



ANNUAL REPORT
2022-23

BOARD OF DIRECTORS

Mr. Dharendra Kumar
Ms. Shashi Kumar
Ms. Divya Jalan
Mr. Hemant Kumar Agarwal
Mr. Golam Momen - Independent Director
(Passed Away on 29th January, 2023)
Mr. Ghanshyam Das Gupta - Independent Director
Mr. Naveen Bansal - Independent Director
Mr. Deepak Nagar - Independent Director
Mr. Ravindra Suchanti- Additional Director
(Non-Executive & Independent) (Appointed w.e.f 27th April, 2023)
Mr. Azam Monem- Additional Director
(Non-Executive & Independent) (Appointed w.e.f 27th April, 2023)
Mr. Kartik Narayan Singh- Whole-time Director

KEY MANAGERIAL PERSONNEL

Mr. Kartik Narayan Singh - Whole-time Director
& General Manager (Heeleakah Tea Estate)
Mr. Manoj Sureka - Chief Financial Officer
Mrs. Ritu Bhatler -Company Secretary & Compliance Officer

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Ghanshyam Das Gupta - Chairman
Mr. Golam Momen
(Passed Away on 29th January, 2023)
Mr. Naveen Bansal
Mr. Deepak Nagar
(Appointed w.e.f 13th February, 2023)

NOMINATION & REMUNERATION COMMITTEE

Mr. Naveen Bansal - Chairman
Mr. Golam Momen
(Passed Away on 29th January, 2023)
Mr. Ghanshyam Das Gupta
Mr. Deepak Nagar
(Appointed w.e.f 13th February, 2023)

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mr. Golam Momen - Chairman
(Passed Away on 29th January, 2023)
Mr. Deepak Nagar- Chairman
(Appointed w.e.f 13th February, 2023)
Mr. Naveen Bansal
Mr. Ghanshyam Das Gupta

AUDITORS

M/s. J K V S & Co.
5-A, Nandalal Jew Road
Kolkata - 700 026, e-mail : kolkata@jkvs.in

TEA ESTATE

Heeleakah Tea Estate
P.O. Kharikatia, Dist : Jorhat (Assam), Pincode-785633

ESTATE GENERAL MANAGER

Mr. Kartik Narayan Singh

BANKERS

PUNJAB NATIONAL BANK

COMPLIANCE COMMITTEE

Mr. Kartik Narayan Singh
Mr. Sunil Singhi
Mr. Manoj Sureka
Mrs. Ritu Bhatler

46th ANNUAL GENERAL MEETING

Date : **23rd September, 2023**
Day : **Saturday**
Time : **11.30 a.m.**
Mode : **Video Conferencing**
Place : **1, Crooked Lane
Kolkata-700 069**
Book Closure : **17th September, 2023 to
23rd September, 2023**
(Both days inclusive)

REGISTERED OFFICE

1, Crooked Lane, Kolkata-700 069
(CIN): L01132WB1977PLC031175
Phone: (033) 2248 7062
Email: scottishassamcompliance@gmail.com
Website: www.scottishassam.com

REGISTRAR

M/s. ABS Consultant Pvt. Ltd.
"Stephen House", Room No. 99, 6th Floor
4 B.B.D. Bag (East), Kolkata- 700 001
Tel: (033) 2230 1043, Fax: (033) 2243 0153
Email: absconsultant99@gmail.com

STOCK EXCHANGE WHERE SHARES ARE LISTED

The Calcutta Stock Exchange Limited

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NOTICE

NOTICE is hereby given that the 46th Annual General Meeting of the Members of THE SCOTTISH ASSAM (INDIA) LIMITED will be held on Saturday, 23rd September, 2023 at 11.30 a.m. (IST) through Video Conferencing (" VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:-

ORDINARY BUSINESS :

1. Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended as on 31st March, 2023 together with the reports of the Board of Directors and Auditors thereon and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 including the Audited Balance Sheet as at 31st March, 2023, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date, the Reports of Directors and Auditors thereon, as circulated to the Members and now submitted to this Meeting be and are hereby approved and adopted."

2. Declaration of Dividend

To declare dividend of Rs. 8.00 per equity share (being 80% on face value of Rs. 10 per Share) for the financial year ended 31st March, 2023 and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, Dividend at the rate of 80% being Rs. 8.00 (Rupee Eight Only) per equity share of the Company, for the year ended on 31st March, 2023 be and is hereby declared."

3. Re-appointment of Director retiring by rotation

To appoint a Director in place of Mrs. Divya Jalan, Director (DIN: 00016102), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offer herself for re-appointment and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mrs. Divya Jalan, Director (DIN: 00016102) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, has offered herself for re-appointment, be and is reappointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

By order of the Board
For The Scottish Assam (India) Ltd.

Registered Office:
1, Crooked Lane,
Kolkata - 700 069
Date : 29th day of May, 2023

Ritu Bhattar
Company Secretary & Compliance Officer
Membership No. : A36291



NOTES :

1. The relevant details as set out under Item No. 3 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Director seeking re-appointment at this AGM are also annexed to this Notice.
2. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated 5th May, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020 and 10/2021 dated 23rd June, 2021, 02/2021 dated 13th January, 2021, 02/2022 dated 5th May, 2022, 10/2022 and 11/2022 dated 28th December, 2022 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/PoD-2 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM'/the Meeting) through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA and SEBI Circulars, the 46th AGM of the Company is being held through VC/OAVM on Saturday, 23rd September, 2023 at 11.30 A.M. (IST). The deemed venue for the AGM will be the Registered Office of the Company.
3. Since this AGM will be held through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') pursuant to MCA and SEBI Circulars, the requirement of physical attendance of Members has been dispensed with. Accordingly, Members will not be able to appoint proxies for this meeting. Hence Proxy Form, Attendance Slip and Route Map are not being annexed to this Notice.
4. Corporate/Institutional Members (other than individuals/HUF, NRI, etc.) are requested to send a scanned copy (in PDF/JPG format) of the Board Resolution authorizing their representatives to attend the AGM through VC/OAVM on its behalf and vote, pursuant to Section 113 of the Act by e-mail at scottishassamcompliance@gmail.com
5. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations as amended, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at this AGM. For this purpose, the Board of Directors of the Company ('the Board') have engaged the services of Central Depository Services (India) Limited (CDSL). The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
6. The Board has appointed Mr. Pravin Kumar Drolia (PCS) (Membership No. FCS 2366, CP No. 1362) of M/s. Drolia & Co, as the Scrutinizer to scrutinize the remote e-Voting process before the AGM as well as remote e-Voting during the AGM fairly and transparently. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges on which the Company's shares are listed, CDSL, and RTA, and will also be displayed on the Company's website at www.scottishassam.com
7. Remote e-voting will commence at 9.00 a.m. on 20th September, 2023 and will end at 5.00 p.m. on 22nd September, 2023. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on 16th September, 2023 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
9. The Register of Member and Share Transfer Books of the Company shall remain closed from 17th September, 2023 to 23rd September, 2023 (both days inclusive) for the purpose of the payment of Dividend and the 46th Annual General Meeting.



10. Pursuant to the provisions of the Finance Act, 2020, dividend income is taxable in the hands of the Members with effect from 1st April, 2020 and the Company is required to deduct tax at source from such dividend at the prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, members are requested to complete and or update their residential status, PAN, category as per the IT Act with their depository participants ("DPs") or incase shares are held in physical forms, with the company by sending documents through email at absconsultant99@gmail.com on or before by Saturday 23rd September, 2023 (upto 5.00 p.m.). The Company had communicated and provided information and detailed instructions with respect to tax on dividend for the financial year ended 31st March, 2023 separately to the Members.
11. Further, in order to receive the dividend in a timely manner, members holding shares in physical form who have not updated their mandate for receiving the dividend directly in their bank accounts through electronic clearing service or any other means are requested to send the following documents to our RTA- M/s. ABS Consultant Pvt Ltd Address: "Stephen House" Room No. 99, 6th Floor 4 B.B.D. Bag (East), Kolkata-700001.
 - a) Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pincode, and the following details relating to the bank account in which the dividend is to be received:
 - i) Name of Bank & Branch
 - ii) Bank account number
 - iii) Type of account
 - iv) IFSC Code
 - v) MICR Code
 - b) Original cancelled cheque bearing the name of the member or first holder, incase shares are held jointly
 - c) Self- Attested copy of the PAN card; and
 - d) Self Attested copy of any document (such as Aadhar card, driving license, election identity card, passport) in support of the address of the members as registered with the company. Members holding shares in electronic form may please note that their bank details as furnished by the respected depositories to the company will be considered for remittance of dividend as per the applicable regulation of the depositories and the company will not entertain any direct request from such members for change/addition/ deletion in such bank details. Accordingly, the members holding shares in Demat form are requested to update their electronic bank mandate with their respective ("DPs") further, please note that instructions, if any already given by members in respect of shares held in physical forms will not be automatically applicable to the dividend paid on shares held in electronic form.
12. In compliance with the aforesaid MCA & SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company, RTA or CDSL/ NSDL. Members may note that the Notice and Annual Report for the financial year 2022-23 will also be available on the Company's website www.scottishassam.com, website of The Calcutta Stock Exchange Limited i.e. www.cse-india.com. In case any Member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2022-23 and Notice of the 46th AGM of the Company, may send request to the Company's e-mail address at scottishassamcompliance@gmail.com mentioning Folio No./DP ID and Client ID.
13. The Notice of the 46th AGM and the Annual Report for the year ended 2022-23 is being emailed to all the Members whose names appear in the Register of Members/list of Beneficial Owners as received from NSDL/CDSL on the close of business hours on 18th August 2023 and whose email ids are available. Any person who acquires shares and became Member after the aforesaid date, can obtain the same by downloading it from the Company's Website: www.scottishassam.com or may request for the same by writing to the Company at scottishassamcompliance@gmail.com or the Company's RTA at absconsultant99@gmail.com
14. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.



15. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 500 members on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
16. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be made available for inspection through electronic mode.
17. The Register of Directors and Key Managerial Personnel and their shareholding as maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode during the AGM.
18. Members are requested to intimate atleast Seven days before the Annual General Meeting to the Company query/ies, if any, regarding the accounts/notice to enable the management to keep the required information readily available at the meeting.
19. In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed March 31, 2021, as the cut-off date for the re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialized mode. The request for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in the dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, ABS Consultants Private Limited ("Registrar" or "RTA") at absconsultant99@gmail.com for assistance in this regard.
20. SEBI has mandated the updation of PAN, contact, Bank account, specimen signature and nomination details, against folio / demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhar details by the date specified by Central Board of Direct Taxes. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant ("DP") in case of holding in dematerialised form or to Company's Registrar and Share Transfer Agents through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at Company's website i.e. www.scottishassam.com.
21. As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH- 13 with Registrar and Share Transfer Agents or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DP. For relevant forms, please visit the Company's website i.e. www.scottishassam.com
22. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes. The consolidation will be processed in demat form.
23. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with the rules made thereunder, dividends that are unclaimed/unpaid for a period of 7 years from the date of transferring the same into unpaid dividend account of the bank are required to be transferred to the Investor Education and Protection Fund (IEPF) established by Central Government. An amount of Rs. 1.43 Lakh being unclaimed/ unpaid dividend of the Company for the financial year ended on 31st March,



2015 were transferred in 3rd October, 2022 to IEPF.

Last dates for claiming of unclaimed/unpaid dividends declared by the Company for the following financial years are as under:

Dividends for the Financial Year	Date of declaration of Dividend	Due date for transfer to the IEPF
2015-2016	22.07.2016	28.08.2023
2016-2017	04.09.2017	11.10.2024
2017-2018	28.08.2018	04.10.2025
2018-2019	30.08.2019	06.10.2026
2019-2020	29.09.2020	05.11.2027
2020-2021	29.09.2021	05.11.2028
2021-2022	21.09.2022	28.10.2029

Members who have so far not en-cashed the Dividend Warrants for the above years are requested to submit their claim at the earliest to the Registrar and Share Transfer Agent i.e. M/s. ABS Consultant Pvt. Ltd. at either of the aforesaid addresses immediately quoting their Folio No/ DP ID and Client ID.

Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed/ unpaid after expiry of 7 years from the dates which they became first due for payment.

Further, in compliance with the rules, the Company has sent notices to the concerned shareholders whose Shares/Dividends are liable to be transferred/credited to the Demat/ Dividend Account of the IEPF Authority of Central Government. The Company has uploaded on its website: www.scottishassam.com the detail of such shareholders whose shares has been transferred /credited to the Demat Account of the IEPF Authority under Investors Relation window.

The Company has already transferred all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more to designated Demat Account of IEPF maintained with CDSL. Members who have so far not claimed or collected their dividends up to the financial year 2014-2015 may claim their dividend and shares from the Investor Education and Protection Fund, by submitting an application in the prescribed format.

24. The Company, in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, will be providing the facility of live webcast of the proceedings of the AGM on its corporate website.
25. Payment of dividend as recommended by the Board of Directors, if approved at the meeting, will be made on or after 25th September, 2023 to those members whose names are on the Company's Register of Members/ list of Beneficial Owners as at the close of the business hours on 16th September, 2023 as per the details to be furnished by the Depositories, viz. NSDL and CDSL for this purpose.



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

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

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

- The voting period begins on 20th September, 2023 at 09.00 a.m. and ends on 22nd September, 2023 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 16th September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest is visit www.cdslindia.com and click on Login icon and select New System My easi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website cdslindia.com and click on login & New System Myeasi Tab and click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30



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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address scottishassamcompliance@gmail.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.



8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.



ANNEXURE - I TO THE NOTICE

Details of Directors seeking appointment/re-appointment at the Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting]

Name	Mrs. Divya Jalan
DIN	00016102
Date of Birth	16/10/1966
Date of appointment	09/11/2013
Experience in specific area	Extensive Knowledge & Experience as a Director for many years
Qualification	Graduation
Terms and condition of appointment/ Re-appointment	Re-appointment as an non-executive Director, Liable to retire by rotation
Last drawn remuneration	Except sitting fees, no other remuneration is paid.
Relationship with other director and Key managerial personnel	Not Applicable
Directorship in companies	1) M/s. Shree Durga Agencies Ltd. 2) M/s. Nirvan Commercial Company Limited 3) M/s. Sandeep Investments Ltd. 4) M/s. Supriya Finance Ltd. 5) M/s. Kilburn Software Technologies India Ltd. 6) M/s. Arham Vyapaar Pvt. Ltd. 7) M/s. Pushpdant Vyapaar Pvt. Ltd. 8) M/s. Maryada Advisory Services Pvt. Ltd. 9) M/s. Ana Vincom Private Ltd. 10) M/s. Just Desserts Limited 11) M/s. Saket Fiscal Services Pvt. Ltd.
Directorship held in other listed (excluding foreign companies & section 8 companies & private companies) as on March 31, 2023	NIL
Name of the Listed Entity from which the director has resigned in past 3 years	NIL
Chairman/Member in the Committees of the Boards of the Listed Companies	NIL
No of shares held in the Company	10802
No. of meetings of the Board attended during the year	4

* Only Audit Committee and Stakeholder Relationship Committee are being considered



REPORT OF THE DIRECTORS

For the financial year ended 31st March, 2023

Dear Shareholders,

Your Directors present the 46th Annual Report of the Company together with the Audited Statements of Accounts for the year ended as on 31st March, 2023.

FINANCIAL PERFORMANCE

(Rs. in Lakhs)

Particulars	For the Year ended 31.03.2023	For the Year ended 31.03.2022
Net Sales Income From Operations	3927.23	3523.68
Operating Profit before interest, Depreciation and Tax and other amortisations (EBIDTA)	569.62	1330.03
Less: Depreciation & Amortisation Expenses	62.94	38.87
Less: Finance Cost	11.90	29.91
Tax Expense (Net)	107.81	112.08
Profit / (Loss) For the Year	386.97	1149.17
Other Comprehensive Income (Net of tax)	(28.43)	47.19
Total Comprehensive Income (After Tax)	358.54	1196.36

OVERVIEW OF COMPANY PERFORMANCE

Our own estate production for the financial year was 14.42 Lacs kgs being 1.22 Lacs kgs more than the previous year's production of 13.20 Lacs kgs, showing an increase of 9.24%. Production from purchased leaf was 1.69 Lacs kgs showing a total production of 16.11 Lacs kgs for the financial year 2022 - 2023. The average price realisation of Tea during the year was Rs. 247/- per kg which was lower by Rs. 14/- per kg when compared to previous year Rs. 261/- per kg.

Your Company's focus has always been to produce quality teas which command a premium. The Company continued with its development programme in the field and factory to improve productivity and quality of teas. The uprooting and replanting of old plant teas areas also continue as per programme to ensure better yields and crops.

Operating Profit for the year ended 31st March, 2023 includes Rs. 246.03 Lacs (last year Rs. 662.86 Lacs) on account of mark to market gain on Mutual Fund Investments.

EQUITY DIVIDEND

The Board is pleased to recommend the distribution of dividend of Rs. 8/- per share for the year ended 31st March, 2023.

PROSPECTS

The wage during the year has been increased w.e.f. 1st August, 2022, which is going to have a significant impact on the profitability of Tea industry during the current year. Significant cost increase in fertilizer, chemicals along with gas, power & fuel will increase cost of production. In spite of such head winds our company is confident of posting better results when compared to our competitors in the coming year.

SHARE CAPITAL

The paid-up Equity Share Capital of the Company as on 31st March, 2023 was Rs. 80.00 Lacs comprising of 8,00,000 equity shares of Rs. 10/- each. During the year under review, your Company has neither issued any shares nor has granted any stock options or sweat equity. The Company has paid Listing Fees for the Financial Year 2022-2023 to The Calcutta Stock Exchange Limited, where its equity shares are listed.



PERSONNEL

The Directors would like to record their appreciation for the sincere efforts put in by the Company's workers, staff and Management at all levels which has ensured regular production.

TRANSFER TO GENERAL RESERVE

Your directors decided to transfer Rs. 1.00 crore to General Reserve from retained earnings of the Company & after such transfer Rs. 42.69 crore will remain in the Retained Earnings of the company.

CORPORATE GOVERNANCE

The Company has complied with the Corporate Governance requirements under the Companies Act, 2013 and as stipulated in Listing Regulations. In term of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate report on corporate Governance is enclosed as a part of this Annual Report. A certificate from the Auditors of the Company regarding compliance as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Report on Corporate Governance.

Your Company has taken adequate steps for strict compliance with Corporate Governance guidelines, as amended from time to time.

MANAGEMENT DISCUSSION & ANALYSIS REPORT:

The Management Discussion & Analysis Report for the year under review as stipulated under the SEBI (LODR) Regulations is set out in annexure forming part of the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Company considers Corporate Social Responsibility as an important aspect for doing Business. As a good Corporate Citizen, your Company shall initiate appropriate action towards various social causes in the future. Presently, Section 135 of the Companies Act, 2013 is not applicable to the Company.

DIRECTOR'S RESPONSIBILITY STATEMENT PURSUANT TO SECTION 134(3)(c) OF THE COMPANIES ACT, 2013

Your Directors would like to inform members that the audited accounts containing the financial statements for the year 2022 - 2023 are in conformity with the requirements of the IND AS and Companies Act, 2013 and they believe that the financial statements reflect fairly the form and substance of transactions carried out during the year and reasonably present the Company's financial condition and results of operations. The Statutory Auditors, M/s. JKVS & Co, Chartered Accountants, Kolkata have audited these financial statements.

Based on the same, your Directors further confirm that according to their information :

- i. In the preparation of the annual accounts, applicable accounting standards have been followed and there are no material departures;
- ii. The selected accounting policies were applied consistently followed and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the Profit & Loss of the company for that period.
- iii. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The annual accounts have been prepared on a going concern basis.
- v. That there is adequate proper internal financial controls with reference to the financial statement have been laid down for the company and such internal financial controls are adequate and operating effectively.
- vi. That proper system has been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.



PARTICULARS OF EMPLOYEES

The prescribed particulars of employees required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as Annexure-1 to this report. The Information as required under Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in the Annexure - 1 forming part of the Report.

PUBLIC DEPOSITS

During the year 2022-23, your Company did not accept/renew any deposits and as such, no amount of principal or interest was outstanding as on 31st March, 2023.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the Year Company invested some of its surplus earnings in Mutual Funds and is getting reasonable returns on its investment i.e. Rs. 246.03 Lacs (Previous Year of Rs. 662.86 Lacs) as on 31st March, 2023.

GOING CONCERN STATUS

No significant and material orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operation in the future.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All transactions entered into by the Company with related parties during the financial year under review, were on an arm's length basis, and in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 details of which are set out in the Notes to Financial Statements forming part of this Annual Report.

Further, the Company has not entered into any contracts/arrangements/transactions with related parties which qualify as material in accordance with the Policy of the Company on materiality of related party transactions. There are no materially significant related party transactions that may have potential conflict with interest of the Company at large. Wherever required, prior approval of the Audit Committee is obtained on an omnibus basis for continuous transactions. The policy on Related Party Transactions has been uploaded on the website of the Company i.e. www.scottishassam.com

Accordingly, disclosures of related party transactions in terms of Clause (h) of sub section (3) of Section 134 of Companies Act 2013 read with Rule 8 (2) of the Companies (Accounts) Rules 2014 in Form AOC - 2, is not applicable. Transactions with related parties, as per requirements of Accounting Standard are disclosed in the notes to the accounts annexed to the financial statements.

CEO AND CFO CERTIFICATION

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

RISK MANAGEMENT

Risk management is embedded in your Company's operating framework. The Company has laid down well defined mechanism covering the risk exposure, potential impact and risk mitigation process. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. The company has adopted and implemented a Risk Management Policy after identifying various risk which the Company encounters on its day to day business none of which in the opinion of the Board poses a threat to the existence of the Company. The Company has taken adequate measures and there is a continuous process for identifying, evaluating and managing significant risks faced through risk analysis process designed to identify the key risk factors. The role of insurance and other measures used in managing risks is also reviewed. In addition, the Audit Committee has oversight in the areas of financial risks and controls. During the year no major risks were noticed. Although the requirement of Risk Management Committee is not mandatory for the Company as per SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014.



CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGES AND OUTGO

The information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo as per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is set out in the annexure forming part of the Annual Report marked as Annexure-2.

ENVIRONMENT AND SAFETY

The Company has committed to maintaining highest standard of safety, health environment protection and has complied with all applicable statutory requirements and prevention of pollution. It always strives to keep the estates greener and cleaner and committed to the safety and health of its employees.

DISCLOSURE UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at work place and has adopted a policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and the Rules hereunder for prevention, prohibition and redressal of complaints of sexual harassment at workplace. There were no cases of sexual harassment reported during the year and no complaints pending as on March 31, 2023.

The policy on Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 has been uploaded on the website of the Company i.e. www.scottishassam.com

AUDITORS AND AUDITORS' REPORT

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules framed thereunder, M/s. JKVS & Co., Chartered Accountant (Firm Registration No. 318086E) were appointed as Statutory Auditors of the Company for a period of five years from the conclusion of the 45th Annual General Meeting of the Company till the conclusion of the 50th Annual General Meeting to be held in the year 2027. The Statutory Auditor's report for financial year 2022-23 forms part of this Annual Report.

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. There is no qualification, adverse remarks or disclaimer made by the Statutory Auditors

COST AUDIT

The provisions of Section 148 of Companies Act, 2013 read with (Cost Records and Audit) Rules, 2014 are not applicable on the Company as your company does not fall in the eligibility criterion of the same.

INTERNAL AUDIT

The Company continued to engage M/s V. Singhi & Associates - Chartered Accountants as its internal auditors at its Head Office and Tea Estate. Their scope of work and the plan for audit is approved by the Audit Committee. The report submitted by them is regularly reviewed and their findings are discussed with the process owners and suitable corrective action taken on an ongoing basis to improve efficiency in operations.

SECRETARIAL AUDIT

The Company had appointed Mr. Pravin Kumar Drolia (Membership No. FCS: 2366 CP No. 1362) Company Secretary in Whole-time Practice to undertake the Secretarial Audit of the Company. The report of the Secretarial Audit pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as Annexure - 3 and forms part of the Director's Report. There is no qualification or reservation or adverse remark or disclaimer made by the Secretarial Auditor in the Report.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).



INSURANCE

Adequate insurance cover has been taken for properties of the Company including buildings, plant and machineries and stocks against fire, earthquake and other risks as considered necessary.

REPORTING OF FRAUD BY AUDITORS

There were no instances of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or the Board under Section 143(12) of the Companies Act, 2013 and the rules made thereunder.

DIRECTOR'S & KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Article 84 of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mrs. Divya Jalan, Director (DIN: 00016102), is due to retire by rotation and is liable to vacate her office at the forthcoming Annual General Meeting and being eligible, offers herself for re-appointment.

During the year, Mr. Golam Momen (DIN: 00402662), Independent Director of the Company has passed away on 29th January, 2023. The Board of Directors places on record its sincere appreciation for his invaluable contribution, support & guidance and a valued member of the Board.

Mr. Deepak Nagar (DIN: 01532015) was appointed as an Additional Director (Independent & Non-Executive) at the Board Meeting held on 30th May, 2022. The Members of the Company subsequently approved his appointment as an Independent Director in the 45th Annual General Meeting held on 21st September, 2022 for a period of 5 years from 30th May, 2022 to 29th May, 2027.

Based on the recommendation of Nomination and Remuneration Committee, the Board appointed Mr. Ravindra Suchanti (DIN No.: 00143116) as an Additional Director (Independent & Non-Executive) with effect from 27th April, 2023. The appointment of Mr. Ravindra Suchanti as an Independent Director for a period of 5 years from 27th April, 2023 to 26th April, 2028 will depend on the approval of the Members of the Company through Postal Ballot.

The Board appointed Mr. Azam Monem (DIN No.: 00023799) as an Additional Director (Independent & Non-Executive) with effect from 27th April, 2023 based on the recommendation of Nomination and Remuneration Committee. The appointment of Mr. Azam Monem as an Independent Director for a period of 5 years from 27th April, 2023 to 26th April, 2028 will depend on the approval of the Members of the Company through Postal Ballot.

All Independent Directors have submitted their disclosures to the Board that they meet the criteria of independence as stipulated in Section 149(6) of the Companies Act, 2013 and in accordance with Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 which has been duly assessed by the Board. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct. In the opinion of the Board, there has been no changes in the circumstances likely to affect the status of the independent directors of the Company and the Board is satisfied of their integrity, expertise and experience (including proficiency in terms of Section 150(1) of the Companies Act, 2013 and applicable rules thereunder).

None of the Directors proposed for appointment /re-appointment at the ensuing AGM are disqualified from being appointed/re-appointed as Director under the provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 or any other order of MCA, SEBI or any other statutory authorities.

Independent Directors have been familiarized with the nature of operations of the Company and the industry in which it operates and business module of the Company. The details of the familiarization programme have been posted on the website of the Company i.e. www.scottishassam.com

On the recommendation of the Nomination and Remuneration Committee, the Board has framed the policy for selection and appointment of Directors, Senior Management Personnel and their remuneration. The Committee has also framed the criteria for performance evaluation of every Director and accordingly carried out the performance evaluation.

Pursuant to the provision of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Mr. Manoj Sureka, Chief Financial Officer and Mrs. Ritu Bhatler, Company Secretary & Compliance Officer.



VIGIL MECHANISM/ WHISTLE BLOWER POLICY

In compliance with the provisions of Section 177(9) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Company has framed a Whistle Blower Policy/Vigil Mechanism for Directors and Employees for reporting genuine concerns about any instance of any irregularity, unethical practice and/or misconduct. The details of the Whistle Blower Policy/Vigil Mechanism are posted on the Company's website i.e. www.scottishassam.com.

INTERNAL FINANCIAL CONTROL SYSTEMS

Your Company has an adequate system of internal control procedures which are constantly assessed and strengthened with new/ revised standard operating procedures. The Company's internal control system is commensurate with the size and nature of business. The internal control systems of the Company were monitored and evaluated by the internal auditors and their audit reports were periodically reviewed by the Audit Committee. The observations and comments of the Audit Committee are placed before the Board and suitable steps are taken to strengthen the controls.

OTHER DISCLOSURES

EXTRACT OF ANNUAL RETURN

In terms of Section 92(3) of the Act, the Annual Return for the financial year ended 31st March, 2023 is displayed on the website of the Company www.scottishassam.com and forms an integral part of this Annual Report.

NUMBER OF BOARD MEETINGS

The Board of Directors met 4 times during the year ended 31st March, 2023. The details of the Board meetings and the attendance of Directors are provided in Corporate Governance Report.

MATERIAL CHANGES OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR UNDER REVIEW AND THE DATE OF THE REPORT

Except those disclosed in this Annual report, there are no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of the report.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

As stipulated by the Code of Independent Directors under Companies Act, 2013 and LODR, a separate meeting of the Independent Directors of the Company was held on 13th February, 2023 to review the performance of Non Independent Directors and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties.

COMPOSITION OF COMMITTEE OF BOARD

The Board has constituted the following Committees of Board:

(a) Audit Committee

Mr. Golam Momen had passed away on 29th January, 2023 and since he was the Member of the Audit Committee so it was necessary to reconstitute Audit Committee. Therefore, the Audit Committee was reconstituted on 13th February, 2023 in the Board Meeting of the Company. The Audit Committee comprises Independent Directors namely Mr. Ghanshyam Das Gupta (Chairman), Mr. Deepak Nagar and Mr. Naveen Bansal as other members. All the recommendations made by the Audit Committee were accepted by the Board.

(b) Nomination & Remuneration Committee

The Nomination and Remuneration Committee was required to be reconstituted due to sudden demise of Mr. Golam Momen on 29th January, 2023 as he was the Member of the Nomination and Remuneration Committee. Therefore, the Nomination and Remuneration Committee was reconstituted on 13th February, 2023 in the Board Meeting of the Company. The Nomination and Remuneration Committee comprises Independent Directors namely Mr. Naveen Bansal (Chairman), Mr. Ghanshyam Das Gupta and Mr. Deepak Nagar as other members.



(c) Stakeholders Relationship Committee

Mr. Golam Momen had passed away on 29th January, 2023 and since he was the Chairman of the Stakeholders Relationship Committee so it was necessary to reconstitute Stakeholders Relationship Committee. Therefore, the Stakeholders Relationship Committee was reconstituted on 13th February, 2023 in the Board Meeting of the Company. The Stakeholders Relationship Committee comprises Independent Directors namely Mr. Deepak Nagar (Chairman), Mr. Ghanshyam Das Gupta and Mr. Naveen Bansal as other members.

(d) Compliance Committee

The Compliance Committee comprises Members namely Mr. Kartik Narayan Singh, Mr. Sunil Singhi, Mr. Manoj Sureka and Mrs. Ritu Bhattar.

EVALUATION OF BOARD'S PERFORMANCE

Pursuant to the provisions of the Companies Act, 2013, Regulation 17(10) of the SEBI (LODR) Regulations, 2015 and Guidelines Note on Board Evaluation issued by SEBI which inter alia contains indicative criterion for evaluation of the Board of Directors, its Committees and individual members on the Board.

In accordance thereof, the Board evaluated the performance of the Board, its Committees and the Individual Directors for the financial year 2022-23. After the evaluation process was complete, the Board was of the view that the performance of the Board as a whole was adequate and fulfilled the parameters stipulated. The Board also ensured that the Committees functioned adequately and independently in terms of the requirements of the Companies Act, 2013 and the Listing Regulations.

The individual Directors' performance was also evaluated and the Board was of the view that the Directors fulfilled their applicable responsibilities and duties as laid down by the Listing Regulations and the Companies Act, 2013 and at the same time contributed with their valuable knowledge, experience and expertise so as to make the Company well equipped to face the adverse challenges.

NOMINATION AND REMUNERATION POLICY

The Board has adopted a Remuneration Policy for identification, selection, appointment and payment of remuneration to Directors and Key Managerial Personnel (KMP) of the Company. The policy enumerates the powers, roles and responsibilities of the Nomination and Remuneration Committee.

Pursuant to Section 178(3) of the Companies Act, 2013, Nomination and Remuneration Committee ("NRC") formulated the criteria for determining qualification, positive attributes and independence of a director. It ensures that the interest of Board members and senior executives are aligned with the business strategy and risk tolerance objectives, values and long term interests of the Company. The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Executive and Non-executive Directors (by way of sitting fees and commission), Key Managerial Personnel, Senior Management and other employees. The policy also provides for appointment of Key Managerial Personnel / Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the candidate. The aforesaid Remuneration policy has been uploaded on the website of the Company i.e. www.scottishassam.com

ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the Banks, Central and State Government authorities, Regulatory authorities, Stock Exchanges and the stakeholders for their continued co-operation and support to the Company.

Your Directors also wish to record their appreciation for the continued co-operation, support and commitment received from the employees of the Company at all levels amidst challenging times and look forward to their support in the future as well.

On behalf of the Board

(Divya Jalan)
Director

Place : Kolkata
Date : 29th day of May, 2023

DIN : 00016102



ANNEXURE 1 TO THE DIRECTORS' REPORT

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23, ratio of the remuneration of each Director and the employees of the Company for the financial year 2022-23 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

(i) Remuneration to the Director/Key Managerial Personnel of the Company: (Rs. in Lakhs)

Name of Director / KMP	Remuneration for the financial year 2022-2023	Remuneration for the financial year 2021-2022	% Change
Mr. Kartik Narayan Singh	15.49	15.49	--
Mr. Manoj Sureka	25.72	18.22*	--
Mrs. Ritu Bhatler	4.89	0.29*	--

* Joined during the year

The Independent Directors & Non-Executive Directors of the Company are entitled to sitting fee as per statutory provisions of the Companies Act, 2013, details of which has been provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for the same is, therefore, not considered for the purpose above.

(ii) The number of permanent employees on the rolls of the Company as on 31st March, 2023: 1303

(iii) The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

ANNEXURE 2 TO THE DIRECTORS' REPORT

THE INFORMATION UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 FOR THE YEAR ENDED 31ST MARCH, 2023 IS GIVEN HERE BELOW AND FORMS PART OF THE DIRECTOR'S REPORT.

Statement of particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo forming part of Director's Report for the year ended 31st March, 2023. Necessary information required by Companies (Disclosure of particulars in Report of Board of Directors) Rules, 1988 for conservation of energy, technology absorption and foreign exchange earnings and outgo enumerated below :



FORM A

Form of Disclosure of particulars with respect to conservation of energy : (Rs. in Lakhs)

A) POWER AND FUEL CONSUMPTION

<u>Particulars</u>	<u>Current Year</u> <u>2022-2023</u>	<u>Previous Year</u> <u>2021-2022</u>
1 Electricity		
a) Purchased (Unit)	1317174	912980
Total Amount (In Rs. lakh)	112.33	75.91
Rate/Unit (Rs.)	8.53	8.31
b) Own Generation		
i) Through Diesel (Unit)	123594	95514
Units per ltrs. of Diesel	2.47	2.62
Total Amount (In Rs. Lakh)	43.05	32.82
2. Gas		
Quantity (Scum)	571177	603569
Total Amount (In Rs. Lakh)	156.71	80.75
Rate per 1000 Scum	27436.92	13378
B. CONSUMPTION PER UNIT OF PRODUCTION STANDARDS (if any)		
Products - Made Tea (Kgs)	1610781	1422545
Electricity (in units) /per Kg	0.82	0.64
Gas (in Scum)/per Kg	0.35	0.42

FORM-B

Form of disclosure of particulars with respect to Absorption, Research and Development (R & D)

- | | | |
|--------------------------------------------------------------|---|----------------------------------------------------------------------------------------------------------------------------|
| 1. Specified area in which R & D carried out by the Company | } | The Company subscribes to Tea Research Association which is registered under Section 35(i)(ii) of the Income Tax Act, 1961 |
| 2. Benefits derived as a result of above R & D | | |
| 3. Future Plan of action | | |
| 4. Expenditure on R & D | | |
| a) Capital R & D | | |
| b) Recurring | | |
| c) Total | | |
| d) Total R & D expenditure as a percentage of total turnover | | |



Technology absorption, adaptation and innovation

1. Efforts in brief, made towards technology absorption, adaptation and innovation

Continuous efforts are being made towards absorption, adaptation and innovation of technology absorption maintaining close liaison with advisory officer of Tocklai Experimental Station.

2. Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, import substitution etc.

Increase in Productivity and cost reduction by optimization of inputs.

Foreign Exchange Earning and outgo

1. Foreign Exchanged Earned (F.O.B.)

Nil

2. Foreign Exchanged used

Nil

Registered Office:

1, Crooked Lane

Kolkata - 700069

Date : 29th day of May, 2023

For and on behalf of the Board of Directors

Ms. DIVYA JALAN (DIN : 00016102)

Director

Mr. K. N. SINGH (DIN : 07779482)

Wholtime Director



ANNEXURE-3

CS PRAVIN KUMAR DROLIA
(Company Secretary in whole time practice)
2nd FLOOR, BLOCK D, 13, SELIMPUR ROAD, KOLKATA-700031
MOBILE NO.- 9831196869, EMAIL ID: droliapraavin12@gmail.com

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

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

To
The Members,
The Scottish Assam (India) Ltd,
1, Crooked Lane,
Kolkata - 700 069

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by The Scottish Assam (India) Limited having CIN L01132WB1977PLC031175 (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of books, papers, minute books, forms and returns filed and other records maintained by the Company digitally and also the information provided by the Company, its officers, and authorised representatives during the conduct of Secretarial Audit, whereby report that in my opinion the Company has, during the audit period covering the financial year ended 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2023 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- III. The Securities and Exchange Board of India (Depositories and Participants) Regulations 2018 and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing;
- V. Following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; as amended till date;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - d) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015; as amended till date;
 - e) The Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable, as the Company did not carry any act under the said Regulations for the period under review.



- (a) The Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021;
- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 as amended till date;
- (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 as amended till date;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (e) The Securities and Exchange Board of India (Issue and listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2021

VI. The following Industry Specific laws:

- a) Tea Act, 1953
- b) The Tea Waste (Control) Order, 1959
- c) The Tea Warehouse (Licensing) Order, 1989
- d) The Tea (Marketing) Control Order, 1984
- e) Tea (Distribution and Export) Control Order, 2005
- f) FSSAI (Food Safety and Standards Authority of India) Act, 2006

I have also examined compliance with the applicable clauses of the following:

- (i) SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (LODR) entered into by the Company with The Calcutta Stock Exchange Limited.
- (ii) Guidelines and notification on Secretarial Standards (SS1 and SS2) issued by The Institute of Company Secretaries of India from time to time in respect of holding of Shareholder's Meetings, Board Meetings and Committee meetings.

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

I further report that:

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

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.

I further report that 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 as also represented by the management. All decisions of the Board were unanimous and the same was captured and recorded as part of the Minutes.

I further report that during the audit period, the Company has not made any:

- (i) Public/Right/ Preferential issue of Shares/Debentures/Sweat Equity or any other Security.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to section 180 of the Companies Act, 2013.
- (iv) Merger/ Amalgamation/ Reconstruction etc.
- (v) Foreign technical collaborations.

For PRAVIN KUMAR DROLIA
(Company Secretary in Whole time practice)

Pravin Kumar Drolia
Proprietor

Place : Kolkata

Date : 29.05.2023

UDIN : F002366E000373825

FCS : 2366

CP No. 1362

Peer review no: 1928/2022

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



ANNEXURE-A

CS PRAVIN KUMAR DROLIA
(Company Secretary in whole time practice)
2nd FLOOR, BLOCK D, 13, SELIMPUR ROAD, KOLKATA-700031
MOBILE NO.- 9831196869, EMAIL ID: droliapravin12@gmail.com

To,
The Members,
The Scottish Assam (India) Limited,
1,Crooked Lane, Kolkata 700 069

My 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 as opinion on these Secretarial records based on my audit.
- 2) I 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. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- 3) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Where ever required. I 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 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 PRAVIN KUMAR DROLIA
(Company Secretary in Whole time practice)

Pravin Kumar Drolia
Proprietor

FCS : 2366

CP No. 1362

Peer review no: 1928/2022

Place : Kolkata

Date : 29.05.2023

UDIN : F002366E000373825



ANNEXURE 4 TO THE DIRECTOR'S REPORT

CORPORATE GOVERNANCE REPORT

INTRODUCTION

Pursuant to regulation 34(3) read with Part C of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 a report on Corporate Governance for the year ended 31st March, 2023 is given below:

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company's Corporate Governance philosophy is based on transparency, accountability, values and ethics, which forms an integral part of the Management's initiative in its ongoing pursuit towards achieving excellence, growth and value creation. Your Board of Directors unequivocally support the principles of Corporate Governance. Your Company believes that good Corporate Governance emerges from the application of the best and sound management practices and compliance with laws coupled with adherence to the highest standards of professionalism and business ethics; great emphasis is placed on values such as empowerment and integrity of its employees, transparency in decision making process, fairness, honesty, accountability in dealings with its dealers, customers, business associates, government and all its stakeholders. Thus, corporate governance is a reflection of a company's culture, policies, its relationship with stakeholders and its commitment to value.

The Company adopts the principle of governance so that it covers all aspects of dealing and reporting in a transparent and fair manner. We believe Corporate Governance is not just a destination but a journey to constantly improve sustainable value creation. It is an upward moving target that we collectively strive towards achieving. In addition to compliance with regulatory requirements, the Company endeavours to ensure that the highest standards of ethical and responsible conduct are met throughout the organization.

BOARD OF DIRECTORS AND GOVERNANCE FRAMEWORK

A. COMPOSITION & CATEGORY OF DIRECTORS

The Board of Directors along with its Committees provides leadership and guidance to the Management directs and supervises the performance of the Company, thereby enhancing stakeholder value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected. Your Company has an engaged and well-informed Board with qualifications and experience in diverse areas. The Board composition is in conformity with the Listing Regulations and the Companies Act, 2013("the Act").

The Company's Board has an optimum combination of Executive and Non-Executive Directors including a Woman Director. The Board of Directors as at the end of 31st March, 2023 comprised of 8 Directors, out of which 1 was Executive Director and 7 were Non-Executive Directors, which includes 3(Three) Independent Directors. The Chairman of the Board is elected at every Board meeting. The Composition of the Board as of 31st March, 2023 is given in the table below:-

Categories	Names of Directors	No of Directors
Non-Executive Directors	Mr. Dharendra Kumar Mrs. Shashi Kumar Mrs. Divya Jalan Mr. Hemant Kumar Agrawal	4
Non-Executive Independent Directors	Mr. Golam Momen (Note-1) Mr. Ghanshyam Das Gupta Mr. Naveen Bansal Mr. Deepak Nagar	3
Managing & Executive Directors / Whole-time Directors	Mr. Kartik Narayan Singh	1
Total		8



Note - 1. Mr. Golam Momen, Independent Director has passed away on 29.01.2023.

2. Mr. Ravindra Suchanti and Mr. Azam Monem has been appointed as Additional Director (Non-Executive & Independent) w.e.f 27.04.2023.

Category of each Director and details of attendance of each Director at Board Meetings and at the last year's Annual General Meeting:

Name of Directors	AGM	Board Meeting			
	21/09/2022	30/05/2022	08/08/2022	14/11/2022	13/02/2023
Mr. Dharendra Kumar	Yes	Yes	Yes	Yes	Yes
Mrs. Shashi Kumar	Yes	Yes	Yes	Yes	Yes
Mrs. Divya Jalan	Yes	Yes	Yes	Yes	Yes
Mr. Hemant Kumar Agrawal	Yes	No	Yes	No	No
Mr. Golam Momen*	Yes	Yes	Yes	Yes	No
Mr. Ghansyam Das Gupta	Yes	Yes	Yes	Yes	Yes
Mr. Naveen Bansal	Yes	Yes	Yes	Yes	Yes
Mr. Deepak Nagar	No	No	Yes	Yes	Yes
Mr. Kartik Narayan Singh	Yes	No	Yes	Yes	No

* Mr. Golam Momen, Independent Director has passed away on 29.01.2023.

The composition and category of Directors, the number of Directorships and Committee chairpersonships /Memberships held by them and Directorships held by them in other listed entities as on 31st March, 2023:

Name of Director	Category of Directorship in other Listed Entities	Directorship in other Listed companies	No. of Chairpersonship/ Membership of Board Committees in Companies
Mr. Dharendra Kumar	Non-Executive Non-Independent Non-Executive Independent	JK Paper Ltd Bengal Tea & Fabrics Ltd	2 (Member)
Mrs. Shashi Kumar	----	Nil	Nil
Mrs. Divya Jalan	----	Nil	Nil
Mr. Ghansyam Das Gupta	----	Nil	Nil
Mr. Golam Momen*	----	Nil	Nil
Mr. Hemant Kumar Agrawal	----	Nil	Nil
Mr. Naveen Bansal	----	Nil	Nil
Mr. Kartik Narayan Singh	----	Nil	Nil
Mr. Deepak Nagar#	----	Nil	Nil

Note:

- 1) Directorships held by Directors in the afore-mentioned Table do not include Private Limited Companies, Foreign Companies, Section 8 Companies, Alternate Directorships and One Person Companies. All the Public Limited Companies, whether listed or not, have been considered in the afore-mentioned Table.



- 2) Memberships / Chairmanships of only the Audit Committee and the Stakeholders' Relationship Committee of the public limited companies, whether listed or not, have been considered. All other companies including private limited companies, foreign companies and companies under Section 8 of the Act have been excluded.
- 3) * Mr. Golam Momen, Independent Director has passed away on 29.01.2023.
- 4) Mr. Ravindra Suchanti and Mr. Azam Monem has been appointed as Additional Director (Non-Executive & Independent) w.e.f 27.04.2023.

Skills/expertise/competencies identified by the Board of Directors

The Board of the Company is highly structured to ensure a high degree of diversity by age, education/qualifications, professional background, sector expertise and special skills. The following are the skills as identified by the Board.

DIRECTORS	AREA OF EXPERTISE					
	Strategic Planning	Sales & Marketing	Technology	Financial	Governance	Tea Estate Management and Operations
Mr. Dharendra Kumar	✓	✓	✓	✓	✓	✓
Mrs. Shashi Kumar	✓	✓		✓	✓	✓
Mrs. Divya Jalan	✓		✓	✓	✓	✓
Mr. Hemant Kumar Agrawal	✓	✓	✓	✓	✓	
Mr. Golam Momen*	----	----	----	----	----	----
Mr. Ghanshyam Das Gupta	✓	✓		✓	✓	✓
Mr. Naveen Bansal	✓	✓	✓	✓	✓	
Mr. Deepak Nagar#	✓	✓	✓	✓	✓	✓
Mr. Kartik Narayan Singh	✓	✓	✓	✓	✓	✓

- a) None of the above directors of your Company are inter-related to each other.
- b) * Mr. Golam Momen, Independent Director has passed away on 29.01.2023.
- c) Mr. Ravindra Suchanti and Mr. Azam Monem has been appointed as Additional Director (Non-Executive & Independent) w.e.f 27.04.2023.

RESPONSIBILITIES

The Board's prime concentration is on strategy, policy and control, delegation of power and specifying approvals that remain in the Board's domain besides review of corporate performance and reporting to shareholders. The Board and Management's roles are clearly demarcated.

The Management is required to:

- a) Provide necessary inputs to assist the Board in its decision-making process in respect of the Company's strategies, policies, performance targets and code of conduct;
- b) Manage day-to-day affairs of the Company to achieve targets and goals set by the Board in the best possible manner;
- c) Implement all policies and the code of conduct as approved by the Board;
- d) Provide timely, accurate, substantive and material information, including on all financial matters and any exceptions, to the Board and/or its Committees;
- e) Ensure strict compliance with all applicable laws and regulations; and
- f) Implement sound and effective internal control systems.



ROLE OF INDEPENDENT DIRECTORS

The Independent Directors play an important role in deliberations and decision-making at the Board Meetings and bring to the Company wide experiences in their respective fields. They also contribute in significant manner to Board Committees. Their independent role vis-à-vis the Company means that they have a special contribution to make in situations where they add a broader perspective by ensuring that the interests of all stakeholders are kept in acceptable balance and in providing an objective view in instances where a (potential) conflict of interests may arise between stakeholders.

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder and Listing Regulations, the Independent Directors of the Company are appointed for not more than two terms of maximum of five years each and shall not be liable to retire by rotation. A formal letter of appointment setting out the terms and conditions of appointment, roles and functions, responsibilities, duties, fees and remuneration, liabilities, resignation/removal, etc., as specified under Schedule IV to the Companies Act, 2013 has been issued to each of the Independent Directors subsequent to obtaining approval of the Members to their respective appointments. The terms and conditions of such appointment of the Independent Directors are also made available on the website of the Company at www.scottishassam.com

Based on the declaration received from the independent directors, the Board of directors has confirmed that the Independent Directors fulfill the conditions of Independence specified in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulation and are independent of the management. In terms of Regulation 25(8) of the Listing Regulations, Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be anticipated that could impair or impact their ability to discharge their duties.

The Independent Directors of the corporation have registered 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 & Qualification of Directors) Rules, 2014.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Independent Directors have been familiarized with the nature of operations of the Company & the industry in which it operates, business model of the Company. The details of familiarization programme have been posted in the website of the Company i.e. www.scottishassam.com

SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year under review, as stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company met on 13th February, 2023 inter alia, to:

- I. Evaluate and review the performance of Non-Independent Directors and the Board as a whole;
- II. Evaluate and assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the independent Directors of the Company were present at the meeting. The Independent Directors expressed satisfaction on the performance of Non-Independent Directors and the Board as a whole. The Independent Directors were also satisfied with the quality, quantity and timeliness of flow of information between the Company management and the Board.

CODE OF CONDUCT

The Board of Directors has adopted the Code of Conduct for Directors and Senior Management. The Code has been posted on the website of the Company i.e. www.scottishassam.com. For the year under review, all the Directors and the Senior Management Personnel of the Company have confirmed their adherence to the provisions of this Code. A declaration to this effect is annexed along with the report.



CERTIFICATE OF COMPANY SECRETARY IN PRACTICE

A Certificate obtained from a Company Secretary in Practice, confirming that none of the Directors of the Company is debarred or disqualified from being appointed or continuing as Director of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority, is annexed along with the report.

BOARD MEETINGS

Selection of Agenda Items for Board Meetings

- i) The Company holds a minimum of four Board Meetings in each year, which are pre-scheduled after the end of each financial quarter. The gap between two Meetings is not more than 120 days. Apart from the four pre-scheduled Board Meetings, additional Board Meetings are convened by giving appropriate notice to address the specific needs of the Company.
- ii) All divisions and departments in the Company are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion and approval by the Board or by Committees. All such matters are communicated to the Company Secretary in advance so that these may be included in the Agenda for the Board or Committee Meetings.
- iii) At the beginning of each meeting of the Board, the Chairman briefs the Board members about the key developments relating to the Company.
- iv) At each of the four pre-scheduled Board Meetings, managers are invited to make presentations on the major business segments and operations of the Company before taking on record the results of the Company for the preceding financial quarter. Sufficient support information is provided to the Board in advance for all strategic matters of significance pertaining to expansion plans, financing and diversifications. These are discussed and deliberated in detail at the Board level.
- v) Among others, the following items are placed at the Board Meetings for the consideration/review/approval of the Board:
- vi) Annual Operating Plans and Budgets and any updates.
- vii) Capital Budgets and any updates.
- viii) Quarterly results of the Company and its Business Segments.
- ix) Minutes of Meetings of the Board Committees.
- x) The information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- xi) Show cause, demand, prosecution notices and penalty notices, which are materially important
- xii) Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- xiii) Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- xiv) Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- xv) Details of any Joint Venture or Collaboration Agreement.
- xvi) Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- xvii) Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- xviii) Sale of material nature of investments, subsidiaries, assets, which is not in normal course of business.
- xix) Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

In addition, the other matters requiring the Board's consideration/review/approval, from time to time, are also placed at the Board Meetings. The Board's annual agenda includes recommending dividend, determining Directors who shall retire by rotation and recommending



appointment/reappointment of Directors and Auditors, authentication of annual accounts and approving the Directors' Report, long term strategic plans for the Company and the principal issues that the Company expects to face in the future. The Board also considers/approves the other matters as required to be considered/approved by the Board as per the Companies Act, 2013 and the Listing Regulations, 2015. Board Meetings also note and review the functions of its Committees.

The Chairman of the Board and the Company Secretary in consultation with other concerned persons in senior management finalise the agenda papers for the Board Meeting. Directors have access to the Company Secretary's support for all information of the Company and are free to suggest inclusion of any matter in the Agenda.

BOARD MATERIAL DISTRIBUTED IN ADVANCE

- i) Agenda Papers are circulated to the Directors in advance. All material information is incorporated in the Agenda Papers for facilitating meaningful and focussed discussions at the Meeting. Where it is not practicable to attach any documents to the Agenda, the same are placed on the table at the Meeting with specific reference to this effect in the Agenda.
- ii) In special and exceptional circumstances, additional or supplementary items on the Agenda are permitted to be taken at the Meeting.

RECORDING MINUTES OF PROCEEDINGS AT BOARD AND/OR COMMITTEE MEETINGS

The Company Secretary records the minutes of the proceedings of each Board and Committee Meeting. Draft Minutes are circulated to all the members of the Board for their comments. The Minutes of proceedings of a Meeting are entered in the Minutes Book within 30 days from the conclusion of the Meeting.

COMPLIANCE

The Company Secretary while preparing the agenda, notes on agenda and minutes of the Meetings, ensures adherence to the applicable provisions of law including the Companies Act 2013, Secretarial Standards and the Listing Regulations, 2015.

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

The Board of Directors of the Company has constituted an Audit Committee of the Board in terms of the requirements of Section 177 of the Companies Act, 2013 read with the rules made there under and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations).

The Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee provides the Board with additional assurance as to the adequacy of the Company's internal control systems and financial disclosures. Brief terms of reference of the Audit Committee inter-alia include:

- I. Review of Company's financial statements, internal financial reporting process and the audit process;
- II. Appointment & performance evaluation of statutory and internal auditors and review of internal audit reports relating to internal control weaknesses
- III. Review of adequacy, reliability and effectiveness of internal financial controls, risk management process and vigil mechanism;
- IV. Approval of related party transactions and any subsequent modification of transactions of the company with related parties;
- V. Monitoring of process for compliance with laws, regulations and the code of conduct.
- VI. Review of compliance with provision of SEBI Insider Trading Regulations, 2015.

The terms of reference of Audit Committee cover the areas mentioned under Part C of Schedule II of the Listing Regulations as well as Section 177 of the Companies Act, 2013.



Composition, name of members, Chairman and Attendance of the Committee as on 31st March, 2023 :

The Audit Committee comprised of 3 members, all of whom are Non-Executive Independent Directors. Mr. Ghanshyam Das Gupta is the Chairman and Mr. Golam Momen (had been passed away on 29.01.2023), Mr. Naveen Bansal and Mr. Deepak Nagar (has been appointed as member w.e.f 13.02.2023) are the other members of the said committee. During the year under review 4 (Four) Audit Committee meetings were held, the dates being 30th May, 2022, 8th August 2022, 14th November, 2022 and 13th February, 2023. The maximum gap between any two meetings of the committee was not more than 120 days. The composition of the Committee and particulars of attendance by the members at the meetings of the Committee held in FY 2022-2023 are given below:

Name	Category	No of meetings held	No of meetings attended
Mr. Ghanshyam Das Gupta - Chairman	Non-executive, Independent	4	4
Mr. Golam Momen*	Non-executive, Independent	4	3
Mr. Naveen Bansal	Non-executive, Independent	4	4
Mr Deepak Nagar#	Non-executive, Independent	4	--

1) * Mr. Golam Momen, Independent Director has passed away on 29.01.2023.

2) # Mr. Deepak Nagar, Non-Executive Independent Director has been appointed as the Member of the Audit Committee w.e.f 13.02.2023.

The Company Secretary and Chief Financial Officer of the Company were present at all the meetings. At the invitation of the Committee, the Statutory Auditors, the Internal Auditors of the Company also attend the meetings.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee has been constituted by the Board in compliance with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations.

The terms of reference of the Nomination and Remuneration Committee has been reviewed and it covers the areas mentioned in Section 178 of the Act and Regulation 19 read with Part D (A) of Schedule II to the Listing Regulations. The terms of reference of the Committee, inter-alia are as follows:

- I. Recommendation of nominations for membership of the Board, its Committees and the leadership team of the Corporation including Key Managerial Personnel ("KMP") (as defined under the Companies Act, 2013) and Senior Management Team (as defined by the Committee);
- II. Formulation of the criteria for determining qualifications, positive attributes and independence of a director
- III. Formulation of criteria for evaluation of Independent Directors and the Board of Directors.
- IV. Recommend the remuneration policy for the directors, KMP, Senior Management team and other employees.
- V. Evaluation of performance of the Board, its Committees and Individual directors.
- VI. Devise a policy on Board diversity.
- VII. Formulate and recommend to the Board plans for orderly succession for appointments to the Board, KMPs and other Senior Management Team.

Composition, name of members, Chairman and Attendance of the Committee as on 31st March, 2023:

The Nomination and Remuneration Committee comprised of 3 members, all of whom are Non-Executive Independent Directors. Mr. Naveen Bansal is the Chairman and Mr. Golam Momen (had been passed away on 29.01.2023), Mr. Ghanshyam Das Gupta and Mr. Deepak Nagar (has been appointed as member w.e.f 13.02.2023) are the other members of the said committee. During the year under review 4 (Four) Nomination and Remuneration Committee meeting were held, the dates being 30th May, 2022, 8th August, 2022, 14th



November, 2022 and 13th February, 2023. The composition of the Committee and particulars of attendance by the members at the meetings of the Committee held in FY 2022-2023 are given below:

Name	Category	No of meetings held	No of meetings attended
Mr. Naveen Bansal	Non-executive, Independent	4	4
Mr. Golam Momen*	Non-executive, Independent	4	3
Mr. Ghanshyam Das Gupta	Non-executive, Independent	4	4
Mr Deepak Nagar#	Non-executive, Independent	4	--

1) * Mr. Golam Momen, Independent Director has passed away on 29.01.2023.

2) #Mr. Deepak Nagar, Non-Executive Independent Director has been appointed as the Member of the Audit Committee w.e.f 13.02.2023.

Remuneration of Directors

The Nomination and Remuneration Committee has adopted a Policy which, inter alia, deals with the manner of selection of Board of Directors, KMP's and Senior Management Personnel and their remuneration. The remuneration policy is in consonance with the existing Industry practice.

- During the year under review, there was no pecuniary relationship or transactions between the Company and any of its Non-Executive Directors apart from sitting fees and reimbursement of expenses incurred by them for the purpose of attending the meetings of the Company.
- Non-Executive Directors' compensation and disclosures the Non-Executive Directors, including Independent Directors, are paid Sitting fees for attending the meetings of the Board and Committees of the Board. The Company pays a sitting fee of Rs. 5,000/- per meeting per director for attending meetings of the Board, Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

Meetings of the Board

Name of The Directors	No. of Board Meetings		Attended Last AGM held on 21.09.2022	Remuneration paid as sitting fees (Rs. In Lakhs)
	Held	Attended		
Mr. Dharendra Kumar	4	4	YES	0.20
Mrs. Divya Jalan	4	4	YES	0.20
Mr. Golam Momen*	4	3	YES	0.15
Mr. Ghanshyam Das Gupta	4	4	YES	0.20
Mr. Naveen Bansal	4	4	YES	0.20
Mr. Hemant Kumar Agrawal	4	1	YES	0.05
Mrs. Shashi Kumar	4	4	YES	0.20
Mr. Deepak Nagar	4	3	NO	0.15
Mr. Kartik Narayan Singh	4	2	YES	N.A.



Meetings of the Committees

Name of The Directors	No. of Audit Committee Meetings		No. of Stakeholders Relationship Committee Meetings		No. of Nomination & Remuneration Committee Meetings		Remuneration paid as sitting fees (Rs. In Lakhs)
	Held	Attended	Held	Attended	Held	Attended	
Mr.Golam Momen*	4	3	4	3	4	3	0.45
Mr.Ghanshyam Das Gupta	4	4	4	4	4	4	0.60
Mr. Naveen Bansal	4	4	4	4	4	4	0.60

1)* Mr. Golam Momen, Independent Director has passed away on 29.01.2023.

EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

As per the requirement of Companies Act, 2013 and Listing Regulations, the Independent Directors have evaluated the performance of the Executive directors, Non-executive Directors and the Board as a whole. They also reviewed the quality, quantity and timeliness of flow of information between the company management and the Board.

The Nomination & Remuneration Committee evaluated the performance of the Executive directors, Non-executive Directors, Key managerial Personnel and other Senior Managerial Personnel. Further the performance evaluation of the Independent Directors was carried out by the entire Board on parameters such as guidance/support to management outside Board/ Committee meetings, degree of fulfilment of key responsibilities, effectiveness of meetings etc. The Board of Directors have also evaluated the performance of all Board level Committees viz., Audit, Nomination and Remuneration and Stakeholders' Relationship. The Directors expressed their satisfaction with the evaluation process.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations, 2015.

A brief term of reference of the Committee inter-alia includes:

- I. Approval and monitoring of transfer, transmission, split, consolidation and dematerialization, rematerialisation of shares/securities and issuance of duplicate share/security certificates by the Company.
- II. Overseeing various issues relating to shareholders/security holders, including redressal of complaints relating to transfer of shares/security, non-receipt of annual reports, etc.
- III. Review of the various measures and initiatives taken by the Company for ensuring timely receipt of annual reports/statutory notices etc. by the shareholders of the company.
- IV. To oversee the overall performance of Registrar and Share Transfer Agent.

Composition, name of members, Chairman and Attendance of the Committee as on 31st March, 2023:

The Stakeholders Relationship Committee comprised of 3 members all of whom are Non-Executive Independent Directors. Mr. Golam Momen who was Chairman, had passed away on 29.01.2023 So Mr. Deepak Nagar has been appointed as the Chairman w.e.f 13.02.2023 and Mr. Ghanshyam Das Gupta and Mr. Naveen Bansal are the other members of the said Committee. During the year under review 4(Four) Stakeholders Relationship Committee meeting were held, the dates being 30th May, 2022, 8th August, 2022, 14th November, 2022 and 13th February, 2023 particulars of attendance by the members at the meetings of the Committee held in FY 2022-2023 are given below:



Name	Category	No of meetings held	No of meetings attended
Mr. Naveen Bansal	Non-executive, Independent	4	4
Mr. Golam Momen*	Non-executive, Independent	4	3
Mr. Ghanshyam Das Gupta	Non-executive, Independent	4	4
Mr Deepak Nagar#	Non-executive, Independent	4	--

1) * Mr. Golam Momen, Independent Director has passed away on 29.01.2023.

2) #Mr. Deepak Nagar, Non-Executive Independent Director has been appointed as the Member of the Audit Committee w.e.f 13.02.2023.

The Board of Directors have authorized the Company Secretary to approve the transmission/rematerialisation of shares which are properly processed and related formalities are done by the Registrar & Share Transfer Agent, M/s. ABS Consultant Pvt. Ltd., Kolkata. The Committee also keeps a close watch on all the complaints/grievances from the shareholders which are duly attended. Continuous efforts are made to ensure that grievances are expeditiously redressed to the satisfaction of the investors.

Details of Complaints received, redressed and pending during the financial year and reported under Regulation 13(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are as under:

Sl. No.	Investor Complaints	Number
1.	Number of Investor Complaints received during the year	NIL
2.	Number of complaints resolved during the year till 31st March, 2023	NIL
3.	Number not solved to the satisfaction of the shareholders till 31st March, 2023	NIL
4.	Number of complaints pending as at 31st March, 2023	NIL

COMPLIANCE COMMITTEE

The Company has a Compliance Committee to consider matters relating to Company's Code of Conduct and such matters as may be referred by the Board, from time to time.

Composition, name of members, Chairman and Attendance of the Committee as on 31st March, 2023:

The Compliance Committee comprised of 4 members. The chairman is elected in every meeting Mr. Kartik Narayan Singh, Whole time Director Mr. Sunil Singhi, Internal Auditor, Mrs. Ritu Bhatler Company Secretary & Compliance Officer and Mr. Manoj Sureka Chief Financial Officer. During the year under review 4 (Four) Compliance Committee meeting were held, the dates being 30th May, 2022, 8th August, 2022, 14th November, 2022 and 13th February, 2023. The composition of the Committee and particulars of attendance by the members at the meetings of the Committee held in FY 2022-2023 are given below:

Name	Category	No of meetings held	No of meetings attended
Mr. Kartik Narayan Singh	Whole-time Director, CEO	4	2
Mr. Sunil Singhi	Internal Auditor	4	4
Mr. Manoj Sureka	Chief Financial Officer	4	4
Mrs. Ritu Bhatler	Company Secretary	4	4

CRITERIA FOR APPOINTMENT OF DIRECTORS

In evaluating the suitability of a person and recommending to the Board his appointment as a Director of the Company, the Nomination and Remuneration Committee may take into account and ascertain factors such as:

- i Personal and professional ethics, integrity and values
- ii Educational and professional background and experience
- iii Willingness to devote sufficient time and energy in carrying out the duties and responsibilities effectively



EQUITY SHARES OF THE COMPANY HELD BY DIRECTORS

The Directors, who held the Equity Shares of the Company as on 31st March 2023 are Mrs. Divya Jalan (10802), Mr. Hemant Kumar Agrawal (300), Mr. Ghyanshyam Das Gupta (100) and Mrs. Shashi Kumar (13288).

General Body Meetings

Details of the Annual General Meeting (AGM) held in the last three years are given below:

Financial year	Date of AGM	Venue	Time	Number of Special resolution passed
2019-2020	29 th September, 2020	Video Conferencing	11.30 a.m.	4
2020-2021	29 th September, 2021	Video Conferencing	11.30 a.m.	Nil
2021-2022	21 st September, 2022	Video Conferencing	11.30 a.m.	1

SPECIAL RESOLUTIONS PASSED IN THE LAST THREE AGMS:

1. In the Annual General Meeting held on 29th September, 2020 Four special resolution was proposed and approved:
 - i. To approve re-appointment of Mr. Golam Momen (holding DIN: 00402662) as an Independent Director for second term of five years.
 - ii. To approve re-appointment of Mr. Ghanshyam Das Gupta (holding DIN: 00174114) as an Independent Director for second term of five years.
 - iii. To approve re-appointment of Mr. Naveen Bansal (holding DIN: 00720211) as an Independent Director for second term of five years.
 - iv. To approve re-appointment of Mr. Kartik Narayan Singh (holding DIN: 07779482) as Whole Time Director not liable to retire by rotation for a further period of five years.
2. In the Annual General Meeting held on 29th September, 2021 no special Resolution was proposed.
3. In the Annual General Meeting held on 21st September, 2022 one special resolution was proposed and approved:
 - i. To approve appointment of Mr. Deepak Nagar (holding DIN: 01532015) as an Independent Director for first term of five years.

OTHER DISCLOSURES

RELATED PARTY TRANSACTION

The Board has adopted Related Party Transaction Policy for determining the materiality of Related Party transactions and also on dealing with related parties. The policy on related parties has been placed on the website of the company i.e. www.scottishassam.com

During the year under review, there were no material related party transactions with any related party that may have conflict with the interest of the Company. Transactions entered into with related parties during the financial year were in the ordinary course of business and at arm's length basis and were approved by the Audit Committee. The omnibus approval of the Audit Committee is taken for all the proposed related party transactions to be entered into during the forthcoming year. Requisite disclosure has been made in the notes to the Financial Statements.

Disclosures

- I. During the last three years, there were no strictures or penalties imposed either by the SEBI or the Stock Exchanges or any other Statutory Authorities for non-compliance of any matter related to the Capital Market.
- II. The Company does not have any material non-listed Indian subsidiary as defined in defined in Regulation 16 and 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- III. The Company has adopted a Whistle Blower Policy and has established the necessary mechanism for directors & employees to report concerns about unethical behavior or suspected fraud in violation of Company's Code of Conduct or any other point of concern. The policy has been disclosed on the website of the Company i.e. www.scottishassam.com



- IV. The Company did not have any commodity price risk or foreign exchange risk and hedging activities as on 31st March, 2023.
- V. The Company has not raised funds through preferential allotment or qualified institutions placement as specified under regulation 32(7A).
- VI. The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation(2) of Regulation 46 of the Listing Regulations.

RECONCILIATION OF SHARE CAPITAL AUDIT:

As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued / paid up Equity Share capital is in agreement with the total number of Equity Shares in physical form and total number of Equity Shares in dematerialised form held with NSDL and CDSL.

CODE OF CONDUCT

The Company has adopted a Code of Conduct for the members of Board of Directors and Senior Management Personnel of the Company. The essence of the code is to conduct the business of the Company in an honest, fair and ethical manner, in compliance with the applicable laws and in a way that excludes considerations for personal advantage. All Directors and Senior Management Personnel have affirmed compliance with the Code and a declaration to this effect, signed by the Whole-time Director & Chief Financial Officer, is attached to this report.

DIVIDEND DISTRIBUTION POLICY:

The Corporation has adopted a Dividend Distribution Policy in accordance with the requirements of Regulation 43A of the SEBI (LODR) Regulations, 2015.

DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Company has not received any complaint on sexual harassment in FY 2022-2023.

MEANS OF COMMUNICATON

The Company's un-audited / audited quarterly, half yearly and annual financial results along with limited review report/ audit report by the Auditors and notices as required under Companies Act 2013 and Listing Regulations are published in widely circulated national English daily 'Financial Express' and in a local newspaper 'Arthik Lipi' (Kolkata edition). These results are sent immediately to all the Stock Exchanges with which the Equity Shares of the Company are listed. The Company's results and official news releases are displayed on Company's website www.scottishassam.com

COMPLIANCE CERTIFICATE OF THE AUDITORS

The Statutory Auditors' Certificate that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, 2015 is annexed hereto.



General Shareholders Information

Date, time and venue of the Annual General Meeting	Saturday, the 23 rd September, 2023, at 11.30 A.M through Video Conferencing / Other Audio Visual Means deemed to be held at the Registered Office of the Company.
Financial Year	1 st April 2022 to 31 st March 2023
Book Closure Period (for share transfer & AGM)	17 th September, 2023 to 23 rd September, 2023
Dividend Payment Date	On or After 25 th September, 2023
Listing on Stock Exchanges	The Calcutta Stock Exchange Limited (CSE), 7 Lyons Range, Kolkata - 700 001. The Company has paid listing fees for the period 1 st April, 2022 to 31 st March 2023.
Stock code at Stock Exchange	029847
Demat ISIN number for NSDL & CDSL for Equity Shares	INE010G01018

Stock Market Performance

There were no transactions in the equity shares of the Company at the Calcutta Stock Exchange (CSE), hence there is no monthly high and low quotations and volume of shares traded on the Stock Exchange during the year.

Registrar & Share Transfer Agent (R&TA)

M/s. ABS Consultant Pvt. Ltd. "Stephen House", Room No. 99, 6th Floor, 4 B.B.D. Bagh (East), Kolkata - 700 001 Tel: (033) 2230-1043 Fax: (033) 2243-0153 Email: absconsultant99@gmail.com.

SHARE TRANSFER SYSTEM

Share Transfer system is entrusted to the Registrar and Share Transfer Agent. Presently, Stakeholders' Relationship Committee is empowered to approve the Share Transfers. The Committee meeting is generally held on quarterly basis or on an earlier date as and when required. The shares sent for transfer in physical form are registered and returned by our Registrars and Share Transfer Agents in 15 days of receipt of the documents, provided the documents are found to be in order.

The Share Transfers, transmission of shares Issue of duplicate certificates, split of certificates, dematerialisation, rematerialisation, etc. are endorsed by the Directors/Executives/Officers of the Company as may be authorized by the Stakeholders' Relationship Committee. Any grievances when received from the Members and/or any other miscellaneous correspondence are processed/ resolved by the Registrar and Share Transfer Agent within the prescribed time.



Distribution of shareholding as on 31st March, 2023

Sl. No.	Range of nominal value of equity shares held	No. of shareholders	% to Total shareholders	Total Shareholding (Rs. in Lakhs)	% of Total Shareholding
1	1 - 5000	924	94.38	1021630	12.77
2	5001- 10000	21	2.15	162940	2.04
3	10001- 20000	11	1.12	155510	1.94
4	20001- 30000	2	0.20	42700	0.53
5	30001- 40000	NIL	NIL	NIL	NIL
6	40001- 50000	2	0.20	83250	1.04
7	50001- 100000	1	0.10	63500	0.79
8	100001 & Above	18	1.84	6470470	80.88
	Total	979	100.00	8000000	100.00

Shareholding pattern of the Company as on 31st March, 2023

Sl. No	Category	No. of Shareholders	Shareholders%	Total no. of Shares	% To Shares
1	Promoter & Promoter Group	27	2.76	600000	75.00
2	Bodies Corporate	13	1.33	46318	5.79
3	Resident Individuals	922	94.17	131442	16.43
4	Trusts	2	0.20	400	0.05
5	NRIs	14	1.43	2170	0.27
6	Central Govt./ State Govt/ President of India	1	0.10	19670	2.46
	TOTAL	979	100.00	800000	100.00

Dematerialisation of shares	About 93.69% of the total equity share capital is held in Demat form with CDSL/NSDL as on 31 st March, 2023.
Outstanding GDRs/ADRs/Warrants none or any convertible instruments, conversion date and likely impact on equity	N.A.
Commodity price risk or foreign exchange risk and hedging activities	N.A.
Location of company's units	1, Crooked Lane, Kolkata-700 069
Investor's correspondence	ABS Consultant Pvt. Ltd. "Stephen house", Room no. 99, 6th floor 4.B.B.D. Bagh (east), Kolkata-700 001, email: absconsultant99@gmail.com phone: (033) 2230-1043



Transfer of unclaimed / unpaid amounts to the Investor Education and Protection Fund:

Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the rules made there under, dividends that are unclaimed/ unpaid for a period of 7 years from the date of transferring the same into unpaid dividend account of the bank are required to be transferred to the Investors Education and Protection Fund (IEPF) established by Central Government.

An amount of Rs. 1.44 Lakhs being unclaimed/ unpaid dividend of the Company for the financial year ended on 31st March, 2015 were transferred in 3rd September, 2022 to IEPF.

Last dates for claiming of unclaimed/unpaid dividends declared by the Company for the following financial years are as under :

Dividends for the Financial year	Date of declaration of dividend	Due Date for transfer to the IEPF
2015-2016	22.07.2016	28.08.2023
2016-2017	04.09.2017	11.10.2024
2017-2018	28.08.2018	04.10.2025
2018-2019	30.08.2019	06.10.2026
2019-2020	29.09.2020	05.11.2027
2020-2021	29.09.2021	05.11.2028
2021-2022	21.09.2022	29.10.2029

Members who have so far not en-cashed the Dividend Warrants for the above years are requested to submit their claim at the earliest to the Registrar and Share Transfer Agent M/s. ABS Consultant Pvt Ltd at either of the aforesaid addresses immediately quoting their Folio No/ DP ID and Client ID.

Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed/ unpaid after expiry of 7 years from the dates which they became first due for payment.

Further, in compliance with the rules, the Company has sent notices to the concerned shareholders whose Shares/Dividends are liable to be transferred/credited to the Demat/Dividend Account of the IEPF Authority of Central Government. The Company has uploaded on its website: www.scottishassam.com the detail of such shareholders whose shares has been transferred/credited to the Demat Account of the IEPF Authority under Investors Relation window.

The Company has already transferred all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more to designated Demat Account of IEPF maintained with CDSL. Members who have so far not claimed or collected their dividends up to the financial year 2014-2015 may claim their dividend and shares from the Investor Education and Protection Fund, by submitting an application in the prescribed format.

INTERNAL CONTROL SYSTEM

The Internal Control System of the Company is aimed at proper utilization and safeguarding of the Company's resources and to promote operational efficiency. The findings of the Internal Audit and consequent corrective actions initiated and implemented from time to time are placed before the Audit Committee. The Audit Committee reviews such audit findings and the adequacy of the Internal Control System.

CEO AND CFO CERTIFICATION

The CEO and the CFO of the Company have given a certificate on financial reporting and internal controls to the Board in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is attached to this Report.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT:

The details of Directors seeking appointment/re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in annexure to the Notice convening Annual General Meeting.



CREDIT RATING:

Company has received BBB+ (Stable) Credit rating from ICRA Limited for Long Term Bank facilities.

PREVENTION OF INSIDER TRADING CODE:

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading & Code of Corporate Disclosure Practices. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code.

COMPLIANCE FRAMEWORK:

The Company has a robust and effective framework for monitoring compliances with applicable laws within the organization and to provide updates to senior management and the Board on a periodic basis. The Audit Committee and the Board periodically reviews the status of the compliances with the applicable laws.

SECURITIES AND EXCHANGE BOARD OF INDIA ('SEBI') COMPLAINTS REDRESS SYSTEM ("SCORES").

All the investors complaints pertaining to the listed Companies will be electronically sent through SCORES and the Companies or their appointed Registrar & Share Transfer Agent (RTA/STA) are required to view the pending complaints and submit 'Action Taken Report' (ATRs) along with necessary documents electronically in SCORES. Further, there is no need to file any physical ATRs with SEBI. The Company had completed the required registration under SCORES to efficiently and effectively redress the investors/shareholders complaints on time.

TOTAL FEES PAID TO AUDITOR

Total fees for all the services paid by the Company to the Statutory Auditor during the year under review amounted to Rs. 4.75 lakhs.

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Development

The Company's main business is plantation, processing and sale of Tea through its Tea Estate named as Heeleakah Tea Estate, District Jorhat (Assam). Our Tea Estate harvests quality CTC tea and is popular with customers in the Indian domestic market under the brand name of "Heelekah". Tea being a natural product, the plantation activities are subject to the vagaries of nature. The crop yield depends on the climatic conditions to a very large extent. The steps as have been initiated by management for increasing the crop yields by implementation of improved agricultural practices are very important for the betterment of the Company. Your company also purchases superior quality bought leaf from small growers for production of good quality orthodox tea and that is sold in domestic market under the brand name of "Heelekah Supreme".

Tea continues to be savoured globally and remains a beverage of choice in India contributing substantially to the country's income by way of foreign exchange earnings. Indian tea industry provides employment to more than one million people, half of whom are women. Tea Industry supports a large population comprising of workers, dependents and others residing in the tea estates. Originally, the tea plantation sector consisted of tea estates with their factories to manufacture their teas but over the last decade or so, there has been an emergence of small tea growers and bought leaf factories contributing to almost 50% of the total country's tea production.

INDIAN TEA INDUSTRY & DEVELOPMENTS

Tea production in India

The tea market in India is being driven by the healthy production and consumption of the beverage. The market in the country is projected to witness a healthy growth in the next few years.

India is the second largest producer of tea, globally, after China. The country is also a leading consumer of the beverage and accounted for nearly a fifth of the global consumption in 2016. India attained the highest exports of tea in 2017 in almost four and a half decades. However, the annual growth of the exports from the country was only moderate due to high domestic consumption. Almost 80% of the total output in India is consumed domestically. The per capita consumption of the beverage in the country has witnessed a significant increase in the last decade.



North India is the leading region for the industry in India, accounting for over three-fourths of the industry. Assam is the major tea producing state in the country followed by West Bengal. According to the place of origin, Assam and Darjeeling teas are globally well recognised. South India accounts for nearly a fifth of the industry with the production concentrated in the Nilgiris. By types, black tea is the largest segment of the tea industry in India. Consumers are increasingly choosing packaged over unpackaged varieties, due to the perceived superior quality of packed tea. Currently, nearly 80% of the households in urban India and almost 75% of the households in rural India prefer buying its packaged product types.

OPPORTUNITIES AND THREATS

Conscious improved agricultural practices together with appropriate marketing efforts have brought tea to be considered as a health drink as well as a lifestyle choice. Consumption of tea in India is also on the rise. Tea being essentially an agricultural produce, is always subject to enviro-climatic inconsistencies which affects both quality and quantity of produce and thereby your Company's performance. The Company's income is from sale of tea. The costs of production of tea, comprises of various inputs which are required to be met by the Company as stipulated under various statutes including the Plantation Labour Act. Thus, after meeting the costs, the industry is left with a very small margin to meet its other expenses for sale of product. Further, small tea growers and bought leaf factories operate on a considerably lower cost structure which enable the final produce to be offered at lower prices in the market.

SEGMENTWISE OR PRODUCTWISE PERFORMANCE

The Company is primarily engaged in the business of cultivation, manufacture and sale of tea and is managed organizationally as a single unit. Accordingly, the Company is a single business segment company. During this year, the Company produced mostly CTC tea from its own leaf and orthodox teas from purchased leaf.

Risks and Concerns

Risk management is an ongoing process that can help improve operation, prioritise resources, ensure regulatory compliance, achieve performance target, improve financial stability and ultimately prevent loss/damage to the entity. But business entities cannot be risk averse as profits in business without taking risk is highly unlikely. Risk management plays a key role in protecting the assets and resources and ensuring that risks are reduced to an acceptable level. The Company has risk management which inter alia provides for review of the risk assessment and mitigation procedure, laying down procedure to inform and report periodically to the Board of Directors and to ensure that the procedure is properly followed to mitigate the risks.

The Tea Industry is dependent on nature with factors such as rainfall, its distribution pattern, temperature and relative humidity. The Industry is highly labour intensive and is subject to stringent labour laws. Substantial increase in labour wages, high social cost over most other tea producing countries, high infrastructure costs and increasing energy and other input costs remain the major problems for the Indian Tea Industry. Shortage of labour during peak season is also a cause for concern. The Tea Industry in Assam has discussed with the Trade Unions and is trying to implement productivity linked wages for the tea workers with a view to regain the Industry's competitiveness in the Local market.

Outlook

Tea is a common man's drink and is consumed widely throughout the country. The Tea manufactured in the Country is sufficient to meet the internal domestic demands. The weather is of prime importance for the Tea manufacturing industry for achieving / maintaining the production target for the industry. Due to the vagaries of the weather, the production of tea fluctuates within a given range. However, in spite of this scenario the outlook for the tea industry appears to be positive, due to increasing demand and consumption.

Internal Control Systems and Their Adequacy

The Company's internal control system are commensurate with its size and it ensures operational efficiency, accuracy in financial reporting and compliance of applicable laws and regulations. These have been designed to provide reasonable assurance with regard to safeguarding assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliance of corporate policies. One independent firm of Chartered Accountants carryout the internal audit at our Tea Estate and Head Office on a Quarterly 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. Significant findings are placed before the Audit Committee and the corrective measures are recommended for implementation. 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. In the opinion of the management, the existing internal checks and controls are effective and adequate.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

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

Human Resources

The Company has built its workforce with a diverse background of individuals - essential for the kind of organization what it is. Tea Industry is highly labour intensive and provides employment to a very large segment of the local population. The Company constantly endeavours to provide a platform where people have opportunities to actualize their maximum potential through work which helps to stretch their intellect. The Company employs 1303 (permanent & casual) at our Tea Estate along with Head Office. The Company has been maintaining exceptionally good relations with its labour force and with the employee friendly approach being adopted by it, the industrial relations continue to remain cordial. The Company would like to record appreciation of the wholehearted support and dedication from employees at all levels in maintaining smooth production and manufacture of tea from all the Tea Estates during the year.

Key Financial Ratios:

A. Details of significant changes (i.e. change of 25% or more as compared to the immediately preceding previous financial year) in key financial ratios or sector specific ratios along with detailed explanations therefor :

Sl. No.	Key Financial Ratios	2022-23	2021-22	Difference	Notes on significant changes in financial ratios where change is more than 25%
1.	Debtors Turnover Ratio (%)	132.86	88.46	44.40	Due to increase in sales as well as decrease in average receivables
2.	Inventory Turnover Ratio (%)	27.29	25.51	1.78	-----
3.	Interest Coverage Ratio (times)	42.58	43.17	(0.59)	-----
4.	Current Ratio(times)	0.80	0.71	0.09	-----
5.	Debt Equity Ratio(times)	0.05	0.06	(0.01)	-----
6.	Operating Profit Margin (%)	7.52	16.89	(9.37)	-----
7.	Net Profit Margin (%)	0.10	0.33	(0.23)	-----

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

Key Financial Ratios	2022-23	2021-22	Difference
Return on Net worth (%)	5.65	17.58	(11.93)

CAUTIONARY STATEMENT

The statements made in the Management's Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be "Forward Looking Statements" within the meaning of applicable Securities Laws & Regulations and are based on the currently held beliefs and assumptions of our management, which are expressed in good faith and in their opinion, reasonable. Actual results could differ from those expressed and implied since the Company's operations are influenced by many external and internal factors beyond the control of the Company. Several factors could make a significant difference to the Company's operations which includes climatic conditions, economic conditions affecting demand and supply, government regulations and taxation, natural calamities, raw material price changes, domestic supply and prices conditions, company's success in attracting and retaining Key Personnel, integration and re-structuring activities, general business and economic conditions over which the Company does not have any direct control.



CEO and CFO Certification

CEO and CFO Certification under Section 17(8) of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 for the Financial Year 2022-23

To

The Board of Directors,
The Scottish Assam (India) Ltd.

We in our capacity do hereby confirm and certify that ;

1. We have reviewed the Financial Statements and the Cash Flow Statement for the year ended 31st March, 2023 and that to the best of our knowledge and belief;
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading ;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company, pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken, propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee that there are no ;
 - (i) significant changes in internal controls for financial reporting during the year ;
 - (ii) significant changes in accounting policies during the year; 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.

Place : Kolkata

K. N. Singh

Manoj Sureka

Date : 27th Day of May, 2023

Chief Executive Officer

Chief Financial Officer

DECLARATION AFFIRMING COMPLIANCE WITH THE CODE OF CONDUCT

(Regulation 34, read with Schedule V (D) of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

This is to confirm that the Company has adopted a Code of Conduct for its Directors and Senior Management Personnel ("Code") and that the same is available on the website of the Company : www.scottishassam.com

I hereby declare that all the Board Members and Senior Management Personnel have affirmed their compliance with the aforesaid Code for the Financial Year ended 31st March, 2023.

On behalf of the Board

(Dhirendra Kumar)

Director

Place : Kolkata

Date : 29th day of May, 2023

DIN : 00153773



CS PRAVIN KUMAR DROLIA

(Company Secretary in whole time practice)

2nd FLOOR, BLOCK D, 13, SELIMPUR ROAD, KOLKATA-700031
MOBILE NO.- 9831196869, EMAIL ID: droliapravin12@gmail.com

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and schedule V para-C clause (10) (i) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015

To
The Members,
The Scottish Assam (India) Limited,
1, Crooked Lane,
Kolkata – 700069.

I have examined the relevant registers, records, forms, returns produced before me by the Company and disclosures received also digitally from the Directors of The Scottish Assam (India) Limited (CIN: L01132WB 1977PLC031175) having registered office at 1, Crooked Lane , Kolkata– 700069 (herein referred to as "the Company") , for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification number (DIN) status at the portal www.mca.gov.in, as considered necessary and explanations furnished digitally to me by the Company and its officers, I here by certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March 2023 have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or other Statutory Authority as the case may be.

Sr No	Name of the Director	DIN	Date of appointment
1	Mr. Dharendra Kumar	00153773	10/09/1999
2	Mrs. Shashi Kumar	00199961	11/02/2017
3	Mr. Deepak Nagar	01532015	30/05/2022
4	Mrs. Divya Jalan	00016102	09/11/2013
5	Mr. Hemant Kumar Agrawal	00355116	26/05/2015
6	Mr. Ghanshyam Das Gupta	00174114	16/04/1985
7	Mr. Naveen Bansal	00720211	13/02/2015
8	Mr. Kartik Narayan Singh	07779482	11/02/2017



(During the year under review, office of Directorship of Golam Momen came to an end due to his sudden demise on 29/01/2023).

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

FOR PRAVIN KUMAR DROLIA
(Company Secretary in whole time practice)

Place : Kolkata
Date : 29th day of May, 2023
UDIN : F002366E000373737

Pravin Kumar Drolia
Proprietor
FCS : 2366, C.P. No. : 1362
Peer review no: 1928/2022



INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
The Scottish Assam (India) Limited

1. We have examined the compliance of conditions of Corporate Governance by The Scottish Assam (India) Limited ("the Company"), for the year ended on 31st March, 2023, as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46(2) and para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

Managements' Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

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

5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the "ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

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



Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46(2) and para C, D and E of Schedule V to the Listing Regulations during the year ended 31st March, 2023.

Other Matters and Restriction on Use

9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

10. This Report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

For JKVS & CO
Chartered Accountants
Firm's Registration No. 318086E

Suprio Ghatak
Partner
Membership No. 051889
UDIN : 23051889BGTLZW7536

Place : Kolkata

Date : 29th day of May, 2023



INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS

To the Members of The Scottish Assam (India) Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of The Scottish Assam (India) Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023 the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and the notes to Financial Statements including a summary of Significant Accounting Policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 as amended ("the Act") in the manner so required and give a true and fair view in conformity with the the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and Accounting Principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 its Profit including Other comprehensive income, Changes in equity for the year ended on that date and the its Cash flows.

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those standards are further described in the Auditor's Responsibility for the audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Information other than the Financial Statements and Auditor's Report thereon

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

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

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

Responsibilities of Management for the Financial Statements

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

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



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

Auditor's Responsibilities for the Audit of the 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but does not 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 in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;



- (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time;
- (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with reference to financial reporting of the Company with reference to these Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
- (g) In our opinion and to the best of our information and according to the explanation given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements – Refer Note 38.1 to the Financial Statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.
 - iv. (a) The management has represented to us that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
(b) The management has represented to us that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, 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 our audit procedures that are 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 paragraph 2(h) (iv)(a) & (b) above, contain any material mis-statement.
 - v. The dividend declared and paid during the year by the Company is in Compliance with Section 123 of the Act.
 - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of accounts using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023 and accordingly reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For JKVS & CO
Chartered Accountants
Firm's Registration No. 318086E

Suprio Ghatak
Partner
Membership No. 051889
UDIN : 23051889BGTLZX6234

Place : Kolkata

Date : 29th day of May, 2023



Annexure – A to the Independent Auditor’s Report

(Referred to in paragraph 8 with the heading ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date in respect to statutory audit of The Scottish Assam (India) Limited for the year ended 31st March 2023)

We report that:

- i. In respect of Properties, Plant and Equipment
 - (a) (A) The Company has maintained proper records to show full particulars, including quantitative details and situation of its Properties, Plant and Equipment.
(B) The Company has maintained proper records showing full particulars of intangible assets
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
 - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment and intangible assets during the year.
 - (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or are holding against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.
- ii.
 - (a) According to information and explanation given to us, the inventories has been physically verified by the management during the year at reasonable intervals. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. No material discrepancies were noticed on verification between physical stock and book records that were more than 10% in the aggregate of each class of inventory.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate from banks and/or financial institutions during the year on the basis of security of assets of the Company. In our opinion, the quarterly returns or statements filed by the Company with such banks and financial institutions are in agreement with the books of account of the Company.
- iii. The Company has made investments in, and granted unsecured loans to employees during the year, in respect of which.
 - (a) The Company has provided employee loans during the year and details of which are given below :

Particulars	Loans (Rs in Lakhs)
(A) Aggregate amount of loans granted/provided during the year	
-Employee Loans	8.30
(B) Balance outstanding as at Balance Sheet date in respect of above case	
-Employee Loans	7.65

- (b) The investments made and the terms and conditions of the grant of all the above-mentioned loans, during the year are, in our opinion, prima facie, not prejudicial to the company’s interest.
- (c) In respect of employee loans granted by the company, the schedule of repayment of loans has been stipulated and recovery of such loans are regular as per stipulation.
- (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the company, there is no overdue amount remaining outstanding as at the balance sheet date.



- (e) None of the loans given by the company has fallen due during the year.
- (f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii)(f) is not applicable.
- iv. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Section 185 and 186 of the Companies Act, 2013 are not applicable to the company. Accordingly the requirement to report on clause 3 (iv) of the Order are not applicable to the company.
- v. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of tea, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- vii. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding at the year end, for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us and records of Company examined by us, there are no statutory dues relating to Goods and Service Tax, Provident fund, Employees State Insurance, Income Tax, Duty of Customs or Cess or other statutory dues which have not been deposited with the appropriate authorities on account of any dispute.
- viii. According to information and explanations given to us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of accounts, in the tax assessments under the Income Tax Act, 1961, as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable.
- ix. (a) According to the information and explanations given to us and as per the books and records examined by us, in our opinion, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender including the loans and interest are repayable on demand.
- (b) According to the information and explanations given to us and the records of the Company examined by us including representation received from the management, the Company has not been declared wilful defaulter by any bank, financial institution or other lenders or government or any Government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, the Company has not raised any term loans during the year. Accordingly, the requirement to report on clause 3(ix)(c) of the Order is not applicable.



- (d) On an overall examination of the financial statements of the Company, prima facie, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix) (e) & (f) of the Order is not applicable to the Company.
- x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and as per the books and records examined by us, the company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or any fraud on the company has been noticed or reported during the year. Accordingly reporting under clause 3 (xi) (a) of the order is not applicable to the company.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. In our opinion, the Company is not a Nidhi Company. Accordingly reporting under clause (xii) (a) to (c) of the order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi) (a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (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. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group. Accordingly, the requirements of clause 3(xvi) (d) are not applicable.



- xvii. The Company has not incurred cash losses in the current financial year and in the immediate preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order are not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx. The requirements as stipulated by the provisions of section 135 of the Companies Act is not applicable to the Company. Accordingly, the requirement to report on clause 3 (xx) (a) and (b) of the Order is not applicable to the Company.
- xxi. As per information and explanation given to us, the company does not have subsidiary, associate and Joint venture, accordingly, the requirement to report on clause 3 (xxi) of the Order is not applicable to the Company.

For JKVS & CO
Chartered Accountants
Firm's Registration No. 318086E

Suprio Ghatak
Partner
Membership No. 051889
UDIN : 23051889BGTLZX6234

Place : Kolkata
Date : 29th day of May, 2023



ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 (f) under "Report on Other Legal and Regulatory Requirements" section of our Report to the members of The Scottish Assam (India) Limited of even date)

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

We have audited the internal financial controls with reference to financial statements of The Scottish Assam (India) Limited ("the Company") as of 31st March 2023 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

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

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention



or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

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

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial reporting and such internal financial controls with reference to financial reporting were operating effectively as at 31 March 2023, based on the internal control with reference 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 with reference to Financial Reporting issued by ICAI.

For JKVS & CO
Chartered Accountants
Firm's Registration No. 318086E

Suprio Ghatak
Partner
Membership No. 051889
UDIN : 23051889BGTLZX6234

Place : Kolkata

Date : 29th day of May, 2023

**THE SCOTTISH ASSAM (INDIA) LIMITED****BALANCE SHEET AS AT 31ST MARCH, 2023**

	Note No.	As at 31 st March, 2023 (Rs. in Lakhs)	As at 31 st March, 2022 (Rs. in Lakhs)
ASSETS			
1 NON-CURRENT ASSETS			
a Property, Plant and Equipment	5	467.93	369.52
b Capital Work-In-Progress	6	50.41	44.75
c Other Intangible Assets	7	0.16	0.17
d FINANCIAL ASSETS			
i Investments	8	6,626.13	6,388.62
ii Loans	9	4.40	0.16
iii Other Financial Assets	10	28.18	27.88
e Non-Current Tax Assets (Net)	11	95.53	46.90
f Other Non Current Assets	12	8.87	74.73
		<u>7,281.60</u>	<u>6,952.73</u>
2 CURRENT ASSETS			
a Biological Asset other than Bearer Plant	13	24.50	28.56
b Inventories	14	290.62	305.71
c Financial Assets			
i Trade Receivables	15	31.28	27.84
ii Cash and Cash Equivalents	16	192.50	117.93
iii Bank balances other than (Note ii) above	17	8.10	8.87
iv Loans	9	5.14	3.00
v Other Financial Assets	10	0.01	18.97
d Other Current Assets	12	38.63	45.04
		<u>590.77</u>	<u>45.04</u>
Total Assets		<u><u>7,872.37</u></u>	<u><u>7,508.65</u></u>
EQUITY AND LIABILITIES			
EQUITY			
a Equity Share Capital	18	80.00	80.00
b Other Equity	19	6,768.53	6,457.99
		<u>6,848.53</u>	<u>6,457.99</u>
LIABILITIES			
1 NON-CURRENT LIABILITIES			
a Financial Liabilities			
i Borrowings	20	-	10.98
b Deferred Tax Liabilities (Net)	21	232.10	171.54
c Provisions	22	51.67	-
		<u>283.77</u>	<u>182.52</u>
2 CURRENT LIABILITIES			
a Financial Liabilities			
i Borrowings	20	353.17	392.62
ii Trade Payables	23		
Total outstanding dues of creditors to micro enterprises & small enterprises		4.57	-
Total outstanding dues of creditors to other than micro enterprises & small enterprises		94.39	71.88
iii Other Financial Liabilities	24	250.98	285.34
b Other Current Liabilities	25	36.95	26.90
c Current Tax Liabilities (Net)	26	-	11.40
		<u>740.07</u>	<u>788.14</u>
Total Equity and Liabilities		<u><u>7,872.37</u></u>	<u><u>7,508.65</u></u>

Basis of preparation and presentation of Financial Statement 2

Significant Accounting Policies 3

Significant Judgements & Key Estimates 4

The Notes are an integral part of the Financial Statement

As per our report of even date annexed

For J K V S & CO.
Chartered Accountants
Firm Registration No. 318086E
SUPRIO GHATAK
Partner
Membership No. : 051889
Place : Kolkata
Date : 29th day of May, 2023

For and on behalf of the Board of Directors

Mr. DHIRENDRA KUMAR (DIN : 00153773)	Director
Ms. DIVYA JALAN (DIN : 00016102)	
Mr. GHANSHYAM DAS GUPTA (DIN : 00174114)	
Mr. KARTIK NARAYAN SINGH (DIN : 07779482) - Wholetime Director	
Mrs. RITU BHATTER - Company Secretary	
Mr. MANOJ SUREKA - Chief Financial Officer	



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

Particulars	Note No.	For the Year ended 31 st March, 2023 (Rs. in lakhs)	For the Year ended 31 st March, 2022 (Rs. in lakhs)
i Revenue from Operations	27	3,928.88	3,542.41
ii Other Income	28	274.36	751.59
iii Total Income		<u>4,203.24</u>	<u>4,294.00</u>
iv EXPENSES			
(a) Cost of Materials Consumed	29	271.97	124.36
(b) Changes in Inventories of Finished Goods	30	63.45	(74.97)
(c) Employee Benefits Expenses	31	2,004.18	1,848.44
(d) Finance Costs	32	11.90	29.91
(e) Depreciation and Amortisation Expenses	33	62.94	38.87
(f) Other Expenses	34	1,294.02	1,066.14
Total Expenses		<u>3,708.46</u>	<u>3,032.75</u>
v Profit before Exceptional Items and Tax		494.78	1,261.25
vi Exceptional Items		-	-
vii Profit before Tax (iii-iv)		494.78	1,261.25
viii Tax Expense:	35		
(a) Current Tax		47.25	73.73
(b) Tax Adjustment for earlier Year		-	2.50
(c) Deferred Tax		60.56	35.85
Total Tax Expenses		<u>107.81</u>	<u>112.08</u>
ix Profit for the year (vii-viii)		<u>386.97</u>	<u>1,149.17</u>
x Other Comprehensive Income			
(a) Items that will not be reclassified to profit or loss	36	(37.99)	63.06
(b) Income tax relating to these items		9.56	(15.87)
xi Other Comprehensive Income for the Year (Net of Tax)		<u>(28.43)</u>	<u>47.19</u>
xii Total Comprehensive Income for the period		<u>358.54</u>	<u>1,196.36</u>
xiii Earnings Per Share of Rs.10 each			
Basic & Diluted	37	48.37	143.65
Basis of preparation and presentation of Financial Statement	2		
Significant Accounting Policies	3		
Significant Judgements & Key Estimates	4		
The Notes are an integral part of the Financial Statement			

As per our report of even date annexed

For J K V S & CO.
Chartered Accountants
Firm Registration No. 318086E
SUPRIO GHATAK
Partner
Membership No. : 051889
Place : Kolkata
Date : 29th day of May, 2023

For and on behalf of the Board of Directors

Mr. DHIRENDRA KUMAR (DIN : 00153773)
Ms. DIVYA JALAN (DIN : 00016102)
Mr. GHANSHYAM DAS GUPTA (DIN : 00174114)

Director

Mr. KARTIK NARAYAN SINGH (DIN : 07779482) - Wholtime Director
Mrs. RITU BHATTER - Company Secretary
Mr. MANOJ SUREKA - Chief Financial Officer



NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023

A Equity Share Capital

1. Current Reporting Year

Balance as at 01-04-2022	Changes in Equity Share Capital due to prior period errors	Restated balance as at 01-04-2022	Changes in equity share capital during the year	Balance at the end of the current reporting period 31-03-2023
80.00	-	-	-	80.00

2. Previous Reporting Year

Balance as at 01-04-2021	Changes in Equity Share Capital due to prior period errors	Restated balance as at 01-04-2021	Changes in equity share capital during the year	Balance at the end of the current reporting period 31-03-2022
80.00	-	-	-	80.00

B Other Equity

Particulars	Reserve & Surplus			Other Comprehensive Income	Total
	Capital Reserve	General Reserve	Retained Earnings	Remeasurement of Defined benefit obligation through Other Comprehensive Income	
Balance as at April 1, 2022	30.62	2,464.29	3,963.08	-	6,457.99
Profit/(Loss) for the year	-	-	386.97	-	386.97
Transfer to General Reserve	-	100.00	(100.00)	-	-
Dividend	-	-	(48.00)	-	(48.00)
Other Comprehensive Income/(Loss) for the year	-	-	-	(28.43)	(28.43)
Transfer of Remeasurement of Defined benefit obligation	-	-	(28.43)	28.43	-
Balance as at March 31, 2023	30.62	2,564.29	4,173.62	-	6,768.53
Balance as at April 1, 2021	30.62	2,364.29	2,914.71	-	5,309.62
Changes in Other Equity due to prior period errors	-	-	-	-	-
Restated balance as at April 1, 2021	30.62	2,364.29	2,914.71	-	5,309.62
Profit/(Loss) for the year	-	-	1,149.17	-	1,149.17
Transfer to General Reserve	-	100.00	(100.00)	-	-
Dividend	-	-	(47.99)	-	(47.99)
Other Comprehensive Income/(Loss) for the year	-	-	-	47.19	47.19
Transfer of Remeasurement of Defined benefit obligation	-	-	47.19	(47.19)	-
Balance as at March 31, 2022	30.62	2,464.29	3,963.08	-	6,457.99

As per our report of even date annexed

For J K V S & CO.
Chartered Accountants
Firm Registration No. 318086E
SUPRIO GHATAK
Partner
Membership No. : 051889
Place : Kolkata
Date : 29th day of May, 2023

For and on behalf of the Board of Directors

Mr. DHIRENDRA KUMAR (DIN : 00153773)	Director
Ms. DIVYA JALAN (DIN : 00016102)	
Mr. GHANSHYAM DAS GUPTA (DIN : 00174114)	
Mr. KARTIK NARAYAN SINGH (DIN : 07779482) - Wholtime Director	- Company Secretary - Chief Financial Officer
Mrs. RITU BHATTER	
Mr. MANOJ SUREKA	



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

Particulars	For the year ended 2022-2023	For the year ended 2021-2022
A. Cash flow from operating activities :		
Net Profit before tax and extraordinary items	494.78	1261.25
Adjustments for -		
Depreciation	62.94	38.87
Finance Cost	11.90	29.91
Interest Received	-	(7.84)
Unclaimed balances written back	-	(1.73)
(Profit)/ Loss on Sale of Fixed Asset	(0.70)	(0.19)
Net gain arising on Employee Benefit Obligations mandatorily measured at OCI	(37.99)	63.06
Change in fair value of biological assets	4.06	(18.23)
Net (Gain)/Loss arising on financial assets mandatorily measured at FVTPL	(246.03)	(662.86)
Gain on disposal of investments carried at fair value through profit or loss	(24.12)	(72.04)
Operating profit before working capital changes	<u>264.84</u>	<u>630.20</u>
Adjustments for -		
Trade receivables, Loans and Other Receivables	(3.44)	8.42
Loans receivable and Other financial assets and Other Assets	42.28	-
Trade Payables, Other Financial Liabilities, Other Liabilities and Provisions	55.28	(136.59)
Inventories	15.09	(130.16)
Cash generated from / (used in) operations	<u>374.05</u>	<u>371.87</u>
Direct taxes (Paid) / Net of refund	<u>(97.78)</u>	<u>(25.58)</u>
Net cash from / (used in) operating activities	<u>276.27</u>	<u>346.29</u>
B. Cash flow from investing activities :		
Purchase for Fixed Assets/ Capital Work in Progress	(167.71)	(64.95)
Advance for Capital Assets	42.29	(51.00)
Sale of Fixed Assets	1.43	0.26
(Purchase) / sale of Non Current Investments (Net)	32.63	(132.09)
Interest Received	-	7.84
Net cash from / (used in) investing activities	<u>(91.36)</u>	<u>(239.94)</u>



(Rs. in Lakhs)

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

Particulars	For the year ended 2022-2023	For the year ended 2021-2022
C. Cash flow from financing activities :		
Decrease in Long Term Borrowings	(10.98)	(63.49)
Decrease in Short Term Borrowings	(39.45)	(61.29)
Dividend paid	(48.00)	(47.93)
Finance Cost paid	(11.90)	(30.71)
Net cash from / (used in) financing activities	(110.33)	(203.42)
Net change in cash and cash equivalent (A+B+C)	74.58	(97.07)
Cash and cash equivalents as at beginning of year	117.93	215.00
Cash and cash equivalents as at end of year	192.50	117.93
	74.58	(97.07)
	As at	As at
	31.03.2023	31.03.2022
<u>*Cash and cash equivalent consist of :-</u>		
Cash, cheques, drafts in hand etc.	5.07	37.45
Balance and Fixed deposits with Banks	187.44	80.48
Cash and Cash equivalent	192.50	117.93

As per our report of even date annexed

For J K V S & CO.
Chartered Accountants
Firm Registration No. 318086E
SUPRIO GHATAK
Partner
Membership No. : 051889
Place : Kolkata
Date : 29th day of May, 2023

For and on behalf of the Board of Directors

Mr. DHIRENDRA KUMAR (DIN : 00153773)		Director
Ms. DIVYA JALAN (DIN : 00016102)		
Mr. GHANSHYAM DAS GUPTA (DIN : 00174114)		
Mr. KARTIK NARAYAN SINGH (DIN : 07779482) - Wholetime Director		
Mrs. RITU BHATTER - Company Secretary		
Mr. MANOJ SUREKA - Chief Financial Officer		



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

1. CORPORATE AND GENERAL INFORMATION

The Scottish Assam (India) Limited is engaged in Manufacturing and Cultivation of Tea. The Company operates with a tea estate in Assam- Heeleakah Tea Estate. The Company was incorporated as a Limited Company in India under the Companies Act 1956 and has its listing on the Calcutta Stock exchange (CSE). The registered office of the Company is at 1 Crooked Lane, Kolkata - 700069

2. BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENT

2.1. Statement of Compliance

These financial statements for the year ended 31st March, 2023 have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The financial statements of the company for the year ended 31st March, 2023 has been approved by the Board of Directors in their meeting held on 29th May, 2023.

2.2. Basis of Measurement

The Company maintains accounts on accrual basis following the historical cost convention, except for the followings:

- Certain Financial Assets and Liabilities is measured at Fair value/ Amortised cost (refer accounting policy regarding financial instruments);
- Defined Benefit Plans - Plan assets measured at fair value; &
- Biological Assets - At fair value less cost to sell

2.3. Functional and Presentation Currency

The Financial Statements are presented in Indian Rupee (INR), which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates. All financial information presented in INR has been rounded off to the nearest two decimals of Lakhs as per the requirements of Schedule III, unless otherwise stated.

2.4. Use of Estimates and Judgements

The preparation of financial statements in conformity with Ind AS requires judgements, estimates and assumptions that effect the application of the accounting policies and the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. Revision to accounting estimates are recognized in the period in which the estimate is revised if the revision only affects that period; they are recognized in the period of the revision and future periods if the revision affects both current and future periods.

2.5. Presentation of Financial Statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended).

2.6. Operating Cycle for current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle & other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1. The Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.



An asset is classified as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All the other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities respectively.

2.7. Measurement of Fair Values

Some of the accounting policies and disclosures of the company require Fair Value measurement for both financial and non-financial assets and liabilities. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 - Inputs, which are unobservable inputs for the asset or liability.

External valuers are involved for valuation of significant assets & liabilities. Involvement of external valuers is decided by the management of the company considering the requirements of Ind AS & selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.



2.8. Recent Accounting Pronouncement- Standard issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

- Ind AS 1 - Presentation of Financial Statements The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Group does not expect this amendment to have any significant impact in its financial statements.
- Ind AS 12 - Income Taxes The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Group is evaluating the impact, if any, in its financial statements.
- Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Group does not expect this amendment to have any significant impact in its financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have applied consistently to all the periods presented in the financial statements.

3.1. INVENTORIES

Raw materials (including purchased tea leaves), Stores & Spare parts, Finished Goods and Stock in trade are stated at the lower of cost and estimated net realisable value. Cost comprises of expenditure incurred in the normal course of business in bringing such inventories to their present location and condition and includes appropriate overheads (in case of Finished Goods). Cost is determined on weighted average basis. However, materials and other items held for use in the production of inventories are not written-down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. NRV is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

- Raw Materials : At Cost or Net Realizable Value whichever is lower. Cost of harvested tea leaves, produced from own garden, is measured at fair value less cost to sell at the point of harvest of tea leaves. Cost of other raw materials is measured on weighted average basis.
- Stores and Spare Parts : Stores and Spare Parts are measured at cost (measured at weighted average basis) or net realizable value whichever is lower.
- Stock in Process : Is valued with material at lower of weighted average cost & market rate and estimated conversion cost.
- Finished Goods : Finished goods produced from agricultural produce are valued at lower of cost and the net realizable value. Cost is arrived at by adding the cost of conversion to the fair value of agricultural produce. Other finished goods are measured at cost or NRV whichever is lower.
- Waste / Scrap : Waste and Scrap (including tea waste) are valued at estimated realizable value.



3.2. CASH AND CASH EQUIVALENTS

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

For the purpose of the statement of cash flows, cash and cash equivalents includes cash on hand, term deposits and other short-term highly liquid investments, net of bank overdrafts as they are considered an integral part of the Company's cash management. Bank overdrafts are shown within short-term borrowings in the balance sheet.

3.3. INCOME TAX

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Current and deferred tax is recognised in the statement of profit & loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

3.3.1. Current Tax

Current tax liabilities (or assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the taxation authorities using the tax rates (and tax laws) that have been enacted or substantively enacted, at the end of the reporting period.

3.3.2. Deferred Tax

- Deferred Tax assets and liabilities is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.
- Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes (i.e., tax base). Deferred tax is also recognized for carry forward of unused tax losses and unused tax credits.
- Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.
- The carrying amount of deferred tax assets is reviewed at the end of each reporting period. The Company reduces the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.
- Deferred tax relating to items recognized outside the Statement of Profit and Loss is recognized either in other comprehensive income or in equity. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.
- Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

3.4. PROPERTY, PLANT AND EQUIPMENT

3.4.1. Tangible Assets (Other than Bearer Plants)

3.4.1.1. Recognition and Measurement

- Property, plant and equipment held for use in the production or/and supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any).
- Cost of an item of property, plant and equipment acquired comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting any trade discounts and rebates, any directly attributable costs of bringing the



assets to its working condition and location for its intended use and present value of any estimated cost of dismantling and removing the item and restoring the site on which it is located.

- In case of self-constructed assets, cost includes the costs of all materials used in construction, direct labour, allocation of directly attributable overheads, directly attributable borrowing costs incurred in bringing the item to working condition for its intended use, and estimated cost of dismantling and removing the item and restoring the site on which it is located. The costs of testing whether the asset is functioning properly, after deducting the net proceeds from selling items produced while bringing the asset to that location and condition are also added to the cost of self-constructed assets.
- If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.
- Profit or loss arising on the disposal of property, plant and equipment are recognized in the Statement of Profit and Loss.

3.4.1.2. Subsequent Measurement

- Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced.
- Major Inspection/ Repairs/ Overhauling expenses are recognized in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Any Unamortized part of the previously recognized expenses of similar nature is derecognized.

3.4.1.3. Depreciation and Amortization

- Depreciation on Property, Plant & Equipment is provided under Written Down Method at rates determined based on the useful life of the respective assets and the residual values in accordance with Schedule II of the Companies Act, 2013 or as reassessed by the Company based on the technical evaluation.
- In case of asset "Fences, wells, tube wells "&" Carpeted Roads - Other than RCC", depreciation has been provided on written down value method at the rates determined considering the useful lives of 15 years which is based on assessment carried out by external valuers and the management believes that the useful lives as considered above best represent the period over which the respective assets shall be expected in use.
- In respect of spares for specific machinery, cost is amortized over the useful life of the related machinery as estimated by the management.
- Depreciation on additions (disposals) during the year is provided on a pro-rata basis i.e., from (up to) the date on which asset is ready for use (disposed off).
- Depreciation method, useful lives and residual values are reviewed at each financial year-end & adjusted if appropriate.

3.4.1.4. Disposal of Assets

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognized in the statement of profit and loss.

3.4.1.5. Capital Work in Progress

Capital work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation as far as such expenses relate to the period prior to the commencement of commercial production.

3.4.2. Bearer Plants

Young tea bushes including the cost incurred for procurement of new seeds and maintenance of nurseries, are carried at cost less any recognized impairment losses 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. The cost of Bearer Plant includes all cost incurred till the plants are ready for commercial harvest.

Tea Bushes attains commercial harvestable stage in 3 Years

3.4.2.1. Recognition and Measurement

Bearer Plants which are used in the production or supply of agricultural produce and expected to bear produce for more than a period of twelve months are capitalized as part of Property, Plant and Equipments and are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any).

3.4.2.2. Subsequent Measurement

Costs incurred for infilling including block infilling are generally recognized in the Statement of Profit and Loss unless there is a significant increase in the yield of the sections, in which case such costs are capitalized and depreciated over the remaining useful life of the respective sections.

3.4.2.3. Depreciation

- Depreciation on bearer plants is recognised so as to write off its cost over useful lives, using the straight down value method.
- The estimated useful life, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.
- The residual value in case of Bearer Plants has been considered as nil. Estimated useful life of the bearer plants has been determined as 50 years.

3.5. LEASES

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

3.5.1 Company as lessor

➤ 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.

➤ Operating Lease

Lease income from operating leases where the Company is a lessor is recognized in income on a straight line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

3.5.2 Company as lessee

➤ Finance Lease

Finance Leases, which effectively transfer to the lessee substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease Payments under such leases are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Other initial direct costs are capitalized.

If there is no reasonable certainty that the Company will obtain the ownership by the end of lease term, capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.



➤ Operating Lease

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

3.5.3 Lease Liability

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

3.5.4 Right of Use (ROU) Assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment

3.5.5 Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of properties, machinery and equipment (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

3.6. REVENUE FROM CONTRACTS WITH CUSTOMERS

Revenue from contract with customers is recognized when the Company satisfies performance obligations by transferring promised goods and services to the customer. Performance obligations are satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognized as per the terms of relevant contractual agreements/ arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtain controls of the asset.

Revenue is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various sales incentives/ discounts offered by the company as part of the contract. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.



Sales of Products

Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

Rental Income

Rental income from operating lease is recognized on a straight-line basis over the term of the relevant lease unless the payments are structured to increase in line with expected general inflation to compensate for the company's expected inflationary cost increases.

3.6.1. Other Income:

3.6.1.1. Interest Income :

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.

3.6.1.2. Dividend Income :

Dividend income is accounted in the period in which the right to receive the same is established.

3.6.1.3. Other Income :

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

3.7. EMPLOYEE BENEFITS

3.7.1. Short Term 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.

3.7.2. Other Long Term Employee Benefits

The liabilities for leaves that are not expected to be settled wholly within twelve months are measured as the present value of the expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the government securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of related obligation. Re-measurements as the result of experience adjustment and changes in actuarial assumptions are recognized in statement of profit and loss.

3.7.3. Post Employment Benefits

The Company operates the following post employment schemes:

➤ Defined Contribution Plan

Defined contribution plans such as Provident Fund etc. are charged to the statement of profit and loss as and when incurred.

➤ Defined Benefit Plans

The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods. The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method.



The liability recognized for defined benefit plans is the present value of the defined benefit obligation at the reporting date less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. The benefits are discounted using the government securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of related obligation.

Remeasurements of the net defined benefit obligation, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling, are recognized in other comprehensive income. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

3.8. GOVERNMENT GRANTS

Government grants are recognised at their fair value, where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

The grant relating to the acquisition/ construction of an item of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on the same systematic basis as the respective assets are depreciated over their expected life and are presented within other operating income.

3.9. FOREIGN CURRENCY TRANSACTIONS

- Foreign currency (other than the functional currency) transactions are translated into the functional currency using the spot rates of exchanges at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate of exchanges at the reporting date.
- Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities are generally recognized in profit or loss in the year in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those qualifying assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings, the balance is presented in the Statement of Profit and Loss within finance costs.
- Non monetary items are not retranslated at period end and are measured at historical cost (translated using the exchange rate at the transaction date).

3.10. BORROWING COSTS

- Borrowing Costs consists of interest and other costs that an entity incurs in connection with the borrowings of funds. Borrowing costs also includes foreign exchange difference to the extent regarded as an adjustment to the borrowing costs.
- Borrowing costs directly attributable to the acquisition or construction of a qualifying asset are capitalized as a part of the cost of that asset that necessarily takes a substantial period to complete and prepare the asset for its intended use or sale.
- Transaction costs in respect of long term borrowing are amortized over the tenure of respective loans using Effective Interest Rate (EIR) method. All other borrowing costs are recognized in the statement of profit and loss in the period in which they are incurred.

3.11. FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

3.11.1. Financial Assets

- Recognition and Initial Measurement

All financial assets are initially recognized when the company becomes a party to the contractual provisions of the instruments. A financial asset is initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.



➤ Classification and Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Measured at Amortized Cost;
- Measured at Fair Value Through Other Comprehensive Income (FVTOCI);
- Measured at Fair Value Through Profit or Loss (FVTPL); and
- Equity Instruments designated at Fair Value Through Other Comprehensive Income (FVTOCI).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

- Measured at Amortized Cost :

A debt instrument is measured at the amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows; &
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition & fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables, cash & bank balances, loans & other financial assets of the company.

However, trade receivables that do not contain a significant financing component are measured at transaction price (as defined in point 3.6).

- Measured at FVTOCI :

A debt instrument is measured at the FVTOCI if both the following conditions are met:

- The objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; &
- The asset's contractual cash flows represent SPPI.

Debt instruments meeting these criteria are measured initially at fair value plus transaction costs. They are subsequently measured at fair value with any gains or losses arising on re-measurement recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses. Interest calculated using the effective interest method is recognized in the statement of profit and loss in investment income.

- Measured at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as FVTPL. In addition, the company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statements of Profit and Loss. Equity instruments that are, held for trading are classified as at FVTPL.

- Equity Instruments designated at FVTOCI :

For equity instruments, which has not been classified as FVTPL as above, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. In case the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the



instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment.

➤ De-recognition

The Company derecognizes a financial asset on trade date only 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 entity.

➤ Impairment of Financial Assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS - 109 requires expected credit losses to be measured through a loss allowance. The company recognizes impairment loss for trade receivables that do not constitute a financing transaction using expected credit loss model, which involves use of a provision matrix constructed on the basis of historical credit loss experience. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

3.11.2. Financial Liabilities

➤ Recognition and Initial Measurement

Financial liabilities are classified, at initial recognition, as at fair value through profit or loss, loans and borrowings, payables or as derivatives, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

➤ Subsequent Measurement :

Financial liabilities are measured subsequently at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Interest expense is recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

➤ Derecognition :

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

3.11.3. Offsetting financial instruments

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

3.12 Earnings Per Share

Basic Earnings per share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders adjusted for the effects of potential equity shares by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

3.13 Impairment of Non-Financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful lives of the assets. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows, which are largely independent of the cash inflows from other assets or group of assets (Cash Generating Units - CGU).



An impairment loss is recognized as an expense in the Statement of Profit & Loss in the year in which an asset is identified as impaired. The impairment loss recognized in earlier accounting period is reversed if there has been an improvement in recoverable amount.

Recoverable amount is the higher of fair value less cost of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

3.14. Provisions, Contingent Liabilities and Contingent Assets

3.14.1. Provisions

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

3.14.2. Contingent Liabilities

Contingent liability is a possible obligation arising from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events but is not recognized because it is not possible that an outflow of resources embodying economic benefit will be required to settle the obligations or reliable estimate of the amount of the obligations cannot be made. The Company discloses the existence of contingent liabilities in Other Notes to Financial Statements.

3.14.3. Contingent Assets

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

3.15. Non-Current Assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Non-current assets are not depreciated or amortised.

3.16. Intangible Assets

3.16.1. Recognition and Measurement

Software which is not an integral part of related hardware, is treated as intangible asset and is stated at cost on initial recognition and subsequently measured at cost less accumulated amortization and accumulated impairment loss, if any.

3.16.2. Subsequent Expenditure

Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to the Company and the cost of the item can be measured reliably. All other expenditure is recognized in the Statement of Profit & Loss.

3.16.3. Amortization

- Intangible assets are amortized over a period of three years.
- The amortization period and the amortization method are reviewed at least at the end of each financial year. If the expected useful life of the assets is significantly different from previous estimates, the amortization period is changed accordingly.



3.16.4. Intangible Assets under Development

Intangible Assets under development is stated at cost, which includes expenses incurred in connection with development of Intangible Assets as far as such expenses relate to the period prior to the getting the assets ready for use.

3.17. Biological Assets and Agricultural Produce

3.17.1. Biological Assets

Biological assets of the company comprise of un-harvested green tea leaves, is classified as current biological assets.

The Company recognizes biological assets when, and only when, the Company controls the assets because of past events, it is probable that future economic benefits associated with such assets will flow to the company and the fair value or cost of the assets can be measured reliably. Expenditure incurred on biological assets is measured on initial recognition and at the end of each reporting period at its fair value less costs to sell. The gain or loss arising from a change in fair value less cost to sell of biological assets is included in Statement of Profit and Loss for the period in which it arises.

3.17.2. Agricultural Produce

The Company recognizes agricultural produce when, and only when, the Company controls the assets because of past events, it is probable that future economic benefits associated with such assets will flow to the Company and the fair value or the cost of the assets can be measured reliably. Agricultural produce harvested from the Company's biological assets are valued at fair value less cost to sell at the point of harvest. A gain or loss arising on initial recognition of agricultural produce at fair value less cost to sell shall be included in Statement of Profit & Loss for the period in which it arises.

The Company's agricultural produce comprises of green leaves plucked from its tea estate.

3.18. Operating Segment

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker of the Company is responsible for allocating resources and assessing performance of the operating segments and accordingly is identified as the chief operating decision maker.

The Company has identified single reportable segment "Tea".

4. SIGNIFICANT JUDGEMENTS AND KEY SOURCES OF ESTIMATION IN APPLYING ACCOUNTING POLICIES

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 and that are believed to be reasonable under the circumstances. Information about Significant judgements and Key sources of estimation made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements is included in the following notes:

- Recognition of Deferred Tax Assets : The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits.
- Useful lives of depreciable/ amortisable assets (tangible and intangible) : Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to actual normal wear and tear that may change the utility of plant and equipment.
- Classification of Leases : The Company enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.
- Defined Benefit Obligation (DBO) : Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates,



medical cost trends, anticipation of future salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate. However, any changes in these assumptions may have a material impact on the resulting calculations.

- Provisions and Contingencies : The assessments undertaken in recognising provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events is applied best judgement by management regarding the probability of exposure to potential loss.
- Impairment of Financial Assets : The Company reviews its carrying value of investments carried at amortized cost annually, or more frequently when there is indication of impairment. If recoverable amount is less than its carrying amount, the impairment loss is accounted for.
- Allowances for Doubtful Debts : The Company makes allowances for doubtful debts through appropriate estimations of irrecoverable amount. The identification of doubtful debts requires use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.
- Fair value measurement of financial Instruments : When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The input to these models are taken from observable markets where possible, but where this not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.
- Fair Value of Biological Assets and Agricultural Produce : The fair value of Biological Assets and Agricultural Produce is determined based on recent transactions entered into with third parties or available market price. Fair valuation of Biological Asset and Agriculture Produce are based on the market rates published by the industrial body for various grades from which the fair value of Biological asset and Agriculture Produce are derived.



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

5 PROPERTY, PLANT & EQUIPMENT

(Rs. in Lakhs)

Particulars	Buildings	Plant and Machinery	Furniture & Fixtures	Vehicles	Office Equipment	Computer	Bearer Plant	Total Property, Plant and Equipment
Gross Carrying value as at April 1, 2021	89.07	241.87	1.90	54.18	8.61	-	39.25	434.88
Additions	-	34.44	0.87	-	3.44	-	147.36	186.11
Disposals	-	8.83	-	-	-	-	-	8.83
Gross Carrying value as at April 1, 2022	89.07	267.48	2.77	54.18	12.05	-	186.61	612.16
Additions	2.00	135.48	0.42	21.78	2.11	0.27	-	162.06
Disposals	-	11.34	-	12.91	-	-	-	24.25
Gross Carrying value as at March 31, 2023	91.07	391.62	3.19	63.05	14.16	0.27	186.61	749.97

Particulars	Buildings	Plant and Machinery	Furniture & Fixtures	Vehicles	Office Equipment	Computer	Bearer Plant	Total Property, Plant and Equipment
Accumulated Depreciation								
Accumulated Depreciation as at April 1, 2021	28.53	137.68	1.00	37.78	6.43	-	1.39	212.81
Depreciation expenses	4.15	24.36	0.29	4.00	2.14	-	3.65	38.59
Deductions/Adjustments	-	8.76	-	-	-	-	-	8.76
Accumulated Depreciation as at April 1, 2022	32.68	153.28	1.29	41.78	8.57	-	5.04	242.64
Depreciation expenses	2.21	46.53	0.40	7.88	2.23	0.03	3.65	62.93
Deductions/Adjustments	-	11.13	-	12.40	-	-	-	23.53
Accumulated Depreciation as at March 31, 2023	34.89	188.68	1.69	37.26	10.80	0.03	8.69	282.04

Particulars	Buildings	Plant and Machinery	Furniture & Fixtures	Vehicles	Office Equipment	Computer	Bearer Plant	Total Property, Plant and Equipment
Net Carrying value as at April 1, 2021	60.54	104.19	0.91	16.40	2.18	-	37.86	222.07
Net Carrying value as at April 1, 2022	56.39	114.20	1.48	12.40	3.48	-	181.57	369.52
Net Carrying value as at March 31, 2023	56.18	202.94	1.50	25.79	3.36	0.24	177.92	467.93

Note : 1) The Assam Government acquired approximately 412 Hectares of land of Tea Estate under Assam Fixation of Ceiling of Land Holding Act, 1956 in earlier years. As the amount of compensation has not been finalised, it will be accounted for as and when received.

2) The Company has not revalued its property, plant and equipment during the year ended March 31, 2023 and March 31, 2022.

3) Refer note no. 39 for information on the carrying amounts of Property, Plant & Equipments pledged as security for the borrowings.

4) The Company does not have any immovable property, whose title deeds are not held in the name of the Company during the year ended March 31, 2023 and also as at March 31, 2022.



6. Capital Work In Progress

(Rs. in Lakhs)

Particulars	Plant and Machinery	Bearer Plant	Total Capital Work In Progress
Gross Carrying value as at April 1, 2021	13.75	152.15	165.90
Additions	27.36	12.60	39.96
Disposals	-	-	-
Transfer/Adjustments	(13.75)	(147.36)	(161.11)
Gross Carrying value as at April 1, 2022	27.36	17.39	44.75
Additions	28.02	5.00	33.02
Disposals	-	-	-
Transfer/Adjustments	(27.36)	-	(27.36)
Gross Carrying value as at March 1, 2023	28.02	22.39	50.41

Ageing of Capital Work-in-Progress as at March 31, 2023 is as follows :

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
Project in Progress					
Plant & Machinery	28.02	-	-	-	28.02
Bearer Plant	5.00	12.60	4.79	-	22.39
Total	33.02	12.60	4.79	-	50.41

Ageing of Capital Work-in-Progress as at March 31, 2022 is as follows :

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
Project in Progress					
Plant & Machinery	27.36	-	-	-	27.36
Bearer Plant	12.60	4.79	-	-	17.39
Total	39.96	4.79	-	-	44.75

Note : 1) Project execution plan are monitored on a periodic basis to determine whether the progress is as per plan. There are no project as on each reporting period where activity has been suspended. Also there are no projects as on the reporting period which has exceeded cost as compared to the original plan or where completion is over due.



7. Other Intangible Assets

(Rs. in Lakhs)

Particulars	Computer Software	Total Other Intangible Assets
Gross Carrying value as at April 1, 2021	3.15	3.15
Additions	-	-
Disposals	-	-
Gross Carrying value as at April 1, 2022	3.15	3.15
Additions	-	-
Disposals	-	-
Gross Carrying value as at March 1, 2023	3.15	3.15

Accumulated Depreciation	Computer Software	Total Other Intangible Assets
Accumulated Depreciation as at April 1, 2021	2.70	2.70
Depreciation expenses	0.28	0.28
Deductions/Adjustments	-	-
Accumulated Depreciation as at April 1, 2022	2.98	2.98
Depreciation expenses	0.01	0.01
Deductions/Adjustments	-	-
Accumulated Depreciation as at March 1, 2023	2.99	2.99

Particulars	Computer Software	Total Other Intangible Assets
Net Carrying value as at April 1, 2021	0.45	0.45
Net Carrying value as at April 1, 2022	0.17	0.17
Net Carrying value as at March 31, 2023	0.16	0.16

1) The Company has not revalued its intangible assets during the year ended March 31,2023 and March 31,2022.



8. INVESTMENTS NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. in Lakhs)

	Face Value	No. of Shares		Amount	
		As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
INVESTMENTS AT FAIR VALUE THROUGH PROFIT & LOSS					
Investments in Unquoted Equity Shares	10	200	200	0.02	0.02
Woodlands Multispeciality Hospital Limited.					
ABC Tea Workers Welfare Service	10	100	100	0.01	0.01
				0.03	0.03
INVESTMENTS AT FAIR VALUE THROUGH PROFIT & LOSS					
Investment in Unquoted Mutual Fund					
ABSL Dynamic Bond Fund - Growth (Segregated Portfolio - 1)				-	3.88
ABSL Frontline Equity Fund - Growth				160.45	165.99
ABSL Frontline Equity Fund - Direct Growth				32.88	32.58
ABSL Liquid Fund - Growth				125.59	118.83
ABSL Liquid Fund - Direct Growth				242.46	177.41
ABSL Equity Hybrid '95 Fund - Growth				203.05	216.82
ABSL Banking & PSU Debt Fund				212.12	203.33
ABSL Nifty S&I Plus Psu Bond Index Direct Growth IIFL				101.82	-
Bandhan Crisil Gilt 2027 Index Direct Growth IIFL				101.98	-
Canara Robeco Emerging Equities - Regular				61.82	63.07
Canara Robeco Emerging Equities - Direct Growth				12.47	12.57
DSP Mid Cap Fund - Regular Plan - Growth				55.88	58.54
HDFC Hybrid Equity Fund - Growth				339.63	318.59
HDFC Hybrid Equity Fund - Direct Growth				68.22	63.57
HDFC Mid-Cap Opportunities Fund - Growth				87.71	79.83
HDFC Mid-Cap Opportunities Fund - Direct Growth				17.34	15.67
HDFC Balance Advantage Fund - Growth				652.79	576.31
HDFC Balance Advantage Fund - Direct Growth				122.66	107.55
HDFC Liquid Fund - Growth				239.88	395.47
HDFC Liquid Fund - Direct Growth				70.28	171.93
HDFC Index Fund - Nifty - 50 Plan - Regular Plan				134.80	134.63
HDFC Index Fund - Nifty - 50 Plan - Direct Growth				26.54	26.45
HDFC Corporate Bond Fund - Regular Plan - Growth				179.67	172.75
HDFC Corporate Bond Fund - Direct Growth				6.29	6.04
HDFC Capital Builder Value Direct Growth IIFL				29.55	-
ICICI Prudential Balance Advantage Fund - Growth				419.26	395.55
ICICI Prudential Balance Advantage Fund - Direct Growth				80.55	75.51



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31 ST MARCH, 2023		(Rs. in Lakhs)	
INVESTMENTS AT FAIR VALUE THROUGH PROFIT & LOSS	As at 31.03.2023	As at 31.03.2022	
ICICI Prudential Saving Fund - Growth	-	87.96	
ICICI Prudential Value Discovery Fund - Growth	186.03	172.29	
ICICI Prudential Value Discovery Fund - Direct Growth	33.86	31.19	
ICICI Prudential Corporate Bond Fund - Growth	182.16	172.56	
ICICI Prudential Liquid Fund - Growth	210.79	199.63	
ICICI Prudential Long Short Fund-Series 1 CL B38	107.71	102.92	
ICICI Prudential India Opportunities-Direct Plan-Growth	32.06	-	
ICICI Prudential Liquid Fund - Direct Plan-Growth	102.03	-	
IDFC Cash Fund-Growth (Regular Plan)	223.37	211.47	
IDFC Corporate Bond Fund Regular Plan-Growth	58.39	202.93	
Invesco India Contra Fund Growth	64.66	64.00	
IIFLF Focused Equity Direct Growth	29.75	-	
Kotak Small Cap Fund - Growth (Regular Plan)	75.56	78.53	
Kotak Flexicap Fund - Growth (Regular Plan)	62.02	60.80	
Kotak Emerging Equity Direct Growth IIFL	29.79	-	
L&T Hybrid Equity Fund - Growth	174.22	177.89	
L&T Hybrid Equity Fund - Direct Growth	34.76	35.13	
Mirae Assets Large Cap Fund - Regular Growth Plan Growth	59.36	59.95	
Mirae Asset Midcap Fund Regular Plan Growth	70.22	70.81	
Mirae Asset Midcap Fund Direct Plan Growth	15.21	15.16	
Mirae Asset Cash Management Direct Plan Growth	50.73	-	
Motilal S&P 500 Index - Growth	29.53	30.86	
Motilal Nasdaq 100	27.54	28.98	
Nippon India Multi Cap - Growth Plan - Growth Option	151.27	140.54	
Nippon India Equity Hybrid Fund - Growth Plan Growth Option - (Segregated Portfolio)	0.36	0.36	
Nippon India Small Cap Fund - Growth Plan Growth Option	91.19	85.50	
Nippon India Money Market Fund - Growth Plan	-	56.43	
Nippon India Money Market Fund - Direct Growth	-	111.58	
PGIM India Midcap	75.26	76.36	
PGIM India Flexicap Direct Growth	29.88	-	
TATA Hybrid Equity Fund Regular Plan Growth	179.01	170.43	
SBI Blue Chip Fund Regular Plan Growth	152.07	148.11	
SBI Blue Chip Fund Direct Plan Growth	30.51	29.51	
SBI Liquid Fund Direct Growth	50.75	-	
UTI Equity Fund Regular Growth Plan	156.29	173.81	
UTI Nifty 50 Index Direct Growth IIFL	64.06	-	
Total	6,626.10	6,388.59	
Grand Total	6,626.13	6,388.62	
Aggregate Amount of Unquoted Investments	0.03	0.03	
Aggregate Amount of Cost of Unquoted Investments	5,446.72	4,300.58	
Aggregate Market value of Unquoted Investments	6,626.10	6,388.59	



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

9 LOANS

Particulars	Refer Note No.	Non Current		Current	
		As at 31 st March, 2023	As at 31 st March, 2022	As at 31 st March, 2023	As at 31 st March, 2022
Loan receivable, considered good - Unsecured					
Loan to related Parties	9.1	-	0.16	-	3.00
Other Loans	9.2	4.40	-	5.14	-
Total		4.40	0.16	5.14	3.00

9.1 Loan to related parties represents loan given to whole time Director Rs.Nil, (P.Y. Rs.3,15,800/-) which was approved by the Board under a policy for loan/advances for every permanent employees on 27/05/2017.

9.2 Other Loans primarily represent loans given to employees.

9.3 The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including foreign entities ("Intermediaries") with the understanding (whether recorded in writing or otherwise) that the Intermediary shall, whether, directly or indirectly lend or invest in other persons/ entities identified in any 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. Accordingly, no further disclosures, in this regard, are required.

10 OTHER FINANCIAL ASSETS

Particulars	Refer Note No	Non Current		Current	
		As at 31 st March, 2023	As at 31 st March, 2022	As at 31 st March, 2023	As at 31 st March, 2022
Unsecured & considered good					
Security Deposit		28.18	27.88	-	-
Deposit with NABARD				0.01	0.01
Other Advance -		-	-	-	11.70
The Scottish Assam Gratuity Fund					
Other Receivable	10.1	-	-	-	7.26
Total		28.18	27.88	0.01	18.97

10.1 Other Receivables for C.Y. is NIL, for (P.Y represent Rs.0.50 Lakh subsidy for manufacturing of Orthodox Tea and Rs.6.76 Lakh for interest subvention on working Capital).

11 NON-CURRENT TAX ASSETS (NET)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Income Tax Receivable [net of Provision]	95.53	46.90
	95.53	46.90



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

12 OTHER ASSETS

Particulars	Refer Note No	Non-Current		Current	
		As at 31 st March, 2023	As at 31 st March, 2022	As at 31 st March, 2023	As at 31 st March, 2022
UNSECURED AND CONSIDERED GOOD					
Capital Advance		8.72	51.00	-	-
Advances other than Capital Advances					
Gratuity		-	23.40	-	-
Advances to Suppliers & Service Providers		-	-	12.97	7.21
Balances with Government & Statutory Authorities		-	-	17.61	30.67
Prepaid Expenses		0.15	0.33	8.05	7.16
Total		8.87	74.73	38.63	45.04

13 BIOLOGICAL ASSET OTHER THAN BEARER PLANT

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
As at the Opening Date	28.56	10.32
Increase due to purchase/physical changes/ Changes in Fare value less estimated cost to sell.	24.50	28.56
Decrease due to harvest/physical changes/sales/write off/ Changes in Fare value less estimated cost to sell.	(28.56)	(10.32)
As at the Closing Date	24.50	28.56

14 INVENTORIES

Particulars	Refer Note No	As at 31 st March, 2023	As at 31 st March, 2022
(As valued and certified by the Management)			
Finished Goods	14.1	112.17	175.62
Stores and Spares (net of obsolesce)		178.45	129.85
Stock in Transit (Store)	14.2	-	0.24
Total		290.62	305.71

14.1 Details of Inventories - Finished Goods :

Finished Goods	112.17	175.62
	<u>112.17</u>	<u>175.62</u>

14.2 The above includes goods-in-transit as under :

Stores and Spares etc	0.24	5.07
	<u>0.24</u>	<u>5.07</u>

14.3 Inventories are hypothecated against working capital borrowings(Refer Note No.39)

14.4 Mode of Valuation (Refer Note No.3.1 of Significant Accounting Policies)



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

15 TRADE RECEIVABLES

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Trade Receivables considered good-Secured	-	-
Trade Receivables considered good-Unsecured	31.28	27.84
Trade Receivables which have significant increase in credit Risk	-	-
Trade Receivables Credit Impaired	-	-
Less : Provision for Doubtful Debts	-	-
Total Trade receivables	31.28	27.84

15.1 TRADE RECEIVABLES includes

Receivable from Related Party	-	-
Unbilled Receivables	-	-
Others	31.28	27.84
Total	31.28	27.84

15.2 Trade Receivable are hypothecated against working capital borrowings (Refer note no. 39)

15.3 There are no amount receivable from Directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

15.4 Trade Receivables Ageing Schedule.

Particulars	Outstanding as on March 31, 2023 from due date of payment						
	Not Due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed- Considered good	31.17	0.05	0.06	-	-	-	31.28
Undisputed- Credit impaired	-	-	-	-	-	-	-
Disputed - Considered Good	-	-	-	-	-	-	-
Disputed - Credit Impaired	-	-	-	-	-	-	-
Less: Allowances for Credit losses	-	-	-	-	-	-	-
Total Trade Receivable	31.17	0.05	0.06	-	-	-	31.28

Particulars	Outstanding as on March 31, 2022 from due date of payment						
	Not Due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed- Considered good	27.18	0.04	0.56	0.06	-	-	27.84
Undisputed- Credit impaired	-	-	-	-	-	-	-
Disputed - Considered Good	-	-	-	-	-	-	-
Disputed - Credit Impaired	-	-	-	-	-	-	-
Less: Allowances for Credit losses	-	-	-	-	-	-	-
Total Trade Receivable	27.18	0.04	0.56	0.06	-	-	27.84



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

16 CASH AND CASH EQUIVALENTS

Particulars	Refer Note No	As at 31 st March, 2023	As at 31 st March, 2022
Balances With Banks :			
In Current Account	16.1	187.44	80.48
Cash in Hand		5.06	37.45
Total		192.50	117.93

16.1 Cash & Cash Equivalents are hypothecated against working Capital Borrowings[Refer Note No.39]

Changes in liabilities arising from financing activities

Particulars	April 1, 2022	Cash Flows	March 31 2023
Non Current Borrowings (including current maturities of long term debts) [Refer Note No.20]	19.98	(19.98)	-
Current Borrowings	383.62	(30.45)	353.17
Total Liabilities from Financing Activities	403.60	(50.43)	353.17

Particulars	April 1, 2021	Cash Flows	March 31 2022
Non Current Borrowings (including current maturities of long term debts) [Refer Note No.20]	131.80	(111.82)	19.98
Current Borrowings	396.58	(12.96)	383.62
Total Liabilities from Financing Activities	528.38	(124.78)	403.60

17 BANK BALANCES OTHER THAN CASH & CASH EQUIVALENT (As in Note: 16)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Earmarked balance (for unpaid dividend)	8.10	8.87
Total	8.10	8.87

18 EQUITY SHARE CAPITAL

Particulars	As at 31 st March 2023		As at 31 st March 2022	
	No. of Shares	Amount	No. of Shares	Amount
18.1 Authorised Share Capital				
Equity Shares :				
Ordinary Shares of Rs. 10/- each	2,000,000	200.00	2,000,000	200.00
	2,000,000	200.00	2,000,000	200.00
18.2 Issued Share Capital				
Ordinary Shares of Rs.10/- each	8,00,000	80.00	8,00,000	80.00
	8,00,000	80.00	8,00,000	80.00
18.3 Subscribed and Paid-up Share Capital				
Ordinary Shares of Rs.10/- each fully paid-up	8,00,000	80.00	8,00,000	80.00
	8,00,000	80.00	8,00,000	80.00



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

18.4 Reconciliation of the number of shares at the beginning and at the end of the year

Particulars	Opening Balance	Addition during the year	Deletion during the year	Closing Balance
Year ended 31st March, 2023				
Number of shares	8,00,000	-	-	8,00,000
Amount (In Lakhs)	80.00	-	-	80.00
Year ended 31st March, 2022				
Number of shares	8,00,000	-	-	8,00,000
Amount (In Lakhs)	80.00	-	-	80.00

18.5 Terms / Rights attached to Equity Shares :

The Company has only one class of shares referred to as Equity shares having par value of Rs. 10/- per share. Each Shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

18.6 Shareholding Pattern with respect of Holding or Ultimate Holding Company

The Company does not have any Holding Company or Ultimate Holding Company.

18.7 Details of Equity Shareholders holding more than 5% shares in the Company

Particulars	As at 31 st March 2023		As at 31 st March 2022	
	No. of Shares	% Holding	No. of Shares	% Holding
Ordinary Shares of Rs. 10/- each fully paid				
Pradip Kumar Khaitan (in the capacity of Trustee of Tea Trust)	1,20,000	15.00%	1,20,000	15.00%
Nirvan Commercial Company Ltd.	86,963	10.87%	86,963	10.87%
Shree Durga Agencies Ltd.	83,020	10.37%	83,020	10.37%
Maryada Advisory Services Pvt. Ltd.	45,290	5.66%	45,290	5.66%
SPBP Investments Pvt Ltd.	45,000	5.63%	45,000	5.63%
Aar Vee Trading Co Pvt Ltd	40,000	5.00%	40,000	5.00%

Details of Shareholding of Promoters and Promoter Group

Sl. No.	Name of Promoter	As at 31 st March, 2023			As at 31 st March, 2022		
		No. of Shares	% of Total Shares	% Change during the year	No. of Shares	% of Total Shares	% Change during the year
1	Pradip Kumar Khaitan (in the capacity of Trustee of Tea Trust)	1,20,000	15.00	-	1,20,000	15.00	-
2	Devang Kumar	19,550	2.44	-	19,550	2.44	-
3	Shashi Kumar	13,288	1.66	-	13,288	1.66	-
4	Sandeep Kumar Jalan	11,925	1.49	-	11,925	1.49	-
5	Divya Jalan	10,802	1.35	-	10,802	1.35	-



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

Sl. No.	Name of Promoter	As at 31st March, 2023			As at 31st March, 2022		
		No. of Shares	% of Total Shares	% Change during the year	No. of Shares	% of Total Shares	% Change during the year
6	Divyaa Kummar	6,350	0.79	-	6,350	0.79	-
7	ILa Rani Agrawal	1,951	0.24	-	1,951	0.24	-
8	Alaka Jalan	1,300	0.16	-	1,300	0.16	-
9	Mudit Kumar	1,000	0.13	-	1,000	0.13	-
10	Arvind Kumar Agrawal	900	0.11	-	900	0.11	-
11	Sandhya Agrawal	800	0.10	-	800	0.10	-
12	Pramod Rani	800	0.10	-	800	0.10	-
13	Prabha Rani Agarwal	819	0.10	-	819	0.10	-
14	Smita Agarwal	500	0.06	-	500	0.06	-
15	Hemant Kumar Agrawal	300	0.04	-	300	0.04	-
		1,90,285	23.77	-	1,90,285	23.77	-

Name of Promoter Group

1	Nirvan Commercial Company Ltd	86,963	10.87	-	86,963	10.87	-
2	Shree Durga Agencies Ltd	83,020	10.37	-	83,020	10.37	-
3	Maryada Advisory Services Pvt Ltd	45,290	5.66	-	45,290	5.66	-
4	SPBP Investments Pvt Ltd	45,000	5.63	-	45,000	5.63	-
5	Aarvee Trading Company Private Limited	40,000	5.00	-	40,000	5.00	-
6	SPBP Tea Plantation Limited	34,600	4.33	-	34,600	4.33	-
7	Innovation Handicrafts (India) Private Limited	22,765	2.85	-	22,765	2.85	-
8	MV Credit Capital Pvt Ltd	22,447	2.81	-	22,447	2.81	-
9	Arohi Holdings Private Ltd	15,800	1.98	-	15,800	1.98	-
10	Shwetambra Investment and Trading Private Limited	13,130	1.64	-	13,130	1.64	-
11	Sandeep Investments Limited	400	0.05	-	400	0.05	-
12	Supriya Finance Limited	300	0.04	-	300	0.04	-
		4,09,715	51.23	-	4,09,715	51.23	-

18.8 No Equity Shares have been reserved for issue under options and contracts / commitments for the sale of shares/ disinvestment as at the Balance Sheet date.

18.9 No Equity Shares have been bought back by the Company during the period of 5 years preceding the date as at which the Balance Sheet is prepared.

18.10 No securities convertible into Equity/Preference shares have been issued by the Company during the year.

18.11 No calls are unpaid by any Director or Officer of the Company during the year.



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

19 OTHER EQUITY

Particulars	Refer Note No	As at 31 st March, 2023	As at 31 st March, 2022
Capital Reserve	19.1	30.62	30.62
General Reserve	19.2	2,564.29	2,464.29
Retained Earnings	19.3	4,173.62	3,963.08
Other Comprehensive Income	19.4	-	-
Total		6,768.53	6,457.99

- a) Capital Reserve is in the nature of Security Premium: During amalgamation / merger / acquisition, the excess of net assets taken, over the consideration paid, if any, is treated as capital reserve.
- b) General Reserve: The reserve arises on transfer of the net profit.
- c) Retained Earnings: Retained earnings represent accumulated profits earned by the Company and remaining undistributed as on date.
- d) Other Comprehensive Income (OCI) : Other Comprehensive Income (OCI) represent the balance in equity for items to be accounted under OCI and comprises of the following:
- i) Remeasurement of defined benefit obligations: The actuarial gains and losses arising on defined benefit obligations have been recognised in OCI.

19.1 Capital Reserve

Balance at the beginning and at the end of the year	30.62	30.62
	<u>30.62</u>	<u>30.62</u>

19.2 General Reserve

Balance at the beginning of the year	2,464.29	2,364.29
Transfer from Retained Earning	100.00	100.00
Balance at the end of the year	<u>2,564.29</u>	<u>2,464.29</u>

19.3 Retained Earnings

Balance at the beginning of the year	3,963.08	2,914.71
Add: Profit/(Loss) for the year	386.97	1,149.17
Add/Less: Transfer from Other Comprehensive Income	(28.43)	47.19
Less: Dividend (including dividend distribution tax) on Equity Shares	48.00	47.99
Less: Transfer to General Reserve	100.00	100.00
Balance at the end of the year	<u>4,173.62</u>	<u>3,963.08</u>

19.4 Other Comprehensive Income

Balance at the beginning of the year	-	-
Add/(Less): Changes during the year (Net of Tax)	(28.43)	47.19
Add/(Less): Transfer to retained Earnings	28.43	(47.19)
Balance at the end of the year	-	-

Total Reserve & Surplus	<u>6,768.53</u>	<u>6,457.99</u>
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NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

20 BORROWINGS

Particulars	Refer Note No	Non Current		Current	
		As at 31 st March, 2023	As at 31 st March, 2022	As at 31 st March, 2023	As at 31 st March, 2022
Secured					
a. Working capital Term Loan from Bank	20.1	-	10.98	-	-
b. Current Maturities of Long Term Borrowings		-	-	-	9.00
c. Working Capital loans from Bank repayable on demand	20.2	-	-	353.17	383.62
Total		-	10.98	353.17	392.62

Details of Security Given for Loan

- 20.1 Working Capital Term Loan (GECL) of Rs.19.98 Lakh from Punjab National Bank is Secured by way of hypothecation of current assets including stock of finished goods, green leaf's related to Heeleakah Tea Estate & also by way of hypothecation of all movable plant & machinery and other movable fixed assets, all present & future. The loan is further secured by way of deposit of title deeds of Heeleakah Tea Estate. The loan is repayable is payable in 27 Monthly instalment of Rs.0.75 Lakh. Interest is payable monthly @ 7.65% pa.
- 20.2 Working Capital Loan is Secured by way of hypothecation of current assets including stock of finished goods, green leaves related to Heeleakah Tea Estate & also by way of hypothecation of all movable plant & machinery and other movable fixed assets, all present & future. The loan is further secured by way of deposit of title deeds of Heeleakah Tea Estate. Interest is payable @ Repo Rate + 3.5% (As on 31st March, 2023 - @10%) on quarterly basis.
- 20.3 Refer Note no 39 for information on Carrying Amount of Assets Pledged as Security for Current borrowings.
- 20.4 No Amount have been guaranteed by the Directors of the Company.
- 20.5 There is no default on Balance Sheet date in repayment of Borrowings & Interest thereon.
- 20.6 Term Loan were applied for the purpose for which the loans were obtained.
- 20.7 The Company has filed Monthly returns or Statements with the Banks in lieu of the sanctioned working Capital facilities, which are in agreement with the Books of Account.
- 20.8 The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

21 DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Deferred Tax Liabilities		
Arising on account of :		
Property, Plant & Equipments	42.61	17.70
Carrying value of Investments	185.55	148.41
Other Temporary Differences	3.94	5.43
	232.10	171.54
Deferred Tax Assets	-	-
Deferred Tax Liabilities (Net)	232.10	171.54



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

21.1 Movement in deferred tax liabilities and deferred tax assets

Particulars	As at 1 st April 2021	Recognized in Statement of P/L	As at 31 st March 2022	Recognized in Statement of P/L	As at 31 st March 2023
Deferred Tax Liabilities					
Property, Plant & Equipments	46.36	(28.66)	17.70	24.91	42.61
Carrying value of Investments	86.71	61.69	148.40	37.15	185.55
Other Temporary Differences	2.61	2.82	5.44	(1.49)	3.94
	135.68	35.85	171.54	60.56	232.10
Deferred Tax Assets					
MAT Credit Entitlement	-	-	-	-	-
	-	-	-	-	-
Net Deferred Tax (Assets)/Liabilities	135.68	35.85	171.54	60.56	232.10

21.2 Deferred Tax Assets and Deferred Tax Liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities and where the Deferred Tax Assets and Deferred Tax Liabilities relate to income tax levied by the same taxation authority.

22 PROVISIONS

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Provision for Employees Benefits		
Gratuity	51.67	-
	51.67	-

23 TRADE PAYABLES

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Trade Payables for Goods & Services		
Total outstanding dues of creditors to micro enterprises and small enterprises	4.57	-
Total outstanding dues of creditor to other than micro enterprises and small enterprises	94.39	71.88
Total	98.96	71.88



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

Trade Payables Ageing Schedule

Outstanding as on March 31, 2023 from due date of payment

Particulars	Not Due	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Total outstanding dues of micro enterprises and small enterprises	4.57	-	-	-	-	4.57
Total outstanding dues of creditors other than micro enterprises and small enterprises	88.09	3.11	1.26	0.99	0.94	94.39
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	92.66	3.11	1.26	0.99	0.94	98.96

Outstanding as on March 31, 2022 from due date of payment

Particulars	Not Due	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	55.28	8.43	2.09	1.20	4.88	71.88
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	55.28	8.43	2.09	1.20	4.88	71.88

23.1 Refer note no. 40 for information on micro, small and medium enterprises development Act, 2006.

24 OTHER CURRENT FINANCIAL LIABILITIES

Particulars	Refer Note No	As at 31 st March, 2023	As at 31 st March, 2022
Employee Related Liability		227.74	270.94
Interest Accrued on borrowings		-	-
Unpaid and unclaimed dividends	24.1	8.10	8.87
Creditors for other liability	24.2	15.14	5.53
Total		250.98	285.34

24.1 There are no amounts due for payment to The Investor Education and Protection Fund at the end of the year.

24.2 This includes Electricity Charges, House rent etc

25 OTHER CURRENT LIABILITIES

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Statutory Dues Payable	36.79	26.90
Advances Received from Customers	0.16	-
Total	36.95	26.90



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

26 CURRENT TAX LIABILITY

Particulars	Refer Note No	As at 31 st March, 2023	As at 31 st March, 2022
Provision for tax (Net of Advance Tax)		-	11.40
Total		-	11.40

27 REVENUE FROM OPERATIONS

Particulars	Refer Note No	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Sale of Finished Goods		3,927.23	3,523.68
		3,927.23	3,523.68
Other Operating Revenues			
Incentive & Subsidy	27.1	-	0.50
Change in fair Value of biological assets		-	18.23
Sale of Tea Seed		1.65	-
		1.65	18.73
Total		3,928.88	3,542.41

27.1 Grant Sanctioned by the Government of Assam for manufacturing of Orthodox Tea

Details of Sale of Finished Goods

Tea	3,927.23	3,523.68
Geographical Sales		
In India	3,927.23	3,523.68
Outside India	-	-
	<u>3,927.23</u>	<u>3,523.68</u>

28 OTHER INCOME

Particulars	Refer Note No	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Interest Income at amortised cost			
On Security Deposits		0.52	0.42
On Income Tax Refund		1.37	7.39
On Others		-	0.03
Other Non Operating Income			
Profit on MTM Gain on Investment (Net)		246.03	662.86
Profit on sale on Investments (Net)		24.12	72.04
Interest Subvention on Working Capital	28.1	-	6.76
Excess Liabilities and Unclaimed Balances written back		1.49	1.73
Profit on Sale of Fixed Assets		0.70	0.19
Miscellaneous Income		0.13	0.17
Total		274.36	751.59

28.1 Interest subvention on Working Capital from The Government of Assam as per Notification dated 6th November, 2020.

29 COST OF MATERIALS CONSUMED

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Purchase of Green Leaf	271.97	124.36
	271.97	124.36



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

30 (INCREASE)/DECREASE IN INVENTORIES OF FINISHED GOODS

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Inventories at the beginning of the year - Tea	175.62	100.65
	175.62	100.65
Inventories at the end of the year - Tea	112.17	175.62
	112.17	175.62
Total changes in inventories of finished goods	63.45	(74.97)

31 EMPLOYEE BENEFITS EXPENSES

Salaries & Wages	1,690.03	1,559.21
Contribution to Provident and Gratuity Funds	180.03	167.59
Staff Welfare Expenses	137.41	130.28
	2,007.47	1,857.08
Less: Transferred to CWIP	3.29	8.64
Total	2,004.18	1,848.44

32 FINANCE COST

Interest Expenses		
To Banks on Working Capital Loans	9.33	26.71
To Others	0.96	0.05
Other Borrowing Cost		
Loan Processing Charges	1.61	3.15
Total	11.90	29.91

33 DEPRECIATION AND AMORTIZATION EXPENSES

On Property, Plant & Equipment	62.93	38.59
On other Intangible Assets	0.01	0.28
Total	62.94	38.87

34 OTHER EXPENSES

Stores, Spare Parts & Packing Materials Consumed	531.80	495.57
Less : Transferred to CWIP	1.71	3.97
	530.09	491.60
Power & Fuel	315.11	202.56
Repairs to Building	25.13	17.14
Repairs to Machinery	72.44	41.85
Freight & Cartage	25.62	18.05
Running & Maintenance Expenses to Vehicles	70.88	61.20
Repairs to Other Assets	11.14	13.02
Commission, Brokerage & Discount	39.00	33.17
Warehousing & Other Selling Expenses	30.49	20.28
Rates & Taxes	5.62	4.01
Insurance	8.78	7.31



(Rs. in Lakhs)

NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Auditors' Remuneration -		
Statutory Auditors -		
Audit Fees	2.45	2.45
Certificate & Tax Audit Fees	2.30	2.30
Professional Fees	47.92	48.37
Rent	32.51	32.15
Service Charges	16.85	15.99
Travelling Expenses	9.52	7.28
Director Sitting Fees	3.00	3.35
Other Miscellaneous Expenses	41.11	44.06
Change in fair Value of Biological Assets	4.06	-
TOTAL	1,294.02	1,066.14

35 TAX EXPENSE

Current Tax	47.25	73.73
Provision for Earlier Year	-	2.50
Deferred Tax	60.56	35.85
Total	107.81	112.08

35.1 Reconciliation of estimated Income Tax expense at Indian statutory Income Tax rate to income Tax expense reported in statement of Profit & Loss

Profit / (Loss) before income tax expense	494.78	1,261.25
Indian Statutory Income Tax rate	25.17%	25.17%
Estimated Income Tax Expense	124.53	317.43
Tax effect of adjustments to reconcile expected Income Tax expense to reported Income Tax expense		
Tax payable at different rates	0.31	13.86
Tax payable at Earlier Year	-	2.50
Deferred Tax on tax holiday reversed	(36.97)	(7.64)
Tax payable on others	19.94	(214.07)
Total	(16.72)	(205.35)
Income Tax Expense in Statement of Profit & Loss	107.81	112.08



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

36 OTHER COMPREHENSIVE INCOME

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Items that will not be reclassified to profit or loss		
Remeasurement of the defined benefit plans	(37.99)	63.06
Less: Tax expense on the above	9.56	(15.87)
Total	(28.43)	47.19

37 Earning per Shares

Nominal Value of Equity Shares (Rs.)	10.00	10.00
Profit attributed to the Equity shareholders of the Company	386.97	1,149.17
Weighted average number of equity shares	8,00,000	8,00,000
Basis and diluted earning per share (Rs.)	48.37	143.65
There are no dilutive equity shares in the Company		

38 Contingent Liabilities, Contingent Assets & Commitment to the extent not provided for :

38.1 Contingent Liabilities

There are no contingent liabilities.

38.2 Contingent Assets

There are no contingent assets.

38.3 Capital & Other Commitments

Sl. No	Particulars	For the year ended 31 st March 2023	For the year ended 31 st March 2022
i.	Estimated amount of contracts remaining to be executed on Capital Account (net of advances amounting to C.Y. '8.72', P.Y. '51.00').	16.35	12.60



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

39 Assets pledged as security

The carrying amounts of assets pledged as security for current are:

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Current		
Financial Assets		
Trade Receivables	31.28	27.84
Cash and Cash equivalents	192.50	117.93
Loan	0.01	-
Other Current Financial Asset	5.14	21.97
	228.93	167.74
Non-Financial Assets		
Inventories	290.62	305.71
Biological Assets	24.50	28.56
Other Current Assets	38.63	45.04
	353.75	379.31
Total Current Assets pledged as security	582.68	547.05
Non-Current		
Property, Plant & Equipment (Refer Note - 5)	467.93	369.50
Intangible Assets	0.16	0.17
Capital Work In Progress	50.41	44.75
Other Non Current Assets	8.87	74.73
Financial Assets	4.40	0.16
Total Non-Currents Assets pledged as security	531.77	489.32
Total Assets pledged as security	1,114.45	1,036.36



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

40 Disclosure as required under the micro, small and medium enterprises development act, 2006, to the extent ascertained, and as per notification number GSR 679 (E) dated 4th September, 2015

Sl. No	Particulars	As at 31 st March, 2023	As at 31 st March, 2022
i	The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each F.Y.	4.57	-
ii	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
iii	The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
iv	The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
v	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

The above information has been determined to the extent such parties identified on the basis of information available with the Company.

41 Leases

41.1 As Lessee

The Company has no assets under finance lease.

41.2 Operating Lease as lessee

The Company's significant leasing arrangements are in respect of operating leases for premises and tea estates. These leasing arrangements include both cancellable and non-cancellable terms range between 11 months and 5 years generally, or longer, and are usually renewable by statute or mutual consent on mutually agreeable terms as applicable. The aggregate lease rentals payable are charged as 'Rent' under Note 34. With respect to non-cancellable operating lease, the future minimum lease payment at the balance sheet date is as under.

41.2.1 Amounts recognized in Profit or Loss

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Total rental expense relating to operating leases	32.51	32.15

42 Disclosure pursuant to Indian Accounting Standard - 19 'Employee Benefits' as notified u/s 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014 (As identified & certified by the Management)

42.1 Defined Contribution Plan :

The Company makes contribution towards provident fund to a defined contribution retirement plan for qualifying employees. The Provident fund plan is operated by statutory authorities. Under the said scheme the company is required to contribute a specific percentage of pay roll costs in respect of eligible employees to the retirement benefit scheme to fund the benefits.



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

The amount recognized as an expense for the Defined Contribution Plans are as under :

Sl. No.	Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
a	Provident Fund	142.69	127.25

42.2 Defined Benefit Plan :

The following are the types of defined benefit plans

42.2.1 Gratuity Plan

The Company makes annual contribution of gratuity to gratuity funds duly constituted and administered by independent trustees and funded with M/s Reliance Nippon Life Insurance Company Limited / independent trust for the qualifying employees. The scheme provides for a lump sum payment to vested employees upon retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service upto maximum limit of Rs. 20,00,000/-. Vesting occurs upon completion of 5 years of continuous service.

The present value of defined obligation and related current cost are measured using the projected unit credit method with actuarial valuation being carried out at each balance sheet date.

42.2.2 Risk Exposure

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

(A) Interest Rate risk :

The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

(B) Liquidity Risk :

This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of liquid assets not being sold in time.

(C) Salary Escalation Risk :

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

(D) Demographic Risk :

The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

(E) Regulatory Risk :

Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (e.g. Increase in the maximum limit on gratuity of Rs. 20,00,000/-).

(F) Asset Liability Mismatching or Market Risk :

The duration of the liability is longer compared to duration of assets, exposing the Company to market risk for volatilities/fall in interest rate.

(G) Investment Risk :

The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

42.2.3 Reconciliation of the net defined benefit (asset)/ liability

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset)/ liability and its components:

Particulars	Gratuity	
	As at 31 st March, 2023	As at 31 st March, 2022
Net Defined Benefit (Asset)/Liability at the beginning of the year	626.43	627.68
Current Service Cost	38.78	36.46
Interest Cost on Defined Benefit Obligation	45.38	42.65
Actuarial Gain and Losses arising from		
Changes in financial assumptions	(18.62)	(19.83)
Expereince Adjustment	30.63	(21.79)
Benefits Paid from the Plan Assets	(40.77)	(38.74)
Net Defined Benefit (Asset)/Liability at the end of the year	681.83	626.43

42.2.4 Reconciliation of the Plan Assets

The following table shows a reconciliation from the opening balances to the closing balances for the Plan Assets and its components :

Particulars	Gratuity	
	As at 31 st March, 2023	As at 31 st March, 2022
Fair Value of Plan Assets at the beginning of the year	649.82	580.56
Interest Income on Plan Assets	47.09	39.45
Remeasurement of Defined Benefit Obligation :		
Return on plan assets greater/ (lesser) than discount rate	(25.98)	(0.42)
Employer Contributions to the Plan	-	68.97
Benefits Paid from the Plan Assets	(40.77)	(38.74)
Fair Value of Plan Assets at the end of the year	630.16	649.82

42.2.5 Expenses recognized in profit or loss

Particulars	Gratuity	
	As at 31 st March, 2023	As at 31 st March, 2022
Current Service Cost	38.78	36.46
Interest Income on Plan Assets	(1.70)	3.20



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

42.2.6 Remeasurements recognized in other comprehensive income

Particulars	Gratuity	
	As at 31 st March, 2023	As at 31 st March, 2022
Actuarial (gain)/ Loss on defined benefit obligation	12.01	(41.62)
Return on plan assets greater/ (lesser) than discount rate	25.98	0.42

42.2.7 Major Categories of Plan Assets

Particulars	Gratuity	
	As at 31 st March, 2023	As at 31 st March, 2022
Qualified Insurance Policy	100%	100%

The Gratuity Scheme is invested in a Defined Benefit Gratuity Plan managed by M/s Reliance Nippon Life Insurance Company Ltd and the Independent Administered Gratuity Fund. The information on the allocations of fund managed by M/s Reliance Nippon Life Insurance Company Ltd into major assets classes and expected return on each major classes are not readily available. The expected rate of return on plan assets is based on the assumed rate of return provided by Company's actuary.

42.2.8 Asset-Liability Matching Strategy

The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis & is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the assets).

42.2.9 Actuarial Assumptions

Particulars	Gratuity	
	As at 31 st March, 2023	As at 31 st March, 2022
Financial Assumptions		
Discount Rate	7.45%	7.25%
Salary Escalation Rate	4 %	5% for the first two years and 4% thereafter
Demographic Assumptions		
Mortality Rate	100% of IALM, 12-14	100% of IALM, 12-14
Normal Retirement Age	58 Years	58 Years
Withdrawal Rate	1 %	1 %

42.2.10 The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

42.2.11 At 31st March, 2023, the weighted average duration of the defined benefit obligation was 9 years (previous year 9 years). The distribution of the timing of benefits payment i.e., the maturity analysis of the benefit payments is as follows:



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

Particulars	Gratuity	
	As at 31 st March, 2023	As at 31 st March, 2022
<u>Expected benefits payment (valued on undiscounted basis)</u>		
Within next 12 months (next annual reporting period)	98.07	96.10
Between 2 and 5 years	214.40	196.07
Between 6 and 10 years	300.08	252.66
Beyond 10 years	934.72	845.05

42.2.12 The Company expects to contribute Rs. 51.67 Lakhs (Previous year Rs. Nil) to its gratuity fund in 2022-2023.

42.2.13 The following payments are expected contributions to the defined benefit plan in future years:

Particulars	Gratuity	
	As at 31 st March, 2023	As at 31 st March, 2022
<u>Expected contributions</u>		
Within next 12 months (next annual reporting period)	88.21	-

42.2.14 Employee Benefit Expense also includes provident funds in the nature of defined benefit plans contribution amounting to Rs. 142.69/- lakh (Previous year Rs. 127.25/- lakh)

42.2.15 Sensitivity Analysis

The sensitivity analysis below have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	Gratuity	
	As at 31 st March, 2023	As at 31 st March, 2022
Effect on DBO due to 1% increase in Discount Rate	627.19	576.44
Effect on DBO due to 1% decrease in Discount Rate	745.26	684.59
Effect on DBO due to 1% increase in Salary Escalation Rate	746.85	685.82
Effect on DBO due to 1% decrease in Salary Escalation Rate	625.01	574.63
Effect on DBO due to 1% increase in Attrition Rate	690.62	634.00
Effect on DBO due to 1% decrease in Attrition Rate	672.53	618.41
Effect on DBO due to 1% increase in Mortality Rate	682.40	626.92
Effect on DBO due to 1% decrease in Mortality Rate	681.26	625.94

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

43 Related Party Disclosures

43.1 Name of the related parties and description of relationship

A Subsidiaries of the Company - NIL

B Enterprises/Individual having control over the Company - NIL



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

C Key Management Personnel

- i) Mr. Kartik Narayan Singh - Whole-time Director & CEO
- ii) Mr. Manoj Sureka - Chief Financial Officer
- iii) Mrs. Ritu Bhatler - Company Secretary

D Key Management Personnel (Other than mentioned above in Point-C)

- i) Mr. Dharendra Kumar - Director
- ii) Mrs. Divya Jalan - Director
- iii) Mrs. Shashi Kumar - Director
- iv) Mr. Hemant Kumar Agrawal - Director
- v) Mr. Golam Momen - Independent Director (Passed away on 29-01-2023)
- vi) Mr. Ghanshyam Das Gupta - Independent Director
- vii) Mr. Deepak Nagar - Independent Director
- viii) Mr. Naveen Bansal - Independent Director

E Entities over which Key Management Personnels are able to exercise control/joint control

01. SPBP Tea Plantation Ltd	16. Kilburn Software Technologies India Ltd
02. R D Tea Ltd (Resigned on 20-03-2023)	17. ANA Vincom Pvt Ltd
03. Contemporary Polysacks Ltd	18. Arham Vyapaar Pvt Ltd (from 28th July 2020)
04. Rosebud Commercial Co. Pvt Ltd	19. Pushpdant Vyapaar Pvt Ltd (from 28th July 2020)
05. Shwetambra Investment & Trading Pvt Ltd	20. Vashulinga Finance Pvt Ltd
06. Park Towers Investments and Services Pvt Ltd	21. Raman and Company Pvt Ltd
07. J K Paper Ltd.	22. Aar Vee Trading Company Pvt Ltd
08. Just Desserts Ltd	23. Miracle Dealers Pvt Ltd
09. Maryada Advisory Services Pvt Ltd	24. Rudrapriya Dealcom Pvt Ltd
10. Nirvan Commercial Co. Ltd	25. Castleton Capital Pvt. Ltd
11. Shree Durga Agencies Ltd	26. Castleton Outsource Ltd
12. Golden Slippers Spirits Pvt Ltd (Formaly Hopworkz Restaurants Pvt Ltd)	27. MV Credit Capital Pvt Ltd
13. Supriya Finance Ltd	28. Revel Solutions Pvt Ltd
14. Saket Fiscal Services Pvt Ltd	29. Devbhumi Vanijya Pvt Ltd
15. Sandeep Investments Ltd	30. Arvind and Company Pvt Ltd

F Post Employment Benefit Plan

The Scottish Assam (India) Limited Gratuity Fund



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

43.2 Summary of transactions with the related parties

Particulars	Key Managerial Personnel		Key Management Personnel (Other than mentioned above in Point-C)		Entities in which individual / relatives having control is / are KMP or have significant influence	
	2022-2023	2021-2022	2022-2023	2021-2022	2022-2023	2021-2022
Loan Repayment	3.16	4.34	-	-	-	-
- Kartik Narayan Singh	3.16	4.34	-	-	-	-
Rent Paid	-	-	19.80	19.80	12.23	9.99
- Shashi Kumar	-	-	19.80	19.80	-	-
- Raman & Co. Pvt. Ltd.	-	-	-	-	12.23	9.99
Sales of Goods	-	-	-	-	0.86	0.88
- SPBP Tea Plantation Ltd.	-	-	-	-	0.72	0.74
- Castleton Outsource Ltd.	-	-	-	-	0.14	0.14
Sitting Fees	-	-	3.00	3.35	-	-
- Shashi Kumar	-	-	0.20	0.20	-	-
- Hemant Kumar Agarwal	-	-	0.05	0.05	-	-
- Dharendra Kumar	-	-	0.20	0.30	-	-
- Divya Jalan	-	-	0.20	0.30	-	-
- Golam Momen	-	-	0.60	0.60	-	-
- Ghanshyam Das Gupta	-	-	0.80	0.80	-	-
- Naveen Bansal	-	-	0.80	0.90	-	-
- Deepak Nagar	-	-	0.15	-	-	-
- Gaurav Gupta	-	-	-	0.20	-	-
Salary / Remuneration	46.11	40.48	-	-	14.26	11.76
- Kartik Narayan Singh	15.49	15.49	-	-	-	-
- Manoj Sureka	25.72	18.22	-	-	-	-
- Ritu Bhatler	4.90	0.29	-	-	-	-
- Yugal Keshor Choudhary Resigned w.e.f. 12th August, 2021)	-	2.84	-	-	-	-
- Sreya Bose (Resigned w.e.f. 30th November, 2021)	-	3.64	-	-	-	-
- Jayanti Singh	-	-	-	-	14.26	11.76
Professional Charges	-	-	-	-	24.75	24.75
- Mayank Kumar	-	-	-	-	24.75	24.75
Service Charge	-	-	-	-	1.62	1.62
- Juhi Singh	-	-	-	-	1.62	1.62

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Provision towards post employment benefit plan	51.67	-



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

43.3 Summary of Closing Balance Outstanding with the related parties

Particulars	Entities in which individual / relatives having control is / are KMP or have significant influence		Key Management Personnel	
	2022-2023	2021-2022	2022-2023	2021-2022
Loan Outstanding	-	-	-	3.16

43.4 Key Management Personnel compensation

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Short-term employee benefits	-	-
Post-employment benefits	9.63	8.34
Total compensation	9.63	8.34

43.5 Major terms and conditions of transactions with related parties

Transactions with related parties are carried out in the normal course of business and are made on terms equivalent to those that prevail in arm's length transactions. Loans to related parties which are generally for a period of one to three years. Loans paid to Director's are at terms as extended to all employees of the company.

44 Segment Reporting

Based on the guiding principles given in the Ind As 108 on operating segment the Company is a single segment company engaged in the manufacture of tea and the company does not have any secondary / geographical segments.

The following customers individually accounted for more than 10% of the revenues from external customers during the year ended March 31, 2023 and March 31, 2022.

Name of the Customer	2022-2023	2021-2022
J.Thomas & Co. Pvt. Ltd.	47.95%	38.16%
Parcon (India) Pvt.Ltd.	23.62%	26.69%

45 Ratio Analysis and Its Elements

Ratio Type	Numerator	Denominator	March 31, 2023	March 31, 2022	Variance %	Reasons for Variance
			Ratio	Ratio		
Current Ratio	Current Assets	Current Liabilities	0.80	0.71	12.43%	
Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.05	0.06	-14.05%	
Debt Service Coverage Ratio	Earning for Debt Service = Net Profit before taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	17.87	9.38	90.40%	Due to repayment of borrowings & decrease in earning before Interest and Taxes.



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

Ratio Type	Numerator	Denominator	March 31,	March 31,	Variance %	Reasons for Variance
			2023	2022		
			Ratio	Ratio		
Return to equity ratio	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	0.06	0.19	-68.42%	Due to decrease in Net profit after Taxes.
Inventory Turnover Ratio	Cost of goods sold or sales	Average inventory = (Opening + Closing balance / 2)	27.29	25.51	6.99%	
Trade Receivables turnover ratio	Net Credit Sales=Net credit sales consist of gross credit sales minus sales return. Trade receivables includes sundry debtors and bill's receivables.	Average trade debtors = (Opening + Closing balance / 2)	132.86	88.46	50.19%	Due to decrease in credit sales
Trade Payables turnover Ratio	Net Credit Purchases =Net credit purchases consist of gross credit purchases minus purchase return	Average Trade Payables	9.41	5.63	67.13%	Due to increase in credit purchase and also increase in trade payables
Net Capital turnover ratio	Net Sales=Net sales shall be calculated as total sales minus sales returns.	Working Capital =Working capital shall be calculated as current assets minus current liabilities.	-26.30	-15.18	73.28%	Due to decrease in working capital and increase in sales
Net Profit Ratio	Net profit shall be after tax	Net Sales = Net sales shall be calculated as total sales minus sales returns.	0.10	0.33	-70.14%	Due to decrease in Net Profit margin
Return on Capital Employed	Earning before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	0.07	0.18	-62.13%	Due to decrease in earning before interest & tax
Return on Investments	Interest (Finance Income)	Investment	0.04	0.12	-66.03%	Due to decrease in MTM gain on investment based on market returns



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

46 Fair Value Measurement

Categories of Financial Assets & Financial Liabilities as at 31st March, 2023 and 31st March, 2022

Particulars	As at 31 st March, 2023			As at 31 st March, 2022		
	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost
Financial Assets						
Investment						
- Equity Instruments	0.03	-	-	0.03	-	-
- Mutual Fund	6,626.10	-	-	6,388.59	-	-
Trade Receivables	-	-	31.28	-	-	27.84
Cash and Cash Equivalents	-	-	192.50	-	-	117.93
Bank balances other than above	-	-	8.10	-	-	8.87
Loans	-	-	9.54	-	-	3.16
Other Financial Assets	-	-	28.19	-	-	46.85
Total Financial Assets	6,626.13	-	269.61	6,388.62	-	204.65
Financial Liabilities						
Borrowings	-	-	353.17	-	-	403.60
Trade Payables	-	-	98.96	-	-	71.88
Other Financial Liabilities	-	-	250.98	-	-	285.34
Total Financial Liabilities	-	-	703.11	-	-	760.82

47 Fair Values of Financial Assets and Financial Liabilities measured at Amortised Cost

47.1 The management assessed that the fair values of cash and cash equivalents, trade receivables, trade payables, short term borrowings, and other financial liabilities approximates their carrying amounts largely due to the short-term maturities of these instruments.

47.2 For Financial assets and liabilities that are measured at fair value, the carrying amounts are equal to their fair values.

47.3 The fair value of the financial assets and financial liabilities is included at the amount at which the instruments could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

47.4 The following methods and assumptions were used to estimate the fair values :

47.4.1 The fair values of non-current borrowing are based on the discounted cash flows using a current borrowing rate. They are classified as Level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own credit risks, which was assessed as on the balance sheet date to be insignificant.

48 Fair Value Hierarchy

48.1 Financial Instrument

The following are the judgements & estimates made in determining the fair values of the financial instruments that are (a) recognized & measured at fair value and (b) measured at amortized cost & 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 3 levels of fair value measurement as prescribed under the Ind AS 113 "Fair Value Measurement". An explanation of each level follows underneath the tables.



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

Assets and Liabilities measured at Fair Value - recurring fair value measurements as at 31st March, 2023 & 31st March, 2022

Particulars	As at 31st March, 2023			As at 31st March, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets						
Investment						
- Equity Instruments	-	0.03	-	-	0.03	-
- Mutual Funds	6,626.10	-	-	6,388.59	-	-
Total Financial Assets	6,626.10	-	-	6,388.59	0.03	-

48.1.1 Valuation Technique

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

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

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

48.2 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. The Company uses a Valuation technique that is appropriate in the circumstances and for which sufficient data are available to measure the fair value, maximising the use of relevant observable inputs.

Biological Assets measured at Fair Value less cost to sell as at 31st March, 2023 and 31st March, 2022

Particulars	As at 31 st March, 2023			As at 31 st March, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Non Financial Assets						
Biological Assets other than Bearer Plant						
- Unharvested Tea Leaf	-	24.50	-	-	28.56	-
Total Non Financial Assets	-	24.50	-	-	28.56	-



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

48.2.1 Valuation Technique

Fair value is being arrived at based on the observable market prices of made tea adjusted for manufacturing costs. The same is applied on quantity of the tea leaves unharvested using plucking averages of various fields.

48.3 During the year ended March 31, 2022 and March 31, 2022. There are no transfers between level 1, level 2 and level 3.

48.4 Explanation to the fair value hierarchy

The Company measures financial instruments, such as, quoted investments at fair value at each reporting date. 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. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

49 Financial Risk Management

Financial management of the Company has been receiving attention of the top management of the Company. The management considers finance as the lifeline of the business and therefore, financial management is carried out meticulously on the basis of detailed management information systems and reports at periodical intervals extending from daily reports to long-term plans. Importance is laid on liquidity and working capital management with a view to reduce over-dependence on borrowings and reduction in interest cost. Various kinds of financial risks and their mitigation plans are as follows:

49.1 Credit Risk

Credit risk is the risk that counterparty will not meet its obligations leading to financial loss. The Company has an established credit policy and a credit review mechanism. Credit exposure is undertaken only with large reputed business houses and with no history of default against payments. Based on the business model, macro economic environment of the business and past trends, the management has determined nil percentage for any class of financial asset under expected credit loss.

49.2 Liquidity Risk

The Company determines its liquidity requirement in the short, medium and long term. This is done by drawings up cash forecast for short term and long term needs. The Company manage its liquidity risk in a manner so as to meet its normal financial obligations without any significant delay or stress. Such risk is managed through ensuring operational cash flow while at the same time maintaining adequate cash and cash equivalent position. The management has arranged for diversified funding sources and adopted a policy of managing assets with liquidity monitoring future cash flow and liquidity on a regular basis. Surplus funds not immediately required are invested in certain mutual funds and fixed deposit which provide flexibility to liquidate. Besides, it generally has certain undrawn credit facilities which can be assessed as and when required; such credit facilities are reviewed at regular basis.



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

49.2.1 Maturity Analysis for financial liabilities

a The following are the remaining contractual maturities of financial liabilities as at 31st March, 2023

Particulars	On Demand	Less than 6 months	6 months to 1 year	1 years to 5 years	More than 5 years	Total
Borrowings						
Working Capital loans repayable on demand	353.17	-	-	-	-	353.17
Working Capital Loan from Bank	-	-	-	-	-	-
Trade payables	-	98.96	-	-	-	98.96
Other financial liabilities	8.10	242.88	-	-	-	250.98
Total	361.27	341.84	-	-	-	703.11

b The following are the remaining contractual maturities of financial liabilities as at 31st March, 2022

Particulars	On Demand	Less than 6 months	6 months to 1 year	1 years to 5 years	More than 5 years	Total
Borrowings						
Working Capital loans repayable on demand	383.62	-	-	-	-	383.62
Working Capital Loan from Bank	-	4.50	4.50	10.98	-	19.98
Trade payables	-	71.88	-	-	-	71.88
Other financial liabilities	8.87	276.47	-	-	-	285.34
Total	392.49	352.85	4.50	10.98	-	760.82

c The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements (if any). The interest payments on variable interest rate loans in the tables above reflect market forward interest rates at the respective reporting dates and these amounts may change as market interest rates change. Except for these financial liabilities, it is not expected that cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts. When the amount payable is not fixed, the amount disclosed has been determined with reference to conditions existing at the reporting date.

49.3 Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three type of risks: Commodity Risk, Interest Rate Risk and Other Price Risk.

49.3.1 Commodity Risk

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



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

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

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

49.3.2 Interest Rate Risk

The Company is exposed to risk due to interest rate fluctuation on borrowings. Such borrowings are based on fixed as well as floating interest rate. Interest rate risk is determined by current market interest rates, projected debt servicing capability and view on future interest rate.

The Company is also exposed to interest rate risk on surplus funds parked in investments. To manage such risks, such investments are done mainly for short durations, in line with the expected business requirements for such funds.

a Exposure to interest rate risk

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Fixed Rate Instruments		
Borrowing at Floating Rate	353.17	403.60
Borrowing at Fixed Rate	-	-

b Sensitivity Analysis

Profit or loss is sensitive to higher/ lower interest expense from borrowings as a result of changes in interest rates. This analysis assumes that all other variables, in particular exchange rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars	As at 31 st March, 2023			As at 31 st March, 2022		
	Sensitivity Analysis	Impact on		Sensitivity Analysis	Impact on	
		Profit before tax	Other Equity		Profit before tax	Other Equity
Interest Rate Increase by	1 %	(3.53)	(2.64)	1 %	(4.04)	(3.02)
Interest Rate Decrease by	1 %	3.53	2.64	1 %	4.04	3.02

49.3.3 Other Price Risk

The Company is exposed to equity price risk, which arises from equity instruments measured at fair value through other comprehensive income. The entity's equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. Reports on the equity portfolio are submitted to the entity's senior management on a regular basis. The entity's Board of Directors reviews and approves all equity investment decisions.

a Exposure to other market price risk

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Investment in Mutual Funds	6,626.10	6,388.59
Investment in Equity Shares	0.03	0.03
Total	6,626.13	6,388.62



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

b Sensitivity Analysis

The table below summarise the impact of increases/decreases of the share/unit price on the Company's equity investment and profit for the period. The analysis is based on the assumption that the share/unit price had increased by 5% or decreased by 5% with all other variables held constant, and that all the company's equity instruments moved in line with the index.

Particulars	As at 31 st March, 2023			As at 31 st March, 2022		
	Sensitivity Analysis	Impact on		Sensitivity Analysis	Impact on	
		Profit before tax	Other Equity		Profit before tax	Other Equity
Market rate Increase	5.00%	49.21	-	5.00%	132.57	-
Market rate Decrease	5.00%	(49.21)	-	5.00%	(132.57)	-

49.3.4 Foreign currency risk

The company has no exposure to foreign exchange currency during the financial year. There were no foreign exchange derivative contracts dealt by the company.

50 Capital Management

The Company objective to manage its capital is to ensure continuity of business while at the same time provide reasonable returns to its various stakeholders but keep associated costs under control. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic Investments. Sourcing of capital is done through judicious combination of equity/internal accruals and borrowings, both short term and long term. Net debt (total borrowings less investments and cash and cash equivalents) to equity ratio is used to monitor capital.

Gearing Ratio

Particulars	As at 31 st March 2023	As at 31 st March 2022
Debt (A)	353.17	403.60
Cash & Bank Balance (B)	192.50	117.93
Net Debt (A-B)	160.67	285.67
Total Equity before exceptional items	6,848.53	6,537.99
Net Debt to Equity Ratio before exceptional items	0.02	0.04
Total Equity	6,848.53	6,537.99
Net Debt to Equity Ratio	0.02	0.04

The financial risk associated to agriculture would include climate change, price fluctuation, currency fluctuation & input cost increase. Being dependent on rainfall, any shortfall would directly impact the production. The sale of tea being largely through the auction system, any price fluctuation would impact profitability. Increase wages also has a direct impact on the cost of production because of labour intensive nature of the business operations.

Management is continuously monitoring all the above factors. Investment in irrigation, a planned replanting programme to ensure higher yields and improving efficiency of labour and modernisation are some of the measures taken by the managements to mitigate the risks.



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

- 51 Information pursuant to Regulation 34(3) of SEBI(Listing obligation and disclosure requirements) Regulation, 2015
The company does not have any subsidiary/ associate company.Hence, regulation 34(3) is not applicable to the company.
- 52 Loans or advances (repayable on demand or without specifying any terms or period of repayment) to specified persons
During the year ended March 31, 2023 the Company did not provide any Loans or advances which remains outstanding (repayable on demand or without specifying any terms or period of repayment) to specified persons (Nil as on March 31, 2022).
- 53 Relationship with Struck off Companies
The Company did not have any transaction with companies struck off during the year ended March 31, 2023 and also for the year ended March 31, 2022.
- 54 Benami Property held
No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- 55 Disclosure in relation to undisclosed income
The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year ended March 31, 2023 and March 31, 2022 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)
- 56 Wilful Defaulter
Company is not a declared wilful defaulter by any bank or financial institution or other lender.
- 57 Utilisation of Borrowed funds and share premium
The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (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. The Company has not advanced or lent or invested funds to any other person(s) or entity(ies), 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.
- 58 Crypto Currency
The Company has not traded or invested in Crypto currency or Virtual Currency during the year ended March 31, 2023 and March 31, 2022.
- 59 The company has complied with the provisions of number of layers prescribed under clause 87 of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017
- 60 The Company has not filed any Scheme of Arrangements in terms of sections 230 to 237 of the Companies Act, 2013 with any Competent Authority.
- 61 Applicability of CSR
The Company is not getting covered under Sec 135 of the Companies Act 2013 and as such the provisions of CSR are not applicable for the Company.



NOTES TO FINANCIAL STATEMENTS AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2023

- 62 The Board of Director's at its meeting held on 29th May, 2023 recommended final dividend of Rs. 8.00 per equity share of face value of Rs.10/- each for the financial year ended 31st March, 2023. The same amounts to Rs. 64.00 lacs. The above is subject to approval at ensuing Annual General Meeting of the Company and hence not recognised as a liability.
- 63 Trade Receivables, Loans, Other Financial Assets and Other Assets include certain overdue and unconfirmed balances. However, in the opinion of the management, these current assets would, in the ordinary course of business, realize the value stated in the accounts.
- 64 Miscellaneous Expenditure includes revenue expenditure on research and development Rs.5.06 lacs (2022: Rs.4.84 lacs) incurred towards subscription to Tea Research Association.
- 65 On the basis of notification dated 9th May, 2023 by Govt. of Assam providing tax holiday from the FY-2022-23 to FY-2024-25 on Agricultural Income Tax, no provision on Agricultural Income Tax has been created for the year ended 31st March, 2023. Further, existing provision of deferred tax in respect of tax holiday period has been reversed.
- 66 Previous year's figures have been regrouped / rearranged wherever necessary to confirm to the current period's classification.

As per our report of even date annexed
For J K V S & CO.
Chartered Accountants
Firm Registration No. 318086E
SUPRIO GHATAK
Partner
Membership No. : 051889
Place : Kolkata
Date : 29th day of May, 2023

For and on behalf of the Board of Directors

Mr. DHIRENDRA KUMAR (DIN : 00153773)		Director
Ms. DIVYA JALAN (DIN : 00016102)		
Mr. GHANSHYAM DAS GUPTA (DIN : 00174114)		
Mr. KARTIK NARAYAN SINGH (DIN : 07779482) - Wholetime Director		
Mrs. RITU BHATTER		- Company Secretary
Mr. MANOJ SUREKA		- Chief Financial Officer



If undelivered, Please return to :

THE SCOTTISH ASSAM (INDIA) LIMITED

1, CROOKED LANE, ROOM NO. : G-9B, KOLKATA - 700 069