



# GILLANDERS ARBUTHNOT AND COMPANY LIMITED



Annual Report  
**2023**





**Mr. A. K. Kothari**  
Chairman

**Mission**



To be a good corporate citizen and to inspire and nurture the human spirit for a sustainable value based wealth creation, contributing in the socio economic progress of India in harmony with the environment.

**Vision**



Innovative, Dynamic and Holistic Global Conglomerate with passion for delivering outstanding performance based on integrity, professionalism, accountability and evolving in a vertical growth trajectory while enriching everyone we touch and enhancing value for all the stakeholders.

## CORPORATE INFORMATION

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(As on 12th May, 2023)

### Board Of Directors

Mr. A. K. Kothari, Chairman  
Smt. P. D. Kothari  
Mr. N. Pachisia  
Mr. A. Baheti  
Mr. K. Ashok  
Mr. C. R. Prayag  
Mr. Mahesh Sodhani, Managing Director  
Mr. Manoj Sodhani, Executive Director & CEO

### Key Managerial Personnel

#### Chief Financial Officer

Mr. Niraj Singh

#### Company Secretary

Mr. Rajat Arora

### Audit Committee

Mr. A. Baheti, Chairman  
Mr. A. K. Kothari  
Mr. N. Pachisia  
Mr. K. Ashok

### Nomination & Remuneration Committee

Mr. K. Ashok, Chairman  
Smt. P. D. Kothari  
Mr. N. Pachisia

### Stakeholders Relationship Committee

Mr. C. R. Prayag, Chairman  
Mr. A. K. Kothari  
Smt. P. D. Kothari  
Mr. Mahesh Sodhani

### Corporate Social Responsibility Committee

Mr. N. Pachisia, Chairman  
Mr. C. R. Prayag  
Mr. K. Ashok

### Statutory Auditors

JKVS & Co., Chartered Accountants

### Secretarial Auditor

K.C. Dhanuka & Co.  
Practising Company Secretary

### Solicitors

Khaitan & Co. LLP

### Bankers

Axis Bank Limited  
Yes Bank Limited  
HDFC Bank Limited  
Punjab National Bank

### Registrar & Share Transfer Agents

Maheshwari Datamatics Private Limited,  
(Unit: Gillanders Arbuthnot & Co. Ltd.)  
23, R.N. Mukherjee Road  
Kolkata - 700001  
Phone: (033) 2248 2248, Fax: (033) 2248 4787  
E-mail: mdpldc@yahoo.com  
Website: www.mdpl.in

### Registered office

C-4, Gillander House,  
Netaji Subhas Road, Kolkata - 700001  
Phone: (033) 2230 2331 (6 Lines)  
Fax: (033) 2230 4185  
E-mail: [gillander@gillandersarbuthnot.com](mailto:gillander@gillandersarbuthnot.com)  
Website: [www.gillandersarbuthnot.com](http://www.gillandersarbuthnot.com)

**CIN:** L51909WB1935PLC008194

**BSE Code:** 532716

**NSE Symbol:** GILLANDERS



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## Notice

**NOTICE** is hereby given that the **Eighty Ninth (“89th”) Annual General Meeting (“AGM”)** of the Members of the Company will be held on **Friday, 23rd Day of June, 2023 at 11:00 A.M. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility to transact the following businesses:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2023, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Arun Kumar Kothari (DIN: 00051900), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. Ratification of Remuneration of Cost Auditor

To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an “Ordinary Resolution”:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable Rules, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending on **31st March, 2024**, be paid the remuneration as set out in the statement annexed to the Notice convening this 89th Annual General Meeting.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

4. Acceptance of Deposits from Members of the Company and Public

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as an “Ordinary Resolution”:

“RESOLVED THAT pursuant to the provisions of Section 73 and 76 of the Companies Act, 2013, (the “Act”), read with the Companies (Acceptance of Deposits) Rules, 2014, as amended from time to time and other applicable provisions, if any, and subject to such conditions, approvals, permissions as may be necessary, consent of Members be and is hereby accorded for inviting and accepting deposits from time to time from the Members of the Company and from Public to such extent that the deposits outstanding and deposits to be accepted shall not exceed 10% of the aggregate paid-up share capital, free reserves and securities premium account of the Company and 25% of the aggregate paid-up share capital, free reserves and securities premium account of the Company in respect of the deposits to be accepted from the Members of the Company and Public respectively.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such necessary actions, as may be required, to give effect to this resolution.”

5. Re-appointment of Mr. Arvind Baheti (DIN: 08094824) as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a “Special Resolution”:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof for the time



## Notice (contd.)

being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors, the re-appointment of Mr. Arvind Baheti (DIN: 08094824), as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years commencing from 28<sup>th</sup> March, 2023 to 27<sup>th</sup> March, 2028 (both days inclusive) be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

### 6. Payment of Managerial Remuneration to Mr. Mahesh Sodhani (DIN: 02100322), Managing Director of the Company

**To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a "Special Resolution":**

**"RESOLVED THAT** in accordance with the provisions of Section 197 of the Companies Act, 2013 (the "Act"), read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of the Company, approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Mahesh Sodhani (DIN: 02100322), Managing Director of the Company as set out in the Explanatory Statement annexed to the Notice, exceeding the overall limits of managerial remuneration payable as per Section 197 and Schedule V of the Act, in case of inadequacy or absence of profits, computed in accordance with the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Mahesh Sodhani passed at the 87th AGM shall continue to remain in full force and effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

### 7. Payment of Managerial Remuneration to Mr. Manoj Sodhani (DIN: 02267180), Executive Director & Chief Executive Officer ("CEO") of the Company

**To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a "Special Resolution":**

**"RESOLVED THAT** in accordance with the provisions of Section 197 of the Companies Act, 2013 (the "Act"), read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of the Company, approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Manoj Sodhani (DIN: 02267180), Executive Director & Chief Executive Officer ("CEO") of the Company as set out in the Explanatory Statement annexed to the Notice, exceeding the overall limits of managerial remuneration payable as per Section 197 and Schedule V of the Act, in case of inadequacy or absence of profits, computed in accordance with the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Manoj Sodhani passed at the 87th AGM shall continue to remain in full force and effect.

**Notice (contd.)**

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board  
For **Gillanders Arbuthnot and Company Limited**

**Rajat Arora**  
Company Secretary  
(FCS : 12068)

Place: Kolkata  
Date: 12th May, 2023

**Registered Office:**

C-4, Gillander House,  
Netaji Subhas Road,  
Kolkata - 700 001,  
West Bengal, India  
CIN: L51909WB1935PLC008194  
E-mail: [secretarial@gillandersarbuthnot.com](mailto:secretarial@gillandersarbuthnot.com)

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the businesses under **Item Nos. 3 to 7** of the accompanying Notice, is annexed hereto.
2. **General instructions for accessing and participating in the 89th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**
  - a. The Ministry of Corporate Affairs ('MCA') vide its General Circular no. 10/2022 dated 28th December, 2022 read with General Circular Nos. 02/2022 dated 5th May, 2022, 02/2021 dated 13th January, 2021, 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020 (collectively referred to as '**MCA Circulars**') allowed, *inter-alia*, conduct of AGMs through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') facility, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. Further, the Securities and Exchange Board of India ('SEBI') vide its Circulars dated 12th May, 2020, 15th January, 2021, 13th May, 2022 and 5th January, 2023 ('**SEBI Circulars**') has also granted certain relaxations. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), MCA Circulars and SEBI Circulars, the forthcoming **89th AGM** of the Company will thus be held through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'). Hence, members can attend and participate in the ensuing AGM through VC/OAVM.
  - b. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for facilitating voting through electronic means, as the authorized e-Voting agency. 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.
  - c. The Members can join the 89th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least



## Notice (contd.)

- 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
- d. The attendance of the Members attending the 89th AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013. Since the AGM will be held through VC / OAVM facility, Proxy Form, Attendance Slip including the Route Map is not annexed to this Notice.
  - e. Pursuant to MCA Circular No. 14/2020 dated 8th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose of voting through remote e-Voting, for participating in the 89th AGM through VC / OAVM facility and cast their votes through e-Voting.
  - f. In compliance with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the 89th AGM has been uploaded on the website of the Company at [www.gillandersarbutnot.com](http://www.gillandersarbutnot.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice of the 89th AGM is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)
- 3. Instructions for Members for Remote e-Voting are as under:**
- i. The voting period begins on **Tuesday, 20th June, 2023 at 9:00 A.M.** and ends on **Thursday, 22nd June, 2023 at 5:00 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 (record date) of **Friday, 16th June, 2023** may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
  - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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 abovesaid SEBI Circular, Login method for e-Voting and joining AGM through VC/OAVM for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL <b>Easi / Easiest</b> 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 are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System <b>myeasi</b>.</li><li>2. After successful login the <b>Easi / Easiest</b> 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 e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting his/her vote during the remote e-Voting period or joining AGM &amp; voting during the meeting. Additionally, there are also links provided to access</li></ol>



## Notice (contd.)

Type of shareholders	Login Method
	<p>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> <ol style="list-style-type: none"> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 AGM &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. <b>your sixteen digit demat account number held with NSDL</b>), 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 AGM &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 AGM &amp; 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 websites.



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**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**iv. Login method for e-Voting and joining AGM through VC/OAVM for **shareholders other than individual shareholders holding in Demat form & physical shareholders.****

- a. The shareholders should log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com).
- b. Click on “Shareholders” module.
- c. Now enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on “Login”.
- e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-Voting of any company, then your existing password is to be used.
- f. 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"><li>· Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by RTA.</li></ul>
Dividend Bank Details <b>OR</b> 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"><li>· 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.</li></ul>

- g. After entering these details appropriately, click on “SUBMIT” tab.
- h. 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.
- i. For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- j. Click on the EVSN for “**Gillanders Arbuthnot and Company Limited**” on which you choose to vote.

**Notice (contd.)**

- k. 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.
  - l. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
  - m. 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.
  - n. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
  - o. You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
  - p. 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.
4. **Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-Voting for the resolutions proposed in this Notice:**
- a. 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), Aadhaar Card (self-attested scanned copy of Aadhaar Card) by email to [secretarial@gillandersarbuthnot.com](mailto:secretarial@gillandersarbuthnot.com) or by visiting the following link: <https://www.mdpl.in>.
  - b. For Demat shareholders - please provide Demat account details (CDSL 16 digit beneficiary ID or NSDL 16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), Aadhaar (self attested scanned copy of Aadhaar Card) to [secretarial@gillandersarbuthnot.com](mailto:secretarial@gillandersarbuthnot.com).
  - c. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.
5. **Instructions for Members for participating in the 89th AGM through VC/OAVM & e-Voting during meeting are as under:**
- a. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
  - b. 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.
  - c. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
  - d. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - e. 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.
  - f. 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 at least **15 days prior to meeting** i.e. by **Thursday, 8th June, 2023** mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@gillandersarbuthnot.com](mailto:secretarial@gillandersarbuthnot.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **15 days prior to meeting** i.e. by **Thursday, 8th June, 2023** mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@gillandersarbuthnot.com](mailto:secretarial@gillandersarbuthnot.com).



## Notice (contd.)

- g. Those shareholders who have registered themselves as a speaker will only be **allowed** to express their views/ask questions during the meeting.
  - h. If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- 6. Note for Non – Individual Shareholders and Custodians**
- a. Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “**Corporates**” module.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. 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.
  - d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e. 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.
  - f. Alternatively Non Individual shareholders are required 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 at [daga.ashok@gmail.com](mailto:daga.ashok@gmail.com) and to the Company at [secretarial@gillandersarbuthnot.com](mailto:secretarial@gillandersarbuthnot.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
  - g. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (“**FAQs**”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
  - h. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), 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](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
- 7.** Pursuant to the MCA and SEBI Circulars, Notice of the 89th AGM and the Annual Report for the financial year 2022-2023 including therein the Audited Financial Statements for financial year 2022-2023, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the 89th AGM and the Annual Report for the financial year 2022-2023 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below: -
- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, Aadhaar) supporting the registered address of the Member, by email to the Company’s email address i.e. [secretarial@gillandersarbuthnot.com](mailto:secretarial@gillandersarbuthnot.com).
  - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant(s).
- 8.** The Notice of the 89th AGM and the Annual Report for the financial year 2022-2023 including therein the Audited Financial Statements for the financial year 2022 -2023, will be available on the website of the Company at [www.gillandersarbuthnot.com](http://www.gillandersarbuthnot.com) and the website of BSE Limited and National Stock

**Notice (contd.)**

Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice of 89th AGM will also be available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

9. The Register of Members and the Share Transfer books of the Company will remain closed from **Saturday, 17th June, 2023 to Friday, 23rd June, 2023**, (both days inclusive), for the purpose of the 89th AGM.
10. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 89th AGM by email and holds shares as on the cut-off date i.e., **Friday, 16th June, 2023**, may obtain the User ID and password by sending a request to the Company's email address: [secretarial@gillandersarbuthnot.com](mailto:secretarial@gillandersarbuthnot.com). However, if you are already registered with CDSL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evotingindia.com](http://www.evotingindia.com).
11. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
12. **CS Ashok Daga**, Practising Company Secretary, (**FCS 2699, CP NO. 2948**), proprietor of Ashok Daga & Associates, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
13. During the 89th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 89th AGM, formally propose to the Members participating through VC / OAVM facility to vote on the resolutions as set out in the Notice of the 89th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC / OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 89th AGM.
14. The Scrutinizer will submit, not later than two working days of conclusion of the 89th AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any authorised person of the Company. The result shall be declared forthwith upon receipt of the Scrutinizer's Report. The result declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.gillandersarbuthnot.com](http://www.gillandersarbuthnot.com) after the declaration by the Chairman of the Meeting or any person authorized by the Chairman and would also be communicated to the Stock Exchanges where the shares of the Company are listed. Subject to receipt of requisite number of votes, the resolutions proposed in the notice shall be deemed to be passed on the date of the meeting i.e., **Friday, 23rd June, 2023**.
15. Electronic copy of all the documents referred to in the accompanying Notice of the 89th AGM and the Explanatory Statement shall be available for inspection in the '**Investors Section**' of the website of the Company at [www.gillandersarbuthnot.com](http://www.gillandersarbuthnot.com).
16. During the 89th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to CDSL e-Voting system at [www.evotingindia.com](http://www.evotingindia.com).
17. Brief resume of Directors seeking re-appointment at the Meeting along with details of their other Directorships and shareholding in the Company pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards are provided as an annexure to this Notice.
18. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, all unclaimed dividends have already been transferred to the Investor Education and Protection Fund (IEPF). The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form **IEPF - 5** available on [www.iepf.gov.in](http://www.iepf.gov.in).
19. The Ordinary Shares of the Company are listed on the National Stock Exchange of India Limited and BSE Limited. The Company confirms that it has paid Annual Listing Fees to the said Exchanges. Annual



## Notice (contd.)

Custody / Issuer fees to CDSL and NSDL for the financial year ending on **31st March, 2023** have already been paid.

20. Members holding shares in physical form are requested to notify any change in their address including Pin Code, Bank Mandate, Income Tax Permanent Account Number, e-mail, mobile number etc. to the Company's Registrar & Share Transfer Agent (RTA) in prescribed **Form ISR – 1** and other forms pursuant to SEBI Circular dated 16th March, 2023.

**Maheshwari Datamatics Pvt. Ltd.**

**(Unit: Gillanders Arbuthnot and Company Limited)**

**23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001**

**E-mail: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) · Website: [www.mdpl.in](http://www.mdpl.in)**

Members holding shares in dematerialized form are requested to furnish the aforesaid information to their respective depository participants for updation of their records.

21. Members may please note that SEBI vide Circular dated 25th January, 2022 has mandated the listed companies to issue securities only in dematerialized form while processing service requests viz. issue of duplicate securities certificate; claim for unclaimed suspense account; renewal / exchange of securities certificate; endorsement; subdivision / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed **Form ISR – 4**, the format of which is available on the Company's website at [www.gillandersarbuthnot.com/kyc-form.php](http://www.gillandersarbuthnot.com/kyc-form.php).
22. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Request for nomination may be made to the Company or its RTA in **Form SH – 13**. If a Member desires to opt out or cancel the earlier nomination and record afresh nomination, he / she may submit the same in **Form ISR – 3** or **Form SH – 14** as the case may be. The said form can be downloaded from the Company's website at [www.gillandersarbuthnot.com/kyc-form.php](http://www.gillandersarbuthnot.com/kyc-form.php).
23. The SEBI has vide Circular no. MRD/DoP/Cir-05/2009 dated 20th May, 2009 mandated the submission of PAN by every participant in the security market. Members holding shares in demat form /physical form are therefore, requested to submit their PAN to the Company or the RTA.
24. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Members are advised to dematerialize the shares held by them in physical form.

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## Statement pursuant to Section 102(1) of the Companies Act, 2013

### Item No. 3

The Board of Directors of the Company, on the recommendation of the Audit Committee, had approved the appointment of M/s. D. Sabyasachi & Co., Cost Accountants, Kolkata to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2024, at a total remuneration of Rs. 1,00,000/- p.a. plus reimbursement of out of-pocket expenses.

In accordance with the provision of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution, as set out in Item No. 3 of the Notice, for ratification of the remuneration payable to the Cost Auditor for the financial year ending on 31st March, 2024.

None of the Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

**Notice (contd.)**

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

**Item No. 4**

The Company is eligible to invite, accept or renew deposits from its Members and Public on fulfillment of certain conditions, as stipulated under the provisions of the Companies Act, 2013, and Companies (Acceptance of Deposits) Rules, 2014.

In order to enable the Board of Directors to take a decision about acceptance or renewal of deposits, from time to time, depending on the financial position of the Company and prevalent rate of interest, the Board of Directors recommend that powers to be vested on the Directors of the Company to accept the deposits from the Members of the Company and from the public, up to the permitted limits. The Company, before accepting deposits, shall comply with all other formalities as prescribed by the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended.

Save and except to the extent of their fixed deposits in the Company, if any, none of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

**Item No. 5**

Mr. Arvind Baheti (DIN: 08094824) was appointed as an Independent Director of the Company by the Members of the Company at their 84<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> July, 2018, for a period of 5 (Five) consecutive years commencing from 28<sup>th</sup> March, 2018 to 27<sup>th</sup> March, 2023.

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Act and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Act, SEBI Listing Regulations and the Articles of Association of the Company, the Board of Directors of the Company has proposed the re-appointment of Mr. Arvind Baheti (DIN: 08094824), as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 28<sup>th</sup> March, 2023 to 27<sup>th</sup> March, 2028 (both days inclusive).

The Company has received declaration from Mr. Arvind Baheti that he meets the criteria of independence, as prescribed under Section 149(6) of Companies Act, 2013 ("the Act") and under Regulation 16(1)(b) of SEBI Listing Regulations. He is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

A notice in writing pursuant to Section 160 of the Act has been received by the Company from a Member proposing the re-appointment of Mr. Arvind Baheti as an Independent Director of the Company.

In the opinion of the Board, Mr. Arvind Baheti fulfills the conditions for appointment as an Independent Director, as specified in the Act, and Regulation 16(1)(b) of the Listing Regulations. Mr. Baheti is independent of the Management.

Brief resume of Mr. Arvind Baheti, nature of his expertise in specific functional areas and names of Companies in which he holds Directorship and memberships / chairmanships of Board Committees, shareholding and relationship between Directors inter-se are provided in Annexure to this Notice.

Copy of the draft letter for re-appointment of Mr. Arvind Baheti as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This statement may also be regarded as a disclosure under SEBI Listing Regulations.

Mr. Arvind Baheti is interested in the Resolution set out at Item No. 5 of the Notice with respect to his re-appointment. The relatives of Mr. Baheti, may deemed to be interested in the Resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.



## Notice (contd.)

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise, in this Resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

### Item No. 6

Mr. Mahesh Sodhani (DIN: 02100322) was re-appointed by the Board as Managing Director of the Company for the period of 3 (three) years with effect from 1st April, 2021. The Members had approved his re-appointment by passing special resolution at the 87th AGM held on 13th August, 2021.

As per Section 197 of the Companies Act, 2013, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may be given exceeding limits as per provisions laid down in Section 197 and Schedule V of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Special Resolution.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 10th February, 2023, had passed a Resolution for the payment of managerial remuneration to Mr. Mahesh Sodhani, Managing Director of the Company exceeding limits specified under Section 197 and Schedule V of the Act, computed in accordance with provisions of the Companies Act, 2013.

**The particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:**

Your Company has diversified business activities and is primarily engaged in the businesses of tea, textile and engineering having manufacturing units in the states of West Bengal and Assam. During the last three financial years 2019-2020, 2020-2021 and 2021-2022 the Company has reported Standalone Profit / (Loss) After Tax (PAT) of (₹ 1,780.19 Lakhs), (₹ 974.44 Lakhs) and ₹ 1,390.64 Lakhs respectively.

The reasons for inadequate profits during the financial year ended on 31st March, 2023 and steps taken or proposed to be taken for improvement and increase in productivity has been explained / dealt with in the Directors' Report of the Company for financial year ended on 31st March, 2023.

The Company has a wholly owned direct Foreign Subsidiary at Mauritius by the name Gillanders Holdings (Mauritius) Limited. The Company also has step down Foreign Subsidiary Company at Malawi viz., Naming'omba Tea Estates Limited.

The Board, while considering the increase in remuneration of Mr. Mahesh Sodhani as the Managing Director of the Company, considered his background, performance, experience and contributions to the Company.

Mr. Mahesh Sodhani is associated with the Company since 1st May, 2001. Mr. Sodhani has vast experience in Tea Industry and he also has experience in EPC business. Prior to his promotion and appointment as 'Managing Director' with effect from 1st April, 2018, he was designated as President of the Company. He also has expertise in finance, marketing and administration.

The remuneration proposed for Mr. Mahesh Sodhani is commensurate with the industry and size of the Company. He has no pecuniary relationship directly or indirectly with the Company. However, he is related to Mr. Manoj Sodhani as brother.

The details of his Past remuneration are as follows:

Period	(₹ in Lakhs) (p.a)
FY 2022-2023	123.57
FY 2021-2022	104.62



**Notice (contd.)****Remuneration proposed:**

<b>a) Basic Salary</b>	₹ 3,68,900/- per month for the period 1st April, 2023 to 31st March, 2024.
<b>b) Special Allowance</b>	₹ 5,17,800/- per month for the period 1st April, 2023 to 31st March, 2024. This allowance, however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave Encashment.

All other existing terms and conditions of appointment and remuneration of Mr. Mahesh Sodhani passed at the 87th AGM shall continue to remain in full force and effect.

As per the requirement of Schedule V, the relevant information is set out at one or more places in the documents forming part of the Annual Report and the aforesaid paragraphs should be taken as information that are required to be provided under Schedule V Part II of the Companies Act, 2013.

The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Mahesh Sodhani, as Managing Director of the Company, is commensurate with his duties and responsibilities.

Save and except Mr. Mahesh Sodhani and his relatives, including Mr. Manoj Sodhani, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution as set out at Item No. 6 of the Notice for approval of the Members.

**Item No. 7**

Mr. Manoj Sodhani (DIN: 02267180) was re-appointed by the Board as Executive Director & CEO of the Company for the period of 3 (three) years with effect from 1st April 2021. The Members had approved his re-appointment by passing special resolution at the 87th AGM held on 13th August 2021.

As per Section 197 of the Companies Act, 2013, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may be given exceeding limits as per provisions laid down in Section 197 and Schedule V of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Special Resolution.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 10th February, 2023, had passed a Resolution for the payment of managerial remuneration to Mr. Manoj Sodhani, Executive Director & CEO of the Company exceeding limits specified under Section 197 and Schedule V of the Act, computed in accordance with provisions of the Companies Act, 2013.

**The particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:**

Your Company has diversified business activities and is primarily engaged in the businesses of tea, textile and engineering, having manufacturing units in the states of West Bengal and Assam. During the last three financial years 2019-2020, 2020-2021 and 2021-2022 the Company has reported Standalone Profit / (Loss) After Tax (PAT) of (₹ 1,780.19 Lakhs), (₹ 974.44 Lakhs) and ₹ 1,390.64 Lakhs respectively.

The reasons for inadequate profits during the financial year ended on 31st March, 2023 and steps taken or proposed to be taken for improvement and increase in productivity has been explained / dealt with in the Directors' Report of the Company for financial year ended on 31st March, 2023.

The Company has a wholly owned direct Foreign Subsidiary at Mauritius by the name Gillanders Holdings (Mauritius) Limited. The Company also has step down Foreign Subsidiary Company at Malawi viz., Naming'omba Tea Estates Limited.

The Board, while considering the increase in remuneration of Mr. Manoj Sodhani as the Executive Director & CEO of the Company, considered his background, performance, experience and contributions to the Company.



## Notice (contd.)

Mr. Manoj Sodhani is associated with the Company since 1st April, 1996. He has vast experience in Textile Industry. Prior to his promotion and appointment as 'Executive Director & CEO,' with effect from 1st April, 2018, he was designated as President of the Company and was primarily looking after the Textile Division of the Company. He has expertise in finance, marketing and administration.

The remuneration proposed for Mr. Manoj Sodhani is commensurate with the industry and size of the Company. He has no pecuniary relationship directly or indirectly with the Company. However, he is related to Mr. Mahesh Sodhani as brother.

The details of his Past remuneration are as follows:

Period	(₹ in Lakhs) (p.a)
FY 2022-2023	117.30
FY 2021-2022	96.20

Remuneration proposed:

a) Basic Salary	₹ 3,48,300/- per month for the period 1st April, 2023 to 31st March, 2024.
b) Special Allowance	₹ 4,99,600/- per month for the period 1st April, 2023 to 31st March, 2024.
	This allowance, however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave Encashment.

All other existing terms and conditions of appointment and remuneration of Mr. Manoj Sodhani passed at the 87th AGM shall continue to remain in full force and effect.

As per the requirement of Schedule V, the relevant information is set out at one or more places in the documents forming part of the Annual Report and the aforesaid paragraphs should be taken as information that are required to be provided under Schedule V Part II of the Companies Act, 2013.

The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Manoj Sodhani, as Executive Director & CEO of the Company, is commensurate with his duties and responsibilities.

Save and except Mr. Manoj Sodhani and his relatives, including Mr. Mahesh Sodhani, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution as set out at Item No. 7 of the Notice for approval of the Members.

By Order of the Board  
For **Gillanders Arbuthnot and Company Limited**

**Rajat Arora**  
Company Secretary  
(FCS : 12068)

Place: Kolkata  
Date: 12th May, 2023

## Notice (contd.)

## Annexure to the Notice

Information pursuant to Regulation 36(3), as applicable, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards with regard to the Directors seeking re-appointment at the ensuing 89th Annual General Meeting:

Item No. of the Notice	2	5
Name of the Director	Mr. Arun Kumar Kothari	Mr. Arvind Baheti
DIN	00051900	08094824
Category of Director	Non-Executive Non-Independent Promoter Director	Non-Executive Independent Director
Date of Birth	10th July, 1953	18th October, 1977
Qualification	B. Com. (Hons.)	Chartered Accountant
Date of first Appointment on the Board	26th August, 1985	28th March, 2018
Brief Resume and nature of expertise in functional area	Mr. Arun Kumar Kothari is a well known Industrialist having knowledge, experience & expertise in areas relating to tea, pharma, chemicals, engineering and spinning industry.	Mr. Arvind Baheti is a highly reputed Chartered Accountant, qualified in the year 2000 with All India ranking of 45th. He is an Executive Director with the Indirect Tax practice group of the celebrated law Firm, "Khaitan & Co. LLP" based in Kolkata. Mr. Baheti specializes in Indirect tax laws, Foreign Trade & Regulatory laws. He carries with him a blend of professional and industrial experience of around 25 years in his area of specialization.
Relationship with other Directors, Key Managerial Personnel of the Company	Mr. Arun Kumar Kothari is the spouse of Smt. Prabhawati Devi Kothari, Non-Executive Promoter Director of the Company.	Not Applicable
Remuneration last drawn (₹ in lakhs)	Nil	Nil
Number of Meetings of the Board attended during the year	3	3
Terms and conditions of appointment / re-appointment	Re-appointment as a Non-Executive Promoter Director liable to retire by rotation.	Re-appointment as a Non-Executive Independent Director not liable to retire by rotation.

Statutory Reports

Standalone Financial Statements

Consolidated Financial Statements



## Notice (contd.)

<b>Directorships, Membership/ Chairmanship of Committees of other Boards*</b>	<b>Directorships:</b> <b>Listed Companies</b> i. Albert David Ltd. ii. Pilani Investments & Industries Corporation Ltd. <b>Unlisted Companies</b> i. Bharat Fritz Werner Ltd. ii. Arvind Engineering Works Ltd. iii. Karunasindhu Properties Pvt. Ltd. iv. Shubh Ananda Advisory Pvt. Ltd. v. Arunodaya Consultancy Pvt. Ltd. <b><u>Committee Memberships/ Chairmanship</u></b> <b>Stakeholders Relationship Committee</b> i. Albert David Ltd., Member ii. Pilani Investments & Industries Corporation Ltd., Member <b>Audit Committee</b> i. Albert David Ltd., Member ii. Pilani Investments & Industries Corporation Ltd., Chairman	<b><u>Directorship:</u></b> <b>Listed Companies</b> Nil <b>Unlisted Companies</b> Nil <b><u>Committee Memberships/Chairmanship</u></b> Nil
<b>Number of Ordinary Shares held in the Company</b>	1,19,972	Nil

\*It only includes Audit Committee and Stakeholders Relationship Committee.

## Directors' Report

### Dear Members,

Your Directors are pleased to present the **Eighty Ninth ("89th")** Annual Report, together with the Audited Standalone and Consolidated Financial Statements for the financial year ended on 31st March, 2023.

### FINANCIAL RESULTS

The Company's financial performance, for the year ended on 31st March, 2023, is summarized below:

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Revenue from Operations	42,160.04	36,840.63	44,902.99	40,640.71
Other Income	1,185.53	1,714.53	1,959.88	1,742.09
<b>Profit / (Loss) before Depreciation, Finance Costs, Exceptional items and Tax Expense [EBITDA]</b>	<b>3,328.37</b>	<b>4,113.93</b>	<b>3,155.14</b>	<b>4,720.83</b>
Less: Depreciation/ Amortisation/ Impairment	909.49	889.12	1,196.98	1,244.61
<b>Profit / (Loss) before Finance Costs, Exceptional items and Tax Expense</b>	<b>2,418.88</b>	<b>3,224.81</b>	<b>1,958.16</b>	<b>3,476.22</b>
Less: Finance Costs	1,341.78	1,894.76	1,803.54	2,328.78
<b>Profit / (Loss) before Exceptional items and Tax Expense</b>	<b>1,077.10</b>	<b>1,330.05</b>	<b>154.62</b>	<b>1,147.44</b>
Add / (Less): Exceptional items	1,064.66	-	1,064.66	-
<b>Profit / (Loss) before Tax Expense</b>	<b>2,141.76</b>	<b>1,330.05</b>	<b>1,219.28</b>	<b>1,147.44</b>
Less: Tax Expense / (Credit) [Current & Deferred]	102.21	(60.59)	(262.97)	(486.56)
<b>Profit / (Loss) for the year (1)</b>	<b>2,039.55</b>	<b>1,390.64</b>	<b>1,482.25</b>	<b>1,634.00</b>
<b>Total Comprehensive Income/ (Loss) (2)</b>	<b>(190.28)</b>	<b>132.25</b>	<b>(788.09)</b>	<b>86.78</b>
<b>Total (1+2)</b>	<b>1,849.27</b>	<b>1,522.89</b>	<b>694.16</b>	<b>1,720.78</b>
Balance of Profit / (Loss) of earlier years	9,504.97	7,982.08	6,885.10	5,164.32
Balance carried forward	<b>11,354.24</b>	9,504.97	<b>7,579.26</b>	6,885.10
<b>Earnings per Ordinary Share (₹)</b>				
Basic & Diluted	<b>9.56</b>	6.52	<b>6.95</b>	7.66

### FINANCIAL HIGHLIGHTS AND REVIEW OF OPERATIONS

During the financial year ended on 31st March, 2023, your Company has reported a standalone EBITDA of ₹ 3,328.37 Lakhs against ₹ 4,113.93 Lakhs during the previous year. Total standalone Income from Operations has increased to ₹ 42,160.04 Lakhs as against ₹ 36,840.63 Lakhs in the previous year. Operational matters have been discussed in detail under 'Management Discussion and Analysis', forming part of this Report.

### SHARE CAPITAL

As on 31st March, 2023, the paid up share capital of the Company was ₹ 3,344 Lakhs comprising 2,13,42,346 Ordinary shares of ₹ 10/- each and 12,10,000 Preference shares of ₹ 100/- each. The Ordinary shares of the Company are presently listed with the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE").

During the year under review, the Company has not issued any share capital.



## Directors' Report (contd.)

### DIVIDEND AND TRANSFER TO RESERVES

For the financial year ended on 31st March, 2023, your Directors have not recommended any dividend to conserve resources and retain the earnings. The Board of Directors of your Company has also decided not to transfer any amount to the Reserves for the year under review.

### INVESTMENT IN GILLANDERS HOLDINGS (MAURITIUS) LIMITED, A WHOLLY OWNED FOREIGN SUBSIDIARY OF THE COMPANY

During the period under review, the Company had invested USD 5,50,000 (United States Dollar Five Lakhs Fifty Thousand Only) by subscribing to 6,04,396 fully paid-up equity shares of USD 0.91 each of Gillanders Holdings (Mauritius) Limited, a Wholly Owned Foreign Subsidiary of the Company.

### MANAGEMENT DISCUSSION AND ANALYSIS

Management's Discussion and Analysis Report for the year under review, as stipulated under Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') is presented below forming part of this Annual Report. The industry structure, development, performance, opportunities, threats, outlook, risk and concerns, internal control systems and its adequacy, financial performance with respect to operational performance and material developments in human resource and industrial relations have been discussed in the paragraphs to follow.

#### Textile Division

The year under review witnessed one of the major crisis in the spinning industry resulting from poor demand for spun yarn from both domestic and export market. The main reasons for this crisis were uncertain geo-political situation resulting from Russia-Ukraine war and huge fluctuation in prices of basic raw material. The Russia - Ukraine war also resulted in the economic crisis in major textile importing countries resulting in poor international demand. The overall textile exports for the year under review is estimated to be down by 19% and the imports are estimated to be up by 29% as compared to previous year. The prices of basic raw material continued its increasing trend in the first quarter but thereafter it started witnessing sharp corrections affecting the demand for textiles adversely. In view of poor demand for yarn the spinning mills were forced to operate at lower capacity during the major part of the year. In line with the industry trend your company also has to reduce its capacity utilisation by about 17 %. The production during the year was 5718 MT. The above factors resulted in losses / margin erosion for the spinning sector.

Though the prices of basic raw material are gradually stabilising, the geo-political situation is yet to normalise and the consequent subdued demand may adversely affect the performance of the division in the current year as well.

#### Tea Division

Global Tea production in the calendar year 2022 was lower by around 23 million Kgs. compared to the previous year with India and China being the major gainers, whereas major losers were Sri Lanka, Uganda, Kenya and Malawi. All India Tea production in 2022 was 1,365.23 million Kgs. as against 1,343.06 million Kgs. in the previous year. Your division reported a production of 7.8 million Kgs. compared to 7.7 million Kgs. in the preceeding year.

Average Tea Prices at auction centers in North India witnessed an increase of around ₹ 10/- per Kg. compared to previous year. During the year under review your division reported increase in tea prices by more than ₹ 23/- per Kg. as compared to previous years' due to improvement in quality and good demand for Quality Tea. Your Directors believe that Quality teas will continue gaining prominence in near term and will thrust on further improving the quality in the current year.

During the period under review, total export from India was higher by 15.46% from the previous year. Your division reported significant increase in exports by 31% as compared to previous years. Given the prevailing geo-political and economic conditions in the world and Sri Lanka expected to coming into normal crop, Indian exporter may face challenges to maintain the growth in the current year. Your division is hopeful of stable performance in the current year as we are exploring new export markets.

## Directors' Report (contd.)

All six factories of your Division are certified under ISO 22000:2018 and are also certified under Trustea.

As stated in previous report, your Directors are continuing their thrust in mechanization of various field practices and conservation of energy. During the year under review, profitability of the Division also impacted by rising cost of wages, power and fuel and agro-chemicals. With inflationary trend your Division is expecting further increase in cost during the year under review. However, with improvement in yield and quality, your division expects a stable performance in the current year.

### Engineering (MICCO) Division

Engineering (MICCO) Division basically carries out projects related to construction/execution in EPC (Turnkey) mode as well on Non-Turnkey mode mainly in the Steel Industry and Process Plants. During the first half of the financial year 2022-23, we were able to wither the residual impact of Covid-19 to a large extent and were able to successfully close old projects.

During the period under review, Engineering (MICCO) Division has been able to achieve better turnover of around ₹ 4,078 Lakhs as compared to the previous year. By sustained efforts, your Division won orders for New Projects worth Rs. 5,286 Lakhs.

In spite of facing stiff competition for project in Steel sector, your division is sailing quite well backed up by the rich technical experience, cost optimization and vendor development. Consequent to thrust of Indian government on infrastructure various expansion / upgradation projects are being planned by steel companies which will facilitate growth of the division. Your Directors are hopeful of a better performance during the current year.

### Property Division

The Division has reported revenue which is higher compared to previous year. Continuous efforts are being made to increase the occupancy of 'Gillander House', the property which generates rental income for your division. The Real Estate sector for commercial use has not shown any significant recovery, during the year under review. However, with the locational advantage of 'Gillander House' and recent repairs & renovation, we expect an increase in occupancy in the coming years. Negotiations are on with existing corporate tenants, banks and others for an increase in their occupancy and continuous effort are being made to identify new tenants. The division has always been on the forefront in following fire safety policies and we also conduct fire safety drills at regular intervals. We are hopeful that the Division will perform reasonably well in the coming years.

### Details of Significant Changes in the Key Financial Ratios & Return on Net Worth

As per the Schedule V to the SEBI Listing Regulations read with Regulation 34(3) of the SEBI Listing Regulations, details of significant changes (i.e., change of 25% or more as compared to the immediately previous financial year) in Key Financial Ratios and any changes in Return on Net Worth along with detailed explanations therefore, are given below:

Sl. No.	Particulars	2022-23	2021-22	% Change
i.	Debtors Turnover Ratio	10.99	8.72	26.03
ii.	Inventory Turnover Ratio	4.14	3.27	26.61
iii.	Debt Service Coverage Ratio	2.78	1.90	46.32
iv.	Debt - Equity Ratio	0.32	0.52	38.46
v.	Return on Equity Ratio	7.82	5.57	40.39
vi.	Net Profit Margin (%)	4.84	3.77	28.38
vii.	Return on Net Worth (%)	7.29	6.24	16.83

The significant changes as reflected in the ratios during the year are majorly due to better realization from debtors and repayment of long term debts and unsecured loans. For detailed explanation, please refer to



## Directors' Report (contd.)

Note no. 55 of the Notes to Standalone Financial Statements for the financial year ended 31st March 2023.

### Internal financial control systems and their adequacy

Your Company has adequate Internal Financial Control Systems in all areas of operation. Your Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its businesses, including adherence to the Company's policies, 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 disclosures. Internal Audits are conducted by Independent firms of Chartered Accountants and the reports are discussed with the operational heads by the CFO, Managing Director and Executive Director & CEO of the Company, and thereafter, placed before the Meetings of the Audit Committee of the Board of Directors. Representatives of the Statutory Auditors, Cost Auditors and Internal Auditors are also invited at the Meetings of the Audit Committee as and when required. Corrective measures suggested at the Audit Committee Meetings are duly implemented.

The Audit Committee of the Board also reviews the adequacy of Internal Financial Control Systems at regular intervals. No fraud has been reported by the Statutory Auditors, Branch Auditors, Secretarial Auditor, Cost Auditors or Internal Auditors of the Company.

### Human Resources and Industrial Relations

The Company has laid down the process for attracting, retaining and recognizing talent as it acknowledges the importance of good Human Resources. Company has cordial relation with employees and there is mutual respect and admiration for each other. The Directors wish to record their appreciation for the co-operation received from all employees. Industrial relation was good.

### Cautionary Statement

Management Discussion and Analysis Report contains forward-looking statements, which are based on certain assumptions and expectations of future events. The Company's actual results and performance may differ from those projected due to unforeseen circumstances viz., political, economic, pandemic etc., over which the Company does not have any control. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events. Readers are advised to apply their diligence and independent judgment.

## CONSOLIDATED FINANCIAL STATEMENTS

Consolidated financial statements for the financial year ended on 31st March, 2023, prepared as per the provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act'), Rules framed therein and the applicable Accounting Standards are provided in the Annual Report.

## SUBSIDIARY/ASSOCIATE COMPANIES

Gillanders Holdings (Mauritius) Limited, Mauritius, the Direct Foreign Subsidiary, reported a loss before tax of ₹ 20.20 Lakhs, against loss of ₹ 16.42 Lakhs, during the previous year. No significant operational activities have been undertaken by the said Subsidiary during the year under review.

For the financial year ended on 31st March, 2023, Naming'omba Tea Estates Limited, Malawi (NTEL), a step-down Foreign Subsidiary, has reported EBITDA loss of ₹ 153.02 Lakhs, against an EBITDA profit of ₹ 623.31 Lakhs for the previous year. Consequent to the devaluation of local currency i.e Malawi Kwacha by Reserve Bank of Malawi on 26th day of May, 2022, the company accounted foreign exchange losses in this financial year.

NTEL is engaged in growing and processing of Tea and Macadamia. NTEL is a step-down foreign subsidiary of the Company, and it has not sold, disposed off or leased any asset of more than 25% of the assets on an aggregate basis during the year under review.



## Directors' Report (contd.)

Tea production of NTEL for the year under review was 1.96 million Kgs, compared to last year's production of 2.10 million Kgs. Whereas, Macadamia (N I H) production of NTEL was 2.20 million Kgs against last year's production of 2.20 million Kgs. There was a devastating cyclone named 'Freddy' in Malawi in March, 2023, causing loss of property and crops.

During the year under review, your Company did not have associate/joint venture. A separate section on the performance and financial position of the Subsidiaries in Form AOC-1, forms part of the Annual Report.

### FIXED DEPOSITS

As on 31st March, 2023 an amount of ₹ 1,202.70 Lakhs was outstanding as fixed deposit from the public and Shareholders of your Company.

Matured Fixed Deposits for ₹ 6.22 Lakhs remained unpaid and unclaimed as on 31st March, 2023, out of which Fixed Deposit for ₹ 1.50 Lakhs has been claimed and was repaid till date. There was no default in repayment of deposits and in payment of interest thereon.

All Fixed Deposits have been accepted in compliance with the requirements of the Companies Act, 2013 and Rules framed therein. No order has been passed by the National Company Law Tribunal / National Company Law Appellate Tribunal for extension of time for repayment nor has any penalty been imposed by the said Authorities.

### DIRECTORS

Mr. Arun Kumar Kothari (DIN: 00051900) will retire in the ensuing Annual General Meeting, and being eligible, offers himself, for re-appointment. The Board of Directors recommends his re-appointment.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had re-appointed Mr. Arvind Baheti (DIN: 08094824) at their meeting held on 10th February, 2023, as an Independent Director of the Company, subject to approval of Members by way of a Special Resolution at the ensuing Annual General Meeting of the Company, for a second term of 5 (five) consecutive years commencing from 28th March, 2023 to 27th March, 2028 (both days inclusive).

The Company has provided the details of the Directors seeking re-appointment as per requirement specified in Regulation 36(3) of the SEBI Listing Regulations in the Notice convening the 89th Annual General Meeting of the Company.

The Company has received declarations from all Independent Directors of the Company, that they meet the criteria of Independence and they have complied with the Code for Independent Directors, as prescribed both under the Act and SEBI Listing Regulations, and the Code of Conduct for Directors and Senior Management Personnel, formulated by the Company.

The details of programmes for familiarization / training of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters can be accessed on the website of the Company at: <https://www.gillandersarbuthnot.com/pdf/pc/familiarizationp-id.pdf>

### DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- a) in the preparation of the annual accounts for the financial year ended on **31st March, 2023**, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) such accounting policies have been selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on **31st March, 2023**, and of the profit of the Company for the year ended on that date;



## Directors' Report (contd.)

- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts has been prepared on a 'going concern' basis;
- e) internal financial controls has been laid down so that the same can be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) proper systems has been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### KEY MANAGERIAL PERSONNEL

As on the date of this Report, Mr. Mahesh Sodhani (DIN: 02100322), Managing Director, Mr. Manoj Sodhani (DIN: 02267180), Executive Director and Chief Executive Officer, Mr. Niraj Singh, Chief Financial Officer and Mr. Rajat Arora (FCS-12068), Company Secretary & Compliance Officer are the Key Managerial Personnel ('KMP') of your Company.

There has not been any change in Key Managerial Personnel during the Financial Year ended on 31st March, 2023.

### CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by Securities and Exchange Board of India. The Report on Corporate Governance confirming compliance with the conditions stipulated under the SEBI Listing Regulations, which forms part of the Annual Report, is attached to this Report and marked as **Annexure V**. Certificate on Corporate Governance, as stipulated in the said Regulations, issued by CS K.C. Dhanuka, Practising Company Secretary (FCS 2204, CP No. 1247) and Proprietor of K.C. Dhanuka & Co. is also attached to this Report.

### CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. No material contract / arrangement/ transaction were entered into with any Related Party.

The Policy on related party transactions as approved by the Board may be accessed on the Company's website at the link: <https://www.gillandersarbuthnot.com/pdf/pc/policy-materiality.pdf>. Your Directors draw attention of the Members to Notes to the standalone financial statements which set out related party disclosures as per the Act, SEBI Listing Regulations and the Accounting Standards.

### CORPORATE SOCIAL RESPONSIBILITY

Your Company tries to address the needs of people by taking sustainable initiatives in the areas of promoting education, health care and setting up of homes and hostels for women and orphans. During the year under review, the Company could not undertake any CSR activities, since the average net profit of the Company during the 3 immediately preceding financial years was negative.

The CSR Policy of the Company may be accessed on the Company's website at: <https://www.gillandersarbuthnot.com/pdf/pc/policy-csr.pdf>

The Annual Report on Corporate Social Responsibility activities is annexed herewith and marked as **Annexure I**.

## Directors' Report (contd.)

### RISK MANAGEMENT

The Company has laid down a procedure to inform the Board Members, on a periodic basis, about the identified risks and the steps taken to mitigate and minimize the same. The Company has already identified and assessed major elements of risks, which may adversely affect the various Divisions of the Company. The Management reviews the identified risks, including assessment of the said risks and procedures, which are being implemented for monitoring, mitigating and minimization of the said risks.

### AUDITORS

M/s. JKVS & Co., Chartered Accountants having Firm Registration No. - 318086E, who were appointed as Statutory Auditors of the Company at the 86th Annual General Meeting of the Company, for a term of 5 (five) consecutive years upto the conclusion of the 91st Annual General Meeting of the Company to be held in the calendar year 2025, shall continue to be the Statutory Auditors of the Company.

M/s. Neha Bothra & Co., Chartered Accountants having Firm Registration No. - 326938E, were appointed as Branch Auditors of the Company at the 88th Annual General Meeting of the Company, for a term of 5 (five) consecutive years upto the conclusion of the 93rd Annual General Meeting of the Company to be held in the calendar year 2027, shall continue to be the Branch Auditors of the Company.

### AUDITORS' REPORT

Auditors' Report to the Members of the Company does not contain any qualification or adverse remark. Financial Statements and the notes thereon are self-explanatory and need no further explanations.

### COST AUDITORS

On the recommendation of the Audit Committee, and in compliance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, your Board had appointed M/s. D. Sabyasachi & Co., Cost Accountants, Kolkata to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2024.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, appropriate Resolution seeking your ratification of the Remuneration of the said Cost Auditor appointed for the year ending on 31st March, 2024, is appearing in the Notice convening the 89th AGM of the Company.

### SECRETARIAL AUDIT AND AUDITOR'S REPORT

The Board had appointed CS K.C. Dhanuka, Practicing Company Secretary (FCS 2204, CP No. 1247), to conduct Secretarial Audit of the Company for the financial year ended on 31st March, 2023. Secretarial Audit Report ('Form No. MR-3') for the financial year ended on 31st March, 2023 is annexed herewith to this Report and marked as **Annexure II**. The Secretarial Audit Report does not contain any qualification/ adverse remark/observation.

### OTHER DISCLOSURES

#### Committees of the Board

At present, the Board has the following committees:

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

A detailed note on the composition of the Board and its committees is provided in the Corporate Governance Report section of this Report.



## Directors' Report (contd.)

### Evaluation of the board

The performance evaluation of the Board, its Committees and of individual Directors was made by way of structured questionnaire and the Directors were satisfied with the evaluation process. At a separate meeting of Independent Directors, the performance of Non-Independent Directors, the Board as a whole and the Chairman were evaluated, taking into account the views of Executive Directors and Non-Executive Directors.

Remuneration Policy for Directors, Key Managerial Personnel, Senior Management and other employees may be accessed on the website of the company at: <https://www.gillandersarbutnot.com/pdf/pc/nomination-remuneration-policy.pdf>. The recommendations made by the Nomination and Remuneration Committee were accepted by the Board.

### Whistle Blower Policy

The Company has in place a Whistle Blower Policy in compliance with the provisions of the Act and SEBI Listing Regulations. The said Policy provides for a formal vigil mechanism for all employees and Directors of the Company, to report to the Chairman of the Audit Committee of the Company, genuine concerns or grievances about the unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy also provides adequate safeguards against victimization. The whistle blower policy may be accessed on the Company's website at: <https://www.gillandersarbutnot.com/pdf/pc/policy-whistleb.pdf>. Your Board affirms that no person has been denied access to the Chairman of the Audit Committee.

### Meetings of the Board

Four Meetings of the Board of Directors were held during the year. For details relating to composition and dates of meetings please refer to Clause II D of the report on Corporate Governance, which forms part of this Annual Report.

### Secretarial Standards

The Company is in compliance with applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

### Particulars of Loans, Guarantees or Investments

The details of Loans, Corporate Guarantees and Investments, if any made during the financial year have been disclosed in the Notes to Financial Statements of the Company.

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

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required under the Act, is annexed herewith and marking as **Annexure III**.

### Annual Return

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the copy of the Annual Return as on 31st March, 2023, is available on the Company's website and that can be accessed at <https://www.gillandersarbutnot.com/meet-sh.php>

By virtue of amendment to Section 92(3) of the Companies Act, 2013 and rule 12 of the Companies (Management and Administration) Rules, 2014, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of this Report.

### Particulars of Employees and related disclosures

Disclosures pertaining to Remuneration with other details and a statement showing the names of top ten employees in terms of remuneration drawn, as required under Section 197(12) of the Act read with Rule

## Directors' Report (contd.)

5(1), 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is annexed herewith and marked as **Annexure IV**.

There was no employee receiving remuneration during the year in excess of that drawn by the Managing Director or Whole-time / Executive Director and holding by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

### Credit Ratings

Your Company has obtained credit ratings for bank loans and fixed deposit scheme from Care Ratings Limited, Mumbai (CARE). CARE vide its letter dated 28th September, 2022, had given CARE BBB+: Stable, CARE BBB+: Stable/ CARE A3+ and CARE A3+, Stable, rating for the Company's long term/short term bank facilities respectively and CARE BBB+: Stable for fixed deposit scheme.

### Equity Shares in the IEPF Suspend Account

As on 1st April, 2022, 3,627 aggregate number of shareholders representing 3,93,154 number of fully paid up Ordinary shares were lying in the IEPF suspense account. During the financial year 2022-2023, no shares were transferred to the IEPF suspense account. As on 31st March, 2023, 3,93,105 numbers of fully paid up Ordinary shares aggregating 3,626 shareholders were lying in the IEPF suspense account. The voting rights on these shares remains frozen till the rightful owner of such shares claims the same.

### Unpaid/Unclaimed Dividends – Transfer to Investor Education and Protection Fund (IEPF)

There was no dividend pending to be transferred to Investor Education and Protection Fund (IEPF) during the year under review.

### Material Changes

There have been no material changes and commitments affecting the financial position of the Company since the close of the financial year i.e., 31st March, 2023. Further, there has been no change in the nature of business of the Company.

### Disclosure pertaining to Sexual Harassment of Women

The company has in place a Policy for Prevention of Sexual Harassment at the Workplace in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaint was pending at the beginning of the year, no complaint was received during the year, and hence, no complaint was pending at the end of the year.

### General

Your Directors states that no significant or material orders were passed by the Regulators or Courts or Tribunals or quasi-judicial body, which may impact the going concern status and Company's operations in future.



## Directors' Report (contd.)

### Annexures forming part of this Report

Annexure	Particulars
I	Annual Report on Corporate Social Responsibility (CSR) activities
II	Secretarial Audit Report (Form No. MR-3)
III	Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo
IV	Disclosures on remuneration of directors and employees of the Company
V	Report on Corporate Governance

### ACKNOWLEDGEMENT

The Board wishes to place on record their appreciation for the co-operation, support and valuable services received from the employees, shareholders, banks, government agencies and all other stakeholders.

For and on behalf of the Board

Place: Kolkata  
Date: 12th May, 2023

**A. K. Kothari**  
Chairman  
DIN: 00051900

## Annexure to the Directors' Report

Annexure I

Annual Report on Corporate Social Responsibility (CSR) activities  
for the financial year ended on 31st March, 2023

Sl. No.	Particulars	Details																								
1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:	CSR Policy of the Company has been framed in accordance with the provisions of the Companies Act, 2013 and Rules framed therein and the activities are undertaken as per Schedule VII of the said Act. For details, please refer to the section 'Other Board Committees' of the Corporate Governance Report. The Company proposes to undertake projects or programs in promotion of education, healthcare and setting up homes and hostels for women and orphans. The web link for the CSR Policy is <a href="https://www.gillandersarbuthnot.com/pdf/pc/policy-csr.pdf">https://www.gillandersarbuthnot.com/pdf/pc/policy-csr.pdf</a>																								
2.	Composition of the CSR Committee:																									
	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Name of Director</th> <th>Category of Directorship</th> <th>Designation</th> <th>Number of meetings of CSR committee held during the year</th> <th>Number of meetings of CSR committee attended during the year</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mr. N. Pachisia</td> <td>Independent</td> <td>Chairman</td> <td>1</td> <td>1</td> </tr> <tr> <td>2.</td> <td>Mr. C. R. Prayag</td> <td>Independent</td> <td>Member</td> <td>1</td> <td>1</td> </tr> <tr> <td>3.</td> <td>Mr. K. Ashok</td> <td>Independent</td> <td>Member</td> <td>1</td> <td>1</td> </tr> </tbody> </table>	Sl. No.	Name of Director	Category of Directorship	Designation	Number of meetings of CSR committee held during the year	Number of meetings of CSR committee attended during the year	1.	Mr. N. Pachisia	Independent	Chairman	1	1	2.	Mr. C. R. Prayag	Independent	Member	1	1	3.	Mr. K. Ashok	Independent	Member	1	1	
Sl. No.	Name of Director	Category of Directorship	Designation	Number of meetings of CSR committee held during the year	Number of meetings of CSR committee attended during the year																					
1.	Mr. N. Pachisia	Independent	Chairman	1	1																					
2.	Mr. C. R. Prayag	Independent	Member	1	1																					
3.	Mr. K. Ashok	Independent	Member	1	1																					
3.	Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable.	Not Applicable																								
4.	Details of the amount available for set-off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set-off for the financial year, if any.	Not Applicable																								
5.	Average net profit / (loss) of the Company for last three preceding financial years:	₹ (1,294.52) Lakhs																								
6.	(a) Two percent of average net profit of the company as per section 135(5) of the Act.	NIL																								
		Since the average net profit made by the Company during the 3 immediately preceding financial years (as stated in item 5 above) was negative, the Company did not spend any amount in CSR activities for the financial year 2022-2023.																								

Statutory Reports

Standalone Financial Statements

Consolidated Financial Statements



## Annexure to the Directors' Report (contd.)

Sl. No.	Particulars	Details
	(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. (c) Amount required to be set off for the financial year, if any (d) Total CSR obligation for the financial year (a+b-c).	Not Applicable
	(a) CSR amount spent or unspent for the financial year. (b) Details of CSR amount spent against ongoing projects for the financial year. (c) Details of CSR amount spent against other than ongoing projects for the financial year. (d) Amount spent in Administrative Overheads (e) Amount spent on Impact Assessment, if applicable. (f) Excess amount for set off, if any.	Not Applicable
8.	(a) Details of Unspent CSR amount for the preceding three financial years. (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s).	Not Applicable
9.	In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: (a) Date of creation or acquisition of the capital asset(s). (b) Amount of CSR spent for creation or acquisition of capital asset. (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	Not Applicable
10.	Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5) of the Companies Act, 2013.	Not Applicable

**N. Pachisia**

**Mahesh Sodhani**

**Manoj Sodhani**

Place: Kolkata

Chairman-CSR Committee

Managing Director

Executive Director & CEO

Date: 12th May, 2023

DIN: 00233768

DIN: 02100322

DIN: 02267180



## Annexure to the Directors' Report (contd.)

Annexure II

**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 of Managerial Personnel) Rules, 2014.

To,  
The Members,  
**Gillanders Arbuthnot and Company Limited**  
C-4, Gillander House, Netaji Subhas Road,  
Kolkata – 700001

1. We have conducted the Secretarial Audit of **Gillanders Arbuthnot and Company Limited** having its registered office at C-4, Gillander House, Netaji Subhas Road, Kolkata – 700001 and having CIN - L51909WB1935PLC008194 (hereinafter called "**the Company**"), for the financial year ended on **31st March, 2023** ("the period under review"). The aforesaid Secretarial Audit has been conducted pursuant to the provisions of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with the Guidance Note on Secretarial Audit (Release-1.2) of The Institute of Company Secretaries of India, in a manner that provided us a reasonable basis for evaluating the corporate conduct and the process of statutory compliances under various statutes, rules, regulations, guidelines, as indicated here in below in the instant report and as such expressing my opinion thereon.
2. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **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.
3. We have examined the secretarial compliance based on the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2023** and as shown to us during our audit, according to the provisions of the following laws:
  - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
  - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

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## Annexure to the Directors' Report (contd.)

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
    - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
    - e. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - vi. We further report that after considering the compliance system prevailing in the Company, and after carrying out test checks of the relevant records and documents maintained by the Company, we found that it has complied with the following laws that are applicable specifically to the Company:-
    - a. The Factories Act, 1948;
    - b. The Food Safety and Standards Act, 2006 and Food Safety and Standard Rules, 2011;
    - c. The Tea Act, 1953 and rules thereunder;
    - d. Tea Warehouse (Licensing) Order, 1989;
    - e. The Tea Waste (Control) Order, 1959;
    - f. The Tea (Marketing) Control Order, 1984;
    - g. Tea Plantations Provident Fund Scheme, 1955;
    - h. The Plantations Labour Act, 1951;
    - i. The Assam Plantation Labour Rules, 1956;
    - j. The Assam Agricultural Income Tax Act, 1939;
    - k. The Payment of Bonus Act, 1965;
    - l. The Employees Provident Fund and Miscellaneous Provisions Act, 1952;
    - m. The Employees' State Insurance Act, 1948;
    - n. Air (Prevention and Control of Pollution) Act, 1981 and Water (Preservation and Control of Pollution) Act, 1974;
    - o. West Bengal State Tax on Professions, Trades, Callings and Employment Act, 1979;
    - p. Directions given by the Office of Textile Commission and Rules made thereunder;
  - vii. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the period under review: -
    - a. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
    - b. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
    - c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
    - d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
4. We have also examined compliance with applicable clauses of Secretarial Standards issued by the Institute of Company Secretaries of India.
5. The compliance by the Company of applicable financial laws, like direct and indirect tax laws, have not been reviewed in this Audit since the same has been subjected to review by statutory financial auditors and other designated professionals.

## Annexure to the Directors' Report (contd.)

6. We further report to the best of our understanding that:-

- i. The Board of Directors of the Company is duly constituted as per the provision of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the time being. No such changes in the composition of the Board of Directors took place during the period under review.
- ii. Adequate notice is given to all Directors for the Board and Committee Meetings. Agenda and notes on agenda were sent in advance, and further information and clarifications on the agenda items were provided for meaningful participation at the meeting.
- iii. All decisions at Board Meetings and Committee Meetings are carried out unanimously, as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that during the year under audit:

1. The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 10th February, 2023, had re-appointed Mr. Arvind Baheti (DIN: 08094824) as an Independent Director for a second term of 5 (five) consecutive years with effect from 28th March, 2023 to hold such office upto 27th March, 2028, subject to the approval of the members of the Company at the ensuing 89th Annual General Meeting;
2. The Company had invested an amount of USD 5,50,000 (United States Dollar Five Lakh Fifty Thousand Only) by subscribing to 6,04,396 fully paid up equity shares of USD 0.91 each of Gillanders Holding (Mauritius) Limited, a wholly owned foreign subsidiary company.
3. The company had filed AOC-4 (Financial Statements for the year ended 31.03.2022) vide SRN F24529000 delayed by 2 days. As told to us that the delay was due to transition issues of the MCA website.
4. The company had filed MGT-14 for granting of limits by the banks vide SRN AA1506961 delayed by 82 days. As told to us that the delay was due to due to transition issues of the MCA website.

We 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.

We further report that the compliance of all the applicable provisions of the Companies Act, 2013 and other laws is the responsibility of the management. We have relied on the representation made by the Company and its Officers for systems and mechanism set-up by the Company for compliance under applicable laws. Our examination, on a test-check basis, was limited to procedures followed by the Company for ensuring the compliance with the said provisions. 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 its affairs. We further state that this is neither an audit nor an expression of opinion on the financial activities / statements of the Company. Moreover, we have not covered any matter related to any other law which may be applicable to the Company except the aforementioned corporate laws of the Union of India.

**K.C. DHANUKA & CO**  
Company Secretaries

**K. C. DHANUKA**  
Proprietor

FCS-2204, CP-1247  
Peer Reviewer No. – 2776/2022  
UDIN:F002204E000295387

Place: Kolkata  
Date: 12th May, 2023



## Annexure to the Directors' Report (contd.)

### Annexure III

Information as per Clause(m) of Section 134(3) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended on 31st March, 2023.

#### A. CONSERVATION OF ENERGY

##### i. Steps taken or impact on Conservation of Energy

The Company accords great importance to conservation of energy. The Company has taken the following steps:-

1. Conventional tube lights and vapour lamps are being replaced by the energy efficient LED lights.
2. Old Motors are replaced with new Ultra High efficiency motors to save energy.
3. Timely replacements of power capacitor and equipments for achieving ideal power factor in the Tea Estates.
4. Old compressor and dries replaced with new one.
5. Replacement of old inverters with new inverters.
6. Realigning the process to conserve energy

##### ii. Steps taken by the Company for utilizing alternate sources of energy

Nil

##### iii. Capital Investment on energy conservation equipment

Nil

#### B. TECHNOLOGY ABSORPTION

##### i. Efforts made towards technology absorption:-

1. Installation of latest machines/equipment, viz. Gas Burner etc.
2. In-house seminars, discussion with Experts and training programmes were held for innovative ideas of production. The concerned staff members are also sponsored to attend various seminars and workshops for updating themselves in various aspect of the functioning of the company.
3. The Company also uses Vermi compost and Indigenous Technical Knowledge for improving the Organic status of the soil in the Tea Gardens.

##### ii. Benefits derived like, Product improvement, cost reduction, product development or Import substitution:

Modification of processes are continuous process to improve productivity, product-mix, product quality and reducing the consumption of energy and reduction of manpower.

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

No technology has been imported by the Company during the last three years.

##### iv. The expenditure incurred on Research and Development:

Revenue expenditure of ₹ 22.19 lakhs was incurred.

Annexure to the Directors' Report (*contd.*)

## C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Total Foreign Exchange earned and outgo during the financial year ended on 31st March, 2023:-

		(₹ in lakhs)
Sl. No.	Particulars	Amount
1.	Foreign exchange earned	6,885.44
2.	Foreign exchange outgo	554.40

For and on behalf of the Board

A. K. Kothari

Chairman

DIN: 00051900

Place: Kolkata  
Date: 12th May, 2023

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## Annexure to the Directors' Report (contd.)

### Annexure IV

#### Information as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014.

- Ratio of remuneration of each Director to median remuneration of employees, percentage increase in remuneration of each Director, Chief Executive Officer (CEO), Chief Financial Officer and Company Secretary during the financial year ended on 31st March, 2023\*:

Sl. No.	Name of Director and Key Managerial Personnel (KMP)	Designation	Ratio of remuneration of each Director to median remuneration of employees	Percentage increase in remuneration for the financial year ended on 31st March, 2023
1.	Mr. Mahesh Sodhani	Managing Director	1:168.36	17.84%
2.	Mr. Manoj Sodhani	Executive Director & CEO	1:159.81	18.97%
3.	Mr. Niraj Singh	Chief Financial Officer	Not Applicable	12.19%
4.	Mr. Rajat Arora	Company Secretary	Not Applicable	9.77%

\*Mr. A. K. Kothari, Non-Executive Promoter Chairman and Smt. P.D. Kothari, Non-Executive Promoter Director received only sitting fees during the financial year ended on 31st March, 2023. Also Mr. N. Pachisia, Mr. A. Baheti, Mr. K. Ashok & Mr. C. R. Prayag, who are Independent Directors, received only sitting fees during the said financial year.

- In the financial year ended on 31st March, 2023, there was an increase of 13.17% in the median remuneration of employees.
- There were 7,076 permanent employees on the rolls of the Company as on 31st March, 2023.
- Average salary increase of managerial employee and non-managerial employee during the financial year ended on 31st March, 2023 was 14.70% and 13.45% respectively.
- The remuneration is paid as per the Nomination and Remuneration Policy of the Company.
- Statement showing Particulars of top ten employees in terms of remuneration drawn pursuant to Section 197(12) of the Companies Act, 2013 read with Rules 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014\*:

Sl. No.	Name of the Employee	Designation / Nature of Duties	Remuneration received p.a. (in ₹)	Qualification	Experience in years	Age in years	Date of commencement of Employment	Last Employment held before joining the Company
1.	Mr. Mahesh Sodhani	Managing Director	1,23,57,411	B.Com (Hons.), ACA, ACS, ACMA	25 years	51 years	01.05.2001	Kothari Plantations & Industries Ltd.
2.	Mr. Manoj Sodhani	Executive Director & CEO	1,17,30,339	B.Com (Hons.), ACA, ACS	26 years	52 years	01.04.1996	Veneer & NP Saw Mills Ltd.
3.	Mr. Bisham Chander Kaushik	President - Cotton Mill	65,43,002	B. Tech (Textile)	37 years	60 years	09.03.2017	Banswara Syntex Ltd.
4.	Mr. Vijay Kumar	Jt. President	44,42,924	B.Com, Diploma in Tea Management	41 years	62 years	05.11.2019	Naming'omba Tea Estates Ltd.
5.	Mr. Bithal Kumar Kothari	Sr. Vice President - Tea Division	31,50,582	B.Com	43 years	61 years	01.07.1981	Kothari Plantations & Industries Ltd.

## Annexure to the Directors' Report (contd.)

Sl. No.	Name of the Employee	Designation / Nature of Duties	Remuneration received p.a. (in ₹)	Qualification	Experience in years	Age in years	Date of commencement of Employment	Last Employment held before joining the Company
6.	Mr. Gautam Samanta	Asst. Vice President	31,09,814	B.Sc. (Hons), FCA, FCMA	25 years	54 years	01.12.2006	H.K. Agarwal & Co.
7.	Mr. Niraj Singh	CFO	30,40,622	B.Com (Hons), FCA, MBA	20 years	46 years	16.09.2002	N.A.
8.	Mr. Kevin Paul	Vice President - Exports, Tea Division	30,17,535	B.Com	37 years	74 years	01.09.2016	Tata Tea Ltd.
9.	Mr. Utpal Konar	Vice President - MICCO Division	24,32,267	DME, AMIE	33 years	58 years	07.02.2001	Simplex Engineering and Foundry Works Ltd.
10.	Mr. Binay Kumar Jha	Vice President - MICCO Division	19,16,412	B.Sc.	43 years	64 years	27.12.1980	N.A.

## #Notes:

1. Remuneration includes Basic Salary, HRA, Special Allowance, Ex-gratia, LTA, Medical, Leave Encashment, Employers' contribution to Provident Fund, Employers' contribution to National Pension Scheme, Incentives and other Perquisites.
2. Nature of Employment and Duties: Contractual and in accordance with terms and conditions as per Company's rules and policies.
3. Except for Mr. Mahesh Sodhani, Managing Director of the Company and Mr. Manoj Sodhani, Executive Director & CEO of the Company who are related as brothers, none of the above employees are related to any Director of the Company.

For and on behalf of the Board

A. K. Kothari

Chairman

DIN: 00051900

Place: Kolkata,  
Date: 12th May, 2023

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## Report on Corporate Governance

### Annexure V

[In accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, the Directors present the Company’s Report on Corporate Governance with respect to the financial year ended on **31st March, 2023**.]

#### I. Company’s philosophy on Corporate Governance

The Company believes that good Corporate Governance means the adoption of best practices to ensure that the Company operates not only within the regulatory framework but is also guided by the broader business ethics. The Company’s policy is reflected by the values of integrity, transparency, professionalism and accountability. The adoption of business and corporate practices based on transparency, professionalism and accountability, besides creating wealth for the shareholders, benefits the customers, creditors, employees, government and society at large.

The Company believes in meaningful policy on Corporate Governance by empowering the senior management and creating a mechanism of checks and balances to ensure that the decision making powers vested in the senior management are used with care and responsibility to meet the stakeholder’s aspirations and societal expectations.

The Company is compliant with the provisions of Regulations 17 to 27, and clause (b) to (i) of sub regulation (2) of Regulation 46 and paras C, D and E of Schedule V of SEBI Listing Regulations, as applicable, with regard to Corporate Governance.

#### II. Board of Directors (hereinafter referred to as the ‘Board’)

The Board is entrusted with the ultimate responsibility of the management, affairs, directions and performance of the Company and has been vested with requisite powers, authorities and duties.

##### A. Composition of Board

During the financial year ended on **31st March, 2023**, your Company’s Board was duly constituted in accordance with the requirements laid down under the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and Regulation 17(1) of SEBI Listing Regulations. As on 31st March, 2023 the Board comprised of 8 (Eight) Directors, out of which 4 (Four) being Independent Directors, 2 (Two) being Non - Executive Promoter Directors and 2 (Two) being Executive Directors (one Managing Director and one Whole time Director designated as Executive Director & Chief Executive Officer [CEO]) with considerable experience in their respective fields. In compliance with the requirements of the Act and SEBI Listing Regulations, the Company has 1 (One) Woman Director on its Board.

The Chairman provides overall direction and guidance to the Board. Presently, Mr. Mahesh Sodhani, the Managing Director and Mr. Manoj Sodhani, Executive Director & CEO of the Company are responsible for the overall implementation of the decisions and policies framed by the Board. In the operations and functioning of the Company, the Managing Director and Executive Director & CEO is assisted by the operational and functional heads.

As on the date of this report, your Board is duly constituted in compliance with the Act and the SEBI Listing Regulations.



## Report on Corporate Governance (contd.)

### B. Independent Directors

As on **31st March, 2023**, the Board consisted of following 4 (Four) Independent Directors, in accordance with the provisions of the Act and SEBI Listing Regulations:

Sl. No.	Name	Date of First Appointment
1.	Mr. N. Pachisia	16th August, 2011
2.	Mr. A. Baheti	28th March, 2018
3.	Mr. K. Ashok	28th May, 2019
4.	Mr. C. R. Prayag	28th May, 2019

In accordance with Clause VIII of Schedule IV to the Act and Regulation 17(10) of SEBI Listing Regulations, the Board of Directors has evaluated the performance of the Independent Directors as per the criteria laid down in the Nomination and Remuneration Policy and in line with the Policy on Evaluation of Directors and Board of the Company.

During the year under review, the Independent Directors, in accordance with Regulation 25(3) of the SEBI Listing Regulations and Clause VII of Schedule IV to the Act, met exclusively for a meeting on 10th February, 2023, without the presence of the Managing Director, Executive Director & CEO, Non-Executive Promoter Directors or Key Managerial Personnel, to review the performance of Non-Independent Directors and Board, as a whole. The Meeting was attended by all the Independent Directors of the Company. The Independent Directors also reviewed the performance of the Chairman of the Company, taking into account the views of Executive and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Management and the Board.

During the year under review, Mr. A. Baheti was re-appointed as Independent Director by the Board for a second term of 5 (five) consecutive years commencing from 28th March, 2023 to 27th March, 2028 (both days inclusive), subject to shareholders approval by way of a Special Resolution. The Company has provided the details of the Directors seeking re-appointment (as per requirement specified in Regulation 36(3) of the SEBI Listing Regulations in the Notice convening the 89th Annual General Meeting of the Company.

The Board has also laid down a policy for familiarization of the Independent Directors with the operations of the Company, as well as, to make them aware about their rights, responsibilities and liabilities as an Independent Director. The details of the Policy on Familiarization Programme of the Independent Directors are available on the website of the Company and can be accessed at: <https://www.gillandersarbuthnot.com/pdf/pc/familiarizationp-id.pdf>

### C. Non-Executive Directors' Compensation and Disclosures

Remuneration to the Non-Executive Directors and Independent Directors are paid only after the approval of the Board and Members of the Company. At present, the sitting fees paid for attending a Meeting of the Board of Directors is ₹ 20,000/- and its Committees is ₹ 15,000/-, which is subject to deduction of tax at source. Details of sitting fees paid to them are given at respective places in this Report. In accordance with the Resolution passed by the Members at the 82nd Annual General Meeting of the Company held on 28th December, 2016, the Non-Executive Directors, including the Independent Directors, of the Company, are entitled to remuneration, by way of commission in addition to the sitting fees and reimbursement of expenses for attending the said Meetings, as the Board may determine and in such proportion and manner, not exceeding 1% (one percent) of the net profits of the Company for each financial year, as computed in accordance with the provisions of Section 198 of the Act and Rules framed therein. During the financial year ended on 31st March, 2023, the Non-Executive Directors received sitting fees only.



## Report on Corporate Governance (contd.)

### D. Other Provisions as to Board and Committees

Your Company's Board plays an important role in ensuring good Corporate Governance and functioning of the Company. All information, as applicable and specified in Regulation 17(7) read with Schedule II Part A of SEBI Listing Regulations are regularly placed before the Board. Agenda and Notes on Agenda are circulated to the Directors in advance before each Meeting of the Board and Committees for facilitating meaningful and focused discussions at the Meetings. In case of exigencies or urgency of matters, resolutions are passed by circulation.

The Members of the Board have complete freedom to express their opinion and the decisions are taken after detailed discussions.

The Board meets at least once in a quarter and at least four times in a year to review and approve the quarterly financial results and operations of the Company. Apart from the above, Board Meetings are convened, as and when required, by giving proper notice. The intervening period between two Board Meetings is well within the maximum gap of 120 days between any two consecutive Meetings as specified in Regulation 17(2) of SEBI Listing Regulations and Section 173(1) of the Act.

During the year under review, the Board met 4 (Four) times. The details of Board Meetings held during the financial year ended on **31st March, 2023** are as under:

Sl. No.	Date of Board Meeting	City	No. of Directors present
1.	12th May, 2022	Kolkata	6
2.	12th August, 2022	Kolkata	7
3.	11th November, 2022	Kolkata	8
4.	10th February, 2023	Kolkata	7

The details of the Directors with regard to the outside Directorships and Committee positions, as well as Board Meetings/ Annual General Meeting (AGM) as on **31st March, 2023** are as follows:

Sl. No.	Name of Director	Category of Director	Attendance during 2022-2023		No. of Directorship (s)/ Chairperson (s) in other Companies \$	No. of Membership(s) / Chairmanship (s) in outside Committee *	Name of listed entities where he/she is a Director and category of Directorship
			Board Meetings	Last AGM held on 12.08.2022			
1.	Mr. A.K. Kothari	Non-Executive Promoter Chairman	3	Yes	7	4	i) Pilani Investment and Industries Corporation Limited (Independent Director) ii) Albert David Ltd (Executive Promoter Chairman)
2.	Smt. P.D. Kothari	Non-Executive Promoter	4	Yes	4	1	i) Albert David Ltd (Non-Executive Promoter Director)
3.	Mr. N. Pachisia	Independent	3	Yes	5	3	i) Linc Pen & Plastics Ltd. (Independent Director) ii) SKP Securities Ltd. (Managing Director) iii) Century Plyboards (I) Ltd. (Independent Director)

## Report on Corporate Governance (contd.)

Sl. No.	Name of Director	Category of Director	Attendance during 2022-2023		No. of Directorship (s)/ Chairperson (s) in other Companies \$	No. of Membership(s) / Chairmanship (s) in outside Committee *	Name of listed entities where he/she is a Director and category of Directorship
			Board Meetings	Last AGM held on 12.08.2022			
4.	Mr. A. Baheti	Independent	3	Yes	-	-	-
5.	Mr. K. Ashok	Independent	4	Yes	1	-	-
6.	Mr. C. R. Prayag	Independent	3	Yes	-	-	-
7.	Mr. Mahesh Sodhani	Managing Director	4	Yes	-	-	-
8.	Mr. Manoj Sodhani	Executive Director & CEO	4	Yes	-	-	-

\$ Includes Private Limited Companies, Foreign Companies and Companies under Section 8 of the Act.

\* Excludes Private Limited Companies, Foreign Companies and Companies under Section 8 of the Act. It only includes Audit Committee and Stakeholders Relationship Committee.

None of the above mentioned Directors of the Board hold Directorships in more than ten Public Companies. Further none of them is a member of more than ten Committees or Chairman of more than five Committees as specified in the Regulation 26 of SEBI Listing Regulations, across all the Companies in which he/she is a Director. Necessary disclosures as required under the Act and SEBI Listing Regulations have been made by the Directors.

None of the Directors is acting as an Independent Director in more than seven listed Companies. All the Directors of the Company hold Directorships in compliance with Regulation 17A of SEBI Listing Regulations.

As on date, none of the Directors are related to inter-se except for Mr. A.K. Kothari and Smt. P.D. Kothari, who are related as spouse and Mr. Mahesh Sodhani and Mr. Manoj Sodhani, who are related as brothers.

#### E. Core skills / expertise / competencies

The Board of Directors of the Company has identified the following core skills / expertise / competencies for it to function effectively vis a vis the Directors:

Sl. No.	Core Skills / expertise / competencies	Directors
1.	Entrepreneurship	Mr. A. K. Kothari, Smt. P. D. Kothari and Mr. N. Pachisia
2.	Leadership	Mr. A. K. Kothari and Smt. P. D. Kothari
3.	Financial Knowledge	Mr. A. Baheti, Mr. N. Pachisia, Mr. Mahesh Sodhani and Mr. Manoj Sodhani
4.	In depth knowledge of Tea Industry	Mr. A. K. Kothari, Mr. K. Ashok and Mr. Mahesh Sodhani
5.	In depth Knowledge of Textile Industry	Mr. C. R. Prayag and Mr. Manoj Sodhani
6.	In depth Knowledge of Steel Industry	Mr. A. K. Kothari and Mr. Mahesh Sodhani

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## Report on Corporate Governance (contd.)

The present Board has the aforesaid skills / expertise / competencies for taking decisions and framing policies and strategies for the Company. In the opinion of the Board of Directors, the Independent Directors fulfill the conditions specified in the SEBI Listing Regulations and are independent of management.

### F. Code of Conduct

1. The Code of Conduct as adopted by the Board of Directors is applicable to all its Board Members, Key Managerial Personnel and Senior Management Personnel representing all Executives from the 'General Manager' Grade and above. The Code of Conduct attempts to set forth the guiding principles on which the Company shall operate and, conduct its daily business with its multitudinous stakeholder's viz. shareholders, customers, creditors, employees, government, regulatory agencies, media and society at large. The Code of Conduct also contains the duties of the Independent Directors as laid down in Schedule IV to the Act. The Code may be accessed on the Company's website at: <https://www.gillandersarbutnot.com/pdf/pc/code-fair-disc.pdf>
2. Declaration as required under Regulation 26(3) of SEBI Listing Regulations with respect to financial year ended on **31st March, 2023**, signed by the Managing Director and Executive Director & CEO has been provided to the Board and is reproduced as **Annexure 1** to this Report.

### G. Whistle Blower Policy

The Company has a Whistle Blower Policy, as required under Section 177 of the Act and Regulation 22 of SEBI Listing Regulations. The said policy provides for adequate safeguards against the victimization of the Directors and employees who avail this mechanism and ensures that the personnel gets direct access to the Chairman of the Audit Committee as defined in the Act and SEBI Listing Regulations. The same has been affirmed by the Board of Directors of the Company. The said policy can be accessed on the Company's website at: <https://www.gillandersarbutnot.com/pdf/pc/policy-whistleb.pdf>

### H. Policy for Determination of Materiality of Events / Information and Archival Policy

In accordance with Regulation 30 of SEBI Listing Regulations, the Company has framed a Policy for Determination of Materiality of Events / Information which provides guidance to the Board, management and staff on the assessment of materiality of events which will have bearing on the performance / operations of the Company. Further the Company has an Archival Policy in line with the requirements of SEBI Listing Regulations to ensure that information relating to the Company is adequately disclosed on its website as required by law. The said policy have been uploaded on the Company's website at: <https://www.gillandersarbutnot.com/pdf/pc/policy-materiality- events.pdf>

### I. Policy for Preservation of Documents

In accordance with Regulation 9 of SEBI Listing Regulations, the Company has framed a Policy for preservation of documents which has been approved by the Board of Directors of the Company. This Policy is intended to guide the Company and its officers on maintenance of any documents, their preservation and disposal. The said policy can be accessed on the Company's website at: <https://www.gillandersarbutnot.com/pdf/pc/policy-preservation-doc.pdf>

## III. Audit Committee

### A. Qualified and Independent Audit Committee

Your Company has a qualified and independent Audit Committee with the powers and the role that are in accordance with Section 177 of the Act and Rules made thereunder and Regulation 18 of SEBI Listing Regulations, which acts as a link between the Management, the Statutory Auditor, Branch Auditor, Cost Auditor, Internal Auditors and the Board of Directors and oversees the financial reporting process.

The composition of the Audit Committee as on **31st March, 2023** is as follows:

## Report on Corporate Governance (contd.)

Sl. No.	Name of the Director	Category	Designation
1.	Mr. A. Baheti	Independent	Chairman
2.	Mr. A. K. Kothari	Non - Executive Promoter	Member
3.	Mr. N. Pachisia	Independent	Member
4.	Mr. K. Ashok	Independent	Member

The Auditors, Managing Director, Executive Director & CEO, Chief Financial Officer and other Executives of the Company were invited to the Audit Committee Meetings, as and when required. The Company Secretary acts as the Secretary to the Committee. The Chairman of the Audit Committee was present at the last Annual General Meeting held on 12th August, 2022.

**B. Meetings of the Audit Committee**

During the year under review, the Audit Committee met 4 (Four) times on 12th May, 2022, 12th August, 2022, 11th November, 2022, and 10th February, 2023, to deliberate on various matters. The details of the composition, attendance and sitting fees paid are as follows:

Sl. No.	Name of the Director	No. of Meetings attended	Gross Amount of Sitting fees paid (₹)
1.	Mr. A. Baheti	3	45,000
2.	Mr. A. K. Kothari	3	45,000
3.	Mr. N. Pachisia	3	45,000
4.	Mr. K. Ashok	4	60,000

**C. Powers of Audit Committee**

The Audit Committee during the year under review was endowed with the following powers:

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

**D. Role of Audit Committee**

The role of the Audit Committee during the year under review includes the following:

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
3. Approval of payment to Statutory Auditor for any other services rendered by the Statutory Auditor.
4. Reviewing, with the management, the annual financial statements and Auditors Report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement which are to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Act;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by the management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;



## Report on Corporate Governance (contd.)

- e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
  6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
  7. Reviewing and monitoring the Auditor's independence and performance, and effectiveness of audit process.
  8. Approval of any subsequent modification of transaction of the Company with any related party.
  9. Scrutiny of inter-corporate loans and investments.
  10. Valuation of undertakings or assets of the Company, wherever it is necessary.
  11. Evaluation of internal financial controls and risk management systems.
  12. Reviewing, with the management, performance of Statutory and Internal Auditors, adequacy of the internal control systems.
  13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  14. Discussion with Internal Auditors of any significant findings and follow up there on.
  15. Reviewing the findings of any internal investigation by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matter to the Board.
  16. Discussion with Statutory Auditor before the audit commences, about the nature and scope of audit, as well as post-audit discussion to ascertain any area of concern.
  17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  18. To review the functioning of the Whistle Blower Mechanism.
  19. Approval of appointment of Chief Financial Officer assessing the qualifications, experience and background, etc. of the candidate.
  20. To review utilization of loans and / or advances by holding company in subsidiary companies exceeding Rs. 100 Crores or 10% of asset size of subsidiary whichever is lower.
  21. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
  22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- E. Review of information by Audit Committee**
- The Audit Committee reviews the following information:
1. Management discussion and analysis of financial condition and results of operations.

## Report on Corporate Governance (contd.)

2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management.
3. Management letters / letters of internal control weaknesses issued by the Statutory Auditor.
4. Internal audit reports relating to internal control weaknesses.
5. The appointment, removal and terms of remuneration of the Internal Auditors.
6. Statement of deviations, if any.

### IV. Nomination and Remuneration Committee

Your Company through its Board of Directors has set up a Nomination and Remuneration Committee ("NRC"). The role of the said Committee is in accordance with Section 178 of the Act read with Rules made thereunder and Regulation 19 of SEBI Listing Regulations. Mr. K. Ashok, Chairman of the NRC, was present at the last Annual General Meeting of the Company held on 12th August, 2022.

The composition of the NRC is as follows:

Sl. No.	Name of the Director	Category	Designation
1.	Mr. K. Ashok	Independent	Chairman
2.	Smt. P. D. Kothari	Non - Executive Promoter	Member
3.	Mr. N. Pachisia	Independent	Member

The role of the NRC during the year under review includes the following:

1. Formulate the criteria for determining qualifications, positive attributes and independence of a director and also for evaluation of performance of independent directors and the board of directors.
2. Identify persons who are qualified to become Directors and persons who may be appointed in KMP and Senior Management positions in accordance with the criteria laid down in this policy and recommend to the Board their appointment.
3. Recommend to the Board, removal of Director, KMP and Senior Management Personnel.
4. Recommend to the Board whether to extend or continue the term of appointment of the independent director, on basis of performance evaluation report of independent directors.
5. Prepare a description of role and capabilities required for appointment of an independent director, on the basis of evaluation of skills, knowledge and experience on the Board.
6. Devise a Policy on Diversity of Board of Directors.
7. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

During the year under review, the NRC met once on 10th February, 2023 to deliberate on various matters. The details of the composition, attendance and sitting fees paid are as follows:

Sl. No.	Name of the Director	No. of Meetings attended	Gross Amount of Sitting fees paid (₹)
1.	Mr. K. Ashok	1	15,000
2.	Smt. P. D. Kothari	1	15,000
3.	Mr. N. Pachisia	1	15,000

### V. Subsidiary Companies

The Company has a wholly owned direct Foreign Subsidiary at Mauritius by the name Gillanders Holdings (Mauritius) Limited. The Company also has step down Foreign Subsidiary Company at Malawi viz. Naming'omba Tea Estates Limited (NTEL). The Company does not have any unlisted material subsidiary as per Regulation 24 of the SEBI Listing Regulations. Hence, the Company is not required to appoint an Independent Director on the Board of any of its unlisted subsidiaries.



## Report on Corporate Governance (contd.)

Pursuant to Regulation 24 of SEBI Listing Regulations, financial statements of the Unlisted Subsidiary were placed before the Audit Committee of the Company. Minutes of the Meetings of the Board of Directors of the Subsidiary Companies are also placed before the Meeting of the Board of Directors of the Company.

### VI. Risk Management

The Company has laid down a procedure to inform the Board Members, on a periodic basis, about the identified risks and the steps taken to mitigate and minimize the same. The Company from time to time take steps to identify and assess major elements of risks, which may adversely affect the various Divisions of the Company. The Senior Management reviews the identified risks, including assessment of the said risks and procedures, which are being implemented for the monitoring, mitigating and minimization of the said risks. 'Risk Champions' have been formally nominated at the operating businesses, whose role is to educate about the identified risks and to develop risk management culture within the businesses.

### VII. Related Party Transactions

Your Company places all the details of related party transactions before the Audit Committee periodically. The Audit Committee reviews in its Meetings the details of the related party transactions entered into by the Company. A comprehensive list of related party transactions as required by Ind AS 24, and as prescribed under the Act, forms part of Notes to the standalone financial statements in the Annual Report.

The Company's related party transactions include transactions with its Associate / Promoter Group / Sister Companies and are entered into on considerations of various business exigencies, liquidity and capital resources. All related party transactions are negotiated on an arm's length basis. Omnibus approval for related party transactions are granted by the Audit Committee subject to the conditions laid down in the Act and Regulation 23 of SEBI Listing Regulations. These transactions are not likely to have any conflict with the interests of the Company at large. During the period under review, the Company has not entered into any material transaction with any of its related parties.

### VIII. Disclosures

#### A. Related Party Transactions

Your Company has disclosed that no material transactions, with related parties, have been entered into in the quarterly compliance reports on Corporate Governance and the policy on Related Party Transactions can be accessed on the Company's website at: <https://www.gillandersarbutnot.com/pdf/pc/policy-materiality.pdf>

#### B. Disclosure of Accounting Treatment

Your Company has followed all relevant Accounting Standards while preparing the Financial Statements.

#### C. Remuneration to Directors

Remuneration of the Whole-time Directors of the Company are recommended by the Nomination and Remuneration Committee and thereafter approved by the Board subject to the approval of the Members of the Company. The details of the Nomination and Remuneration Committee have been mentioned in Clause IV above.

Non-Executive Directors are entitled to sitting fees for attending the Meetings of the Board and Committees thereof. Commission to the Non-Executive Directors, including Independent Directors, are paid depending on the respective involvement of the Non-Executive Directors in the affairs of the Company, subject to the limits laid down in the Act, and as approved by the Members of the Company at the 82nd Annual General Meeting of the Company held on 28th December, 2016.



## Report on Corporate Governance (contd.)

Details of total remuneration paid to all the Directors of your Company for the year ended on 31st March, 2023 are as follows:

(₹ in Lakhs)

Sl. No.	Name	Salary	Contribution to Provident & Other Funds	Leave Encashment	Perquisites	Sitting Fees	Commission	Total
1.	Mr. A. K. Kothari	N.A.	N.A.	N.A.	N.A.	1.05	-	1.05
2.	Smt. P. D. Kothari	N.A.	N.A.	N.A.	N.A.	1.10	-	1.10
3.	Mr. N. Pachisia	N.A.	N.A.	N.A.	N.A.	1.50	-	1.50
4.	Mr. A. Baheti	N.A.	N.A.	N.A.	N.A.	1.20	-	1.20
5.	Mr. K. Ashok	N.A.	N.A.	N.A.	N.A.	1.85	-	1.85
6.	Mr. C.R. Prayag	N.A.	N.A.	N.A.	N.A.	1.05	-	1.05
7.	Mr. Mahesh Sodhani	106.95	6.85	1.68	8.09	N.A.	-	123.57
8.	Mr. Manoj Sodhani	101.68	6.43	1.58	7.61	N.A.	-	117.30
	<b>Total</b>	<b>208.63</b>	<b>13.28</b>	<b>3.26</b>	<b>15.70</b>	<b>7.75</b>		<b>248.62</b>

There was no pecuniary relationship or significant/material transactions of the Non-Executive Directors vis-à-vis the Company.

All Non-Executive Directors have disclosed their shareholding in the Company. Details of shareholding of Non-Executive and Independent Directors are as follows:

Sl. No.	Name of the Director	No. of Ordinary Shares held as on 31st March, 2023
1.	Mr. A. K. Kothari	1,19,972
2.	Smt. P. D. Kothari	67,875

### D. Fees to Statutory Auditor

Total consolidated fees paid for all services rendered by the Statutory Auditors to the Company, its subsidiaries and all other network entities where Statutory Auditors is a part during the year under review was ₹ 25.00 Lakhs.

### E. Management

- The Management Discussion and Analysis Report forms part of the Annual Report and are in accordance with the requirements of Schedule V of SEBI Listing Regulations.
- No material, financial and commercial transactions have been made by the Senior Management having personal interest, which may have a potential conflict with the interest of the Company at large.
- The Code of Conduct has been disclosed on the website of the Company.

### F. Shareholders

- The Company has provided the details of the Directors seeking appointment/re-appointment (as per requirement specified in Regulation 36(3) of the SEBI Listing Regulations in the Notice convening the 89th Annual General Meeting of the Company.
- Out of all the Directors of your Company, Mr. A.K. Kothari and Smt. P.D. Kothari are related to each other as spouse and Mr. Mahesh Sodhani and Mr. Manoj Sodhani are related to each other as brothers.

Statutory Reports

Standalone Financial Statements

Consolidated Financial Statements



## Report on Corporate Governance (contd.)

3. Quarterly results are uploaded in the websites of the Stock Exchanges where the Ordinary Shares of the Company are listed and are also uploaded on the Company's website.
4. **Stakeholders Relationship Committee:**

The Company has a Stakeholders Relationship Committee of the Board, constituted in accordance with the provisions of Section 178(5) of the Act and Regulation 20 of SEBI Listing Regulations, to specifically look into various matters relating to shareholders/investors, including transfer and transmission of shares, as well as non-receipt of annual report, non-receipt of declared dividends, issue of share certificates (including issue of renewed or duplicate share certificates), share certificates after transfers/ transmissions, etc. In addition, the Committee looks into other issues including status of dematerialization/ rematerialisation of shares as well as systems and procedures followed to track investor complaints and suggest measures for improvement, from time to time.

The role of the committee shall inter-alia include the following:

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

At present, the Stakeholders Relationship Committee comprises of the following Directors viz., Mr. C.R. Prayag (Independent Director) as Chairman and Mr. A.K. Kothari, Smt. P.D. Kothari and Mr. Mahesh Sodhani as Members of the Committee. Mr. Rajat Arora, Company Secretary acts as the Compliance Officer. The said Committee met once during the year on 10th February, 2023.

Details of the attendance and sitting fees paid are as follows:

Sl. No.	Name of the Member	Attendance	Gross Amount of Sitting fees paid (₹)
1.	Mr. C. R. Prayag	Yes	15,000
2.	Mr. A. K. Kothari	No	NIL
3.	Smt. P. D. Kothari	Yes	15,000
4.	Mr. Mahesh Sodhani	Yes	N.A.

During the year, the Company had received 3 (three) complaints from the shareholders which were addressed swiftly and satisfactorily. There were no complaints pending against the Company as on **31st March, 2023** on SCORES.

Pursuant to the authorization of the Board of Directors of the Company, either the Managing Director or the Executive Director & CEO or the Company Secretary approves the Transfer/ Transmission/ Sub-division/Consolidation/Renewal/Replacement/Issue of Duplicate Share Certificate(s)/Deletion of Name(s) and Dematerialization/Rematerialisation of Shares of the Company. A summary of transfer/transmission, etc. of securities of the Company so approved by the Company Secretary is placed at every Board Meeting/Stakeholders Relationship Committee Meeting. A certificate from a Practising Company Secretary is obtained on an yearly basis, as per the provisions of Regulations 40 (9) & (10) of SEBI Listing Regulations, relating to compliance with the formalities of share transfer and the same is also filed with the Stock Exchanges.

In compliance with Regulations 7(2) & (3) of SEBI Listing Regulations, a Compliance Certificate is filed with the Stock Exchanges where the shares of the Company are listed. The said Certificate

## Report on Corporate Governance (contd.)

is duly signed by both the Company Secretary & Compliance Officer of the Company and the authorized representative of the Share Transfer Agent on an yearly basis to certify that all activities relating to both physical and electronic share transfer facility of the Company are maintained by 'Maheshwari Datamatics Pvt. Ltd.', Registrar and Share Transfer Agent (RTA) of the Company.

### 5. Compliances by the Company:

No strictures/penalties have been imposed on the Company by the Stock Exchanges or the Securities and Exchange Board of India (SEBI) or any Statutory Authority on any matters related to capital markets during the last 3 (three) years.

This report has been prepared for the financial year ended on **31st March, 2023** in accordance with the provisions of the Act read with the Rules framed therein and the SEBI Listing Regulations. Your Board has taken all necessary steps to ensure compliance of the provisions of the above laws, as prescribed.

### G. Disclosure of formal letter of appointment

The draft formal letter of appointment issued to the Independent Directors, which contains the terms and conditions relating to their appointment, is available on the Company's website at: <https://www.gillandersarbuthnot.com/letter-id.php>.

### H. Proceeds from public issues, rights issues, preferential issues, etc.

During the year, the Company has not raised any proceeds from public issue, right issue or preferential issue.

### I. Prohibition of Insider Trading

GACL – Code of Conduct for Prevention of Insider Trading, as approved by the Board of Directors, inter alia, prohibits purchase or sale of securities of the Company by the 'Designated Persons' while in possession of unpublished price sensitive information in relation to the Company.

### J. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

During the year under review, no instances of sexual harassment were reported.

## IX. CEO and CFO Certification

The Managing Director and Executive Director & CEO and the CFO of the Company gives annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of SEBI Listing Regulations. They also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of SEBI Listing Regulations.

## X. Report on Corporate Governance

- a. This Corporate Governance Report forms part of the Annual Report. The Company is compliant with all the applicable provisions of SEBI Listing Regulations.
- b. Your Company regularly submits quarterly compliance report to the Stock Exchanges within 21 days from the close of each quarter, as per the requirement of Regulation 27(2) of SEBI Listing Regulations.

## XI. Compliance

- a. A Certificate from CS Kailash Chandra Dhanuka, Practicing Company Secretary (FCS 2204, CP No. 1247) and Proprietor of K.C. Dhanuka & Co., regarding compliance with the conditions of Corporate Governance, as stipulated in SEBI Listing Regulations, is reproduced as **Annexure 2** to this Report.



## Report on Corporate Governance (contd.)

- b. The Company is compliant with all the mandatory requirements of Corporate Governance as specified in the Regulations 17 to 27 and clause (b) to (i) of sub regulation (2) of Regulation 46 and paras C, D and E of Schedule V of SEBI Listing Regulations, wherever applicable.
- c. A Certificate from CS Kailash Chandra Dhanuka, Practicing Company Secretary (FCS 2204, CP No. 1247) and Proprietor of K.C. Dhanuka & Co., regarding confirmation of non-disqualification of Directors pursuant to Regulation 34(3) and Clause 10(i) of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is reproduced as **Annexure 3** to this Report.
- d. Non-Mandatory Requirements: In accordance with the Regulation 27 read with Part E of Schedule II of SEBI Listing Regulations, the Company has adopted the following discretionary requirements:
  - i) Audit Report: The financial statements are unqualified as there are no audit qualifications on the financial results of the Company for the financial year ended on **31st March, 2023**.
  - ii) Reporting of Internal Auditor: The Internal Auditors of the Company reports directly to the Audit Committee.

### XII. General Body Meetings:

#### 1. Location and time of last three Annual General Meetings (AGM):

Financial Year	Date of AGM	Venue	Time
2021-2022 (88th AGM)	12.08.2022	Annual General Meeting through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility	02:00 P.M.
2020-2021 (87th AGM)	13.08.2021	Annual General Meeting through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility	10.00 A.M.
2019-2020 (86th AGM)	14.08.2020	Annual General Meeting through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility	10.00 A.M.

2. At the last Annual General Meeting of the Company held on 12th August, 2022, no Special Resolution was proposed and passed. Two Special Resolutions were passed in the Annual General Meeting held on 13th August, 2021 and One Special Resolution was passed in the Annual General Meeting held on 14th August, 2020.

#### 3. Postal Ballot:

During the financial year ended on **31st March, 2023**, no Special Resolution was passed by the Members of the Company through Postal Ballot. There is no immediate proposal for passing any resolution through Postal Ballot. None of the businesses proposed to be transacted at the ensuing 89<sup>th</sup> Annual General Meeting of the Company require passing a resolution through Postal Ballot

### XIII. Means of Communication:

The quarterly / half-yearly / annual financial results in the format prescribed as per the SEBI Listing Regulations are approved by the Board of Directors and thereafter filed with the Stock Exchanges and also published in Financial Express / Business Standard in English and in Ekdin in Bengali. The results are also available in the Company's website at: <https://www.gillandersarbuthnot.com/fr.php>

1. NSE Electronic Application Processing System (NEAPS) / Digital Exchange - All periodical compliance filings like shareholding pattern, corporate governance report, etc. are filed electronically on NEAPS / Digital Exchange.
2. BSE Corporate Compliance & Listing Centre (including XBRL Mode) - All periodical compliance filings are filed electronically on the said centre.
3. Quarterly/half yearly reports are not being sent to the shareholders.

## Report on Corporate Governance (contd.)

## XIV. General Shareholder Information:

1. Corporate Identity Number (CIN) of the Company	L51909WB1935PLC008194
2. Date, time and venue of the Annual General Meeting (AGM)	Eighty Ninth (89th) Annual General Meeting of the Company will be held on <b>Friday, 23rd June, 2023 at 11:00 A.M. (IST)</b> through video conferencing ("VC") / other Audio Visual Means ("OAVM") facility.
3. Financial Calendar 2023-2024 (tentative and subject to change)	<ul style="list-style-type: none"> <li>Financial Year: April to March</li> <li>First Quarter Results: by second week of August, 2023</li> <li>Half Yearly Results: by second week of November, 2023</li> <li>Third Quarter Results: by second week of February, 2024</li> <li>Audited results for the year ending 31st March, 2024 by last week of May, 2024.</li> </ul>
4. Book Closure Period	<b>17th June, 2023 to 23rd June, 2023 (both days inclusive)</b>
5. Dividend Payment Date	No dividend has been recommended.
6. Listing on Stock Exchanges	<p>i) National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400051.</p> <p>ii) BSE Limited (BSE) P J Towers, Dalal Street, Mumbai- 400001.</p> <p>The Company has paid the Annual Listing fees to NSE &amp; BSE for 2023-2024.</p>
7. Stock Code	NSE- GILLANDERS BSE- 532716

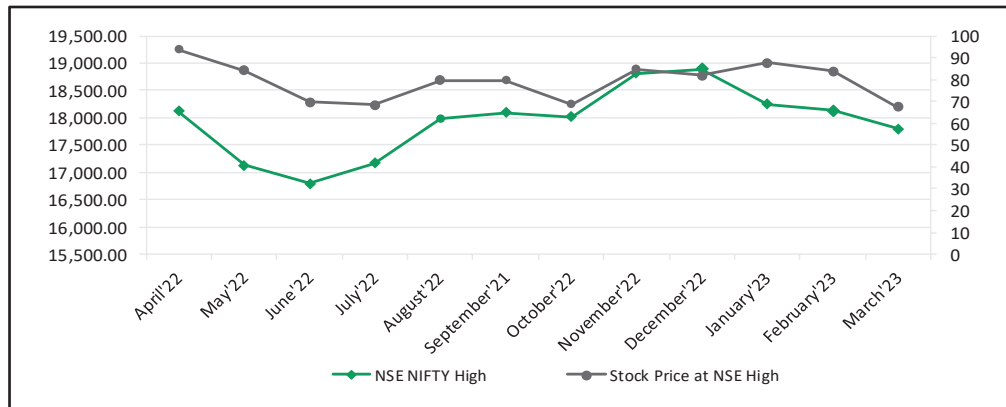
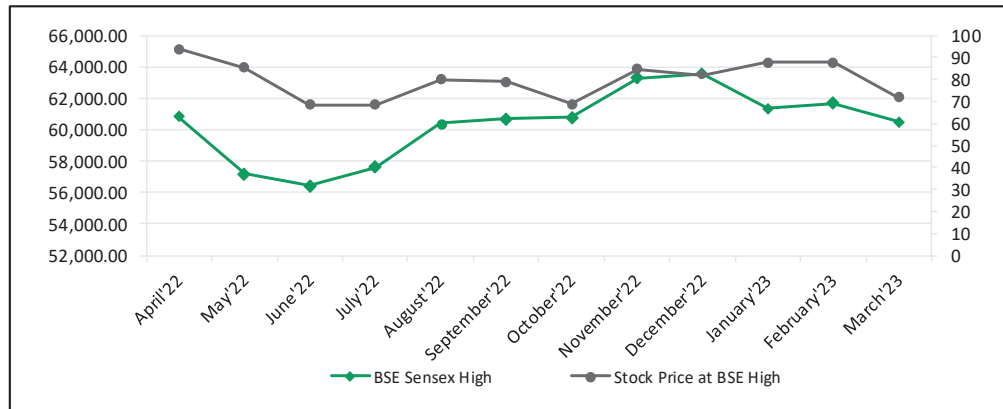
8. Stock Market Price and performance in comparison to BSE Sensex/NSE NIFTY for the financial year under review<sup>#</sup>

Month	Stock Price at BSE		BSE Sensex	
	High (₹)	Low (₹)	High	Low
April, 2022	93.70	64.80	60,845.10	56,009.07
May, 2022	85.40	59.25	57,184.21	52,632.48
June, 2022	68.50	56.80	56,432.65	50,921.22
July, 2022	68.55	55.95	57,619.27	52,094.25
August, 2022	80.10	60.40	60,411.20	57,367.47
September, 2022	79.00	63.35	60,676.12	56,147.23
October, 2022	68.90	59.85	60,786.70	56,683.40
November, 2022	84.70	60.00	63,303.01	60,425.47
December, 2022	82.00	64.60	63,583.07	59,754.10
January, 2023	87.80	72.30	61,343.96	58,699.20
February, 2023	87.60	62.25	61,682.25	58,795.97
March, 2023	71.95	56.61	60,498.48	57,084.91



## Report on Corporate Governance (contd.)

Month	Stock Price at NSE		NSE NIFTY	
	High (Rs.)	Low (Rs.)	High	Low
April, 2022	93.75	61.30	18,114.65	16,824.70
May, 2022	84.30	59.35	17,132.85	15,735.75
June, 2022	69.60	55.10	16,793.85	15,183.40
July, 2022	68.45	56.20	17,172.80	15,511.05
August, 2022	79.50	60.15	17,992.20	17,154.80
September, 2022	79.70	63.35	18,096.15	16,747.70
October, 2022	68.75	57.35	18,022.80	16,855.55
November, 2022	84.90	60.05	18,816.05	17,959.20
December, 2022	82.00	66.10	18,887.60	17,774.25
January, 2023	87.70	72.25	18,251.95	17,405.55
February, 2023	83.85	62.20	18,134.75	17,255.20
March, 2023	67.45	57.20	17,799.95	16,828.35



#Source NSE & BSE Websites

## Report on Corporate Governance (contd.)

<b>9. Registrar &amp; Share Transfer Agent</b>	<b>Maheshwari Datamatics Pvt. Ltd.</b> (Unit: Gillanders Arbuthnot and Company Limited) 23, R. N. Mukherjee Road, 5 <sup>th</sup> Floor, Kolkata – 700001
<b>10. Share Transfer System</b>	Your Company's shares are compulsorily traded in dematerialized form. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, the requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form.  In view of the above, the shareholders holding shares in physical form are requested to get their shares dematerialised at the earliest to avoid any inconvenience in future.
<b>11. Credit Rating</b>	Details relating to credit rating have been reported in the Directors' Report.
<b>12. Foreign Exchange Risk and Hedging Activities</b>	The Company enters into forward exchange contracts to hedge against its foreign currency exposures relating to the recognized underlying liabilities/assets and firm commitments. The Company's policy is to hedge its exposures other than natural hedge.

**13. Distribution of Shareholding as on 31st March, 2023**

Ordinary Shares held	Number of Shareholders	Percentage of Shareholders	Number of Shares	Percentage of Shares
1-500	8,915	87.9191	7,99,127	3.7443
501-1000	564	5.5621	4,42,588	2.0738
1001-2000	288	2.8402	4,22,654	1.9803
2001-3000	123	1.213	3,13,494	1.4689
3001-4000	40	0.3944	1,39,514	0.6537
4001-5000	39	0.3846	1,79,091	0.8391
5001-10000	83	0.8185	5,75,174	2.695
10001 and above	88	0.8679	1,84,70,704	86.5448
<b>Total</b>	<b>10,140</b>	<b>100</b>	<b>2,13,42,346</b>	<b>100</b>

**14. Shareholding Pattern as on 31st March, 2023**

Category	Number of Ordinary shares	Percentage of Shareholding
Indian Promoters	1,47,43,318	69.0801
Mutual Funds	300	0.0014
Banks, Financial Institutions, Insurance Companies	67,704	0.3172
Central Government/State Government(s)	7,086	0.0332
Bodies Corporate	6,38,874	2.9935
Indian Public	54,02,983	25.3158
NBFCs	-	-
NRIs	38,556	0.1807

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Category	Number of Ordinary shares	Percentage of Shareholding
Others – Trusts, Clearing Members, Alternative Investment Fund	50,420	0.2362
Investor Education and Protection Fund Authority	3,93,105	1.8419
<b>Total</b>	<b>2,13,42,346</b>	<b>100</b>

<b>15. Dematerialization of Shares and Liquidity</b>	<p>The shares of the Company are available for trading in the dematerialized form under both the Depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The annual custody fees for the financial year 2023-2024 have been paid to CDSL and NSDL. Trading in Company's shares can now be done only in the dematerialized form. As on 31st March, 2023, 2,10,29,569 Ordinary Shares representing 98.5345% of the total Ordinary Share Capital of the Company were held in dematerialized form.</p> <p>The International Securities Identification Number (ISIN) of the Company, as allotted by NSDL and CDSL is INE047B01011.</p>		
<b>16. Outstanding ADRs/ GDRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity</b>	Not applicable		
<b>17. Plant Locations as on 31st March, 2023</b>	<p><b>1. Tea Division:</b></p> <table style="width: 100%; border: none;"> <tbody> <tr> <td style="width: 50%; vertical-align: top;"> <p><b>a. Betjan Tea Estate</b> Post Office: Makum Junction, District: Tinsukia, Assam. Pin- 786170</p> <p><b>b. Gorunga Tea Estate</b> Post Office: Golaghat, District: Golaghat, Assam. Pin- 785621</p> <p><b>c. Arun Tea Estate</b> Post Office: Dhekiajuli, District: Sonitpur, Assam. Pin- 784110</p> <p><b>d. Doria Tea Estate</b> Post Office: Golaghat, District: Golaghat, Assam. Pin- 785621</p> </td> <td style="width: 50%; vertical-align: top;"> <p><b>e. Borkatonee Tea Estate</b> Post Office: Golaghat, District: Golaghat, Assam. Pin- 785621</p> <p><b>f. Dherai Tea Estate</b> Post Office: Dhekiajuli, District: Sonitpur, Assam. Pin- 784110</p> <p><b>g. Gairkhata Tea Estate</b> Post Office: Gairkhata, District: Jalpaiguri, W.B. Pin- 735212</p> <p><b>h. Taipoo Tea Estate</b> Post Office: Bagdogra, District: Darjeeling, W. B. Pin- 734422</p> </td> </tr> </tbody> </table> <p><b>2. Textile Division:</b> <b>GIS Cotton Mill,</b> 47, G.T. Road, Champdany, P.O. Baidyabati, District: Hooghly, W.B. Pin- 712222</p>	<p><b>a. Betjan Tea Estate</b> Post Office: Makum Junction, District: Tinsukia, Assam. Pin- 786170</p> <p><b>b. Gorunga Tea Estate</b> Post Office: Golaghat, District: Golaghat, Assam. Pin- 785621</p> <p><b>c. Arun Tea Estate</b> Post Office: Dhekiajuli, District: Sonitpur, Assam. Pin- 784110</p> <p><b>d. Doria Tea Estate</b> Post Office: Golaghat, District: Golaghat, Assam. Pin- 785621</p>	<p><b>e. Borkatonee Tea Estate</b> Post Office: Golaghat, District: Golaghat, Assam. Pin- 785621</p> <p><b>f. Dherai Tea Estate</b> Post Office: Dhekiajuli, District: Sonitpur, Assam. Pin- 784110</p> <p><b>g. Gairkhata Tea Estate</b> Post Office: Gairkhata, District: Jalpaiguri, W.B. Pin- 735212</p> <p><b>h. Taipoo Tea Estate</b> Post Office: Bagdogra, District: Darjeeling, W. B. Pin- 734422</p>
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## Report on Corporate Governance (contd.)

18. Address for Communication	<p><b>Gillanders Arbuthnot and Company Limited,</b>  <b>Secretarial Department,</b>  C-4, Gillander House, Netaji Subhas Road,  Kolkata- 700001.  Phone: (033) 2230 2331(6 Lines)  Fax: (033) 2230 4185  e-mail: <a href="mailto:secretarial@gillandersarbuthnot.com">secretarial@gillandersarbuthnot.com</a>  (Investors are requested to forward their complaints / grievances, if any, to the above e-mail address only)</p> <p><b>Registrar and Share Transfer Agent</b>  <b>Maheshwari Datamatics Pvt. Ltd.</b>  <b>(Unit: Gillanders Arbuthnot and Company Limited)</b>  23, R.N. Mukherjee Road,  5<sup>th</sup> Floor, Kolkata- 700001  Phone: (033) 2248 2248, 2243 5029 2243 5809  Fax: (033) 2248 4787  e-mail: <a href="mailto:mdpldc@yahoo.com">mdpldc@yahoo.com</a></p>
19. Cost Audit	<p><b>For the Financial Year 2023-2024</b>  <b>Name of Cost Auditor: M/s. D. Sabyasachi &amp; Co.</b></p>

## XV. Other Board Committees

## 1. Finance Committee

The Finance Committee of the Board of Directors of the Company has been delegated powers/ authorities by the Board of Directors subject to certain limits. Presently Mr. A.K. Kothari is the Chairman of the Committee, whereas, Smt. P.D. Kothari, Mr. A. Baheti, Mr. Mahesh Sodhani and Mr. Manoj Sodhani are the Members of the said Committee. Mr. Niraj Singh, Chief Financial Officer is a permanent invitee to the Committee and Mr. Rajat Arora, Company Secretary, acts as the Secretary to the Committee.

## 2. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of the Company has been constituted in accordance with the Act. At present, Mr. N. Pachisia is the Chairman of the Committee, Mr. C.R. Prayag and Mr. K. Ashok, are the Members of the said Committee. Mr. Rajat Arora, Company Secretary, acts as the Secretary to the Committee. During the year under review, the Corporate Social Responsibility Committee met once i.e. 10th February, 2023.

The Committee is entrusted with the duty to assist the Board in discharging its social responsibilities by recommending Corporate Social Responsibility Policy and the programs in which the Company should undertake Corporate Social Activities.

## XVI. Other useful information for shareholders

## 1. Green Initiative in Corporate Governance

In furtherance of the 'Green Initiative in Corporate Governance' initiated by the Ministry of Corporate Affairs, the Company once again requests all the shareholders, holding shares in dematerialized form and who has not yet registered their e-mail address, to register their e-mail address with the Company for receiving notice/documents including Annual Report in electronic mode through their concerned Depository Participants. Shareholders who hold shares in physical



## Report on Corporate Governance (contd.)

form are requested to furnish PAN, Nomination, contact details, Bank A/C details of specimen signature for their corresponding folio number in forms prescribed by SEBI with Maheshwari Datamatics Pvt. Ltd., Registrar and Share Transfer Agent of the Company.

### 2. Equity shares in Suspense account

In compliance with Regulation 39(4) of the SEBI Listing Regulations read with Schedule VI of the said Regulation, the Company reports that as on 31st March, 2023, 3,93,105 numbers of Ordinary shares were lying in the IEPF suspense account. The voting rights on these shares remains frozen till the rightful owner of such shares claims the same.

**For and on behalf of the Board**

Place: Kolkata,  
Date: 12th May, 2023

**A. K. Kothari**  
Chairman  
DIN: 00051900

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**Annexure 1**

### Declaration as prescribed under Schedule V as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's 'Code of Conduct' for the financial year ended on **31st March, 2023**.

Place: Kolkata  
Date: 12th May, 2023

**Mr. Mahesh Sodhani**  
Managing Director  
DIN: 02100322

**Mr. Manoj Sodhani**  
Executive Director & CEO  
DIN: 02267180

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## Report on Corporate Governance (contd.)

Annexure 2

**COMPLIANCE CERTIFICATE**  
**REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**  
**FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2023**  
 [as prescribed under the Securities and Exchange Board of India  
 (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To  
 The Members of  
**Gillanders Arbuthnot and Company Limited**  
 C-4, Gillander House, Netaji Subhas Road  
 Kolkata- 700001

1. We have reviewed the compliance of conditions of Corporate Governance by **Gillanders Arbuthnot and Company Limited** (hereinafter referred to as 'the Company'), for the year ended on **31st March, 2023**, as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations').
2. In our opinion and to the best of our information and according to the examinations of the relevant records carried out by us and the explanations given to us and the management representation letter of even date, we certify that the Company has complied with conditions of Corporate Governance as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V of the Listing Regulations, during the year ended on 31st March, 2023.
3. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We further 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.

**K.C. Dhanuka & Co.**  
*Company Secretaries*

**K.C. Dhanuka**  
*Proprietor*

FCS- 2204, CP - 1247

Peer Reviewer No. - 2776/2022

UDIN: F002204E000295442

Place: Kolkata  
 Date: 12th May, 2023

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## Report on Corporate Governance (contd.)

Annexure 3

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

The Members of

**Gillanders Arbuthnot and Company Limited**

C-4, Gillander House, Netaji Subhas Road

Kolkata- 700001

We have examined the relevant registers, records, forms and returns filed, notices, minutes books, other books and papers and disclosures received from the Directors of **Gillanders Arbuthnot and Company Limited**, having CIN - L51909WB1935PLC008194 and having registered office at C-4, Gillander House, Netaji Subhas Road, Kolkata – 700 001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with sub-clause (i) of Clause 10 Para C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'the SEBI LODR'), as amended.

In our opinion and to the best of our information according to the online verifications (including DIN status at the portal www.mca.gov.in) carried out by us and explanations furnished to us by the Company, its officers and specific intimations in Form DIR 8 [pursuant to Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014] as received by the Company from each Director and Management Representation Letter of even date, we hereby certify for the Financial Year ending on **31st March, 2023**, that none of the Directors who were on the Board of the Company, as per details herein below, have been debarred or disqualified from being appointed or continuing as Directors of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name of the Director (in order of Date of Appointment / Re-appointment)	DIN	Date of Appointment / Re-appointment in the Company
1.	Arun Kumar Kothari	00051900	26.08.1985
2.	Prabhawati Devi Kothari	00051860	31.03.2010
3.	Kothaneth Ashok	02272068	28.05.2019
4.	Charudatta Raghvendra Prayag	08463106	28.05.2019
5.	Naresh Pachisia	00233768	09.08.2019
6.	Mahesh Sodhani	02100322	01.04.2021
7.	Manoj Sodhani	02267180	01.04.2021
8.	Arvind Baheti*	08094824	28.03.2023

\*subject to the approval of shareholders at the 89th Annual General Meeting

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

**K.C. Dhanuka & Co.**

*Company Secretaries*

**K.C. Dhanuka**

*Proprietor*

FCS- 2204, CP - 1247

Peer Reviewer No. - 2776/2022

UDIN: F002204E000295431

Place: Kolkata

Date: 12th May, 2023

## Independent Auditor’s Report

### TO THE MEMBERS OF GILLANDERS ARBUTHNOT AND COMPANY LIMITED

#### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of **Gillanders Arbuthnot and Company Limited** (“the Company”), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flows Statement and the Statement of Changes in Equity for the year ended on that date, and a summary of the significant accounting policies and other explanatory information in which is included the financial statements for the year ended on that date audited by the branch auditors of the Company’s branch “MICCO” (hereinafter referred to as “the standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with 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 other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, its cash flows and changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the “Auditor’s Responsibilities for the Audit of the Standalone Financial Statements” section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, 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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.



## Independent Auditor's Report (contd.)

Key Audit Matter	How our audit addressed the key audit matter
<p><b>1. Revenue Recognition</b></p> <p>Revenue recognition is significant audit risk within the Company.</p> <p>The revenue standard establishes a comprehensive framework for determining whether, how much and when revenue is recognized. This involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of identified performance obligation, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, the standard mandates robust disclosures in respect of revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p> <p>Risk exists that revenue is recognized without substantial transfer of control and is not in accordance with Ind AS-115 "Revenue from Contracts with Customers".</p>	<p>Our audit consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"><li>• Evaluated the design and tested the operative effectiveness of the internal controls relating to revenue recognition, discounts and rebates.</li><li>• Tested sample of sale transactions to their respective customer contracts, underlying invoices and related documents.</li><li>• Obtained confirmations from customers on sample basis to support existence assertion of trade receivables and assessed the relevant disclosures made in the financial statements; to ensure revenue from contracts with customers are in accordance with the requirements of relevant accounting standards.</li><li>• In case of construction contracts, reviewed the Company's estimation process (including the approval of project budget, monitoring of project costs and activities, and management's review and customer's approval of project's stage of completion and milestones achieved) used in determining the amounts of revenue and costs recognised in Company's financial statements.</li></ul>
<p><b>2. Impairment of Assets</b></p> <p>Significant judgement is involved in assessing property, plant and equipment for impairment. At the end of every reporting period, the Company assesses whether there is any indication that an asset or cash generating unit (CGU) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset or CGU.</p> <p>The determination of recoverable amount, being the higher of fair value less costs to sell and value-in-use involves significant estimates, assumptions and judgements of the long-term financial projections.</p> <p>Impairment of assets is a key audit matter considering the significance of the carrying value, long term estimation and the significant judgements involved in the impairment assessment.</p>	<p>Our audit procedures included considering the Company's accounting policies with respect to impairment in accordance with Ind AS 36 "Impairment of Assets".</p> <p>We performed test of controls over impairment process through inspection of evidence of performance of these controls. We performed the following tests of details:</p> <ul style="list-style-type: none"><li>• We obtained the management's impairment assessment.</li><li>• We evaluated the key assumptions including projected cash flows. In determining future cash flows management is required to make assumptions relating to future profitability, including revenue growth and operating margins, and the determination of an appropriate discount rate, all of which are subject to management override as the outcome of the impairment assessments could vary significantly if different judgements are applied.</li><li>• We have tested the workings of management for ascertaining fair value and costs of disposal of CGU for ascertaining recoverable amount.</li></ul>

## Independent Auditor's Report (contd.)

### 3. Expected Credit Loss

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.

Our Audit procedure on evaluation of Expected credit loss model include:

- Obtained an understanding of the Company's process for estimating the ECL of various eligible assets included in the Standalone Financial Statements.
- Evaluated the detailed analysis performed by management on revenue by selecting samples for the existing contracts with customers.
- Evaluated the calculation of historical loss rate on the basis of historical trends, industry practices, business environment in which company operates & forward-looking information.

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

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

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Standalone Financial Statements

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

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

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



## Independent Auditor's Report *(contd.)*

### Auditor's Responsibility for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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 standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone 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 standalone 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 standalone financial statements of the current period 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



## Independent Auditor's Report (contd.)

should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matter

We did not audit the financial statements and other financial information of the Company's Engineering (MICCO) Division included in the accompanying standalone financial statements of the Company whose financial statements and other financial information reflect total assets of Rs. 10,198.14 lakhs as at 31st March 2023 and total revenue of Rs. 4,664.31 lakhs for the year ended on that date. This financial statements/ financial information have been audited by the branch auditor whose reports have been furnished to us by the management. Our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of branch and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid branch, is based solely on the report of such branch auditor.

Our opinion is not modified in respect of this matter.

### 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 Section 143(11) 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, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the branch, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
  - a) We / the branch auditor whose report we have relied upon, have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - 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 report on the financial statements of Engineering (MICCO) Division of the Company audited under section 143(8) of the Act by branch auditors has been sent to us and has been properly dealt with us in preparing this report.
  - d) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - e) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with the relevant Rules thereon.
  - f) 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.
  - g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in Annexure "B" to this report. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to these standalone financial statements.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule - V to the Act.



## Independent Auditor's Report (contd.)

- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the branch audit of MICCO division:
  - i. The Company has disclosed the impact of pending litigations as at March 31, 2023 on its financial position in its Standalone financial statements - Refer Note No. 40 to the Standalone financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv.
    - a. The management has represented that, to the best of its knowledge and belief as disclosed in the notes to the Standalone Financial Statement, during the year 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 persons or entities, including foreign entities ("Intermediaries"), with the understanding whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or behalf of the Company (Ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the company (Ultimate beneficiaries).
    - b. The management has represented, that, to the best of its knowledge and belief as disclosed in the notes to the Standalone Financial Statement, during the year no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the company (Ultimate Beneficiaries).
    - c. Based on such audit procedures that we have considered reasonable and appropriate in the circumstances; nothing has come to our attention that causes us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under clause (iv) (a) and (iv) (b) above, contain any material mis-statement.
  - v. No dividend has been declared or paid during the year by the company. The Board of Directors of the company has not proposed any dividend for the financial year 2022-23.
  - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account 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 J K V S & Co.**

*Chartered Accountants*

**Firm's Registration No. 318086E**

**Ajay Kumar**

*Partner*

**Membership No. 068756**

**UDIN: 23068756BGZELC9569**

**Place: Kolkata**

**Date: 12<sup>th</sup> Day of May' 2023**

## Annexure 'A' to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of use assets.
- (B) The company has maintained proper records showing full particulars of intangible assets.
- (b) As per the information and explanations given to us, physical verification of property, plant and equipment and right-of use assets have been carried out periodically in a phased manner by the Company and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to size of the Company and nature of its business.
- (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 (other than immovable properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee) 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 (including right-of use asset) and intangible asset 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 pending against the Company for holding any benami property under the Prohibition of Benami Property Transaction Act, 1988 and rules made thereunder.
- ii. (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts have been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedure and coverage as followed by management were appropriate. No discrepancies were noted on verification between the physical stocks and book records that were more than 10% in the aggregate of each class of inventory.
- (b) As disclosed in note 26.1 to the financial statements and 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 Rs. five crores in aggregate from banks during the year on the basis of security of current asset of the Company. The quarterly returns/statements filed by the company including branch with such banks are not in agreement with the books of accounts and the detail are as follows:

Security Details	Quarter ended	Amount as per books (In Lacs)	Amount as per quarterly return / statement (In Lacs)	Difference (In Lacs)
Inventory and Debtors Less Creditors	June'22	6,571.75	6,453.55	118.20
Inventory and Debtors Less Creditors	September'22	5,987.91	6,022.74	-34.83
Inventory and Debtors Less Creditors	December'22	6,299.31	6,326.14	-26.83
Inventory and Debtors Less Creditors	March'23	6,275.66	6,249.56	26.10

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## Annexure 'A' to the Independent Auditor's Report (contd.)

Reason for variance - As informed by the management, the discrepancy is on account of the details being submitted on the basis of provisional books/financial statements. Adjustments pertaining to forex restatements, goods in transit, overhead allocation on work-in-progress and finished goods, etc. are done only on finalization of books of accounts/financial statements.

- iii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year the Company has not provided any guarantee or security, nor granted loans and any advances in the nature of loans, secured or unsecured, to Companies, firms, limited liability partnership or any other parties. Accordingly reporting under clause (iii) (a) and (iii) (c) to (iii) (f) of the Order are not applicable to the company
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we are of the opinion that the investment made are not prejudicial to the interest of the company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, in respect of grant of loans, investments made and providing guarantees and securities, as applicable.
- v. According to information and explanations given to us, the company has complied with the directives issued by Reserve Bank of India, and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under with respect to deposits (from public). According to the information and explanation's given to us no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits.
- vi. We have broadly reviewed the cost records maintained by the Company in respect of its products (Tea and Textile) pursuant to the rules prescribed by the Central Government of India under section 148 (1) of the Act and are of the opinion that prima facie, the prescribed records have been so made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, duty of customs, Goods & Service Tax, cess and other material statutory dues during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, duty of customs, Goods & Service Tax, cess and other material statutory dues were in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, the dues outstanding in respect of income tax or sales tax or wealth tax or duty of customs or duty of excise or value added tax or goods and service tax, on account of disputes are as follows:

## Annexure 'A' to the Independent Auditor's Report (contd.)

Name of the Statute	Nature of Dues	Amount Involved (₹in Lakhs)	Period to which the amount relates	Forum where Dispute is Pending
The Central Sales Tax Act, 1956	Sales Tax	1.62	2011-12	West Bengal Commercial Taxes Appellate and Revisional Board, Kolkata
		194.45	2004-05	Joint Commissioner, Commercial Taxes, Kolkata
		254.13 (pre-deposit amount Rs. 29.99)	2015-16	Joint Commissioner, Commercial Taxes, Kolkata
The West Bengal Value Added Tax Act, 2005	Sales Tax	28.68 (Net of amount paid under protest RS.3.28)	2013-14	WBCT Appellate and Revisional Board
		79.20 (Pre-deposit amount Rs. 12.58)	2015-16	Sales tax Commissioner (Appeal)
		80.12	2004-05	Joint Commissioner, Commercial Taxes
Orissa Sales Tax Act, 1947	Sales Tax	11.91	1998-99	Additional Commissioner of Sales Tax, Cuttack
Central Sales Tax (Orissa) Rules, 1957	Sales Tax		1998-99 & 1999-2000	Additional Commissioner of Sales Tax, Cuttack
Chennai Sales Tax	Sales Tax	5.13	2006-07	Sales Tax Tribunal, Chennai
Jharkhand VAT Act, 2005	VAT	1.16	2015-16	Sales Tax Tribunal, Ranchi
		51.38	2009-10	High Court, Ranchi
		0.10	2016-17	Sales Tax Tribunal, Ranchi
		0.08	2017-18	Sales Tax Tribunal, Ranchi
Chhattisgarh Vat Act, 2005	VAT	3.76	2014-15	Commissioner of commercial Taxes, Durg
		1.17	2015-16	Commissioner of commercial Taxes, Durg
Finance Act, 1994	GST	9.88 (Net of amount paid under Protest Rs.0.99 lakhs)	2022-23	Hon'ble additional commissioner Appeals, Jodhpur
		26.32 (Net of amount paid under Protest Rs. 2.47 )	2018-19	Commissioner (Appeal), Jharkhand

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## Annexure 'A' to the Independent Auditor's Report (contd.)

Name of the Statute	Nature of Dues	Amount Involved (₹ in Lakhs)	Period to which the amount relates	Forum where Dispute is Pending
Income Tax Act, 1961	Income Tax	8.36	2007-08 to 2017-18	Asst. commissioner of I.T -CPC (TDS)
		5.86	1987-88	Hon 'ble High Court at Calcutta
		2.13	2009-10 to 2020-21	TDS CPC
		Nil (Rs. 5.73 and Pre-deposit Rs. 5.73)	2014-15	Office of the Commissioner Taxes Assam

- viii. According to the information and explanations given to us, Company has not surrendered or disclosed any transactions, 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 to the Company.
- ix. (a) According to the records of the Company examined by us and the information and explanation given to us, the company has not defaulted in repayment of loans or borrowing or in the payment of interest thereon to any financial institution or banks or Government.
- (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 willful 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 explanation given to us by the management, term Loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we report that no funds raised on short-term basis have been used for long-term purpose by the Company.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint ventures as defined under companies Act, 2013.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint venture or associate companies defined under companies Act, 2013.
- x. (a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any money by way of initial public offer or further public offer (including debt instrument). Accordingly reporting under clause (x) (a) of the Order is not applicable to the Company.
- (b) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause (x) (b) of the Order is not applicable to the Company.
- xi. (a) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (b) According to the information and explanation given to us, no report under sub-section (12) of Section 143 of 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 Central Government.

## Annexure 'A' to the Independent Auditor's Report (contd.)

- (c) According to the information and explanations and representations made by the management, no whistle-blower complaints have been received during the year (and upto date of report) by the company.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3 (xii) (a) to (c) of the Order is not applicable to the company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) Based on information and explanation provided to us and our audit procedure, in our opinion, the company has an internal audit system commensurate with the size and nature of its business.  
(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit has been considered by us.
- xv. In our opinion, and according to the information and explanation given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and hence requirement to report on clause 3(xv) of the Order is not applicable on 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) to (c) of the Order is not applicable to the Company.  
(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under Clause 3 (xvi) (d) of the Order is not applicable.
- xvii. In our opinion and according to the information and explanations provided to us, The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, provisions of 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. According to the records of the Company examined by us and the information and explanation given to us the average net profits of the Company during the three immediately preceding financial years is negative, hence the company did not spend any amount in CSR activities. Accordingly, provisions of clause (xx) (a) and (b) of the Order are not applicable to the Company. Refer Note No. 56 (xi) to the Standalone financial statements.

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For J.K.V.S &amp; Co.

Chartered Accountants

Firm's Registration No. 318086E

Ajay Kumar

Partner

Membership No. 068756

UDIN: 23068756BGZELC9569

Place: Kolkata

Date: 12<sup>th</sup> Day of May' 2023



## Annexure 'B' to the Independent Auditor's Report

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

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

We have audited the internal financial controls with reference to financial statements of **GILLANDERS ARBUTHNOT AND COMPANY LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements 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. 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 with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

#### Meaning of Internal Financial Controls With reference to financial statements

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



## Annexure 'B' to the Independent Auditor's Report

### Inherent Limitations of Internal Financial Controls With reference to financial statements

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

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to financial statements 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.

### Other Matter

Our aforesaid reports u/s 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far as it relates to one unit of the Company's Engineering (MICCO) Division is based on the corresponding report of the branch auditor of such unit.

**For J.K.V.S & Co.**  
*Chartered Accountants*  
**Firm's Registration No. 318086E**

**Ajay Kumar**  
*Partner*

**Membership No. 068756**  
**UDIN: 23068756BGZELC9569**

Place: Kolkata  
Date: 12<sup>th</sup> Day of May' 2023

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## Standalone Balance Sheet as at 31st March 2023

(₹ in Lakhs)

Particulars	Note No	As at 31st March, 2023	As at 31st March, 2022
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property, Plant and Equipment	4A	23,032.93	23,155.81
Capital Work-In-Progress	4B	310.41	374.62
Right of Use Asset	4C	24.58	26.81
Intangible Assets	5	16.52	25.50
Investment in Subsidiary	6	4,016.56	3,562.59
Financial Assets			
Investments	7	8.81	172.82
Other Financial Assets	9	271.41	711.21
Non-Current Income Tax Asset (Net)	10	593.31	711.95
Other Non-Current Assets	11	6.40	30.46
<b>Total Non Current Assets</b>		<b>28,280.93</b>	<b>28,771.77</b>
<b>CURRENT ASSETS</b>			
Biological Assets other than Bearer Plants	12	24.83	47.33
Inventories	13	8,945.54	10,945.73
Financial Assets			
Investments	14	-	134.95
Trade Receivables	15	2,539.67	3,355.93
Cash and Cash Equivalents	16	229.58	60.94
Bank Balances other than Note 16	17	70.87	321.19
Loans	8	6.80	9.06
Other Financial Assets	9	5,162.38	5,441.72
Other Current Assets	11	2,550.33	2,605.08
<b>Total Current Assets</b>		<b>19,530.00</b>	<b>22,921.93</b>
<b>Total Assets</b>		<b>47,810.93</b>	<b>51,693.70</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	18	2,134.23	2,134.23
Other Equity	19	24,884.31	23,035.04
<b>Total Equity</b>		<b>27,018.54</b>	<b>25,169.27</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
Financial Liabilities			
Borrowings	20	1,248.34	4,560.99
Other Financial Liabilities	22	648.76	605.53
Provisions	23	119.88	117.05
Deferred Tax Liabilities (Net)	24	-	-
<b>Total Non-Current Liabilities</b>		<b>2,016.98</b>	<b>5,283.57</b>
<b>CURRENT LIABILITIES</b>			
Financial Liabilities			
Borrowings	26	7,375.57	8,413.76
Lease liabilities	21	-	12.51
Trade Payables	27		
Total Outstanding dues of Micro Enterprises and Small Enterprises		31.32	52.02
Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		4,495.28	6,445.02
Other Financial Liabilities	22	2,663.13	2,810.81
Other Current Liabilities	25	1,342.41	926.62
Provisions	23	2,867.70	2,580.12
<b>Total Current Liabilities</b>		<b>18,775.41</b>	<b>21,240.86</b>
<b>Total Equity and Liabilities</b>		<b>47,810.93</b>	<b>51,693.70</b>

The accompanying notes form an integral part of these Standalone Financial Statements.  
As per our Report of even date annexed.

For and on behalf of the Board

### For J K V S & CO

Chartered Accountants

Firm Registration Number 318086E

**Ajay Kumar**

Partner

Membership No. 068756

Kolkata, 12th May 2023

**Manoj Sodhani**  
Executive Director & CEO  
(DIN:02267180)

**Rajat Arora**  
Company Secretary

**Mahesh Sodhani**  
Managing Director  
(DIN:02100322)

**Arun Kumar Kothari**  
Chairman  
(DIN:00051900)

**Niraj Singh**  
Chief Financial Officer

## Standalone Statement of Profit and Loss for the year ended 31st March, 2023

(₹ in Lakhs)

Particulars	Note No.	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>INCOME</b>			
Revenue from Operations	28	42,160.04	36,840.63
Other Income	29	1,185.53	1,714.53
<b>Total Income (i)</b>		<b>43,345.57</b>	<b>38,555.16</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	30	8,619.50	10,370.57
Purchase of Traded Goods	31	3,591.38	4,245.75
Changes in Inventories of Finished Goods, Work-in-Progress and Traded Goods	32	1,932.77	(3,128.77)
Employee Benefits Expense	33	12,053.69	10,998.78
Finance Costs	34	1,341.78	1,894.76
Depreciation and Amortisation Expense	35	909.49	889.12
Other Expenses	36	13,819.86	11,954.90
<b>Total Expenses (ii)</b>		<b>42,268.47</b>	<b>37,225.11</b>
<b>Profit / (Loss) before Exceptional Items and Tax (i) - (ii)</b>		<b>1,077.10</b>	<b>1,330.05</b>
Exceptional Item	37	1,064.66	-
<b>Profit / (Loss) after Exceptional Item but before Tax</b>		<b>2,141.76</b>	<b>1,330.05</b>
<b>Tax Expense:</b>			
Current Tax		-	-
Deferred Tax {Charge / (Credit)}	38	102.21	(60.59)
<b>Profit / (Loss) for the year (iii)</b>		<b>2,039.55</b>	<b>1,390.64</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss</b>	39		
Remeasurement Gain / (Loss) on the Defined Benefit Plans		(292.49)	173.38
Net Gain / (Loss) on Equity Instruments through Other Comprehensive Income		-	19.46
Income tax relating to these items		102.21	(60.59)
<b>Other Comprehensive Income for the year (Net of Tax) (iv)</b>		<b>(190.28)</b>	<b>132.25</b>
<b>Total Comprehensive Income for the year (iii + iv)</b>		<b>1,849.27</b>	<b>1,522.89</b>
<b>Earnings Per Share</b>			
Nominal Value of Shares (₹ 10)			
Basic & Diluted Earnings Per Share	46	9.56	6.52

The accompanying notes form an integral part of these Standalone Financial Statements.  
As per our Report of even date annexed.

For and on behalf of the Board

**For J K V S & CO**

Chartered Accountants

Firm Registration Number 318086E

**Ajay Kumar**

Partner

Membership No. 068756

Kolkata, 12th May 2023

**Manoj Sodhani**

Executive Director & CEO

(DIN:02267180)

**Rajat Arora**

Company Secretary

**Mahesh Sodhani**

Managing Director

(DIN:02100322)

**Arun Kumar Kothari**

Chairman

(DIN:00051900)

**Niraj Singh**

Chief Financial Officer

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## Standalone Statement of Change in Equity for the year ended 31st March 2023

(₹ in Lakhs)

### a) Equity Share Capital

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balance at the beginning of the current reporting period	2,134.23	2,134.23
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	-	-
Changes in equity share capital during the current year	-	-
<b>Balance at the end of the current reporting period</b>	<b>2,134.23</b>	<b>2,134.23</b>

### b) Other Equity

Particulars	Reserves & Surplus				Items of Other Comprehensive Income	Total
	Capital Reserve	Preference Share Redemption Reserve	General Reserve	Retained Earnings	Equity instrument through Other Comprehensive Income	
Balance as at 31st March 2021	3,407.53	262.47	9,860.07	7,919.34	62.74	21,512.15
<b>Comprehensive Income for the year</b>						
Profit / (Loss) for the year				1,390.64		1,390.64
Other Comprehensive Income, net of Income Tax				112.79	19.46	132.25
<b>Total Comprehensive Income for the year</b>	-	-	-	<b>1,503.43</b>	<b>19.46</b>	<b>1,522.89</b>
Realised gain on Sale of Equity instruments through FVTOCI				34.12	(34.12)	-
Balance as at 31st March 2022	3,407.53	262.47	9,860.07	9,456.89	48.08	23,035.04
<b>Comprehensive Income for the year</b>						
Profit / (Loss) for the year				2,039.55		2,039.55
Other Comprehensive Income, net of Income Tax				(190.28)	-	(190.28)
<b>Total Comprehensive Income for the year</b>	-	-	-	<b>1,849.27</b>	-	<b>1,849.27</b>
Realised gain on Sale of Equity instruments through FVTOCI				48.08	(48.08)	-
<b>Balance as at 31st March 2023</b>	<b>3,407.53</b>	<b>262.47</b>	<b>9,860.07</b>	<b>11,354.24</b>	<b>-</b>	<b>24,884.31</b>

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

As per our Report of even date annexed.

For and on behalf of the Board

#### For J K V S & CO

Chartered Accountants

Firm Registration Number 318086E

**Ajay Kumar**

Partner

Membership No. 068756

Kolkata, 12th May 2023

**Manoj Sodhani**

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(DIN:02267180)

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Managing Director

(DIN:02100322)

**Arun Kumar Kothari**

Chairman

(DIN:00051900)

**Niraj Singh**

Chief Financial Officer

## Standalone Cash Flow Statement for the year ended 31st March, 2023

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2023		For the Year Ended 31st March, 2022	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Profit/(Loss) before tax		2,141.76		1,330.05
Adjustments for :				
Depreciation and Amortisation Expense	909.49		889.12	
Finance Cost (Net of incentive income)	1,341.78		1,894.76	
Exceptional Item	(1,064.66)		-	
(Gain) / Loss on Restatement of Investment at FVTPL	-		(0.05)	
(Profit)/Loss on Sale of Property, Plant and Equipment (Net)	(42.71)		(75.57)	
Loss on Foreign currency transaction and translation (Net)	78.00		(3.92)	
Gain on Sale of Investment at FVTPL	(12.39)		(3.84)	
Bad Debts and Advances written off	386.25		581.59	
Allowances for Doubtful Debts and advances written back	(246.60)		(1,062.49)	
Change in Fair Value of Biological Asset	22.50		9.93	
Interest Income	(78.73)		(72.33)	
Liability no longer required written back	(338.94)	953.99	(320.23)	1,836.97
<b>Operating profit before Working Capital Changes</b>		<b>3,095.75</b>		<b>3,167.02</b>
Adjustments for :				
Trade and Other Receivables	966.76		4,163.12	
Inventories	2,000.19		(2,259.03)	
Trade and Other Payables	(1,132.67)	1,834.28	834.85	2,738.94
<b>Cash Generated from Operations</b>		<b>4,930.03</b>		<b>5,905.96</b>
Direct Taxes (Paid) / Refund (Net)	16.43		(62.02)	
Interest received on Income Tax Refund	38.11	54.54	21.93	(40.09)
<b>Net Cash from Operating Activities</b>		<b>4,984.57</b>		<b>5,865.87</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Property, Plant and Equipment and Intangible Assets including Capital work-in-progress and capital advance	(762.55)		(498.54)	
Proceeds from Sale of Property, Plant and Equipment	81.62		125.88	
Proceeds from Sale of Units	1,100.00		-	
Proceeds / (Purchase) of Current Investments (Net)	136.11		390.38	
Proceeds from Sale of Non-Current Investments (Net)	175.24		135.08	
Investment in Subsidiary	(453.97)		-	
Proceeds / (Investment) in Bank Deposit (Net)	665.66		(100.87)	
Interest Received	33.28		6.35	
<b>Net Cash used in Investing Activities</b>		<b>975.39</b>		<b>58.28</b>

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## Standalone Cash Flow Statement for the year ended 31st March, 2023 (contd.)

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long Term Borrowings	-	1,006.61
Repayment of Long Term Borrowings	(3,385.25)	(2,404.20)
Short Term Borrowings (Net)	(191.53)	(1,546.78)
Proceeds from Fixed Deposits (from Public)	-	812.92
Repayment of Fixed Deposits (from Public)	(794.74)	(2,005.32)
Payment of Unclaimed Dividend	-	(3.52)
Finance Charges Paid	(1,419.80)	(1,889.74)
<b>Net Cash used in Financing Activities</b>	<b>(5,791.32)</b>	<b>(6,030.03)</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C)</b>	<b>168.64</b>	<b>(105.88)</b>
Cash and Cash Equivalents on Opening date	60.94	166.82
Cash and Cash Equivalents on Closing date	229.58	60.94
	<b>168.64</b>	<b>(105.88)</b>

### Notes :

- a) The above Cash Flow Statement has been prepared under the “Indirect Method” as set out in the Indian Accounting Standard 7 on ‘Cash Flow Statements’.

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>b) Component of Cash &amp; Cash Equivalents: -</b>		
Cash on Hand	17.06	21.53
Balances with Banks in Current Accounts	212.52	39.41
Cash & Cash Equivalent as per Balance sheet (Refer Note no 16)	<b>229.58</b>	<b>60.94</b>
<b>c) Debt Reconciliation Statement in accordance with Ind AS 7</b>	<b>2022-2023</b>	<b>2021-2022</b>
<b>Opening Balances</b>		
Non Current Borrowings	4,560.99	4,738.87
<b>Movement</b>		
Non Current Borrowings	(3,312.65)	(177.88)
<b>Closing Balances</b>		
Non Current Borrowings	1,248.34	4,560.99

- d) Previous year’s figures have been rearranged / regrouped, wherever necessary.

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

As per our Report of even date annexed.

For and on behalf of the Board

### For J K V S & CO

Chartered Accountants

Firm Registration Number 318086E

**Ajay Kumar**

Partner

Membership No. 068756

Kolkata, 12th May 2023

**Manoj Sodhani**  
Executive Director & CEO  
(DIN:02267180)

**Rajat Arora**  
Company Secretary

**Mahesh Sodhani**  
Managing Director  
(DIN:02100322)

**Arun Kumar Kothari**  
Chairman  
(DIN:00051900)

**Niraj Singh**  
Chief Financial Officer

## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023

**1. CORPORATE AND GENERAL INFORMATION**

Gillanders Arbuthnot and Company Limited (GACL) was incorporated as a Limited Company in India under the Companies Act in the year 1935 having its registered office at Kolkata. It became part of well-known Kothari Group of Companies in the late sixties. The Company primarily deals in manufacture and sale of tea, manufacture and sale of yarn made out of Cotton and Man Made Fibres, Manufacture and sale of Steel Structural, Pipes and Equipment and designing, supplying, erection and commissioning of projects on turnkey basis and letting out of property on Rent.

**2. BASIS OF PREPARATION****2.1. Statement of Compliance**

These financial statements 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), other relevant provisions of the Act and other accounting principles generally accepted in India.

The financial statements of the Company for the year ended 31st March, 2023 have been approved by the Board of Directors in their meeting held on 12th May, 2023.

**2.2. Basis of Accounting**

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

- Certain Financial Assets and Liabilities are measured at Fair value/ Amortized cost (Refer Note 49);
- Derivative Financial Instruments measured at fair value;
- Defined Benefit Plans – Plan assets measured at Actuarial Valuation; and
- 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 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 to be made that affect 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. Revision to accounting estimates are recognized in the period in which the estimates are revised and future periods affected. For details of estimates and judgements used in preparation of financial statements refer Note 3.19.

**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 Division II of 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 and Disclosure Requirements) Regulations, 2015 (as amended).



## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

### 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 and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 "Presentation of Financial Statements". 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 is intended to be sold or consumed in the normal operating cycle; or
- Held primarily for the purpose of trading; or
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Similarly a liability is current if:

- It is expected to be settled in normal operating cycle; or
- It is held primarily for the purpose of trading; or
- 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

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 best economic 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, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized 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.



## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

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

### 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 been applied consistently to all the periods presented in the financial statements.

#### 3.1. INVENTORIES

Inventories are valued at the lower of cost and net realizable value (NRV). Cost is measured by including, unless specifically mentioned below, cost of purchase and other costs incurred in bringing the inventories to their present location and condition. 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, Stores and Spare Parts:** At Cost (on weighted average basis) or Net Realizable Value whichever is lower. Cost of harvested tea leaves, produced from own gardens, is measured at fair value less cost to sell at the point of harvest of tea leaves. Materials and other items held for use in the production of inventories are not written down below costs, if finished goods in which they will be incorporated are expected to be sold at or above cost.
- **Stock in Process:** Is valued with material at lower of weighted average cost and market rate and estimated conversion cost. In case of textile, in view of substantially large number of items in stock in progress, it is not feasible to maintain the status of movement of each item at shop floor on perpetual basis. The Company, however, physically verifies such stocks at the end of the year and valuation is made on the basis of such physical verification.
- **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.
- **Contract in Progress:** For long term contracts, contract in progress is valued at realizable value/contractual rate and provision for losses, as may be estimated for completion thereof.
- **Stock in Trade:** Measured at cost (i.e., purchase cost) or net realizable value 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 equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

#### 3.3. INCOME TAX

Income Tax expenses comprise current tax and deferred tax charge or credit.

Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.

Deferred tax is provided, on all temporary differences at the reporting date between the carrying amount of assets and liabilities for financial reporting purposes and its tax base. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognized directly in equity or Other Comprehensive Income (OCI) is recognized in equity or OCI and not in the Statement of Profit and Loss. Deferred tax assets include



## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

Minimum Alternate Tax (MAT) paid (tax credit) in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability and is considered as an asset if it is probable that future taxable profit will be available against which these tax credit can be utilized.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

### 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 and/or 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 in the year of disposal.

##### 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:

- Depreciation on Property, Plant and Equipment is provided under Straight Line Method at rates determined based on the useful life of the respective assets and their residual value in accordance

## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

with Schedule II of the Companies Act, 2013 or as reassessed by the Company based on the technical evaluation.

- In respect of the Plant and Machinery other than continuous process plant under Textile Division, useful life of 30 years has been considered on the basis of technical evaluation, which is different from life specified in Schedule II.
- In respect of spares for specific machinery, it is depreciated over the remaining 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 of).
- Depreciation method, useful life and residual values are reviewed at each financial year-end and 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 in so far as such expenses relate to the period prior to the commencement of commercial production.

**3.4.2. Bearer Plants****3.4.2.1. Recognition and Measurement:**

- Bearer Plants, comprising of mature tea bushes are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any).
- Cost of bearer plants includes the cost of uprooting, land development, rehabilitation, planting of Guatemala, planting of shade trees, cost of nursery, drainage, cultivation, fertilizers, agro-chemicals, pruning and infilling etc.

**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 recognized so as to write off its cost over useful lives, using the straight-line method.
- Estimated useful life of the bearer plants has been determined by the Management. The residual value in case of Bearer Plants has been considered as NIL.
- The estimated useful life, residual value 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.

**3.4.2.4. Capital Work in Progress**

Young tea bushes and shade trees, 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



## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

newly planted bushes until maturity. On maturity, these costs are classified under bearer plants. Depreciation of bearer plants commence on maturity.

### 3.5. INTANGIBLE ASSETS

#### 3.5.1. 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.

#### 3.5.2. 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 and Loss.

#### 3.5.3. Amortization

- Intangible assets are amortized over a period of five years.
- The amortization period and the amortization method are reviewed 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.

#### 3.5.4. Intangible Assets under Development

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

### 3.6. 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.

#### 3.6.1. As a lessee:

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 recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

##### i) Right-of-use Assets (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. Refer to the accounting policies in Note 3.15 Impairment of non-financial assets.

##### ii) Lease Liabilities

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

## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

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. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

### iii) 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 of office equipment 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.

#### 3.6.2. As a lessor:

Lease income from operating leases where the Company is a lessor is recognized as 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.

### 3.7. REVENUE RECOGNITION

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

#### 3.7.1. Sale 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.

#### 3.7.2. Revenue from construction contracts:\

Revenue from fixed-price construction contract, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is assessed by the



## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

Management. Efforts or costs expended have been used to measure progress towards completion. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date. The significant terms of payment of the contract are the Job advances, progressive payments and milestone payments as mutually agreed upon.

### 3.7.3. 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.

### 3.7.4. Other Income:

**3.7.4.1. Interest Income:** For all debt instruments measured either at amortized cost or at fair value through other comprehensive income (FVTOCI), interest income is recorded using the effective interest rate (EIR) through Statement of Profit and Loss. 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.

**3.7.4.2. Dividend Income:** It is accounted for in the period in which the right to receive the same is established.

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

## 3.8. EMPLOYEE BENEFITS

### 3.8.1. 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.

### 3.8.2. Other Long Term Employee Benefits

The liabilities for earned 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 immediately.

### 3.8.3. Post-Employment Benefits

The Company operates the following post-employment schemes:

#### ➤ Defined Contribution Plan

Defined contribution plans such as Provident Fund, Employee State Insurance etc. are charged to the statement of profit and loss as and when incurred. Further the monthly contribution for provident fund of all the members are made to the Regional Provident Fund.

#### ➤ 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

**Notes to the Standalone Financial Statements** as on and for the year ended 31st March 2023 *(contd.)*

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.

Re-measurement 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. Re-measurement recognized in other comprehensive income will not be reclassified to the statement of profit and loss.

**3.9. GOVERNMENT GRANTS**

Government grants are recognized 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 recognized 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 is included in non-current liability as deferred income and is credited to statement of profit and loss on the same systematic basis as the respective asset is depreciated over its expected life and is presented in other operating income.

Alternatively, the same can be presented by deducting the grant from the carrying amount of the asset.

**3.10. 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 statement of profit and 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).

**3.11. 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 which necessarily takes a substantial period of time 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.



## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

### 3.12. INVESTMENTS IN SUBSIDIARIES

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognized in the statement of profit and loss.

### 3.13. FINANCIAL INSTRUMENTS

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

#### 3.13.1. 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 statement of profit and loss, transaction costs that are attributable to the acquisition of the financial asset.

➤ **Classification and Subsequent Measurement:**

For the 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 Statement of Profit and Loss (FVTPL); and
- Equity Instruments measured 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 to hold assets for collecting contractual cash flows; and
  - The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (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. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the Statement of profit and loss. This category generally applies to trade receivables, cash and bank balances, loans and other financial assets of the company.

- **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; and
  - 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



## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

or losses. Interest calculated using the effective interest rate 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 statement of profit and loss.
- **Equity Instruments measured at FVTOCI:** All equity investments in the scope of Ind AS – 109 are measured at fair value. Equity instruments which are, held for trading are classified as at FVTPL. For all other equity instruments, 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 Statement of Profit and Loss, even on sale of investment.
- **Derecognition:**  
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.

### 3.13.2. Financial Liabilities

- **Recognition and Initial Measurement:**  
Financial liabilities are classified, at initial recognition, as at fair value through Statement of profit and 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 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 Statement of profit and loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognized in statement of profit and loss. Any gain or loss on derecognition is also recognized in statement of profit and loss.
- **Financial Guarantee Contracts:**  
Financial guarantee contracts issued by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee



## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirement of Ind AS- 109 and the amount recognized less cumulative amortization.

### ➤ **Derecognition:**

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

### **3.13.3. 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.

### **3.13.4. Derivative financial instruments:**

The Company enters into derivative financial instruments viz. foreign exchange forward contracts, to manage its exposure to foreign exchange rate risks. The Company does not hold derivative financial instruments for speculative purposes.

Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in Statement of profit and loss immediately.

### **3.14. Earnings Per Share**

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

### **3.15. 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 flows which are largely independent of the cash flows from other assets or group of assets (Cash Generating Units – CGU).

An impairment loss is recognized as an expense in the Statement of Profit and 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 a change in recoverable amount.

### **3.16. Provisions, Contingent Liabilities and Contingent Assets**

#### **3.16.1. 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

## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

risks specific to the liability. The unwinding of the discount is recognized as finance cost.

### 3.16.2. 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 probable 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 the Financial Statements.

### 3.16.3. Contingent Assets:

Contingent asset 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 and where the amount can be measured reliably.

## 3.17. Biological Assets and Agricultural Produce

### 3.17.1. Biological Assets:

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

The Company recognizes biological assets when, and only when, the Company controls the assets as a result 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 as a result 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 and Loss for the period in which it arises.

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

## 3.18. Operating Segment:

Operating Segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors. Segments are organized based on businesses which have similar economic characteristics as well as exhibit similarities in nature of production processes, the type and class of customer and distribution methods.

Segment revenue arising from third party customers is reported on the same basis as revenue in the financial statements. Inter-segment revenue is reported on the basis of transactions which are primarily market led. Segment results represent profits before finance charges, unallocated corporate expenses and taxes. "Unallocated Expenses" include revenue and expenses that relate to initiatives/ costs attributable to the enterprise as a whole and are not attributable to individual segments.



## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

### 3.19. 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:

- **Revenue Recognition:** In case of construction contracts, the Company uses the percentage-of-completion method in accounting for its fixed-price contracts. Use of the percentage of completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion.
- **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/ amortizable assets (tangible and intangible):** Management reviews its estimate of the useful lives of depreciable/ amortizable 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 property, 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 recognizing 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

## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

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:** The fair value of Biological Assets is determined based on recent transactions entered into with third parties or available market price.

### 3.20. RECENT ACCOUNTING PRONOUNCEMENTS:

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 Company 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 Company 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 Company does not expect this amendment to have any significant impact in its financial statements



Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

NOTE 4 - PROPERTY, PLANT AND EQUIPMENT, CWIP, ROU

Sl No.	Particulars	Gross Block				Depreciation and Amortisation				Net Block	
		Balance as at 31st March, 2022	Additions	Disposal / Adjustment	Balance as at 31st March, 2023	Balance as at 31st March, 2022	Depreciation / Amortisation for the year	Disposal / Adjustment	Balance as at 31st March, 2023	Balance as at 31st March, 2023	Balance as at 31st March, 2022
<b>A</b>	<b>Property, Plant &amp; Equipment</b>										
	Freehold Land	12,013.74	-	23.26	11,990.48	-	-	-	-	11,990.48	12,013.74
	Buildings	4,510.71	42.31	47.77	4,505.25	2,292.50	65.58	34.13	2,323.95	2,181.30	2,218.21
	Bridges, culverts, bunders, etc	16.11	-	-	16.11	10.05	0.56	-	10.61	5.50	6.06
	Roads	105.97	-	-	105.97	93.02	1.70	-	94.72	11.25	12.95
	Plant and Machinery	14,560.61	517.35	236.96	14,841.00	10,224.01	586.15	217.60	10,592.56	4,248.44	4,336.60
	Furniture and Fittings	373.84	7.06	0.11	380.79	325.00	6.82	0.11	331.71	49.08	48.84
	Motor Vehicles	1,030.07	96.93	98.43	1,028.57	660.33	60.32	82.77	637.88	390.69	369.74
	Office Equipment	301.23	7.26	0.77	307.72	276.52	6.98	0.72	282.78	24.94	24.71
	Computers and Data Processing units	348.93	10.47	29.24	330.16	320.14	7.05	27.47	299.72	30.44	28.79
	Electrical Installations and Equipment	1,360.93	2.13	0.02	1,363.04	599.79	39.07	0.02	638.84	724.20	761.14
	Bearer Plants	3,990.06	165.97	0.65	4,155.38	655.03	123.87	0.13	778.77	3,376.61	3,335.03
	<b>Total</b>	<b>38,612.20</b>	<b>849.48</b>	<b>437.21</b>	<b>39,024.47</b>	<b>15,456.39</b>	<b>898.10</b>	<b>362.95</b>	<b>15,991.54</b>	<b>23,032.93</b>	<b>23,155.81</b>
<b>B</b>	<b>Capital Work In Progress</b>									310.41	374.62
	<b>Total</b>									<b>310.41</b>	<b>374.62</b>
<b>C</b>	<b>Right of Use Asset</b>										
	Right of Use Asset	33.52	-	-	33.52	6.71	2.23	-	8.94	24.58	26.81
	<b>Total</b>	<b>33.52</b>	<b>-</b>	<b>-</b>	<b>33.52</b>	<b>6.71</b>	<b>2.23</b>	<b>-</b>	<b>8.94</b>	<b>24.58</b>	<b>26.81</b>
	<b>Grand Total (A+B+C)</b>	<b>38,645.72</b>	<b>849.48</b>	<b>437.21</b>	<b>39,057.99</b>	<b>15,463.10</b>	<b>900.33</b>	<b>362.95</b>	<b>16,000.48</b>	<b>23,367.92</b>	<b>23,557.24</b>

Capital work in progress (CWIP) Ageing Schedule:-

As at 31 March 2023	Amount in CWIP for a period of					Total
	Less than 1 year	1-2 years	2-3 years	> 3 years		
Projects in progress	169.53	51.72	32.57	56.59	310.41	
<b>Total</b>	<b>169.53</b>	<b>51.72</b>	<b>32.57</b>	<b>56.59</b>	<b>310.41</b>	

Sl No.	Particulars	Gross Block				Depreciation and Amortisation				Net Block	
		Balance as at 31st March, 2021	Additions	Disposal / Adjustment	Balance as at 31st March, 2022	Balance as at 31st March, 2021	Depreciation / Amortisation for the year	Disposal / Adjustment	Balance as at 31st March, 2022	Balance as at 31st March, 2022	Balance as at 31st March, 2021
<b>A</b>	<b>Property, Plant &amp; Equipment</b>										
	Freehold Land	12,013.74	-	-	12,013.74	-	-	-	-	12,013.74	12,013.74
	Buildings	4,473.61	45.40	8.30	4,510.71	2,235.65	64.74	7.89	2,292.50	2,218.21	2,237.96
	Bridges, culverts, bunders, etc	16.11	-	-	16.11	9.49	0.56	-	10.05	6.06	6.62
	Roads	105.97	-	-	105.97	93.02	-	-	93.02	12.95	12.95
	Plant and Machinery	14,591.86	275.50	306.75	14,560.61	9,929.13	577.02	282.14	10,224.01	4,336.60	4,662.73
	Furniture and Fittings	369.61	4.28	0.05	373.84	317.13	7.87	-	325.00	48.84	52.48
	Motor Vehicles	973.26	168.44	111.63	1,030.07	692.83	54.48	86.98	660.33	369.74	280.43
	Office Equipment	298.33	2.90	-	301.23	269.09	7.43	-	276.52	24.71	29.24
	Computers and Data Processing units	346.32	4.34	1.73	348.93	315.63	6.16	1.65	320.14	28.79	30.69
	Electrical Installations and Equipment	1,356.59	6.19	1.85	1,360.93	561.67	39.46	1.34	599.79	761.14	794.92
	Bearer Plants	3,710.41	279.65	-	3,990.06	535.59	119.44	-	655.03	3,335.03	3,174.82
	<b>Total</b>	<b>38,255.81</b>	<b>786.70</b>	<b>430.31</b>	<b>38,612.20</b>	<b>14,959.23</b>	<b>877.16</b>	<b>380.00</b>	<b>15,456.39</b>	<b>23,155.81</b>	<b>23,296.58</b>

## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

Sl No.	Particulars	Gross Block				Depreciation and Amortisation				Net Block	
		Balance as at 31st March, 2021	Additions	Disposal / Adjustment	Balance as at 31st March, 2022	Balance as at 31st March, 2021	Depreciation / Amortisation for the year	Disposal / Adjustment	Balance as at 31st March, 2022	Balance as at 31st March, 2022	Balance as at 31st March, 2021
B	Capital Work In Progress									374.62	595.42
	Total									374.62	595.42
C	Right of Use Asset										
	Right of Use Asset	33.52	-	-	33.52	4.48	2.23	-	6.71	26.81	29.04
	Total	33.52	-	-	33.52	4.48	2.23	-	6.71	26.81	29.04
	Grand Total (A+B+C)	38,289.33	786.70	430.31	38,645.72	14,963.71	879.39	380.00	15,463.10	23,557.24	23,921.04

## Capital work in progress (CWIP) Ageing Schedule:-

As at 31 March 2022	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	> 3 years	
Projects in progress	140.57	87.40	82.47	64.18	374.62
Total	140.57	87.40	82.47	64.18	374.62

- The amount of Contractual commitments for acquisition of property, plant and equipment is disclosed in Note 41(a).
- Refer Note 42.2 for Office Premises given on Operating Lease (included under Head 'Buildings' above).
- The amount of expenditure recognised in the carrying amount of Property Plant and Equipment in the course of construction / development is ₹128.77 Lakhs (PY - ₹ 75.43 Lakhs).
- Borrowing cost capitalised during the year is ₹ 10.09 Lakhs (PY- ₹ 4.95 Lakhs) at the capitalisation rate of 8.96% (PY- 7.50%).
- Refer Note 20.3 and Note 26.1 for information on Property, Plant and Equipment pledged as securities by the Company.
- There is no capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan or has been suspended.
- The Company has not revalued its Property, Plant and Equipment during the year ended 31st March 2023 and 31st March 2022.
- Title deed of all the immovable properties are held in the name of the Company.

## NOTE 5 - INTANGIBLE ASSETS

Sl No.	Particulars	Gross Block				Depreciation and Amortisation				Net Block	
		Balance as at 31st March, 2022	Additions	Disposal / Adjustment	Balance as at 31st March, 2023	Balance as at 31st March, 2022	Amortisation for the year	Disposal / Adjustment	Balance as at 31st March, 2023	Balance as at 31st March, 2023	Balance as at 31st March, 2022
A	Computer Softwares	288.77	0.18	-	288.95	263.27	9.16	-	272.43	16.52	25.50
	Total	288.77	0.18	-	288.95	263.27	9.16	-	272.43	16.52	25.50
B	Intangible Assets under development									-	-
	Total									-	-
	Grand Total (A+B)	288.77	0.18	-	288.95	263.27	9.16	-	272.43	16.52	25.50



## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

Sl No.	Particulars	Gross Block				Depreciation and Amortisation				Net Block	
		Balance as at 31st March, 2021	Additions	Disposal / Adjustment	Balance as at 31st March, 2022	Balance as at 31st March, 2021	Depreciation / Amortisation for the year	Disposal / Adjustment	Balance as at 31st March, 2022	Balance as at 31st March, 2022	Balance as at 31st March, 2021
A	Computer Softwares	288.51	0.26	-	288.77	253.54	9.73	-	263.27	25.50	34.97
	Total	288.51	0.26	-	288.77	253.54	9.73	-	263.27	25.50	34.97
B	Intangible Assets under development									-	-
	Total									-	-
	Grand Total (A+B)	288.51	0.26	-	288.77	253.54	9.73	-	263.27	25.50	34.97

### Note:

- No Intangible Assets has been pledged as securities by the Company.
- The Company has not revalued its Intangible Assets during the year ended 31st March 2023 and 31st March 2022.

### NOTE 6 - INVESTMENT IN SUBSIDIARY

Particulars	Face Value	As at 31st March 2023		As at 31st March 2022	
		Nos	Amount	Nos	Amount
<b>Unquoted Investments (Fully Paid up)</b>					
<b>Investment in Equity Shares (Measured at Cost)</b>					
Gillanders Holdings (Mauritius) Ltd	No par	53,44,396	4,016.56	47,40,000	3,562.59
<b>Total</b>			<b>4,016.56</b>		<b>3,562.59</b>
Aggregate amount of Unquoted Investment			<b>4,016.56</b>		<b>3,562.59</b>
Aggregate value of Impairment			-		-

### NOTE 7 - NON - CURRENT INVESTMENTS

Particulars	Face Value	As at 31st March 2023		As at 31st March 2022	
		Nos	Amount	Nos	Amount
<b>INVESTMENTS AT AMORTIZED COST</b>					
<b>Investment in Fully paid Debentures (Unquoted)</b>					
5% 10 years Redeemable Debenture in Shillong Club Ltd.	100	18	0.01	18	0.01
			<b>0.01</b>		<b>0.01</b>
<b>INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME</b>					
Investments in Unquoted Equity Instruments					
Bharat Fritz Werner Ltd	2	-	(0.00)	1,10,898	159.51
Kothari Investment and Industries Pvt Ltd	10	-	-	3,800	4.50
Satyam Financial Services Ltd.	10	59,669	7.18	59,669	7.18



## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

Particulars	Face Value	As at 31st March 2023		As at 31st March 2022	
		Nos	Amount	Nos	Amount
Woodlands Multispeciality Hospital Ltd.	10	8,655	0.87	8,655	0.87
ABC Tea Workers Welfare Services Ltd.	10	7,502	0.75	7,502	0.75
			8.80		172.81
<b>INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS</b>					
<b>Investments in Quoted Equity Instruments</b>					
Era Infra Engineering Ltd.	2	1	*	1	*
Maharaja Shree Umaid Mills Ltd.	10	1	*	1	*
Shree Rajasthan Syntex Ltd.	10	1	*	1	*
Stewarts & Llyods of India Ltd.	10	1	*	1	*
Suryajyoti Spinning Mills Ltd.	10	1	*	1	*
UB Engineering Ltd.	10	1	*	1	*
Winsome Yarns Ltd.	10	1	*	1	*
			*		*
<b>TOTAL</b>			<b>8.81</b>		<b>172.82</b>
Aggregate amount of					
- Quoted Investments			*		*
- Unquoted Investments			8.81		172.82
Aggregate Market Value of Quoted Investment			*		*

\* Amount is below the rounding off norm adopted by the Company.

**NOTE 8 - LOANS**

Particulars	Refer Note No.	Non-Current		Current	
		As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
<b>Unsecured, considered good unless otherwise stated</b>	8.1				
Advance to Employees, unsecured, considered good		-	-	6.80	9.06
Advance to Employees, Unsecured, credit impaired		-	-	-	-
		-	-	<b>6.80</b>	<b>9.06</b>
Less:- Allowances for doubtful Advances		-	-	-	-
<b>Total</b>		-	-	<b>6.80</b>	<b>9.06</b>

8.1 - No Loans are due from directors or other officers of the company either severally or jointly with any other person. Nor any loan are due from firms or private companies respectively in which any director is a partner, a director or a member.

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(₹ in Lakhs)

NOTE 9 - OTHER FINANCIAL ASSETS

Particulars	Refer Note No.	Non-Current		Current	
		As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
<b>Retention Deposits</b>					
<b>Unsecured, considered good unless otherwise stated</b>					
Unsecured, considered good		178.82	206.16	2,151.27	2,491.14
Unsecured, having significant increase in credit risk		-	-	-	-
Unsecured, credit impaired		121.13	327.58	1,063.20	1,125.58
		<b>299.95</b>	<b>533.74</b>	<b>3,214.47</b>	<b>3,616.72</b>
Less:- Allowances for doubtful retention deposits		121.13	327.58	1,063.20	1,125.58
		<b>178.82</b>	<b>206.16</b>	<b>2,151.27</b>	<b>2,491.14</b>
<b>Security Deposits</b>					
<b>Unsecured, considered good unless otherwise stated</b>					
Unsecured, considered good		68.59	65.71	94.95	96.55
Unsecured, having significant increase in credit risk		-	-	-	-
Unsecured, credit impaired		-	-	-	-
		<b>68.59</b>	<b>65.71</b>	<b>94.95</b>	<b>96.55</b>
Less:- Allowances for doubtful retention deposits		-	-	-	-
		<b>68.59</b>	<b>65.71</b>	<b>94.95</b>	<b>96.55</b>
<b>Other Deposits</b>					
NABARD Deposit		-	-	0.24	0.78
Interest Accrued on Loans and Deposits		-	-	70.27	62.93
Others (includes Tender Deposits)		-	-	28.30	32.36
Other Deposits		-	-	-	-
Deposits with Bank having maturity of more than one year from the balance sheet date	9.1	24.00	439.34	-	-
Unbilled receivable		-	-	2,137.06	2,757.96
Others	9.2	-	-	680.29	-
		<b>24.00</b>	<b>439.34</b>	<b>2,916.16</b>	<b>2,854.03</b>
<b>Total</b>		<b>271.41</b>	<b>711.21</b>	<b>5,162.38</b>	<b>5,441.72</b>

9.1 - Include ₹ 24.00 Lakhs (P.Y. ₹ 439.34 Lakhs) under lien with bank

9.2 - It includes amount receivable from RBI pending clearance against export proceedings and Land compensation from State Government of Assam.

9.3 - Refer Note 26.1 for information on Other Financial Assets pledged as securities by the Company.

## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

## NOTE 10 - NON CURRENT INCOME TAX ASSETS (NET)

Particulars	As at 31st March 2023	As at 31st March 2022
Advance Income Tax and Tax Deducted at Source	1,606.85	1,725.49
Less: Provision for Income Tax	1,013.54	1,013.54
<b>Total</b>	<b>593.31</b>	<b>711.95</b>

## NOTE 11 - OTHER ASSETS

Particulars	Refer Note No.	Non-Current		Current	
		As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
<b>Unsecured, considered good unless otherwise stated</b>					
Capital Advances		6.40	30.46	-	-
Advance against supply of Goods and Services		-	-	147.48	363.18
Prepaid Expenses		-	-	660.86	353.83
Balances with Government and Statutory Authorities		-	-	1,231.02	1,121.58
Incentive and Subsidy Receivable		-	-	500.69	782.19
Other Receivables		-	-	202.37	2.37
		<b>6.40</b>	<b>30.46</b>	<b>2,742.42</b>	<b>2,623.15</b>
Less : Allowances for Doubtful Advances		-	-	192.09	18.07
<b>Total</b>	<b>11.1</b>	<b>6.40</b>	<b>30.46</b>	<b>2,550.33</b>	<b>2,605.08</b>

11.1 - Refer Note 20.3 and Note 26.1 for information on Other Assets pledged as securities by the Company.

## NOTE 12 - BIOLOGICAL ASSETS OTHER THAN BEARER PLANTS

Particulars	Refer Note No.	As at 31st March 2023	As at 31st March 2022
<b>Opening Fair Value of Biological Assets Other than Bearer Plants</b>	12.1	47.33	57.26
Addition during the year (Green Leaf recognised at fair value)		24.83	47.33
Deletion during the year (Transfer of Harvested leaves for production)		(47.33)	(57.26)
<b>Closing Fair Value of Biological Assets Other than Bearer Plants</b>		<b>24.83</b>	<b>47.33</b>

12.1- The Company owns biological assets i.e, green leaves on tea bushes from which tea is produced. The Company has tea estates in Assam and West Bengal. The tea made from green leaves are sold commercially.

12.2- Refer Note 26.1 for information on Biological Assets other than Bearer Plants pledged as securities by the Company.

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Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

**NOTE 13 - INVENTORIES**

Particulars	As at 31st March 2023	As at 31st March 2022
(As valued and certified by the Management)		
Raw Materials	1,217.99	1,112.74
Stock-in-Process	517.76	709.98
Finished Goods	4,249.53	5,948.01
Stock-in-Trade (In respect of goods acquired for trading)	13.67	51.89
Contracts in Progress	1,968.25	2,058.62
Scrap and Waste	8.36	12.21
Stores and Spares etc.	969.98	1,052.28
<b>Total</b>	<b>8,945.54</b>	<b>10,945.73</b>
The above includes goods-in-transit as under:		
Raw Materials	-	78.61
	-	<b>78.61</b>

13.1- Refer Note 26.1 for information on inventories pledged as securities by the Company.

**NOTE 14 - CURRENT INVESTMENTS**

Particulars	Face Value (₹)	As at 31st March 2023		As at 31st March 2022	
		Qty	Amount	Qty	Amount
<b>INVESTMENTS AT FAIR VALUE THROUGH PROFIT AND LOSS</b>					
Investments in Mutual funds (Unquoted)					
Nippon India Arbitrage - Growth			-	1,61,726	34.99
SBI Arbitrage Opportunities Fund - Regular Plan - Growth			-	3,66,439	99.96
			-		<b>134.95</b>
<b>Total</b>			-		<b>134.95</b>
<b>Aggregate amount of Unquoted Investments</b>			-		<b>134.95</b>

**NOTE 15 - TRADE RECEIVABLES**

Particulars	Refer Note No.	As at 31st March 2023	As at 31st March 2022
<b>Trade Receivable at amortised cost</b>			
Unsecured, considered good		2,539.49	3,355.93
Unsecured, having significant increase in credit risk		0.18	-
Unsecured, credit impaired		226.48	380.16
<b>Total</b>		<b>2,766.15</b>	<b>3,736.09</b>
Less: Allowances for doubtful receivables	52A	226.48	380.16
<b>Total</b>		<b>2,539.67</b>	<b>3,355.93</b>

## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

## 15.1 - Trade Receivables ageing schedule:-

As at 31st March 2023	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	more than 3 years	Total
Undisputed Trade Receivables – considered good	1,163.29	617.39	203.52	40.30	72.01	635.87	2,732.38
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	0.18	-	0.18
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	1.40	-	-	9.23	10.63
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	4.10	-	18.86	22.96
	<b>1,163.29</b>	<b>617.39</b>	<b>204.92</b>	<b>44.40</b>	<b>72.19</b>	<b>663.96</b>	<b>2,766.15</b>
As at 31st March 2022	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	more than 3 years	Total
Undisputed Trade Receivables – considered good	1,194.18	1,113.53	44.82	287.67	177.14	705.79	3,523.13
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	13.90	-	0.34	172.35	186.59
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	26.37	26.37
	<b>1,194.18</b>	<b>1,113.53</b>	<b>58.72</b>	<b>287.67</b>	<b>177.48</b>	<b>904.51</b>	<b>3,736.09</b>

15.2- Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

15.3- No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

15.4- Refer Note 26.1 for information on Trade Receivable pledged as securities by the Company.

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## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

### NOTE 16 - CASH AND CASH EQUIVALENTS

Particulars	Refer Note No.	As at 31st March 2023	As at 31st March 2022
<b>Balances With Banks :</b>	16.1		
In Current Account		212.52	39.41
Cash on Hand		17.06	21.53
<b>Total</b>		<b>229.58</b>	<b>60.94</b>

16.1- Refer Note 26.1 for information on Cash and Cash Equivalent pledged as securities by the Company.

### NOTE 17 - BANK BALANCES (OTHER THAN NOTE: 16)

Particulars	Refer Note No.	As at 31st March 2023	As at 31st March 2022
Deposit with Banks	17.1	94.87	760.53
		<b>94.87</b>	<b>760.53</b>
Less:- Deposits with Bank disclosed under 'other financial Assets' having maturity of more than 12 months	9	24.00	439.34
<b>Total</b>		<b>70.87</b>	<b>321.19</b>

17.1 - Includes deposits marked lien in favour of Bank ₹ 70.87 Lakhs (P.Y. ₹ 321.19 Lakhs)

### NOTE 18 - SHARE CAPITAL

Particulars	As at 31st March 2023		As at 31st March 2022	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
<b>18.1 - Authorised Share Capital</b>				
Ordinary Shares of ₹ 10 each	4,20,00,000	4,200.00	4,20,00,000	4,200.00
Preference Shares of ₹ 100 each	32,00,000	3,200.00	32,00,000	3,200.00
	<b>4,52,00,000</b>	<b>7,400.00</b>	<b>4,52,00,000</b>	<b>7,400.00</b>
<b>18.2 - Issued Share Capital</b>				
Ordinary Shares of ₹ 10 each	2,13,42,346	2,134.23	2,13,42,346	2,134.23
	<b>2,13,42,346</b>	<b>2,134.23</b>	<b>2,13,42,346</b>	<b>2,134.23</b>
<b>18.3 - Subscribed and Paid-up Share Capital</b>				
Ordinary Shares of ₹ 10 each fully paid-up	2,13,42,346	2,134.23	2,13,42,346	2,134.23
	<b>2,13,42,346</b>	<b>2,134.23</b>	<b>2,13,42,346</b>	<b>2,134.23</b>

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

There has been no change/ movements in number of shares outstanding at the beginning and at the end of the year.

#### 18.5- Terms/ Rights attached to Ordinary Shares :

The Company has only one class of Ordinary shares having a face value of ₹ 10 per share and each holder of Ordinary shares is entitled to one vote per share. The Company declares and pays dividends

**Notes to the Standalone Financial Statements** as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

in Indian Rupees. The dividend proposed by the Board of Directors (except interim dividend) is subject to the approval of the shareholders in the Annual General Meetings. In case of liquidation the Ordinary Shareholders are eligible to receive remaining assets of the Company, after distribution of all the preferential amounts, in the proportion of 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 Ordinary Shareholders holding more than 5% shares in the Company**

Particulars	As at 31st March 2023		As at 31st March 2022	
	No. of Shares	% Holding	No. of Shares	% Holding
Kothari Investment & Industries Private Limited	72,86,798	34.14%	72,86,798	34.14%
Kothari Phytochemicals & Industries Limited	55,01,078	25.78%	55,01,078	25.78%
M. D. Kothari & Company Limited	<b>15,21,868</b>	<b>7.13%</b>	<b>15,21,868</b>	<b>7.13%</b>

18.8- No ordinary 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- The Company has not allotted any Ordinary shares against consideration other than cash nor has allotted any shares as fully paid up by way of bonus shares nor has bought back any shares during the period of five years immediately preceding the date 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.

18.12- Statement of Shareholding of Promoter :-

Shares held by promoters at the end of the year	As on 31st March 2023		As on 31st March 2022		% change in shareholding
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
Promoter name					
Arun Kumar Kothari	1,19,972	0.56%	1,19,972	0.56%	-
Paramsukhdas Suganchand HUF	75,741	0.35%	75,741	0.35%	-
Prabhawati Devi Kothari	67,875	0.32%	67,875	0.32%	-
Anand Vardhan Kothari	59,306	0.28%	59,306	0.28%	-
Kothari Investment & Industries Private Limited	72,86,798	34.14%	72,86,798	34.14%	-
Kothari Phytochemicals & Industries Limited	55,01,078	25.78%	55,01,078	25.78%	-
M. D. Kothari & Company Limited	15,21,868	7.13%	15,21,868	7.13%	-
Satyam Financial Services Limited	88,177	0.41%	88,177	0.41%	-
G Das and Company Private Limited	22,503	0.11%	22,503	0.11%	-



**Notes to the Standalone Financial Statements** as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

Shares held by promoters at the end of the year Promoter name	As on 31st March 2022		As on 31st March 2021		% change in shareholding
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
Arun Kumar Kothari	1,19,972	0.56%	1,19,972	0.56%	-
Paramsukhdas Suganchand HUF	75,741	0.35%	75,741	0.35%	-
Prabhawati Devi Kothari	67,875	0.32%	67,875	0.32%	-
Anand Vardhan Kothari	59,306	0.28%	53,306	0.25%	0.03%
Kothari Investment & Industries Private Limited	72,86,798	34.14%	72,86,798	34.14%	-
Kothari Phytochemicals & Industries Limited	55,01,078	25.78%	55,01,078	25.78%	-
M. D. Kothari & Company Limited	15,21,868	7.13%	15,21,868	7.13%	-
Satyam Financial Services Limited	88,177	0.41%	88,177	0.41%	-
G Das and Company Private Limited	22,503	0.11%	22,503	0.11%	-

**NOTE 19 - OTHER EQUITY**

Particulars	As at 31st March 2023	As at 31st March 2022
Capital Reserve	3,407.53	3,407.53
Preference Share Redemption Reserve	262.47	262.47
General Reserve	9,860.07	9,860.07
Retained Earnings	11,354.24	9,456.89
Other Comprehensive Income	-	48.08
<b>Total</b>	<b>24,884.31</b>	<b>23,035.04</b>

Description of the nature and purpose of each reserve within equity is as follows:-

- Capital Reserve** – Reserve is created on business combination as per statutory requirement.
- Preference Share Redemption Reserve** – Reserve is created for redemption of preference shares as per statutory requirement.
- General Reserve** – General Reserve are free reserves of the company which are kept aside out of company's profits to meet the future requirements as and when they arise. The Company had transferred a portion of the Profit after Tax (PAT) to general reserve pursuant to the earlier provisions of Companies Act, 1956.
- Retained Earnings** – Retained Earnings are the accumulated profits earned by the Company and remaining undistributed as on date.
- Other Comprehensive Income** - Equity Instruments through Other Comprehensive Income (OCI) – This represents the cumulative gains and losses arising on fair valuation of equity instruments measured at fair value through other comprehensive income under an irrevocable option and remeasurement of Defined Benefit Obligation.



## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

## NOTE 20 - BORROWINGS

Particulars	Refer Note No.	Non-Current Portion		Current Maturities	
		As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
<b>Cumulative Redeemable Preference Shares (CRPS)</b> (Face Value of ₹ 100 each)					
12,10,000 (P. Y - 12,10,000) 7.75% CRPS	20.2	1,210.00	1,210.00	-	-
<b>Term Loans</b>					
<b>From Banks:</b>					
Rupee Loans	20.2	38.34	2,454.29	46.44	993.56
Fixed Deposits (From Public)	20.2	-	896.70	820.08	1,096.02
<b>Total</b>		<b>1,248.34</b>	<b>4,560.99</b>	<b>866.52</b>	<b>2,089.58</b>
Amount disclosed under the head Short Term Borrowings	26			(866.52)	(2,089.58)
		<b>1,248.34</b>	<b>4,560.99</b>	<b>-</b>	<b>-</b>

## 20.1 - Break Up of Security Details

Particulars	Non-Current Portion		Current Maturities	
	As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
Secured	38.34	2,454.29	46.44	993.56
Unsecured	1,210.00	2,106.70	820.08	1,096.02
<b>Total</b>	<b>1,248.34</b>	<b>4,560.99</b>	<b>866.52</b>	<b>2,089.58</b>

## 20.2 - Terms and Conditions of Borrowings :

	Particulars	Amount (₹ in Lakhs)	Period of Maturity	Installments Due	Installment Value (₹ in Lakhs)	Repayment Terms	Rate of Interest (P.A.)
<b>A</b>	<b>Cumulative Redeemable Preference Shares (CRPS)</b>						
i.	7.75% CRPS	1,210.00	Maximum 18 years from the date of allotment i.e. 19.11.2016	One or More tranches	1,210.00	Redeemable at par, at the discretion of the Board of Directors of the Company	7.75%
<b>B</b>	<b>Term Loan - From Banks</b>						
i.	HDFC Bank Limited (Vehicle Loan)	6.04	March'-24	12	Equated monthly Installment (EMI)	Apr'23-Mar'24	7.55%

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(₹ in Lakhs)

	Particulars	Amount (₹ in Lakhs)	Period of Maturity	Installments Due	Installment Value (₹ in Lakhs)	Repayment Terms	Rate of Interest (P.A.)
		2.94	May'-24	14		Apr'23- May'24	7.65%
ii.	Punjab National Bank (Vehicle Loan)	4.47	Nov'-24	20	Equated monthly Installment (EMI)	Apr'23- Nov'24	6.85%
		5.11	Nov'-24	20		Apr'23- Nov'24	6.85%
		4.02	Dec'-24	21		Apr'23- Dec'24	6.85%
		22.17	Dec'-24	21		Apr'23- Dec'24	6.85%
		24.21	Jan'-25	22		Apr'23- Jan'25	6.85%
		7.36	Aug'-25	29		Apr'23- Aug'25	8.25%
		8.46	Apr'-27	49		Apr'23- Apr'27	6.85%
	<b>Total of Term Loan from Banks</b>	<b>84.78</b>					
C	Fixed Deposits (From Public)	820.08	One year to three years	Bullet payment on the maturity date	2023-24 - ₹ 820.08	The fixed deposit includes fixed and cumulative deposits both	10.00% - 10.25%

20.3 - Details of Security Given for Loan

- The Term Loan from HDFC Bank Ltd., are secured by hypothecation of the related vehicles purchased.
- The Term Loan from Punjab National Bank., are secured by hypothecation of the related vehicles purchased.

NOTE 21 - LEASE LIABILITIES

Particulars	Refer Note No.	Non-Current Portion		Current Maturities	
		As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
Lease Liability	21.1	-	-	-	12.51
<b>Total</b>		-	-	-	<b>12.51</b>

## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

## NOTE 22 - OTHER FINANCIAL LIABILITIES

Particulars	Refer Note No.	Non-Current		Current	
		As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
<b>Other Financial Liabilities at amortised cost</b>					
Trade and Security Deposits (Unsecured)		648.76	550.98	525.35	681.47
Interest accrued on Borrowings		-	54.55	134.26	168.89
Employees related Liabilities		-	-	1,368.89	1,419.50
Amount payable for Capital Goods		-	-	0.44	0.43
Unpaid matured deposits and interest accrued thereon		-	-	6.98	5.17
Other Payables (includes Preference Dividend payable)		-	-	627.21	535.35
<b>Total</b>		<b>648.76</b>	<b>605.53</b>	<b>2,663.13</b>	<b>2,810.81</b>

## NOTE 23 - PROVISIONS

Particulars	Refer Note No.	Non-Current		Current	
		As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
Provision for Employee Benefits		119.88	117.05	2,867.70	2,580.12
<b>Total</b>		<b>119.88</b>	<b>117.05</b>	<b>2,867.70</b>	<b>2,580.12</b>

## NOTE 24 - DEFERRED TAX LIABILITIES (NET)

Particulars	Refer Note No.	As at 31st March 2023	As at 31st March 2022
<b>Deferred Tax Liabilities</b>			
<b>Arising on account of :</b>			
Property, Plant and Equipment and Intangible Assets		2,947.60	3,139.61
<b>Sub-total</b>		<b>2,947.60</b>	<b>3,139.61</b>
<b>Less: Deferred Tax Assets</b>			
<b>Arising on account of :</b>			
Allowance for Doubtful Debts		550.48	639.73
Section 43B of Income-tax Act, 1961		975.11	827.54
Unabsorbed Depreciation/ Carried Forward Business Losses	24.1	1,288.37	1,538.70
Others		133.64	133.64
<b>Sub-total</b>		<b>2,947.60</b>	<b>3,139.61</b>
Deferred Tax Liabilities (Net)		-	-

24.1- The recognition of deferred tax asset on unabsorbed depreciation/business losses has been restricted to the extent of deferred tax liability on account of temporary difference in respect of depreciation, the reversal of which is reasonably certain.

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**Notes to the Standalone Financial Statements** as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

**24.2- Movement in deferred tax asset and deferred tax liabilities during the year ended 31st March, 2022 and 31st March, 2023**

Particulars	As at 31st March, 2022	Recognized in Statement of Profit and Loss	Recognized in Other Comprehensive Income	As at 31st March, 2023
<b>Deferred Tax Liabilities (A)</b>				
Property, Plant and Equipment and Intangible Assets	3,139.61	(192.01)	-	2,947.60
<b>Total (A)</b>	<b>3,139.61</b>	<b>(192.01)</b>	<b>-</b>	<b>2,947.60</b>
<b>Deferred Tax Assets (B)</b>				
Allowance for Doubtful Debts	639.73	(89.25)	-	550.48
Items u/s 43B of the Income Tax Act, 1961	827.54	45.36	102.21	975.11
Unabsorbed Depreciation/ Carried Forward Business Losses	1,538.70	(250.33)	-	1,288.37
Others	133.64	-	-	133.64
<b>Total (B)</b>	<b>3,139.61</b>	<b>(294.22)</b>	<b>102.21</b>	<b>2,947.60</b>
<b>Total - (A) - (B)</b>	<b>-</b>	<b>102.21</b>	<b>(102.21)</b>	<b>-</b>
<b>Particulars</b>	<b>As at 31st March, 2021</b>	<b>Recognized in Statement of Profit and Loss</b>	<b>Recognized in Other Comprehensive Income</b>	<b>As at 31st March, 2022</b>
<b>Deferred Tax Liabilities (A)</b>				
Property, Plant and Equipment and Intangible Assets	3,248.60	(108.99)	-	3,139.61
<b>Total (A)</b>	<b>3,248.60</b>	<b>(108.99)</b>	<b>-</b>	<b>3,139.61</b>
<b>Deferred Tax Assets (B)</b>				
Allowance for Doubtful Debts	1,179.44	(539.71)	-	639.73
Items u/s 43B of the Income Tax Act, 1961	1,137.34	(249.21)	(60.59)	827.54
Unabsorbed Depreciation/ Carried Forward Business Losses	813.96	724.74	-	1,538.70
Others	117.86	15.78	-	133.64
<b>Total (B)</b>	<b>3,248.60</b>	<b>(48.40)</b>	<b>(60.59)</b>	<b>3,139.61</b>
<b>Total - (A) - (B)</b>	<b>-</b>	<b>(60.59)</b>	<b>60.59</b>	<b>-</b>

**24.3-** 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.

## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

## NOTE 25- OTHER LIABILITIES

Particulars	Non-Current		Current	
	As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
Job Advance	-	-	451.16	140.29
Advances Received from Customers	-	-	595.79	543.38
Statutory Dues	-	-	295.46	242.95
<b>Total</b>	-	-	<b>1,342.41</b>	<b>926.62</b>

## NOTE 26 - SHORT TERM BORROWINGS

Particulars	Refer Note No.	As at 31st March 2023	As at 31st March 2022
<b>Loans Repayable on Demand</b>			
Working Capital Facilities from Banks			
- Punjab National Bank		1,698.71	2,415.31
- Other Banks		3,833.94	3,108.87
<b>Short Term Loans</b>			
From Other Bodies Corporates		-	200.00
From Related Parties		600.00	600.00
Fixed Deposits (From Public)		376.40	-
<b>Current maturities of Long Term Debts</b>	20	866.52	2,089.58
<b>Total</b>		<b>7,375.57</b>	<b>8,413.76</b>
<b>The above amount includes</b>			
Secured Borrowings		5,579.09	6,517.74
Unsecured Borrowings		1,796.48	1,896.02
<b>Total</b>		<b>7,375.57</b>	<b>8,413.76</b>

## 26.1 - Details of Security Given for Loan

- The working capital facilities from Punjab National Bank are secured/to be secured by hypothecation of Tea Crop, Made Tea, Book Debts and all other Current Assets of the Tea Estates and guaranteed by a Director and are further secured/to be secured by way of Equitable Mortgage on immovable properties situated at the Tea Estates.
- Working Capital Facilities from Other Banks, (except those availed by Tea Division of the Company from Punjab National Bank ) are secured/ to be secured by hypothecation of Company's (other than Tea Division) entire current assets, both present and future, ranking pari passu inter-se, and are further secured/ to be secured by way of second charge on the property, Plant and Equipments of the Company (other than Tea Division) ranking pari passu inter-se.

## 26.2 - Details of Interest Rates on Short Term Borrowings

- The Working Capital Facilities having interest rate varying between 7.50% p.a. - 11.60% p.a. are repayable on demand.
- Short term loans from Body Corporates and Related Parties having 9.00%-10.50% p.a rate of interest.
- Fixed Deposit from Public is having an interest rate of 8.00% p.a.

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**Notes to the Standalone Financial Statements** as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

**NOTE 27 - TRADE PAYABLES**

Particulars	Refer Note No.	As at 31st March 2023	As at 31st March 2022
<b>Trade Payables for goods and services</b>			
-Total Outstanding dues of Micro Enterprises and Small Enterprises	44	31.32	52.02
-Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		4,495.28	6,445.02
<b>Total</b>		<b>4,526.60</b>	<b>6,497.04</b>

**Trade payables Ageing Schedule:-**

As at 31st March 2023	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	1.85	29.01	0.46			31.32
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,974.25	2,009.85	71.08	84.84	352.32	4,492.34
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	2.94	2.94
	<b>1,976.10</b>	<b>2,038.86</b>	<b>71.54</b>	<b>84.84</b>	<b>355.26</b>	<b>4,526.60</b>
As at 31st March 2022	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	41.42	10.26	-	0.34	-	52.02
Total outstanding dues of creditors other than micro enterprises and small enterprises	4,591.54	1,012.00	170.73	208.87	461.88	6,445.02
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
	<b>4,632.96</b>	<b>1,022.26</b>	<b>170.73</b>	<b>209.21</b>	<b>461.88</b>	<b>6,497.04</b>

## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

## NOTE 28 - REVENUE FROM OPERATIONS

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Sale of Products	36,855.97	33,334.41
Income from Construction Contracts	4,078.02	2,311.82
Rental Income	734.47	702.68
	<b>41,668.46</b>	<b>36,348.91</b>
<b>Other Operating Revenues</b>		
Incentives and Subsidies	156.60	192.73
Service Charges from Tenants	232.55	191.78
Sale of Waste	102.43	105.01
Other Revenues	-	2.20
	491.58	491.72
<b>Total</b>	<b>42,160.04</b>	<b>36,840.63</b>

## REVENUE FROM CONTRACTS WITH CUSTOMERS

A. Revenue from contracts with customers disaggregated based on revenue stream and by reportable segment

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>Revenue based on product &amp; services</b>		
Cotton /Man Made Fibre Yarn	15,192.66	15,257.33
Tea	21,663.31	18,077.08
Income from Construction Contracts	4,078.02	2,311.82
Rental Income	734.47	702.68
Other Operating Revenues	491.58	491.72
<b>Total</b>	<b>42,160.04</b>	<b>36,840.63</b>
<b>Revenue based on Geography</b>		
India	34,647.42	29,632.83
Overseas	7,512.62	7,207.80
<b>Total</b>	<b>42,160.04</b>	<b>36,840.63</b>
<b>Reconciliation of Revenue from Operation with contract price</b>		
Contract Price	42,377.49	36,933.03
Less: Sales Return	(141.26)	(54.51)
Rebates & Discounts	(76.19)	(37.89)
<b>Revenue from Operation</b>	<b>42,160.04</b>	<b>36,840.63</b>

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## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

### Transaction Price - Unstatisfied Performance Obligation

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Company expects to recognise these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts as the revenue recognised corresponds directly with the value to the customer of the entity's performance completed to date. There are no aggregate value of performance obligations that are completely or partially unsatisfied as of 31st March, 2023, other than those meeting the exclusion criteria mentioned above.

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Contract Balances</b>		
Contract Assets	3,514.42	4,150.46
Less: Impairment allowances	(1,184.33)	(1,453.16)
<b>Total</b>	<b>2,330.09</b>	<b>2,697.30</b>
<b>Contract Liabilities</b>	<b>381.10</b>	<b>63.01</b>
Gross Trade Receivables	2,766.15	3,736.09
Unbilled Revenue for passage of time	4,105.31	4,816.58
Less: Impairment allowances	(226.48)	(380.16)
<b>Net Receivables</b>	<b>6,644.98</b>	<b>8,172.51</b>

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance. Contract assets are transferred to receivables when the rights become unconditional and contract liabilities are recognised as revenue as and when the performance obligation is satisfied.

### NOTE 29 - OTHER INCOME

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>Interest Income</b>		
Deposits with Banks and others	78.73	72.33
<b>Net Gain/ (Loss) on sale of Investments at FVTPL</b>		
On Current investments	1.16	3.84
On Long Term Investment	11.23	-
<b>Other Non Operating Income</b>		
Profit on sale of Property, Plant and Equipment (Net)	42.71	75.57
Liabilities no longer required written back	338.94	320.23
Allowances for doubtful debts and deposits no longer required written back (Net of ₹1.90 Lakhs (PY - ₹ 459.60 Lakhs) charged as Contractual Obligation)	246.60	1,062.49
Foreign Exchange Fluctuation (Net)	-	3.92
Sundry Receipts and Claims	466.16	176.15
<b>Total</b>	<b>1,185.53</b>	<b>1,714.53</b>



## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

## NOTE 30 - COST OF MATERIALS CONSUMED

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Opening Stock of Raw Materials	1,112.74	1,326.08
Add: Purchases	8,724.75	10,157.23
Less Closing Stock of Raw Materials	(1,217.99)	(1,112.74)
<b>Total</b>	<b>8,619.50</b>	<b>10,370.57</b>

## NOTE 31 - PURCHASE OF TRADED GOODS

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Purchase of Traded Goods	3,591.38	4,245.75
<b>Total</b>	<b>3,591.38</b>	<b>4,245.75</b>

## NOTE 32 - CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>Inventories at the beginning of the year</b>		
Finished Goods	5,948.01	2,966.94
Stock-in-Trade	51.89	116.90
Stock-In-Process	709.98	495.70
Scrap and Waste	12.21	13.78
<b>Total</b>	<b>6,722.09</b>	<b>3,593.32</b>
<b>Inventories at the end of the year</b>		
Finished Goods	4,249.53	5,948.01
Stock-in-Trade	13.67	51.89
Stock-In-Process	517.76	709.98
Scrap and Waste	8.36	12.21
<b>Total</b>	<b>4,789.32</b>	<b>6,722.09</b>
<b>Total changes in inventories of Finished Goods, Work-in-Progress, and Traded Goods</b>	<b>1,932.77</b>	<b>(3,128.77)</b>

## NOTE 33 - EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Salaries and Wages	10,050.21	9,152.51
Contribution to Provident and Other Funds	1,209.42	1,127.22
Staff Welfare Expenses	794.06	719.05
<b>Total</b>	<b>12,053.69</b>	<b>10,998.78</b>

33.1 - The amount of expenditure recognised in the carrying amount of Property, Plant & Equipment in the course of construction/development is ₹ 128.77 lakhs (P.Y. - ₹ 75.43 lakhs).

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## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

### NOTE 34 - FINANCE COST

Particulars	Refer Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
Interest Expense (Net of Interest Subvention)	34.1	797.91	1,325.15
Interest on Fixed Deposits (From Public)		197.43	283.72
Dividend on Redeemable Preference Shares		93.78	93.78
Interest on Lease Liabilities		1.25	2.38
Other Finance Charges		261.50	194.68
		<b>1,351.87</b>	<b>1,899.71</b>
Less: Amount Capitalised		10.09	4.95
<b>Total</b>		<b>1,341.78</b>	<b>1,894.76</b>

34.1 - The company has recognised government grant of ₹ 30.07 lakhs (PY-₹ 44.22 lakhs) received by way of interest subvention of 3% on the interest charged on the working capital loan related to Tea gardens in Assam.

### NOTE 35 - DEPRECIATION AND AMORTIZATION EXPENSES

Particulars	Refer Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
On Property, Plant and Equipment	4A	898.10	877.16
On Right to Use Asset	4C	2.23	2.23
On Intangible Assets	5	9.16	9.73
<b>Total</b>		<b>909.49</b>	<b>889.12</b>

### NOTE 36 - OTHER EXPENSES

Particulars	Refer Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>Manufacturing Expenses</b>			
Stores, Spare Parts and Packing Materials Consumed		2,646.71	2,139.27
Power and Fuel		4,067.40	3,870.65
Repairs to Buildings		205.50	174.17
Repairs to Machinery		589.00	512.06
Repairs to Other Assets		58.15	73.65
Jobs on Contract		1,508.09	931.72
Job Outsourcing		124.21	108.92
Machinery Hire Charges		736.87	482.88
Change in fair valuation of biological assets		22.50	9.93
		<b>9,958.43</b>	<b>8,303.25</b>

## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

Particulars	Refer Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>Selling and Distribution Expenses</b>			
Brokerage and Commission on Sales		241.56	242.18
Freight, Shipping, Delivery and Selling Expenses		1,255.19	766.77
<b>Administrative and Other Expenses</b>			
Travelling and Conveyance		587.29	476.17
Rent		34.64	41.39
Rates and Taxes		220.78	567.45
Insurance		104.73	113.48
Bad debts written off		386.25	581.59
Corporate Social Responsibility Expenses		-	-
Auditors' Remuneration	36.1	30.50	29.24
Gain/ (Loss) on restatement of Investments at FVTPL		-	0.05
Loss on Foreign currency transaction and translation (Net)		78.00	-
Directors' Sitting Fees		7.75	8.75
Consultation and Advisory Charges		434.70	155.18
Other Expenses		480.04	669.40
		<b>3,861.43</b>	<b>3,651.65</b>
<b>Total</b>		<b>13,819.86</b>	<b>11,954.90</b>

## 36.1 - Auditors' Remuneration

Particulars	Refer Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>a) Statutory Auditors</b>			
Audit Fees		18.50	18.50
Other Services		6.65	5.40
		<b>25.15</b>	<b>23.90</b>
<b>b) Branch Auditors</b>			
Audit Fees		4.00	4.00
Tax Audit Fees		0.55	0.55
Other Services		0.80	0.79
		<b>5.35</b>	<b>5.34</b>
<b>Total</b>		<b>30.50</b>	<b>29.24</b>

## NOTE 37 - EXCEPTIONAL ITEMS

Particulars	Refer Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
Profit / (Loss) on Sale of Units	37.1	1,064.66	-
<b>Total</b>		<b>1,064.66</b>	<b>-</b>

37.1- The Exceptional item refers to profit on sale of Land situated at Janakipuram Village, Maduranthakam Taluk, Tamil Nadu.

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(₹ in Lakhs)

**NOTE 38 - TAX EXPENSE**

Particulars	Refer Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
Current Tax		-	-
Deferred Tax	38.1	102.21	(60.59)
<b>Total</b>		<b>102.21</b>	<b>(60.59)</b>

38.1- Reconciliation of estimated Income tax expense at Indian statutory Income tax rate to income tax expense reported in statement of Total Comprehensive Income

Particulars	Refer Note No.	2022-2023	2021-2022
Profit / (Loss) before income tax expense		2,141.76	1,330.05
Indian Statutory Income Tax rate*		31.20%	31.20%
Estimated Income Tax Expense		<b>668.23</b>	<b>414.98</b>
Tax effect of adjustments to reconcile expected Income tax expense to reported Income tax expense			
a) Expenses that are not deductible in determining taxable profit		48.85	33.22
b) Additional deduction under Income-Tax Act, 1961		(74.67)	(58.41)
c) Loss/ (Income) that is exempt from taxation		(539.83)	(108.92)
d) Unrecognised deferred tax assets on tax losses for the year / period		-	(504.72)
e) Others		(102.58)	223.85
		<b>(668.23)</b>	<b>(414.98)</b>
<b>Income tax expense in Statement of Profit and Loss</b>		<b>-</b>	<b>-</b>

\* Applicable Indian Statutory Income Tax rate is 31.20% for Fiscal Year 2023 and 2022.

# The company's agricultural income is subject to lower tax rates @ 30% under state tax laws.

**NOTE 39 - OTHER COMPREHENSIVE INCOME**

Particulars	Refer Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
Items that will not be reclassified to profit or loss			
Remeasurement of the defined benefit plans		(292.49)	173.38
Less: Tax expense on the above		(102.21)	60.59
		<b>(190.28)</b>	<b>112.79</b>
Equity Instruments through Other Comprehensive Income		-	19.46
Less: Tax expense on the above		-	-
		-	<b>19.46</b>
<b>Total</b>		<b>(190.28)</b>	<b>132.25</b>

## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

## NOTE 40 - Contingent Liabilities:

## A) Claims/Disputes/Demands not acknowledged as debts -

Sl. No.	Particulars	As at 31st March 2023	As at 31st March 2022
a	Sales Tax	758.73	765.49
b	Cess on Jute bags/Jute Twine	7.32	7.32
c	Cess and Excise on Captive Consumption	11.33	11.33
d	Service Tax	38.67	141.35
e	Income Tax	113.88	113.06
f	Provident Fund	56.93	56.93

Note:- In respect of above, future cash flows are determinable only on receipt of judgements pending at various forums/authorities which in the opinion of the Company is not tenable and there is no possibility of any reimbursement in case of above.

## NOTE 41 - Commitments

Particulars	As at 31st March 2023	As at 31st March 2022
Estimated amount of contracts remaining to be executed on Capital Account and not provided for [Net of Advance of ₹ 6.40 Lakhs (P.Y. - ₹ 30.46 Lakhs)]	16.00	41.07

41.1 For Lease commitments, refer Note 52(B)(a) and for derivatives contract refer Note 52(C)(b)

## NOTE 42 - Leases

## 42.1 - As Lessee

- The lease liability is measured at the present value of remaining lease payments discounted using incremental borrowing rate at the date of initial application and right of use asset has been recognized at an amount equal to the lease liability plus prepaid rentals recognised in the Balance Sheet before the date of initial application, if any.
- Leases for which the lease term ends within 12 months of the date of initial application have been accounted as short term leases.

Further, refer Note 3.6: Significant Accounting Policies for detailed measurement and recognition principles on Leases.

The weighted average incremental borrowing rate applied to lease liabilities as at 1st April, 2019 is 10%.

The changes in the carrying value of right of use (ROU) assets for the year ended 31st March, 2023 are disclosed in Note 4

As per the requirement of Ind As -107 maturity analysis of lease liability have been shown under Note 52B(a).

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Machinery Hire Charges and Rental expense recorded for short-term leases or cancellable in nature was ₹ 736.87 lakhs (P.Y. - ₹ 482.88 lakhs) and ₹ 34.64 lakhs (P.Y. - ₹ 41.39 lakhs) for the year ended 31st March, 2023 (Refer Note - 36).



**Notes to the Standalone Financial Statements** as on and for the year ended 31st March 2023 (contd.)

Particulars	(₹ in Lakhs)	
	As at 31st March 2023	As at 31st March 2022
ROU Balance at the beginning of the year	26.81	29.04
Additions:	-	-
Amortization cost accrued during the year	(2.23)	(2.23)
Deletions	-	-
<b>ROU Balance at the end of the year</b>	<b>24.58</b>	<b>26.81</b>
Lease liabilities at the beginning of the year	12.51	23.88
Additions:	-	-
Interest cost accrued during the year	1.25	2.38
Payment of lease liabilities	(13.76)	(13.75)
Deletions	-	-
<b>Lease liabilities at the end of the year</b>	<b>-</b>	<b>12.51</b>
Current lease liabilities	-	12.51
Non-current lease liabilities	-	-
<b>Total Lease liabilities</b>	<b>-</b>	<b>12.51</b>

**42.2 - As Lessor**

The company has given office premises under cancellable leases. The leasing arrangements range between 3 years and 15 years generally or longer and are usually renewable by mutual consent on mutually agreeable terms. Initial direct costs for such leases are borne by the company and charged off to revenue. Lease rentals are recognised as income for ₹ 734.47 Lakhs during the year (P.Y. ₹ 702.68 Lakhs). The gross value and accumulated depreciation of such asset as at 31st March, 2023 was ₹ 16.57 Lakhs (P.Y. ₹ 16.57 Lakhs) and ₹ 4.66 Lakhs (P.Y. ₹ 4.42 Lakhs) respectively.

**NOTE 43** - Revenue expenditure on Research and Development of ₹ 22.19 Lakhs (P.Y. ₹ 22.84 Lakhs) represents subscription to Tea Research Association.

**NOTE 44 - Disclosure pursuant to MSMED Act**

Sl. No.	Particulars	As at 31st March 2023	As at 31st March 2022
i)	Principal Amount remaining unpaid to any suppliers under MSMED Act	29.47	51.30
ii)	Interest due thereon remaining unpaid to any suppliers on above	1.85	0.72
iii)	Any Payment made to suppliers beyond appointed date (under Section 16 of the Act)	-	-
iv)	Interest due and payable to suppliers under MSMED Act	-	-
v)	Interest Accrued & remaining unpaid	1.85	0.72
vi)	Interest remaining due & payable as per section 23 of the Act	-	-

The Company has compiled this information based on intimation received from the suppliers of their status as Micro or Small Enterprises and/or its registration with appropriate authority under the Micro, Small and Medium Enterprises Act, 2006 ("MSMED Act").

**Notes to the Standalone Financial Statements** as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

**NOTE 45** - Disclosure pursuant to Indian Accounting Standard - 19 'Employee Benefits' as notified u/s 133 of the Companies Act, 2013**45.1 - Defined Contribution Plan:****a) Provident Fund**

The Company makes a contribution for Provident Fund towards defined contribution plans for eligible employees. The amount recognized as an expense for the Defined Contribution Plans are as under:

Particulars	Refer Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
Provident Fund		793.58	714.64
Employee State Insurance Scheme		45.28	42.23

**45.2 - Defined Benefit Plan:****a) Gratuity Plan**

Every employee who has completed five years or more of service is entitled to gratuity on terms not less favourable than the provisions of the Payment of Gratuity Act, 1972. 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 Balance Sheet date.

**b) Risk Exposure**

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

INTEREST RATE RISK	The defined benefit obligation calculation uses a discount rate based on government bonds. If bond yeild fall, the defined benefit obligation will tend to increase.
SALARY INFLATION RISK	Higher than expected increase in salary will increase the defined benefit obligation.
DEMOGRAPHIC RISK	This is the risk of variability of results due to unsystematic nature of decrements that includes mortality, withdrawl, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria.



**Notes to the Standalone Financial Statements** as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

**c) 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	
	2022-2023	2021-2022
Balance at the beginning of the year	2,525.68	2,580.54
Current Service Cost	153.92	163.46
Interest Cost on Defined Benefit Obligation	167.59	167.85
Acquisition Credit / (Cost)	-	-
Actuarial Gain and Losses arising from:		
Changes in demographic assumptions		(1.50)
Changes in financial assumptions	(44.00)	(113.27)
Experience Adjustment	336.36	(59.09)
Benefits paid directly by the Company	(335.24)	(168.25)
Benefits Paid from the Plan Assets	-	(44.06)
Balance at the end of the year	2,804.31	2,525.68

**d) 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	
	2022-2023	2021-2022
Balance at the beginning of the year	5.15	46.53
Interest Income on Plan Assets	0.37	3.16
Remeasurement of Defined Benefit Obligation:		
Return on plan assets greater/ (lesser) than discount rate	(0.12)	(0.48)
Employer Contributions to the Plan	-	-
Benefits Paid from the Plan Assets	-	(44.06)
Balance at the end of the year	5.40	5.15

**e) Expenses recognized in statement of profit and loss**

Particulars	Gratuity	
	2022-2023	2021-2022
Current Service Cost	153.92	163.46
Past Service Cost	-	-
Interest Cost	167.59	167.85
Interest Income on Plan Assets	(0.37)	(3.16)
<b>Total</b>	<b>321.14</b>	<b>328.15</b>



## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

## f) Remeasurements recognized in other comprehensive income

Particulars	Gratuity	
	2022-2023	2021-2022
Actuarial (Gain)/ Loss on defined benefit obligation	292.36	(173.86)
Return on plan assets greater/ (lesser) than discount rate	0.12	0.48
<b>Total</b>	<b>292.48</b>	<b>(173.38)</b>

## g) Major Categories of Plan Assets

Particulars	Gratuity	
	2022-2023	2021-2022
Insurer Managed Fund	100%	100%

The Employee's Gratuity Fund Scheme, a defined benefit plan, is administered by Life Insurance Corporation of India (LIC) and SBI Life Insurance Company Ltd. (SBI Life). LIC or SBI Life make payments to vested employees or their nominees upon retirement, death, incapacitation or cessation of employment of an amount based on the respective employee's salary and tenure of employment subject to a maximum limit as prescribed.

## h) Asset-Liability Matching Strategy

The money contributed by the Company to the Gratuity Fund to finance the liabilities of the plan has to be invested.

The Employee's Gratuity Fund Scheme, a defined benefit plan, is administered by the Life Insurance Corporation of India (LIC) and SBI Life Insurance Company Ltd (SBI Life). The Insurance Company in turn manages the funds as per the mandate provided to them by the Trustees. Due to the restrictions in the type of investments that can be held by the fund, it is not possible to explicitly follow an asset liability matching strategy.

There is no compulsion on the part of the Company to fully prefund the liability of the Plan. The Company's philosophy is to fund these benefits based on its own liquidity and the level of under funding of the plan.

## i) Actuarial Assumptions

Particulars	Gratuity	
	2022-2023	2021-2022
Financial Assumptions		
Discount Rate	7.49%	7.29%
Salary Escalation Rate	4.00%	4.00%
Demographic Assumptions		
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate
Withdrawal Rate	1.00%	1.00%

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



## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

- k) At 31st March 2023, the weighted average duration of the defined benefit obligation was 16 years (P.Y - 16 years). The distribution of the timing of benefits payment i.e., the maturity analysis of the benefit payments is as follows:

	2022-2023	2021-2022
<b>Expected benefits payment for the year ending on</b>		
Within next 12 months (Next Annual Report period)	501.77	453.56
Following 2 - 5 years	833.47	782.61
After 5 years	2,175.03	1,889.81
<b>Total Expected payment</b>	<b>3,510.27</b>	<b>3,125.98</b>

- l) The Company expects to contribute ₹ 510 Lakhs (previous year ₹ 470 Lakhs) to its gratuity liability.

### m) Sensitivity Analysis

The sensitivity analyses below have been determined based on a method that extrapolates the impact on defined benefit obligation (DBO) 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	
	2022-2023	2021-2022
Effect on DBO due to 1% increase in Discount Rate	(224.72)	(170.89)
Effect on DBO due to 1% decrease in Discount Rate	211.49	226.17
Effect on DBO due to 1% increase in Salary Escalation Rate	230.46	229.67
Effect on DBO due to 1% decrease in Salary Escalation Rate	(242.99)	(176.44)

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

### NOTE 46 -Basic and Diluted Earning per Share

Sl. No.	Particulars	2022-2023	2021-2022
i)	Profit / (Loss) after Tax available for Ordinary Shareholders (₹ in Lakhs)	2,039.55	1,390.64
ii)	Weighted Average of Ordinary Shares of ₹ 10 each outstanding during the year (Numbers)	2,13,42,346	2,13,42,346
iii)	Basic and Diluted Earning per Share {(i) / (ii)} (In Rupees)	9.56	6.52

**NOTE 47** - Balances of some of the Trade Receivables, Other Assets, Trade and Other Payables are subject to confirmation/reconciliation and consequential adjustment, if any. Reconciliations are carried out on an on-going basis. Provisions, wherever considered necessary, have been made. However, management does not expect to have any material financial impact of such pending confirmation/reconciliation.

## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

## NOTE 48 - Related Party Disclosures

48.1 - As defined in Indian Accounting Standard-24, the Company has a related party relationship in the nature of control over its subsidiaries namely:

Name of the Entity	Place of Incorporation	Ownership Interest held by the Company	
		31st March 2023	31st March 2022
<b>i) Direct Subsidiaries:</b>			
Gillanders Holdings (Mauritius) Limited, (GHML), (Wholly Owned Subsidiary (WOS) of GACL)	Mauritius	100.00%	100.00%
<b>ii) Indirect Subsidiaries:</b>			
Naming'omba Tea Estates Limited, (NTEL), (Wholly Owned Subsidiary (WOS) of GHML)	Malawi	100.00%	100.00%

48.2 - Other related parties with whom transactions have taken place during the year and in previous year are:

Nature	Name	Designation	
(a) (i) Key Management Personnel	Mr. Arun Kumar Kothari	Non-Executive Promoter Chairman	
	Mrs. Prabhawati Devi Kothari	Non-Executive Promoter Director	
	Mr. Mahesh Sodhani	Managing Director (MD)	
	Mr. Manoj Sodhani	Executive Director and Chief Executive Officer (CEO)	
	Mr Naresh Pachisia	Independent Director	
	Mr. Arvind Baheti	Independent Director	
	Mr. Kothaneth Ashok	Independent Director	
	Mr. Charudatta Raghvendra Prayag	Independent Director	
	(a) (ii) Relatives of Key Management Personnel	Mr. Anand Vardhan Kothari	Son of Arun Kumar Kothari
		Mr. Om Prakash Sodhani	Father of Manoj Sodhani and Mahesh Sodhani
Mrs. Raj Kumari Sodhani		Mother of Manoj Sodhani and Mahesh Sodhani	
Mrs. Nitu Sodhani		Wife of Mahesh Sodhani	
Mrs. Sangita Sodhani		Wife of Manoj Sodhani	
Ms. Navya Sodhani		Daughter of Mahesh Sodhani	
Ms. Shakshi Sodhani		Daughter of Manoj Sodhani	
Mrs. Sabita Malani		Sister of Manoj Sodhani and Mahesh Sodhani	
(b) Companies having significant influence over the Company	Name of the Company		
	i) Kothari Investment & Industries Private Limited (KIPL)		
	ii) Kothari Phytochemicals & Industries Limited (KPIL)		

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(₹ in Lakhs)

Nature	Name of the Company
(c) Companies / Trust / Firm in which Directors/ Key Managerial Personnel and their relatives have significant influence	i) Albert David Limited (ADL)
	ii) Arunodaya Consultancy Pvt Ltd (ACPL)
	iii) Bharat Fritz Werner Limited (BFW)
	iv) G. Das & Co. Pvt. Limited (GDCPL)
	v) Karuna Sindhu Properties Pvt Ltd (KSPPL)
	vi) Kothari & Company Pvt Ltd (KCO)
	vii) Kothari Medical Centre (KMC)
	viii) M. D. Kothari & Company Limited (MDKCL)
	ix) Satyam Financial Services Ltd (SFSL)
	x) Shubh Ananda Advisory Pvt Ltd (SAAPL)
	xi) SKP Securities Limited (SKPSL)

48.3 - Transactions during the Year and Balance Outstanding:-

Particulars	2022-2023				2021-2022			
	Direct Subsidiaries	Directors / KMP and their Relatives	Companies having significant influence over the Company	Companies / Trust / Firm in which Directors/ Key Managerial Personnel and their relatives have significant influence and Employee Benefit Plan	Direct Subsidiaries	Directors / KMP and their Relatives	Companies having significant influence over the Company	Companies / Trust / Firm in which Directors/ Key Managerial Personnel and their relatives have significant influence and Employee Benefit Plan
<b>Transactions during the Year:-</b>								
1 Investment in Equity Shares	453.97	-	-	-	-	-	-	-
2 Rent Received	-	0.48	0.99	33.43	-	-	0.99	32.48
3 Sale of Unquoted Equity Shares	-	5.18	158.20	11.87	-	35.09	99.99	-
4 Sale of Fixed Assets	-	-	-	-	-	-	-	0.25
5 Guarantee Commission Paid	-	-	0.24	2.22	-	-	0.25	2.41
6 Interest on Loan Taken	-	-	18.50	37.00	-	-	22.51	42.00
7 Remuneration to Key Management Personnel	-	240.87	-	-	-	200.82	-	-
8 Directors Sitting Fee	-	7.75	-	-	-	8.75	-	-
9 Unsecured Fixed Deposit Received	-	2.10	-	-	-	69.50	-	-
10 Unsecured Fixed Deposit Repaid	-	22.02	-	-	-	81.60	-	-
11 Interest Accrued on Fixed Deposits	-	9.97	-	-	-	8.94	-	-
12 Interest on Fixed Deposits Paid	-	5.63	-	-	-	3.46	-	-

## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

Particulars	2022-2023				2021-2022			
	Direct Subsidiaries	Directors / KMP and their Relatives	Companies having significant influence over the Company	Companies / Trust / Firm in which Directors/ Key Managerial Personnel and their relatives have significant influence and Employee Benefit Plan	Direct Subsidiaries	Directors / KMP and their Relatives	Companies having significant influence over the Company	Companies / Trust / Firm in which Directors/ Key Managerial Personnel and their relatives have significant influence and Employee Benefit Plan
<b>Balance Outstanding:-</b>								
1 Receivable against Fixed Asset Sale	-	-	-	-	-	-	-	0.25
2 Corporate Guarantee Given	-	-	-	-	-	-	-	1,000.00
3 Unsecured Loan Taken	-	-	200.00	400.00	-	-	200.00	400.00
4 Guarantee Commission Payable	-	-	0.24	2.16	-	-	0.25	2.16
5 Interest Payable on Unsecured Loan Taken	-	-	4.44	8.88	-	-	5.18	10.36
6 Rent Receivable	-	-	-	-	-	-	-	-
7 Unsecured Fixed Deposit Payable	-	71.60	-	-	-	91.52	-	-
8 Interest on Unsecured Fixed Deposit Payable	-	13.37	-	-	-	9.03	-	-

## 48.4 - Key Management Personnel compensation \*\*

Particulars	2022-2023	2021-2022
<b>Short Term Employee Benefits</b>		
Mr Mahesh Sodhani	123.57	104.62
Mr Manoj Sodhani	117.30	96.20
<b>Total Compensation</b>	<b>240.87</b>	<b>200.82</b>
<b>Sitting Fees</b>		
Mr. Arun Kumar Kothari	1.05	1.55
Mrs. Prabhawati Devi Kothari	1.10	1.10
Mr Naresh Pachisia	1.50	2.20
Mr. Arvind Baheti	1.20	1.90
Mr. Kothaneth Ashok	1.85	1.15
Mr. Charudatta Raghvendra Prayag	1.05	0.85
Total Sitting Fees	7.75	8.75
<b>Total</b>	<b>248.62</b>	<b>209.57</b>

\*\* Provision for Long Term Employee Benefits which are based on Actuarial Valuation done on overall company basis are excluded.

## 48.5 - Terms and Conditions of transaction with Related Parties

All Related Party Transactions entered during the year were in ordinary course of the business and are on arm's length basis.

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## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

### NOTE 49 - Fair value of Financial Assets and Financial Liabilities

Particulars	31st March 2023			31st March 2022		
	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost
<b>Financial Assets</b>						
<b>Investment</b>						
- Equity Instruments	*	8.80	-	* 172.81	-	-
- Debt Instrument	-	-	0.01	-	-	0.01
- Mutual Funds	-	-	-	134.95	-	-
Trade Receivables	-	-	2,539.67	-	-	3,355.93
Loans Given	-	-	6.80	-	-	9.06
Cash and Cash Equivalents	-	-	229.58	-	-	60.94
Other Bank Balances	-	-	70.87	-	-	321.19
Deposits with Bank having maturity of more than one year from the balance sheet date	-	-	24.00	-	-	439.34
Interest Accrued on Deposits	-	-	70.27	-	-	62.93
Retention & Other Deposits	-	-	3,202.46	-	-	2,892.70
Other Financial Assets	1.69	-	2,135.37	0.20	-	2,757.76
<b>Total Financial Assets</b>	<b>1.69</b>	<b>8.80</b>	<b>8,279.03</b>	<b>135.15</b>	<b>172.81</b>	<b>9,899.86</b>

\* Amount is below the rounding off norm adopted by the Company.

Particulars	31st March 2023			31st March 2022		
	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost
<b>Financial Liabilities</b>						
Borrowings	-	-	8,623.91	-	-	12,974.75
Lease liabilities	-	-	-	-	-	12.51
Trade Payables	-	-	4,526.60	-	-	6,497.04
Trade & Security Deposits	-	-	1,174.11	-	-	1,232.45
Interest accrued but not due on Borrowings & Public Deposits	-	-	134.26	-	-	223.44
Amount Payable for Capital Goods	-	-	0.44	-	-	0.43
Employee Related Liabilities	-	-	1,368.89	-	-	1,419.50
Other Financial Liabilities	-	-	634.19	-	-	540.52
<b>Total Financial Liabilities</b>	<b>-</b>	<b>-</b>	<b>16,462.40</b>	<b>-</b>	<b>-</b>	<b>22,900.64</b>

### NOTE 50 - Fair Values of Financial Assets and Financial Liabilities measured at Amortised Cost

50.1 - The management assessed that the fair values of Loan given, cash and cash equivalents, other Bank balances, trade receivables, other financial assets, long term borrowings, trade payables, short term borrowings, and other financial liabilities approximates their carrying amounts.

50.2 - 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.

## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

## NOTE 51 - Fair Value Hierarchy

The following are the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair value are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels of fair value measurement as prescribed under the Ind AS 113 "Fair Value Measurement". An explanation of each level follows underneath the tables.

## 51.1 - Assets and Liabilities measured at Fair Value - recurring fair value measurements

Particulars	31st March 2023			31st March 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Financial Assets</b>						
<b>Financial Investment at FVTPL</b>						
Mutual Funds	-	-	-	134.95	-	-
Listed Equity Investments	*	-	-	*	-	-
<b>Financial Investment at FVOCI</b>						
Unlisted Equity Investments	-	-	8.80	-	-	172.81
Foreign Exchange Forward Contracts	-	1.69	-	-	0.20	-
<b>Total Financial Assets</b>	<b>-</b>	<b>1.69</b>	<b>8.80</b>	<b>134.95</b>	<b>0.20</b>	<b>172.81</b>
<b>Financial Liabilities</b>						
Foreign Exchange Forward Contracts	-	-	-	-	-	-
<b>Total Financial Liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

\* Amount is below the rounding off norm adopted by the Company.

51.2 - The following are the judgements and estimates made in determining the fair value of the biological assets other than bearer plants that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its biological assets other than bearer plants into Level 2 in the fair value hierarchy, since no significant adjustments need to be made to the prices obtained from the local markets.

Biological assets other than Bearer Plants for which fair value (less cost to sell) are disclosed:-

Particulars	31st March 2023			31st March 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Current Assets</b>						
<b>Current Asset at FVTPL</b>						
Unharvested Tea Leaves	-	24.83	-	-	47.33	-
<b>Total Current Assets</b>	<b>-</b>	<b>24.83</b>	<b>-</b>	<b>-</b>	<b>47.33</b>	<b>-</b>



## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

### NOTE 52: FINANCIAL RISK MANAGEMENT

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risk and credit risk. The Company's senior management has the overall responsibility for establishing and governing the Company's financial risk management framework. The Company's Audit Committee, is responsible for developing and monitoring the Company's financial risk management policies. The Company's financial risk management policies are established to identify and analyze the risks faced by the Company, to set and monitor appropriate controls.

#### (A) Credit risk

Credit risk refers to risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, bank balances, loans, investments and other financial assets.

At each reporting date, the Company measures loss allowance for certain class of financial assets based on historical trend, industry practices and the business environment in which the Company operates.

Credit risk arising from investments, derivative financial instruments and balances with banks is limited because the counterparties are banks and recognized financial institutions with high credit worthiness.

##### (i) Provision for expected credit losses

The Company measures Expected Credit Loss (ECL) for financial instruments based on historical trend, industry practices and the business environment in which the Company operates.

For financial assets, a credit loss is the present value of the difference between:

- (a) the contractual cash flows that are due to an entity under the contract; and
- (b) the cash flows that the entity expects to receive

The Company recognises in profit and loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date in accordance with Ind AS 109.

In determination of the allowances for credit losses on trade receivables, the Company has used a practical experience by computing the expected credit losses based on ageing matrix, which has taken into account historical credit loss experience and adjusted for forward looking information.

##### (ii) The movement of Trade Receivables and Expected Credit Loss are as follows :

Particulars	As at 31st March 2023	As at 31st March 2022
Trade Receivables (Gross)	2,766.15	3,736.09
Less: Provision for Loss Allowances	226.48	380.16
Trade Receivables (Net)	2,539.67	3,355.93

##### (iii) The movement of Retention Deposit and Loss Allowance thereto are as follows:

Particulars	As at 31st March 2023	As at 31st March 2022
Retention Deposits (Gross)	3,514.42	4,150.46
Less: Provision for Loss Allowances	1,184.33	1,453.16
Retention Deposits (Net)	2,330.09	2,697.30



## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

## iv) Reconciliation of Loss allowance provision:

Particulars	Trade Receivables	Loans & Deposits
Loss Allowance in 31st March 2021	522.10	2,848.88
Change in Loss allowance	(141.94)	(1,395.72)
Loss Allowance in 31st March 2022	380.16	1,453.16
Change in Loss allowance	(153.68)	(268.83)
Loss Allowance in 31st March 2023	226.48	1,184.33

## (B) Liquidity risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company has an established liquidity risk management framework for managing its short term, medium term and long term funding and liquidity management requirements.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of cash credit facilities agreed with the banks to ensure that there is sufficient cash to meet all its normal operating commitments in a timely and cost effective manner.

The following table shows the maturity analysis of the Company's derivative and non derivative financial liabilities based on contractually agreed undiscounted cash flows.

## a) As at 31st March 2023

Particulars	Total	On Demand	Within 1 year	1 year to 5 Years	More than 5 years
<b>Non-Derivative</b>					
Trade payables	4,526.60	-	4,526.60	-	-
Long Term Borrowings	1,248.34	-	-	1,248.34	-
Short Term Borrowing	7,375.57	5,532.65	1,842.92	-	-
Short Term Lease Liability	-	-	-	-	-
Other financial liabilities	3,311.89	2,003.52	659.61	648.76	-
<b>Total</b>	<b>16,462.40</b>	<b>7,536.17</b>	<b>7,029.13</b>	<b>1,897.10</b>	<b>-</b>

## b) As at 31st March 2022

Particulars	Total	On Demand	Within 1 year	1 year to 5 Years	More than 5 years
<b>Non-Derivative</b>					
Trade payables	6,497.04	-	6,497.04	-	-
Long Term Borrowings	4,560.99	-	-	4,560.99	-
Long Term Lease Liability	-	-	-	-	-
Short Term Borrowing	8,413.76	5,524.18	2,889.58	-	-
Short Term Lease Liability	12.51	-	12.51	-	-
Other financial liabilities	3,416.34	1,960.45	850.36	605.53	-
<b>Total</b>	<b>22,900.64</b>	<b>7,484.63</b>	<b>10,249.49</b>	<b>5,166.52</b>	<b>-</b>

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## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

### (C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk.

#### a) Interest rate risk:

Interest rate risk is measured by using cash flow sensitivity for changes in variable interest rate. Any movement in the reference rates could have an impact on the Company's cash flow as well as cost. The management is focused towards reducing the volatility due to interest rates, which is reflected in proportion of variable interest rate borrowing to total borrowing.

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	As at 31st March 2023	%	As at 31st March 2022	%
Variable rate borrowings	5,532.65	64.15%	8,972.03	69.08%
Fixed Rate borrowings	3,091.26	35.85%	4,015.23	30.92%
<b>Total Borrowings</b>	<b>8,623.91</b>	<b>100.00%</b>	<b>12,987.26</b>	<b>100.00%</b>

Preference Shares, Fixed Deposit (From Public) and Inter Corporate Deposits are considered as Fixed rate borrowings and other borrowings are considered as Variable rate Borrowings.

Sensitivity: A change of 50 bps in interest rates of variable rate borrowings would have following Impact on profit before tax

Particulars	For the year 2022-2023	For the year 2021-2022
50 bps increase would decrease the profit before tax by	(27.66)	(44.86)
50 bps decrease would increase the profit before tax by	27.66	44.86

#### b) Foreign currency risk:

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Company enters into forward exchange contracts to hedge against its foreign currency exposures relating to the recognized underlying liabilities / assets and firm commitments. The Company's policy is to hedge its exposures other than natural hedge. The Company does not enter into any derivative instruments for trading or speculative purposes.

The Company's Derivative instruments and unhedged foreign currency exposure at the end of the reporting period are as follows:

(i) Derivatives Outstanding as at the reporting date

Particulars	Currency	As at 31st March 2023		As at 31st March 2022	
		Amount in Foreign Currency (in Lakhs)	₹ in Lakhs	Amount in Foreign Currency (in Lakhs)	₹ in Lakhs
Forward Contract to Sell	USD	1.60	131.53	19.50	1,483.57
Forward Contract to Buy	USD	0.50	41.00	-	-

## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

(ii) Particulars of unhedged foreign currency exposures as at the reporting date

Particulars	Currency	As at 31st March 2023		As at 31st March 2022	
		Amount in Foreign Currency (in Lakhs)	₹ in Lakhs	Amount in Foreign Currency (in Lakhs)	₹ in Lakhs
Trade & Other Receivable	USD	0.24	20.03	0.40	30.11
Trade & Other Receivable	AED	2.28	51.10	-	-
Trade & Other Payable	USD	0.19	15.69	0.19	14.26

**Sensitivity:** A change of 3% in Foreign currency would have following Impact on profit before tax

Particulars	For the year 2022-2023		For the year 2021-2022	
	3%	3%	3%	3%
	Increase	Decrease	Increase	Decrease
USD	0.13	(0.13)	0.53	(0.53)
AED	1.53	(1.53)	-	-

## c) Other price risk:

The Company's exposure to securities price risk arises from investments in mutual funds and equity instruments held by the Company and classified in the balance sheet as FVPL and FVOCI respectively.

Particulars	As at 31st March 2023	As at 31st March 2022
Investment in Quoted Equity Instruments	*	*
Investment in Mutual Funds	-	134.95

\* Amount is below the rounding off norm adopted by the Company.

**Sensitivity:** A change of 50 bps on Net Asset Value of Mutual Fund would have following Impact on profit before tax

Particulars	For the year 2022-2023	For the year 2021-2022
50 bps increase would increase the profit before tax by	-	0.67
50 bps decrease would decrease the profit before tax by	-	(0.67)

## Note 53 - Capital Management

The Company's objective when managing capital (defined as net debt and equity) is to safeguard the Company's ability to continue as a going concern in order to provide returns to shareholders and benefit for other stakeholders, while protecting and strengthening the Balance Sheet through the appropriate balance of debt and equity funding. The Company manages its capital structure and makes adjustments to it, in light of changes to economic conditions and strategic objectives of the Company.



## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

### NOTE 54 - Segment Reporting

#### 54.1 - Information in accordance with the requirements of the IND AS - 108 on 'Segment Reporting':-

The Company has identified four primary business segments viz :

i) Textile	Manufacture and sale of yarn made out of Cotton and Man-made Fibre viz., Acrylic, Polyester, Viscose, Staple and Blends thereof.
ii) Tea	Manufacture and sale of Tea
iii) Engineering (Micco)	Manufacture and sale of Steel Structural, Pipes and equipments and Designing, Supplying, Erectioning and Commissioning of projects on turnkey basis.
iv) Property	Letting out property on rent

Segments have been identified and reported taking into account nature of products and services, the different risks and returns and the internal business reporting systems. The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with the following additional policies for segment reporting.

- Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".
- Segment assets and segment liabilities represent assets and liabilities in respective segments. Investments, tax related asset and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

#### 54.2 - Primary Segment Information (Business Segment)

Particulars	Textiles	Tea	Engineering (Micco)	Property	Unallocable	Total
<b>Segment Revenue</b>						
External Turnover	15,317.86	21,797.16	4,078.01	967.01	-	42,160.04
	(15,440.85)	(18,193.50)	(2,311.82)	(894.46)	-	(36,840.63)
Inter Segment Revenue	-	-	-	51.92	-	51.92
	-	-	-	(51.92)	-	(51.92)
Total Segment Revenue	15,317.86	21,797.16	4,078.01	1,018.93	-	42,211.96
	(15,440.85)	(18,193.50)	(2,311.82)	(946.38)	-	(36,892.55)
Less: Inter Segment Elimination	-	-	-	51.92	-	51.92
	-	-	-	(51.92)	-	(51.92)
Revenue from Operations	15,317.86	21,797.16	4,078.01	967.01	-	42,160.04
	(15,440.85)	(18,193.50)	(2,311.82)	(894.46)	-	(36,840.63)
Segment Result	177.87	1,152.54	207.51	866.33	-	2,404.25
	(1,507.76)	(1,217.83)	(-62.80)	(626.07)	-	(3,288.86)
Less: Unallocable Expenditure net of unallocable Income					(14.63)	(14.63)
					(64.05)	(64.05)
Finance Costs					1,341.78	1,341.78
					(1,894.76)	(1,894.76)
Add: Exceptional Item (Refer Note 37)					1,064.66	1,064.66
					(-)	(-)

## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

Particulars	Textiles	Tea	Engineering (Micco)	Property	Unallocable	Total
Profit / (Loss) Before Tax						2,141.76
						(1,330.05)
Other Information						
Segment Assets	12,982.22	11,541.13	10,198.14	7,958.52	5,130.92	47,810.93
	(15,048.71)	(12,129.07)	(11,604.19)	(7,961.12)	(4,950.61)	(51,693.70)
Segment Liabilities	3,249.36	5,098.29	2,344.09	524.85	9,575.80	20,792.39
	(5,138.89)	(4,364.45)	(2,335.31)	(704.67)	(13,981.11)	(26,524.43)
Capital Expenditure	49.04	730.72	1.27	0.75	3.67	785.45
	(118.88)	(421.21)	(9.48)	-	(16.59)	(566.16)
Depreciation and Amortisation Expense	413.63	436.06	31.25	1.47	27.08	909.49
	(406.66)	(413.28)	(39.76)	(1.62)	(27.80)	(889.12)
Non Current Assets	7,153.45	8,038.97	369.74	7,904.59	788.81	24,255.56
	(7,673.05)	(7,775.65)	(716.11)	(7,905.31)	(966.24)	(25,036.36)

Figures in bracket represents previous year figures

## 54.3 - Secondary Segment Information (Geographical Segment)

Particulars	Within India	Outside India	Total
Segment Revenue	34,647.42	7,512.62	42,160.04
	(29,632.83)	(7,207.80)	(36,840.63)
Segment Assets	42,136.21	543.80	42,680.01
	(46,215.26)	(527.83)	(46,743.09)
Capital Expenditure	781.78	-	781.78
	(549.57)	(-)	(549.57)

Figures in bracket represents previous year figures

## 54.4 - Other Disclosures

- The Company's corporate strategy aims at creating multiple drivers of growth anchored on its core competencies. The Company is currently focused on four business groups : Textile, Tea, Engineering and Property. The Company's organisational structure and governance processes are designed to support effective management of multiple businesses while retaining focus on each one of them.
- The geographical information considered for disclosure are:
  - Sales within India
  - Sales outside India
- The Company is not reliant on revenues from transactions with any external customer for more than 10% or more of its revenue.
- Inter-segment transfers are based on prevailing market prices.
- The accounting policies adopted for segment reporting are in line with the accounting policy of the Company.

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## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

### NOTE 55 - Ratio Analysis and its elements

Ratio	Numerator	Denominator	31-Mar-23	31-Mar-22	% change	Reason for variance
Current Ratio	Current Assets	Current Liabilities	1.04	1.08	(3.70)	-
Debt- Equity Ratio	Total Debt	Shareholder's Equity	0.32	0.52	(38.46)	
Debt Service Coverage Ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	2.78	1.90	46.32	The improvement is due to repayment of debt.
Return on Equity Ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	7.82	5.57	40.39	
Inventory Turnover Ratio	Revenue from Operation	Average Inventory	4.14	3.27	26.61	Due to lower inventory towards the end of the year.
Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	10.99	8.72	26.03	Due to realisation of old debtors
Trade Payable Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	3.96	4.44	(10.81)	Due to discharge of old liabilities
Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	55.66	21.91	154.04	Due to repayment of Long Term Debts and Unsecured Loans
Net Profit Ratio	Net Profit	Net sales = Total sales - sales return	4.84	3.77	28.38	Due to exceptional gain on sale of fixed asset
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	7.29	6.24	16.83	Due to reduction of debts
Return on Investment	Interest (Finance Income)	Mutual Fund	3.53%	3.07%	14.98	-
		Unquoted Equity Share	3.58%	10.50%	(65.90)	Yeild realised due to prolonged holding period

## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

## NOTE 56 - Other Statutory Information

- i) **Details of Benami Property held** - The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- ii) **Relationship with Struck off Companies** - The Company do not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956
- iii) **Registration of charges or satisfaction with Registrar of Companies (ROC)** - The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv) **Details of Crypto Currency or Virtual Currency** - The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v) **Utilisation of Borrowed funds and share premium** - The Company have not advanced or loaned or invested funds, during the year, to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- 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 to or on behalf of the Ultimate Beneficiaries
- vi) The Company have not received any fund, during the year, from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vii) **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 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.
- viii) **Utilisation of Borrowing** - The company has utilised the Borrowings from Banks and Financial Institutions for the purpose for which it was taken.
- ix) **Wilful Defaulter** - The Company has not been declared as willfull defaulter by any Bank or Financial Institutions.
- x) **Loans or advances (repayable on demand or without specifying any terms or period of repayment) to specified persons** - During the year the company did not provide any loans or advances (repayable on demand or without specifying any term or period of repayment) to specified person.
- xi) **Corporate Social Responsibility (CSR)** - The average net profits made by the Company during the 3 immediately preceding financial years is negative, as such the Company did not spend any amount in CSR activities for the financial year 2022-2023.
- xii) **Compliance with number of layers of companies** - The Company has complied with number of layers prescribed under clause (87) of Section 2 of Companies Act 2013 read with Companies (Restriction on number of layers) Rules 2017.
- xiii) **Borrowings secured against current assets** - Difference in Quarterly Statements of Current Assets filed by the company with Banks or Financial Institutions with the Books of Accounts:



## Notes to the Standalone Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)					
Quarter	Name of the Bank	Particulars	As Per Books	Reported in the Quarterly Statement	Difference
Jun-22	State Bank of India Bank of India HDFC Bank Yes Bank	Inventories and Debtors Less Creditors	6,571.75	6,453.55	118.20
Sep-22	State Bank of India Bank of India HDFC Bank Yes Bank	Inventories and Debtors Less Creditors	5,987.91	6,022.74	-34.83
Dec-22	Axis Bank HDFC Bank Yes Bank	Inventories and Debtors Less Creditors	6,299.31	6,326.14	-26.83
Mar-23	Axis Bank HDFC Bank Yes Bank	Inventories and Debtors Less Creditors	6,275.66	6,249.56	26.10

The current assets referred above are for Textile (GCM) and Engineering (Micco) Divisions of the Company.

**NOTE 57** - Previous years figures have been rearranged / regrouped wherever necessary.

As per our Report of even date annexed.

For and on behalf of the Board

**For J K V S & CO**

*Chartered Accountants*

Firm Registration Number 318086E

**Ajay Kumar**

*Partner*

Membership No. 068756

Kolkata, 12th May 2023

**Manoj Sodhani**

*Executive Director & CEO*

(DIN:02267180)

**Rajat Arora**

*Company Secretary*

**Mahesh Sodhani**

*Managing Director*

(DIN:02100322)

**Arun Kumar Kothari**

*Chairman*

(DIN:00051900)

**Niraj Singh**

*Chief Financial Officer*



## Independent Auditor's Report

### TO THE MEMBERS OF GILLANDERS ARBUTHNOT AND COMPANY LIMITED

#### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying consolidated financial statements of Gillanders Arbuthnot & Company Limited (hereinafter referred to as "the Holding Company") and its foreign subsidiary and a step down foreign subsidiary (the Holding Company and its subsidiaries/step down subsidiary together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31 2023, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, step down subsidiary and the MICCO division (branch), the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015, as amended (Ind AS) and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.



## Independent Auditor's Report (contd.)

Key Audit Matter	How our audit addressed the key audit matter
<p><b>1. Revenue Recognition</b></p> <p>Revenue recognition is significant audit risk within the Group.</p> <p>The revenue standard establishes a comprehensive framework for determining whether, how much and when revenue is recognized. This involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of identified performance obligation, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, the standard mandates robust disclosures in respect of revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p> <p>Risk exists that revenue is recognized without substantial transfer of control and is not in accordance with Ind AS-115 "Revenue from Contracts with Customers".</p>	<p>Our audit consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"><li>· Evaluated the design and tested the operative effectiveness of the internal controls relating to revenue recognition, discounts and rebates.</li><li>· Tested sample of sale transactions to their respective customer contracts, underlying invoices and related documents.</li><li>· Obtained confirmations from customers on sample basis to support existence assertion of trade receivables and assessed the relevant disclosures made in the financial statements; to ensure revenue from contracts with customers are in accordance with the requirements of relevant accounting standards.</li><li>· In case of construction contracts, reviewed the Group's estimation process (including the approval of project budget, monitoring of project costs and activities, and management's review and customer's approval of project's stage of completion and milestones achieved) used in determining the amounts of revenue and costs recognised in Group's financial statements.</li></ul>
<p><b>2. Impairment of Assets</b></p> <p>Significant judgment is involved in assessing property, plant and equipment for impairment. At the end of every reporting period, the Group assesses whether there is any indication that an asset or cash generating unit (CGU) may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset or CGU.</p> <p>The determination of recoverable amount, being the higher of fair value less costs to sell and value-in-use involves significant estimates, assumptions and judgments of the long-term financial projections.</p> <p>Impairment of assets is a key audit matter considering the significance of the carrying value, long term estimation and the significant judgments involved in the impairment assessment.</p>	<p>Our audit procedures included considering the Group's accounting policies with respect to impairment in accordance with Ind AS 36 "Impairment of Assets".</p> <p>We performed test of controls over impairment process through inspection of evidence of performance of these controls. We performed the following tests of details:</p> <ul style="list-style-type: none"><li>· We obtained the management's impairment assessment.</li><li>· We evaluated the key assumptions including projected cash flows. In determining future cash flows management is required to make assumptions relating to future profitability, including revenue growth and operating margins, and the determination of an appropriate discount rate, all of which are subject to management override as the outcome of the impairment assessments could vary significantly if different judgments are applied.</li><li>· We have tested the workings of management for ascertaining fair value and costs of disposal of CGU for ascertaining recoverable amount.</li></ul>

## Independent Auditor's Report (contd.)

### 3. Expected Credit Loss

The Group 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 Group 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.

Our Audit procedure on evaluation of Expected credit loss model include:

- Obtained an understanding of the Group's process for estimating the ECL of various eligible assets included in the Consolidated Financial Statements.
- Evaluated the detailed analysis performed by management on revenue by selecting samples for the existing contracts with customers.
- Evaluated the calculation of historical loss rate on the basis of historical trends, industry practices, business environment in which group operates & forward looking information.

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

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including Ind AS. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.



## Independent Auditor's Report (contd.)

The respective Board of Directors of the companies included in the Group is also responsible for overseeing the financial reporting process of the Group.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company 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.

## Independent Auditor's Report (contd.)

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 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.

### Other Matter

1. The consolidated annual financial statements include the financial statements/ financial information of one foreign subsidiary, including one step down foreign subsidiary, whose financial statements / financial information reflect total assets of Rs. 11,006.26 lakhs as at 31st March, 2023 and total revenue of Rs. 3,539.81 Lakhs and net cash inflow of Rs. 26.60 Lakhs for the year ended 31st March 2023.
  - i. The independent auditors report on the financial statements/ financial information of these entities have been furnished to us by the management and our opinion on the statement in so far as it relates to the amounts and disclosures included in the respect of these subsidiaries is based solely on the reports of such auditors and the procedures performed by us as stated in paragraph above.
  - ii. These subsidiaries are located outside India whose annual financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding's management has converted the financial results of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding's management. Our conclusion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding and audited by us.
2. We did not audit the financial statements and other financial information of the Company's Engineering (MICCO) Division included in the accompanying standalone financial statements of the Company whose financial statements and other financial information reflect total assets of Rs. 10,198.14 lakhs as at 31st March 2023 and total revenue of Rs. 4,664.31 lakhs for the year ended on that date. This financial statements/ financial information have been audited by the branch auditor whose reports have been furnished to us by the management. Our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of branch and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid branch, is based solely on the report of such branch auditor.

Our opinion on the consolidated financial statements, and our report on "Other Legal and Regulatory Requirements" below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

### Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and branch, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

- (a) We / the other auditor whose report we have relied upon, have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;



## Independent Auditor's Report (contd.)

- (c) The report on the financial statements of Engineering (MICCO) Division of the Company audited under section 143(8) of the Act by branch auditors has been sent to us and has been properly dealt with us in preparing this report.
- (d) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- (e) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (f) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company none of the directors of the Holding Company is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) With respect to the adequacy and the operating effectiveness of the internal financial controls with reference to these consolidated financial statements of the Holding Company and its subsidiary/step down subsidiary companies, refer to our separate Report in Annexure "1" to this report;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act read with Schedule V to the Act.

- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the branch and subsidiaries, as noted in the 'Other matter' paragraph:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 40 to the consolidated financial statements;
  - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.
  - iv.
    - a. The holding companies management has represented that, to the best of its knowledge and belief other than as disclosed in the notes to Consolidated Financial Statement , during the year no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the holding company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding whether recorded in writing or otherwise , that the intermediary shall , whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or behalf of the holding Company (Ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the Holding company (Ultimate beneficiaries).
    - b. The holding companies management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the Consolidated Financial Statement , during the year no funds have been received by the Holding Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the holding company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of

**Independent Auditor's Report (contd.)**

the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Holding company (Ultimate beneficiaries)

- c. Based on such audit procedures that the we have considered reasonable and appropriate in the circumstances; nothing has come to our attention that cause us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under paragraph (iv) (a) and (iv) (b) above, contain any material mis-statement.
- v. No dividend has been declared or paid during the year by the Holding Company. The Board of Directors of the Holding Company has not proposed any divided for the financial year 2022-23. Hence the clause is not applicable.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account 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.

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**For J K V S & CO**  
Chartered Accountants  
Firm's Registration No. 318086E

**Ajay Kumar**  
Partner  
Membership No. 068756  
UDIN: 23068756BGZELD8403

Place: Kolkata  
Date: 12<sup>th</sup> Day of May' 2023



## Annexure 'I' to the Independent Auditor's Report

**"Annexure 1" to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Gillanders Arbuthnot & Company Limited**

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

In conjunction with our audit of the Consolidated Financial Statements of **Gillanders Arbuthnot & Company Limited** as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to the Consolidated Financial Statements of **Gillanders Arbuthnot & Company Limited** (hereinafter referred to as the "Holding Company") and its subsidiary companies, which are companies incorporated within India, as of that date.

### Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company is responsible for establishing and maintaining internal financial controls based on the internal control with reference to the Consolidated Financial Statements criteria established by the Holding 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Holding Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to the Consolidated Financial Statements of the Holding Company.

### Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

A company's internal financial control with reference to the Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to the Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide



**Annexure 'I' to the Independent Auditor's Report (contd.)**

reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated 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 Consolidated Financial Statements.

**Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to the Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to the Consolidated Financial Statements 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 Holding Company has maintained in all material respects, adequate internal financial controls with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 2023, based on the internal control with reference to Consolidated Financial Statements criteria established by the Holding 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.

**Other Matters**

- i) Our report under Section 143(3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements of the Holding Company, insofar as it relates to the branch not audited by us, is based on the corresponding reports of the said branch auditors.
- ii) The subsidiaries of the Holding company are incorporated outside India accordingly the provision of section 143(3) are not applicable to them.

Our opinion is not modified in respect of the above matters.

**For J K V S & CO**  
Chartered Accountants  
Firm's Registration No. 318086E

**Ajay Kumar**  
Partner

Membership No. 068756  
UDIN: 23068756BGZELD8403

Place: Kolkata  
Date: 12<sup>th</sup> Day of May'2023

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## Consolidated Balance Sheet as at 31st March 2023

(₹ in Lakhs)

Particulars	Note No	As at 31st March, 2023	As at 31st March, 2022
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property, Plant and Equipment	4A	29,785.56	31,104.08
Capital Work-In-Progress	4B	1,125.51	1,175.67
Right of Use Asset	4C	24.58	26.81
Intangible Assets	5	16.52	25.50
Financial Assets			
Investments	6	8.81	172.82
Other Financial Assets	8	271.41	711.21
Non-Current Income Tax Asset (Net)	9	593.31	713.36
Deferred tax assets (Net)	10	243.56	-
Other Non-Current Assets	11	6.40	30.46
<b>Total Non Current Assets</b>		<b>32,075.66</b>	<b>33,959.91</b>
<b>CURRENT ASSETS</b>			
Biological Assets other than Bearer Plants	12	1,470.76	860.75
Inventories	13	10,702.15	12,195.92
Financial Assets			
Investments	14	-	134.95
Trade Receivables	15	2,622.22	3,962.67
Cash and Cash Equivalents	16	266.92	71.68
Bank Balances other than Note 16	17	70.87	321.19
Loans	7	6.80	9.06
Other Financial Assets	8	5,216.84	5,513.39
Other Current Assets	10	2,611.30	2,682.60
<b>Total Current Assets</b>		<b>22,967.86</b>	<b>25,752.21</b>
<b>Total Assets</b>		<b>55,043.52</b>	<b>59,712.12</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	18	2,134.23	2,134.23
Other Equity	19	25,544.31	24,850.15
<b>Total Equity</b>		<b>27,678.54</b>	<b>26,984.38</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
Financial Liabilities			
Borrowings	20	3,831.68	6,914.35
Other Financial Liabilities	22	648.76	605.53
Provisions	23	119.88	117.05
Deferred Tax Liabilities (Net)	10	-	142.05
<b>Total Non-Current Liabilities</b>		<b>4,600.32</b>	<b>7,778.98</b>
<b>CURRENT LIABILITIES</b>			
Financial Liabilities			
Borrowings	25	10,631.40	11,373.38
Lease Liabilities	21	-	12.51
Trade Payables	26	-	-
- Total Outstanding dues of Micro Enterprises and Small Enterprises		31.32	52.02
- Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		4,787.07	6,854.85
Other Financial Liabilities	21	3,040.64	3,090.73
Other Current Liabilities	24	1,342.41	926.62
Provisions	22	2,931.82	2,638.65
Current Tax Liabilities (Net)	27	-	-
<b>Total Current Liabilities</b>		<b>22,764.66</b>	<b>24,948.76</b>
<b>Total Equity and Liabilities</b>		<b>55,043.52</b>	<b>59,712.12</b>

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

As per our Report of even date annexed.

For and on behalf of the Board

### For J K V S & CO

Chartered Accountants

Firm Registration Number 318086E

Ajay Kumar

Partner

Membership No. 068756

Kolkata, 12th May 2023

**Manoj Sodhani**  
Executive Director & CEO  
(DIN:02267180)

**Rajat Arora**  
Company Secretary

**Mahesh Sodhani**  
Managing Director  
(DIN:02100322)

**Arun Kumar Kothari**  
Chairman  
(DIN:00051900)

**Niraj Singh**  
Chief Financial Officer

## Consolidated Statement of Profit and Loss for the year ended 31st March, 2023

(₹ in Lakhs)

Particulars	Note No.	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>INCOME</b>			
Revenue from Operations	28	44,902.99	40,640.71
Other Income	29	1,959.88	1,742.09
<b>Total Income (i)</b>		<b>46,862.87</b>	<b>42,382.80</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	30	8,619.50	10,370.61
Purchase of Traded Goods	31	3,591.38	4,245.75
Changes in Inventories of Finished Goods, Work-in-Progress and Traded Goods	32	1,377.96	(3,175.26)
Employee Benefits Expense	33	13,503.22	12,276.49
Finance Costs	34	1,803.54	2,328.78
Depreciation and Amortisation Expense	35	1,196.98	1,244.61
Other Expenses	36	16,615.67	13,944.38
<b>Total Expenses (ii)</b>		<b>46,708.25</b>	<b>41,235.36</b>
<b>Profit / (Loss) before Exceptional Items and Tax (i) - (ii)</b>		<b>154.62</b>	<b>1,147.44</b>
Exceptional Item	37	1,064.66	-
<b>Profit / (Loss) after Exceptional Item but before Tax</b>		<b>1,219.28</b>	<b>1,147.44</b>
<b>Tax Expense:</b>	38		
Current Tax		-	5.28
Deferred Tax {Charge / (Credit)}		(262.97)	(491.84)
<b>Profit / (Loss) for the year (iii)</b>		<b>1,482.25</b>	<b>1,634.00</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurement Gain / (Loss) on the Defined Benefit Plans	39	(292.49)	173.38
Net Gain / (Loss) on Equity Instruments through Other Comprehensive Income		-	19.46
Income tax relating to these items		102.21	(60.59)
<b>Items that will be reclassified subsequently to profit or loss</b>			
Foreign Currency Translation Reserve		(597.81)	(45.47)
<b>Other Comprehensive Income for the Year (Net of Tax) (iv)</b>		<b>(788.09)</b>	<b>86.78</b>
<b>Total Comprehensive Income for the year attributable to the owner of the Company (iii + iv)</b>		<b>694.16</b>	<b>1,720.78</b>
<b>Earnings Per Share</b>			
Nominal Value of Shares (₹ 10)			
Basic & Diluted Earnings Per Share	45	6.95	7.66

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The accompanying notes form an integral part of these Consolidated Financial Statements.  
As per our Report of even date annexed.

For and on behalf of the Board

## For J K V S &amp; CO

Chartered Accountants

Firm Registration Number 318086E

Ajay Kumar

Partner

Membership No. 068756

Kolkata, 12th May 2023

Manoj Sodhani

Executive Director &amp; CEO

(DIN:02267180)

Rajat Arora

Company Secretary

Mahesh Sodhani

Managing Director

(DIN:02100322)

Arun Kumar Kothari

Chairman

(DIN:00051900)

Niraj Singh

Chief Financial Officer



## Consolidated Statement of Change in Equity for the year ended 31st March 2023

(₹ in Lakhs)

### a) Equity Share Capital

Particulars	As at 31st March, 2023	As at 31st March, 2022
Opening Balance	2,134.23	2,134.23
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	-	-
Changes in equity share capital during the current year	-	-
<b>Balance at the end of the current reporting period</b>	<b>2,134.23</b>	<b>2,134.23</b>

### b) Other Equity

Particulars	Reserves & Surplus					Items of Other Comprehensive Income		Total
	Capital Reserve	Capital Reserve on Consolidation	Preference Share Redemption Reserve	General Reserve	Retained Earnings	Foreign Currency Translation Reserve	Equity instrument through Other Comprehensive Income	
Balance as at 31st March 2021	3,407.53	4,434.98	262.47	9,860.07	3,917.40	1,184.18	62.74	23,129.37
Comprehensive Income for the year								
Profit / (Loss) for the year					1,634.00			1,634.00
Other Comprehensive Income, net of Income Tax					112.79	(45.47)	19.46	86.78
<b>Total Comprehensive Income for the year</b>	-	-	-	-	<b>1,746.79</b>	<b>(45.47)</b>	<b>19.46</b>	<b>1,720.78</b>
Realised gain on Sale of Equity instruments through FVTOCI					34.12		(34.12)	-
Balance as at 31st March 2022	3,407.53	4,434.98	262.47	9,860.07	5,698.31	1,138.71	48.08	24,850.15
Comprehensive Income for the year								
Profit / (Loss) for the year					1,482.25			1,482.25
Other Comprehensive Income, net of Income Tax					(190.28)	(597.81)	-	(788.09)
<b>Total Comprehensive Income for the year</b>	-	-	-	-	<b>1,291.97</b>	<b>(597.81)</b>	-	<b>694.16</b>
Realised gain on Sale of Equity instruments through FVTOCI					48.08		(48.08)	-
<b>Balance as at 31st March 2023</b>	<b>3,407.53</b>	<b>4,434.98</b>	<b>262.47</b>	<b>9,860.07</b>	<b>7,038.36</b>	<b>540.90</b>	<b>-</b>	<b>25,544.31</b>

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

As per our Report of even date annexed.

For and on behalf of the Board

#### For J K V S & CO

Chartered Accountants

Firm Registration Number 318086E

**Ajay Kumar**

Partner

Membership No. 068756

Kolkata, 12th May 2023

**Manoj Sodhani**  
Executive Director & CEO  
(DIN:02267180)

**Rajat Arora**  
Company Secretary

**Mahesh Sodhani**  
Managing Director  
(DIN:02100322)

**Arun Kumar Kothari**  
Chairman  
(DIN:00051900)

**Niraj Singh**  
Chief Financial Officer

## Consolidated Cash Flow Statement for the year ended 31st March, 2023

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2023		For the Year Ended 31st March, 2022	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Profit/(Loss) before tax		1,219.28		1,147.44
Adjustments for :				
Depreciation and Amortisation Expense	1,196.98		1,244.61	
Finance Cost (Net of incentive income)	1,803.54		2,328.78	
Exceptional Item	(1,064.66)		-	
Fluctuation of Exchange Rate carried to Foreign Exchange Translation Reserve	(597.81)		(38.79)	
(Gain) / Loss on Restatement of Investment at FVTPL	-		(0.05)	
(Profit)/Loss on Sale of Property, Plant and Equipment (Net)	(42.71)		(75.57)	
Loss on Foreign currency transaction and translation (Net)	1,010.03		140.78	
Gain on Sale of Investment at FVTPL	(12.39)		(3.84)	
Bad Debts and Advances written off	386.25		581.59	
Allowances for Doubtful Debts and advances written back	(246.60)		(1,062.49)	
Change in Fair Value of Biological Asset	(620.12)		47.76	
Interest Income	(78.73)		(72.34)	
Liability no longer required written back	(338.94)	1,394.84	(320.23)	2,770.21
<b>Operating profit before Working Capital Changes</b>		<b>2,614.12</b>		<b>3,917.65</b>
Adjustments for :				
Trade and Other Receivables	1,824.06		4,416.66	
Inventories	1,499.26		(2,327.45)	
Trade and Other Payables	(1,138.24)	2,185.08	922.78	3,011.99
<b>Cash Generated from Operations</b>		<b>4,799.20</b>		<b>6,929.64</b>
Direct Taxes (Paid) / Refund (Net)	(2.59)		(92.07)	
Interest received on Income Tax Refund	38.11	35.52	21.93	(70.14)
<b>Net Cash from Operating Activities</b>		<b>4,834.72</b>		<b>6,859.50</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Property, Plant and Equipment and Intangible Assets including Capital work-in-progress and Capital Advance	(1,099.82)		(738.89)	
Proceeds from Sale of Property, Plant and Equipment	81.62		125.89	
Proceeds from Sale of Units	1,100.00		-	
Proceeds / (Purchase) of Current Investments (Net)	136.11		390.38	
Proceeds from Sale of Non-Current Investments (Net)	175.24		135.08	
Proceeds / (Investment) in Bank Deposit (Net)	665.66		(100.87)	
Interest Received	33.28		6.36	
<b>Net Cash used in Investing Activities</b>		<b>1,092.09</b>		<b>(182.05)</b>

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## Consolidated Cash Flow Statement for the year ended 31st March, 2023 (contd.)

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2023		For the Year Ended 31st March, 2022	
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from Long Term Borrowings	1,305.91		1,145.04	
Repayment of Long Term Borrowings	(4,066.63)		(3,116.71)	
Short Term Borrowings (Net)	(289.88)		(1,308.92)	
Proceeds from Fixed Deposits (from Public)	-		812.92	
Repayment of Fixed Deposits (from Public)	(794.74)		(2,005.32)	
Payment of Unclaimed Dividend	-		(3.52)	
Finance Charges Paid	(1,886.23)		(2,329.76)	
<b>Net Cash used in Financing Activities</b>		<b>(5,731.57)</b>		<b>(6,806.27)</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C)</b>		195.24		(128.82)
Cash and Cash Equivalents on Opening date		71.68		200.50
Cash and Cash Equivalents on Closing date		266.92		71.68
		<b>195.24</b>		<b>(128.82)</b>

### Notes :

- a) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard 7 on 'Cash Flow Statements'.

Particulars	As at 31st March, 2023		As at 31st March, 2022	
<b>b) Component of Cash &amp; Cash Equivalents: -</b>				
Cash on Hand		17.06		21.53
Cheques/ Drafts on Hand		-		-
Balances with Banks in Current Accounts		249.86		50.15
Cash & Cash Equivalent as per Balance sheet (Refer Note no 16)		<b>266.92</b>		<b>71.68</b>
<b>c) Debt Reconciliation Statement in accordance with Ind AS 7</b>		<b>2022-2023</b>		<b>2021-2022</b>
<b>Opening Balances</b>				
Non Current Borrowings		6,914.35		7,671.84
<b>Movement</b>				
Non Current Borrowings		(3,082.67)		(757.49)
<b>Closing Balances</b>				
Non Current Borrowings		3,831.68		6,914.35

- d) Previous year's figures have been rearranged / regrouped, wherever necessary.

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

As per our Report of even date annexed.

For and on behalf of the Board

### For J K V S & CO

Chartered Accountants

Firm Registration Number 318086E

**Ajay Kumar**

Partner

Membership No. 068756

Kolkata, 12th May 2023

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Chairman  
(DIN:00051900)

**Niraj Singh**  
Chief Financial Officer

## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023

**1. CORPORATE AND GENERAL INFORMATION**

Gillanders Arbuthnot and Company Limited (GACL) including its subsidiaries collectively referred to as “Group” deals in manufacture and sale of tea, macademia nuts, manufacture and sale of yarn made out of Cotton and Man Made Fibres, Manufacture and sale of Steel Structural, Pipes and Equipment and designing, supplying, erecting and commissioning of projects on turnkey basis, and letting out of property on Rent.

**2. BASIS OF PREPARATION****2.1. Statement of Compliance**

These Consolidated financial statements 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), other relevant provisions of the Act and other accounting principles generally accepted in India.

The Consolidated financial statements of the Group for the year ended 31st March, 2023 has been approved by the Board of Directors in their meeting held on 12th May 2023.

**2.2. Basis of Accounting**

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

- Certain Financial Assets and Liabilities is measured at Fair value/ Amortised cost (refer note 48);
- Derivative Financial Instruments measured at fair value;
- Defined Benefit Plans – Plan assets measured at Actuarial Valuation; and
- Biological Assets – At fair value less cost to sell

**2.3. BASIS OF CONSOLIDATION****2.3.1. Subsidiaries**

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (“Group”). Control is achieved when the Parent Company has:

- Power of the investee;
- Is exposed or has rights to variable returns from its involvement with the investee; and
- Has the ability to use its power over the investee to affect its returns.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date when control ceases. Profit/ (loss) and Other Comprehensive Income (‘OCI’) of subsidiaries acquired or disposed of during the period are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable. The financial statements of all entities used for the purpose of consolidation are drawn up to the same reporting date as that of the Parent company, i.e., year ended on 31st March. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The Group consolidates the financial statements of the parent and its subsidiaries on line by line basis adding together the items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary’s statement of profit and loss and net assets that is not held by the Group. Profit/ (loss) and each component of OCI are attributed to the equity holders of the Parent Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. The Group attributes total



## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

comprehensive income or loss of the subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

### Enterprises consolidated as subsidiary in accordance with Indian Accounting Standard 110 on Consolidated Financial Statements (CFS)

Name of the Enterprise	Country of Incorporation	Percentage of ownership interest as at 31st March, 2022	Percentage of voting power as at 31st March, 2022	Percentage of ownership interest as at 31st March, 2021	Percentage of voting power as at 31st March, 2021
<b>Subsidiaries (Held directly)</b>					
Gillanders Holdings (Mauritius) Limited (GHML) (WOS of GACL)	Mauritius	100.00	100.00	100.00	100.00
<b>Subsidiaries (Held indirectly)</b>					
Naming'omba Tea Estates Limited (WOS of GHML)	Malawi	100.00	100.00	100.00	100.00

#### 2.3.2. Business Combinations

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the fair values of assets transferred on acquisition-date, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values on acquisition date. However, deferred tax asset or liability and any liability or asset relating to employee benefit arrangements arising from a business combination are measured and recognized in accordance with the requirements of Ind AS 12, Income Taxes and Ind AS 19, Employee Benefits, respectively.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the excess is recognized as Capital Reserve.

Business combinations involving entities or business under common control have been accounted for using the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments have been made to reflect fair values, or to recognize any new assets or liabilities except changes made to harmonize the accounting policies.

#### 2.4. Functional and Presentation Currency

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

#### 2.5. Use of Estimates and Judgements

The preparation of consolidated financial statements in conformity with Ind AS requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities,



**Notes to the Consolidated Financial Statements** as on and for the year ended 31st March 2023 (contd.)

disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Revision to accounting estimates are recognized in the period in which the estimates are revised and future periods affected. For details of estimates and judgement used in preparation of Consolidated Financial statements (refer note 3.18)

**2.6. Presentation of Consolidated 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 Division II of Schedule III to the Act, are presented by way of notes forming part of the Consolidated financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

**2.7. Operating Cycle for current and non-current classification**

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 "Presentation of Financial Statements". The Group 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 is intended to be sold or consumed in the normal operating cycle; or
- Held primarily for the purpose of trading or;
- 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.

Similarly, a liability is current if:

- It is expected to be settled in normal operating cycle; or
- It is held primarily for the purpose of trading; or
- 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 Group classifies all other liabilities as non-current. Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities respectively.

**2.8. Measurement of Fair Values**

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 Group. 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 best economic 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.



## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized 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 Group considering the requirements of Ind AS and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

### 3. SIGNIFICANT ACCOUNTING POLICIES

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

#### 3.1. INVENTORIES

Inventories are valued at the lower of cost and net realizable value (NRV). Cost is measured by including, unless specifically mentioned below, cost of purchase and other costs incurred in bringing the inventories to their present location and condition. 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, Stores and Spare Parts: At cost (on weighted average basis) or Net Realizable Value whichever is lower. Cost of harvested tea leaves, produced from own gardens, is measured at fair value less cost to sell at the point of harvest of tea leaves. Materials and other items held for use in the production of inventories are not written down below costs, if finished goods in which they will be incorporated are expected to be sold at or above cost.
- Stock in Process: Is valued with material at lower of weighted average cost and market rate and estimated conversion cost. In case of textile, in view of substantially large number of items in stock in progress, it is not feasible to maintain the status of movement of each item at shop floor on perpetual basis. The Company, however, physically verifies such stocks at the end of the year and valuation is made on the basis of such physical verification.
- 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.
- Contract in Progress: For long term contracts, contract in progress is valued at realizable value/contractual rate and provision for losses, as may be estimated for completion thereof.
- Stock in Trade: Measured at cost (i.e., purchase cost) or net realizable value 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 equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

### 3.3. INCOME TAX

Income Tax expenses comprise current tax and deferred tax charge or credit.

Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.

Deferred tax is provided, on all temporary differences at the reporting date between the carrying amount of assets and liabilities for financial reporting purposes and its tax base. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognized directly in equity or Other Comprehensive Income (OCI) is recognized in equity or OCI and not in the Statement of Profit and Loss. Deferred tax assets include Minimum Alternate Tax (MAT) paid (tax credit) in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability and is considered as an asset if it is probable that future taxable profit will be available against which these tax credit can be utilized.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

### 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 and/or 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 in the year of disposal.



## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

### 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 Group 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:

- Depreciation on Property, Plant & Equipment is provided under Straight Line Method at rates determined based on the useful life of the respective assets and their residual value in accordance with Schedule II of the Companies Act, 2013 or as reassessed by the Group based on the technical evaluation.
- In respect of the Plant and Machinery other than continuous process plant under Textile Division, useful life of 30 years has been considered on the basis of technical evaluation, which is different from life specified in Schedule-II.
- In respect of spares for specific machinery, it is depreciated over the remaining 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 of).
- Depreciation method, useful life and residual values are reviewed at each financial year-end and 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 in so far as such expenses relate to the period prior to the commencement of commercial production.

## 3.4.2. Bearer Plants

### 3.4.2.1. Recognition and Measurement:

- Bearer Plants, comprising of mature tea bushes are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any).
- Cost of bearer plants includes the cost of uprooting, land development, rehabilitation, planting of Guatemala, planting of shade trees, cost of nursery, drainage, cultivation, fertilizers, agro-chemicals, pruning and infilling etc.

### 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.

## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

**3.4.2.3. Depreciation:**

- Depreciation on bearer plants is recognized so as to write off its cost over useful lives, using the straight-line method.
- Estimated useful life of the bearer plants has been determined by the Management. The residual value in case of Bearer Plants has been considered as NIL.
- The estimated useful life, residual value 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.

**3.4.2.4. Capital Work in Progress**

Young tea bushes and shade trees, 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. Depreciation of bearer plants commence on maturity.

**3.5. INTANGIBLE ASSETS****3.5.1. 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.

**3.5.2. 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 Group and the cost of the item can be measured reliably. All other expenditure is recognized in the Statement of Profit and Loss.

**3.5.3. Amortization**

- Intangible assets are amortized over a period of five years.
- The amortization period and the amortization method are reviewed 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.

**3.5.4. Intangible Assets under Development**

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

**3.6. LEASES**

The Group 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.

**3.6.1. As a Lessee:**

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

**i) Right-of-use Assets (ROU Assets)**

The Group recognises 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 recognised,



## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

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 Group 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. Refer to the accounting policies in Note 3.14 Impairment of non-financial assets.

### ii) Lease Liabilities

At the commencement date of the lease, the Group recognises 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 Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised 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 Group 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. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

### iii) Short-term leases and leases of low-value assets

The Group 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 of office equipment that is considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

### 3.6.2. As a Lessor:

Lease income from operating leases where the Group is a lessor is recognized as 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.

### 3.7. REVENUE RECOGNITION

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Group is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract. This variable consideration is estimated

## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

### 3.7.1. Sale 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.

### 3.7.2. Revenue from construction contracts:

Revenue from fixed-price construction contract, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is assessed by the Management. Efforts or costs expended have been used to measure progress towards completion. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date. The significant terms of payment of the contract are the Job advances, progressive payments and milestone payments as mutually agreed upon.

### 3.7.3. 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.

### 3.7.4. Other Income:

**3.7.4.1. Interest Income:** For all debt instruments measured either at amortized cost or at fair value through other comprehensive income (FVTOCI), interest income is recorded using the effective interest rate (EIR) through Statement of profit and loss. 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.

**3.7.4.2. Dividend Income:** Dividend income is accounted in the period in which the right to receive the same is established.

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

## 3.8. EMPLOYEE BENEFITS

### 3.8.1. 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.

### 3.8.2. Other Long Term Employee Benefits

The liabilities for earned 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



## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

experience adjustment and changes in actuarial assumptions are recognized in statement of profit and loss immediately.

### 3.8.3. Post-Employment Benefits

The Group operates the following post-employment schemes:

#### ➤ Defined Contribution Plan

Defined contribution plans such as Provident Fund, Employee State Insurance etc. are charged to the statement of profit and loss as and when incurred. Further the monthly contribution for provident fund of all the members are made to the Regional Provident Fund.

#### ➤ 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 Group'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.

Remeasurement 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 will not be reclassified to the statement of profit and loss.

### 3.9. 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 is included in non-current liability as deferred income and is credited to statement of profit and loss on the same systematic basis as the respective assets are depreciated over their expected life and are presented in other operating income.

Alternatively, the same can be presented by deducting the grant from the carrying amount of the asset.

### 3.10. 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 the statement of profit and 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.



## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

- Non-monetary items are not retranslated at period end and are measured at historical cost (translated using the exchange rate at the transaction date).
- On Consolidation, the assets and liabilities of foreign operations are translated into INR (Indian Rupees) at the exchange rates prevailing at the reporting date and their statements of profit and loss are translated at exchange rates prevailing at the date of transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the date of transactions. The exchange differences arising on translation for consolidation are recognized in Consolidated Statement of Profit and Loss and shown separately in the movement of reserve under foreign currency translation reserve.

### 3.11. 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 which necessarily takes a substantial period of time 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.

### 3.12. FINANCIAL INSTRUMENTS

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

#### 3.12.1. Financial Assets

- Recognition and Initial Measurement:  
All financial assets are initially recognized when the group 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 Statement of profit and loss, transaction costs that are attributable to the acquisition of the financial asset.
- Classification and Subsequent Measurement:  
For the 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 Statement of Profit and 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 Group 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 is to hold assets for collecting contractual cash flows; and
  - The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (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 and fees or costs that are an integral part of the EIR. The EIR amortisation



## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the Statement of profit and loss. This category generally applies to trade receivables, cash and bank balances, loans and other financial assets of the group.

- **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; and
  - 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 remeasurement 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 group 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 statement of profit and loss.
- **Equity Instruments designated at FVTOCI:** All equity investments in the scope of Ind AS – 109 are measured at fair value. Equity instruments which are, held for trading are classified as at FVTPL. For all other equity instruments, the group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. In case the group 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 Statement of Profit and Loss, even on sale of investment.
- **Derecognition:**

The Group 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 Group 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 group 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.

### 3.12.2. Financial Liabilities

- **Recognition and Initial Measurement:**

Financial liabilities are classified, at initial recognition, as at fair value through Statement of profit and 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.

## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

➤ **Subsequent Measurement:**

Financial liabilities are measured subsequently at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is 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 statement of profit and loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognized in profit and loss. Any gain or loss on derecognition is also recognized in the statement of profit and loss.

➤ **Financial Guarantee Contracts:**

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

➤ **Derecognition:**

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

**3.12.3. 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.

**3.12.4. Derivative financial instruments**

The Group enters into derivative financial instruments viz. foreign exchange forward contracts, to manage its exposure to foreign exchange rate risks. The Group does not hold derivative financial instruments for speculative purposes.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in Statement of profit and loss immediately.

**3.13. Earnings Per Share**

Basic Earnings per share (EPS) amounts are calculated by dividing the profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders 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.

**3.14. Impairment of Non-Financial Assets**

The Group 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 flows which are largely independent of the cash flows from other assets or group of assets (Cash Generating Units – CGU).



## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

An impairment loss is recognized as an expense in the Statement of Profit and 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.

### 3.15. Provisions, Contingent Liabilities and Contingent Assets

#### 3.15.1. 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.

#### 3.15.2. 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 Group or a present obligation that arises from past events but is not recognized because it is not probable 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 Group discloses the existence of contingent liabilities in Other Notes to these Consolidated Financial Statements.

#### 3.15.3. 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 and where the amount can be measured reliably.

### 3.16. Biological Assets and Agricultural Produce

#### 3.16.1. Biological Assets

Biological assets of the group comprise of un-harvested green tea leaves, Macademia Nuts and Timber Plantation that are classified as current biological assets.

The Group recognizes biological assets when, and only when, the Group controls the assets as a result of past events, it is probable that future economic benefits associated with such assets will flow to the group 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.

#### 3.16.2. Agricultural Produce

The Group recognizes agricultural produce when, and only when, the Group controls the assets as a result of past events, it is probable that future economic benefits associated with such assets will flow to the Group and the fair value or the cost of the assets can be measured reliably. Agricultural produce harvested from the Group'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 and Loss for the period in which it arises.

The Group's agricultural produce comprises of green leaves and macadamia nuts plucked from its tea estates.

## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

**3.17. Operating Segment**

Operating Segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors. Segments are organized based on businesses which have similar economic characteristics as well as exhibit similarities in nature of production processes, the type and class of customer and distribution methods.

Segment revenue arising from third party customers is reported on the same basis as revenue in the financial statements. Inter-segment revenue is reported on the basis of transactions which are primarily market led. Segment results represent profits before finance charges, unallocated corporate expenses and taxes. "Unallocated Expenses" include revenue and expenses that relate to initiatives/costs attributable to the enterprise as a whole and are not attributable to individual segments.

**3.18. 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 Group 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 Consolidated financial statements is included in the following notes:

- Revenue Recognition: In case of construction contracts, the Group uses the percentage of completion method in accounting for its fixed-price contracts. Use of the percentage of completion method requires the Group to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion.
- 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 Group'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/ amortizable assets (tangible and intangible): Management reviews its estimate of the useful lives of depreciable/ amortizable 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 Property, plant and equipment.
- Classification of Leases: The Group 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 Group 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 recognizing provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37,



## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

'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 Group 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 Group 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: The fair value of Biological Assets is determined based on recent transactions entered into with third parties or available market price.

### 3.19. RECENT ACCOUNTING PRONOUNCEMENTS:

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 Company 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 Company 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 Company does not expect this amendment to have any significant impact in its financial statements.

Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

NOTE 4 - PROPERTY, PLANT AND EQUIPMENT, CWIP, ROU

Sl No.	Particulars	Gross Block				Depreciation and Amortisation				Net Block	
		Balance as at 31st March, 2022	Additions	Disposal / Adjustment	Balance as at 31st March, 2023	Balance as at 31st March, 2022	Depreciation / Amortisation for the year	Disposal / Adjustment	Balance as at 31st March, 2023	Balance as at 31st March, 2023	Balance as at 31st March, 2022
<b>A</b>	<b>Property, Plant &amp; Equipment</b>										
	Freehold Land	13,433.43	-	214.13	13,219.30	-	-	-	-	13,219.30	13,433.43
	Buildings	5,436.86	48.80	172.29	5,313.37	2,436.41	86.95	53.41	2,469.95	2,843.42	3,000.45
	Bridges,culverts,bunders, etc	16.11	-	-	16.11	10.04	0.56	-	10.60	5.51	6.07
	Roads	105.97	-	-	105.97	93.01	1.70	-	94.71	11.26	12.96
	Plant and Machinery	15,968.89	537.66	426.30	16,080.25	11,252.87	670.34	355.61	11,567.60	4,512.65	4,716.02
	Furniture and Fittings	414.14	7.71	5.53	416.32	346.86	10.25	3.03	354.08	62.24	67.28
	Motor Vehicles	1,377.75	148.15	145.17	1,380.73	832.27	97.80	105.75	824.32	556.41	545.48
	Office Equipment	301.24	7.26	0.77	307.73	276.52	6.98	0.72	282.78	24.95	24.72
	Computers and Data Processing units	348.92	10.47	29.24	330.15	320.14	7.05	27.47	299.72	30.43	28.78
	Electrical Installations and Equipment	1,360.94	2.13	0.02	1,363.05	599.79	39.07	0.02	638.84	724.21	761.15
	Bearer Plants	10,891.06	248.80	928.45	10,211.41	2,383.32	264.88	231.97	2,416.23	7,795.18	8,507.74
	<b>Total</b>	<b>49,655.31</b>	<b>1,010.98</b>	<b>1,921.90</b>	<b>48,744.39</b>	<b>18,551.23</b>	<b>1,185.58</b>	<b>777.98</b>	<b>18,958.83</b>	<b>29,785.56</b>	<b>31,104.08</b>
<b>B</b>	<b>Capital Work In Progress</b>									1,125.51	1,175.67
	<b>Total</b>									<b>1,125.51</b>	<b>1,175.67</b>
<b>C</b>	<b>Right of Use Asset</b>										
	Right of Use Asset	33.52	-	-	33.52	6.71	2.23	-	8.94	24.58	26.81
	<b>Total</b>	<b>33.52</b>	<b>-</b>	<b>-</b>	<b>33.52</b>	<b>6.71</b>	<b>2.23</b>	<b>-</b>	<b>8.94</b>	<b>24.58</b>	<b>26.81</b>
	<b>Grand Total (A+B+C)</b>	<b>49,688.83</b>	<b>1,010.98</b>	<b>1,921.90</b>	<b>48,777.91</b>	<b>18,557.94</b>	<b>1,187.81</b>	<b>777.98</b>	<b>18,967.77</b>	<b>30,935.65</b>	<b>32,306.56</b>

Capital work in progress (CWIP) Ageing Schedule:-

As at 31 March 2023	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	> 3 years	
Projects in progress	428.76	220.61	73.82	402.32	1,125.51
<b>Total</b>	<b>428.76</b>	<b>220.61</b>	<b>73.82</b>	<b>402.32</b>	<b>1,125.51</b>

Sl No.	Particulars	Gross Block				Depreciation and Amortisation				Net Block	
		Balance as at 31st March, 2021	Additions	Disposal / Adjustment	Balance as at 31st March, 2022	Balance as at 31st March, 2021	Depreciation / Amortisation for the year	Disposal / Adjustment	Balance as at 31st March, 2022	Balance as at 31st March, 2022	Balance as at 31st March, 2021
<b>A</b>	<b>Property, Plant &amp; Equipment</b>										
	Freehold Land	13,444.53	-	11.10	13,433.43	-	-	-	-	13,433.43	13,444.53
	Buildings	5,390.64	61.64	15.42	5,436.86	2,356.89	88.15	8.63	2,436.41	3,000.45	3,033.75
	Bridges,culverts,bunders, etc	16.11	-	-	16.11	9.48	0.56	-	10.04	6.07	6.63
	Roads	105.97	-	-	105.97	93.01	-	-	93.01	12.96	12.96
	Plant and Machinery	16,005.90	280.72	317.73	15,968.89	10,839.77	701.28	288.18	11,252.87	4,716.02	5,166.13
	Furniture and Fittings	406.45	8.03	0.34	414.14	335.27	11.70	0.11	346.86	67.28	71.18
	Motor Vehicles	1,278.28	213.47	114.00	1,377.75	823.90	96.02	87.65	832.27	545.48	454.38
	Office Equipment	298.34	2.90	-	301.24	269.09	7.43	-	276.52	24.72	29.25
	Computers and Data Processing units	346.31	4.34	1.73	348.92	315.63	6.16	1.65	320.14	28.78	30.68
	Electrical Installations and Equipment	1,356.60	6.19	1.85	1,360.94	561.67	39.46	1.34	599.79	761.15	794.93
	Bearer Plants	10,533.38	410.63	52.95	10,891.06	2,112.32	281.89	10.89	2,383.32	8,507.74	8,421.06
	<b>Total</b>	<b>49,182.51</b>	<b>987.92</b>	<b>515.12</b>	<b>49,655.31</b>	<b>17,717.03</b>	<b>1,232.65</b>	<b>398.45</b>	<b>18,551.23</b>	<b>31,104.08</b>	<b>31,465.48</b>

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## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

Sl No.	Particulars	Gross Block				Depreciation and Amortisation				Net Block	
		Balance as at 31st March, 2021	Additions	Disposal / Adjustment	Balance as at 31st March, 2022	Balance as at 31st March, 2021	Depreciation / Amortisation for the year	Disposal / Adjustment	Balance as at 31st March, 2022	Balance as at 31st March, 2022	Balance as at 31st March, 2021
B	Capital Work In Progress									1,175.67	1,357.34
	Total									1,175.67	1,357.34
C	Right of Use Asset										
	Right of Use Asset	33.52	-	-	33.52	4.48	2.23	-	6.71	26.81	29.04
	Total	33.52	-	-	33.52	4.48	2.23	-	6.71	26.81	29.04
	Grand Total (A+B+C)	49,216.03	987.92	515.12	49,688.83	17,721.51	1,234.88	398.45	18,557.94	32,306.56	32,851.86

### Capital work in progress (CWIP) Ageing Schedule:-

As at 31 March 2022	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	> 3 years	
Projects in progress	335.70	135.05	373.52	331.40	1,175.67
Total	335.70	135.05	373.52	331.40	1,175.67

### Note :

- The amount of Contractual commitments for acquisition of property, plant and equipment is disclosed in Note 41.
- Refer Note 42.2 for Office Premises given on Operating Lease (included under Head 'Buildings' above).
- The amount of expenditure recognised in the carrying amount of Property Plant and Equipment in the course of construction / development is ₹ 128.77 Lakhs (PY - ₹ 75.43 Lakhs).
- Borrowing cost capitalised during the year is ₹ 10.09 Lakhs (PY- ₹ 4.95 Lakhs) at the capitalisation rate of 8.96% (PY- 7.50%).
- Disposal / Adjustments includes Foreign Currency Translation adjustments for ₹ [-1231.37] Lakhs (PY ₹ [-72.01] Lakhs).
- Refer Note 20.3 and Note 25.1 for information on Property, Plant and Equipment pledged as securities by the Group.
- The Company has not revalued its Property, Plant and Equipment during the year ended 31st March 2023 and 31st March 2022.
- There is no capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan or has been suspended.

### NOTE 5 - INTANGIBLE ASSETS

Sl No.	Particulars	Gross Block				Depreciation and Amortisation				Net Block	
		Balance as at 31st March, 2022	Additions	Disposal / Adjustment	Balance as at 31st March, 2023	Balance as at 31st March, 2022	Amortisation for the year	Disposal / Adjustment	Balance as at 31st March, 2023	Balance as at 31st March, 2023	Balance as at 31st March, 2022
A	Computer Softwares	288.77	0.18	-	288.95	263.27	9.16	-	272.43	16.52	25.50
	Total	288.77	0.18	-	288.95	263.27	9.16	-	272.43	16.52	25.50



## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

Sl No.	Particulars	Gross Block				Depreciation and Amortisation				Net Block	
		Balance as at 31st March, 2021	Additions	Disposal / Adjustment	Balance as at 31st March, 2022	Balance as at 31st March, 2021	Depreciation / Amortisation for the year	Disposal / Adjustment	Balance as at 31st March, 2022	Balance as at 31st March, 2022	Balance as at 31st March, 2021
A	Computer Softwares	288.51	0.26	-	288.77	253.54	9.73	-	263.27	25.50	34.97
	Total	288.51	0.26	-	288.77	253.54	9.73	-	263.27	25.50	34.97
B	Intangible Assets under development									-	-
	Total									-	-
	Grand Total (A+B)	288.51	0.26	-	288.77	253.54	9.73	-	263.27	25.50	34.97

## Note:

a) No Intangible Assets has been pledged as securities by the Group.

## NOTE 6 - NON - CURRENT INVESTMENTS

Particulars	Face Value	As at 31st March 2023		As at 31st March 2022	
		Nos	Amount	Nos	Amount
<b>INVESTMENTS AT AMORTIZED COST</b>					
<b>Investment in Fully paid Debentures (Unquoted)</b>					
5% 10 years Redeemable Debenture in Shillong Club Ltd.	100	18	0.01	18	0.01
			<b>0.01</b>		<b>0.01</b>
<b>INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME</b>					
Investments in Unquoted Equity Instruments					
Bharat Fritz Werner Ltd	2	-	-	1,10,898	159.51
Kothari Investment and Industries Pvt Ltd	10	-	-	3,800	4.50
Satyam Financial Services Ltd.	10	59,669	7.18	59,669	7.18
Woodlands Multispeciality Hospital Ltd.	10	8,655	0.87	8,655	0.87
ABC Tea Workers Welfare Services Ltd.	10	7,502	0.75	7,502	0.75
			<b>8.80</b>		<b>172.81</b>
<b>INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS</b>					
Investments in Quoted Equity Instruments					
Era Infra Engineering Ltd.	2	1	*	1	*
Maharaja Shree Umaid Mills Ltd.	10	1	*	1	*
Shree Rajasthan Syntex Ltd.	10	1	*	1	*
Stewarts & Llyods of India Ltd.	10	1	*	1	*
Suryajyoti Spinning Mills Ltd.	10	1	*	1	*
UB Engineering Ltd.	10	1	*	1	*
Winsome Yarns Ltd.	10	1	*	1	*
			*		*
<b>TOTAL</b>			<b>8.81</b>		<b>172.82</b>

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## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

Particulars	Face Value	As at 31st March 2023		As at 31st March 2022	
		Nos	Amount	Nos	Amount
Aggregate amount of					
- Quoted Investments			*		*
- Unquoted Investments			8.81		172.82
Aggregate Market Value of Quoted Investment			*		*

\* Amount is below the rounding off norm adopted by the Company.

### NOTE 7 - LOANS

Particulars	Refer Note No.	Non-Current		Current	
		As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
<b>Unsecured, considered good unless otherwise stated</b>					
Advance to Employees, unsecured, considered good		-	-	6.80	9.06
Advance to Employees, Unsecured, credit impaired		-	-	-	-
Unsecured, credit impaired					
		-	-	<b>6.80</b>	<b>9.06</b>
Less:- Allowances for doubtful Advances		-	-	-	-
<b>Total</b>		-	-	<b>6.80</b>	<b>9.06</b>

7.1 - No Loans are due from directors or other officers of the company either severally or jointly with any other person. Nor any loan are due from firms or private companies respectively in which any director is a partner, a director or a member.

### NOTE 8 - OTHER FINANCIAL ASSETS

Particulars	Refer Note No.	Non-Current		Current	
		As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
<b>Retention Deposits</b>					
<b>Unsecured, considered good unless otherwise stated</b>					
Unsecured, considered good		178.82	206.16	2,151.27	2,491.14
Unsecured, having significant increase in credit risk		-	-	-	-
Unsecured, credit impaired		121.13	327.58	1,063.20	1,125.58
		<b>299.95</b>	<b>533.74</b>	<b>3,214.47</b>	<b>3,616.72</b>
Less: Allowances for doubtful retention deposits		121.13	327.58	1,063.20	1,125.58
		<b>178.82</b>	<b>206.16</b>	<b>2,151.27</b>	<b>2,491.14</b>

## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

Particulars	Refer Note No.	Non-Current		Current	
		As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
<b>Security Deposits</b>					
<b>Unsecured, considered good unless otherwise stated</b>					
Unsecured, considered good		68.59	65.71	94.95	96.55
Unsecured, having significant increase in credit risk		-	-	-	-
Unsecured, credit impaired		-	-	-	-
		<b>68.59</b>	<b>65.71</b>	<b>94.95</b>	<b>96.55</b>
Less: Allowances for doubtful retention deposits		-	-	-	-
		<b>68.59</b>	<b>65.71</b>	<b>94.95</b>	<b>96.55</b>
<b>Other Deposits</b>					
NABARD Deposit		-	-	0.24	0.78
Interest Accrued on Loans and Deposits		-	-	70.27	62.93
Others (includes Tender Deposits)		-	-	82.76	104.03
Deposits with Bank having maturity of more than one year from the balance sheet date	8.1	24.00	439.34	-	-
Unbilled receivable		-	-	2,137.06	2,757.96
Others		-	-	680.29	-
		<b>24.00</b>	<b>439.34</b>	<b>2,970.62</b>	<b>2,925.70</b>
<b>Total</b>		<b>271.41</b>	<b>711.21</b>	<b>5,216.84</b>	<b>5,513.39</b>

8.1 - Include ₹ 24.00 Lakhs (P.Y. ₹ 439.34 Lakhs) under lien with bank

8.2 - It includes amount receivable from RBI pending clearance against export proceedings and Land compensation from State Government of Assam.

8.3 - Refer Note 20.3 and Note 25.1 for information on Other Financial Assets pledged as securities by the Group.

**NOTE 9 - NON CURRENT INCOME TAX ASSETS (NET)**

Particulars	As at 31st March 2023	As at 31st March 2022
Advance Income Tax and Tax Deducted at Source	1,606.85	1,726.90
Less: Provision for Income Tax	1,013.54	1,013.54
<b>Total</b>	<b>593.31</b>	<b>713.36</b>

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Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

NOTE 10 - DEFERRED TAX ASSET (NET)

Particulars	Refer Note No.	As at 31st March 2023	As at 31st March 2022
<b>Deferred Tax Liabilities</b>			
<b>Arising on account of :</b>			
Property, Plant & Equipment, Intangible Assets and Biological Assets		2,704.04	3,281.66
<b>Sub-total</b>		<b>2,704.04</b>	<b>3,281.66</b>
<b>Less: Deferred Tax Assets</b>			
<b>Arising on account of :</b>			
Allowances for Doubtful Debts		550.48	639.73
Section 43B of Income Tax Act, 1961		975.11	827.54
Unabsorbed Depreciation/ Carried Forward Business Losses	10.1	1,288.37	1,538.70
Others		133.64	133.64
<b>Sub-total</b>		<b>2,947.60</b>	<b>3,139.61</b>
<b>Deferred Tax Asset / (Liabilities) (Net)</b>		<b>243.56</b>	<b>(142.05)</b>

10.1 - The recognition of deferred tax asset on unabsorbed depreciation/business losses has been restricted to the extent of deferred tax liability on account of timing difference in respect of depreciation, the reversal of which is reasonably certain.

10.2 - Movement in deferred tax asset and deferred tax liabilities during the year ended 31st March, 2023 and 31st March, 2022

Particulars	As at 31st March, 2022	Recognized in Statement of Profit and Loss	Recognized in Other Comprehensive Income	As at 31st March, 2023
<b>Deferred Tax Liabilities (A)</b>				
Property, Plant & Equipment, Intangible Assets and Biological Assets	3,281.66	(577.62)	-	2,704.04
<b>Total (A)</b>	<b>3,281.66</b>	<b>(577.62)</b>	<b>-</b>	<b>2,704.04</b>
<b>Deferred Tax Assets (B)</b>				
Allowances for Doubtful Debts (ECL Model)	639.73	(89.25)	-	550.48
Items u/s 43B of the Income Tax Act, 1961	827.54	45.36	102.21	975.11
Unabsorbed Depreciation/ Carried Forward Business Losses	1,538.70	(250.33)	-	1,288.37
Others	133.64	(20.43)	20.43	133.64
<b>Total (B)</b>	<b>3,139.61</b>	<b>(314.65)</b>	<b>122.64</b>	<b>2,947.60</b>
<b>Total (B) - (A)</b>	<b>(142.05)</b>	<b>262.97</b>	<b>122.64</b>	<b>243.56</b>

## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

Particulars	As at 31st March, 2021	Recognized in Statement of Profit and Loss	Recognized in Other Comprehensive Income	As at 31st March, 2022
<b>Deferred Tax Liabilities (A)</b>				
Property, Plant & Equipment, Intangible Assets and Biological Assets	3,821.90	(540.24)	-	3,281.66
<b>Total (A)</b>	<b>3,821.90</b>	<b>(540.24)</b>	<b>-</b>	<b>3,281.66</b>
<b>Deferred Tax Assets (B)</b>				
Allowances for Doubtful Debts	1,179.44	(539.71)	-	639.73
Items u/s 43B of the Income Tax Act, 1961	1,137.34	(249.21)	(60.59)	827.54
Unabsorbed Depreciation/ Carried Forward Business Losses	813.96	724.74	-	1,538.70
Others	117.86	15.78	-	133.64
<b>Total (B)</b>	<b>3,248.60</b>	<b>(48.40)</b>	<b>(60.59)</b>	<b>3,139.61</b>
<b>Total (B) - (A)</b>	<b>(573.30)</b>	<b>491.84</b>	<b>(60.59)</b>	<b>(142.05)</b>

10.3 - Deferred Tax Assets and Deferred Tax Liabilities have been offset wherever the Group 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.

## NOTE 11 - OTHER ASSETS

Particulars	Non-Current		Current	
	As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
<b>Unsecured, considered good unless otherwise stated</b>				
Capital Advances	6.40	30.46	-	-
Advance against supply of Goods and Services	-	-	147.48	363.18
Prepaid Expenses	-	-	721.83	431.35
Balances with Government & Statutory Authorities	-	-	1,231.02	1,121.58
Incentive and Subsidy Receivable	-	-	500.69	782.19
Other Receivables	-	-	202.37	2.37
	6.40	30.46	2,803.39	2,700.67
Less : Allowances for Doubtful Advances	-	-	192.09	18.07
<b>Total</b>	<b>6.40</b>	<b>30.46</b>	<b>2,611.30</b>	<b>2,682.60</b>

11.1 - Refer Note 20.3 and Note 25.1 for information on Other Assets pledged as securities by the Group.

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**Notes to the Consolidated Financial Statements** as on and for the year ended 31st March 2023 *(contd.)*  
(₹ in Lakhs)

**NOTE 12 - BIOLOGICAL ASSETS OTHER THAN BEARER PLANTS**

Particulars	Refer Note No.	As at 31st March 2023	As at 31st March 2022
<b>Opening Fair Value of Biological Assets Other than Bearer Plants</b>	12.1	860.75	896.23
Addition during the year (Green Leaf recognised at fair value)		815.60	47.33
Deletion during the year (Transfer of Harvested leaves for production)		(205.59)	(76.16)
Fluctuation of Exchange Rate carried to Foreign Exchange Translation Reserve		-	(6.65)
<b>Closing Fair Value of Biological Assets Other than Bearer Plants</b>		<b>1,470.76</b>	<b>860.75</b>

12.1- The Group owns biological assets, i.e., green leaves on tea bushes from which tea is produced, macademia nuts and Timber Plantation. The Group has tea estates in Assam, West Bengal in India and in Malawi. Tea made from Green Leaves and macademia nuts are sold commercially.

12.2- Refer Note 20.3 and Note 25.1 for information on Biological Assets other than Bearer Plant pledged as securities by the Group.

**NOTE 13 - INVENTORIES**

Particulars	As at 31st March 2023	As at 31st March 2022
(As valued and certified by the Management)		
Raw Materials	1,217.99	1,112.74
Stock-in-Process	517.76	709.98
Finished Goods	5,755.24	6,898.91
Stock-in-Trade (In respect of goods acquired for trading)	13.67	51.89
Contracts in Progress	1,968.25	2,058.62
Scrap and Waste	8.36	12.21
Stores and Spares etc.	1,220.88	1,351.57
<b>Total</b>	<b>10,702.15</b>	<b>12,195.92</b>
The above includes goods-in-transit as under:		
Raw Materials	-	78.61
	-	<b>78.61</b>

13.1 - Refer note no. 20.3 and note 25.1 for information on inventories pledged as securities by the Group.

**Notes to the Consolidated Financial Statements** as on and for the year ended 31st March 2023 (contd.)  
(₹ in Lakhs)

**NOTE 14 - CURRENT INVESTMENTS**

Particulars	Face Value (₹)	As at 31st March 2023		As at 31st March 2022	
		Qty	Amount	Qty	Amount
<b>INVESTMENTS AT FAIR VALUE THROUGH PROFIT AND LOSS</b>					
<b>Investments in Mutual funds (Unquoted)</b>					
Nippon India Arbitrage - Growth			-	1,61,726	34.99
SBI Arbitrage Opportunities Fund - Regular Plan - Growth			-	3,66,439	99.96
			-		<b>134.95</b>
<b>Total</b>			-		<b>134.95</b>
<b>Aggregate amount of Unquoted Investments</b>			-		<b>134.95</b>

**NOTE 15 - TRADE RECEIVABLES**

Particulars	Refer Note No.	As at 31st March 2023	As at 31st March 2022
<b>Trade Receivable at amortised cost</b>			
Unsecured, considered good		2,622.22	3,962.67
Unsecured, having significant increase in credit risk		-	-
Unsecured, credit impaired		226.48	380.16
<b>Total</b>		<b>2,848.70</b>	<b>4,342.83</b>
Less: Allowances for Doubtful Receivables	51A	226.48	380.16
<b>Total</b>		<b>2,622.22</b>	<b>3,962.67</b>

**15.1 - Trade Receivables ageing schedule:-**

As at 31st March 2023	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	more than 3 years	Total
Undisputed Trade Receivables – considered good	1,244.96	617.39	203.67	40.30	72.01	636.60	2,814.93
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	0.18	-	0.18
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	1.40	-	-	9.23	10.63
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	4.10	-	18.86	22.96
	<b>1,244.96</b>	<b>617.39</b>	<b>205.07</b>	<b>44.40</b>	<b>72.19</b>	<b>664.69</b>	<b>2,848.70</b>

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**Notes to the Consolidated Financial Statements** as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

As at 31st March 2022	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	more than 3 years	Total
Undisputed Trade Receivables – considered good	1,416.14	1,496.70	44.82	287.67	178.74	705.79	4,129.87
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	13.90	-	0.34	172.35	186.59
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	26.37	26.37
	<b>1,416.14</b>	<b>1,496.70</b>	<b>58.72</b>	<b>287.67</b>	<b>179.08</b>	<b>904.51</b>	<b>4,342.83</b>

15.2- Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

15.3- No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

15.4- Refer Note 20.3 and Note 25.1 for information on Trade Receivable pledged as securities by the Group.

**NOTE 16 - CASH AND CASH EQUIVALENTS**

Particulars	Refer Note No.	As at 31st March 2023	As at 31st March 2022
<b>Balances With Banks :</b>			
In Current Account		249.86	50.15
Cash on Hand		17.06	21.53
<b>Total</b>		<b>266.92</b>	<b>71.68</b>

16.1 - Refer Note 20.3 and Note 25.1 for information on Cash and Cash Equivalent pledged as securities by the Group.



**Notes to the Consolidated Financial Statements** as on and for the year ended 31st March 2023 (contd.)  
(₹ in Lakhs)

**NOTE 17 - BANK BALANCES (OTHER THAN NOTE: 16)**

Particulars	Refer Note No.	As at 31st March 2023	As at 31st March 2022
Balance in Unpaid Dividend Account		-	-
In Deposit with Banks	17.1	94.87	760.53
		<b>94.87</b>	<b>760.53</b>
Less:- Deposits with Bank disclosed under 'Other Financial Assets' having maturity of more than 12 months	8	24.00	439.34
<b>Total</b>		<b>70.87</b>	<b>321.19</b>

17.1 - Includes deposits marked lien in favour of Bank ₹ 70.87 Lakhs (P.Y. ₹ 321.19 Lakhs)

**NOTE 18 - SHARE CAPITAL**

Particulars	As at 31st March 2023		As at 31st March 2022	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
<b>18.1 - Authorised Share Capital</b>				
Ordinary Shares of ₹ 10 each	4,20,00,000	4,200.00	4,20,00,000	4,200.00
Preference Shares of ₹ 100 each	32,00,000	3,200.00	32,00,000	3,200.00
	<b>4,52,00,000</b>	<b>7,400.00</b>	<b>4,52,00,000</b>	<b>7,400.00</b>
<b>18.2 - Issued Share Capital</b>				
Ordinary Shares of ₹ 10 each	2,13,42,346	2,134.23	2,13,42,346	2,134.23
	<b>2,13,42,346</b>	<b>2,134.23</b>	<b>2,13,42,346</b>	<b>2,134.23</b>
<b>18.3 - Subscribed and Paid-up Share Capital</b>				
Ordinary Shares of ₹ 10 each fully paid-up	2,13,42,346	2,134.23	2,13,42,346	2,134.23
	<b>2,13,42,346</b>	<b>2,134.23</b>	<b>2,13,42,346</b>	<b>2,134.23</b>

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

There has been no change/ movements in number of shares outstanding at the beginning and at the end of the year.

**18.5- Terms/ Rights attached to Ordinary Shares :**

The Parent Company has only one class of Ordinary shares having a face value of ₹ 10 per share and each holder of Ordinary shares is entitled to one vote per share. The Parent Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors (except interim dividend) is subject to the approval of the shareholders in the Annual General Meetings. In case of liquidation the Ordinary Shareholders are eligible to receive remaining assets of the Company, after distribution of all the preferential amounts, in the proportion of 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.



**Notes to the Consolidated Financial Statements** as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

**18.7- Details of Ordinary Shareholders holding more than 5% shares in the Parent Company**

Name of Share holder	As at 31st March 2023		As at 31st March 2022	
	No. of Shares	% Holding	No. of Shares	% Holding
Kothari Investment & Industries Private Limited	72,86,798	34.14%	72,86,798	34.14%
Kothari Phytochemicals & Industries Limited	55,01,078	25.78%	55,01,078	25.78%
M. D. Kothari & Company Limited	15,21,868	7.13%	15,21,868	7.13%

**18.8-** No Ordinary 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-** The Parent Company has not allotted any Ordinary Shares against consideration other than cash nor has allotted any shares as fully paid up by way of bonus shares nor has bought back any shares during the period of five years immediately preceding the date at which the Balance Sheet is prepared.

**18.10-** No securities convertible into Ordinary/ Preference Shares have been issued by the Parent Company during the year.

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

**18.12- Statement of Shareholding of Promoter :-**

Shares held by promoters at the end of the year Promoter name	As on 31st March 2023		As on 31st March 2022		% change in shareholding
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
Arun Kumar Kothari	1,19,972	0.56%	1,19,972	0.56%	-
Paramsukhdas Suganchand HUF	75,741	0.35%	75,741	0.35%	-
Prabhawati Devi Kothari	67,875	0.32%	67,875	0.32%	-
Anand Vardhan Kothari	59,306	0.28%	59,306	0.28%	-
Kothari Investment & Industries Private Limited	72,86,798	34.14%	72,86,798	34.14%	-
Kothari Phytochemicals & Industries Limited	55,01,078	25.78%	55,01,078	25.78%	-
M. D. Kothari & Company Limited	15,21,868	7.13%	15,21,868	7.13%	-
Satyam Financial Serives Limited	88,177	0.41%	88,177	0.41%	-
G Das and Company Private Limited	22,503	0.11%	22,503	0.11%	-

## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

Shares held by promoters at the end of the year Promoter name	As on 31st March 2022		As on 31st March 2021		% change in shareholding
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
Arun Kumar Kothari	1,19,972	0.56%	1,19,972	0.56%	-
Paramsukhdas Suganchand HUF	75,741	0.35%	75,741	0.35%	-
Prabhawati Devi Kothari	67,875	0.32%	67,875	0.32%	-
Anand Vardhan Kothari	59,306	0.28%	53,306	0.25%	0.03%
Kothari Investment & Industries Private Limited	72,86,798	34.14%	72,86,798	34.14%	-
Kothari Phytochemicals & Industries Limited	55,01,078	25.78%	55,01,078	25.78%	-
M. D. Kothari & Company Limited	15,21,868	7.13%	15,21,868	7.13%	-
Satyam Financial Serives Limited	88,177	0.41%	88,177	0.41%	-
G Das and Company Private Limited	22,503	0.11%	22,503	0.11%	-

## NOTE 19 - OTHER EQUITY

Particulars	As at 31st March 2023	As at 31st March 2022
Capital Reserve	3,407.53	3,407.53
Capital Reserve on Consolidation	4,434.98	4,434.98
Preference Share Redemption Reserve	262.47	262.47
Foreign Currency Translation Reserve	540.90	1,138.71
General Reserve	9,860.07	9,860.07
Retained Earnings	7,038.36	5,698.31
Other Comprehensive Income	-	48.08
<b>Total</b>	<b>25,544.31</b>	<b>24,850.15</b>

Description of the nature and purpose of each reserve within equity is as follows:-

- Capital Reserve** – Reserve is created on business combination as per statutory requirement.
- Capital Reserve on Consolidation** – The capital reserve on consolidation represents the additional net assets revived by the parent pursuant to the acquisition of foreign subsidiary.
- Preference Share Redemption Reserve** – Reserve is created for redemption of preference shares as per statutory requirement.
- Foreign Currency Translation Reserve** - Reserve is created on translation of Financial Statements of Foreign Subsidiaries into presentation Currency.
- General Reserve** – General Reserve are free reserves of the company which are kept aside out of company's profits to meet the future requirements as and when they arise. The Company had transferred a portion of the Profit after Tax (PAT) to general reserve pursuant to the earlier provisions of Companies Act, 1956.
- Retained Earnings** – Retained Earnings are the accumulated profits earned by the Company and remaining undistributed as on date.

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## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

- g) **Other Comprehensive Income** - Equity Instruments through Other Comprehensive Income (OCI) – This represents the cumulative gains and losses arising on fair valuation of equity instruments measured at fair value through other comprehensive income under an irrevocable option and remeasurement of Defined Benefit Obligation.

### NOTE 20 - BORROWINGS

Particulars	Refer Note No.	Non-Current Portion		Current Maturities	
		As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
<b>Cumulative Redeemable Preference Shares (CRPS)</b>					
<b>(Face Value of ₹ 100 each)</b>					
12,10,000 (P. Y - 12,10,000) 7.75% CRPS	20.2	1,210.00	1,210.00	-	-
<b>Term Loans</b>					
<b>From Banks:</b>					
Rupee Loans	20.2	38.34	2,454.29	46.44	993.56
Foreign Currency Loans	20.2	2,583.34	2,353.36	1,215.15	820.59
<b>Fixed Deposits (From Public)</b>	20.2	-	896.70	820.08	1,096.02
<b>Total</b>		<b>3,831.68</b>	<b>6,914.35</b>	<b>2,081.67</b>	<b>2,910.17</b>
Amount disclosed under the head "Short Term Borrowings"	25			(2,081.67)	(2,910.17)
		<b>3,831.68</b>	<b>6,914.35</b>	-	-

#### 20.1 - Break Up of Security Details

Particulars	Non-Current Portion		Current Maturities	
	As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
Secured	2,621.68	3,807.65	1,261.59	1,814.15
Unsecured	1,210.00	3,106.70	820.08	1,096.02
<b>Total</b>	<b>3,831.68</b>	<b>6,914.35</b>	<b>2,081.67</b>	<b>2,910.17</b>

## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

## 20.2 - Terms and Conditions of Borrowings :

	Particulars	Amount	Period of Maturity	Installments Due	Installment Value	Repayment Terms	Rate of Interest (P.A.)
<b>A</b>	<b>Cumulative Redeemable Preference Shares (CRPS)</b>						
i.	7.75% CRPS	1,210.00	Maximum 18 years from the date of allotment i.e. 19.11.2016	One or More tranches	1,210.00	Redeemable at par, at the discretion of the Board of Directors of the Company	7.75%
<b>B</b>	<b>Term Loan - From Banks</b>						
i.	HDFC Bank Limited (Vehicle Loan)	6.04	March'-24	12	Equated monthly Installment (EMI)	Apr'23- Mar'24	7.55%
		2.94	May'-24	14		Apr'23- May'24	7.65%
ii.	Punjab National Bank (Vehicle Loan)	4.47	Nov'-24	20	Equated monthly Installment (EMI)	Apr'23- Nov'24	6.85%
		5.11	Nov'-24	20		Apr'23- Nov'24	6.85%
		4.02	Dec'-24	21		Apr'23- Dec'24	6.85%
		22.17	Dec'-24	21		Apr'23- Dec'24	6.85%
		24.21	Jan'-25	22		Apr'23- Jan'25	6.85%
		7.36	Aug'-25	29		Apr'23- Aug'25	8.25%
		8.46	Apr'-27	49		Apr'23- Apr'27	6.85%
iii	Standard Bank PLC., Malawi	222.75	Jul-24	17	Equated monthly Installment (EMI)	Apr'23-Jul'24	3 months LIBOR + 0.54%
iv	Standard Bank PLC., Malawi	243.04	Sep-24	18	Equated monthly Installment (EMI)	Apr'23-Sept'24	1 year SOFR + 4.56%
v	National Bank of Malwai, Malawi	2,349.55	Jan-26	6	Semi Annual Equated Installment	Apr'23-Jan'26	7.50%
vi	National Bank of Malwai, Malawi	983.15	Nov-28	10	Semi Annual Equated Installment	Nov'23- Nov'28	7.00%
	<b>Total of Term Loan from Banks</b>	<b>3,883.27</b>					
<b>C</b>	<b>Fixed Deposits (From Public)</b>	820.08	One year to three years	Bullet payment on the maturity date	2023-24 - ₹ 820.08	The fixed deposit includes fixed and cumulative deposits both	10.00% - 10.25%

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## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

### 20.3 - Details of Security Given for Loan

- The Term Loan from HDFC Bank Ltd., are secured by hypothecation of the related vehicles purchased.
- The Term Loan from Punjab National Bank., are secured by hypothecation of the related vehicles purchased.
- The Term Loans from Standard Bank PLC, Malawi, is secured by way of mortgage charge created over Deeds Registry Number 92113 situated in Thyolo District of Naming'omba Tea Estates, Malawi.
- The Term Loans from National Bank of Malawi, Malawi, is secured by way of mortgage charge created over properties held on Deeds Registry Numbers 92114, 92115, 92116, 92117 and 92118 situated in Thyolo District of Naming'omba Tea Estates, Malawi.

### NOTE 21 - LEASE LIABILITIES

Particulars	Refer Note No.	Non-Current Portion		Current Maturities	
		As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
Lease Liability		-	-	-	12.51
<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>12.51</b>

### NOTE 22 - OTHER FINANCIAL LIABILITIES

Particulars	Refer Note No.	Non-Current		Current	
		As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
Trade and Security Deposits (Unsecured)		648.76	550.98	525.35	681.47
Interest accrued on Borrowings		-	54.55	166.06	205.36
Employees related Liabilities		-	-	1,442.73	1,500.70
Amount payable for Capital Goods		-	-	0.44	0.43
Unpaid matured deposits and interest accrued thereon		-	-	6.98	5.17
Other Payables (includes Preference Dividend payable)		-	-	899.08	697.60
<b>Total</b>		<b>648.76</b>	<b>605.53</b>	<b>3,040.64</b>	<b>3,090.73</b>

### NOTE 23 - PROVISIONS

Particulars	Refer Note No.	Non-Current		Current	
		As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
Provision for Employee Benefits		119.88	117.05	2,931.82	2,638.65
<b>Total</b>		<b>119.88</b>	<b>117.05</b>	<b>2,931.82</b>	<b>2,638.65</b>

**Notes to the Consolidated Financial Statements** as on and for the year ended 31st March 2023 (contd.)  
(₹ in Lakhs)

**NOTE 24- OTHER LIABILITIES**

Particulars	Non-Current		Current	
	As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
Job Advance	-	-	451.16	140.29
Advances Received from Customers	-	-	595.79	543.38
Statutory Dues	-	-	295.46	242.95
<b>Total</b>	-	-	<b>1,342.41</b>	<b>926.62</b>

**NOTE 25 - SHORT TERM BORROWINGS**

Particulars	Refer Note No.	As at 31st March 2023	As at 31st March 2022
<b>Loans Repayable on Demand</b>			
Working Capital Facilities from Banks			
- Punjab National Bank in Indian Currency		1,698.71	2,415.31
- Other Banks in Indian Currency		3,833.95	3,108.87
- Other Banks in Foreign Currency		2,040.67	2,139.03
<b>Short Term Loans</b>			
From Other Body Corporates		-	200.00
From Related Parties		600.00	600.00
Fixed Deposits (From Public)		376.40	-
Current maturities of Long Term Debt	20	2,081.67	2,910.17
<b>Total</b>		<b>10,631.40</b>	<b>11,373.38</b>
<b>The above amount includes</b>			
Secured Borrowings		8,834.92	9,477.36
Unsecured Borrowings		1,796.48	1,896.02
<b>Total</b>		<b>10,631.40</b>	<b>11,373.38</b>

**25.1 - Details of Security Given for Loan**

- The working capital facilities from Punjab National Bank are secured/ to be secured by hypothecation of Tea Crop, Made Tea, Book Debts and all other Current Assets of the Tea Estates and guaranteed by a Director and are further secured/to be secured by way of Equitable Mortgage on immovable properties situated at the Tea Estates.
- Working Capital Facilities from Other Banks, (except those availed by Tea Division of the Company from Punjab National Bank) are secured/ to be secured by hypothecation of Company's (other than Tea Division) entire current assets, both present and future, ranking pari passu inter-se, and are further secured/ to be secured by way of second charge on the property, Plant and Equipments of the Company (other than Tea Division) ranking pari passu inter-se.
- Working Capital Facilities in foreign currency from Standard Bank PLC, Malawi and National Bank of Malawi, are secured by way of mortgage charge created over properties held on Deeds Registry Numbers 92113, 92114, 92115, 92116, 92117 and 92118 on Naming'omba Tea Estates situated in Thyolo District, Malawi.



## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

### 25.2 - Details of Interest Rates on Short Term Borrowings

- The Working Capital Facilities having interest rate varying between 7.50% p.a. - 11.60% p.a. are repayable on demand.
- Short term loans from Body Corporates and Related Parties having 9.00%-10.50% p.a rate of interest.
- Fixed Deposit from Public is having an interest rate of 8.00% p.a.
- Working Capital facilities in local currency i.e. in Malawi Kwacha, from National Bank of Malawi PLC, carries an interest of 22.40% p.a. and Working Capital facilities in United States Dollar (USD) currency from Standard Bank PLC, Malawi, and National Bank of Malawi PLC, are carrying an interest of 7.50% p.a.

### NOTE 26 - TRADE PAYABLES

Particulars	Refer Note No.	As at 31st March 2023	As at 31st March 2022
<b>Trade Payables for goods and services</b>			
-Total Outstanding dues of Micro Enterprises and Small Enterprises	44	31.32	52.02
-Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		4,787.07	6,854.85
<b>Total</b>		<b>4,818.39</b>	<b>6,906.87</b>

#### Trade payables Ageing Schedule:-

As at 31st March 2023	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	1.85	29.01	0.46	-	-	31.32
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,164.84	2,111.05	71.08	84.84	352.32	4,784.13
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	2.94	2.94
	<b>2,166.69</b>	<b>2,140.06</b>	<b>71.54</b>	<b>84.84</b>	<b>355.26</b>	<b>4,818.39</b>



## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

As at 31st March 2022 Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	41.42	10.26	-	0.34	-	52.02
Total outstanding dues of creditors other than micro enterprises and small enterprises	4,679.12	1,333.31	171.65	208.87	461.90	6,854.85
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
	<b>4,720.54</b>	<b>1,343.57</b>	<b>171.65</b>	<b>209.21</b>	<b>461.90</b>	<b>6,906.87</b>

## NOTE 27 - CURRENT TAX LIABILITIES (NET)

Particulars	As at 31st March 2023	As at 31st March 2022
Current Tax Liability (Net)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## NOTE 28 - REVENUE FROM OPERATIONS

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Sale of Products	39,598.92	37,134.49
Income from Construction Contracts	4,078.02	2,311.82
Rental Income	734.47	702.68
	<b>44,411.41</b>	<b>40,148.99</b>
<b>Other Operating Revenues</b>		
Incentives and Subsidies	156.60	192.73
Service Charges from Tenants	232.55	191.78
Sale of Waste	102.43	105.01
Other Revenues	-	2.20
	491.58	491.72
<b>Total</b>	<b>44,902.99</b>	<b>40,640.71</b>

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(₹ in Lakhs)

**REVENUE FROM CONTRACTS WITH CUSTOMERS**

**A. Revenue from contracts with customers disaggregated based on revenue stream and by reportable segment**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>Revenue based on product &amp; services</b>		
Cotton /Man Made Fibre Yarn	15,192.66	15,257.33
Tea and Macademia Nuts	24,406.26	21,877.16
Income from Construction Contracts	4,078.02	2,311.82
Rental Income	734.47	702.68
Other Operating Revenues	491.58	491.72
<b>Total</b>	<b>44,902.99</b>	<b>40,640.71</b>
<b>Revenue based on Geography</b>		
India	34,647.42	29,632.83
Overseas	10,255.57	11,007.88
<b>Total</b>	<b>44,902.99</b>	<b>40,640.71</b>
<b>Reconciliation of Revenue from Operation with contract price</b>		
Contract Price	45,120.44	40,733.11
Less: Sales Return	(141.26)	(54.51)
Rebates & Discounts	(76.19)	(37.89)
<b>Revenue from Operation</b>	<b>44,902.99</b>	<b>40,640.71</b>

**Transaction Price - Unstatisfied Performance Obligation**

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Group expects to recognise these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Group has not disclosed the remaining performance obligation related disclosures for contracts as the revenue recognised corresponds directly with the value to the customer of the entity's performance completed to date. There are no aggregate value of performance obligations that are completely or partially unsatisfied as of 31st March, 2023, other than those meeting the exclusion criteria mentioned above.

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Contract Balances</b>		
Contract Assets	3,514.42	4,150.46
Less: Impairment allowances	(1,184.33)	(1,453.16)
<b>Total</b>	<b>2,330.09</b>	<b>2,697.30</b>
<b>Contract Liabilities</b>	<b>381.10</b>	<b>63.01</b>
Gross Trade Receivables	2,848.70	4,342.83
Unbilled Revenue for passage of time	4,105.31	4,816.58
Less: Impairment allowances	(226.48)	(380.16)
<b>Net Receivables</b>	<b>6,727.53</b>	<b>8,779.25</b>

**Notes to the Consolidated Financial Statements** as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance. Contract assets are transferred to receivables when the rights become unconditional and contract liabilities are recognised as revenue as and when the performance obligation is satisfied.

**NOTE 29 - OTHER INCOME**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>Interest Income</b>		
Deposits with Bank and others	78.73	72.34
<b>Net Gain/ (Loss) on sale of Investments at FVTPL</b>		
On Current Investments	1.16	3.84
On Long Term Investment	11.23	-
<b>Other Non Operating Income</b>		
Profit on sale of Property, Plant and Equipment (Net)	42.71	75.57
Change in fair valuation of biological assets	620.12	-
Liabilities no longer required written back	338.94	320.23
Allowances for doubtful debts and deposits no longer required written back (Net of ₹ 1.89 Lakhs (PY - ₹ 459.60 Lakhs) charged as Contractual Obligation)	246.60	1,062.49
Sundry Receipts and Claims	620.39	207.62
<b>Total</b>	<b>1,959.88</b>	<b>1,742.09</b>

**NOTE 30 - COST OF MATERIALS CONSUMED**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Opening Stock of Raw Materials	1,112.74	1,326.08
Add: Purchases	8,724.75	10,157.27
Less: Closing Stock of Raw Materials	(1,217.99)	(1,112.74)
<b>Total</b>	<b>8,619.50</b>	<b>10,370.61</b>

**NOTE 31 - PURCHASE OF TRADED GOODS**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Purchase of Traded Goods	3,591.38	4,245.75
<b>Total</b>	<b>3,591.38</b>	<b>4,245.75</b>

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(₹ in Lakhs)

**NOTE 32 - CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>Inventories at the beginning of the year</b>		
Finished Goods	6,898.91	3,878.03
Stock-in-Trade	51.89	116.90
Stock-In-Process	709.98	495.70
Scrap and Waste	12.21	13.78
<b>Total</b>	<b>7,672.99</b>	<b>4,504.41</b>
<b>Inventories at the end of the year</b>		
Finished Goods	5,755.24	6,898.91
Stock-in-Trade	13.67	51.89
Stock-In-Process	517.76	709.98
Scrap and Waste	8.36	12.21
<b>Total</b>	<b>6,295.03</b>	<b>7,672.99</b>
Fluctuation of Exchange Rate carried to Foreign Exchange Translation Reserve	-	(6.68)
<b>Total changes in inventories of Finished Goods, Work-in-Progress and Traded Goods</b>	<b>1,377.96</b>	<b>(3,175.26)</b>

**NOTE 33 - EMPLOYEE BENEFITS EXPENSE**

Particulars	Refer Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
Salaries and Wages	33.1	11,499.74	10,430.21
Contribution to Provident and Other Funds		1,209.42	1,127.22
Staff Welfare Expenses		794.06	719.06
<b>Total</b>		<b>13,503.22</b>	<b>12,276.49</b>

33.1 - The amount of expenditure recognised in the carrying amount of Property, Plant and Equipment in the course of construction / development is ₹ 128.77 Lakhs (PY - ₹ 75.43 Lakhs).

**NOTE 34 - FINANCE COST**

Particulars	Refer Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
Interest Expense (Net of Interest Subvention)	34.1	1,259.67	1,759.17
Interest on Fixed Deposits (From Public)		197.43	283.72
Dividend on Redeemable Preference Shares		93.78	93.78
Interest on Lease Liabilities		1.25	2.38
Other Financial Charges		261.50	194.68
		<b>1,813.63</b>	<b>2,333.73</b>
Less: Amount Capitalised		10.09	4.95
<b>Total</b>		<b>1,803.54</b>	<b>2,328.78</b>

**Notes to the Consolidated Financial Statements** as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

34.1 - The group has recognised government grant of ₹ 30.07 lakhs (PY- ₹ 44.22 lakhs) received by way of interest subvention of 3% on the interest charged on the working capital loan related to Tea gardens in Assam.

**NOTE 35 - DEPRECIATION AND AMORTIZATION EXPENSES**

Particulars	Refer Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
On Property, Plant and Equipment	4A	1,185.60	1,232.65
On Right to Use Asset	4C	2.23	2.23
On Intangible Assets	5	9.15	9.73
<b>Total</b>		<b>1,196.98</b>	<b>1,244.61</b>

**NOTE 36 - OTHER EXPENSES**

Particulars	Refer Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>Manufacturing Expenses</b>			
Stores, Spare Parts & Packing Materials Consumed		3,680.70	2,832.53
Power & Fuel		4,345.60	4,125.55
Repairs to Buildings		205.50	174.17
Repairs to Machinery		589.00	512.06
Repairs to Other Assets		67.89	85.04
Jobs on Contract		1,508.09	931.72
Jobs Outsourcing		124.21	108.92
Machinery Hire Charges		736.87	482.88
Change in Valuation of Biological Asset		-	47.76
Other Manufacturing Expenses		324.49	677.00
		<b>11,582.35</b>	<b>9,977.63</b>
<b>Selling and Distribution Expenses</b>			
Brokerage & Commission on Sales		241.56	242.18
Freight, Shipping, Delivery and Selling Expenses		1,255.19	766.77
<b>Administrative and Other Expenses</b>			
Travelling & Conveyance		626.40	504.32
Rent		34.64	41.39
Rates & Taxes		231.76	571.54
Insurance		140.58	151.00
Bad debts written off		386.25	581.59
Corporate Social Responsibility Expenses		-	-
Auditors' Remuneration	36.1	60.36	63.67
Loss on Foreign currency transaction and translation (Net)		1,010.03	140.78
Gain/ (Loss) on restatement of Investments at FVTPL		-	0.05
Directors' Sitting Fees		13.18	14.24
Consultation and Advisory Charges		485.01	184.16
Other Expenses		548.36	705.06
		<b>5,033.32</b>	<b>3,966.75</b>
<b>Total</b>		<b>16,615.67</b>	<b>13,944.38</b>

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(₹ in Lakhs)

36.1 - Auditors' Remuneration

Particulars	Refer Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>a) Statutory Auditors</b>			
Audit Fees		48.36	52.93
Other Services		6.65	5.40
		<b>55.01</b>	<b>58.33</b>
<b>b) Branch Auditors</b>			
Audit Fees		4.00	4.00
Tax Audit Fees		0.55	0.55
Other Services		0.80	0.79
		<b>5.35</b>	<b>5.34</b>
<b>Total</b>		<b>60.36</b>	<b>63.67</b>

NOTE 37 - EXCEPTIONAL ITEMS

Particulars	Refer Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
Profit / (Loss) on Sale of Units		1,064.66	-
<b>Total</b>		<b>1,064.66</b>	<b>-</b>

37.1 - The Exceptional item refers to profit on sale of Land situated at Janakipuram Village, Maduranthakam Taluk, Tamil Nadu.

NOTE 38 - TAX EXPENSE

Particulars	Refer Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
Current Tax for the year	38.1	-	21.62
Less : Provision for earlier year written back		-	16.34
		-	5.28
Deferred Tax		(262.97)	(491.84)
<b>Total</b>		<b>(262.97)</b>	<b>(486.56)</b>

**Notes to the Consolidated Financial Statements** as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

**38.1-** Reconciliation of estimated Income tax expense at Indian statutory Income tax rate to income tax expense reported in statement of Total Comprehensive Income

Particulars	Refer Note No.	2022-2023	2021-2022
Profit / (Loss) before income tax expense		1,219.28	1,147.44
Indian Statutory Income Tax rate*		31.20%	31.20%
Estimated Income Tax Expense		<b>380.42</b>	<b>358.00</b>
<i>Tax effect of adjustments to reconcile expected Income tax expense to reported Income tax expense</i>			
a) Expenses that are not deductible in determining taxable profit		48.85	33.22
b) Additional deduction under Income -Tax Act, 1961		(74.67)	(58.41)
c) Loss/ (Income) that is exempt from taxation		(539.80)	(108.92)
d) Unrecognised deferred tax assets on tax losses for the year / period		-	(504.72)
e) Taxes in other Jurisdiction		289.55	78.60
f) Others		(104.35)	223.85
		<b>(380.42)</b>	<b>(336.38)</b>
<b>Income tax expense in Statement of Profit and Loss</b>		<b>-</b>	<b>21.62</b>

\* Applicable Indian Statutory Income Tax rate is 31.20% for Fiscal Year 2023 and 2022. Further Income Tax Rate at Mauritius on dividend and interest is 10% and 15% respectively Moreover the entity at Malawi is taxed at 30%.

# The Parent company's agricultural income is subject to lower tax rates @ 30% under state tax laws.

**NOTE 39 - OTHER COMPREHENSIVE INCOME**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>Items that will not be reclassified to profit or loss</b>		
Remeasurement of the defined benefit plans	(292.49)	173.38
Less: Tax expense on the above	(102.21)	60.59
<b>Total</b>	<b>(190.28)</b>	<b>112.79</b>
Equity Instruments through Other Comprehensive Income	-	19.46
Less: Tax expense on the above	-	-
<b>Items that will be reclassified subsequently to profit or loss</b>		
Foreign Currency Translation Reserve	(597.81)	(45.47)
	<b>(597.81)</b>	<b>(26.01)</b>
<b>Total</b>	<b>(788.09)</b>	<b>86.78</b>

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## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

### NOTE 40 - Contingent Liabilities

#### Claims/Disputes/Demands not acknowledged as debts -

Sl. No.	Particulars	As at 31st March 2023	As at 31st March 2022
a	Sales Tax	758.73	765.49
b	Cess on Jute bags/Jute Twine	7.32	7.32
c	Cess and Excise on Captive Consumption	11.33	11.33
d	Service Tax	38.67	141.35
e	Income Tax	113.88	113.06
f	Provident Fund	56.93	56.93
g	Others	40.49	28.40

Note:- In respect of above, future cash flows are determinable only on receipt of judgements pending at various forums/authorities which in the opinion of the Company is not tenable and there is no possibility of any reimbursement in case of above.

### NOTE 41 - Commitments

Sl. No.	Particulars	As at 31st March 2023	As at 31st March 2022
a	Estimated amount of contracts remaining to be executed on Capital Account and not provided for [Net of Advance of ₹ 6.40 Lakhs (P.Y. - ₹ 30.46 Lakhs)]	16.00	41.07

41.1 For Lease commitments, refer Note 51(B)(a) and for derivatives contract refer Note 51(C)(b)

### NOTE 42 - Leases

#### 42.1 - As Lessee

- The lease liability is measured at the present value of remaining lease payments discounted using incremental borrowing rate at the date of initial application and right of use asset has been recognized at an amount equal to the lease liability plus prepaid rentals recognised in the Balance Sheet before the date of initial application, if any.
- Leases for which the lease term ends within 12 months of the date of initial application have been accounted as short term leases.

Further, refer Note 3.6: Significant Accounting Policies for detailed measurement and recognition principles on Leases.

The weighted average incremental borrowing rate applied to lease liabilities as at 1st April, 2019 is 10%.

The changes in the carrying value of right of use (ROU) assets for the year ended 31st March, 2023 are disclosed in Note 4C.

As per the requirement of Ind As -107 maturity analysis of lease liability have been shown under maturity analysis of Long term borrowing under Liquidity risk Note 51B(a). The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.



**Notes to the Consolidated Financial Statements** as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

Machinery Hire Charges and Rental expense recorded for short-term leases or cancellable in nature was ₹ 736.87 lakhs (P.Y. - ₹ 482.88 lakhs) and ₹ 34.64 lakhs (P.Y. - ₹ 41.55 lakhs) for the year ended 31st March, 2023 (Refer Note - 36).

Particulars	As at 31st March 2023	As at 31st March 2022
ROU Balance at the beginning of the year	26.81	29.04
Additions:		
Amortization cost accrued during the year	(2.23)	(2.23)
Deletions	-	-
<b>ROU Balance at the end of the year</b>	<b>24.58</b>	<b>26.81</b>
Lease liabilities at the beginning of the year	12.51	23.88
Additions:		
Interest cost accrued during the year	1.25	2.38
Payment of lease liabilities	(13.76)	(13.75)
Deletion	-	-
<b>Lease liabilities at the end of the year</b>	<b>-</b>	<b>12.51</b>
Current lease liabilities	-	12.51
Non-current lease liabilities	-	-
<b>Total Lease liabilities</b>	<b>-</b>	<b>12.51</b>

**42.2 - As Lessor**

The Group has given office premises under cancellable leases. The leasing arrangements range between 3 years and 15 years generally or longer and are usually renewable by mutual consent on mutually agreeable terms. Initial direct costs for such leases are borne by the company and charged off to revenue. Lease rentals are recognised as income for ₹ 734.47 Lakhs during the year (P.Y. ₹ 702.68 Lakhs). The gross value and accumulated depreciation of such asset as at 31st March, 2022 was ₹ 16.57 Lakhs (P.Y. ₹ 16.57 Lakhs) and ₹ 4.66 Lakhs (P.Y. ₹ 4.42 Lakhs) respectively.

**NOTE 43** - Revenue expenditure on Research and Development of ₹ 22.19 Lakhs (P.Y. ₹ 22.84 Lakhs) represents subscription to Tea Research Association.

**NOTE 44 - Disclosure pursuant to MSMED Act**

Sl. No.	Particulars	As at 31st March 2023	As at 31st March 2022
i)	Principal Amount remaining unpaid to any suppliers under MSMED Act	29.47	51.30
ii)	Interest due thereon remaining unpaid to any suppliers on above	1.85	0.72
iii)	Any Payment made to suppliers beyond appointed date (under Section 16 of the Act)	-	-
iv)	Interest due and payable to suppliers under MSMED Act	-	-
v)	Interest Accrued & remaining unpaid	1.85	0.72
vi)	Interest remaining due & payable as per section 23 of the Act	-	-

The Company has compiled this information based on intimation received from the suppliers of their status as Micro or Small Enterprises and/or its registration with appropriate authority under the Micro, Small and Medium Enterprises Act, 2006 ("MSMED Act").

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(₹ in Lakhs)

**NOTE 45 - Basic and Diluted earnings per Share**

Sl No.	Particulars	2022-2023	2021-2022
i)	Profit / (Loss) after Tax available for Ordinary Shareholders (₹ in Lakhs)	1,482.25	1,634.00
ii)	Weighted Average of Ordinary Shares of ₹ 10 each outstanding during the year (Numbers)	2,13,42,346	2,13,42,346
iii)	Basic and Diluted Earning per Share {(i) / (ii)}	6.95	7.66

**NOTE 46** - Balances of some of the Trade Receivables, Other Assets, Trade and Other Payables are subject to confirmation/reconciliation and consequential adjustment, if any. Reconciliations are carried out on an on-going basis. Provisions, wherever considered necessary, have been made. However, management does not expect to have any material financial impact of such pending confirmation/reconciliation.

**NOTE 47 - Related Party Disclosures**

**47.1 - Related parties with whom transactions have taken place during the year and previous year are:**

Nature	Name	Designation
<b>(a) (i) Key Management Personnel</b>	Mr. Arun Kumar Kothari	Non-Executive Promoter Chairman
	Mrs. Prabhawati Devi Kothari	Non-Executive Promoter Director
	Mr. Mahesh Sodhani	Managing Director (MD)
	Mr. Manoj Sodhani	Executive Director and Chief Executive Officer (CEO)
	Mr Naresh Pachisia	Independent Director
	Mr. Arvind Baheti	Independent Director
	Mr. Kothaneth Ashok	Independent Director
	Mr. Charudatta Raghvendra Prayag	Independent Director
	<b>(a) (ii) Relatives of Key Management Personnel</b>	Mr. Anand Vardhan Kothari
Mr. Om Prakash Sodhani		Father of Manoj Sodhani and Mahesh Sodhani
Mrs. Raj Kumari Sodhani		Mother of Manoj Sodhani and Mahesh Sodhani
Mrs. Nitu Sodhani		Wife of Mahesh Sodhani
Mrs. Sangita Sodhani		Wife of Manoj Sodhani
Ms. Navya Sodhani		Daughter of Mahesh Sodhani
Ms. Shakshi Sodhani		Daughter of Manoj Sodhani
Mrs. Sabita Malani		Sister of Manoj Sodhani and Mahesh Sodhani
Nature	Name of the Company	
<b>(b) Companies having significant influence over the Company</b>	i) Kothari Investment & Industries Private Limited (KIPL)	
	ii) Kothari Phytochemicals & Industries Limited (KPIL)	

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(₹ in Lakhs)

Nature	Name of the Company
(c) Companies / Trust / Firm in which Directors/ Key Managerial Personnel and their relatives have significant influence	i) Albert David Limited (ADL)
	ii) Arunudaya Consultancy Pvt Ltd (ACPL)
	iii) Bharat Fritz Werner Limited (BFW)
	iv) G. Das & Co. Pvt. Limited (GDCPL)
	v) Karuna Sindhu Properties Pvt Ltd (KSPPL)
	vi) Kothari & Company Pvt Ltd (KCO)
	vii) Kothari Medical Centre (KMC)
	viii) M. D. Kothari & Company Limited (MDKCL)
	ix) Satyam Financial Services Ltd (SFSL)
	x) Shubh Ananda Advisory Pvt Ltd (SAAPL)
	xi) SKP Securities Limited (SKPSL)

## 47.2 - Transactions during the Year and Balance Outstanding:-

Particulars	2022-2023			2021-2022		
	Directors / KMP and their Relatives	Companies having significant influence over the Company	Companies / Trust / Firm in which Directors/ Key Managerial Personnel and their relatives have significant influence and Employee Benefit Plan	Directors / KMP and their Relatives	Companies having significant influence over the Company	Companies / Trust / Firm in which Directors/ Key Managerial Personnel and their relatives have significant influence and Employee Benefit Plan
<b>Transactions during the Year:-</b>						
1 Rent Received	0.48	0.99	33.43	-	0.99	32.48
2 Sale of Unquoted Equity Shares	5.18	158.20	11.87	35.09	99.99	-
3 Sale of Fixed Assets	-	-	-	-	-	0.25
4 Guarantee Commission Paid	-	0.24	2.22	-	0.25	2.41
5 Interest on Loan Taken	-	18.50	37.00	-	22.51	42.00
6 Remuneration to Key Management Personnel	240.87	-	-	200.82	-	-
7 Directors Sitting Fee	7.75	-	-	8.75	-	-
8 Unsecured Fixed Deposit Received	2.10	-	-	69.50	-	-
9 Unsecured Fixed Deposit Repaid	22.02	-	-	81.60	-	-
10 Interest Accrued on Fixed Deposits	9.97	-	-	8.94	-	-
11 Interest on Fixed Deposits Paid	5.63	-	-	3.46	-	-
<b>Balance Outstanding:-</b>						
1 Receivable against Fixed Asset Sale	-	-	-	-	-	0.25
2 Corporate Guarantee Given	-	-	-	-	-	1,000.00
3 Unsecured Loan Taken	-	200.00	400.00	-	200.00	400.00
4 Guarantee Commission Payable	-	0.24	2.16	-	0.25	2.16
5 Interest Payable on Unsecured Loan Taken	-	4.44	8.88	-	5.18	10.36
6 Unsecured Fixed Deposit Payable	71.60	-	-	91.52	-	-
7 Interest on Unsecured Fixed Deposit Payable	13.37	-	-	9.03	-	-

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## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

### 47.3 - Key Management Personnel compensation \*\*

Particulars	2022-2023	2021-2022
<b>Short Term Employee Benefits</b>		
Mr Mahesh Sodhani	123.57	104.62
Mr Manoj Sodhani	117.30	96.20
<b>Total Compensation</b>	<b>240.87</b>	<b>200.82</b>
<b>Sitting Fees</b>		
Mr. Arun Kumar Kothari	1.05	1.55
Mrs. Prabhawati Devi Kothari	1.10	1.10
Mr Naresh Pachisia	1.50	2.20
Mr. Arvind Baheti	1.20	1.90
Mr. Kothaneth Ashok	1.85	1.15
Mr. Charudatta Raghvendra Prayag	1.05	0.85
<b>Total Sitting Fees</b>	<b>7.75</b>	<b>8.75</b>
<b>Total</b>	<b>248.62</b>	<b>209.57</b>

\*\* Provision for Long Term Employee Benefits which are based on Actuarial Valuation done on overall company basis are excluded.

### 47.4 - Terms and Conditions of transaction with Related Parties

All Related Party Transactions entered during the year were in ordinary course of the business and are on arm's length basis.

### NOTE 48 - Fair value of Financial Assets and Financial Liabilities

Particulars	31st March 2023			31st March 2022		
	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost
<b>Financial Assets</b>						
<b>Investment</b>						
- Equity Instruments	*	8.80	-	*	172.81	-
- Debentures	-	-	0.01	-	-	0.01
- Mutual Funds	-	-	-	134.95	-	-
Trade Receivables	-	-	2,622.22	-	-	3,962.67
Loans Given	-	-	6.80	-	-	9.06
Cash and Cash Equivalents	-	-	266.92	-	-	71.68
Other Bank Balances	-	-	70.87	-	-	321.19
Deposits with Bank having maturity of more than one year from the balance sheet date	-	-	24.00	-	-	439.34
Interest Accrued on Deposits	-	-	70.27	-	-	62.93
Retention & Other Deposits	-	-	3,256.92	-	-	2,964.17
Other Financial Assets	1.69	-	2,135.37	0.20	-	2,757.96
<b>Total Financial Assets</b>	<b>1.69</b>	<b>8.80</b>	<b>8,453.38</b>	<b>135.15</b>	<b>172.81</b>	<b>10,589.01</b>

\* Amount is below the rounding off norm adopted by the Group.

## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

Particulars	31st March 2023			31st March 2022		
	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost
<b>Financial Liabilities</b>						
Borrowings	-	-	14,463.08	-	-	18,287.73
Lease liabilities			-			12.51
Trade Payables	-	-	4,818.39	-	-	6,906.87
Trade & Security Deposits	-	-	1,174.11	-	-	1,232.45
Interest accrued but not due on Borrowings & Public Deposits	-	-	166.06	-	-	259.91
Amount Payable for Capital Goods	-	-	0.44	-	-	0.43
Employee Related Liabilities	-	-	1,442.73	-	-	1,500.70
Other Financial Liabilities	-	-	906.06	-	-	702.77
<b>Total Financial Liabilities</b>	-	-	<b>22,970.87</b>	-	-	<b>28,903.37</b>

**NOTE 49 - Fair Values of Financial Assets and Financial Liabilities measured at Amortised Cost**

49.1- 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.

49.2- 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.

**NOTE 50 - Fair Value Hierarchy**

The following are the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair value are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels of fair value measurement as prescribed under the Ind AS 113 "Fair Value Measurement". An explanation of each level follows underneath the tables.

**50.1 - Assets and Liabilities measured at Fair Value - recurring fair value measurements**

Particulars	31st March 2023			31st March 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Financial Assets</b>						
<b>Financial Investment at FVTPL</b>						
Mutual Funds	-	-	-	134.95	-	-
Listed Equity Investments	*	-	-	*	-	-
<b>Financial Investment at FVOCI</b>						
Unlisted Equity Investments	-	-	8.80	-	-	172.81
Foreign Exchange Forward Contracts	-	1.69	-	-	0.20	-
<b>Total Financial Assets</b>	-	<b>1.69</b>	<b>8.80</b>	<b>134.95</b>	<b>0.20</b>	<b>172.81</b>
<b>Financial Liabilities</b>						
Foreign Exchange Forward Contracts	-	-	-	-	-	-
<b>Total Financial Liabilities</b>	-	-	-	-	-	-

\* Amount is below the rounding off norm adopted by the Company.

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**Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)**

(₹ in Lakhs)

50.2 - The following are the judgements and estimates made in determining the fair value of the biological assets other than bearer plants that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its biological assets other than bearer plants into Level 2 in the fair value hierarchy, since no significant adjustments need to be made to the prices obtained from the local markets.

**Biological assets other than Bearer Plants for which fair value (less cost to sell) are disclosed:-**

Particulars	31st March 2023			31st March 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Current Assets</b>						
<b>Current Asset at FVTPL</b>						
Unharvested Tea Leaves	-	1,470.76	-	-	860.75	-
<b>Total Current Assets</b>	-	<b>1,470.76</b>	-	-	<b>860.75</b>	-

\* Amount is below the rounding off norm adopted by the Company.

**NOTE 51: FINANCIAL RISK MANAGEMENT**

The Group's business activities are exposed to a variety of financial risks, namely liquidity risk, market risk and credit risk. The Group's senior management has the overall responsibility for establishing and governing the Group's financial risk management framework. The Group's Audit Committee, is responsible for developing and monitoring the Group's financial risk management policies. The Group's financial risk management policies are established to identify and analyze the risks faced by the Group, to set and monitor appropriate controls.

**(A) Credit risk**

Credit risk refers to risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk arises primarily from financial assets such as trade receivables, bank balances, loans, investments and other financial assets.

At each reporting date, the Group measures loss allowance for certain class of financial assets based on historical trend, industry practices and the business environment in which the Company operates.

Credit risk arising from investments, derivative financial instruments and balances with banks is limited because the counterparties are banks and recognized financial institutions with high credit worthiness

(i) Provision for expected credit losses:

The Group measures Expected Credit Loss (ECL) for financial instruments based on historical trend, industry practices and the business environment in which the Group operates.

For financial assets, a credit loss is the present value of the difference between:

- (a) the contractual cash flows that are due to an entity under the contract; and
- (b) the cash flows that the entity expects to receive

The Group recognises in profit or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date in accordance with Ind AS 109.

In determination of the allowances for credit losses on trade receivables, the Group has used a practical expedience by computing the expected credit losses based on ageing matrix, which has taken into account historical credit loss experience and adjusted for forward looking information.

## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

(ii) The movement of Trade Receivables and Expected Credit Loss are as follows :

Particulars	As at 31st March 2023	As at 31st March 2022
Trade Receivables (Gross)	2,848.70	4,342.83
Less: Provision for Loss Allowance	226.48	380.16
Trade Receivables (Net)	2,622.22	3,962.67

(iii) The movement of Retention Deposit and Loss Allowance thereto are as follows:

Particulars	As at 31st March 2023	As at 31st March 2022
Retention Deposits (Gross)	3,514.42	4,150.46
Less: Provision for Loss Allowance	1,184.33	1,453.16
Retention Deposits (Net)	2,330.09	2,697.30

iv) Reconciliation of Loss allowance provision:

Particulars	Trade Receivables	Loans & Deposits
Loss Allowance in 31st March 2021	522.10	2,848.88
Change in Loss allowance	(141.94)	(1,395.72)
Loss Allowance in 31st March 2022	380.16	1,453.16
Change in Loss allowance	(153.68)	(268.83)
Loss Allowance in 31st March 2023	226.48	1,184.33

## (B) Liquidity risk

Liquidity risk is the risk that the Group will face in meeting its obligations associated with its financial liabilities. The Group has an established liquidity risk management framework for managing its short term, medium term and long term funding and liquidity management requirements.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of cash credit facilities agreed with the banks to ensure that there is sufficient cash to meet all its normal operating commitments in a timely and cost effective manner.

The following table shows the maturity analysis of the Group's derivative and non derivative financial liabilities based on contractually agreed undiscounted cash flows.

a) As at 31st March 2023

Particulars	Total	On Demand	Within 1 year	1 year to 5 Years	More than 5 years
<b>Non-derivative</b>					
Trade payables	4,818.39	-	4,818.39	-	-
Long Term Borrowings	3,831.68	-	-	3,636.28	195.40
Short Term Borrowings	10,631.40	7,573.33	3,058.07	-	-
Short Term Lease Liability	-	-	-	-	-
Other financial liabilities	3,689.40	2,349.23	691.41	648.76	-
<b>Total</b>	<b>22,970.87</b>	<b>9,922.56</b>	<b>8,567.87</b>	<b>4,285.04</b>	<b>195.40</b>

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Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

b) As at 31st March 2022

Particulars	Total	On Demand	Within 1 year	1 year to 5 Years	More than 5 years
<b>Non-derivative</b>					
Trade payables	6,906.87		6,906.87	-	-
Long Term Borrowings	6,914.35	-	-	6,914.35	-
Short Term Borrowings	11,373.38	7,663.21	3,710.17	-	-
Short Term Lease Liability	12.51		12.51		
Other financial liabilities	3,696.26	2,203.90	886.83	605.53	-
<b>Total</b>	<b>28,903.37</b>	<b>9,867.11</b>	<b>11,516.38</b>	<b>7,519.88</b>	<b>-</b>

(C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk.

a) Interest rate risk:

Interest rate risk is measured by using cash flow sensitivity for changes in variable interest rate. Any movement in the reference rates could have an impact on the Company's cash flow as well as cost. The management is focused towards reducing the volatility due to interest rates, which is reflected in proportion of variable interest rate borrowing to total borrowing.

The exposure of the Group's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	As at 31st March 2023	%	As at 31st March 2022	%
Variable rate borrowings	5,998.46	41.47%	9,370.67	51.21%
Fixed Rate borrowings	8,464.62	58.53%	8,929.57	48.79%
<b>Total Borrowings</b>	<b>14,463.08</b>	<b>100.00%</b>	<b>18,300.24</b>	<b>100.00%</b>

Working Capital Loan from Banks which are linked with one year fixed Marginal Cost of funds based Lending Rate (MCLR) of respective Banks are considered as Fixed rate borrowings and other borrowings are considered as Variable rate Borrowings.

**Sensitivity:** A change of 50 bps in interest rates of variable rate borrowings would have following Impact on profit before tax

Particulars	For the year 2022-2023	For the year 2021-2022
50 bps increase would decrease the profit before tax by	(29.99)	(46.85)
50 bps decrease would increase the profit before tax by	29.99	46.85

b) Foreign currency risk:

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Group enters into forward exchange contracts to hedge against its foreign currency exposures relating to the recognized underlying liabilities / assets and firm commitments. The Group's policy is to hedge its exposures other than natural hedge. The Group does not enter into any derivative instruments for trading or speculative purposes.



## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

The Group's Derivative instruments and unhedged foreign currency exposure at the end of the reporting period are as follows:

## (i) Derivatives Outstanding as at the reporting date

Particulars	Currency	As at 31st March 2023		As at 31st March 2022	
		Amount in Foreign Currency (in Lakhs)	₹ in Lakhs	Amount in Foreign Currency (in Lakhs)	₹ in Lakhs
Forward Contract to Sell	USD	1.60	131.53	19.50	1,483.57
Forward Contract to Buy	USD	0.50	41.00	-	-

## (ii) Particulars of unhedged foreign currency exposures as at the reporting date

Particulars	Currency	As at 31st March 2023		As at 31st March 2022	
		Amount in Foreign Currency (in Lakhs)	₹ in Lakhs	Amount in Foreign Currency (in Lakhs)	₹ in Lakhs
Trade & Other Receivable	USD	0.24	20.03	0.40	30.11
Trade & Other Receivable	AED	2.28	51.10	-	-
Trade & Other Payable	USD	0.19	15.69	0.19	14.26

**Sensitivity:** A change of 3% in Foreign currency would have following Impact on profit before tax

Particulars	For the year 2022-2023		For the year 2021-2022	
	3%	3%	3%	3%
	Increase	Decrease	Increase	Decrease
USD	0.13	(0.13)	0.53	(0.53)
AED	1.53	(1.53)	-	-

## c) Other price risk:

The Group's exposure to securities price risk arises from investments in mutual funds and equity instruments held by the Group and classified in the balance sheet as FVPL and FVOCI respectively.

Particulars	As at 31st March 2023	As at 31st March 2022
Investment in Quoted Equity Instruments	*	*
Investment in Mutual Funds	-	134.95

\* Amount is below the rounding off norm adopted by the Company.

**Sensitivity:** A change of 50 bps on Net Asset Value of Mutual Fund would have following Impact on profit before tax

Particulars	For the year 2022-2023	For the year 2021-2022
50 bps increase would increase the profit before tax by	-	0.67
50 bps decrease would decrease the profit before tax by	-	(0.67)

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## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

### Note 52 - Capital Management

The Group's objective when managing capital (defined as net debt and equity) is to safeguard the Group's ability to continue as a going concern in order to provide returns to shareholders and benefit for other stakeholders, while protecting and strengthening the Balance Sheet through the appropriate balance of debt and equity funding. The Group manages its capital structure and makes adjustments to it, in light of changes to economic conditions and strategic objectives of the Group.

### NOTE 53 - Segment Reporting

#### 53.1 - Information in accordance with the requirements of the IND AS - 108 on 'Segment Reporting':-

The Company has identified four primary business segments viz :

i) Textile	Manufacture and sale of yarn and fabric made out of Cotton and Man-made Fibre viz., Acrylic, Polyester, Viscose, Staple and Blends thereof.
ii) Tea	Manufacture and sale of Tea and Macademia Nuts.
iii) Engineering (MICCO)	Manufacture and sale of Steel Structural, Pipes and equipments and Designing, Supplying, erectioning and Commissioning of projects on turnkey basis.
iv) Property	Letting out property on rent.

Segments have been identified and reported taking into account nature of products and services, the different risks and returns and the internal business reporting systems. The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with the following additional policies for segment reporting.

- Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".
- Segment assets and segment liabilities represent assets and liabilities in respective segments. Investments, tax related asset and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

#### 53.2 - Primary Segment Information (Business Segment)

Particulars	Textiles	Tea	Engineering (Micco)	Property	Unallocable	Total
<b>Segment Revenue</b>						
External Turnover	15,317.86	24,540.11	4,078.01	967.01	-	44,902.99
	(15,440.85)	(21,993.58)	(2,311.82)	(894.46)		(40,640.71)
Inter Segment Revenue	-	-	-	51.92	-	51.92
				(51.92)		(51.92)
Total Segment Revenue	15,317.86	24,540.11	4,078.01	1,018.93	-	44,954.91
	(15,440.85)	(21,993.58)	(2,311.82)	(946.38)	-	(40,692.63)
Less: Inter Segment Elimination	-	-	-	51.92	-	51.92
				(51.92)		(51.92)
Revenue from Operations	15,317.86	24,540.11	4,078.01	967.01	-	44,902.99
	(15,440.85)	(21,993.58)	(2,311.82)	(894.46)	-	(40,640.71)
Segment Result	177.87	691.82	207.51	866.33	-	1,943.53
	(1,507.76)	(1,469.24)	(-62.8)	(626.07)	-	(3,540.27)

## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

Particulars	Textiles	Tea	Engineering (Micco)	Property	Unallocable	Total
Less: Unallocable Expenditure net of unallocable Income					(14.63)	(14.63)
					(64.05)	(64.05)
Finance Costs					1,803.54	1,803.54
					(2,328.78)	(2,328.78)
Add: Exceptional Item (Refer Note 37)					1,064.66	1,064.66
					-	-
Profit / (Loss) Before Tax						1,219.28
						(1,147.44)
Other Information						
Segment Assets	12,982.22	22,303.15	10,198.14	7,958.52	1,601.49	55,043.52
	(15,048.71)	(23,708.67)	(11,604.19)	(7,961.12)	(1,389.43)	(59,712.12)
Segment Liabilities	3,249.36	6,043.47	2,344.09	524.85	15,203.21	27,364.98
	(5,138.89)	(5,076.25)	(2,335.31)	(704.67)	(19,472.62)	(32,727.74)
Capital Expenditure	49.04	906.26	1.27	0.75	3.67	960.99
	(118.88)	(661.56)	(9.48)	-	(16.59)	(806.51)
Depreciation and Amortisation Expense	413.63	723.55	31.25	1.47	27.08	1,196.98
	(406.66)	(768.76)	(39.76)	(1.62)	(27.79)	(1,244.59)
Non Current Assets	7,153.45	15,606.70	369.74	7,904.59	788.81	31,823.29
	(7,673.05)	(16,526.38)	(716.11)	(7,905.31)	(966.24)	(33,787.09)

Figures in bracket represents previous year figures

## 53.3 - Secondary Segment Information (Geographical Segment)

Particulars	Within India	Outside India	Total
Segment Revenue	34,647.42	10,255.57	44,902.99
	(29,632.83)	(11,007.88)	(40,640.71)
Segment Assets	42,152.19	11,289.84	53,442.03
	(46,215.26)	(12,107.43)	(58,322.69)
Capital Expenditure	716.97	240.35	957.32
	(549.57)	(240.35)	(789.92)

Figures in bracket represents previous year figures

## 53.4 - Other Disclosures

- The Group's corporate strategy aims at creating multiple drivers of growth anchored on its core competencies. The Group is currently focused on four business groups : Textile, Tea, Engineering and Property. The Group's organisational structure and governance processes are designed to support effective management of multiple businesses while retaining focus on each one of them.
- The geographical information considered for disclosure are:
  - Sales within India
  - Sales outside India
- The Group is not reliant on revenues from transactions with any external customer for more than 10% or more of its revenue.

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## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

- d) Inter-segment transfers are based on prevailing market prices.
- e) The accounting policies adopted for segment reporting are in line with the accounting policy of the Group.

### NOTE 54 - Other Statutory Information

- (i) **Details of Benami Property held** - The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (ii) **Relationship with Struck off Companies** - The Group do not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956
- (iii) **Registration of charges or satisfaction with Registrar of Companies (ROC)** - The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period
- (iv) **Details of Crypto Currency or Virtual Currency** - The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) **Utilisation of Borrowed funds and share premium** - The Group have not advanced or loaned or invested funds, during the year, 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 Group (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vi) The Group have not received any fund, during the year, 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,
- (vii) **Disclosure in relation to undisclosed income** - The Group 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 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
- viii) **Utilisation of Borrowing** - The Group has utilised the Borrowings from Banks and Financial Institutions for the purpose for which it was taken.
- ix) **Wilful Defaulter** - The Group has not been declared as willfull defaulter by any Bank or Financial Institutions.
- x) **Loans or advances (repayable on demand or without specifying any terms or period of repayment) to specified persons** - During the year the group did not provide any loans or advances (repayable on demand or without specifying any term or period of repayment) to specified person.
- xi) **Corporate Social Responsibility (CSR)** - The average net profits made by the Group during the 3 immediately preceding financial years is negative, as such the Company did not spend any amount in CSR activities for the financial year 2022-2023.
- xii) **Compliance with number of layers of companies** - The Group has complied with number of layers prescribed under clause (87) of Section 2 of Companies Act 2013 read with Companies (Restriction on number of layers) rules 2017.

## Notes to the Consolidated Financial Statements as on and for the year ended 31st March 2023 (contd.)

(₹ in Lakhs)

NOTE 55 - Additional Information, as required under Schedule-III to the Companies Act, 2013, of enterprises consolidated as Subsidiary:

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
<b>Parent</b>				
Gillanders Arbuthnot and Company Limited	97.62%	27,018.54	266.40%	1,849.27
<b>Subsidiaries</b>				
1) Gillanders Holdings (Mauritius) Limited (Mauritius)	13.17%	3,644.62	-2.91%	(20.20)
2) Naming'omba Tea Estates Limited (Malawi)	3.73%	1,031.94	-163.49%	(1,134.91)
Adjustment / Elimination on consolidation		(4,016.56)		-
<b>Total</b>		<b>27,678.54</b>		<b>694.16</b>

NOTE 56 - Previous years figures have been rearranged / regrouped wherever necessary.

As per our Report of even date annexed.

For and on behalf of the Board

**For J K V S & CO**

Chartered Accountants

Firm Registration Number 318086E

**Ajay Kumar**

Partner

Membership No. 068756

Kolkata, 12th May 2023

**Manoj Sodhani**

Executive Director &amp; CEO

(DIN:02267180)

**Rajat Arora**

Company Secretary

**Mahesh Sodhani**

Managing Director

(DIN:02100322)

**Arun Kumar Kothari**

Chairman

(DIN:00051900)

**Niraj Singh**

Chief Financial Officer

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(Amt in ₹ lakhs)

**Form AOC-1**

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures  
[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

**Part "A" : Subsidiaries**

(Information in respect of each subsidiary to be presented with amount in ₹ Lakhs)

1.	Sl. No.	1	2
2.	Name of the subsidiary	Gillanders Holdings (Mauritius) Ltd.	Naming'omba Tea Estates Limited
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1st April 2022 to 31st March 2023	1st April 2022 to 31st March 2023
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	USD Exchange Rate - 82.10	Malawi Kwacha Exchange Rate 0.0803
5.	Share capital	4,343.09	1.08
6.	Reserve & surplus	(698.47)	1,030.86
7.	Total assets	3,979.54	7,026.04
8.	Total Liabilities	8.38	6,320.64
9.	Investments	3,942.42	-
10.	Turnover	-	2,742.95
11.	Profit / (Loss) before taxation	(20.20)	(902.28)
12.	Provision for taxation	-	(365.18)
13.	Profit / (Loss) after taxation	(20.20)	(537.10)
14.	Proposed Dividend	-	-
15.	% of shareholding	100%	100%

**Notes:** There are no subsidiaries which are yet to commence operation**Part "B" : Associates and Joint Ventures**

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

Name of Associate	-
Latest audited Balance Sheet date	-
Shares of Associate held by the company on the year end No.	-
Amount of Investment in Associates	-
Extend of Holding %	-
Description of how there is significant influence	
Reason why the associate is not consolidated	-
Networth attributable to Shareholding as per latest audited Balance Sheet	-
Profit / (Loss) for the year	-
i) Considered in Consolidation	-
ii) Not Considered in Consolidation	-

**Notes:**

1. There are no associates and joint ventures which are yet to commence operation
2. There are no associates and joint ventures which have been liquidated or sold during the year 2022-23.

For and on behalf of the Board

**Manoj Sodhani**  
Executive Director & CEO  
(DIN:02267180)

**Mahesh Sodhani**   **Arun Kumar Kothari**  
Managing Director   Chairman  
(DIN:02100322)   (DIN:00051900)

**Rajat Arora**  
Company Secretary

**Niraj Singh**  
Chief Financial Officer

Kolkata, 12th May 2023





**GILLANDERS ARBUTHNOT AND COMPANY LIMITED**  
**CIN : L51909WB1935PLC008194**

**Registered Office :**

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Fax : +91-33 2230-4185

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Website : [www.gillandersarbuthnot.com](http://www.gillandersarbuthnot.com)