	2,000.00
Closing balance at the Year-end		
Short Term Loan	5,514.20	7,514.20
Balance of Investment*	-	-

* (Cost - ₹ 2,184.35 lakhs, fully impaired)

(D) Transactions with Non-Executive Directors:

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Sitting Fees		
AAK	1.20	4.00
SG	5.60	5.20
RD	8.40	8.00
AD	7.20	5.20
IS	5.60	5.20
	28.00	**27.60**

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

(E) Transactions with Enterprise where KMP have significant influence or control and Companies under common control :

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Loan Assignment		
UMCL	800.00	900.00
	800.00	**900.00**
ICD taken		
AIPL	2,000.00	1,000.00
BIL	-	700.00
DIL	-	100.00
	2,000.00	**1,800.00**
Other Payment made on behalf of the company		
AIPL	500.00	-
	500.00	
Closing Payable		
SSFPL	100.00	100.00
IIL	5,565.20	5,565.20
AIPL	3,000.00	1,000.00
BIL	700.00	700.00
DIL	100.00	100.00
UMCL	700.00	1,500.00
	10,165.20	**8,965.20**
Other Financial Liabilities		
AIPL	500.00	-
	500.00	**-**

(F) Transactions with Relative of KMP:

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Remuneration		
KK	29.90	30.06
AJ	27.35	16.35
AKK	19.86	17.85
	77.11	**64.26**
Closing Payable		
KK	4.99	4.99
AJ	3.85	5.68
AKK	2.94	2.94
	11.78	**13.61**

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

(G) Transactions with Trusts:

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Contribution to Funds		
BTCGF	-	-
GWLGF	-	-
MRILGF	-	-
MRILPF	577.48	436.55
	577.48	**436.55**
Closing Liability (Net)		
BTCGF	1,408.41	1,606.11
GWLGF	3,713.91	4,051.67
MRILGF	2,965.27	3,769.93
	8,087.59	**9,427.71**
Closing Assets (Net)		
GWLSF	522.50	384.75
WMCLSF	418.03	402.07
MRILSF	358.23	665.25
	1,298.76	**1,452.07**

(i) Details of Remuneration payment to KMP:

(₹ in Lakhs)

Particulars	AK	Other Directors	Year ended 31st March, 2026	AK	Other Directors	Year ended 31st March, 2025
Short- term employment benefits						
- Salary	268.40	-	268.40	310.00	-	310.00
- Perquisites	-	-	-	-	-	-
- Sitting fees	-	28.00	28.00	-	27.60	27.60
	268.40	**28.00**	**296.40**	**310.00**	**27.60**	**337.60**
Post-employment benefits						
Contribution to provident fund						
(including pension)	42.13	-	42.13	48.61	-	48.61
	42.13	**-**	**42.13**	**48.61**	**-**	**48.61**
Total compensation	**310.53**	**28.00**	**338.53**	**358.61**	**27.60**	**386.21**

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 2026, 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 2026 and no amount has been written back or written off during the year except in respect of amount receivable by BTHL for reason stated in Note 25.3.
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 57(b)

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

44. EARNINGS PER SHARE

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Earnings per share (EPS) has been computed as under:		
(a) Net profit/(loss) after taxes as per Statement of Profit and Loss (₹ in Lakhs)	(9,085.82)	(19,635.96)
(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 ₹ 5.00 per share] Basic and Diluted EPS [(a)/(b)](₹)	**(8.70)**	**(18.80)**

45. 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 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, 2026	Year ended 31st March, 2025
1. Revenue from external Customers		
- Within India	76,484.94	75,042.01
- Outside India	20,997.20	27,394.27
Total	**97,482.14**	**1,02,436.28**

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
2. Non Current Assets*		
- Within India	89,722.59	93,198.51
- Outside India	-	-
Total	**89,722.59**	**93,198.51**

*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 AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

46. 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, 2026					As at 31st March, 202				
	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	-	4,834.41	-	4,834.41	**4,834.41**	-	5,835.43	-	5,835.43	**5,835.43**
Trade Receivables	-	-	2,598.11	2,598.11	**2,598.11**	-	-	3,619.39	3,619.39	**3,619.39**
Loans	-	-	845.39	845.39	**845.39**	-	-	571.95	571.95	**571.95**
Inter-Corporate Deposits	-	-	41,421.42	41,421.4	**41,421.42**	-	-	1,85,010.95	1,85,010.95	**1,85,010.95**
Cash and Cash Equivalents	-	-	1,366.20	1,366.20	**1,366.20**	-	-	498.62	498.62	**498.62**
Other Bank Balances	-	-	99.20	99.20	**99.20**	-	-	31.00	31.00	**31.00**
Other Financial Assets	-	-	5,087.00	5,087.00	**5,087.00**	-	-	5,110.66	5,110.66	**5,110.66**
Total Financial assets	**-**	**4,834.41**	**51,417.32**	**56,251.73**	**56,251.73**	**-**	**5,835.43**	**1,94,842.57**	**2,00,678.00**	**2,00,678.00**
Financial liabilities										
(Current and Non-Current)										
Long Term Borrowings	-	-	97,730.95	97,730.95	**97,730.95**	-	-	21,494.29	21,494.29	**21,494.29**
Short Term Borrowings	-	-	36,745.40	36,745.40	**36,745.40**	-	-	1,55,112.57	1,55,112.57	**1,55,112.57**
Interest Accrued on Borrowings	-	-	4,829.82	4,829.82	**4,829.82**	-	-	95,502.05	95,502.05	**95,502.05**
Trade payables	-	-	8,752.70	8,752.70	**8,752.70**	-	-	8,985.18	8,985.18	**8,985.18**
Lease Liabilities	-	-	6.40	6.40	**6.40**	-	-	7.62	7.62	**7.62**
Other Financial Liabilities	-	-	9,242.22	9,242.22	**9,242.22**	-	-	9,174.56	9,174.56	**9,174.56**
Total Financial liabilities	**-**	**-**	**1,57,307.49**	**1,57,307.49**	**1,57,307.49**	**-**	**-**	**2,90,276.27**	2,90,276.27	2,90,276.27

(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 execution of MRA and fulfillment of conditions precedent as specified in the sanction letters issued by respective ARC's and resolution with respect to remaining company's debt as stated in Note 58:

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 a lender Bank and ARC's 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. In respect of other borrowings where repayment amount and terms have been restructured, sustainable amount of the debt has been carried at amortised cost. Terms and conditions of the borrowings are pending for execution of MRA and fulfillment of conditions precedent as specified in the sanction letters as stated in Note 58 and there is a uncertainty in this respect as on this date. Further, there are other unsecured borrowing as stated in Note 25.2 which include amount to be converted to equity, the amount where of is yet to be decided and for the remaining terms and conditions whereof are to be determined.

c) The fair value of Inter-Corporate deposits given by the company and outstanding (net of provision) as on 31st March 2026 are based on management evaluation related to the credit and non-performance risks associated with the counterparties as stated in Note 57 and there is a uncertainty to the extent as stated in the said note.

d) Interest on short term borrowings has been computed as stated in Note 58(d) and 61(a) which is subject to confirmation and/or on fulfillment of the conditions precedent to the sanction letters requiring conversion of such borrowings to Equity Share Capital for which necessary confirmation from the lenders, regulatory and other compliances as stated in Note 58 are required to be ensured and as such there is uncertainity in this respect as on this date and amount finally payable in this respect.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

(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 2026 and 31st March 2025, 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 2026

(₹ in Lakhs)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investment at FVTOCI					
Quoted Equity Investments	8	4,833.70	-	-	**4,833.70**
UnQuoted Equity Investments	8	-	-	0.71	**0.71**
Total Financial Assets		**4,833.70**	**-**	**0.71**	**4,834.41**

Financial assets which are measured at amortised cost for which fair values are disclosed as at 31st March 2026

(₹ in Lakhs)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Inter-Corporate Deposits	9 and 57			41,421.42	**41,421.42**
Total Financial assets		**-**	**-**	**41,421.42**	**41,421.42**
Financial liabilities					
Borrowings (including interest accrued)	22, 25, 27 and 58	-	1,39,306.17	-	**1,39,306.17**
Lease Liabilities	52		6.40	-	**6.40**
Total Financial liabilities	**-**		**1,39,312.57**	**-**	**1,39,312.57**

Note: The fair value considered for Inter Corporate Deposits and Borrowings are subject to execution of MRA and fulfillment of conditions precedent to the sanction letters by the ARC's and/or on the outcome of the legal and other steps as stated in Note 57 and 58 respectively.

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 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**

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 57	-	-	1,85,010.95	**1,85,010.95**
Total Financial assets		**-**	**-**	**1,85,010.95**	**1,85,010.95**
Financial liabilities					
Borrowings (including interest accrued)	22, 25, 27 and 58	-	2,72,108.91	-	**2,72,108.91**
Lease Liabilities	52	-	7.62	-	**7.62**
Total Financial liabilities		**-**	**2,72,116.53**	**-**	**2,72,116.53**

(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, 2026

(₹ in Lakhs)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Unharvested tea leaves	14	-	186.55	-	**186.55**
Total		**-**	**186.55**	**-**	**186.55**

Biological assets other than bearer plants for which fair value (less cost to sell) are disclosed at 31st March, 2025

(₹ in Lakhs)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Unharvested tea leaves	14	-	155.43	-	**155.43**
Total		**-**	**155.43**	**-**	**155.43**

47. 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 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 in respect of which resolution has since been approved by NARCL and OTS has been received from JCAF. In respect of the amount borrowed from a lender bank, steps have been initiated for arriving at a settlement in line with the arrangement with ARC's. Resolution of company's borrowings from ARC's i.e. NARCL is subject to execution of MRA which is pending as on this date and both the Resolution/OTS from JCAF is subject to fulfillment of conditions precedent to the sanctions letters from respective ARC's which the company expects to fulfill and mitigate the related financial risk. The risk envisaged can materially be different depending upon fulfillment of the terms and conditions specified and arriving at the required settlement with respect to the borrowing.

(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 57. The Company has initiated legal proceedings against certain promoter group company and is in the process against other entities. Further, in case of a promoter group entity, Resolution Plan as approved by Hon'ble NCLT under the CIRP has been implemented and thereby depending upon the outcome of the legal and other steps being undertaken is expected to address the risk involved therein in due course of time along with the implementation of the resolution as approved by ARC's with respect to the company's borrowing.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 46.

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 57, 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 decline in operational performance along with cash losses incurred and cut-back payment made till 31st March 2026 against sales realisation and appropriated against the borrowings as stated in Note 59 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 has since been approved by certain lenders as detailed in Note 58 to improve the overall liquidity over a period of time. Pending execution of MRA and fulfillment of conditions precedent to sanction letters, 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 58(d) and 61(a) and amount finally payable and terms of repayment thereof will be determinable on execution of MRA and fulfillment of conditions precedent to the sanction letters of respective ARC's with respect to company's borrowing.

Contractual maturities of financial liabilities as at 31st March 2026

(₹ 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)	83,171.15	32,700.00	42,900.00	-	1,58,771.15
Lease Liabilities	2.05	0.91	2.74	7.32	13.02
Trade Payables	8,752.70	-	-	-	8,752.70
Other financial liabilities	9,242.22	-	-	-	9,242.22
Total non-derivative financial liabilities	**1,01,168.12**	**32,700.91**	**42,902.74**	**7.32**	**1,76,779.09**

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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	2.05	2.05	2.74	8.24	15.08
Trade Payables	8,985.18	-	-	-	8,985.18
Other financial liabilities	9,174.56	-	-	-	9,174.56
Total non-derivative financial liabilities	**2,90,270.70**	**2.05**	**2.74**	**8.24**	**2,90,283.73**

(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 2026:

(₹ in Lakhs)

Particulars	USD	EURO	GBP	TOTAL
Financial Assets (a)				
Cash and Cash equivalents	-	-	4.58	4.58
Trade Receivable	248.19	-	-	248.19
Other Financial Assets	-	-	-	-
	248.19	**-**	**4.58**	**252.77**
Financial Liabilities (b)				
Trade Payable	-	-	-	-
	-	-	-	-
Net Exposure in Foreign Currency (a-b)	**248.19**	**-**	**4.58**	**252.77**

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 ₹ 25.28 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 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 ₹ 22.57 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 AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

(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 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 2026 and 31st March 2025, the Company's borrowings at variable rate were mainly denominated in INR in respect of a lender bank as detailed in Note 58(d).

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 2026 and 31st March 2025, to interest rate risk excluding certain ICD and Deposits as dealt in Note 25.2 and 28.1 is as follows:

(₹ in Lakhs)

Particulars	As at 31st March 2026		As at 31st March 2025	
	Floating Raate	Fixed Rate	Floating Raate	Fixed Rate
Financial Assets	-	41,421.42	-	1,85,010.95
Financial Liabilities	7,166.00	1,27,310.35	1,46,106.80	30,500.06
	(7,166.00)	**(85,888.93)**	**(1,46,106.80)**	**1,54,510.89**

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 ₹ 35.83 lakhs resulting in increase in loss (having an impact on the financial statements) for the year ended 31st March 2026 and ₹ 730.53 for the year ended 31st March 2025. 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 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 57, 58 and 61(a). The rate of interest and amount payable in this respect will finally be determinable on execution of MRA and fulfillment of conditions precedent to the sanction letters from ARC's and completion of resolution of company's borrowing in respect of one of the lender which as stated in Note 58(d) is under consideration. 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 2026 is ₹ 4,833.70 lakhs (31st March 2025 is ₹ 5,834.72 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 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 58 is under implementation and outcome thereof as expected is for ensuring sustainability of core agricultural operations of the company.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

48. 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 on execution of MRA with NARCL as stated in Note 58 and 61(a) 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 execution of MRA and fulfillment of conditions pecedent to sanction letters and arriving at a settlement with respect to borrowing from a lender bank as stated in Note 58:

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
(i) Total Debt			
Borrowings - Non-Current	22	55,166.77	-
- Current	25	36,745.40	1,55,112.57
Current Maturities of Long Term Debt	25	42,564.18	21,494.29
Interest accrued and due on borrowings	27	4,829.82	95,502.05
		1,39,306.17	**2,72,108.91**
Less : Cash and Cash Equivalents	16	1,366.20	498.62
Net Debt (A)		**1,37,939.97**	**2,71,610.29**
(ii) Equity attributable to Shareholders (B)	20 and 21	(13,070.07)	(4,958.67)
Net debt to equity ratio (A/B)		**(10.55)**	**(54.77)**

No changes were made in the objectives, policies or processes for managing capital during the year ended 31st March 2026 considering the implementation of Resolution on execution of MRA post fulfillment of conditions precedent to sanction letters (Refer Note 58).

49. 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 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:

(₹ in Lakhs)

Name of Parties	Amount Outstanding as on 31st March 2025	Additions	Repayment/ Adjustment	Amount Outstanding as on 31st March 2026
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	1,28,036.31	-	-	1,28,036.31
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
	2,76,108.95	**-**	**-**	**2,76,108.95**

Note: The company has not recognised interest income for reasons stated in Note 32.1 and 57.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

50. RATIOS

The analytical ratios for the year ended 31st March 2026 and 31st March 2025 are as follows:

(₹ in Lakhs)

Particulars	Numerator	Denominator	As at / For the year ended 31st March 2026	As at / For the year ended 31st March 2025	Variance	Remarks
Working Capital Ratio	Current Assets	Current Liabilities	0.18	0.06	197.93%	Due to restructuring of company's borrowings
Debt-Equity ratio	Short Term Borrowings + Long Term Borrwings	Total Equity	(10.29)	(35.62)	-71.11%	Due to restructuring of company's borrowings and consequent provisions against ICD's as detailed in Note 39
Debt service coverage ratio	Earning before Interest, Depreciation and Tax+ Exceptional Items	Interest Expense+Principal Repayment of Long Term Debt+ Repayment of Lease Liabilities	(0.11)	0.12	-196.92%	Due to decrease in realisation and volume
Return on Equity Ratio	Profit after Tax + Exceptional Items	Total Equity	-917%	-395.99%	131.49%	Due to restructuring of company's borrowings and consequent provisions against ICD's as detailed in Note 39
Inventory turnover ratio	Revenue from operations less EBITDA	Average Inventory	31.94	17.23	85.41%	Due to decrease in realisation and volume
Trade Receivable turnover ratio	Revenue from Operation	Average Trade Receivables	31.36	28.50	10.01%	
Trade payables turnover ratio	Total Purchases	Average Trade Payables	1.22	1.15	6.01%	
Net capital turnover ratio	Revenue from operations	Working Capital	(0.93)	(0.34)	175.84%	Due to restructuring of company's borrowings
Net profit margin	Profit after Tax+Exceptional Items	Revenue from Operation	122.90%	-19.17%	-741.16%	Due to restructuring of company's borrowings as detailed in Note 39 and consequential adjustment in Deferred tax
Return on capital employed	Earning before Interest and Tax + Exceptional Items	Average Capital Employed (Capital Employed= Total Assets- Current Liabilities)	-8.62%	-39.10%	-77.95%	Due to restructuring of company's borrowings and consequent provisions against ICD's as detailed in Note 39
Return on Investments	Income generated from investments	Time weighted average investments (Average investment)	-17.15%	-6.70%	156.01%	Due to decrease in fair value owing to market fluctuations

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 57 and 58.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

51. 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 Expenses

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Current Tax		
Income tax for the year	-	-
Total Current Tax (A)	**-**	**-**
Deferred tax for the year (Refer Note 11)	(25,199.99)	(3,974.17)
Total Deferred Tax (B)	**(25,199.99)**	**(3,974.17)**
Grand Total (A+B)	**(25,199.99)**	**(3,974.17)**

(b) Amount recognised in other comprehensive income

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Deferred Tax (Refer Note 11)		
Income tax relating to items that will not be re-classified to profit or loss	(909.96)	(384.23)
Total	**(909.96)**	**(384.23)**

(c) Reconciliation of effective tax rate:

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Profit/ (Loss) before tax	(34,285.81)	(23,610.13)
Income tax expense calculated @ 31.98% (31st March 2025: 31.98%)	(10,963.78)	(7,549.95)
Effect of Tax Holiday under Agriculture Income	6,171.45	4,249.82
Effect of Deferred Tax recognised on provisions against ICD's and Interest accured thereagainst in earlier years.	(12,922.34)	-
Recognition of business and depreciation loss of earlier years	(869.79)	-
Recognition of MAT Credit of earlier years	(2,908.80)	-
Effect of Fair Valuation of Restructured Loans	(2,720.74)	-
Effect of expenses that are deductible/non-deductible in determining taxable profit	-	134.37
Effect of income that is exempt from taxation	(20.96)	(25.34)
Effect of differences in expenses allowable on payment basis from previous year	(965.03)	(999.45)
MAT Credit Utilisation	-	216.38
	(25,199.99)	**(3,974.17)**

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. Considering the tax holiday granted by the State Government for such taxes, effect of timing differences during the said tax holiday period has not been considered 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 implementation as stated in Note 58 and impact thereof are presently not ascertainable.

(iv) Also refer Note 11.1 in respect of rationale for recognition of Deferred Tax Assets.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

52. 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 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**
Addition	-	-	-
Deletion	-	-	-
Depreciation	10.20	2.41	12.61
As at 31st March 2026	**183.68**	**24.32**	**208.00**

(ii) The following is the break-up of current and non current lease liabilities:

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Deferred Tax (Refer Note 11)		
Current lease liabilities	1.21	1.21
Non-Current lease liabilities	**5.19**	**6.41**
	6.40	**7.42**

(iii) The following is the movement in lease liabilities:

(₹ in Lakhs)

Particulars	Amount
As at 1st April 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**
Additions	-
Finance cost accrued during the period	2.16
Payment of lease liabilities	
- Principal	(1.22)
- Interest	(2.16)
As at 31st March 2026	**6.40**

(iv) The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

(₹ in Lakhs)

Particulars	As at 31st March, 2026
Not later than one year	2.05
Later than one year and not more than five years	4.57
Later than five years	6.40

(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 ₹ 42.55 lakhs (31st March 2025: ₹ 12.29 lakhs). Also refer Note (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.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31st MARCH 2026

53. 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 ₹ 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 had not been recognised. Advance of ₹ 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 ₹ 1,413.87 lakhs (including ₹ 550.00 lakhs dealt in (a) above). Due to reason given in (c) below, the sale of these specified assets had 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) 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 was pending before Arbitral Tribunal.

d) During the year, Award dated 29th September 2025 ("Final Award") has been passed by the Arbitral Tribunal under the rules of Arbitration of the International Chambers of Commerce in respect of disputes/issues arising pertaining to the facility agreements entered into by certain promoter group entities with a financial company for obtaining loan of ₹ 20,000.00 lakhs by those entities in earlier years. These loans were assigned by the lender to an another entity, the current claimant along with the Security Trustee (hereinafter collectively referred to as "Claimants"). In terms of the Final Award, the Claimants are entitled to be paid/ recover an amount of ₹ 50,896.00 lakhs and in addition to this one of the claimant is also entitled to a sum of US$ 564,600 (Equivalent to ₹ 535.00 lakhs as on 31st March 2026) and ₹ 20.00 lakhs being the costs incurred in connection with the said proceedings, jointly and severally from promoter group entities/ parties along with the company. The company has provided only a letter of comfort to the lender and is not a beneficiary to the said loans. Accordingly, based on the legal advice it has filed a petition on 27th January 2026 before Hon'ble High Court of Delhi challenging the Final Award, outcome whereof is awaited as on this date. In the event of any claim in this respect against the company being ultimately established, the same in turn is recoverable from/payable by those entities who are beneficiaries to the said loan and therefore no obligation pertaining to the said claim requiring recognition thereof in the financial statement lies on the company.

54. EVENTS AFTER THE REPORTING PERIOD

Subsequent to the balance sheet date, the Board of Directors as required in terms of the letter issued by NARCL sanctioning the restructuring of the company's borrowing as dealt with in Note 58, has approved the sale of specified assets of four tea estates. Memorandum of Understanding and/or Term sheet with the proposed buyer for an aggregate consideration of ₹ 12,305.06 Lakhs, subject to due diligence and necessary approvals, etc. has also been finalised by the company. As required in terms of Indian Accounting Standard 10, "Events after the Reporting Period",the disclosure for possible financial effect of these are as follows:

(₹ in Lakhs)

Particulars	Carrying value of Specified Assets as on 31st March 2026	Imapct Increase/(Decrease) on Statement of Profit and Loss	Imapct Increase/(Decrease) on Other Equity
Boroi Tea Estate	1,307.79	1,422.21	1,422.21
Mathura Tea Estate	2,061.10	1,358.63	1,358.63
Nya Gogra Tea Estate	3,464.26	1,014.93	1,014.93
Rupajuli Tea Estate	1,207.01	469.13	469.13
Total	**8,040.16**	**4,264.90**	**4,264.90**

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

55. (a) Ageing Schedule of Capital Work in Progress and Intangible Assets development are as follows :

Projects in progress

As at 31st March 2026 **(₹ in Lakhs)**

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Year
Capital Work in Progress				
Bearer Plant	591.41	213.62	614.93	1,679.30
Plant and Equipments	48.65	-	-	-
Building & Other Assets	4.88	-	-	-
Intangible Asset Under Development				
Computer Software	137.78	-	-	-
	782.72	**213.62**	**614.93**	**1,679.30**

As at 31st March 2025 **(₹ in Lakhs)**

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Year
Capital Work in Progress				
Bearer Plant	644.58	476.47	1,511.91	565.87
Plant and Equipments	158.65	0.49	165.83	10.86
Building & Other Assets	65.68	5.35	2.60	2.18
Intangible Asset Under Development				
Computer Software	-	-	-	-
	868.91	**482.31**	**1,680.34**	**578.91**

Projects temporarily suspended

As at 31st March 2026 **(₹ in Lakhs)**

Particulars	Bearer Plant	Plant and Equipments	Building & Other Assets	Total
Less then 1 year				
1-2 Years	-	16.12	4.76	20.88
2-3 Years	-	-	-	-
More than 3 Years	-	153.22	22.32	175.54
	-	**169.34**	**27.08**	**196.42**

As at 31st March 2025 **(₹ in Lakhs)**

Particulars	Bearer Plant	Plant and Equipments	Building & Other Assets	Total
Less then 1 year				
1-2 Years	-	-	-	-
2-3 Years	-	-	-	-
More than 3 Years	-	7.56	5.76	13.32
	-	**7.56**	**5.76**	**13.32**

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

55. (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

As at 31st March 2026 **(₹ 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 Year
Projects in progress:				
Bearer Plant	-	-	-	-
Plant & Equipment	-	-	-	-
Building & Other Assets	-	-	-	-
Projects temporarily suspended	-	-	-	-
Bearer Plant	-	-	-	-
Plant & Equipment	-	-	-	169.34
Building & Other Assets				27.08

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 Year
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**

56. 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 62):

(₹ in Lakhs)

Name of the Struck-off Company & Nature of transation	Relationship with Struck-offCompany	Refer Note No.	As at 31st March 2026	As at 31st March 2025
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
M&PS COMMUNICATIONS (P) LIMITED	Not applicable		5.32	5.32
Shares held by Struck off company				
ING SECURITIES PRIVATE LIMITED	Not applicable		0.09	0.09
KSHIRODE CHANDRA GHOSH & SONS PRIVATE LIMITED	Not applicable	56.1	0.00	0.00
MADHUR BHARAT PRIVATE LIMITED	Not applicable	56.1	0.00	0.00
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
DREAMS BROKING PRIVATE LIMITED	Not applicable	56.1	0.00	0.00
JALAN HOLDINGS PRIVATE LIMITED	Not applicable		0.04	0.04
NEXUS INFOTECH LIMITED	Not applicable		0.04	0.04

56.1 Amount is below the rounding off norm adopted by the Company.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

57. INTER-CORPORATE LOANS GIVEN

a) In respect of Inter-Corporate Deposits ('ICDs') given to Promoter group and certain other entities ('borrowing companies'), the amount outstanding aggregates to ₹ 2,76,108.95 lakhs as at 31st March 2026 (31st March 2025: ₹ 2,76,108.95 lakhs). Further, interest of ₹ 9,941.50 lakhs on these amounts accrued upto 31st March 2019 are also outstanding as on this date. Interest on such ICDs considering the waiver sought by borrower companies in earlier years and uncertainties with respect to the recovery etc. 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 an another promoter group company against which Corporate Insolvency and Resolution Process ('CIRP') as per the Insolvency and Bankruptcy Code, 2016 ('IBC') was subsequently initiated. In terms of the Resolution Plan as approved by the Hon'ble National Company Law Tribunal ('NCLT'), Kolkata pursuant to the said proceedings, the amounts so advanced to the said company has become irrecoverable affecting the recoverability of the ICD's given by the company. The company is in the process of taking legal and other steps for recovery of the amounts given as ICD's and has filed legal suit before Hon'ble Calcutta High Court for recovery from certain promoter group entities.

   Pending outcome of the steps being taken, without prejudice to the company's legal right to recover the amounts given by it., considering the possibilities of recovery etc., further provision of ₹ 1,43,589.53 lakhs (other than ₹ 1,01,039.50 lakhs provided in earlier years) has been made and shown under Exceptional Items. Amount finally recoverable in respect of these ICDs as such are currently not determinable and consequential adjustments will be given effect to on final determination on case to case basis.

b) In respect of the Inter-Corporate Deposits to companies as dealt herein above in Note 57(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 in Note 57(a) 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 non-compliances including those under section 186 of the Companies Act, 2013, if any could not be ascertained and commented upon by them. Loan of ₹ 2,76,108.95 Lakhs given to various parties as stated in the said note are outstanding as on 31st March 2026, of which ₹ 2,34,629.03 lakhs (including ₹ 1,43,589.53 lakhs made during the year) has been provided for as on 31st March 2026 leaving a balance of ₹ 41,421.42 lakhs which remains unprovided as on this date. The issues raised including utilisation of amount of these loans etc. have been examined by the 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.

58. RESTRUCTURED BORROWINGS

The Resolution process of the Company, in terms of Circular dated 07th June 2019 issued by The Reserve Bank of India ('RBI') was initiated long back in the year 2019. Inspite of several persuasive and effective steps and exercises undertaken in the past including in terms of forensic audit for the utilisation of funds borrowed by the company, Techno Economic Viability ('TEV') study of Tea Estate and other assets, submission of draft Resolution Plan as prepared by one of the leading investment banker and Credit rating as required in this respect, no agreement for resolution with respect to the company's borrowing could be arrived at in the past. Even offers for One Time Settlement ('OTS') of the outstanding amounts of borrowings submitted by the Company at the behest of the lenders could not be agreed upon and implemented. 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.

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, out of the borrowings including interest thereagainst accrued till the cut-off date of the resolution aggregating to ₹ 3,35,327.00 lakhs as dealt here under, ₹ 2,48,330.00 lakhs was assigned by certain lenders to National Asset Restructuring Company Limited ('NARCL') and ₹ 74,966.37 lakhs to J C Flower Asset Restructuring ('JCAF') collectively referred to as ARCs leaving a balance amount of ₹ 12,030.63 lakhs which is outstanding as on this date as payable to one of the Lender Bank. NARCL has appointed India Debt Resolution Company Limited ('IDRCL'), as its exclusive service agent and has executed a power of attorney, in favour of IDRCL, to allow to do all such acts and things, as may be necessary, for the efficient restructuring of the debt of the borrower, on behalf of NARCL.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

Subsequent events after Balance Sheet date:

a) Resolution Plan as submitted to IDRCL with respect to debts assigned to them has been approved and Letter dated 02nd April 2026 sanctioning the same ('Sanction Letter') has been issued. In terms of the Sanction Letter, the debts as assigned to NARCL have been restructured with effect from cut-off date of 31st December 2025 and have been dealt with as follows:

   i) Borrowing of ₹ 2,48,329.77 lakhs (including interest thereagainst ₹ 1,32,223.16 lakhs) as specified in the Sanction Letter, the same has been bifurcated into sustainable and unsustainable amount of debt. The sustainable debt of ₹ 1,05,000.00 lakhs as specified in the sanction letter after adjusting repayment of ? 2,742.38 lakhs made till 31st March 2026, is payable through promoters' contribution, monetisation of assets and otherwise including from operational accruals, over a period of three years and has accordingly been recognised as borrowing from NARCL in the Financial Statement at fair value following the measurement principles as required in terms of the provisions of Ind AS.

   ii) In terms of the sanction letter an amount equivalent to 10% of the total Equity Capital of the Company on diluted basis is required to be converted to Equity Capital and allotted to NARCL. Accordingly, ₹ 11,900.00 lakhs (as estimated) have been retained out of the amount of the unsustainable debt and set apart for the purpose and included under Non-Current Liabilities. Necessary adjustments in this respect will be given effect to on determination of the amount and resolution to the effect being approved by the shareholders of the company.

   iii) The remaining amount of Unsustainable Debt (after setting aside for conversion to the Equity Capital as above) representing Interest provided against the borrowings and lying unpaid amounting to ₹ 84,647.35 lakhs being no longer required have been adjusted and shown under exceptional items.

b) In respect of outstanding amount of borrowing of ₹ 74,966.37 lakhs assigned to JCAF, the Company has arrived at a One Time Settlement ('OTS') with JCAF and the letter dated 13th May 2026 sanctioning the OTS has since been issued. The OTS as dealt hereunder with effect from the cut-off date of 31st March 2026, are as follows:

   i) Borrowing of ₹ 74,966.37 lakhs (including interest thereagainst ₹ 33,609.06 lakhs) pursuant to the same has been restructured and bifurcated into sustainable and unsustainable amount of debt. The sustainable debt of ₹ 15,000.00 lakhs after adjusting repayment of ₹61.69 lakhs made till 31st March 2026, as specified in the OTS is payable including through monetisation of assets over a period of 15 months and has been recognised as borrowing from JCAF in the Financial Statement at fair value following the measurement principles as required in terms of the provisions of Ind AS.

   ii) The remaining amount of Unsustainable Debt amounting to ₹ 44,247.46 lakhs being no longer required have been adjusted and shown under exceptional items

c) Resolution with NARCL is subject to entering into Master Restructuring Agreement ('MRA') which is pending execution as on this date and the said resolution with NARCL and OTS with JCAF is subject to fulfilment of the conditions precedent as specified in the sanction letters issued by the respective parties. In the event there being default in making payments and fulfilling the conditions including those relating to regulatory compliances and other approvals etc., the restructuring as dealt herein above shall stand revoked and outstanding amount will required to be restored and will be considered as payable as per the original terms thereof along with securities, charges created earlier against these loans. The management is confident of timely repayment of sustainable amount and compliances with respect to the conditionalities as stipulated thereagainst. In the event of the management's expectation and estimation in this respect, not turning out to be feasible in future, possible consequential impact thereof as such are presently not ascertainable.

d) In respect of the balance amount of borrowing of ₹ 12,030.63 lakhs (including interest) payable to one of the Lender Bank, necessary steps are being taken for arriving at a settlement in line with the arrangements as mentioned herein above. Pending this, Interest on the said borrowing has been continued to be provided on simple interest basis based on the rates specified originally in the term sheet or otherwise stipulated/advised from time to time and penal/compound interest if any in this respect has not been considered. The amount payable to the bank in respect of outstanding amounts of borrowing including interest thereagainst is subject to confirmation and determination and consequential reconciliation and resolution to be arrived in this respect and will accordingly be dealt with on determination thereof.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

59. 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 have also been significantly affected having impact on 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 have substantially been either written off or provided for and no significant recovery thereagainst as such could be made. The operational performance as stated above along with the cutbacks made till 31st March 2026 against sales realisation and appropriated against the borrowings had added to the financial constraints being faced by the company.

Resolution and/or settlement with respect to company's borrowings as stated in Note 58 above have since been approved by the ARCs whereby the substantial amount of borrowings including principal and interest have been restructured to a sustainable level to be repaid including through infusion of funds by promoters and monetisation of assets etc. over a period of time. This will allow the company to have adequate amount of cashflow in the system to meet it's obligations in terms of restructuring and discharge it's operational and other obligations as scheduled. Further, as stated in Note 61(b) below, the company has also entered into settlement with respect to Provident Fund dues for repayment over a period of time. In respect of loan payable in respect of one of the lender bank as stated in Note 58(d) above, the process of settlement has been initiated and the management is confident of working out a suitable plan in this case also for settling the amounts lying unpaid as on this date.

The management is confident that the repayments and compliances with respect to conditions precedent and other terms thereof as part of resolution and settlement will be in place and obligations concerning the loans being restated to the sustainable level will be fulfilled in due course of time. Considering the resolution with respect to the company's debt as dealt herein above in Note 58 along with management's continuous effort for rationalising operational costs as well and additional fund to be made available in the system in terms of the resolution 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 and implementation as on this date, these financial statements have been continued to be prepared on a going concern basis.

60. IMPAIRMENT OF ASSETS

As stated in Note 59, the Company has been incurring significant amount of losses and it's current liabilities have become in excess of the current assets. Considering these indicators and circumstances stated herein above in Note 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 ₹ 15,967.18 lakhs in Borelli Tea Holdings Limited ('BTHL') which are also required to be tested for impairment as on 31st March 2026. Subsequent to the balance sheet date, resolution with respect to company's borrowing as stated in Note 58 above have been progressing and thereby valuer has been appointed for assessment of value in use and fair valuation of assets, which is pending as on this date. However, considering the restructuring of debt by NARCL and JCAF as dealt with in Note 58 in view of the management the intrinsic value of the company has improved and no impairment against the value of the asset requiring any adjustment is envisaged as on 31st March 2026. Impairment if any in the value of CGU and Investments as such, will be considered on determination.

61. INTEREST ON BORROWINGS/STATUTORY DUES AND LEASE AGREEMENT

a) Interest of ₹ 16,189.55 Lakhs (including ₹ 3,735.93 Lakhs for the year) on Inter Corporate Deposits/ Short-Term Borrowings of ₹ 29,579.40 lakhs taken by the company and outstanding as on 31st March 2026 has not been recognised. Interest in this respect in line with Note 58(d) above have been determined on simple basis at stipulated rates or otherwise advised/ considered for similar arrangements from time to time. This includes the amount to be converted to Equity Share Capital in terms of sanction letter issued by NARCL as dealt with in Note 58(a). Necessary adjustments in this respect will be given effect to on confirmation from respective parties and resolution to the effect being approved by the shareholder's of the company. This does not include interest if any on outstanding advances aggregating to ₹ 3,550.00 lakhs and ? 500.00 lakhs included other liabilities, 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 AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

b) The company has statutory liabilities aggregating to ₹ 21,382.49 lakhs as on 31st March 2026. In respect of demand of ₹ 19,111.42 lakhs pertaining to the arrear of Provident Fund dues, Assam Tea Employees Provident Fund Organisation ('ATEPFO') vide their letter dated 12th March 2026 has granted approval for repayment of dues for the period upto 31st January 2026 over a period of three years. The amount of interest, penalty etc. in respect of above statutory dues have currently not been recognised in these financial statement as the management is contemplating to seek waiver of such levies. Considering this and pending reconciliation of the amounts including those as demanded by the authorities with the books of accounts of the respective tea estates, adjustments/ impact arising in this respect are currently not ascertainable.

c) Lease Agreement in respect of premises having registered and corporate office of the company got 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. by the company being non-determinable as such has not been recognised in these financial statements.

d) The Government of India vide notification dated 21st November 2025 has notified the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as 'the Labour Code') consolidating and replacing the then existing multiple labour legislations in the country. In accordance with the requirements of Ind AS 19, 'Employee Benefits', changes to employee benefit resulting from legislative amendments constitute a plan amendment, necessitating the immediate recognition of any variation in the costs upon such notification. However, implication of the Labour Code including on account of past service costs and other costs are currently under evaluation and adjustments in this respect as such has being non determined has not been given effect to in these financial statement. The developments and further clarifications in this respect will continue to be monitored and consequential adjustments will be given effect to on determination

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

62. Certain debit and credit balances including borrowings and interest thereupon dealt with in Note 58, statutory liabilities including as dealt with in Note 61(b), 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.

63. 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 technical upgradation of the software and has appointed a consultant for implementation of audit trail requirement to ensure necessary compliances in this respect.

64. **Additional Information pursuant to ammendments 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.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

(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.

65. These financial statements have been approved by the Board of Directors of the Company on 29th May 2026, for issue to the shareholders for their adoption.

66. 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

Ajit Kumar Dalmia
Partner

Place: Kolkata
Dated : 29th May, 2026

For and on behalf of the Board of Directors

Aditya Khaitan - Chairman and Managing Director
(DIN No: 00023788)

Pradip Bhar - Wholetime Director and Chief Financial Officer
(DIN No: 01039198)

Alok Kumar Samant - Company Secretary
(M.No. F9347)

MCLEOD RUSSEL INDIA LIMITED

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, 2026

[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	99,672	99,672
	2	Total Expenditure	1,19,263	3,05,769
	3	Net Profit/(Loss)	(9,086)	(2,24,349)
	4	Earnings Per Share	(8.70)	(214.78)
	5	Total Assets	2,05,028	1,34,850
	6	Total Liabilities	2,18,098	3,63,183
	7	Total Equity	(13,070)	(2,28,333)
	8	Any other financial item(s)	-	-

II.	Audit Qualification (each audit qualification separately): Qualification-1	
	a. Details of Audit Qualification:	Note 4 dealing with Inter Corporate Deposits (ICDs) aggregating to Rs. 2,86,050 lakhs (including interest accrued till March 31, 2019) as on March 31, 2026 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. 2,44,629 lakhs (including Rs. 1,43,590 lakhs made during the year) has been made thereagainst leaving a balance of Rs. 41,421 lakhs which remain unprovided as on this date. 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, 2026. 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 in earlier years and uncertainties with respect to the recovery etc. 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 an another promoter group company against which Corporate Insolvency and Resolution Process ('CIRP') as per the Insolvency and Bankruptcy Code, 2016 ('IBC') was subsequently initiated. In terms of the Resolution Plan as approved by the Hon'ble National Company Law Tribunal ('NCLT'), Kolkata pursuant to the said proceedings, the amounts so advanced to the said company has become irrecoverable affecting the recoverability of the ICD's given by the company. The company is in the process of taking legal and other steps for recovery of the amounts given as ICD's and has filed legal suit before Hon'ble Calcutta High Court for recovery from certain promoter group entities. Pending outcome of the steps being taken, without prejudice to the company's legal right to recover the amounts given by it., considering the possibilities of recovery etc., further provision of Rs. 1,43,590 lakhs (other than Rs. 1 01,039 lakhs provided in earlier years) has been made and shown under Exceptional Items. Amount finally recoverable in respect of these ICDs as such are currently not determinable and consequential adjustments will be given effect to on final determination on case to case basis.

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:	Pending outcome of the legal and other steps taken for recovery and those contemplated to be taken as such impact in this respect are currently not determinable and consequential adjustments will therefore be given effect to on final determination on case to case basis.
	(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(a) 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.
	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:	This includes the amount to be converted to Equity Share Capital in terms of sanction letter issued by NARCL as dealt with in Note no. 5(a).The management in terms of the sanction letter issued by NARCL as dealt with in Note no. 5(a) is of the opinion that certain amount of ICD's taken will be converted to Equity Share Capital for which necessary steps for approval of lenders, shareholders etc. are being taken. Necessary adjustments in this respect will be given effect to on confirmation from respective parties and resolution to the effect by the shareholder's of the company.
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:	Not applicable
	(i) Management's estimation on the impact of audit qualification:	
	(ii) If management is unable to estimate the impact, reasons for the same:	
	(iii) Auditors' Comments on (i) or (ii) above:	

	Qualification-3	
	a. Details of Audit Qualification:	Note no. 9(a) regarding non-determination of interest and other consequential adjustments/disclosures in absence of relevant terms and conditions in respect of certain advances and liabilities being so claimed by customers as stated therein. Further, as stated in Note 9(a) and 5(b) penal/compound interest and other adjustments in this respect are currently not determinable.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

	Qualification-3	
	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 lender bank with respect to the borrowings of the company as dealt with in Note 5(d)of the financial results and consequential adjustment in this respect, Interest on borrowings from the bank and ICDs 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.The amount payable to the lender 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 5(d) and will accordingly be dealt with on determination thereof.
		Interest if any on outstanding advances aggregating to Rs. 3,550 lakhs and Rs. 500 lakhs included other liabilities as stated in Note 9(a), pending recognition as Inter Corporate Deposits and finalisation of terms and conditions thereof has not been recognised.
		Penal interest / compound interest as stated in Note 5(d) has not yet been confirmed by lenders. Further, the amount of interest would be finalised as agreed upon by the lenders and creditors 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-4	
	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 5(d) and 9(a). 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. Details covering 5(d) and 9(a) has been dealt with in Qualification 3
	(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-5	
	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-6	
	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 6, the Company has been incurring significant amount of losses and it's current liabilities have become in excess of the current assets. Considering these indicators and circumstances stated herein above in Note 5, 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, 2026. Subsequent to the balance sheet date, resolution with respect to company's borrowing as stated in Note 5 above have been progressing and thereby valuer's have been progressing for assessment of value in

	Qualification-6	
		use and fair value of assets, which is pending as on this date. However, considering the restructuring of debt by NARCL and JCAF as dealt with in Note 5 in view of the management the intrinsic value of the company has improved and no impairment against the value of the asset requiring any adjustment is envisaged as on March 31, 2026. Impairment if any in the value of CGU and Investments as such, will be considered on determination.
	(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:	Note 9(b) 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:	Repetative
	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 aggregating to Rs. 21,382 lakhs as on March 31, 2026. In respect of demand of Rs. 19,111 lakhs pertaining to the arrear of Provident Fund dues, Assam Tea Employees Provident Fund Organisation vide their letter dated March 12, 2026 has granted approval for repayment of dues for the period upto January 31, 2026 over a period of three years. The amount of interest, penalty etc. in respect of above statutory dues have currently not been recognised in these financial results as the management is contemplating to seek waiver of such levies. Considering this and pending reconciliation of the amounts including those as demanded by the authorities with the books of accounts of the respective tea estates, adjustments/ impact arising in this respect are 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-8	
	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

	Qualification-8	
		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.

	Qualification-9	
	a. Details of Audit Qualification:	Note 11 regarding recognition of deferred tax assets including those arising due to provision against Inter Corporate Deposits, given the uncertainty with respect to availability thereof and consequential impact to that extent on the loss for the period;
	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:	Consequent to the restructuring of the company's debt as stated in Note 5 above, rationale for recognition of Deferred Tax Assets (DTA) has been reviewed during the year. Realisation of DTA is dependent upon generation of future taxable profit against which those temporary differences and carry forward of tax losses become deductible. Considering the resolution of the company's debt as dealt with in Note 5 and expected improvement in operational and financial performance and growth in volume of business of the company, Deferred Tax Assets of Rs. 28,757 lakhs has been recognised in these financial results based on management's assumption for reasonable certainty of realisation thereof against the expected taxable income and reversal of Deferred Tax Liabilities (DTL).
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:	Not Applicable
	(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:	Not Applicable
	(iii) Auditors' Comments on (i) or (ii) above:	Not Applicable

	Qualification-10	
	a. Details of Audit Qualification:	Note 5(a) to (c) regarding adjustment of Rs. 1,28,895 lakhs being given effect to in exceptional items pursuant to the letter issued by NARCL sanctioning the resolution of the borrowing assigned to them and by JCAF approving the One Time Settlement of the amount payable in respect of borrowing from them which is subject to execution of MRA by NARCL and fulfilment of conditions precedent to the implementation of the restructuring.
	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:	Resolution with NARCL is subject to entering into Master Restructuring Agreement ('MRA') which is pending execution as on this date and the said resolution and OTS with JCAF is subject to fulfilment of the conditions precedent as specified in the sanction letters issued by the respective parties. In the event there being default in making payments and fulfilling the conditions including those relating to regulatory compliances and other approvals etc., the restructuring as dealt herein above shall stand revoked and outstanding amount will required to be restored and will be considered as payable as per the original terms thereof. The management is confident of timely repayment of sustainable amount and compliances with respect to the conditionalities as stipulated thereagainst. In the event of the management's expectation and estimation in this respect, not turning out to be feasible in future, possible consequential impact thereof as such are presently not ascertainable
	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:	
	(iii) Auditors' Comments on (i) or (ii) above:	

	Qualification-11	
	a. Details of Audit Qualification:	Note no. 9(e) regarding non recognition and ascertainment of the impact of labour code as notified vide notification dated November 21, 2025 by Government of India. Implication in this respect are currently under evaluation and impact thereof has not been ascertained by the management 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:	

	Qualification-11	
	(iii) Auditors' Comments on (i) or (ii) above:	The Government of India vide notification dated November 21, 2025 has notified the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as 'the Labour Code') consolidating and replacing the then existing multiple labour legislations in the country. In accordance with the requirements of Ind AS 19, 'Employee Benefits', changes to employee benefit resulting from legislative amendments constitute a plan amendment, necessitating the immediate recognition of any variation in the costs upon such notification. However, implication of the Labour Code including on account of past service costs and other costs are currently under evaluation and adjustments in this respect as such has being non determined has not been given effect to in these financial results. The developments and further clarifications in this respect will continue to be monitored and consequential adjustments will be given effect to on determination.

III.	Signatories:	
	• Managing Director	**For McLeod Russel India Limited** **(Aditya Khaitan)** (DIN: 00023788)
	• Whole Time Director and Chief Financial Officer	**For McLeod Russel India Limited** **(Pradip Bhar)** (DIN: 01039198)
	• Audit Committee Chairman	**(Amar Nath Dhar)** (DIN: 0010711585)
	• Statutory Auditors	**For Lodha & Co LLP,** **Chartered Accountants** **(Ajit Kumar Dalmia)** (Partner) (Membership No: 067236)

Place : Kolkata
Date : May 29, 2026

Consolidated Account 2025-26

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, 2026, 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 belowdue 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, 2026, 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 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, 2026 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 Group. Provision of Rs. 2,44,629.03 lakhs (including Rs. 1,43,589.53 lakhs made during the year) has been made thereagainst leaving a balance of Rs. 41,421.41 lakhs which remain unprovided as on this date. In absence of ascertainment of the shortfall and provision against the remaining amount, the loss for the year is understated to that extent. Impact in this respect as stated in the said note have not been ascertained by the parent's management and recognised in these consolidated financial statements;

b) Note 62(a) and 37.2 regarding non-recognition of Interest on loans, Inter Corporate Deposits and other amounts taken by the parent and thereby the loss for the year is understated to the extent indicated in said note. Further, the said note deals with non-determination of the impact with respect to the amount to be converted to Equity share Capital of the Parent and interest and other consequential adjustments/disclosures in absence of relevant terms and conditions in respect of certain advances and liabilities as stated therein. Moreover, as stated in Notes 59(d) and 62(a), penal/compound interest and other adjustments in respect of borrowings from 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;

c) Note 59(a) to (c) regarding adjustment of Rs. 1,28,894.81 lakhs being given effect to in exceptional items by the Parent pursuant to the letter issued by NARCL sanctioning the resolution of the borrowing assigned to them and by JCAF approving the One Time Settlement of the amount payable in respect of borrowing from them which is subject to execution of MRA by NARCL and fulfilment of conditions precedent to the implementation of the restructuring;

d) Note 12.1 regarding recognition of deferred tax assets including those arising due to provision against Inter Corporate Deposits, given the uncertainty with respect to availability thereof and consequential impact to that extent on the loss for the year;

e) Note 61 regarding non-determination of fair value of the Property, Plant and Equipment, Capital Work in Progress, Intangible Assets under development 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;

f) Note 62(b) dealing with statutory liabilities of the Parent outstanding as at the end of the year and non-determination of adjustments to be given effect to in this respect if any including interest as stated in the said note. Pending reconciliation and 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) Note 62(c) regarding non-determination and recognition of amount payable by the Parent 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;

h) Note 62(d) regarding non recognition and ascertainment of the impact of labor code by the Parent as notified vide notification dated 21st November 2025 by Government of India. Implication in this respect are currently under evaluation and impact thereof has not been ascertained by the management and as such cannot be commented upon by us;

i) Note 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 59(d) and 62(a), adjustments/ Impacts with respect to these are currently not ascertainable and as such cannot be commented upon by us; and

j) As stated in Note 58(b), the predecessor auditor pertaining to the financial year ended March 31, 2019 in respect of the loans included under paragraph (a) above have reported that it includes amounts given to group companies whereby necessary compliance with respect to section 186 were pending and 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 Group. Moreover, in case of advance of Rs. 1,400.00 lakhs to a body corporate which had subsequently been fully provided for, appropriate audit evidences as stated were not made available. These amounts even though provided to significant extent as stated in Note 58 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 Group are valid for periods subsequent to March 31, 2019 including current year 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.

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 60 dealing with going concern assumption for preparation of the 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. Further, the affairs 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 has been approved by Hon'ble National Company Law Tribunal (NCLT'), Kolkata and the amounts advanced have become non-recoverable. The non-recovery of the amount so given along with the operational losses incurred by the parent have resulted in insufficiency of the parent's resources for meeting its obligations. Amount borrowed and interest thereupon could therefore 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 causing financial hardship and constraints currently being faced by the parent.

The Parent's borrowings excepting from a bank have been restructured to a sustainable level for repayment over a period of time. The amount restructured by ARCs are payable through promoter's contribution, monetization of assets, and operational cashflows as per the projections submitted by the parent. In respect of the bank also, the parent is in the process of working out a settlement proposal to bring down the outstanding to a sustainable level and repay the same over a period of time as done in other cases. The ability to continue as a going concern is dependent upon execution of the MRA by NARCL and fulfillment of the condition precedent to the same and also in respect of OTS granted by JCAF for the borrowing pertaining to the same and timely implementation thereof. Further, employees' statutory and other liabilities including for which demands have been raised by the ATEPF Authorities have also been restructured for payment over a period of time. The consolidated financial statement due to the reasons stated in Note 60 has been prepared on a going concern basis based on the assumption with respect to timely repayment of sustainable amount of loan and fulfillment of conditionality attached to the sanction and future profitability and generation sufficient amount of operational cashflows to provide sufficient liquidity in the system to meet the obligations as committed and those arising from time to time. In the event of the parent's management 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. Our opinion is not modified in respect of this matter.

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.

Key Audit Matters	Addressing the key audit matters
Valuation of Biological Assets, Agricultural produce and Finished goods	
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.	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 Parent's management 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.

Key Audit Matters	Addressing the key audit matters
Going Concern Assumption (Note 60 of the consolidated financial statements)	
The Parent's current liabilities have exceeded current assets by Rs. 1,94,575.17lakhs as on March 31, 2026. 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.	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, execution of MRA and fulfillment of conditions precedent to the sanction letters along with possibilities ofresolution with respect to borrowing from a bank and other sources of funding and among others, following procedures were applied in this respect: • Review of the Sanction Letters approved by NARCL and JCAF which included: – Core operations of the Parent and management's expectation of sustainability thereof; – 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; – Management's actions, information system and controls with respect to operational costs and realisations thereagainst supporting the cash flow projections of the parent and sustainability thereof vis-à-vis parent's obligations and plans of action towards statutory, employee related and other dues of the parent; and – Steps being taken by the parent's management for fulfilling the conditions precedent including identification and selling of specified assets of tea estates for monetising the assets and required resources. Executing Memorandum of understanding for certain such tea estates have been entered into by the parent. • Placing reliance on management's assumptions and expectation of fulfillment of conditions precedent to the sanction letters including execution of MRA with NARCL; and • Review of disclosures made by the management in the consolidated financial statement to ensure compliances in this respect.

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, 2026, 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:

(₹ in Lakhs)

Name of the Subsidiary	Total Assets as at March 31, 2026	For the year ended March, 2026			
		Total Revenue	Net Profit/Loss	Total Comprehensive income	Net Inflow/(Overflow
Borelli Tea Holdings Limited (Consolidated)	29,407.62	18,615.14	(1,285.01)	(622.34)	(115.93)

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. 0.58 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. 4.58 lakhs as at March 31, 2026 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 10.1 of the consolidated financial statement dealing with recoverable on account of payment of managerial remuneration by the Parent for which prior 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 covering the Parent Company.

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 (j) 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 even though provided for to a significant extent are outstanding as on March 31, 2026. The matter as stated in Para (j) 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, intercorporate deposits etc. and resultant non-provision thereagainst as stated in Para (a) and (j) 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, adjustments given pursuant to the sanction letters of ARC as stated in Para (c), recognition of deferred tax assets as stated in Para (c), non-determination of 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 (e), non-determination of adjustments including interest against statutory liabilities as stated in Para (f) and Material Uncertainty Related to Going Concern assumption pending fulfillment of condition precedents for execution of MRA under process as per the sanction letters and resolution of the parent's borrowings from a lender bank, 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, 2026 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, 2026 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 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, 2026 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 softwares, 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 Parent 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 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

Ajit Kumar Dalmia
Partner
Membership No: 067236
UDIN: 26067236JWRLOX7321

Place: Kolkata
Date: May 29, 2026

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, 2026, 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, 2026:

- 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 37.2 and non-determination of the amount to be converted to Equity as required in terms of the sanction letters issued by ARCs. Further penal/ compound interest and other adjustments have not been ascertained in respect of borrowings from a bank, loans and ICDs as detailed in Note 59(d) and 62(a).

- With respect to resolution of Parent's debt assigned to ARC's are pending execution of MRA and fulfillment of conditions precedent to the sanction letters which were pending as on the date of approval of the financial statement and were not in compliance of the provisions of Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with Section 133 of the Companies Act, 2013 ("the Act").

- 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 63 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 26, 28.1, 29.1, in respect of premises taken on lease as stated in Note 62(c) and statutory liabilities as stated in Note 62(b) 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.

QualifiedOpinion

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, 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, 2026, 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, 2026, 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

Ajit Kumar Dalmia
Partner
Membership No: 067236
UDIN: 26067236JWRLOX7321

Place: Kolkata
Date: May 29, 2026

CONSOLIDATED BALANCE SHEET AS 31ST MARCH 2026

[CIN No: L51109WB1998PLC087076]

(₹ in Lakhs)

Particulars	Note	As at 31st March 2026	As at 31st March 2025
ASSETS			
Non-Current Assets			
a) Property, Plant and Equipment	5	1,02,497.42	1,06,070.23
b) Capital Work-in-Progress	56	3,834.45	4,143.54
c) Goodwill on Consolidation	6	20,288.08	19,888.68
d) Other Intangible Assets	7	0.94	65.44
e) Investment in Associate	8	-	-
f) Intangible Assets under development	55	137.78	-
g) Financial Assets			
(i) Investments	9	470.81	5,835.43
(ii) Loans	10	41,753.11	1,85,628.34
(iii) Other Financial Assets	11	3,994.11	3,923.91
h) Deferred Tax Assets (Net)	12	28,860.25	4,390.58
i) Other Non-Current Assets	13	1,266.70	1,396.65
Total Non-Current Assets		**2,03,103.65**	**3,31,342.80**
Current Assets			
a) Inventories	14	11,997.68	10,640.20
b) Biological Assets other than bearer plants	15	304.75	230.70
c) Financial Assets			
(i) Investments	9	4,363.60	-
(ii) Trade Receivables	16	3,773.91	4,835.64
(iii) Cash and Cash Equivalents	17	1,606.15	854.50
(iv) Bank Balances other than (iii) above	18	99.20	31.00
(v) Loans	10	860.25	571.95
(vi) Other Financial Assets	11	1,120.26	1,251.95
d) Current Tax Assets (Net)	19	2,541.07	2,496.88
e) Other Current Assets	20	5,559.00	7,179.53
Total Current Assets		**32,225.87**	**28,092.35**
TOTAL ASSETS		**2,35,329.52**	**3,59,435.15**
EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	21	5,222.79	5,222.79
b) Other Equity	22	(10,271.76)	441.25
Equity attributable to Owners' of the Parent		**(5,048.97)**	**5,664.04**
Non-controlling interests		-	-
Total Equity		**(5,048.97)**	**5,664.04**
Liabilities			
Non-Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	23	63,966.11	9,740.46
(ii) Lease Liabilities	53	5.19	6.41
b) Provisions			
Employee Benefit Obligations	24	10,614.22	11,917.29
c) Other Non-Current Liabilities	25	24,970.15	360.56
Total Non-Current Liabilities		**99,555.67**	**22,024.72**
Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	26	85,563.63	1,80,412.31
(ii) Lease Liabilities	53	1.21	1.21
(iii) Trade Payables	27		
(a) Dues of Micro and Small Enterprises		2,180.85	1,525.88
(b) Dues other than Micro and Small Enterprises		7,740.55	8,184.24
(iv) Other Financial Liabilities	28	16,798.34	1,06,864.57
b) Other Current Liabilities	29	16,096.68	24,157.58
c) Provisions			
(i) Employee Benefit Obligations	24	6,261.25	6,152.29
(ii) Other Provisions	30	2,612.12	2,612.12
d) Current Tax Liabilities (Net)	31	3,568.19	1,836.19
Total Current Liabilities		**1,40,822.82**	**3,31,746.39**
Total Liabilities		**2,40,378.49**	**3,53,771.11**
TOTAL EQUITY AND LIABILITIES		**2,35,329.52**	**3,59,435.15**

Material Accounting Policies and other accompanying notes (1 to 69) form an integral part of the Consolidated financial statements
As per our report of even date

For Lodha & Co LLP,
Chartered Accountants
Ajit Kumar Dalmia
Partner

Place: Kolkata
Dated : 29th May, 2026

For and on behalf of the Board of Directors

Aditya Khaitan - Chairman and Managing Director
(DIN No: 00023788)
Pradip Bhar - Wholetime Director and Chief Financial Officer
(DIN No: 01039198)
Alok Kumar Samant - Company Secretary
(M.No. F9347)

CONSOLIDATED STATEMENT OF PROFIT LOSS FOR THE YEAR ENDED 31ST MARCH 2026

(₹ in Lakhs)

Particulars	Note	As at 31st March 2026	As at 31st March 2025
Revenue from Operations	32	1,15,438.79	1,18,540.57
Other Income	33	733.88	519.67
Total Income		**1,16,172.67**	**1,19,060.24**
Expenses:			
Cost of Materials Consumed	34	2,461.70	1,151.75
Purchase of Tea		3,593.82	3,758.90
Changes in Inventories of Finished Goods	35	45.66	(107.37)
Employee Benefits Expense	36	74,345.70	73,988.76
Finance Costs	37	14,674.30	22,605.07
Depreciation and Amortisation Expense	38	6,107.32	6,124.20
Other Expenses	39	37,581.45	37,916.56
Total Expenses		**1,38,809.96**	**1,45,437.87**
Profit/(Loss) before Share of Associate, Exceptional Items and Tax		**(22,637.29)**	**(26,377.63)**
Share of Profit/(Loss) of Associate		-	-
Profit before Exceptional Items and Tax		**(22,637.29)**	**(26,377.63)**
Exceptional Item	40	(14,694.71)	1,920.66
Profit/(Loss) before Tax		**(37,332.00)**	**(24,456.97)**
Tax expense:	52		
Current Tax		331.58	77.72
Deferred Tax		(25,313.48)	(4,748.16)
Total Tax expense		**(24,981.90)**	**(4,670.44)**
Profit/(Loss) for the Year		**(12,350.10)**	**(19,786.53)**
Other Comprehensive Income			
a) (i) Items that will not be reclassified to profit or loss			
Remeasurements of post employment defined benefit plans	42	2,740.92	918.91
Change in fair value of Equity instruments through other comprehensive income		(1,001.02)	(404.57)
(ii) Income Tax relating to items that will not be reclassified to profit or loss	52	(909.96)	(299.46)
b) (i) Items that will be reclassified to profit or loss			
Exchange difference on translation of foreign operations		807.15	228.89
Other Comprehensive Income (Net of taxes)		**1,637.09**	**443.77**
Total Comprehensive Income for the year (Comprising of Profit/(Loss) and Other Comprehensive Income for the year)		**(10,713.01)**	**(19,342.76)**
Profit/(Loss) for the year attributable to :			
Owners' of the Parent		**(12,350.10)**	**(19,786.53)**
Non-Controlling Interests		-	-
Other Comprehensive Income for the year attributable to:			
Owners' of the Parent		**1,637.09**	**443.77**
Non-Controlling Interests		-	-
Total Comprehensive Income for the year attributable to :			
Owners' of the Parent		**(10,713.01)**	**(19,342.76)**
Non-Controlling Interests		-	-
Earnings per Equity Share: [Face Value per share : Rs. 5/-]	46		
- Basic		**(11.82)**	**(18.94)**
- Diluted		**(11.82)**	**(18.94)**

Material Accounting Policies and other accompanying notes (1 to 69) form an integral part of the Consolidated financial statements
As per our report of even date

For Lodha & Co LLP,
Chartered Accountants
Ajit Kumar Dalmia
Partner

Place: Kolkata
Dated : 29th May, 2026

For and on behalf of the Board of Directors

Aditya Khaitan - Chairman and Managing Director
(DIN No: 00023788)
Pradip Bhar - Wholetime Director and Chief Financial Officer
(DIN No: 01039198)
Alok Kumar Samant - Company Secretary
(M.No. F9347)

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2026

(₹ in Lakhs)

	Particulars	As at 31st March 2026		As at 31st March 2025	
A.	**Cash Flow from Operating Activities**				
	Net Profit/(Loss) Before Tax		**(37,332.00)**		**(24,456.97)**
	Adjustments to reconcile profit/(loss) for the year to net cash generated from operating activities:-				
	Exceptional Items	14,694.71		(1,920.66)	
	Finance Cost	14,674.30		22,605.07	
	Depreciation and Amortisation Expense	6,107.32		6,124.20	
	Deferred 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.	(271.69)		(244.93)	
	Provision/ Liabilities no longer required written back	(415.63)		(494.33)	
	Profit on Compulsory acquisition of Land by Government	-		(149.96)	
	Changes in fair value of Biological Assets	(66.24)		263.79	
	Bad debts/ Sundry and other balances written off	211.61		575.23	
	Provision for Doubtful Debts /Advances/Interest receivable	669.43		850.50	
	(Profit) / Loss on disposal of Property, Plant and Equipment	209.94		(11.65)	
	Net Unrealised (Gain)/Loss on foreign currency translation	(2.60)	35,779.80	(8.75)	27,540.52
	Operating Profit before Working Capital Changes		**(1,552.20)**		**3,083.55**
	Adjustment for:				
	(Increase) / Decrease in Loans, Other Financial Assets	1,836.39		(86.30)	
	(Increase) / Decrease in Trade Receivables	740.43		811.50	
	(Increase) / Decrease in Inventories	(1,357.48)		(1,152.12)	
	Increase / (Decrease) in Other non-financial Liabilities and provisions	3,174.83		5,943.82	
	(Increase) / Decrease in Other Current and Non-Financial Assets	915.35		(910.04)	
	Increase / (Decrease) in Trade Payables and other financial Liabilities	249.55	5,559.07	906.98	5,513.84
	Cash Generated/(Used) from operations		**4,006.87**		**8,597.39**
	Income Taxes (Paid)/ Refund (Net)		1,327.55		(1,354.42)
	Net Cash generated from/(Used) in Operating Activities (A)		**5,334.42**		**7,242.97**
B.	**Cash Flow from Investing Activities**				
	Payment against Property, Plant and Equipment and Capital Work in Progress	(1460.01)		(2,412.60)	
	Proceeds against disposal of Property, Plant and Equipment	(55.62)		162.29	
	Proceeds on transfer of Control in a Subsidiary			316.30	
	Receipt/(Payments) against Sale of Specified Assets of Tea Estates	(379.71)		29.58	
	Interest Received	271.68		-	
	(Increase) / decrease in Bank Balances other than Cash and cash equivalents	(15.63)		(6.37)	
	Dividend on Long Term Trade Investments	0.00		16.63	
	(Increase) / Decrease in Inter-Corporate Deposits	285.67		-	
	Net cash generated/(used) in Investing Activities (B)		**(1353.62)**		(1,894.17)
C.	**Cash Flow from Financing Activities**				
	Repayment of Long Term Borrowings	(1,647.09)		-	
	Short Term Borrowings-Receipts/(Repayments)[Net]	29.88		(1,014.89)	
	Interest Paid	(1,656.43)		(4,028.30)	
	Payment against Lease Liabilities	(3.38)		(1.98)	

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2026

(₹ in Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Net cash generated from/(used) in Financing Activities (C)	**(3,277.02)**	**(5,045.17)**
Net Increase/ (decrease) in Cash and Cash Equivalents (A+B+C)	703.78	303.63
Unrealised (Loss)/Gain on foreign Currency Cash and Cash Equivalent	47.87	14.82
Opening Cash and Cash Equivalents	854.50	536.05
Closing Cash and Cash Equivalents	**1,606.15**	**854.50**

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**

(₹ in Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Cash On Hand	77.55	48.85
Balances with Banks in Current Account	1,528.60	805.65
Cash and Cash Equivalents (Refer Note 17)	**1,606.15**	**854.50**

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

IInd 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 changes arising from both cash and non-cash changes. Changes in this respect are as follows:

Particulars	As at 31st March 2025	Cash flows*	Non-Cash Flows and Other Adjustment	As at 31st March 2026
Non-current borrowings [Refer Note 23]	9,740.46	-	54,225.65	63,966.11
Current maturities of long term debt [Refer Note 26]	23,095.21	(1,647.09)	23,000.71	44,448.83
Short Term borrowings [Refer Note 26]	1,57,317.10	29.88	(1,16,232.18)	41,114.80
Lease Liabilities [Refer Note 53]	7.62	(3.38)	2.16	6.40
Interest accrued but not due on borrowings [Refer Note 28]	1,634.95	(1,634.95)	2,022.80	2,022.80
Interest accrued on borrowings [Refer Note 28]	95,502.05	-	(90,672.23)	4,829.82

* Includes cash flow on account of both principal and interest

Material Accounting Policies and other accompanying notes (1 to 69) form an integral part of the Consolidated financial statements
As per our report of even date

For Lodha & Co LLP,
Chartered Accountants
Ajit Kumar Dalmia
Partner

Place: Kolkata
Dated : 29th May, 2026

For and on behalf of the Board of Directors

Aditya Khaitan - Chairman and Managing Director
(DIN No: 00023788)
Pradip Bhar - Wholetime Director and Chief Financial Officer
(DIN No: 01039198)
Alok Kumar Samant - Company Secretary
(M.No. F9347)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2026

A. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	Refer Note No.	Amount
As at 1st April 2024	21	5,222.79
Changes in Equity Share Capital during the year		-
As at 31st March 2025	21	5,222.79
Changes in Equity Share Capital during the year		-
As at 31st March 2026	21	5,222.79

B. OTHER EQUITY

(₹ in Lakhs)

Particulars	Reserves and Surplus						Other Comprehensive Income			Total Equity	Non Controlling Interest	Total
	Capital Reserve	Secutiries Premium	General Reserve	Retained Earnings	Other Reserve	Revaluation Surplus	Equity Investments at FVTOCI	Re-measure-ment of defined benefit plan	Foreign Currency Translation Reserve			
As at 1st April 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	-	-	-	619.45	-	-	-	(619.45)	-	-	-	-
As at 31st March 2025	**201.68**	**4,402.30**	**1,08,522.27**	**1,53,303.21)**	**19,209.20**	**23,991.57**	**5,165.45**	**-**	**(7,748.01)**	**441.25**	**-**	**441.25**
Profit/(Loss) for the year	-	-	-	(12,350.10)	-	-	-	-	-	(12,350.10)	-	(12,350.10)
Other Comprehensive Income	-	-	-	-	-	-	(1,001.02)	1,830.96	807.15	1,637.09	-	1,637.09
Total Comprehensive Income for the year	**-**	**-**	**-**	**(12,350.10)**	**-**	**-**	**(1,001.02)**	**1,830.96**	**807.1**	**(10,713.01)**	**-**	**(10,713.01)**
Transfer on account of depreciation on-amount added on Revaluation of Property, Plant and Equipment	-	-	-	1,096.58	-	(1,096.58)	-	-	-	-	-	
Transfer to Retained Earnings	-	-	-	1,830.96	-	-	-	(1,830.96)	-	-	-	-
As at 31st March 2026	**201.68**	**4,402.30**	**1,08,522.27**	**(1,62,725.77)**	**19,209.20**	**22,894.99**	**4,164.43**	**-**	**(6,940.86)**	**(10,271.76)**	**-**	**(10,271.76)**

Refer Note 22 for nature and purpose of reserves

Material Accounting Policies and other accompanying notes (1 to 69) form an integral part of the financial statements

As per our report of even date

For Lodha & Co LLP,
Chartered Accountants
Ajit Kumar Dalmia
Partner

Place: Kolkata
Dated : 29th May, 2026

For and on behalf of the Board of Directors

Aditya Khaitan - Chairman and Managing Director
(DIN No: 00023788)
Pradip Bhar - Wholetime Director and Chief Financial Officer
(DIN No: 01039198)
Alok Kumar Samant - Company Secretary
(M.No. F9347)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 large 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 on National Stock Exchange (NSE), BSE Limited (BSE) and Calcutta Stock Exchange Limited.

2 RECENT ACCOUNTING DEVELOPMENTS

(i) Application of new and revised standards:

EEffective 1st April, 2025, the Group has adopted the amendments notified by the Ministry of Corporate Affairs ('MCA') related to Indian Accounting Standard ('Ind AS') 21 "The Effects of Changes in Foreign Exchange Rates" which provided 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.
Further, provisions of Ind AS 12 have also been amended for implementation of International Tax Reforms - Pillar

Two Model Rules providing temporary relief from deferred tax accounting for top up tax. Accordingly, an entity shall neither recognise nor disclose information about deferred tax assets and liabilities related to Pillar Two Income Taxes. Also, amendment has been made in Ind AS 7 “Statement of Cash Flows” and Ind AS 107 “Financial Instruments: Disclosures” to provides disclosure with respect to the Supplier Finance Arrangement with the objective to assess how suppliers' finance arrangement affect the entity’s liabilities, cash flow and their effect on the company’s exposure to liquidity risk.

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

(ii) Standards issued but not yet effective

MCA vide notification dated 13th August, 2025 has also amended Ind AS 1 relating to Classification of Liabilities as Current or Non-Current and Non-Current Liabilities with Covenants - This amendment also includes specific provisions that will take effect for reporting periods beginning on or after 1st April, 2026, as outlined below.

Under the existing Ind AS 1, where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

However, the amended requirements stipulate that entities will no longer be permitted to consider lender waivers that are granted after the reporting date but before the consolidated financial statements are approved for the purpose of classification of loans. This amendment is required to be applied retrospectively in accordance with Ind AS 8. The Group does not expect this amendment to have an impact on its operations or 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 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. 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:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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:

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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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.

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 capitalised 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

(i) Group as a Lessee

The Group’s lease assets 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 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 Group 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 Group 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. In case of Subsidiaries, PPE are 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 Equipments	
- 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 AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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

The Group 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.

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.

Non-current asset classified as held for sale and liabilities in respect of such asets are presented separately from the other assets/ liabilities in the balance sheet.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 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 or transaction price as applicable when the company becomes party to the contractual obligation. 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.

Equity Instruments

Equity instruments in the Scope of Ind AS 109 are measured at FVTPL except for Investment in Associates. Other than this, 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 other comprehensive income ('OCI'). In addition, profit or loss arising on sale is taken to OCI. 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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, other financial liabilities and financial guarantee contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtors fail to make a payment when due in accordance with the terms of a debt instrument.

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 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 Group 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 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. 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.

V. Impairment of financial assets

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables and loan receivables. The application of simplified approach does not require the Company to track changes

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL's at each reporting date, right from its initial recognition.

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.

VI. 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.

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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.

- Defined Contribution Plan

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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 statute or group's policy and is recognised in the Consolidated 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:
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

(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 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.

The liability for refund against expected returns out of the sales made and corresponding assets for the products expected to be returned is recognized in the year of happening of the incidence.

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.

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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when these 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 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.

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.

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

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 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. Detailed information about each of these estimates and judgements are included in the relevant notes together with information about basis of calculation of each affected line item in the consolidated financial statements.

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 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 are dependent on implementation of the resolution with respect to parent's debt through execution of the MRA on fulfillment of the conditions precedent as specifiled in the sanction letters as dealt in Note 4(c) below read with Note 59 and the outcome of the valuation being carried out by Independent Valuer in this respect on approval of the resolution by ARCs or otherwise which 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 60, the consolidated financial statements of the Group have been prepared on going concern assumption based on parents' managements expectation of entering into MRA with NARCL which is pending as on this date. The resolution by NARCL and JCAF is subject to fulfillment of conditions precedent as specified in the sanction letters issued by them and outcome of steps and measures taken by the parent for resolution with respect to parent's borrowing from a lender bank which is currently under evaluation. In the event of the managements expectations and estimates 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 ICDs and advances to companies which have been considered good and recoverable. These as stated in Note 58 have been provided for to a significant extent, further adjustments even though presently not determinable may have a material impact on the consolidated financial statement..

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

payments. The Group bases the estimates on the ageing of the trade receivable customers balance, 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 Cpnolidated Financial Statement.

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 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 Parent has unused tax tax credits, deferred tax assets and is entitled to tax holiday in the state of Assam and West Bengal for which determining the amount of deferred tax assets is based on management judgement and estimates, 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 successfull implementation of the resolution with respect to parent's borrowing as referred to in Note 59 and therefore assumption for reversal/adjustment of deferred tax is expected to be materially different 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.
The carrying amounts of provisions and liabilities and estimation for contingencies are reviewed regularly and revised to consider changing facts and circumstances.

i) Implementation of Resolution Plan and OTS

As stated in Note 59, subsequent to the balance sheet date, Resolution Plan as submitted to NARCL with respect to parent's debt assigned to them has been approved and Letter dated 02nd April, 2026 sanctioning the same ('Sanction Letter') has been issued. In terms of the Sanction Letter, the debts as assigned to NARCL have been restructured with effect from cut-off date of 31st December 2025. Further, in respect of outstanding amount of borrowing assigned to JCAF, the Parent has also arrived at a One Time Settlement ('OTS') with JCAF and the letter dated 13th May, 2026 sanctioning the OTS has since been issued with effect from the cut-off date of 31st March, 2026.

Resolution with NARCL is subject to entering into Master Restructuring Agreement ('MRA') which is pending execution as on this date and the said resolution and OTS with JCAF is subject to fulfilment of the conditions precedent as specified in the sanction letters issued by the respective parties. In the event there being default in making payments and fulfilling the conditions including those relating to regulatory compliances and other approvals etc., the restructuring as dealt in the said note shall stand revoked and outstanding amount will required to be restored and will be considered as payable as per the original terms thereof. The Parent's management is confident of timely repayment of sustainable amount and compliances with respect to the conditionalities as stipulated thereagainst. In the event of the management's expectation and estimation in this respect, not turning out to be feasible in future, possible consequential impact thereof even though presently not ascertainable are expected to be material.

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 CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

5. PROPERTY, PLANT AND EQUIPMENT

As at 31st March 2026

(₹ in Lakhs)

Particulars	GROSS AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT
	As at 1st April 2025	Additions during the year	Disposal/ Forex Adjustment during the year	As at 31st March 2026	As at 1st April 2025	Depreciation for the year	Disposal/ Forex Adjustment during the year	As at 31st March 2026	As at 31st March 2026
Freehold	285.64	-	-	**285.64**	-	-	-	-	**285.64**
ROU Leasehold Land	1,257.27	-	(108.94)	**1,366.21**	12.04	2.41	-	**14.45**	**1,351.76**
Buildings	44,133.40	72.94	(17.13)	**44,223.47**	20,014.19	1,280.00	(212.52)	**21,506.71**	**22,716.76**
ROU Building	1,436.27	-	-	**1,436.27**	1,242.38	10.20	-	**1,252.58**	**183.69**
Plant and Equipment	42,777.53	915.41	(1,490.75)	**45,183.69**	26,595.32	2,101.77	(1,026.21)	**29,723.30**	**15,460.39**
Furniture and Fixtures	749.15	11.42	(0.25)	**760.82**	663.16	27.73	(0.35)	**691.24**	**69.58**
Vehicles	3,262.45	1.79	156.32	**3,107.92**	3,099.74	65.74	156.71	**3,008.77**	**99.15**
Office Equipment	191.99	1.34	(10.71)	**204.04**	178.44	7.52	(9.67)	**195.63**	**8.41**
Computer	372.54	22.71	1.32	**393.93**	304.70	22.65	1.89	**325.46**	**68.47**
Bearer Plants	82,439.47	728.07	(474.93)	**83,642.47**	18,725.51	2,519.41	(143.98)	**21,388.90**	**62,253.57**
Total	**1,76,905.71**	**1,753.68**	**(1,945.07)**	**1,80,604.46**	**70,835.48**	**6,037.43**	**(1,234.13)**	**78,107.04**	**1,02,497.42**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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	As at 31st March 2025	As at 1st April 2024	Depreciation for the year	Disposal/ Forex Adjustment during the year	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**

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 53).

5.2 The Parent has 31 tea estate land in State of Assam for which lease (patta) has been granted by Government of Assam for carrying out the plantation activity against payment of Land Revenue. Further, the parent has 2 tea estates in the State of West Bengal where land has been taken on lease for 30 years on renewal basis from the Government of West Bengal and these 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 Disposal/ Forex Adjustments includes gain of ₹ 2,363.30 lakhs (31st March 2025: ₹ 2,432.32 lakhs) under Gross Amount and ? ₹,329.79 lakhs (31st March, 2025: ₹ 1,122.77) Lakhs under Accumulated Depreciation related to realignment of PPE at closing rates as required in terms of Ind AS.

5.4 Refer note 61 in respect of ascertainment of Impairment if any in accordance with Ind AS 36 'Impairment of Assets' in respect of Parent and Note 41 for assets acquired pursuant to Scheme of Amalgamation/ Arrangement.

5.5 Refer note 23 and 26 in respect of charge against borrowings, Note 54 referring restriction imposed by Hon'ble High Court of Delhi relating to disposal of assets and Note 55 with respect to the approval of Parent's Board of Directors' as required in terms of the Sanction Letter issued by NARCL for sale of specified assets of four tea estates.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

6. GOODWILL ON CONSOLIDATION

(₹ in Lakhs)

Particulars	Amount
As at 31st March 2024	**19,742.29**
Add/(less) : Foreign Exchange Adjustment	146.39
As at 31st March 2025	**19,888.68**
Add/(less) : Foreign Exchange Adjustment	399.40
As at 31st March 2026	**20,288.08**

6.1 Refer note 61 in respect of ascertainment of Impairment if any in accordance with Ind AS 36 'Impairment of Assets'.

7. OTHER INTANGIBLE ASSETS

As at 31st March 2026

(₹ in Lakhs)

Particulars	GROSS AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT
	As at 1st April 2025	Additions during the year	Disposal/ Forex Adjustment during the year	As at 31st March 2026	As at 1st April 2025	Depreciation for the year	Disposal/ Forex Adjustment during the year	As at 31st March 2026	As at 31st March 2026
Trade Mark [Brand]	3,726.89	-	(173.43)	**3,900.32**	3,662.44	68.94	(168.94)	**3,900.32**	**-**
Computer Software	574.54	0.90	(3.62)	**579.06**	573.55	0.96	(3.61)	**578.12**	**0.94**
Total	**4,301.43**	**0.90**	**(177.05)**	**4,479.38**	**4,235.99**	**69.90**	**(172.55)**	**4,478.44**	**0.94**

As at 31st March 2026

(₹ 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
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**

7.1 Trade mark (Brand - WM logo) with Gross Block of ₹ 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 are being amortised over the expected economic lives of 5 to 20 years.

7.2 Disposal/ Forex Adjustments includes gain of ₹ 177.05 lakhs (31st March 2025: ₹ 65.49 lakhs) under Gross Amount and ₹ 172.57 lakhs (31st March, 2025: ₹ 60.79 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 61 in respect of ascertainment of Impairment if any in accordance with Ind AS 36 'Impairment of Assets' in respect of Parent.

7.4 Refer Note 23 and 26 to the consolidated financial statements in respect of charge against borrowings.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

8. INVESTMENT IN ASSOCIATE

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
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 2025: 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 2026		As at 31st March 2025	
		Current	Non-Current	Current	Non-Current
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				
Nil (31st March 2025: 30,52,295) Shares, fully impaired		-	-	-	0.00
Williamson Financial Services Limited					
16,66,953 (31st March 2025: 16,66,953) Shares		-	88.08	-	110.23
Eveready Industries India Limited	9.7				
16,63,289 (31st March 2025: 16,63,289) Shares of ₹ 5/- each		4,363.60	-	-	5,036.46
The Standard Batteries Limited	9.8				
10,03,820 (31st March 2025: 10,03,820) Shares of ₹ 1/- each		-	382.02	-	688.03
Kilburn Office Automation Limited	9.5 and 9.10				
31,340 (31st March 2025: 31,340) Shares		-	0.00	-	0.00
		4,363.60	**470.10**	**-**	**5,834.72**
Unquoted					
ABC Tea Workers Welfare Services Limited					
11,067 (31st March 2025: 11,067) Shares		-	0.71	-	0.71
Murablack India Limited	9.5	-			
5,00,000 (31st March 2025: 5,00,000) Shares , fully impaired		-	0.00	-	0.00
Arunodaya Green Fuels Limited	9.11				
1,33,333 (31st March 2025: 1,33,333) Shares, fully impaired		-	-	-	-
Babcock Borsig Limited					
12,99,600 (31st March 2025: 12,99,600) Shares, fully impaired	9.5	-	0.00	-	0.00
		-	**0.71**	**-**	**0.7**
		4,363.60	**470.81**	**-**	**5,835.43**
9.1 Aggregate amount of Unquoted Investments		- 0.71	-	0.71	9.2
8.2 Aggregate amount of Quoted Investments		4,363.60	470.10	-	5,834.72
9.3 Aggregate market value of Quoted Investments		4,363.60	470.10	-	5,834.72
9.4 Aggregate amount of Impairment in the value of Investments	9.5	-	-	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

9.5 Amount is below the rounding off norm adopted by the Group.

9.6 In connection with a Term Loan from ICICI Bank Limited of ₹ 5,000.00 lakhs (31st March, 2025: ₹ 5,000.00 lakhs) taken by McNally Bharat Engineering Company Limited ('MBECL'), the Parent had furnished a Non-Disposal Undertaking of its present and future holding of equity shares in the said company. Consequent to implementation of Resolution Plan of MBECL approved by Hon'ble NCLT, Kolkata, equity share capital of MBECL has been extingisuhed and thereby the investment in the said company which were fully impaired, has been written off in these consolidated financial statements and as such no claims in respect of the said lies against the Parent.

9.7 In earlier years, shares of Eveready Industries India Limited were pledged with HDFC Bank Limited against short-term loan of ₹ 7,500.00 lakhs which had been repaid. These investments as such have become non-encumbured as per the Demat statement and disclosure made by the said Investee company. Subsequent to the balance sheet date, as per the resolution plan approved by NARCL as stated in Note 59, certain assets including investment in Equity shares of Eveready Industries India Limited are to be monetised by 31st March 2027. Accordingly, these have been classified as Current investments.

9.8 Shares of The Standard Batteries Limited were pledged to Aditya Birla Finance Limited against short-term loan of ? 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 In earlier years, pledge with respect to shares of Kilburn Engineering Limited against loan from RBL Bank Limited had been Invoked by them. These investment are however reflected in the Demat Statement and are currently under reconciliation.

9.10 Trading of Kilburn Office Automation Limited Shares have been suspended on the stock exchange. Accordingly, fair valuation of these shares have been derived based on the latest audited financial statement.

9.11 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 2026		As at 31st March 2025	
		Current	Non-Current	Current	Non-Current
Loans to Bodies Corporate	58				
Considered Good		-	41,753.11	-	1,85,628.34
Credit Impaired		-	2,35,669.70	-	91,702.40
Less: Allowance for Doubtful Loans	10.2	-	(2,35,669.70)	-	(91,702.40)
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	860.25	-	571.95	-
Credit Impaired		-	7.38	-	7.38
Less: Allowance for Doubtful Loans	10.2	-	(7.38)	-	(7.38)
		860.25	**41,753.11**	**571.95**	**1,85,628.34**

10.1 Advances to employees include Remuneration to the extent of ₹ 845.30 Lakhs paid to the Managing Director of the Parent for the period from 17th May 2023 to 31st March 2026 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, however resolution with respect to the borrowing of the parent as dealt herein in Note 59 was then pending with the lenders. Accordingly, the said amount being paid and recoverable has been recognised as advances, pending necessary approval and completion of resolution by the lenders.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

10.2 Movement of Impairment Allowances for doubtful balances:

(₹ in Lakhs)

Particulars	Loans to Bodies Corporate and others		Loans and Advances to Employees	
	Year ended 31st March 2026	Year ended 31st March 2025	Year ended 31st March 2026	Year ended 31st March 2025
At the beginning of the year	91,715.40	91,098.00	7.38	7.38
Recognised during the year (Refer Note 40.1(b))	1,43,967.30	617.40	-	-
Reversal during the year	-	-	-	-
At the end of the year	**2,35,682.70**	**91,715.40**	**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 are as follows:

(₹ in Lakhs)

Particulars	As at 31st March 2026		As at 31st March 2025	
	Amount	%ge of Total	Amount	%ge of Total
Repayable on Demand				
Promoters/ Promoter Group				
Williamson Magor & Co. Limited	19,221.42	6.91%	19,221.42	6.92%
Babcock Borsig Limited	14,500.00	5.21%	14,500.00	5.22%
Williamson Financial Services Limited	22,200.00	7.98%	22,200.00	7.99%
Woodside Parks Limited	91,040.22	32.71%	91,040.22	32.76%
Director				
Aditya Khaitan (Refer note no. 10.1)	845.30	0.30%	576.90	0.21%

10.4 Refer Note 23 and 26 to the consolidated financial statements in respect of charge against borrowings.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

11. OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026		As at 31st March 2025	
		Current	Non-Current	Current	Non-Current
Security Deposits			969.89	-	844.88
Fixed Deposit with Banks	11.1	-	30.09	-	82.66
Receivable against Sale of specified assets of Tea Estates	11.2 and 63	-	2,414.78	-	2,417.02
Interest Accrued on Loans, Deposits and Others	58				
Considered good		9.08	-	15.83	-
Credit Impaired	11.3	120.45	10,533.63	89.77	10,425.32
Less: Allowance for Doubtful Interest Receivable	11.5	(120.45)	(10,533.63)	(89.77)	(10,425.32)
Interest Subsidies receivable from Government	11.4	-	579.35	-	579.35
Receivable on account of claims and other receivable	63				
Considered good		350.83	-	362.34	-
Credit Impaired		2,418.94	-	1,989.51	-
Less: Allowance for Doubtful Claims	11.5	(2,418.94)	-	(1,989.51)	-
Duty draw back benefits pertaining to exports		108.25	-	123.98	-
Subsidies receivable from Government		597.88	-	670.09	-
Compensation receivable from Government	63	51.63	-	51.63	-
Others - Accrued income Receivable		2.59	-	28.08	-
		1,120.26	**3,994.11**	**1,251.95**	**3,923.91**

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 Includes ₹ 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 consolidated financial statement.

11.4 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. Accordingly, the amount so recognised has been considered good and recoverable and claim for subsequent period has not been recognised.

11.5 Movement of Impairment Allowances for doubtful balances:

Particulars	Receivable on account of claims and others receivable		Interest Accrued on Loans and Deposits	
	Year ended 31st March 2026	Year ended 31st March 2025	Year ended 31st March 2026	Year ended 31st March 2025
At the beginning of the year	1,989.51	1,892.71	10,515.09	10,236.48
Recognised during the year	429.43	96.80	138.99	278.61
Reversal during the year	-	-	-	-
At the end of the year	**2,418.94**	**1,989.51**	**10,654.08**	**10,515.09**

11.6 Refer Note 23 and 26 to the consolidated financial statements in respect of charge against borrowings.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

12. DEFERRED TAX (LIABILITIES)/ ASSETS (NET

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Deferred Tax Assets		51,229.02	27,103.52
Deferred Tax Liabilities		22,368.77	22,712.94
Deferred Tax (Liabilities)/ Assets (Net)		**28,860.25**	**4,390.58**

Components of Deferred Tax Assets/ (Liabilities) are given below:

As at 31st March 2026 (₹ in Lakhs)

Particulars	As at 31st March 2025	Forex Adjustment during the year	Charge/ (Credit) recognised in Statement of profit and loss	Charge/ (Credit) recognised in OCI	As at 31st March, 2026
Deferred Tax Assets:					
Expenses allowable on payment basis	22,100.08	(116.01)	10,587.98	909.96	10,718.15
Allowances for Doubtful Debts, Advances etc.	1,555.33	(73.50)	(30,819.40)	-	32,448.23
MAT Credit Entitlement	1,398.70	-	(2,433.35)	-	3,832.05
Unabsorbed Tax Losses	1,703.42	(183.16)	756.28	-	1,130.30
Others	345.99	(32.44)	(2,721.86)	-	3,100.29
Total Deferred Tax Assets	**27,103.52**	**(405.11)**	**(24,630.35)**	**909.96**	**51,229.02**
Deferred Tax Liabilities:					
Timing difference with respect to Property, Plant and Equipment and other intangible assets	22,712.94	338.96	(683.13)	-	22,368.77
Others	-	-	-	-	-
Total Deferred Tax Liabilities	**22,712.94**	**338.96**	**(683.13)**	**-**	**22,368.77**
DEFERRED TAX ASSETS/ (LIABILITIES) (NET)	**4,390.58**	**(66.15)**	**(25,313.48)**	**909.96**	**28,860.25**

As at 31st March 2025 (₹ in Lakhs)

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	40.73	(218.58)	-	345.99
Total Deferred Tax Assets	**23,519.93**	**(133.09)**	**(3,749.96)**	**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**
DEFERRED TAX ASSETS/ (LIABILITIES) (NET)	**(14.17)**	**43.95**	**(4,748.16)**	**299.46**	**4,390.58**

12.1 During the year, rationale for recognition of Deferred Tax Assets ('DTA') has been reviewed during the year. Realisation of DTA is dependent upon generation of future taxable profit against which those temporary differences and carry forward of tax losses become deductible. Considering the resolution of the parent's debt as dealt with in the note 59 and expected improvement in operational and financial performance and growth in volume of business of the parent, Deferred Tax Assets of ₹ 28,860.25 lakhs (including ₹ 24,290.03 lakhs recognised during the year) has been carried forward in these consolidated financial statements based on parent's management assumption for reasonable certainty of realisation thereof against the expected taxable income and reversal of Deferred Tax Liabilities ('DTL').

In view of the management, future taxable income of the company considering the projected volume of operations will be sufficient to absorb the deferred tax assets over a period of time.

12.2 **The Expiry date for accumulated losses unrecognised are as follows:**

Particulars	Year of Expiry	Amount
Short Term Capital Loss	AY 2028-29	135.13

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

13. OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Capital Advances		57.36	-
Advances to Suppliers, Service Providers etc.			
Credit Impaired		1,161.51	1,161.51
Less : Allowance for Doubtful Advances	13.1	(1,161.51)	(1,161.51)
Advance for Employee Benefit	42		
- Superannuation Fund		1,171.68	1,341.68
Prepaid with Government Authorities Expenses			
Deposit under protest		26.68	-
Deposits with National Bank for Agriculture and Rural Development		10.98	54.97
		1,266.70	**1,396.65**

13.1 Movement of Impairment Allowances for doubtful balances:

Particulars	Year ended 31st March 2026	Year ended 31st March 2025
At the beginning of the year	1,161.51	1,161.51
Recognised during the year	-	-
Reversal during the year	-	-
At the end of the year	1,161.51	1,161.51

14. INVENTORIES

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
At lower of cost and net realisable value			
Raw Materials (Green Leaf)		143.85	92.53
Finished Goods (Stock of Tea)		5,707.86	5,443.20
Including in transit ₹ 594.24 Lakhs (31st March 2024: ₹ 720.59 Lakhs)]			
Stores and Spares	14.1 and 14.3	6,145.97	5,104.47
		11,997.68	**10,640.20**

14.1 Stores and Spares is net of allowance for slow moving/obsolete inventory amounting to ₹ 1,192.16 lakhs (31st March 2025: ₹ 1,018.07 lakhs).

14.2 Disclosure as per Ind AS 2 "Inventories"

Particulars	Year ended 31st March 2026	Year ended 31st March 2025
a) Cost of Inventories recognised as Expense during the year	1,09,472.78	1,11,024.16
b) (Increase)/Decrease in value of inventory due to variation in realisable value	-	-
	1,09,472.78	**1,11,024.16**

14.3 Stores and Spares includes Tea Nurseries amounting to GBP 33,363 (Equivalent ₹ 41.92 lakhs) (31st March 2025: GBP 44,222 (Equivalent ₹ 48.82 lakhs)) in a subsidiary which are charged/capitalised depending upon the nature of use.

14.4 Refer Note 23 and 26 to the Consolidated Financial Statements in respect of charge against borrowing.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

15. BIOLOGICAL ASSETS OTHER THAN BEARER PLANTS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Fair Value of Biological Assets other than Bearer Plants (Unharvested Tea Leaves)		304.75	230.70
		304.75	**230.70**

15.1 Changes in Fair Value of Biological Assets Other Than Bearer Plants

Particulars	Year ended 31st March 2026	Year ended 31st March 2025
Opening	230.70	488.40
Increase due to harvest/physical changes	304.75	230.70
Decrease due to harvest/physical changes	(230.70)	(488.40)
Closing	**304.75**	**230.70**

15.2 Unharvested tea leaves on bushes as on 31st March 2026 was 24.68 Lakh Kgs (31st March 2025: 21.21 Lakh Kgs).

15.3 Refer Note 23 and 26 to the Consolidated Financial Statements in respect of charge against borrowings.

16. TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Unsecured	63		
- Considered Good		3,773.91	4,835.64
- Credit Impaired		276.90	212.01
Less: Allowance for Doubtful Debts	16.2	(276.90)	(212.01)
		3,773.91	**4,835.64**

16.1 Trade Receivables ageing schedule based on the due date for payment there against are as follows (Refer Note 63):

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Undisputed Trade Receivables- Considered Good			
Within the credit period		1,873.20	1,565.97
Less than 6 Months		1,277.06	1,945.47
6 months - 1 Year		191.47	822.54
1-2 Years		150.31	324.99
2-3 Years		103.39	64.13
3 Years and above		178.48	111.84
Undisputed Trade Receivables - Credit impaired			
3 Years and above		276.90	212.01
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		-	-
Disputed Trade Receivables- Credit impaired			
3 Years and above		-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

16.2 Movement of Impairment Allowances for doubtful debts

(₹ in Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
At the beginning of the year	212.01	392.90
Recognised during the year	64.89	14.37
Reversal during the year	-	(195.26)
At the end of the year	**276.90**	**212.01**

16.3 Refer Note 23 and 26 to the Consolidated Financial Statements in respect of charge against borrowings.

17. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Balance with banks in Current Accounts		1,528.60	805.65
Cash on hand		77.55	48.85
		1,606.15	**854.50**

17.1 Refer Note 23 and 26 to the Consolidated Financial Statements in respect of charge against borrowings.

18. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Earmarked Balance with banks:			
- In Dividend Accounts	18.1	5.15	5.15
- In Fixed Deposits	11.1	93.89	25.69
- In Escrow Accounts/Fractional Share Sale Proceeds Account	18.1	0.16	0.16
		99.20	**31.00**

18.1 There are no amount due and outstanding to be credited to Investor Education and Protection Fund at the Balance Sheet date

18.2 Refer Note 23 and 26 to the Consolidated Financial Statements in respect of charge against borrowings.

19. CURRENT TAX ASSETS (NET)

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Advance Tax - Agricultural Income Tax	31.1	810.50	810.50
[Net of Provision ₹ 17,140.38 lakhs (31st March 2025: ₹ 17,140.38 lakhs)]			
Advance Tax - Income Tax		1,717.28	1,073.09
[Net of Provision ₹ 43.13 lakhs (31st March 2025: ₹ 64.89 lakhs)]			
Advance Tax - Fringe Benefit Tax		13.29	13.29
[Net of Provision ₹ 201.53 lakhs (31st March 2025: ₹ 201.53 lakhs)]			
		2,541.07	**2,496.88**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

20. OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Balance with Government Authorities- GST, etc.		1,660.28	2,657.06
Advances to Suppliers, Service Providers etc.	63		
Considered Good		2,751.33	3,595.50
Considered Doubtful	20.1	1,686.61	1,659.79
Less: Allowance for Doubtful Advances	20.2	(1,686.61)	(1,659.79)
Advance for Employee Benefits	42		
- Superannuation Fund		127.08	110.39
Advance to Employees			
Considered Good		96.02	89.55
Considered Doubtful		124.73	133.78
Less: Allowance for Doubtful Advances	20.2	(124.73)	(133.78)
Prepaid Expenses		924.29	727.03
		5,559.00	**7,179.53**

20.1 Includes ₹ 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.

20.2 Movement of Impairment Allowances for doubtful advances:

(₹ in Lakhs)

Particulars	Advances to Suppliers, Service Providers etc.		Advance to Employees	
	Year ended 31st March, 2026	Year ended 31st March, 2025	Year ended 31st March, 2026	Year ended 31st March, 2025
At the beginning of the year	1,659.79	1,656.08	133.78	124.73
Recognised during the year	26.82	41.24	-	9.05
Reversal during the year	-	(37.53)	(9.05)	-
At the end of the year	**1,686.61**	**1,659.79**	**124.73**	**133.78**

20.3 Refer Note 23 and 26 to the Consolidated Financial Statements in respect of charge against borrowings.

21. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Authorised			
12,00,00,000 (31st March 2025: 12,00,00,000) Equity Shares of ₹ 5/- each		6,000.00	6,000.00
Issued, subscribed and paid-up			
10,44,55,735 (31st March 2025: 10,44,55,735) Equity Shares of ₹ 5/- each fully paid up		5,222.79	5,222.79
		5,222.79	**5,222.79**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

21.1. Reconciliation of number of Equity Shares outstanding

(No. of Shares)

Particulars	Year ended 31st March 2026	Year ended 31st March 2025
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

21.2 Rights, preferences and restrictions attached to Shares

The Parent has one class of shares referred to as Equity Shares having a par value of ₹ 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.

21.3 There are no shareholders holding more than 5% of the Equity Shares

21.4 Shareholding of Promoter :

For the year ended 31st March 2026

Particulars	As at 31st March 2026		As at 31st March 2025		%ge Change
	No. of Share	%	No. of Share	%	
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 2025

Particulars	As at 31st March 2025		As at 31st March 2024		%ge Change
	No. of Share	%	No. of Share	%	
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 AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

22. 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 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	-	-	-	619.45	-	-	-	(619.45)	-	-	-	-
As at 31st March 2025	**201.68**	**4,402.30**	**1,08,522.27**	**(1,53,303.21)**	**19,209.20**	**23,991.57**	**5,165.45**	**-**	**(7,748.01)**	**441.25**	**-**	**441.25**
Profit/(Loss) for the year	-	-	-	(12,350.10)	-	-	-	-	-	(12,350.10)	-	(12,350.10)
Other Comprehensive Income	-	-	-	-	-	-	(1,001.02)	1,830.96	807.15	1,637.09	-	1,637.09
Total Comprehensive Income for the year	**-**	**-**	**-**	**(12,350.10)**	**-**	**-**	**(1,001.02)**	**1,830.96**	**807.15**	**(10,713.01)**	-	**(10,713.01)**
Transfer on account of depreciation on amount added on Revaluation of Property, Plant and Equipment	-	-	-	1,096.58	-	(1,096.58)	-	-	-	-	-	-
Transfer to Retained Earnings	-	-	-	1,830.96	-	-	-	(1,830.96)	-	-	-	-
As at 31st March 2026	**201.68**	**4,402.30**	**1,08,522.27**	**(1,62,725.77)**	**19,209.20**	**22,894.99**	**4,164.43**	**-**	**(6,940.86)**	**(10,271.76)**	**-**	**(10,271.76)**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

Nature and Purpose of Reserves

22.1 **Capital Reserve**

Represents the amount transferred from the transferor company pursuant to Scheme of Arrangement effected in earlier years.

22.2 **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.

22.3 **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.

22.4 **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.

22.5 **Retained Earnings**

Retained earnings generally represents the amount of accumulated surplus/deficit of the Group. This includes Other Comprehensive Income of ₹ 6,138.30 lakhs (31st March 2025: ? 7,969.26 lakhs) relating to remeasurement of defined benefit plans (net of tax) which cannot be reclassified to Statement of Profit and Loss.

22.6 **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 which was transferred from the said reserve to general reserve till the year ended 31st March 2025 has been transferred to retained earnings with effect from this year. This is to offset the impact of the corresponding depreciation forming part of the retained earnings. This as such does not have any impact on the amount of other equity of the Group.

22.7 **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 22.5 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

23. NON CURRENT BORROWINGS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026		As at 31st March 2025	
		Current	Non-Current	Current	Non-Current
SECURED					
Term Loan from Banks					
Foreign Currency Loan					
ABSA Bank (former Barclays Bank (U) limited)		1,538.47	4,615.45	1,431.69	5,726.77
a) Nature of Security i. 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. 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 SOFR plus Margin of 4.85%.					
c) Terms of Repayment					
Term loan is repayable in 60 monthly installment of USD 1,38,845 (Equivent to ₹ 131.57 lakhs) from January 2025					
Uganda Development Bank		346.18	4,183.89	169.22	4,013.69
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 quarterly equal instalments after a moratorium of three years (i.e. from 17th February 2025).					
Term Loan from Others					
INR Loan					
National Asset Reconstruction Company Limited	23.1 to 23.4	30,125.87	52,666.77	7,070.00	-
a) Nature of Security					
i) First pari passu charge of 25 tea estates by way of mortgage over immovable fixed assets and hypothecation of movable fixed assets. ii) First pari passu charge on immovable property of Bhootechang, Bukhial and Dimakusi Tea Estates					

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

23. NON CURRENT BORROWINGS *(Contd.)*

(₹ in Lakhs)

Particulars		Refer Note No.	As at 31st March 2026		As at 31st March 2025	
			Current	Non-Current	Current	Non-Current
	iii) Exclusive charge on immovable property of Dufflaghur and Keyhung Tea Estates					
	iv) Exclusive mortgage of Mathura and Mijicajan Tea Estates					
	v) Personal Guarantee of Mr. Aditya Khaitan, Director amounting to ₹ 12,500.00 lakhs					
National Asset Reconstruction Company Limited		23.1 to 23.4	-	-	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.					
Particulars						
J. C. Flowers Asset Reconstruction Private Limited		23.1 to 23.4	12,438.31	2,500.00	4,375.00	-
a)	Nature of Security					
	i) First pari passu charge of 25 tea estates by way of mortgage over immovable fixed assets and hypothecation of movable fixed assets. ii) Secondu charge on immovable property of Bhootechang, Bukhial and Dimakusi Tea Estates iii) Exclusive charge on movable property of Dirial, Phulbari and Hunwal Tea Estates iv) First pari passu charge on all current assets including receivable v) Subservient charge on current assets of the borrower					
UNSECURED		23.1 to 23.4				
National Asset Reconstruction Company Limited			-	-	5,049.29	-
			44,448.83	**63,966.11**	**23,095.21**	**9,740.46**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

23. NON CURRENT BORROWINGS *(Contd.)*

23.1 The parent in terms of the sanction letter originally issued has been in default for the repayment of principal and interest as on 31st March 2026. These amount excepting in case of a bank as given hereunder, as stated in Note 59 has since been restructured. Keeping in view the said restructuring and the term specified specified therein, no default against these loans remain unresolved as on thie date. This however as stated in the said note is subject to execution of MRA and fulfillment of conditions precdent to the sanction letters. Accordingly, the period and amount of loan outstanding in respect of the loan from a bank pending resolution as on 31st March 2026 are as follows:

(₹ in Lakhs)

Particulars	Period of Default	Principal		Interest	
		As at 31st March 2026	As at 31st March 2025	As at 31st March 2026	As at 31st March 2025
Short Term Loan from Banks					
IndusInd Bank Limited- Unsecured	December 2019 to 31st March, 2026	7,166.00	7,166.00	6,147.12	5,020.51
Short Term Loan from Others					
Ragini Finance Limited	October 2019 to 31st March, 2026	950.00	950.00	-	-
Digvijay Finlease Limited	October 2019 to 31st March, 2026	1,950.00	1,950.00	-	-
P D K Impex Private Limited	March, 2020 to 31st March, 2026	110.00	110.00	-	-
		10,176.00	**10,176.00**	**6,147.12**	**5,020.51**

23.2 Repayment Schedule for the Restructured Loans from ARCs/ Banks are as follows:

Particulars	ASBA Bnak	Uganda Development Bank	National Asset Reconstruction Company Limited	J. C. Flowers Asset Reconstruction Private Limited
1st April 2026 to 31st March 2027	1,538.47	346.18	30,125.87	12,438.31
1st April 2027 to 31st March 2028	1,578.84	849.95	23,194.22	2,500.00
1st April 2028 to 31st March 2029	1,578.84	849.95	29,472.55	-
1st April 2029 to 31st March 2030	1,457.77	849.95	-	-
1st April 2030 to 31st March 2031	-	849.95	-	-
1st April 2029 to 31st March 2030	-	784.09	-	-

23.3 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 had 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 had 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. NARCL has appointed India Debt Resolution Company Limited ('IDRCL'), as its exclusive service agent, and has executed a power of attorney, in favour of the IDRCL, to allow the IDRCL to do all such acts and things, as may be necessary, for the efficient restructuring of the debt of the Borrower, on behalf of NARCL

Subsequent to the balance sheet date as detailed in Note 59, Resolution Plan as submitted to IDRCL with respect to debts assigned to NARCL has been approved and Letter dated 02nd April 2026 sanctioning the same ('Sanction Letter') has since been issued by IDRCL. In terms of the sanction letter, the debts as assigned to NARCL have been restructured with effect from cut-off date of 31st December 2025. Further, in respect of outstanding amount of borrowing assigned to J. C. Flowers Asset

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

23. NON CURRENT BORROWINGS *(Contd.)*

Reconstruction Private Limited ('JCAF'), the Parent has also arrived at a One Time Settlement ('OTS') with JCAF and the letter dated 13th May 2026 sanctioning the OTS has since been issued with effect from the cut-off date of 31st March 2026. Accordingly, the otstanding balance of borrowings have been restated at NPV and disclosure with respect to security, interest rate and repayment has been made based on such sanction letters.

23.4 The Security as disclosed above have been based on the Sanction Letters issued by ARC's. In respect of loans assigned to them and restructured as stated in Note 59, the charges have however been modified as filed or yet to be filed in line with sanction letters as stated in Note 23.3. These being subject to execution of MRA by NARCL and/or fulfillment of conditions precedent, the charges with respect to the restructured borrowings as specified in the said letters are pending modification and/or execution as on this date. Similarly, in certain cases where personal guarantee of managing director etc. as required in terms of sanction letter are also pending execution which shall be regularised on execution of the MRA.

23.5 Also Refer Note 37, 59, 60, 62 and 63.

24. EMPLOYEE BENEFIT OBLIGATIONS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026		As at 31st March 2025	
		Current	Non-Current	Current	Non-Current
Provision for Employee Benefits	42				
- Staff Pension		2,933.82	4,905.96	2,408.47	4,666.80
- Gratuity Fund		3,164.89	5,708.26	3,594.79	7.250.49
- Leave	24.1	162.54	-	149.03	-
		6,261.25	**10,614.22**	**6,152.29**	**11,917.29**

24.1 Leave encashment entitlement in case of Parent amounting to ₹ 139.38 lakhs (31st March 2025: ₹ 139.38 lakhs) to executive grade employees with effect from 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.

25. OTHER NON - CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Unsustainable Debt against Equity allotment	25.1	11,900.00	-
Statutory Payables - Provident Fund	25.2 & 62	12,740.95	-
Deferred Revenue arising from Government Grants	25.3	329.20	360.56
		24,970.15	**360.56**

25.1 Unsustainable Debt against Equity allotment represents the amount (as estimated) which have been retained out of the amount of the total unsustainable debt towards allotment of 10% of the total Equity Capital of the Parent on diluted basis, pursuant to the approval of the Resolution Plan as approved by NARCL as dealt with in Note 59. Necessary adjustments in this respect will be given effect to on determination of the amount and resolution to the effect being approved by the shareholders of the parent.

25.2 During the year, Assam Tea Provident Fund Organisation ('ATEPFO') vide their letter dated 12th March 2026 has restructured the Provident Fund due of the Parent for the period upto 31st January 2026 payable in 36 installments from April 2026 as specified in the said letter (Refer Note 62(b)).

25.3 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.	391.92	-	31.36	360.56

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

26. CURRENT BORROWINGS

(₹ in Lakhs)

Particulars		Refer Note No.	As at 31st March 2026	As at 31st March 2025
Secured Loans from Banks/ Others				
Cash Credit, Packing Credit and Demand Loans			-	20,485.81
(1)	**INR Loan**	23.1 to 23.4		
(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**		4,369.40	4,125.20
(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 from Others				
J C Flowers Asset Reconstruction Private Limited		23.1 to 23.4	-	30,806.00
(a)	Nature of Security			
	Subservient charge on all the Moveable Fixed assets of tea estates both present and future.			
National Asset Reconstruction Company Limited		23.1 to 23.4	-	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 of the Parent.			
	Personal guarantee of Mr. Aditya Khaitan, Director to the extent of ₹ 7,500.00 lakhs being against erstwhile borrowing from Axis Bank Limited			
National Asset Reconstruction Company Limited			-	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 parent both present and future			
Unsecured Loans - Short Term				
Unsecured Loans from Banks		59(d)		
	IndusInd Bank Limited		7,166.00	7,166.00
Unsecured Loans from Others				
	- National Asset Reconstruction Company Limited	23.1 to 23.4	-	27,650.71
	- From Individuals		3,500.00	3,500.00
	- From Body Corporates		10,400.00	8,600.00
	- From Related Parties	26.2 and 26.3	15,679.40	16,479.40
Current Maturities of Long Term Debts				
Secured Loans from Banks		23		
Absa Bank (Former Barclay Bank Limited)			1,538.47	1,431.69

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

26. CURRENT BORROWINGS (Contd.)

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Uganda Development Bank		346.18	169.22
Secured Loans from Others	23		
J C Flowers Asset Reconstruction Private Limited		12,438.31	4,375.00
National Asset Reconstruction Company Limited		30,125.87	12,070.00
Unsecured Loans from Others	23		
National Asset Reconstruction Company Limited		-	5,049.29
		85,563.63	**1,80,412.31**

26.1 Refer Note 23.1 in respect of default in borrowings by the Parent.

26.2 Certain payments made by body corporates on behalf of the parent amounting to ₹ 6,315.00 lakhs (including ₹ 3,815.00 lakhs during the year) against settlements directly made by them for repayment of ICDs/Advances taken by the parent have been disclosed and included under 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 Security as disclosed above have been based on the Sanction Letters issued by ARC's. In respect of loans assigned to them and restructured as stated in Note 59, the charges have however been modified as filed or yet to be filed in line with sanction letters as stated in Note 23.3. These being subject to execution of MRA by NARCLand/or fulfillment of conditions precedent, the charges with respect to the restructured borrowings as specified in the said letters are pending modification and/or execution as on this date. Similarly, in certain cases where personal guarantee of managing director etc. as required in terms of sanction letter are also pending execution which shall be regularised on execution of the MRA.

26.4 Also refer Note 37, 60, 62 and 63

27. TRADE PAYABLE

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Payable for Goods and Services	63		
a) Dues of micro and small enterprises	27.1	2,180.85	1,525.88
b) Dues other than micro enterprises and small enterprises		7,740.55	8,184.24
		9,921.40	**9,710.12**

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 63).

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
a) Principal amount remaining unpaid but not due as at year end		2,318.19	1,525.88
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		-	-
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		-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 63).

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Undisputed - Non MSME			
Less than 1 year		2,210.96	1,725.33
1-2 years		1,092.17	910.11
2-3 years		25.15	1,536.27
More than 3 years		4,412.27	4,012.53
		7,740.55	**8,184.24**
Undisputed - MSME			
Less than 1 year		1,280.85	1,437.84
1-2 years		211.76	60.01
2-3 years		80.39	23.49
More than 3 years		607.85	4.54
		2,180.85	**1,525.88**
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:** **(₹ in Lakhs)**

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Undisputed - Non MSME		674.26	699.16
Undisputed - MSME		-	-
		674.26	**699.16**

28. OTHER FINANCIAL LIABILITIES

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Interest accrued and due on borrowings	23, 26, 28.1, 28.2 & 63	4,829.82	95,502.05
Interest accrued but not due on borrowings	23 and 26	2,022.80	1,634.95
Unpaid Dividends	28.3	5.15	5.15
Unclaimed Fractional Share Sale Proceeds	28.3	0.16	0.16
Deposits Received from Agents/ Customers	63	104.11	102.86
Employee Benefits Payable		8,470.14	9,099.18
ayable against Fair Trade Premium		39.44	21.14
Payable against Specified Assets of Sold Tea Estates (Net)	11.2 and 63	54.28	490.89
Book overdraft	28.4	205.13	8.19
Other Payables - advances and other miscellaneous	28.5	1,067.31	-
		16,798.34	**1,06,864.57**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

28.1 Interest accrued and due is net of ₹ 1,317.30 lakhs (31st March 2025: ₹ 3,458.64 lakhs) being debit balances against cash credit facilities from a lender bank by the Parent which as stated in of Note 59(d) are to be adjusted against principal repayments pending confirmation and reconciliation as detailed in the said note.

28.2 The liability in relation to borrowings have been stated based on the provisions and appropriations stated in Note 36.1 and 36.2, pending resolution of parent's borrowing in respect of one of the lender bank and confirmation/reconciliation of balances etc. by the said lender (Refer note 59(d)).

28.3 There are no amounts due and outstanding for transfer to the Investor Education and Protection Fund as at the Balance Sheet date.

28.4 Represents cheques issued by the Parent against current account balances pending presentation for payment by the bank.

28.5 Other Payables includes ₹ 500.00 lakhs paid by one of the related party for repayment of ICDs/ Advances taken by the parent in earlier years pending recognition as Inter-Corporate Deposits.

29. OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Advances from Customers, Selling Agents and others	63 and 29.1	4,303.72	5,439.36
Statutory Payables (including Provident Fund and Tax deducted at Source)	63	3,911.62	17,262.01
Current Maturity of Provident Fund dues	25.2 and 63	6,370.47	-
Advances against Sale of Fixed Assets	29.2 and 63	1,479.51	1,424.85
Deferred Revenue arising from Government Grants	25.3	31.36	31.36
		16,096.68	**24,157.58**

29.1 Includes advance of ₹ 3,550.00 lakhs (net of ₹ 600.00 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 36.2).

29.2 The parent had received advance of ₹ 1,413.87 lakhs related to Sale of Specified Assets of Boroi Tea Estates and Assam Valley School (Net book Value: ₹ 2,876.25 lakhs). However pursuant to the injunction imposed vide the order of Hon'ble High Court of Delhi as stated in Note 52(c), such transaction could not materialise and as such pending final settlement have been disclosed under Advance against Sale of Fixed Assets.

30. PROVISIONS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
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 ₹ 105.00 lakhs (31st March 2025: ₹ 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 ₹ 1,500.00 lakhs (31st March 2025: ₹ 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 pending Completion of formalities for transfer etc. has been carried forward in these Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

30.4 Movement in the Provisions are as follows:

(₹ in Lakhs)

Particulars	Provision for Tax on Proposed Dividend	Provision for Other Retiral Benefit	Provision for Other
As on 1st April 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**
Provided during the Year	-	-	-
Reversal during the Year	-	-	-
As on 31st March 2026	**344.77**	**662.35**	**1,605.00**

31. CURRENT TAX LIABILITIES (NET)

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Provision for Income Tax		3,568.19	1,836.18
[Net of Advance Tax ₹ 18,381.61 lakhs (31st March 2025: ₹ 19,979.25 lakhs)]			
		3,568.19	**1,836.18**

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.

32. REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Sale of Products - Tea	32.1	1,14,717.30	1,17,201.12
Other Operating Revenues			
Government Grants	32.2		
- Subsidy on Orthodox Tea		64.01	52.42
- Transport Subsidy		71.36	72.21
- Subsidy- Capital Items	25.3	31.36	31.36
- Duty exemption entitlement and other benefits relating to exports		312.43	439.83
Liabilities/ Provisions no Longer Required Written Back		48.44	494.33
Profit on Compulsory acquisition of Leasehold Land by Government	32.3	-	149.96
Scrap sales and other income from operations		193.89	99.34
		1,15,438.79	**1,18,540.57**

32.1 **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:

(₹ in Lakhs)

Particulars	Year ended 31st March 2026	Year ended 31st March 2025
Sale of Tea		
Within India	75,283.10	73,296.22
Outside India	38,949.79	43,495.74
Tea Waste Sales	484.41	409.16
	1,14,717.30	**1,17,201.12**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

32.2 Government grant relates to incentives and assistances 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, policies and pronouncements made by Government. There are no unfulfilled conditions or other contingencies attached to the grants recognised during the year. However, incentives pertaining to certain scheme amounting to ₹ 213,52 lakhs (31st March 2025: ₹ 213.52 lakhs) had not been accrued as there had been considerable delay in payment of provident fund and other employees related dues of tea estates and the same shall be accounted for in the year of determination/or on certainity of realisation thereof.

32.3 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 2026	Year ended 31st March 2025
Interest on Financial assets carried at amortised cost			
Deposits with banks and NABARD		239.16	20.52
Loans		17.41	216.96
Others		1.23	7.45
Dividend on Long Term Trade Investments			
From Other		-	16.63
Interest on Tax Refunds		13.89	-
Insurance Claims		67.43	57.82
Profit on Disposal of Property, Plant and Equipment (Net)		-	11.65
Liabilities/provision no longer required written back		367.19	-
Sundry Income	33.1	27.57	188.64
		733.88	**519.67**

33.1 Includes ₹ 5.11 Lakhs (31st March 2025: ₹ 28.91 lakhs) rental income derived from Properties given on short-term lease by the subsidiary and its one step-down subsidiary.

34. COST OF MATERIALS CONSUMED

(₹ in Lakhs)

Particulars	Refer Note No.	Year ended 31st March 2026	Year ended 31st March 2025
Green Leaf (Consumed)	34.1		
Opening Stock of Raw Material		92.53	7.94
Add: Purchases		2,513.02	1,236.34
Less : Closing Stock of Raw material		143.85	92.53
		2,461.70	**1,151.75**

34.1 Cost of materials consumed includes green leaf purchased from external sources

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

35. CHANGES IN INVENTORIES OF FINISHED GOODS

(₹ in Lakhs)

Particulars	Refer Note No.	Year ended 31st March 2026	Year ended 31st March 2025
Stock of Tea at the beginning of the year		5,443.20	5,385.08
Adjustment : On account of Foreign currency translation	35.1	310.32	(49.25)
Less: Stock of Tea at the end of the year		5,707.86	5,443.20
(Increase)/Decrease		**45.66**	**(107.37)**

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.

36. EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

Particulars	Refer Note No.	Year ended 31st March 2026	Year ended 31st March 2025
Salaries, Wages and Bonus etc.		60,410.35	60,355.31
Contribution to Provident and Other Funds	42	7,772.94	7,529.30
Staff and Workers Welfare Expenses		6,162.41	6,104.15
		74,345.70	**73,988.76**

37. FINANCE COSTS

(₹ in Lakhs)

Particulars	Refer Note No.	Year ended 31st March 2026	Year ended 31st March 2025
Interest Expense			
On financial liabilities measured at amortised cost	37.1 to 37.2	14,579.04	22,549.68
Other borrowing cost		95.26	55.39
		14,674.30	**22,605.07**

37.1 Pending resolution with respect to parent's borrowings from a bank, Interest on borrowings have been provided for as stated in Note 59(d).

37.2 Short term borrowings include unsecured loans of ₹ 29,579.40 lakhs of the parent against which interest to the extent of ₹ 16,189.55 Lakhs (including ₹ 3,735.93 Lakhs for the year) has not been recognised. Interest in this respect as stated in Note 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 the amount to be converted to Equity Share Capital of the Parent in terms of sanction letter issued by NARCL as dealt with in Note 59. Necessary adjustments in this respect will be given effect to on confirmation from respective parties and approval by shareholders' of the parent. This does not include interest if any on outstanding advances aggregating to ₹ 3,550.00 lakhs and ₹ 500.00 lakhs included other liabilities as stated in Note 28.5 and 29.1, 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. 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.

38. DEPRECIATION AND AMORTISATION EXPENSE

(₹ in Lakhs)

Particulars	Refer Note No.	Year ended 31st March 2026	Year ended 31st March 2025
Depreciation on Property, Plant and Equipment	5	6,037.43	5,872.98
Amortisation of Other Intangible Assets	7	69.90	251.22
		6,107.33	**6,124.20**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

39. OTHER EXPENSES

(₹ in Lakhs)

Particulars	Refer Note No.	Year ended 31st March 2026	Year ended 31st March 2025
Consumption of Stores and Spare Part		3,778.00	4,515.23
Consumption of Manure, Fertiliser, Chemicals etc.		6,463.00	4,263.95
Consumption of Packing Materials		836.95	887.25
Power and Fuel		12,625.27	12,901.17
Electricity Charges		130.95	198.40
Rent	53	63.00	30.81
Lease Rent	53	2.98	4.89
Repairs to			
- Buildings		1,107.92	255.71
- Machinery		1,965.60	1,776.61
- Others		587.01	2,048.57
Insurance		369.40	363.90
Rates and Taxes		509.52	551.58
Travelling		539.00	466.98
Legal and Professional Fees		1,635.15	1,510.94
Freight, Shipping and Selling Expenses		3,993.39	4,165.13
Brokerage on Sales		714.57	719.69
Selling agents commission		33.79	-
Provision for Doubtful Receivable/Advance/ Claims etc.		669.43	850.50
Provision for Slow moving Inventory		-	61.77
Loss on Disposal of Property, Plant and Equipment (net)		209.94	-
Bad Debts/ Sundry balances written off		211.61	575.23
Net Loss on Foreign Currency Transaction and Translation		42.06	216.77
Changes in Fair Value of Biological Assets	15.1	(66.24)	263.79
Director's Fees		28.00	30.80
Miscellaneous Expenses	39.1	1,130.76	1,256.89
		37,581.46	**37,916.56**

39.1 Miscellaneous Expenses includes:

(a) Expenditure on Research and Development of Nil (31st March 2025: ₹ 158.10 lakhs) represent subscription to Tea Research Association.

(b) Payment to Auditor

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Audit Fees			
- Group Auditor		67.00	67.00
- Component Audtor		74.04	73.49
Tax Audit Fees		18.00	18.00
Limited review		42.00	42.00
Other reports and certification etc.		36.00	37.00

40. EXCEPTIONAL ITEMS

(₹ in Lakhs)

Particulars	Refer Note No.	As at 31st March 2026	As at 31st March 2025
Provision against Loans written back	40.1(c)		1,920.66
Differential (net) of sustainable amount of debt and carrying amount of borrowing outstanding as per books	40.1(a)	(1,28,895.29)	-
Provision against Inter-Corporate Deposits	40.1(b)	1,43,590.00	-
		(14,694.71)	**1,920.66**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

40.1 Exceptional Item include:

a) Subsequent to the balance sheet date, Resolution Plan as submitted by the Parent to NARCL with respect to debts assigned to them has been approved and Letter dated 02nd April 2026 sanctioning the same ('Sanction Letter') has since been issued. In terms of the sanction letter, the debts as assigned to NARCL have been restructured with effect from cut-off date of 31st December 2025. Further, in respect of outstanding amount of borrowing assigned to JCAF, the Parent has also arrived at a One Time Settlement ('OTS') with JCAF and the letter dated 13th May, 2026 sanctioning the OTS with effect from the cut-off date of 31st March, 2026 has since been issued. Accordingly, differential (net) of sustainable amount of debt and carrying amount of borrowing outstanding as on cut-off date has been written back as detailed in Note 59; and

b) Provision of ₹ 1,43,589.53 lakhs made during the year as a matter of abundant caution against Inter Coprate Deposits given in earlier years and lying outstanding for a considerable period of time, pending outcome of the legal and other steps being taken for recovery against the same as dealt with in Note 57.

c) Provision of ₹ 1,920.66 lakhs created against amount receivable from the Parent by Borelli Tea Holdings Limited ('BTHL') arising on appropriation of sale proceeds of Investment in Phu Ben Tea Company Limited being pledged against borrowing of the parent by an Asset Reconstruction Company. The amount was written back on consolidation thereof in the consolidated financial statement during the year ended 31st March, 2025

41. SCHEMES OF AMALGAMATION/SCHEME OF ARRANGEMENT GIVEN EFFECT TO IN EARLIER YEARS

Pending completion of the relevant formalities of transfer of certain assets acquired pursuant to the Schemes, such assets primarily the bearer plant and land appurtenant thereto 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 employees' 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 liabilities under related plan 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 ₹ 175.50 lakhs (31st March 2025: ₹ 164.46 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 2026	Year ended 31st March 2025
Employer's Contribution to Provident and Pension Fund	5,879.72	5,730.64
Employer's Contribution to Superannuation Fund	226.29	211.64
MRUL Contribution to National Social Security Fund	347.02	375.53

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

II. Post Employment Defined Benefit Plans:

The Post Employment defined benefit scheme of the parent 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 Parent gratuity scheme, a defined benefit plan 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 ₹ 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 AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

The following tables set forth the particulars in respect of aforesaid Defined Benefit plans of the Group for the year ended 31st March 2026 and corresponding figures for the previous year:

(₹ in Lakhs)

		Particulars	Year ended 31st March, 2026			
			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	814.33	-	439.19	38.66
	2	Past Service Cost	19.65	-	-	-
	3	Interest Cost	1,683.98	11.64	542.67	155.28
	4	Expected return on plan assets	(965.12)	(123.24)	-	-
	5	**Total expense recognised in the Statement of Profit and Loss**	**1,552.84**	**(111.60)**	**981.86**	**193.94**
	Re-measurements recognised in Other Comprehensive Income					
	6	Return on plan assets (excluding amounts included in Net interest cost)	549.39	212.99	-	-
	7	Effect of changes in demographic assumptions	-	-	-	-
	8	Effect of changes in financial assumptions	(1,580.93)	2.86	(97.05)	-
	9	Changes in asset ceiling (excluding interest income)	-	-	-	-
	10	Effect of experience adjustments	(1,861.42)	9.06	(120.30)	144.48
	11	**Total re-measurements included in Other Comprehensive Income**	**(2,892.96)**	**224.91**	**(217.35)**	**144.48**
	12	**Total defined benefit cost recognised in Profit and Loss and Other Comprehensive Income (5+11)**	**(1,340.12)**	**113.31**	**764.51**	**338.42**

(₹ 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**	**1,312.20**	**(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	294.2
	11	**Total re-measurements included in Other Comprehensive Income**	**907.45**	**43.66**	**250.31**	**294.27**
	12	**Total defined benefit cost recognised inProfit and Loss and Other Comprehensive Income (5+11)**	**2,219.65**	**(47.47)**	**1,058.34**	**410.13**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

(₹ in Lakhs)

Particulars			Year ended 31st March, 2026			
			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	20,975.53	172.33	7,839.78	715.58
	2	Fair Value of Plan Assets	12,887.94	1,471.09	-	-
	3	Status [Surplus/(Deficit)]	(8,087.59)	1,298.76	(7,839.78)	(715.58)
	4	Restrictions on Asset Recognised	-	-	-	-

(₹ in Lakhs)

Particulars			Year ended 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	-	-	-	-

Particulars			Year ended 31st March, 2026			
			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	22,010.78	154.71	7,075.27	655.61
	2	Current Service Cost	814.33	-	439.19	38.66
	3	Past Service Cost	19.65	-	-	-
	4	Interest Cost	1,683.98	11.64	542.67	155.28
	5	**Remeasurement gains / (losses):**	-	-	-	-
	a.	Effect of changes in demographic assumptions	-	-	-	-
	b.	Effect of changes in financial assumptions	(1,580.93)	2.86	(97.05)	-
	c.	Changes in asset ceiling (excluding interest income)	-	-	-	-
	d.	Effect of experience adjustments	(1,861.42)	9.06	(120.30)	144.48
	6	Exchange difference on foreign plans				58.75
	7	Benefits Paid	(110.86)	(5.94)	-	(337.20)
	8	**Present Value of DBO at the end of the year**	**20,975.53**	**172.33**	**7,839.78**	**715.58**

Particulars			Year ended 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**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

IV Best Estimate of Parents' Expected Contribution for the next year

(₹ in Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Gratuity	3,245.30	2,879.35

Particulars			Year ended 31st March, 2026			
			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	12,583.07	1,606.78	-	-
	2	Asset acquired in Business Combination	-	-	-	-
	3	Interest Income	965.12	123.24	-	-
	4	Remeasurement Gains / (Losses) on plan assets	(549.39)	(212.99)	-	-
	5	Actual Company Contributions	-	-	-	-
	6	Benefits Paid	(110.86)	5.94	-	-
	7	Settlement Cost	-	(51.88)	-	-
	8	Withdrawal from the Fund	-	-	-	-
	9	**Plan Assets at the end of the year**	**12,887.94**	**1,471.09**	**-**	**-**

Particulars			Year ended 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)	-	-
	8	**Plan Assets at the end of the year**	**12,583.07**	**1,606.78**	**-**	**-**

VI Actuarial Assumptions

Particulars		As at 31st March, 2026		As at 31st March, 2025	
		Discount Rate (%)	Return on Plan Assets (%)	Discount Rate (%)	Return on Plan Assets (%)
1	Gratuity	7.67	7.67	6.89	6.89
2	Superannuation	7.67	7.67	6.89	6.89
3	Staff Pension	7.67	-	6.89	-
6	Gratuity Fund (MRUL)	17.80	-	17.10	-

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.

VII Major Category of Plan Assets as a % of the Total Plan Assets

Particulars		As at 31st March, 2026		As at 31st March, 2025	
		Amount (₹ in Lakhs)	%	Amount (₹ in Lakhs)	%
1	Government Bonds	24.51	0.17	23.76	0.17
2	Investment with Life Insurance Corporation	214.36	1.49	200.13	1.41
3	Investment with Other Insurance Companies	12,716.64	88.56	13,378.87	94.28
4	Cash and Cash Equivalents	1,403.52	9.78	587.09	4.14
Total		**14,359.03**	100.00	**14,189.85**	100.00

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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, 2026			
		Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)	Gratuity Fund (MRUL) (Unfunded)
	Increase in Assumption of				
1	Discount Rate by 0.50%	(4.18)	(0.59)	(1.73)	(4.50)
2	Salary Growth Rate by 0.50%	7.41	-	1.83	-
3	Attrition Rate by 0.50%	4.81	-	(0.00)	-
	Decrease in Assumption of				
1	Discount Rate by 0.50%	4.50	2.91	1.81	4.93
2	Salary Growth Rate by 0.50%	(4.25)	-	(1.76)	-
3	Attrition Rate by 0.50%	(0.03)	-	(0.00)	-

	Particulars	Impact on Defined Benefit Obligations Year ended 31st March, 2025			
		Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)	Gratuity Fund (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)	-

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 Parent actively monitors the duration, the expected yield and nature/ type of investments so that to manage the expected cash outflows arising from the employee benefit obligations and to keep the investments diversified to minimise the risk of concentration thereof.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

X. The average duration of liabilities for all the funds is as follows :

(No. of Years)

Particulars	As at 31st March 2026	As at 31st March 2025
Defined benefit obligation		
Gratuity Fund (Funded)- Parent		
McLeod Russel India Limited Employees Gratuity Fund	16	16
George Williamson (Assam) Limited Employees Group Gratuity Fund	16	17
The Bisnauth Tea Company Limited Employees Group Gratuity fund	16	17
Gratuity Fund (Unfunded)- Subsidiary		
McLeod Russel Uganda Limited	9	7
Superannuation Fund (Funded)		
George Williamson (Assam) Limited Superannuation Fund	5	5
Williamson Magor & Company Limited Superannuation Fund	4	4
McLeod Russel India Limited Superannuation Fund	3	4
Staff Pension Fund (Unfunded)		
McNeil & Magor and McLeod Russel Group	3	3

XI. The average duration of liabilities for all the funds is as follows :

(₹ in Lakhs)

Particulars	Gratuity (Funded)	Superannuation (Funded)	Staff Pension (Unfunded)	Gratuity Fund (MRUL) (Unfunded)
As at 31st March 2026				
Less than a year	3,245.30	63.78	3,044.23	67.36
Between 1-2 years	1,762.01	2.52	894.71	87.81
Between 2-5 years	5,002.04	39.25	2,023.51	515.65
Over 5 years	43,548.32	42.95	4,467.74	8,283.82
	53,557.67	**148.50**	**10,430.19**	**8,954.64**
As at 31st March 2024				
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**	**9,592.54**

43. COMMITMENTS

Capital Commitments

Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances) is as follows:

(₹ in Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
(I) Property, Plant and Equipment		
Commitment (Gross)	-	103.74
Advances against above commitments	-	(49.05)
Commitment (Net)	**-**	**54.68**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 2026	As at 31st March 2025
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	2,264.18
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		
- 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.	137.43	126.14
- MRUL has been issued various notices against assessment orders from Uganda Revenue Authority which is undergoing mediation/ mentions/ hearing	825.27	762.05

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 2026 is ₹ 10,000.00 Lakhs (31st March, 2025: ₹ 1,0,000.00 Lakhs). In respect of other group companies including one of the company which was under CIRP as approved by Hon'ble NCLT has been implemented as stated in Note 58(a) and thereby 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 AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 (Upto 17th March 2026)
Mr. Sanjay Ginodia (SG)	Non-Executive Director
Dr. Rupanjana De (RD)	Non-Executive Director
Mr. Amarnath Dhar (AD)	Non-Executive Director
Mr. Indrajit Sengupta (IS)	Non-Executive Director
Mr. Pradip Bhar (PB)	Wholetime Director and Chief Financial Officer (w.e.f. 27th April 2026)

(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)

Anduril Industries Private Limited (AIPL) (Erstwhile 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 AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

(i) Key Management Personnel Compensation:

(₹ in Lakhs)

Particulars	Year ended 31st March 2026	Excess REcoverable (Refer Note No. 10.1)	Net	Year ended 31st March 2025	Excess Recoverable (Refer Note No. 10.1)	Net
Short- term employment benefits						
AK	268.40	268.40	-	310.00	310.00	-
	268.40	**268.40**	**-**	**310.00**	**310.00**	**-**
Post-employment benefits						
AK	42.13	-	42.13	48.61	-	48.61
	42.13	**-**	**42.13**	**48.61**	**-**	**48.61**
Total compensation	**310.53**	**268.40**	**42.13**	**358.61**	**310.00**	**48.61**

(ii) Balance at the Year-end

(₹ in Lakhs)

Particulars	Receivable (Refer Note No. 10.1)	
	As at 31st March, 2026	As at 31st March, 2025
AK	845.30	576.90

(B) Transactions / Balances with Associate:

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
D1 Williamson Magor Bio Fuel Limited		
Short Term Loan taken	-	2,000.00
Closing balance at the Year-end	-	-
Short Term Loan	5,514.20	7,514.20
Balance of Investment*	-	-

* (Cost - Rs.2,184.35 lakhs, fully impaired)

(C) Directors:

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
AAK	1.20	4.00
SG	5.60	5.20
RD	8.40	8.00
AD	7.20	5.20
IS	5.60	5.20
	28.00	**27.60**

(D) Transactions with Enterprise where KMP have significant influence or control and Companies under common control:

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Loan Assignment		
UMCL	800.00	900.00
	800.00	**900.00**
ICD taken		
SIPL	2,000.00	1,000.00
BIL	-	700.00
DIL	-	100.00
	2,000.00	**1,800.00**
Other payments on behalf of the Parent		
AIPL	500.00	
	500.00	**-**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Closing Payable		
SSFPL	100.00	100.00
IIL	5,565.20	5,565.20
SIPL	3,000.00	1,000.00
BIL	700.00	700.00
DIL	100.00	100.00
UMCL	700.00	1,500.00
	10,165.20	**8,965.20**
Other Financial Liabilities		
AIPL	500.00	
	500.00	**-**

(E) Transactions with Relative of KMP:

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Remuneration		
KK	29.90	30.06
AJ	27.35	16.35
AKK	19.86	17.85
	77.11	**64.26**
Closing Payable		
KK	4.99	4.99
AJ	3.85	5.68
AKK	2.94	2.94
	11.78	**13.61**

(F) Transactions with Trusts:

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Contribution to Funds		
BTCGF	-	-
GWLGF	-	-
MRILGF	-	-
MRILPF	577.48	436.55
	577.48	**436.55**
Closing Liability (Net)		
BTCGF	1,408.41	1,606.11
GWLGF	3,713.91	4,051.67
MRILGF	2,965.27	3,769.93
	8,087.59	**9,427.71**
Closing Assets (Net)		
GWLSF	522.50	384.75
WMCLSF	418.03	402.07
MRILSF	358.23	665.25
	1,298.76	**1,452.07**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

(g) Details of Remuneration payment to KMP:

(₹ in Lakhs)

Particulars	AK	Other Directors	Year ended 31st March, 2026	AK	Other Directors	Year ended 31st March, 2025
Short- term employment benefits						
- Salary	268.40	-	268.40	310.00	-	310.00
- Perquisites	-	-	-	-	-	-
- Sitting fees	-	28.00	28.00	-	27.60	27.60
	-	-	-	-	-	-
	268.40	**28.00**	**296.40**	**310.00**	**27.60**	**337.60**
Post-employment benefits						
Contribution to provident fund (including pension)	42.13	-	42.13	48.61	-	48.61
	42.13	**-**	**42.13**	**48.61**	**-**	**48.61**
Total compensation	**310.53**	**28.00**	**338.53**	**358.61**	**27.60**	**386.21**

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 2026, 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 2026 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 58(b)

46. EARNINGS PER SHARE

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Earnings per share (EPS) has been computed as under:		
(a) Net profit/(loss) after taxes as per Statement of Profit and Loss (₹ in Lakhs)	**(12,350.10)**	**(19,786.53)**
(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 ₹ 5.00 per share] Basic and Diluted EPS [(a)/(b)](₹)	**(11.82)**	**(18.94)**

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, Uganda, UK and Others.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

47. SEGMENT INFORMATION (Contd.)

(b) **Geographical Information**

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Segment Revenue		
India	97,438.69	1,02,213.62
Uganda	13,183.24	10,829.49
UK	-	-
Others	4,816.86	5,497.46
	1,15,438.79	**1,18,540.57**
Segment Results		
India	(36,249.93)	(24,687.11)
Uganda	(476.01)	(2,930.36)
UK	(628.16)	2,573.59
Others	22.10	585.91
Profit/(Loss) before Taxation (including Share of profit of Associate) and	**(37,332.00)**	**(24,457.97)**
Minority Interest		
Share of Profit of Associate	-	-
Less : Taxation Charge		
Current Tax	331.58	77.72
Deferred Tax - Charge/(Credit)	(25,313.48)	(4,748.16)
Profit/(Loss) after taxation	**(12,350.10)**	**(19,787.53)**
Capital Expenditure relating to segments:		
India	1,362.16	2,284.31
Uganda	97.85	128.29
Others	-	-
	1,460.01	**2,412.60**
Depreciation and amortisation relating to segments:		
India	4,861.59	5,034.18
Uganda	1,175.08	1,025.39
UK	68.94	62.81
Others	1.72	1.82
	6,107.33	**6,124.20**
Segment Assets		
India	2,06,083.47	3,30,433.48
Uganda	24,158.22	24,218.08
UK	3,140.62	2,911.11
Others	1,947.21	1,872.48
	2,35,329.52	**3,59,435.15**
Segment Liabilities		
India	2,18,201.29	3,32,616.49
Uganda	20,963.05	20,206.48
UK	1,091.08	855.37
Others	123.07	92.77
	2,40,378.49	**3,53,771.11**

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 AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 at 31st March, 2026					As at 31st March, 2025				
	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	-	4,834.41	-	4,834.41	**4,834.41**	-	5,835.43	-	5,835.43	**5,835.43**
Trade Receivables	-	-	3,773.91	3,773.91	**3,773.91**	-	-	4,835.64	4,835.64	**4,835.64**
Loans	-	-	860.25	860.25	**860.25**	-	-	571.95	571.95	**571.95**
Inter-Corporate Deposits	-	-	41,753.11	41,753.11	**41,753.11**	-	-	1,85,628.34	1,85,628.34	**1,85,628.34**
Cash and Cash Equivalents	-	-	1,606.15	1,606.15	**1,606.15**	-	-	854.50	854.50	**854.50**
Other Bank Balances	-	-	99.20	99.20	**99.20**	-	-	31.00	31.00	**31.00**
Other Financial Assets	-	-	5,114.37	5,114.37	**5,114.37**	-	-	5,175.86	5,175.86	**5,175.86**
Total Financial assets	**-**	**4,834.41**	**53,206.99**	**58,041.40**	**58,041.40**	**-**	**5,835.43**	**1,97,097.29**	**2,02,932.72**	**2,02,932.72**
Financial liabilities										
(Current and Non-Current)										
Long Term Borrowings	-	-	1,08,414.94	1,08,414.94	**1,08,414.94**	-	-	32,835.67	32,835.67	**32,835.67**
Short Term Borrowings	-	-	41,114.80	41,114.80	**41,114.80**	-	-	1,57,317.10	1,57,317.10	**1,57,317.10**
Interest Accrued on Borrowings	-	-	6,852.62	6,852.62	**6,852.62**	-	-	97,137.00	97,137.00	**97,137.00**
Trade payables	-	-	9,921.40	9,921.40	**9,921.40**	-	-	9,710.12	9,710.12	**9,710.12**
Lease Liabilities	-	-	6.40	6.40	**6.40**	-	-	7.62	7.62	**7.62**
Other Financial Liabilities	-	-	9,945.72	9,945.72	**9,945.72**	-	-	9,727.57	9,727.57	**9,727.57**
Total Financial liabilities	**-**	**-**	**1,76,255.88**	**1,76,255.88**	**1,76,255.88**	**-**	**-**	**3,06,735.08**	**3,06,735.08**	**3,06,735.08**

(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 execution of MRA and fulfillment of conditions precedent as specified in the sanction letters issued by respective ARC's and resolution with respect to remaining parent's debt as stated in note 59:

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 a bank and ARCs 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. In respect of other borrowings where repayment amount and terms thereof have been restructured, sustainable amount of the debt has been carried at amortised cost. Terms and conditions of the borrowings taken by the parent are pending for execution of MRA and fulfillment of conditions precedent as specified in the sanction letters as stated in Note 59 and there is a uncertainty in this respect as on this date. Further, there are other unsecured borrowing as stated in note 26.2 which include amount to be converted to equity share capital of the parent, the amount where of is yet to be decided and the remaining amount terms and conditions are to be determined.

c) The fair value of Inter-Corporate deposits given by the parent and outstanding (net of provision) as on 31st March 2026 are based on management evaluation related to the credit and non-performance risks associated with the counterparties as stated in Note 58 and there is a uncertainty to the extent as stated in the said note.

d) Interest on short term borrowings has been converted as stated in Note 59(d) and 62(a) which is subject to confirmation and/or on fulfillment of conditions precedent to the sanction letters requiring conversion of such borrowings to Equity Share Capital of the parent for which necessary confirmation from the lender and regulatory and other compliances as stated in Note 59 are required to be ensured and as such there is uncertainity in this respect as on this date and amount finally payable in this respect.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

(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 2026 and 31st March 2025, 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 2026

(₹ in Lakhs)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investment at FVTOCI					
Quoted Equity Investments	9	4,833.70	-	-	**4,833.70**
UnQuoted Equity Investments	9	-	-	0.71	**0.71**
Total Financial Assets		**4,833.70**	**-**	**0.71**	**4,834.41**

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	10 and 58			41,753.11	**41,753.11**
Total Financial assets		**-**	**-**	**41,753.11**	**41,753.11**
Financial liabilities					
Borrowings (including interest accrued)	23, 26, 28 and 59	-	1,56,383.36	-	**1,56,383.36**
Lease Liabilities	53		6.40	-	**6.40**
Total Financial liabilities	**-**		**1,56,388.76**	**-**	**1,56,388.76**

Financial assets and liabilities measured at fair value through profit or loss/Other Comprehensive Income as at 31st March 2026

(₹ 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**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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					
Inter-Corporate Deposits	10 and 58	-	-	1,85,628.34	**1,85,628.34**
Total Financial assets		**-**	**-**	**1,85,628.34**	**1,85,628.34**
Financial liabilities					
Borrowings (including interest accrued)	23, 26, 28 and 59	-	2,87,289.77	-	2,87,289.77
Lease Liabilities	53	-	7.62	-	**7.62**
Total Financial liabilities		**-**	**2,87,297.38**	**-**	**2,87,297.38**

(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, 2026 **(₹ in Lakhs)**

Particulars	Notes	Level 1	Level 2	Level 3	Total
Unharvested tea leaves	15	-	304.75	-	**304.75**
Total		**-**	304.75	-	304.75

Biological assets other than bearer plants for which fair value (less cost to sell) are disclosed at 31st March, 2025

(₹ in Lakhs)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Unharvested tea leaves	15	-	230.70	-	**230.70**
Total		**-**	230.70	**-**	**230.70**

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 59, 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 in respect of which resolution has since been approved by NARCL and OTS has been received from JCAF. In respect of the amount borrowed from a lender bank, steps have been initiated for arriving at a settlement in line with the arrangement with ARC's. Resolution with respect to parent's borrowing from ARC's i.e. NARCL is subject to execution of MRA which is pending as on this date and and both the Resolution/OTS from JCAF is subject to fulfillment of conditions precedent to the the sanction letters from respective ARC's which the parent expects to fulfill and mitigate the related financial risk. The risk envisaged can materially be different depending upon terms and conditions specified and arriving at the required settlement with respect to the borrowing.

(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 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 (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 58(a). The Parent has initiated legal proceedings against certain promoter group company and is in the process against other entities. Further, the parent in case of a promoter group entity, Resolution Plan as approved by Hon'ble NCLT under CIRP has been implemented and thereby depending upon the outcome of the legal and other steps being undertaken is expected to address the risk involved therein in due course of time along with impementation of the resolution plan as approved by ARC's with respect to the parent's borrowing.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 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 decline in operational performance along with cash losses incurred by the parent and cut-back payment made till 31st March 2026 against sales realisation and appropriated against the borrowings as stated in Note 60 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 has since been approved by certain lenders as detailed in Note 59 to improve liquidity over a period of time. Pending execution of MRA and fulfillment of conditions precedent to the sanction letter, 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 59(d) and 62(a) and the amount finally payable and terms of repayment thereof will be determinable on execution of MRA and fulfillment of conditions precedent to the sanction letters of respective ARC's with respect to parent's borrowing.

Contractual maturities of financial liabilities as at 31st March 2026

(₹ 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)	1,05,553.30	34,470.11	46,859.72	3,052.72	1,89,935.85
Lease Liabilities	2.05	0.91	2.74	7.32	13.02
Trade Payables	9,921.40	-	-	-	9,921.40
Other financial liabilities	9,945.72	-	-	-	9,945.72
Total non-derivative financial liabilities	**1,25,422.47**	**34,471.02**	**46,862.46**	**3,060.04**	**2,09,815.99**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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)	2,69,256.21	3,000.43	9,284.86	5,748.27	2,87,289.77
Lease Liabilities	2.05	2.05	2.74	8.24	15.08
Trade Payables	9,710.12	-	-	-	9,710.12
Other financial liabilities	9,727.57	-	-	-	9,727.57
Total non-derivative financial liabilities	**2,88,695.95**	**3,002.48**	**9,287.60**	**5,756.51**	**3,06,742.54**

(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 2026:

(₹ in Lakhs)

Particulars	USD	EURO	GBP	TOTAL
Financial Assets (a)				
Cash and Cash equivalents	86.91	-	4.58	91.49
Trade Receivable	1,288.92	-	-	1,288.92
Inter-Corporate Deposits	13,199.57	-	-	13,199.57
	14,575.40	**-**	**4.58**	**14,579.98**
Financial Liabilities (b)				
Trade Payable	458.46	-	-	458.46
Borrowings	12,081.43	-	-	12,081.43
	12,539.89	**-**	**-**	**12,539.89**
Net Exposure in Foreign Currency **(a-b)**	**2,035.51**	**-**	**4.58**	**2,040.09**

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 ₹ 1,458.00 lakhs for financial assets and increase in the Group's loss by approximately ₹ 1,253.99 lakhs for financial liabilities. 10% depreciation of INR would have an equal and opposite effect on the Group's financial statements.

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	202.47	-	4.55	207.02
Trade Receivable	1,255.06	-	-	1,255.06
Inter-Corporate Deposits	11,460.80	-	-	11,460.80
	12,918.33	**-**	**4.55**	**12,922.88**
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)**	**(24.33)**	**-**	**4.55**	**(19.78)**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 (₹ 1,292.29 lakhs for financial assets and increase in the Group's loss by approximately (₹ 1,294.27 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 2026 and 31st March 2026, 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 2026 and 31st March 2025 to interest rate risk excluding certain ICDs and Deposits as dealt with in Note 26.2 and 29.1 are as follows:

(₹ in Lakhs)

Particulars	As at 31st March 2026		As at 31st March 2026	
	Floating Raate	Fixed Rate	Floating Raate	Fixed Rate
Financial Assets	-	41,753.11	-	1,85,628.34
Financial Liabilities	17,689.32	1,31,840.42	1,57,390.46	32,762.31
	(17,689.32)	**(90,087.31)**	**(1,57,390.46)**	**1,52,866.03**

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 ? 88.45 lakhs resulting in increase in loss for the year ended 31st March 2026 and ? 786.95 lakhs for the year ended 31st March 2025. 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 37.2 regarding non-recognition of interest on Inter Corporate Deposits by the Parent.

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 58, 59 and 62(a). The rate of interest and amount payable in this respect will finally be determinable on execution of MRA and fulfillment of conditions precedent to the sanction letters from ARC's and completion of resolution of parent's borrowing in respect of one of the lender which as stated in Note 59(d) is under consideration. 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 2026 is ? 4,833.70 lakhs (31st March 2025: ? 5,834.72 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 Group manages the above 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 59 is under implementation and outcome thereof as expected is for ensuring sustainability of core agricultural operations of the Parent.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 on execution of MRA with NARCL as stated in Note 59 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 execution of MRA and fulfillment of conditions precedent to sanction letters and arriving at a final settlement with respect to borrowing from a lender bank as stated in Note 59

(₹ in Lakhs)

Particulars	**Refer Note No.**	**As at 31st March 2026**	**As at 31st March 2026**
(i) Total Debt			
Borrowings - Non-Current	23	63,966.11	9,740.46
- Current	26	41,114.80	1,57,317.10
Current Maturities of Long Term Debt	26	44,448.83	23,095.21
Interest accrued but not due on borrowings	28	4,829.82	95,502.05
Interest accrued and due on borrowings	28	2,022.80	1,634.95
		1,56,382.36	**2,87,289.77**
Less : Cash and Cash Equivalents	17	1,606.15	854.50
Net Debt		**1,54,776.21**	**2,86,435.27**
(ii) Equity attributable to Shareholders	21 and 22	(5,048.97)	5,664.04
Net debt to equity ratio (i)/(ii)		**(30.65)**	**50.57**

No changes were made in the objectives, policies or processes for managing capital during the year ended 31st March 2026 considering the implementation of resolution on execution of MRA post fulfillment of conditions precedent to sanction letters (Refer Note 59).

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 9 & 10 of the Consolidateed Financial Statements.

B) The Company has given Interest bearing Loans to following parties for their corporate and general purposes which are as detailed below:

(₹ in Lakhs)

Particulars	**Interest Rate**	**As on 31st March 2025**	**Additions**	**Deducton**	**As on 31st March 2026**
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%	1,234.79	17.98	17.98	1,234.79
Vinod Enterprises	12%	13.00	-	-	13.00
		2,77,343.74	**17.98**	**17.98**	**2,77,343.74**

* Addition during the year represents foreign exchange fluctuation

Note: The Parent has not recognised interest income for reasons stated in Note and 58(a).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

52. 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 Expenses

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Current Tax		
Income tax for the year	331.58	77.72
Total Current Tax (A)	**331.58**	**77.72**
Deferred tax for the year (Refer Note 12)	(25,313.48)	(4,748.16)
Total Deferred Tax (B)	**(25,313.48)**	**(4,748.16)**
Grand Total (A+B)	**(24,981.90)**	**(4,670.44)**

(b) Amount recognised in other comprehensive income

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Deferred Tax (Refer Note 12)		
Income tax relating to items that will not be re-classified to profit or loss	(909.96)	(299.46)
Total	**(909.96)**	**(299.46)**

(c) Reconciliation of effective tax rate:

(₹ in Lakhs)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Profit/ (Loss) before tax	(37,332.00)	(24,456.97)
Income tax expense calculated at an average rate	(11,292.05)	(8,309.80)
Effect of Tax Holiday under Agriculture Income	6,171.45	4,249.82
Effect of Deferred Tax recognised on provisions against ICD's and Interest accrued there against in earlier years	(12,699.94)	101.54
Recognition of business and depreciation loss of earlier years	(1,065.61)	(25.34)
Recognition /Utilisation of MAT Credit of earlier years	(2,908.80)	216.38
Effect of Fair Valuation of Restructured Loans	(2,720.74)	-
Effect of expenses that are deductible/non-deductible in determining taxable profit	36.07	17.51
Effect of income that is exempt from taxation	(20.96)	-
Effect of differences in expenses allowable on payment basis from previous year	(965.03)	(999.45)
Others	483.71	78.90
	(24,981.90)	**(4,670.44)**

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 for such tax effect on timing differences during the said tax holiday period has not been considered 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 implementation as stated in Note 59 and impact thereof are presently not ascertainable.

(iv) Also refer Note 12.1 in respect of ratioale for recognition of Deferred Tax Assets

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

53. 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 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
As at 31st March 2025	**1,245.23**	**193.89**	**1,439.12**
Addition	-	-	-
Disposal/ Forex Adjustment	(108.94)	-	(108.94)
Adjustment/ Reclassification	-	-	-
Depreciation	2.41	10.20	12.61
As at 31st March 2026	**1,351.76**	**183.69**	**1,317.55**

(ii) The following is the break-up of current and non current lease liabilities:

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Current lease liabilities	1.21	1.21
Non-Current lease liabilities	**5.19**	**6.41**
	6.40	**7.62**

(iii) The following is the movement in lease liabilities:

(₹ in Lakhs)

Particulars	Amount
As at 1st April 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**
Additions	-
Finance cost accrued during the period	2.16
Adjustment on cancellation/modification of Lease	-
Payment of lease liabilities	
- Principal	(1.22)
- Interest	(2.16)
As at 31st March 2026	**6.40**

(iv) The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

(₹ in Lakhs)

Particulars	As at 31st March, 2026
Not later than one year	2.05
Later than one year and not more than five years	4.57
Later than five years	6.40

(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 Financial Statement of Profit and Loss amounts to ₹ 65.98 lakhs (31st March 2025: ₹ 35.70 lakhs). Also refer Note (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 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 Consolidated Financial Statement of the subsequent periods.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 ₹ 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 had not been recognised. Advance of ? 550.00 Lakhs received from the proposed buyer against sale consideration has been shown under 'Other Current Liabilities'.

b) The Parent had altogether received advances against sale of estates and certain other assets amounting to ₹ 1,413.87 lakhs (including ₹ 550.00 lakhs dealt in (a) above). Due to reason given in (c) below, the sale of these specified assets had 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) 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 was pending before Arbitral Tribunal.

d) During the year, Award dated 29th September 2025 ("Final Award") has been passed by the Arbitral Tribunal under the rules of Arbitration of the International Chambers of Commerce in respect of disputes/issues arising pertaining to the facility agreements entered into by certain promoter group entities with a financial company for obtaining loan of ? 20,000.00 lakhs by those entities in earlier years. These loans were assigned by the lender to an another entity, the current claimant along with the Security Trustee (hereinafter collectively referred to as "Claimants"). In terms of the Final Award, the Claimants are entitled to be paid/ recover an amount of ₹ 50,896.00 lakhs and in addition to this one of the claimant is also entitled to a sum of US$ 564,600 (Equivalent to ₹ 535.00 lakhs as on 31st March 2026) and ₹ 20.00 lakhs being the costs incurred in connection with the said proceedings, jointly and severally from promoter group entities/ parties along with the Parent. The Parent has provided only a letter of comfort to the lender and is not a beneficiary to the said loans. Accordingly, based on the legal advice it has filed a petition on 27th January 2026 before Hon'ble High Court of Delhi challenging the Final Award, outcome whereof is awaited as on this date. In the event of any claim in this respect against the being ultimately established, the same in turn is recoverable from/payable by those entities who are beneficiaries to the said loan and therefore no obligation pertaining to the said claim requiring recognition thereof in the Consolidated Financial Statement lies on the company.

55, EVENTS AFTER THE REPORTING PERIOD

Subsequent to the balance sheet date, the Parent's Board of Director as required in terms of the Letter issued by NARCL sanctioning the restructuring of the parent's borrowing as dealt with in Note 59, has approved the sale of specified assets of four tea estates. Memorandum of Understanding and/or Term sheet with the proposed buyer for an aggregate consideration of ? 12,305.06 Lakhs, subject to due diligence and necessary approvals, etc. has also been finalised by the parent. As required in terms of Indian Accounting Standard 10, "Events after the Reporting Period",the disclosure for possible financial effect of these are as follows:

(₹ in Lakhs)

Particulars	Carrying value of Specified Assets as on 31st March 2026	Imapct Increase/(Decrease) on Statement of Profit and Loss	Imapct Increase/(Decrease) on Other Equity
Boroi Tea Estate	1,307.79	1,422.21	1,422.21
Mathura Tea Estate	2,061.10	1,358.63	1,358.63
Nya Gogra Tea Estate	3,464.26	1,014.93	1,014.93
Rupajuli Tea Estate	1,207.01	469.13	469.13
Total	**8,040.16**	**4,264.90**	**4,264.90**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

56. (a) Ageing Schedule of Capital Work in Progress and Intangible Assets development are as follows :

Projects in progress

As at 31st March 2026 **(₹ in Lakhs)**

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Year
Capital Work in Progress	**945.70**	**213.62**	**636.49**	**1,842.22**
Intangible Asset Under Development	137.78	-	-	-
	1,083.48	**213.62**	**636.49**	**1,842.22**

As at 31st March 2025

(₹ in Lakhs)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Year
Capital Work in Progress	**1,172.99**	**531.28**	**1,680.34**	**745.61**
Intangible Asset Under Development	-	-	-	-
	1,172.99	**531.28**	**1,680.34**	**745.61**

Projects temporarily suspended

As at 31st March 2026 **(₹ in Lakhs)**

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Year
Capital Work in Progress	**-**	**20.88**	**-**	**175.54**
Intangible Asset Under Development	-	-	-	-
	-	**20.88**	**-**	**175.54**

As at 31st March 2025

(₹ in Lakhs)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Year
Capital Work in Progress	**-**	**-**	**-**	**13.32**
Intangible Asset Under Development	-	-	-	-
	-	**-**	**-**	**13.32**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

55. (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

As at 31st March 2026 **(₹ 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 Year
Projects in progress:	-	-	-	-
Projects temporarily suspended	-	-	-	196.42

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 Year
Projects in progress:	**7.58**	**2.60**	**2.95**	-
Projects temporarily suspended	-	-	-	**2.75**

57. 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 such identification to the extent possible (Also refer Note 63):

As at 31st March 2025 **(₹ in Lakhs)**

Name of the Struck-off Company & Nature of transation **Advances given**	Relationship with Struck-offCompany	Refer Note No.	As at 31st March 2026	As at 31st March 2025
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
M&PS COMMUNICATIONS (P) LIMITED	Not applicable		5.32	5.32
Shares held by Struck off company				
ING SECURITIES PRIVATE LIMITED	Not applicable		0.09	0.09
KSHIRODE CHANDRA GHOSH & SONS PRIVATE LIMITED	Not applicable	57.1	0.00	0.00
MADHUR BHARAT PRIVATE LIMITED	Not applicable	57.1	0.00	0.00
OVERLAND FINANCE AND INVESTMENT CONSULTANTS LIMITED	Not applicable	57.1	0.00	0.00
VAISHAK SHARES LIMITED	Not applicable	57.1	0.00	0.00
DREAMS BROKING PRIVATE LIMITED	Not applicable	57.1	0.00	0.00
JALAN HOLDINGS PRIVATE LIMITED	Not applicable		0.04	0.04
NEXUS INFOTECH LIMITED	Not applicable		0.04	0.04

57.1 Amount is below the rounding off norm adopted by the Company.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

58. INTER-CORPORATE LOANS GIVEN

a) In respect of Inter-Corporate Deposits ('ICDs') given to Promoter group and certain other entities ('borrowing companies'), by the Parent the amount outstanding aggregates to ₹ 2,76,108.95 lakhs as at 31st March 2026 (31st March 2025: ₹ 2,76,108.95 lakhs). Further, interest of ₹ 9,941.50 lakhs on these amounts accrued upto 31st March 2019 are also outstanding as on this date. Interest on such ICDs considering the waiver sought by borrower companies in earlier years and uncertainties with respect to the recovery etc. 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 an another promoter group company against which Corporate Insolvency and Resolution Process ('CIRP') as per the Insolvency and Bankruptcy Code, 2016 ('IBC') was subsequently initiated. In terms of the Resolution Plan as approved by the Hon'ble National Company Law Tribunal ('NCLT'), Kolkata pursuant to the said proceedings, the amounts so advanced to the said company has become irrecoverable affecting the recoverability of the ICDs given by the company. The company is in the process of taking legal and other steps for recovery of the amounts given as ICDs and has filed legal suit before Hon'ble Calcutta High Court for recovery from certain promoter group entities.

   Pending outcome of the steps being taken, without prejudice to the company's legal right to recover the amounts given by it., considering the possibilities of recovery etc., further provision of ₹ 1,43,589.53 lakhs (other than ? 1,01,039.50 lakhs provided in earlier years) has been made and shown under Exceptional Items. Amount finally recoverable in respect of these ICDs as such are currently not determinable and consequential adjustments will be given effect to on final determination on case to case basis.

b) In respect of the Inter-Corporate Deposits to companies as dealt herein above in Note 58(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 in Note 57(a) 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 non-compliances including those under section 186 of the Companies Act, 2013, if any could not be ascertained and commented upon by them. Loan of ₹ 2,76,108.95 Lakhs given to various parties as stated in the said note are outstanding as on 31st March 2026, of which ₹ 2,34,629.03 lakhs (including ₹ 1,43,589.53 lakhs made during the year) has been provided for as on 31st March 2026 leaving a balance of ₹ 41,421.42 lakhs which remains unprovided as on this date. The issues raised including utilisation of amount of these loans etc. have been examined by the 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. RESTRUCTURED BORROWINGS

The Resolution process of the Parent, in terms of Circular dated 07th June 2019 issued by The Reserve Bank of India (‘RBI’) was initiated long back in the year 2019. Inspite of several persuasive and effective steps and exercises undertaken in the past including in terms of forensic audit for the utilisation of funds borrowed by the company, Techno Economic Viability (‘TEV’) study of Tea Estate and other assets, submission of draft Resolution Plan as prepared by one of the leading investment banker and Credit rating as required in this respect, no agreement for resolution with respect to the company’s borrowing could be arrived at in the past. Even offers for One Time Settlement (‘OTS’) of the outstanding amounts of borrowings submitted by the Company at the behest of the lenders could not be agreed upon and implemented. 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.

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, out of the borrowings including interest thereagainst accrued till the cut-off date of the resolution aggregating to ₹ 3,35,327.00 lakhs as dealt here under, ₹ 2,48,330.00 lakhs was assigned by certain lenders to National Asset Restructuring Company Limited ('NARCL') and ₹ 74,966.37 lakhs to J C Flower Asset Restructuring ('JCAF') collectively referred to as ARCs leaving a balance amount of ₹ 12,030.63 lakhs which is outstanding as on this date as payable to one of the Lender Bank. NARCL has appointed India Debt Resolution Company Limited ('IDRCL'), as its exclusive service agent and has executed a power of attorney, in favour of IDRCL, to allow to do all such acts and things, as may be necessary, for the efficient restructuring of the debt of the borrower, on behalf of NARCL.

Subsequent events after Balance Sheet date:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

a) Resolution Plan as submitted to IDRCL with respect to debts assigned to NARCL has been approved and Letter dated 02nd April 2026 sanctioning the same ('Sanction Letter') has been issued. In terms of the Sanction Letter, the debts as assigned to NARCL have been restructured with effect from cut-off date of 31st December 2025 and have been dealt with as follows:

   i) Borrowing of ₹ 2,48,329.77 lakhs (including interest thereagainst ₹1,32,223.16 lakhs) as specified in the Sanction Letter has been bifurcated into sustainable and unsustainable amount of debt. The sustainable debt of ₹ 1,05,000.00 lakhs as specified in the sanction letter after adjusting repayment of ₹ 2,742.38 lakhs made till 31st March 2026 through cut back etc., is payable through promoters' contribution, monetisation of assets and otherwise including from operational accruals, over a period of three years and has accordingly been recognised as borrowing from NARCL in the Financial Statement at fair value following the measurement principles as required in terms of the provisions of Ind AS.

   ii) In terms of the sanction letter an amount equivalent to 10% of the total Equity Capital of the Company on diluted basis is required to be converted to Equity Capital and allotted to NARCL. Accordingly, ₹ 11,900.00 lakhs (as estimated) have been retained out of the amount of the unsustainable debt and set apart for the purpose and included under Non-Current Liabilities. Necessary adjustments in this respect will be given effect to on determination of the amount and resolution to the effect being approved by the shareholders of the Parent.

   iii) The remaining amount of Unsustainable Debt (after setting aside for conversion to the Equity Capital as above) representing Interest provided against the borrowings and lying unpaid amounting to ₹ 84,647.35 lakhs being no longer required have been adjusted and shown under exceptional items.

b) In respect of outstanding amount of borrowing of ₹ 74,966.37 lakhs assigned to JCAF, the Parent has arrived at a One Time Settlement ('OTS') with JCAF and the letter dated 13th May 2026 sanctioning the OTS has since been issued. The OTS as dealt hereunder with effect from the cut-off date of 31st March 2026, are as follows:

   i) Borrowing of ₹ 74,966.37 lakhs (including interest thereagainst ? 33,609.06 lakhs) pursuant to the same has been restructured and bifurcated into sustainable and unsustainable amount of debt. The sustainable debt of ₹ 15,000.00 lakhs after adjusting repayment of ₹ 61.69 lakhs made till 31st March 2026, as specified in the OTS is payable including through monetisation of assets over a period of 15 months and has been recognised as borrowing from JCAF in the Financial Statement at fair value following the measurement principles as required in terms of the provisions of Ind AS.

   ii) The remaining amount of Unsustainable Debt amounting to ₹ 44,247.46 lakhs being no longer required have been adjusted and shown under exceptional items

c) Resolution with NARCL is subject to entering into Master Restructuring Agreement ('MRA') which is pending execution as on this date and the said resolution with NARCL and OTS with JCAF is subject to fulfilment of the conditions precedent as specified in the sanction letters issued by the respective parties. In the event there being default in making payments and fulfilling the conditions including those relating to regulatory compliances and other approvals etc., the restructuring as dealt herein above shall stand revoked and outstanding amount will required to be restored and will be considered as payable as per the original terms thereof along with securities, charges created earlier against these loans. The management is confident of timely repayment of sustainable amount and compliances with respect to the conditionalities as stipulated thereagainst. In the event of the Parent’s management's expectation and estimation in this respect, not turning out to be feasible in future, possible consequential impact thereof as such are presently not ascertainable.

d) In respect of the balance amount of borrowing of ₹ 12,030.63 lakhs (including interest) payable to one of the Lender Bank, necessary steps are being taken for arriving at a settlement in line with the arrangements as mentioned herein above. Pending this, Interest on the said borrowing has been continued to be provided on simple interest basis based on the rates specified originally in the term sheet or otherwise stipulated/advised from time to time and penal/compound interest if any in this respect has not been considered. The amount payable to the bank in respect of outstanding amounts of borrowing including interest thereagainst is subject to confirmation and determination and consequential reconciliation and resolution to be arrived in this respect and will accordingly be dealt with on determination thereof.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

60. 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 have also been significantly affected having impact on 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 have substantially been either written off or provided for and no significant recovery thereagainst as such could be made. The operational performance as stated above along with the cutbacks made till 31st March 2026 against sales realisation and appropriated against the borrowings had added to the financial constraints being faced by the Parent.

Resolution and/or settlement with respect to Parent's borrowings as stated in Note 59 above have since been approved by the ARCs whereby the substantial amount of borrowings including principal and interest have been restructured to a sustainable level to be repaid including through infusion of funds by promoters and monetisation of assets etc. over a period of time. This will allow the Parent's to have adequate amount of cashflow in the system to meet it's obligations in terms of restructuring and discharge it's operational and other obligations as scheduled. Further, as stated in Note 62(b) below, the Parent's has also entered into settlement with respect to Provident Fund dues for repayment over a period of time. In respect of loan payable in respect of one of the lender bank as stated in Note 59(d) above, the process of settlement has been initiated and the management is confident of working out a suitable plan in this case also for settling the amounts lying unpaid as on this date.

The management is confident that the repayments and compliances with respect to conditions precedent and other terms thereof as part of resolution and settlement will be in place and obligations concerning the loans being restated to the sustainable level will be fulfilled in due course of time. Considering the resolution with respect to the Parent's debt as dealt herein above in Note 59 along with management's continuous effort for rationalising operational costs as well and additional fund to be made available in the system in terms of the resolution 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.

In view of the measures dealt herein above being under active consideration and implementation as on this date, these Consolidated Financial Statements have been continued to be prepared on a going concern basis.

61. IMPAIRMENT OF ASSETS

As stated in Note 60, the Parent has been incurring significant amount of losses and it's current liabilities have become in excess of the current assets. Considering these indicators and circumstances stated herein above in Note 59, fair value of Property, Plant and Equipment and Capital Work in progress ('CGU') are required to be assessed for testing of Impairment thereagainst. Further, Borelli Tea Holdings Limited (‘BTHL’) has substantial investment in it’s wholly owned subsidiary Mcleod Russel Uganda Limited (‘MRUL’) which has undergone financial restructuring with respect to it's borrowings from banks which are also required to be tested for impairment as on 31st March, 2026. Subsequent to the balance sheet date, resolution with respect to parent's borrowing as stated in Note 59 above have been progressing and thereby valuer has been appointed for assessment of value in use and fair valuation of assets, which is pending as on this date. However, considering the restructuring of debt by NARCL and JCAF as dealt with in Note 59 in view of the management the intrinsic value of the parent has improved and no impairment against the value of the asset requiring any adjustment is envisaged as on 31st March 2026. Impairment if any in the value of CGU and Goodwill arising on consolidation as such, will be considered on determination.

62. INTEREST ON BORROWINGS/STATUTORY DUES AND LEASE AGREEMENT

a) Interest of ₹ 16,189.55 Lakhs (including ₹ 3,735.93 Lakhs for the year) on Inter Corporate Deposits/ Short-Term Borrowings of ₹ 29,579.40 lakhs taken by the Parent and outstanding as on 31st March 2026 has not been recognised. Interest in this respect in line with Note 59(d) above have been determined on simple basis at stipulated rates or otherwise advised/ considered for similar arrangements from time to time. This includes the amount to be converted to Equity Share Capital in terms of sanction letter issued by NARCL as dealt with in Note 59(a). Necessary adjustments in this respect will be given effect to on confirmation from respective parties and resolution to the effect being approved by the shareholder’s of the company. This does not include interest if any on outstanding advances aggregating to ₹ 3,550.00 lakhs and ₹ 500.00 lakhs included other liabilities, pending recognition as Inter Corporate Deposits and finalisation of terms and

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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

b) The company has statutory liabilities aggregating to ₹ 21,382.49 lakhs as on 31st March 2026. In respect of demand of ₹ 19,111.42 lakhs pertaining to the arrear of Provident Fund dues, Assam Tea Employees Provident Fund Organisation ('ATEPFO') vide their letter dated 12th March 2026 has granted approval for repayment of dues for the period upto 31st January 2026 over a period of three years. The amount of interest, penalty etc. in respect of above statutory dues have currently not been recognised in these financial statement as the management is contemplating to seek waiver of such levies. Considering this and pending reconciliation of the amounts including those as demanded by the authorities with the books of accounts of the respective tea estates, adjustments/ impact arising in this respect are currently not ascertainable.

c) Lease Agreement in respect of premises having registered and corporate office of the Parent got 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. by the Parent being non-determinable as such has not been recognised in these Consolidated Financial Statements.

d) The Government of India vide notification dated 21st November 2025 has notified the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as 'the Labour Code') consolidating and replacing the then existing multiple labour legislations in the country. In accordance with the requirements of Ind AS 19, 'Employee Benefits', changes to employee benefit resulting from legislative amendments constitute a plan amendment, necessitating the immediate recognition of any variation in the costs upon such notification. However, implication of the Labour Code including on account of past service costs and other costs are currently under evaluation and by the Parent adjustments in this respect as such has being non determined has not been given effect to in these Consolidated Financial Statement. The developments and further clarifications in this respect will continue to be monitored and consequential adjustments will be given effect to on determination

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 59, statutory liabilities including as dealt with in Note 62(b), 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.

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 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 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 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

(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 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.

66. INTEREST IN OTHER ENTITIES

(a) Interest in Subsidiaries

The Group's subsidiaries as at 31st March, 2026 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.

	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 2026	31st March 2025	31st March 2026	31st March 2025	
	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

(c) Interest in Associate

Set out below are the associates of the Group as at 31st March, 2026, 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.

	Name of entity	Place of business/country of incorporation	Proportion of Ownership		Carrying Amount	
			31st March 2026	31st March 2025	31st March 2026	31st March 2025
			%	%	in ₹ Lakhs	in ₹ Lakhs
i)	**D1 Williamson Magor Bio Fuel Limited**	**India**	**34.30%**	**34.30**	**-**	**-**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH 2026

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 (Rs. Lakhs)	As a % Consolidated Profit or Loss	Amount (Rs. Lakhs)	As a % Consolidated Other Comprehensive Income	Amount (Rs. Lakhs)	As a % Consolidated Other Comprehensive Income	Amount (Rs. Lakhs)
Parent								
McLeod Russel India Limited								
31st March 2026	258.87%	(13,070.07)	73.57%	(9,085.82)	59.52%	974.42	75.72%	(8,111.40)
31st March 2025	-87.55%	(4,958.67)	99.24%	(19,635.96)	92.98%	412.62	99.38%	(19,223.34)
Subsidiaries (Group's Share)								
Outside India								
Borelli Tea Holding Limited & its Subsidiaries								
31st March 2026	-138.71%	7,003.37	10.40%	(1,285.01)	40.48%	662.67	5.81%	(622.34)
31st March 2025	140.37%	7,950.48	10.24%	(2,026.88)	17.86%	79.24	10.07%	(1,947.64)
Associates								
D1 Williamson Magor Bio Fuel Limited								
31st March 2026	-	-	-	-	-	-	-	-
31st March 2025	-	-	-	-	-	-	-	-
31st March 2024	-	-	-	-	-	-	-	-
Non-Controlling Interest								
31st March 2026	-	-	-	-	-	-	-	-
31st March 2025	-	-	-	-	-	-	-	-
31st March 2024	-	-	-	-	-	-	-	-
Adjustment arising out of consolidation								
31st March 2026	-20.16%	1,017.73	16.03%	(1,979.27)	0.00%	-	18.48%	(1,979.27)
31st March 2025	47.18%	2,672.23	-9.48%	1,876.31	-10.84%	(48.09)	-9.45%	1,828.22
Total								
31st March 2026	**100.00%**	**(5,048.97)**	**100.00%**	**(12,350.10)**	**100.00%**	**1,637.09**	**100.00%**	**(10,713.01)**
31st March 2025	**100.00%**	**5,664.04**	**100.00%**	**(19,786.53)**	**100.00%**	**443.77**	**100.00%**	**(19,342.76)**

68. These Consolidated Financial Statements have been approved by the Board of Directors of the Parent on 29th May 2026, for issue to the shareholders for their adoption.

69. 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

Ajit Kumar Dalmia
Partner

Place: Kolkata
Dated : 29th May, 2026

For and on behalf of the Board of Directors

Aditya Khaitan - Chairman and Managing Director
(DIN No: 00023788)

Pradip Bhar - Wholetime Director and Chief Financial Officer
(DIN No: 01039198)

Alok Kumar Samant - Company Secretary
(M.No. F9347)

MCLEOD RUSSEL INDIA LIMITED

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, 2026

[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	1,16,173	1,16,173
	2	Total Expenditure	1,38,810	3,25,316
	3	Net Profit/(Loss)	(12,350)	(2,27,613)
	4	Earnings Per Share	(11.82)	(217.90)
	5	Total Assets	2,35,329	1,65,151
	6	Total Liabilities	2,40,378	3,85,463
	7	Total Equity	(5,049)	(2,20,312)
	8	Any other financial item(s)	-	-

II.	Audit Qualification (each audit qualification separately): Qualification-1	
	a. Details of Audit Qualification:	Note 4 dealing with Inter Corporate Deposits (ICDs) aggregating to Rs. 2,86,050 lakhs (including interest accrued till March 31, 2019) as on March 31, 2026 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 company. Provision of Rs. 2,44,629 lakhs (including Rs. 1,43,590 lakhs made during the year) has been made thereagainst leaving a balance of Rs. 41,421 lakhs which remain unprovided as on this date. 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, 2026. 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 in earlier years and uncertainties with respect to the recovery etc. 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 an another promoter group company against which Corporate Insolvency and Resolution Process ('CIRP') as per the Insolvency and Bankruptcy Code, 2016 ('IBC') was subsequently initiated. In terms of the Resolution Plan as approved by the Hon'ble National Company Law Tribunal ('NCLT'), Kolkata pursuant to the said proceedings, the amounts so advanced to the said company has become irrecoverable affecting the recoverability of the ICD's given by the Parent. The Parent is in the process of taking legal and other steps for recovery of the amounts given as ICD's and has filed legal suit before Hon'ble Calcutta High Court for recovery from certain promoter group entities.
		Pending outcome of the steps being taken, without prejudice to the parent's legal right to recover the amounts given by it., considering the possibilities of recovery etc., further provision of Rs. 1,43,590 lakhs (other than Rs. 1 01,039 lakhs provided in earlier years) has been made and shown under Exceptional Items. Amount finally recoverable in respect of these ICDs as such are currently not determinable and consequential adjustments will be given effect to on final determination on case to case basis.

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:	Pending outcome of the legal and other steps taken for recovery and those contemplated to be taken as such impact in this respect are currently not determinable and consequential adjustments will therefore be given effect to on final determination on case to case basis.
	(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(a) regarding non-recognition of Interest on loans, Inter Corporate Deposits and other amounts taken by the parentand thereby the loss for the period is understated to the extent indicated in said note.
	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:	This includes the amount to be converted to Equity Share Capital in terms of sanction letter issued by NARCL as dealt with in Note no. 5(a).The parent's management in terms of the sanction letter issued by NARCL as dealt with in Note no. 5(a) is of the opinion that certain amount of ICD's taken will be converted to Equity Share Capital for which necessary steps for approval of lenders, shareholders etc. are being taken. Necessary adjustments in this respect will be given effect to on confirmation from respective parties and resolution to the effect by the shareholder's of the Parent.
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:	Not applicable
	(i) Management's estimation on the impact of audit qualification:	
	(ii) If management is unable to estimate the impact, reasons for the same:	
	(iii) Auditors' Comments on (i) or (ii) above:	

	Qualification-3	
	a. Details of Audit Qualification:	Note no. 9(a) regarding non-determination of interest and other consequential adjustments/disclosures in absence of relevant terms and conditions in respect of certain advances and liabilities being so claimed by customers as stated therein. Further, as stated in Note 9(a) and 5(b) penal/compound interest and other adjustments in this respect are currently not determinable.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

	Qualification-3	
	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 lender bank with respect to the borrowings of the parentas dealt with in Note 5(d)of the consolidated financial results and consequential adjustment in this respect, Interest on borrowings from the bank and ICDs 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.The amount payable to the lender 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 5(d) and will accordingly be dealt with on determination thereof. Interest if any on outstanding advances aggregating to Rs. 3,550 lakhs and Rs. 500 lakhs included other liabilities as stated in Note 9(a), pending recognition as Inter Corporate Deposits and finalisation of terms and conditions thereof has not been recognised. Penal interest / compound interest as stated in Note 5(d) has not yet been confirmed by lenders. Further, the amount of interest would be finalised as agreed upon by the lenders and creditors 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-4	
	a. Details of Audit Qualification:	Note 10 regarding non reconciliation/disclosure by the Parent of certain debit and credit balances with individual details and confirmations etc. including borrowings and interest thereupon as dealt with in Note 5(d) and 9(a). Adjustments/ Impacts with respect to these are currently not ascertainable and as such cannot be commented upon by us.
	a. Details of Audit Qualification:	Adverse
	b. Type of Audit Qualification :	Repetitive
	c. Frequency of qualification:	Not quantified
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Not quantifiable
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:	
	(i) Management's estimation on the impact of audit qualification:	The Parentsubmits 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.
	(ii) If management is unable to estimate the impact, reasons for the same:	Details covering 5(d) and 9(a) has been dealt with in Qualification 3
	(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-5	
	a. Details of Audit Qualification:	Note 9(c) regarding non-determination and recognition of amount payable in respect of lease rent for office premises of the Parent. 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 parentgotexpired on August 31, 2022 and terms thereof are yet to be finalised with the lessor. Pending this, the amount of rent payable by the parentincluding the adjustments towards the cost of maintenance etc. of the premises currently being undertaken by the parentbeing 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-6	
	a. Details of Audit Qualification:	Note 7 regarding non-determination of fair value of the Property, Plant and Equipment, Capital Work in Progress of the Parent and Goodwill 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 6, the Parent has been incurring significant amount of losses and it's current liabilities have become in excess of the current assets. Considering these indicators and circumstances stated herein above in Note 6, fair Value of Property, Plant and Equipment and Capital Work in progress ('CGU') are required to be assessed for testing of Impairment thereagainst. Further, Borelli Tea Holdings Limited ('BTHL') has substantial investment in it's wholly owned subsidiary Mcleod Russel Uganda Limited ('MRUL') which has undergone financial restructuring with respect to it's borrowings from banks which are also required to be tested for impairment as on March 31, 2026. Subsequent to the balance sheet date, resolution with respect to

	Qualification-6	
		parent's borrowing as stated in Note 5 above have been progressing and thereby valuer's have been appointed for assessment of value in use and fair value of assets, which is pending as on this date. However, considering the restructuring of debt by NARCL and JCAF as dealt with in Note 5 in view of the management the intrinsic value of the parent has improved, no impairment against the value of the asset requiring any adjustment is envisaged as on March 31, 2026. Impairment if any in the value of CGU and Goodwill arising on consolidation as such, will be considered on determination.
	(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:	Note 9(b) 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:	Repetative
	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 aggregating to Rs. 21,382 lakhs as on March 31, 2026. In respect of demand of Rs. 19,111 lakhs pertaining to the arrear of Provident Fund dues, Assam Tea Employees Provident Fund Organisation vide their letter dated March 12, 2026 has granted approval for repayment of dues for the period upto January 31, 2026 over a period of three years. The amount of interest, penalty etc. in respect of above statutory dues have currently not been recognised in these financial results as the management is contemplating to seek waiver of such levies. Considering this and pending reconciliation of the amounts including those as demanded by the authorities with the books of accounts of the respective tea estates, adjustments/ impact arising in this respect are 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-8	
	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 Groupin 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 company are valid for periods

	Qualification-8	
		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.

	Qualification-9	
	a. Details of Audit Qualification:	Note 11 regarding recognition of deferred tax assets by the Parent including those arising due to provision against Inter Corporate Deposits, given the uncertainty with respect to availability thereof and consequential impact to that extent on the loss for the period;
	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:	Consequent to the restructuring of the Parent's debt as stated in Note 5, rationale for recognition of Deferred Tax Assets (DTA) has been reviewed during the year. Realisation of DTA is dependent upon generation of future taxable profit against which those temporary differences and carry forward of tax losses become deductible. Considering the resolution of the company's debt as dealt with in Note 5 and expected improvement in operational and financial performance and growth in volume of business of the company, Deferred Tax Assets of Rs. 28,757 lakhs has been recognised in these consolidated financial results based on parent management's assumption for reasonable certainty of realisation thereof against the expected taxable income and reversal of Deferred Tax Liabilities (DTL).
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:	Not Applicable
	(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:	Not Applicable
	(iii) Auditors' Comments on (i) or (ii) above:	Not Applicable

	Qualification-10	
	a. Details of Audit Qualification:	Note 5(a) to (c) regarding adjustment of Rs. 1,28,895 lakhs being given effect to in exceptional items pursuant to the letter issued by NARCL sanctioning the resolution of the borrowing assigned to them and by JCAF approving the One Time Settlement of the amount payable in respect of borrowing from them which is subject to execution of MRA by NARCL and fulfilment of conditions precedent to the implementation of the restructuring.
	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:	Resolution with NARCL is subject to entering into Master Restructuring Agreement ('MRA') which is pending execution as on this date and the said resolution and OTS with JCAF is subject to fulfilment of the conditions precedent as specified in the sanction letters issued by the respective parties. In the event there being default in making payments and fulfilling the conditions including those relating to regulatory compliances and other approvals etc., the restructuring as dealt herein above shall stand revoked and outstanding amount will required to be restored and will be considered as payable as per the original terms thereof. The parent's management is confident of timely repayment of sustainable amount and compliances with respect to the conditionalities as stipulated thereagainst. In the event of the management's expectation and estimation in this respect, not turning out to be feasible in future, possible consequential impact thereof as such are presently not ascertainable
	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:	
	(iii) Auditors' Comments on (i) or (ii) above:	

	Qualification-11	
	a. Details of Audit Qualification:	Note no. 9(e) regarding non recognition and ascertainment of the impact of labour code as notified vide notification dated November 21, 2025 by Government of India. Implication in this respect are currently under evaluation and impact thereof has not been ascertained by the management 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:	

	Qualification-11	
	(iii) Auditors' Comments on (i) or (ii) above:	The Government of India vide notification dated November 21, 2025 has notified the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as 'the Labour Code') consolidating and replacing the then existing multiple labour legislations in the country. In accordance with the requirements of Ind AS 19, 'Employee Benefits', changes to employee benefit resulting from legislative amendments constitute a plan amendment, necessitating the immediate recognition of any variation in the costs upon such notification. However, implication of the Labour Code including on account of past service costs and other costs are currently under evaluation and adjustments in this respect as such has being non determined has not been given effect to in these financial results. The developments and further clarifications in this respect will continue to be monitored and consequential adjustments will be given effect to on determination.

III.	Signatories:	
	• Managing Director	**For McLeod Russel India Limited** **(Aditya Khaitan)** (DIN: 00023788)
	• Whole Time Director and Chief Financial Officer	**For McLeod Russel India Limited** **(Pradip Bhar)** (DIN: 01039198)
	• Audit Committee Chairman	**(Amar Nath Dhar)** (DIN: 0010711585)
	• Statutory Auditors	**For Lodha & Co LLP,** **Chartered Accountants** **(Ajit Kumar Dalmia)** (Partner) (Membership No: 067236)

Place : Kolkata
Date : May 29, 2026

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, 2026

Part "A" : Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs. 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 (GBP)	Uganda Shillings (UGX)	Kenya Shillings (KSH)	US Dollars (USD)
Year when Subsidiary was acquired	2005	2010	2013	2011
Reporting period for the Subsidiary concerned	Year Ended 31st March 2026	Year Ended 1st December 2025	Year Ended 31st December 2025	Year Ended 31st December 2025
Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	125.6347	0.0255	0.7347	95.1778
	Rs. In Lakhs	**Rs. In Lakhs**	**Rs. In Lakhs**	**Rs. In Lakhs**
Share Capital	316.60	1,181.23	0.73	51.87
Reserves and Surplus	891.63	12,817.58	115.24	268.12
Total Assets	12,590.66	34,962.49	1,450.84	779.15
Total Liabilities (including Shareholders' Fund)	12,590.66	34,962.49	1,450.84	779.15
Non Current Investments	11,113.24	-	-	-
Turnover	-	13,710.96	4,207.71	1,624.84
Profit before Taxation	(817.04)	(490.59)	25.21	14.68
Provision for Taxation	308.86	(98.71)	24.24	-
Profit after Taxation	(1,125.89)	(391.88)	0.97	14.68
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,2026	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, 2026
2. Date on which the Associate was associated or acquired	19th June , 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
Extend 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)
i. Not Considered in Consolidation (Rs. in lakhs)	-

Notes:

1. Names of the Associates or Joint Ventures which are yet to be 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)

Pradip Bhar
Wholetime Director and
Chief Financial Officer
(DIN : 01039198)

Alok Kumar Samant
Company Secretary
M. No. : F9347

Place: Kolkata
Date : 29th May, 2026

NOTE

NOTE