

RYDAK SYNDICATE LIMITED

Registered Office: 4, Dr. Rajendra Prasad Sarani, Kolkata-700001

CIN: L65993WB1900PLC001417

Phone: (033) 2230-4351 Fax: (033) 2230-7555

E-mail: compliances@rydaksyndicate.com; Website: www.rydaksyndicate.com

NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS OF RYDAK SYNDICATE LIMITED CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH

Day	:	Tuesday
Date	:	27 th June, 2023
Time	:	9.00 AM to 11.00 AM
Mode of Meeting	:	As per the directions of the Hon'ble National Company Law Tribunal, Kolkata Bench, the Meeting shall be conducted through Video Conferencing or Other Audio-Visual Means

REMOTE E-VOTING

Commencing on	:	Saturday, 24 th June, 2023 (9:00 AM IST)
Ending on	:	Monday, 26 th June, 2023 (5:00 PM IST)

E-VOTING DURING THE MEETING

E-voting facility shall also be available to the equity shareholders of the Company during the meeting.

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
KOLKATA BENCH
COMPANY APPLICATION (CAA) NO. 50/KB/2023**

In the matter of:

An application under Sections 230 to 232 of the Companies Act, 2013;

And

In the matter of:

A petition made under Sections 230 and 232 of the said Act

And

In the matter of:

A petition made under Sections 230 and 232 of the said Act

And

In the Matter of:

RYDAK SYNDICATE LIMITED, a company incorporated under the provisions of the Indian Companies Act, 1882, having its Registered Office at 4 Dr. Rajendra Prasad Sarani Kolkata -700001, CIN L65993WB1900PLC001417PAN AABCR2656P within the aforesaid jurisdiction.

And

In the matter of:

DHELAKHAT TEA CO LIMITED, a company incorporated under the provisions of the Indian Companies Act, 1913, having its Registered Office at 4 Dr. Rajendra Prasad Sarani, Kolkata -700001, CIN L15492WB1917PLC002894 PAN AABCD0386Q within the aforesaid jurisdiction.

1. RYDAK SYNDICATE LIMITED – Transferee Company
2. DHELAKHAT TEA CO LIMITED – Transferor Company

..... Applicants

NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS OF RYDAK SYNDICATE LIMITED CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH

To,
**The Equity Shareholders of
Rydak Syndicate Limited**

Notice is hereby given that by an order dated 15th May, 2023 (the “**Order**”), the Kolkata Bench of the Hon'ble National Company Law Tribunal (“**NCLT**” or “**Tribunal**”) has directed a meeting of the equity shareholders of **Rydak Syndicate Limited** (“**Transferee Company**” or “**Company**”) to be held for the purpose of considering, and if thought fit, approving the proposed Scheme of Amalgamation of Dhelakhat Tea Co. Limited (Transferor Company) with the Company pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 (“**Act**”) (“**Scheme**”).

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of equity shareholders of the Company will be held on **Tuesday, 27th June, 2023 from 9.00 AM to 11.00 AM. IST** (“**Tribunal Convened Meeting**” or “**Meeting**”), through video conferencing (“**VC**”)/ other audio visual means (“**OAVM**”) (deemed venue is the registered office of the Company at 4, Dr. Rajendra Prasad Sarani, Kolkata -700001, West Bengal) without the physical presence of the Members at a common venue, following the operating procedures referred to in General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as “**MCA Circulars**”) and the equity shareholders of the Company are requested to attend the meeting through VC/OAVM to consider, and, if thought fit, to pass the following resolution for approval of the Scheme by the requisite majority as prescribed under Section 230(1) read with Section 232(1) of the Act and under SEBI Circulars (*as amended from time to time*):

APPROVAL OF THE SCHEME OF AMALGAMATION OF DHELAKHAT TEA CO. LIMITED WITH RYDAK SYNDICATE LIMITED

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013 and the rules, regulations, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof), including the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, SEBI Circulars (as amended from time to time) applicable to scheme of Amalgamation from time to time as applicable, and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of Rydak Syndicate Limited, and subject to the approval of the Kolkata Bench of the Hon’ble National Company Law Tribunal (“NCLT”) and approvals of any other relevant statutory or regulatory authorities as may be required, and subject to such conditions and modifications as may be prescribed or imposed by the Kolkata Bench, or by any statutory or regulatory authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of Rydak Syndicate Limited (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the proposed Amalgamation embodied in the Scheme of Amalgamation amongst Rydak Syndicate Limited, and Dhelakhat Tea Co. Limited placed before this meeting be and is hereby approved.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary to give effect to the above Resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the Kolkata Bench of the NCLT while sanctioning the Scheme, or by any statutory or regulatory authorities, or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, SEBI, the Kolkata Bench of the NCLT, and/or any other authority, are in its view not acceptable to Rydak Syndicate Limited, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto.”

The NCLT has appointed Mr. Madhusudan Mukhopadhyay, Advocate, as Chairman for the Meeting. The above-mentioned Scheme, if approved at the Meeting, will be subject to the subsequent approval of the NCLT.

TAKE NOTICE that in accordance with the said Order and provisions of Section 108 and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended; and Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“**Listing Regulations**”), and the MCA Circulars, the Company has engaged the services of **Central Depository Services (India) Limited (“CDSL”)** for the purpose of providing the facility of remote e-voting prior to the Meeting and e-voting during the Meeting. Accordingly, voting by equity shareholders of the Company shall be carried out through (a) remote e-voting prior to the Meeting; and (b) e-voting during the Meeting. The equity shareholders may refer to the ‘Notes’ to this Notice for further details on e-voting.

TAKE FURTHER NOTICE that pursuant to the Order, the Meeting is being convened through VC/OAVM. In view of this, the facility for appointment of proxies by the equity shareholders under Section 105 of the Act is not available for the Meeting and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

TAKE FURTHER NOTICE that the equity shareholders shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes through remote e-voting prior to the Meeting during the period commencing on **Saturday, 24th June, 2023 (9:00 AM IST) and ends on Monday, 26th June, 2023 (5:00 PM IST) (inclusive of both days)**. The remote e-voting module shall be disabled by CDSL for voting thereafter. Equity shareholders of the Company holding shares either in physical form or in electronic form as of **Monday, 12th June, 2023 (“Cut-off Date”)**, may cast their vote by remote e-voting. Once the vote on a resolution is cast by the equity shareholders, the equity shareholders shall not be allowed to change it subsequently. The voting rights of the equity shareholders shall be in proportion to their equity shareholding in the Company as on the close of business hours on the Cut-off Date. A person, who is not an equity shareholder as on the Cut-off Date, should treat the Notice for information purposes only.

TAKE FURTHER NOTICE that the resolution for approval of the Scheme, if passed by a majority in number representing three-fourths in value of all equity shareholders of the Company casting their votes, as aforesaid, shall be deemed to have been duly passed on **Tuesday, 27th June, 2023** i.e. the date of the Meeting of the equity shareholders of the Company under Sections 230 to 232 of the Companies Act, 2013.

The Audit Committee, and the Board of Directors of the Company at their respective Meetings held on 6th January, 2023 approved the Scheme, subject to *inter alia* approval by the requisite majority of the Shareholders of the Company as may be required, and subject to the subsequent sanction of the NCLT and of such other competent statutory/ regulatory authorities as may be required.

TAKE FURTHER NOTICE that a copy of the Explanatory Statement under Sections 230(3), 232(1), 232(2) and 102 of the Act, 2013, read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**Merger Rules**”), along with copy of the Scheme and other annexures are enclosed herewith. In compliance with the Order and the MCA Circulars, the notice of this Meeting, together with the documents accompanying the same, is being sent through electronic mode to those equity shareholders of the Company whose e-mail addresses are registered with the Company/ Depository Participant(s) (“**DPs**”), and by registered post or speed post or courier and/or hand delivery to the equity shareholders of the Company whose email addresses are not registered with the Company / Depositories/ Registrar and Transfer Agent.

TAKE FURTHER NOTICE that a copy of this Notice and the accompanying documents are also placed on the website of the Company at www.rydaksyndicate.com. The copy of this Notice is also available on the website of Central Depository Services (India) Limited (“**CDSL**”) at www.evotingindia.com. A copy of the Scheme along with the Explanatory Statement can be obtained free of charge, between 11:00 a.m. to 1:00 p.m. on any day (except Saturday, Sunday and public holidays) up to one day prior to the date of the Meeting from the Registered Office of the Company. Alternatively, a request for obtaining an electronic or soft copy of the Notice may be made by sending an email along with details of your shareholding in the Company at compliances@rydaksyndicate.com.

TAKE FURTHER NOTICE that Ms. Sweta Jain, Practising Company Secretary (Membership No. A11848 and CP no. 25566) has been appointed as the Scrutinizer by the NCLT to scrutinize the remote e-voting process before the Meeting as well as e-voting during the Meeting fairly and transparently.

The result of the voting shall be announced by the Chairman of the Meeting

within four weeks from the conclusion of the Meeting upon receipt of the Scrutinizer’s Report. The results of the meeting along with the Scrutinizer’s report shall be communicated to the stock exchange on which the Company’s shares are listed i.e. Calcutta Stock Exchange, and will also be displayed on the notice board of registered office of the Company, the Company’s website at www.rydaksyndicate.com and the website of CDSL at www.evotingindia.com, immediately after the results are declared.

Dated at this 26th day of May, 2023

Registered Office:

Rydak Syndicate Limited

4 Dr. Rajendra Prasad Sarani

Kolkata -700001

CIN: L65993WB1900PLC001417

Notes:

1. Only registered equity shareholders of the Company may attend (either in person or by authorized representative) the said Meeting of the equity shareholders of the Company, being conducted through VC/OAVM.
2. The authorized representative of Corporate Members/ Institutional Investors (i.e. other than individuals, HUF’s, NRI’s, etc.) appointed in pursuance of Sections 112 and 113 of the Act, may attend the Meeting provided that a certified true copy of the resolution or the authority letter or power of attorney of the board of directors or other governing body of the body corporate authorizing such representative to attend and vote at the Meeting is emailed to compliances@rydaksyndicate.com not later than 48 hours before the scheduled time of the commencement of the Meeting.
3. In terms of the directions contained in the Order, the Notice convening the Meeting is being published by Company through advertisement in the ‘THE TELEGRAPH’ in English language, having nationwide circulation and in the ‘ANANDABAZAR PATRIKA’ in Bengali language having circulation in Kolkata, indicating the day, date and time of the Meeting.
4. Equity shareholders may join the Meeting through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the equity shareholders from 30 minutes before the time scheduled to start the Meeting and the Company shall close the window for joining the VC/OAVM facility 30 minutes after the scheduled time to start the Meeting. Pursuant to Regulation 44(6) of the Listing Regulations, the Company is also providing live webcast of

Sd/-

Madhusudan Mukhopadhyay, Advocate
Chairperson appointed for the Meeting

proceedings of the Meeting. The equity shareholders will be able to view the proceedings on CDSL's e-Voting website at www.evotingindia.com

5. The quorum for the meeting of the equity shareholders shall be as mentioned in Section 103 of the Companies Act, 2013 and rules made there under. In case the quorum of any meeting is not present within half an hour from the time appointed for the meeting, the Chairperson may adjourn such meeting to any date/time and take a decision on the quorum for the adjourned meeting.
6. Equity shareholders desiring inspection of any relevant documents referred to in the Notice or Explanatory Statement can send an e-mail to compliances@rydaksyndicate.com up to the date of the Meeting.
7. The individual shareholders, holding securities in Demat mode, are requested to follow steps mentioned below under **“Login method for remote e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode”**. In terms of the SEBI circular dated December 9, 2020, on the 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 DPs. Shareholders are required to update their mobile number and email ID correctly in their Demat account to access the e-Voting facility.
8. The Notice of the Meeting indicating the instructions for the remote e-voting process can be downloaded from the CDSL's website www.evotingindia.com or the Company's website www.rydaksyndicate.com.
9. Equity shareholders will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the Meeting and equity shareholders participating at the Meeting, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the Meeting. Equity shareholders who have cast their vote by remote e-voting prior to the Meeting will also be eligible to participate at the Meeting but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through remote e-Voting.
10. 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 i.e. **Monday, 12th day of June, 2023** shall be entitled to avail of the facility of remote e-voting before the Meeting as well as e-Voting during the Meeting.
11. The Chairperson shall, at the Meeting, after the end of discussion on the resolution on which voting is to be held, allow voting, by use of e-voting system for all those equity shareholders who are present during the Meeting through VC/OAVM but have not cast their votes by availing the remote e-voting facility.
12. Ms. Sweta Jain, Practising Company Secretary (Membership No. A11848 and CP no. 25566), has been appointed as the Scrutinizer by the NCLT to scrutinize the remote e-voting process before the Meeting as well as remote e-voting during the Meeting, fairly and transparently.
13. 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 7 (seven) days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at compliances@rydaksyndicate.com. The shareholders who do not wish to speak during the Meeting but have queries may send their queries in advance 7 (seven) days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at compliances@rydaksyndicate.com.
14. Only those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
15. **THE INSTRUCTIONS FOR EQUITY SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

➤ **Instruction for Electronic Voting (E-Voting)**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the members the facility to exercise their right to vote by electronic means and the resolution set forth in this Notice may be transacted through e-Voting Services provided by **Central Depository Services (India) Limited (“CDSL”)**.

In addition, the facility for voting through electronic voting system shall also be made available at the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting (Refer **Annexure-1** for the detailed procedure). Members who are present in the meeting through video conferencing facility and have not casted their vote on resolution through remote e-voting, shall be allowed to vote through e-voting system during the meeting.

However, in case Members cast their vote exercising both the options, i.e. Voting at the venue and e-Voting, then votes cast through remote e-voting shall only be taken into consideration and treated valid whereas votes cast at the meeting shall be treated as invalid. The instructions for remote e-voting are as under. Members are requested to follow the instruction below to cast their vote through remote e-voting.

The e-voting period begins on **Saturday, 24th June, 2023 (9:00 AM IST) and ends on Monday, 26th June, 2023 (5:00 PM IST) (inclusive of both days)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **12th June, 2023**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

A. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings 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"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

B. Login method for e-Voting and joining virtual meeting for members other than individual members holding in Demat form & physical shareholders.

- i)** The shareholders should log on to the e-voting website at www.evotingindia.com during the voting period.
- ii)** Click on "Shareholders" tab.
- iii)** Now enter your User Id:
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 characters DP ID followed by 8 digits client ID and
 - c. Members holding shares in Physical Form should enter Folio No. registered with the Company excluding the special character.
- iv)** Next enter the Image Verification as displayed and Click on Login.

- v) If you are holding shares in Demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

For Member holding shares in Demat Form and Physical Form	
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"> Members who have not updated their PAN with the Company/Depository Participant are requested are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the Company records for your folio in dd/mm/yyyy format.
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the Company records for your folio. <ul style="list-style-type: none"> Please enter the DOB or Bank Account Number in order to login. If both the details are not recorded with the depository or company then please enter the member-id/ folio number in the Bank Account Number details field as mentioned in above instruction (iii).

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 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.
- viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for the relevant Company name i.e., "RYDAK SYNDICATE LIMITED" on which you choose to vote.
- x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option "YES/NO" as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Shareholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
- xii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
- xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvi) Notes for Institutional Shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp & signed of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

xvii) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at compliances@rydaksyndicate.com with a copy marked to helpdesk.evoting@cdslindia.com without which the vote shall not be treated as valid.

C. Other Instructions:

- i)** The voting right of the Members shall be in proportion to their shares of the paid up equity share capital of the Company held by them as on cut-off date of **12th June, 2023**. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- ii)** The notice of Meeting will be sent to the members, whose names appear in the register of members/ beneficiary owners as at closing hours of business, on **12th May, 2023**.
- iii)** Investors who became members of the Company subsequent to the dispatch of the Notice/ Email and holds the shares as on the cut-off date i.e. on **12th June, 2023** are requested to send the written/ email communication to the Company at compliances@rydaksyndicate.com by mentioning their Folio No./ DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- iv)** 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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at **022-23058738 and 022-23058542/43**.
- v)** All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to helpdesk.evoting@cdslindia.com or call 022-23058542/43.

16. PROCESS AND MANNER FOR PARTICIPATING IN MEETING THROUGH VIDEO CONFERENCING AND VOTING DURING THE MEETING

A. Instructions For Shareholders attending the Meeting through VC/OAVM are as under:

1. The procedure for attending meeting on the day of the Meeting is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders are encouraged to join the Meeting through Laptops/ IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.

B. Instructions For Shareholders For E-Voting During the Meeting are as under:-

1. The procedure for e-Voting on the day of the Meeting is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Meeting.
3. If any Votes are cast by the shareholders through the e-voting available during the Meeting 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.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

KOLKATA BENCH

COMPANY APPLICATION (CAA) NO. 50/KB/2023

In the matter of:

An application under Sections 230 to 232 of the Companies Act, 2013;

And

In the matter of:

A petition made under Sections 230 and 232 of the said Act

And

In the matter of:

A petition made under Sections 230 and 232 of the said Act

And

In the Matter of:

RYDAK SYNDICATE LIMITED, a company incorporated under the provisions of the Indian Companies Act, 1882, having its Registered Office at 4, Dr. Rajendra Prasad Sarani, Kolkata -700001, CIN-L65993WB1900PLC001417 PAN AABCR2656P within the aforesaid jurisdiction.

And

In the matter of:

DHELAKHAT TEA CO LIMITED, a company incorporated under the provisions of the Indian Companies Act, 1913, having its Registered Office at 4, Dr. Rajendra Prasad Sarani, Kolkata -700001, CIN-L15492WB1917PLC002894 PAN AABCD0386Q within the aforesaid jurisdiction.

RYDAK SYNDICATE LIMITED – Transferee Company

1. DHELAKHAT TEA CO LIMITED – Transferor Company

.... Applicants

EXPLANATORY STATEMENT UNDER SECTION 230(3) READ WITH SECTION 102 OF THE COMPANIES ACT, 2013 AND READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, AMALGAMATIONS AND AMALGAMATIONS) RULES, 2016 TO THE SCHEME OF AMALGAMATION BETWEEN DHELAKHAT TEA CO. LIMITED (Transferor Company) AND RYDAK SYNDICATE LIMITED (Transferee Company)

1. Pursuant to the Order dated 15th May, 2023, passed by the Hon'ble National Company Law Tribunal ("NCLT"), Kolkata Bench, in Company Application (CAA) No. 50/KB/2023 meeting of the Equity Shareholders, Unsecured Creditors and Secured Creditors of both applicant Companies is being convened and held on Tuesday, 27th Day of June, 2023 through VC/ OAVM means ("Tribunal Convened Meeting" or "Meeting") for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation between Dhelakhat Tea Co. Limited (Transferor Company) and Rydak Syndicate Limited (Transferee Company).
2. The proposed Scheme was placed before the Audit Committee of the applicant Companies at its meeting held on 6th January, 2023. On the basis of their respective evaluation and independent judgment and consideration of the valuation report dated 1st November, 2022 issued by registered valuer, namely, CA Harsha Saraf, Independent Chartered Accountants & Registered Valuer (with IBBI Registration No. Registration No. IBBI/RV/06/2019/11425) ("**Valuation Report**") and the fairness opinion dated issued by GYR Capital Advisors Private Limited a SEBI Registered Category I Merchant Banker, the Audit Committee and the Committee of Independent Directors approved and recommended the Scheme to the Board of Directors of the Company.
3. The Board of Directors of the Company, at their meeting held on 6th January, 2023, took into account the Valuation Report and the independent recommendations of the Audit Committee and on the basis of their independent judgment, approved the Scheme, subject to the approval of the equity shareholders and creditors of the Company and such other approvals as may be required.
4. Notice of the said meetings together with the copy of the Scheme of Amalgamation is sent herewith. This statement explaining the terms of the Scheme of amalgamation is being furnished as required u/s 230(3) of the Companies Act, 2013.
5. In terms of the said Order passed by Hon'ble NCLT, the quorum for the meetings shall be as mentioned in Section 103 of the Companies Act, 2013 and rules made there under. In case the quorum of any meeting is not present

within half an hour from the time appointed for the meeting, the Chairperson may adjourn such meeting to any date/time and take a decision on the quorum for the adjourned meeting.

6. Further in terms of the said Order referred to above, the Hon'ble National Company Law Tribunal has appointed Mr. Madhusudan Mukhopadhyay, Advocate as the Chairman of the meeting of the Equity Shareholders, Unsecured Creditors and Secured Creditors of both applicant Companies including for any adjournment or adjournments thereof.
7. In terms of the Order dated 15th May, 2023 passed by the NCLT in Company Application (CAA) No. 50/KB/2023, A person whose name is recorded in the register of members or in the register maintained by the DP in case of equity shareholders of the applicant companies and person whose name is recorded in the books of accounts of the applicant companies in case of creditors of the applicant companies as of the cut-off date i.e. **Monday 12th day of June 2023** shall only be entitled to avail the facility of the remote e-voting before the Meetings or e-voting during the Meetings. If the entries in the records/registers of applicant Companies in relation to the number or value, as the case may be, of The Equity Shareholders, Unsecured Creditors and Secured Creditors of the Applicant Companies is disputed, the Chairperson of the meeting shall determine the number or value, as the case may be, for the purposes of the said meetings.
8. **List of the Companies/Parties involved in the Scheme of Amalgamation:**
 - a) RYDAK SYNDICATE LIMITED (Transferee Company)
 - b) DHELAKHAT TEA CO. LIMITED (Transferor Company)

9. Details of the Companies/Parties to the Scheme of Amalgamation:

A. RYDAK SYNDICATE LIMITED (TRANSFEREE COMPANY)

1. **RYDAK SYNDICATE LIMITED** (hereinafter referred to as the "**Transferee Company**") was incorporated on the 24th day of July, 1900 as a Public Company Limited by shares under the provisions of the Indian Companies Act, 1882 under the name and style of 'Rydak Tea Syndicate Limited'. Thereafter on 5th September, 1980, the name was changed to its present one and obtained fresh certificate of incorporation consequent to change of name from the Registrar of Companies, West Bengal. The Registered Office of the Transferee Company is situated in the state of West Bengal at 4, Dr. Rajendra Prasad Sarani, Kolkata -700001, and the Corporate Identification Number (CIN) of the Transferee Company is L65993WB1900PLC001417. The PAN of the Transferee Company is AABCR2656P. The Equity Shares of the Transferor Company are listed in Calcutta stock exchange.
2. The main object/other object for which the Transferee Company was incorporated would appear, inter alia, from its Memorandum and Articles of Association. The Objects of the Transferee Company has not been altered/modified in the last 5 years. Briefly the Objects of the Transferee Company are as follows:-
 - 3b. *To acquire other lands in the Province of Assam and elsewhere in (British) India, the Straits Settlements, Ceylon or the Far East and any machinery, works, stock, plant, movable or immovable property of any kind and wheresoever situate, including concessions and easements or rights and privileges of any kind.*
 - 3c. *To open out on the said lands or any of them such tea gardens and plantations as shall be considered expedient for the purposes of the Company and to plant, cultivate, export, buy and sell tea, tea seed and other produce of the soil, and to prepare, manufacture and render the same marketable, and to buy, sell, trade and deal in any such produce either in its prepared, manufactured or raw state, and to manufacture and sell tea shooks, tea boxes, seed boxes and other articles and in connection with the cultivation, manufacture, packing or sale of tea and any other produce of the soil, and to carry on any business connected with any of the above purposes or convenient to be carried on therewith.*
3. The Transferee Company is carrying on the business of harvesting, manufacturing and selling of tea and Tea Tourism business. The equity shares of the Transferee Company are listed on Calcutta Stock Exchange Limited ("CSE")
4. The authorized, issued, subscribed and paid-up share capital of the **Transferee Company** as on the date of approval of the Scheme of amalgamation by the Board of Directors viz. 6th January, 2023 is as set out below:

Share Capital Details

Particulars	Amount in Rs.
Authorized	
12,00,000 Equity Shares of Rs.10/- each	1,20,00,000/-
Issued, subscribed and paid-up	
9,73,128 Equity Shares of Rs.10/- each fully paid-up	97,31,280/-

Subsequent to 6th January, 2023, there has been no increase in the authorized, Issued, Subscribed and Paid up Share capital of the Transferee Company.

5. The details of the shareholders and present directors of the Transferee Company are as follows:-

i. Shareholders

The equity shares of the Transferee Company are listed on Calcutta Stock Exchange Limited ("CSE") hence the shareholding pattern is annexed herewith as per Annexure 8

ii. Directors

Sl. No.	Director's Name and Address	DIN	Date of Appointment
1	Subir Das B-250, Lake Gardens, Kolkata - 700045	00199255	28/01/2016
2	Rajvinder Singh Belvedere Estate, Flat No-2, 8/8 Alipore Road, Kolkata - 700027	06931916	02/02/2018
3	Suparna Chakrabortti The Address, Flat No. 6E, 6th Floor, Block-4, 1002, Eastern Metropolitan Bypass, Kolkata- 700105	07090308	31/03/2015
4.	Prabir Kumar Bhattacharjee T 63/1 J Dr. Suresh Chandra Banerjee Road, Belegkata, Kolkata - 700010	09090827	05/03/2021

iii. The **Transferee Company** has 3 (Three) Secured Creditors amounting to Rs. 7,29,50,114 and 387 (Three Hundred and Eighty Seven) Unsecured Creditors amounting to Rs. 34,15,31,260 as on 12th May, 2023.

B. DHELAKHAT TEA CO. LIMITED (TRANSFEROR COMPANY)

1. **DHELAKHAT TEA CO. LIMITED** (hereinafter referred to as the "**Transferor Company**") was incorporated on the 19th day of November, 1917 as a Private Company Limited by shares under the provisions of the Indian Companies Act, 1913. The Registered Office of the Transferor Company is situated in the state of West Bengal at 4 Dr. Rajendra Prasad Sarani, Kolkata -700001, and the Corporate Identification Number (CIN) of the FPML is L15492WB1917PLC002894. The PAN of the Transferor Company is PAN AABCD0386Q. The Equity Shares of the Transferor Company are listed in Calcutta stock exchange.

2. The main objects of the **Transferor Company** are set out in the Memorandum of Association which are as under:

"3c. To open out on any lands acquired by or belonging to the Company, such Tea Gardens and plantations as shall be considered expedient for the purposes of the Company, and to carry on the business of planting and cultivating the Tea plant and the manufacture and sale of Tea.

3. 3d. To carry on all such business connected with the acquisition, hiring, planting, irrigation and cultivation of lands and the rendering merchantable and disposing of the produce thereof as are usually or may conveniently be associated with the plantation and cultivation of Tea Gardens, and the manufacture, export and sale of Tea

4. The **Transferor Company** is engaged in the business of harvesting, manufacturing and selling of tea. The equity shares of the Transferor Company are listed on Calcutta Stock Exchange Limited ("CSE").

The authorized, issued, subscribed and paid-up share capital of the Transferor Company as on the date of approval of the Scheme of amalgamation by the Board of Directors viz.6th January, 2023 is as set out below:

Share Capital Details

Particulars	Amount in Rs.
Authorized	
5,00,000 Equity Shares of Rs.10/- each	50,00,000/-
Issued, subscribed and paid-up	
3,92,770 Equity Shares of Rs.10/- fully paid-up	39,27,700/-

Subsequent to 6th January, 2023, there has been no increase in the authorized, Issued, Subscribed and Paid Up Share capital of the Company.

5. The details of the Shareholders and present directors of the Transferor Company are as follows:-

i. **Shareholders** : The equity shares of the Transferor Company are listed on Calcutta Stock Exchange Limited ("CSE") hence the shareholding pattern is annexed herewith as per Annexure 8

ii.

iii. Directors

Details of Directors

Sl. No.	Director's Name and Address	DIN	Date of Appointment
1	Rakesh Macwan Flat 17, Belvedere Estate, 8/8 Alipore Road, Mazar Hat Brize, Kolkata - 700027	01328442	25/03/2010
2	Rajvinder Singh Belvedere Estate, Flat No-2, 8/8 Alipore Road, Kolkata - 700027	06931916	30/10/2014
3	Suparna Chakrabortti The Address, Flat No. 6E, 6th Floor, Block-4, 1002, Eastern Metropolitan Bypass, Kolkata- 700105	07090308	31/03/2015

iv. The **Transferor Company** has no Secured Creditors and 50 (Fifty) Unsecured Creditors amounting to Rs. 16,59,40,116 as on 12th May, 2023.

10. Details of the Board meeting at which the Scheme of amalgamation was approved by the Board of Directors of the Applicant Companies and including the name of the Directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution.

a) RYDAK SYNDICATE LIMITED

Sl. No.	Director's Name	Voted in favor/ against the resolution or did not vote/ participate on such resolution
1	Subir Das	voted in favour of the resolution
2	Rajvinder Singh	voted in favour of the resolution
3	Suparna Chakrabortti	voted in favour of the resolution
4.	Prabir Kumar Bhattacharjee	voted in favour of the resolution

b) DHELAKHAT TEA CO. LIMITED

Sl. No.	Director's Name	Voted in favor/ against the resolution or did not vote/ participate on such resolution
1	Rakesh Macwan	voted in favour of the resolution
2	Rajvinder Singh	voted in favour of the resolution
3	Suparna Chakrabortti	voted in favour of the resolution

11. Rationale and Benefits of the Scheme of Amalgamation

- The Transferor Company and the Transferee Company belong to common group and common management. There are common shareholders and common directors in the Transferor Company and the Transferee Company. The Transferee Company is carrying on the business of harvesting, manufacturing and selling of tea and Tea Tourism business. The equity shares of the Transferee Company are listed on Calcutta Stock Exchange Limited ("CSE"). The Transferor Company is carrying on the business of harvesting, manufacturing and selling of tea. The equity shares of the Transferor Company are listed on Calcutta Stock Exchange Limited ("CSE"). In order to integrate the fields of activities of the companies and for improving overall business efficiency, to streamline administration of the Companies and in the overall interest of future growth and diversification of the business of the Companies the present Scheme is proposed to amalgamate the Transferor Company with the Transferee Company. The scheme will be complimentary to the companies for their mutual benefit and interest.
- The proposed Scheme will result in economies of scale, reduction in overheads and other expenses, reduction in administrative and procedural work, elimination of duplication of work, better and more productive and effective utilization of the combined resources of all the companies and will enable the amalgamated company to effect internal economies and optimize productivity.
- The said Scheme will result in optimum growth and development of the business of the companies concerned and exploitation of the potential thereof. The said Scheme will enable the undertaking and business of all the

companies to obtain greater facilities for raising capital, securing and conducting trade on favourable terms and other benefits.

- d) The said Scheme will enable the companies concerned to rationalise and streamline their management, business and finances and will pave way for better, more productive and economical control of the running of the operations.
- e) The businesses of all the Companies will be carried on more economically and profitably under the Scheme.
- f) The said Scheme will contribute in furthering and fulfilling the objects of the companies concerned and in the growth, expansion and development of their business.
- g) The said Scheme will have beneficial results for the companies concerned, their shareholders, employees and all concerned.

12. Salient features / details / extract of the Scheme of AMALGAMATION

The features / details / extract set out above being only the salient features / details / extract of the Scheme of amalgamation

- a) "**Appointed Date**" for the purpose of this Scheme and the IT Act (as defined hereinafter) means 1st April 2022 or such other date as may be mutually agreed to by the Board of Directors (as defined hereinafter) of Transferor Company and Transferee Company or such other date as may be fixed or approved by the NCLT (as defined hereinafter) or any other Appropriate Authority (as defined hereinafter);
 - b) "**Appropriate Authority**" means any Governmental Authority (as defined hereinafter). statutory, regulatory, departmental or public body or authority of the relevant jurisdiction, including Registrar of Companies, Regional Director, Official liquidator, NCLT, Stock Exchanges (as defined hereinafter), SEBI (as defined hereinafter), any relevant tax authority and any other relevant competent authorities;
 - c) "**Effective Date**" or "**On the Scheme becoming effective**" means the date on which last of the approvals or events specified under **clause 19** of Part C of the Scheme are satisfied or obtained or have occurred or the requirement of which has been waived (in writing) in accordance with this Scheme. References in this Scheme to the date of "upon this Scheme becoming effective" or "coming into effect of this Scheme" shall mean the Effective Date;
 - d) "**Governmental Authority**" means any national, regional or local government or governmental, administrative, fiscal, judicial, or government-owned body or any of its ministries, departments, secretariats, agencies or any legislative body, commission, authority, court or tribunal or entity and any other authority exercising jurisdiction over the Companies;
 - e) "**National Company Law Tribunal**" or "NCLT" or "Hon'ble NCLT" means the National Company Law Tribunal at Kolkata having jurisdiction in relation to the Transferor Company and the Transferee Company;
 - f) "**Record Date**" for the purpose of this Scheme shall mean the date to be fixed by the Board of Directors of the Transferee Company in consultation with Board of Directors of Transferor Company for the purpose of determining the shareholders of the Transferor Company who are eligible to get the shares of the Transferee Company respectively as per Part B of this Scheme;
1. All terms and words used in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as described to them under the Act, the IT Act, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 and other Applicable Laws, rules, regulations, bye-laws, guidelines/notifications/circulars, as the case may be or any statutory modification or amendment or re-enactment thereof for the time being in force.
2. In this Scheme, unless the context otherwise requires:
- a) references to "persons" includes individuals, bodies corporate (wherever incorporated), unincorporated associations and partnerships;
 - b) the headings, sub-headings, titles, sub-titles to clauses, sub-clauses and paragraphs are inserted for ease of reference only and do not form part of the operative provisions of this Scheme and shall not affect the construction or interpretation of this Scheme;
 - c) references to one gender includes all genders;
 - d) words in the singular shall include the plural and vice versa;
 - e) words "include" and "including" are to be construed without limitation;
 - f) terms "hereof", "herein", "hereby", "hereto" and derivative or similar words refer to this entire Scheme or specified clauses of this Scheme, as the case may be;
 - g) a reference to "writing" or "written" includes printing, typing, electronic mailing, and other means of reproducing words in a visible form excluding a text or an instant message;

- h) reference to any agreement, contract, document or arrangement or to any provision thereof shall include references to any such agreement, contract, document or arrangement as it may, after the date hereof, from time to time, be amended, supplemented or novated;
- i) reference to the recital or clause are references to the recital or clause of this Scheme; and
- j) references to any provision of law or legislation or regulation include:
 - i. such provision as from time to time amended, modified, re-enacted or consolidated (whether before or after the date of this Scheme) to the extent such amendment, modification, re-enactment or consolidation applies or is capable of applying to the transaction entered into under this Scheme and (to the extent liability thereunder may exist or can arise) shall include any past statutory provision (as amended, modified, re-enacted or consolidated from time to time) which the provision referred to has directly or indirectly replaced;
 - ii. all subordinate legislations (including circulars, notifications, clarifications, guidelines or supplement(s) to, or replacement or amendment of, that law or legislation or regulation) made from time to time under that provision (whether or not amended, modified, re-enacted or consolidated from time to time) and any retrospective amendment thereto.

Terms of Scheme –

A. TRANSFER AND VESTING

- 3. With effect from the opening business hours of Appointed Date and on the Scheme becoming effective, the entire business of the Transferor Company shall, pursuant to the provisions of sections 230-232 and all other applicable provisions of the Act and section 2(1B) of the IT Act, and without any further act, instrument, deed, matter or thing, stand transferred to and vested, as a going concern, into the Transferee Company by virtue of and in the manner provided in this Scheme.

This Scheme has been drawn up complying with the conditions relating to amalgamation as specified under section 2(1B) of the IT Act. Further, if any terms or provisions of the Scheme are found or interpreted to be inconsistent with the said provisions at a later date, resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the IT Act shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with section 2(1B) of the IT Act. Such modification will however not affect other parts of the Scheme. The power to make such amendments as may become necessary shall vest with the Board of Directors of the Companies, which power shall be exercised reasonably in the best interests of the Companies and their stakeholders.

- 4. Without prejudice to the generality of clause 8.1, in respect of assets of the Transferor Company, the same shall be transferred to and vested into the Transferee Company, as follows:
 - 4.1. all assets of the Transferor Company, that are movable in nature or are otherwise capable of transfer by physical or constructive delivery and /or by endorsement and delivery or by vesting of whatsoever nature, including plant and machinery, equipment, if any, pursuant to this Scheme shall stand transferred to and vested in and/or be deemed to be transferred to and vested in the Transferee Company, wherever located and shall become the property and an integral part of the Transferee Company. The vesting pursuant to this sub-clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery or by vesting, pursuant to this Scheme, as appropriate to the property being vested and title to the property shall be deemed to have been transferred and no conveyance deed shall be required accordingly;
 - 4.2. all other moveable properties of the Transferor Company, including investments in shares and any other securities, sundry debtors, actionable claims, earnest monies, receivables, bills, credits, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons, shall, without any further act, instrument or deed, be transferred to and vested into as the property of Transferee Company, and the same shall also be deemed to have been transferred by way of delivery of possession of the respective documents in this regard. The Transferee Company may, if required, give notice in such form as it may deem fit and proper to each person or debtor that, pursuant to the Scheme, the said person or debtor should pay the debt, loan or advance or make good the same or hold the same to its account and that the right of the Transferee Company to recover or realise the same is in substitution of the right of the Transferor Company and that appropriate entry should be passed in their respective books to record the aforesaid changes. The investments held in dematerialized form will be transferred to the Transferee Company by issuing appropriate delivery instructions to the depository participant with whom the Transferor Company has an account. Such delivery and transfer shall be made on a date mutually agreed upon between the respective Boards of Directors of the Transferor Company and the Transferee Company, being a date after the sanction of the Scheme by the Hon'ble NCL T;

- 4.3. all immovable properties of the Transferor Company, including land together with the buildings and structures, Plantations, Tea Bushes, Nursery etc standing thereon including Tea Estates and rights and interests in immovable properties of the Transferor Company, whether freehold or leasehold or otherwise and all documents of title, rights and easements in relation thereto, if any, shall be vested in and/or be deemed to have been vested in the Transferee Company, without any further act or deed done or being required to be done by the Transferor Company and/or the Transferee Company. The Transferee Company shall be entitled to exercise all rights and privileges attached to the aforesaid immovable properties and shall be liable to pay the ground rent and taxes and fulfill all obligations in relation or applicable to such immovable properties. The relevant authorities shall grant all clearances/permissions, if any, required for enabling the Transferee Company to absolutely own and enjoy the immovable properties in accordance with Applicable Law(s). The mutation or substitution of title to the immovable properties shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Transferee Company by Governmental Authorities pursuant to the sanction of this Scheme by the Hon'ble NCLT and upon the Scheme becoming effective in accordance with the terms hereof;
- 4.4. all bank accounts operated or entitled to be operated by the Transferor Company shall be deemed to have transferred and shall stand transferred to the Transferee Company and names of the Transferor Company shall be substituted by the name of the Transferee Company in the bank's records.
5. With effect from the Appointed Date and on the Scheme becoming effective, all debts, liabilities, contingent liabilities, subject to provisions of clause 8.1, duties and obligations, secured or unsecured, of every kind, nature and description of the Transferor Company, shall, to the extent that they are outstanding on the Appointed Date and/or on the Scheme becoming effective, under the provisions of this Scheme and under provisions of sections 230-232 of the Act, and without any further act or deed, be transferred to or be deemed to be transferred to the Transferee Company so as to become, from the Appointed Date, the debts, liabilities, contingent liabilities, duties and obligations of the Transferee Company and it shall not be necessary to obtain the consent of any third party or other person, who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this clause.
6. All the existing securities, mortgages, charges, encumbrances or liens, if any, as on the Appointed Date and those created by Transferor Company after the Appointed Date, over the assets of Transferor Company transferred to the Transferee Company shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date. Such securities, mortgages, charges, encumbrances or liens shall not relate or attach or extend to any of the other assets of the Transferee Company.
7. Subject to Applicable Laws, any undertaking of the Transferor Company, which is binding on the Transferor Company, if any, as on the Appointed Date of this Scheme, to give a guarantee to any person in respect of any obligation of the Transferor Company shall continue in full force and effect against the Transferee Company.
8. Where any of the liabilities and obligations attributed to the Transferor Company on the Appointed Date has been discharged by the Transferor Company on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on behalf of the Transferee Company.
9. With effect from the Appointed Date and on the Scheme becoming effective, any statutory or other licenses, permissions or approvals or consents, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, lease, tenancy rights, liberties, special status and/or other benefits or privileges enjoyed or conferred upon or availed of or held by the Transferor Company shall stand transferred to or vested into the Transferee Company, without any further act or deed, and shall, as may be required, be appropriately mutated by the statutory or other authorities concerned therewith in favour of the Transferee Company. The benefit of all statutory and regulatory permissions including statutory or other licenses, tax registrations, permits, permissions or approvals or consents required to carry on the operations of the Transferor Company shall vest into and become available to the Transferee Company pursuant to this Scheme.
10. Any question that may arise as to whether a particular asset or liability pertains or does not pertain to the Transferor Company or whether it arises out of the activities or operations of the Transferor Company shall be decided by mutual agreement between the Board of Directors of the Transferor Company and the Transferee Company.
- 11. LEGAL PROCEEDINGS**
- 11.1. If any suit, action, claims, appeal or other proceeding of whatsoever nature by or against the Transferor Company are pending on the Effective Date, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of or by anything contained in this Scheme, and may be continued, prosecuted and/or enforced by or against the Transferee Company, as effectually and in the same manner and to the same extent as it would or might have been continued, prosecuted and/or enforced by or against the Transferor Company as if this Scheme had not been made.

- 11.2. The Transferee Company undertakes to have all legal or other proceedings initiated by or against the Transferor Company, transferred in its name and to have the same continued, prosecuted and/or enforced by or against the Transferee Company to the exclusion of the Transferor Company to the extent legally permissible after the Scheme becoming effective.

12. CONTRACTS, DEEDS ETC.

- 12.1. Subject to the other provisions of this Scheme, all contracts, deeds, bonds, insurance, letters of intent, undertakings, arrangements, policies, agreements, schemes and other instruments, if any, of whatsoever nature, pertaining to the Transferor Company or to the benefit of which the Transferor Company may be eligible, which is subsisting as on the Effective Date or have effect immediately before the Effective Date, shall continue in full force and effect against or in favour of the Transferee Company, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto.
- 12.2. Transferee Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Transferor Company will, if necessary, also be party, in order to give formal effect to the provisions of this Scheme. The Transferee Company shall be deemed to be authorized to execute any such deeds, writings or confirmations or carry out all formalities required on the part of the Transferor Company to give effect to the provisions of this Scheme.
- 12.3. Without prejudice to the aforesaid, it is clarified that if any contracts, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the Transferor Company or to which the Transferor Company are a party, cannot be transferred to the Transferee Company for any reason whatsoever, the Transferor Company shall hold such assets, contracts, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of the Transferee Company, in so far as it is permissible so to do, till such time as the transfer is affected.

13. TREATMENT OF TAXES

- 13.1. All the taxes of any nature, duties, cess or any other deduction or any other like payment made by the Transferor Company to any statutory authorities such as income tax, advance tax, tax paid under Minimum Alternative Tax ("MAT"), Goods and Service tax ("GST"), custom duty etc. or any tax deduction/ collection at source, credits (including GST credit, MAT credit), etc., if any, of the Transferor Company shall be deemed to have been on account of or on behalf of or paid by the Transferee Company, without any further act, instrument, deed, matter or thing being made, done or executed, and the Transferee Company shall be entitled to claim credit for such taxes deducted (at source)/paid against its tax duty liabilities/MAT credit, GST, custom duty, etc., on the Scheme becoming effective, notwithstanding that the certificates/challans or other documents for payment of such taxes/duties are in the name of the Transferor Company. Further, upon the coming into effect of this Scheme, all tax compliances under the applicable tax laws by the Transferor Company on or after Appointed Date shall be deemed to be made by the Transferee Company.
- 13.2. All the deductions otherwise admissible to the Transferor Company including payment admissible on actual payment or on deduction of appropriate taxes or on payment of Tax Deducted at Source ("TDS") will be eligible for deduction to the Transferee Company, upon fulfillment of conditions, if any, required under the IT Act. All benefits, entitlements, incentives, issues, refund, under the IT Act, GST laws, custom duty law or other Applicable Laws, regulations dealing with taxes, duties, land levies, levies due to the Transferor Company consequent to the assessment made on the Transferor Company (including any refund for which no credit is taken in the books of accounts of the Transferor Company on the Appointed Date) shall belong to and be received by the Transferee Company without any further act, instrument, deed, matter or thing being made, done or executed, become the property of the Transferee Company.
- 13.3. On the Scheme becoming effective, the Transferee Company is also expressly permitted to revise its income tax returns, withholding tax returns, GST returns, TDS returns, TDS certificates, and other statutory returns and filings under the tax laws notwithstanding that the period of filing/ revising such returns may have lapsed and to claim refunds, advance tax and withholding tax credits, etc., pursuant to the provisions of this Scheme. The Transferee Company is expressly permitted to amend tax deduction at source certificate and other statutory certificates, and shall have the right to claim refunds, advance tax credits, set offs and adjustments relating to its incomes/ transactions from the Appointed Date.
- 13.4. On and from the Appointed Date, if any certificate for TDS or any other tax credit certificate relating to the Transferor Company is received in the name of the Transferor Company, it shall be deemed to have been received in the name of the Transferee Company, which alone shall be entitled to claim credit for such tax deducted amount.

- 13.5. The accumulated losses and the allowances for unabsorbed depreciation of the Transferor Company shall be deemed to be the loss and allowance for unabsorbed depreciation of the Transferee Company in accordance with section 72A of the IT Act and all other applicable provisions of the IT Act and amendments thereof.
- 13.6. All tax assessment proceedings/appeals of whatsoever nature by or against the Transferor Company pending and/or arising at the Appointed Date and relating to the Transferor Company shall be continued and/or enforced until the Effective Date by the Transferor Company. In the event of the Transferor Company failing to continue or enforce the proceedings/appeal, the same may be continued or enforced by the Transferee Company. As and from the effective date, the tax proceedings shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued or enforced by the Transferor Company.

14. EMPLOYEES

- 14.1. On the Scheme becoming effective, all staff workmen and employees of the Transferor Company who are in service as on the Effective Date shall become staff, workmen and employees of the Transferee Company without any break in their service, on the basis of continuity of service, and on terms and conditions as to employment and remuneration not less favourable than those on which they are engaged or employed by the Transferor Company. The Transferee Company agrees that the services of all such employees with the Transferor Company, up to the Effective Date shall be taken into account for purposes of all retirement benefits to which they may be eligible as on the Effective Date. The Transferee Company undertakes to continue to abide by any agreement/settlement, if any, entered into by the Transferor Company with any union/employee of the Transferor Company.
- 14.2. It is expressly provided that, on the Scheme becoming effective, the provident fund, gratuity fund, superannuation fund or such other special fund, if any, or trusts (hereinafter collectively referred as "Funds") created for the benefit of the staff, workmen and employees of the Transferor Company, if any, shall, with the approval of the Appropriate Authorities, either continue as Funds of the Transferee Company, or shall be transferred to or merged with other similar funds of the Transferee Company for all purposes whatsoever in relation to the administration or operation of such Funds or in relation to the obligation to make contributions to the said Funds in accordance with the provisions of respective trust deeds or other agreements, if any, to the end and intent that all rights, duties, powers and obligations of the Transferor Company in relation to such Funds shall become those of the Transferee Company. It is clarified that the services of the staff, workmen and employee will be treated as having been continuous for the purpose of the said Funds.

15. INCREASE IN AUTHORISED SHARE CAPITAL OF TRANSFEE COMPANY

- 15.1. On the Scheme becoming effective and with effect from the Appointed Date and pursuant to the provisions of section 232(3) of the Act, the authorized share capital of the Transferee Company shall automatically stand increased by merging with the authorized share capital of the Transferor Company, without any further act, instrument or deed on the part of the Transferee Company by only upon filing the requisite forms with the Appropriate Authority, and no separate act, procedure or instrument or deed or payment of any stamp duty and registration fees shall be required to be made or followed under the Act.
- 15.2. The Memorandum of Association of the Transferee Company (relating to the authorized share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended and no future resolutions under section 13, 14, 61 or 64 and any other applicable provisions of the Act shall be required to be separately passed. The stamp duties and fees paid on the authorised capital of the Transferor Company shall be utilized and applied to the increased authorised share capital of the Transferee Company and shall be deemed to have been so paid by the Transferee Company for increase in the authorised share capital on such combined authorised share capital and accordingly no extra stamp duty and/or fee shall be payable by the Transferee Company for increase in the authorised share capital to that extent. The Memorandum and Articles of Association of the Transferee Company shall be amended as may be required to give effect to this clause.
- 15.3. Consequently, subject to the above clauses, Clause V of the Memorandum of Association of the Transferee Company shall be replaced by the following clause:

"The Authorised Share Capital of the Company is Rs. 1,70,00,000/- (Rupees One Crores Seventy lakhs only) divided into 17,00,000 Equity Shares of Rs. 10/- each, to be issued as and when shall deem necessary and proper with power to increase and reduce the Capital, and the share capital of the Company for the time being may be divided into different classes, to be held on the terms prescribed by the Articles and/ or Special resolutions of the Company, and so that the respective classes of shares may be subject to such preference or restriction(if any) as may be prescribed by the Articles/ Special resolutions."

- 15.4. It is clarified that the consent of the members of the Transferee Company to the Scheme shall be deemed to be sufficient for the purposes of effecting the aforementioned amendment and shall also be deemed to be their consent /approval to the alteration of the Memorandum and Articles of Association of the Transferee Company as may be required under the Act and referred in clause 9.2 of the Scheme.
- 15.5. Pursuant to this Scheme, Transferee Company shall file the requisite documents information (if any) with the Registrar of Companies or any other Appropriate Authority for such increase of the authorized share capital.

16. CONSIDERATION

- 16.1. Upon the Scheme coming into effect and in consideration of the amalgamation, the shareholders of the Transferor Company (other than for shares already held by the Transferee Company in the Transferor Company), whose name appears in the register of members as on the Record Date (as defined in the Scheme), or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title as the case may be, shall be eligible to receive 325 (Three Hundred Twenty Five) fully paid up equity shares of face value of Rs. 10/- each of the Transferee Company for every 1000 (One Thousand) fully paid up equity shares of face value of Rs. 10/- each of the Transferor Company held by such shareholder as provided in Share Exchange Ratio Report.
- 16.2. Upon the Scheme becoming effective, intercompany investments held by the Transferor Company and Transferee Company in each other shall without any application or deed stand cancelled.
- 16.3. Where equity shares of the Transferee Company are to be allotted to heirs, executors or administrators, as the case may be, successors of deceased equity shareholders or legal representatives of the equity shareholders of the Transferor Company, the concerned heirs, executors, administrators, successors or legal representatives shall be obliged to produce evidence of title satisfactory to the Board of Directors of the Transferee Company.
- 16.4. The shares issued pursuant to the provisions of the Scheme as per clause 10.1 (herein after referred to as "New **Equity** Shares"), shall be issued to the shareholders of the Transferor Company in dematerialized form into the account in which shares of DHELAKHAT are held or such other account as is intimated in writing by the shareholders to DHELAKHAT and/ or its registrar provided such intimation has been received by DHELAKHAT and/or its registrar at least 7 (seven) days before the Record Date. All those shareholders who hold shares of DHELAKHAT in physical form shall also receive the equity shares to be issued by RYDAK, in dematerialized form provided the details of their account with the depository participant are intimated in writing to DHELAKHAT and/ or its registrar provided such intimation has been received by DHELAKHAT and/or its registrar at least 7 (seven) days before the Record Date. If no such intimation is received from any shareholder who holds shares of DHELAKHAT in physical form 7 (seven) days before the Record Date, or if the details furnished by any shareholder do not permit electronic credit of the shares of RYDAK, then RYDAK may, subject to Applicable Laws, either issue physical shares or at its discretion hold such equity shares in abeyance until details of such shareholder's account with the depository participant are intimated in writing to RYDAK and/ or its registrar, in writing.
- 16.5. If any shareholder becomes entitled to any fractional shares or entitlements on the issue and allotment of the New Equity Shares by the Transferee Company in accordance with clause 10.1 above, the fractional shares will be rounded up to the nearest entitlements.
- 16.6. On the approval of this Scheme by the shareholders of the Transferee Company pursuant to sections 230-232 of the Act and/or the relevant provisions of the Act, if applicable, it shall be deemed that the said shareholders have also accorded their consent under sections 13, 42, 61, and 62(1)(c) of the Act and/or any other applicable provisions of the Act and rules framed there under as may be applicable for the aforesaid issuance of New Equity Shares to the equity shareholders of the Transferor Company, and no further resolution or actions shall be required to be undertaken by the Transferee Company.
- 16.7. The equity shares to be issued and allotted by the Transferee Company in terms of clause 10.1 shall be subject to the provisions of the Memorandum and Articles of Association of Transferee Company.
- 16.8. Further, the equity shares to be issued in terms of clause 10.1 on amalgamation shall rank pari passu with the existing equity shares of the Transferee Company.
- 16.9. The New Equity Shares of the Transferee Company issued in terms of this Scheme, shall subject to compliance with requisite formalities, be listed and/or admitted to trading only on CSE, the stock exchange on which equity shares of Transferee Company are listed. The Transferee Company shall enter into such arrangement and issue such confirmations and or undertakings as may be necessary in accordance with Applicable Laws for complying with formalities of the relevant stock exchange. On such formalities being fulfilled, the CSE shall list and or admit such equity shares issued pursuant to this Scheme.

- 16.10. The Transferee Company shall, if and to the extent required, apply for and obtain any approvals from the concerned regulatory authorities, including the CSE, for the issue and allotment by the Transferee Company of the equity shares to the shareholders of the Transferor Company pursuant to the Scheme.
- 16.11. The equity shares, in the Transferee Company allotted pursuant to the Scheme shall remain frozen in the depositories system till listing permission is given by the designated stock exchange, i.e., CSE.
- 16.12. Post the issue of New Equity Shares pursuant to clause 10.1, there shall be no change in the control in the Transferee Company between the Record Date and the listing which may affect the status of the approval by the Stock Exchanges.
- 16.13. In the event that the Companies restructure their equity share capital by way of share split consolidation issue of bonus shares during the pendency of the Scheme, the Share Exchange Ratio shall be adjusted accordingly to take into account the effect of any such corporate actions.
- 16.14. In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Transferor Company, the Board of Directors or any committee thereof, of the Transferee Company, at the sole discretion, shall be empowered in appropriate cases, prior to or even subsequent to the Effective Date, as the case may be, to effectuate such a transfer in Transferor Company as if such changes in the registered holder were operative as on the Effective Date in order to remove any difficulties in relation to the new shares after the Scheme becomes effective. The Board of Directors of the Transferee Company shall be empowered to remove such difficulties as may arise in the course of implementation of the Scheme and registration of new members in the Transferee Company on account of difficulties faced in the transition period.
- 16.15. Upon coming into effect of this Scheme and upon shares being issued and allotted by Transferee Company to the shareholders of Transferor Company in accordance with above clauses, the investment held by the shareholders in the equity share capital of Transferor Company shall, without any further application, act, instrument or deed stand cancelled. The share certificates, if any, and / or the shares in electronic form representing the shares held by the shareholders of the Transferor Company in Transferor Company shall be of no effect, and be extinguished and be deemed to have been automatically cancelled, on and from issue and allotment of shares in Transferee Company.
- 16.16. The New Equity Shares to be issued by the Transferee Company pursuant to clause 10.1 of the Scheme in respect of such equity shares of the Transferor Company, the allotment or transfer of which is held in abeyance under Applicable Law shall, pending allotment or settlement of dispute by order of the appropriate court or otherwise, also be kept in abeyance in like manner by the Transferee Company.

17. ACCOUNTING TREATMENT

17.1. IN THE BOOKS OF TRANSFEE COMPANY

- 17.1.1. The Transferee Company shall record the assets, liabilities and reserves of the Transferor Company, as on Appointed Date, vested in it pursuant to the Scheme at their respective carrying values as per 'Pooling of Interest Method' of accounting as per Indian Accounting Standard (Ind AS) 103 (Business Combination) in accordance with Appendix C of "Business Combinations of entities under common control" under the Companies (Indian Accounting Standards) Rules, 2015. No adjustment shall be made to reflect the fair values, or recognise any new assets or liabilities.
- 17.1.2. The identity of the reserves of Transferor Company shall be preserved and shall appear in the financial statements of the Transferee Company in the same form, in which they appeared in the financial statements of the Transferor Company.
- 17.1.3. Upon coming into effect of this Scheme, the Transferee Company shall issue New Equity Shares to the shareholders of the Transferor Company (other than for shares, if any, held by Transferee Company into the Transferor Company). These New Equity Shares shall be issued and recorded at face value and accordingly the aggregate face value of the shares to be issued shall be credited to Transferee Company's share capital account.
- 17.1.4. The carrying value of investments in the financial statements of the Transferee Company in the equity share capital of the Transferor Company shall stand cancelled pursuant to the Scheme becoming effective and there shall be no further obligation in that behalf.
- 17.1.5. Upon coming into effect of this Scheme, to the extent there are inter-corporate loans and advances, deposits, balances or other obligations as between Transferor Company and the Transferee Company, the obligations in respect thereof shall come to an end, and corresponding effect shall be given in the books of accounts and records of the Transferee Company for the reduction of any assets or liabilities, as the case may be.

- 17.1.6. Upon the Scheme coming into effect, the surplus deficit, if any, of the net value of assets, liabilities, reserves of the Transferor Company acquired and recorded by the Transferee Company in terms of clause 11.1.1 of the Scheme over the sum of (a) face value of New Equity Shares issued and allotted to the shareholders of the Transferor Company, and (b) the value of investments cancelled pursuant to clause 11.1.4 of the Scheme, shall be adjusted in capital reserves account in the financial statement of the Transferee Company.
- 17.1.7. In case of any difference in accounting policy between the Transferee Company and the Transferor Company, the impact of the same will be quantified and the same shall be appropriately adjusted against the capital reserves of the Transferee Company.
- 17.1.8. The costs and expenses relating to the Scheme shall be accounted for in the statement of Profit and Loss.

17.2. **IN THE BOOKS OF TRANSFEROR COMPANIES**

- 17.2.1. There will be no accounting treatment in the books of the Transferor Company as it shall cease to exist pursuant to application of the Scheme. All costs, charges, stamp duty incurred in connection with giving effect to this Scheme shall be debited by the Transferee Company to its statement of Profit and Loss.

The features / details / extract set out above being only the salient features / details / extract of the Scheme of amalgamation as are statutorily required to be included in this explanatory statement, the members are requested to read the entire text of the Scheme of Amalgamation (annexed herewith) to get fully acquainted with the provisions thereof and the rationale and objectives of the proposed Scheme of Amalgamation.

1. **Summary of Valuation Report**

The Applicant Companies has obtained valuation report from Mr. Harsha Saraf, the Registered Valuer recommending the shares to be allotted pursuant to the shareholders of the Transferor Company pursuant to the Scheme of Amalgamation. The said report has been adopted by the Board of Directors of both the applicant Companies.

2. **Effect of the Scheme of Amalgamation**

A. Disclosure about the effect of the Scheme of Amalgamation on:

- (i) *Equity Shareholders and Creditors:* The Scheme would not be prejudicial to the interests of the shareholders and/ or creditors of the Transferor Company and the Transferee Company. There is no likelihood that any secured or unsecured creditor would not loose or be prejudiced as a result of the Scheme being passed nor are their rights sought to be modified in any manner. Hence, the Scheme will not cast any additional burden on the shareholders and/ or creditors of the Transferor Company or the Transferee Company, nor will it affect the interest of any of the shareholders and/ or creditors post amalgamation.
- (ii) *Employees:* The employees of Transferor Company in service shall be deemed to have become staff, workmen and employees of the Transferee Company with effect from the Transfer Date without any break in their service and on the basis of continuity of service and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to the Transferor Company on the Effective Date.
- (iii) *Directors:* The implementation of the proposed Scheme shall not adversely affect the Directors of the Transferor Company and the Transferee Company.
- (iv) *Promoters:* The implementation of the proposed Scheme shall not adversely affect the Promoters of the Transferor Company and the Transferee Company.
- (v) *Non-promoter members:* The implementation of the proposed Scheme shall not adversely affect the non-**promoter** members of the Transferor Company and the Transferee Company.
- (vi) *Depositors:* Not applicable as there are no depositors in the Transferor Company and the Transferee Company.
- (vii) *Debenture holders:* Not applicable as there are no debenture holders in the Transferor Company and the Transferee Company.
- (viii) *Deposit trustee and debenture trustee:* Not applicable as there are no deposit trustees or debenture trustees in the Transferor Company and the Transferee Company.

B. Disclosure about the effect of the Scheme of Amalgamation on material interests of:

- (i) *Key managerial personnel:* None of the KMPs of the Transferor Company and the Transferee Company has any material interest in the said Scheme except as employees in general.
- (ii) *Directors:* None of the Directors of the Transferor Company and the Transferee Company have any material interest in the said Scheme except as shareholders in general, the extent of which will appear from the Register of the Directors' Shareholding maintained by the Transferor Company and the

Transferee Company.

- (iii) Debenture Trustee: Not applicable as there are no debenture holders in the Transferor Company and the Transferee Company.

3. No investigation proceedings have been instituted or are pending in relation to the Applicant Companies under the Companies Act, 2013 or Companies Act, 1956.
4. Details of approvals, sanctions or no-objection(s) from regulatory or any other governmental authorities required, received or pending:
The Petitioner Companies may be required to seek further approvals / sanctions / no-objections from certain regulatory and governmental authorities for the Scheme of Amalgamation such as the concerned Registrar of Companies, Regional Director, Calcutta Stock Exchange and will obtain the same at the relevant time.
5. The Applicant Companies will serve a copy of the petition containing the Scheme to the Income Tax authorities having jurisdiction over the Applicant Companies.
6. No winding up proceedings are pending against the Applicant Companies as on date.
7. The Notice and the accompanying documents are also placed on the website of the Applicant Companies i.e. www.rydaksyndicate.com and www.dhelakhat.com and are available on the relevant section of the website of stock Exchange i.e Calcutta Stock Exchange at www.cse-india.com and are also available on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com. A copy of the Scheme along with the Explanatory Statement can be obtained free of charge, between 11:00 a.m. to 1:00 p.m. on any day (except Saturday, Sunday and public holidays) up to one day prior to the date of the Meetings from the Registered Office of the Applicant Companies.
- 8. The following documents will be open for inspection by the members at the Registered Office of Applicant Companies on all working days except Saturdays and Sundays between 10:00 a.m. and 4:00 p.m. up to the date of the ensuing Meeting.**
 - a. Scheme of Amalgamation;
 - b. Copy of the Valuation report issued by Mr. Harsha Saraf, Registered Valuer.
 - c. Merchant Bankers Report
 - d. Copy of the Auditors' certificate dated 17th February, 2023 to the effect that the accounting treatment in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
 - e. Pre & Post Shareholding Pattern of the Transferee Company.
 - f. Shareholding Pattern of the Applicant Companies as on 31.03.2023
 - g. List of Creditors of the Applicant Companies as on 12.05.2023.
 - h. Copies of the Memorandum of Association and Articles of Association of both the Applicant Companies;
 - i. Copy of Audited Annual Accounts of both the Applicant Companies for the year ended on March 31, 2022;
 - j. Copy of the Order passed by the Hon'ble National Company Law Tribunal of Kolkata dated 15th May, 2023 directing convening the meeting of the Equity Shareholders, Unsecured Creditors and Secured Creditors of both the Applicant Companies

Sd/-

Madhusudan Mukhopadhyay

CHAIRPERSON APPOINTED FOR THE MEETINGS

Dated this 26th day of May, 2023
Place : Kolkata

SCHEME OF AMALGAMATION

(Under Sections 230-232 and other Applicable Provisions of the Companies Act, 2013)

BETWEEN

DHELAKHAT TEA CO LIMITED

("DHELAKHAT" OR "TRANSFEROR COMPANY")

AND

RYDAK SYNDICATE LIMITED

("RYDAK" OR "TRANSFeree COMPANY")

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

1. PREAMBLE AND OVERVIEW OF THE SCHEME

- 1.1. This Scheme (*as defined hereinafter*) is presented under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed there under for amalgamation of Dhelakhat Tea Co Limited ("DHELAKHAT" or "Transferor Company") into Rydak Syndicate Limited ("RYDAK" or "Transferee Company") and their respective shareholders and creditors with effect from the Appointed Date (as defined hereinafter).
- 1.2. In addition, this Scheme also provide for various other matters consequential, supplemental and/or otherwise integrally connected therewith.

2. DESCRIPTION OF COMPANIES

- 2.1. **Dhelakhat Tea Co Limited** (hereinafter referred to as "DHELAKHAT" or "Transferor Company") is a public limited company, originally incorporated on November 19, 1917 in the name of " Dhelakhat Tea Co. Ltd" under the Indian Companies Act, 1913, with CIN L15492WB1917PLC002894 and having its registered office at 4 Dr. Rajendra Prasad Sarani, Kolkata -700001, West Bengal, India. The company is carrying on the business of harvesting, manufacturing and selling of tea. The equity shares of the Transferor Company are listed on Calcutta Stock Exchange Limited ("CSE").
- 2.2. **Rydak Syndicate Limited** (hereinafter referred to as "RYDAK " or "Transferee Company"), is a public limited company, originally incorporated in the name of "Rydak Tea Syndicate Limited" under the Indian Companies Act, 1882, with CIN L65993WB1900PLC001417 and having its registered office at 4 Dr. Rajendra Prasad Sarani Kolkata - 700001, West Bengal, India. It was incorporated on 24th July, 1900. The company is carrying on the business of harvesting, manufacturing and selling of tea and Tea Tourism business. The equity shares of the Transferee Company are listed on Calcutta Stock Exchange Limited ("CSE").

3. RATIONALE FOR THE SCHEME

The proposed amalgamation would be in the best interests of the Companies (as defined hereinafter) and their respective shareholders, employees, creditors and other stakeholders. The proposed amalgamation will yield advantages as set out inter alia below:

- 3.1. The amalgamation would result in improving the potential for further expansion of the businesses by way of consolidation of capital base and increased borrowing strengths of the combined entity.
- 3.2. The amalgamation will result not only in consolidating and improving the internal systems, procedures and controls but will also bring greater management and operational efficiency due to integration of various similar functions being carried out by both the Companies.
- 3.3. Greater size, scale, financial strength and flexibility for the merged Transferee Company will result in maximizing and unlocking overall shareholders value.
- 3.4. The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by the Companies with saving in administrative cost and deriving economies of scale.
- 3.5. The Amalgamation would be advantageous to the combined entity by expanding its product portfolio through the inclusion of orthodox producing tea estates. As a result the merged Transferee Company will occupy a more dominant position in the Industry through its wider "bouquet of tea i.e CTC and Orthodox".

4. PARTS OF THE SCHEME:

This Scheme is divided into the following parts:

- 4.1. **PART A** deals with the definitions of the capitalized terms and interpretations used in this Scheme, date of taking effect of this Scheme and Share Capital of the Companies;
- 4.2. **PART B** deals with clauses in relation to amalgamation of Dhelakhat into Rydak, consideration for amalgamation and accounting treatment for amalgamation;
- 4.3. **PART C** deals with general terms and conditions applicable to this Scheme.

PART A - DEFINITIONS AND SHARE CAPITAL

5. GENERAL DEFINITIONS AND INTERPRETATIONS

- 5.1. In this Scheme (as defined hereinafter), unless repugnant to the meaning or context thereof, the following expressions shall have the meaning mentioned herein below:

"Act" means the Companies Act, 2013 and the rules and regulations and/or other guidelines or notifications made there under, and includes any alterations, modifications, amendments made thereto and/or any re-enactment thereof;

"Amalgamation" means amalgamation of the Transferor Company with the Transferee Company, on a going concern basis in accordance with section 2(1B) of the Income-Tax Act, 1961, in terms of Part B of the Scheme;

"Applicable Law(s)" means any statute, notification, bye laws, rules, regulations, guidelines, rule or common law, policy, code, directives, ordinance, schemes, notices, orders or instructions, law enacted or issued or sanctioned by any Appropriate Authority (as defined hereinafter) including any modification or re-enactment thereof for the time being in force;

"Appointed Date" for the purpose of this Scheme and the IT Act (as defined hereinafter) means 1st April 2022 or such other date as may be mutually agreed to by the Board of Directors (as defined hereinafter) of Transferor Company and Transferee Company or such other date as may be fixed or approved by the NCLT (as defined hereinafter) or any other Appropriate Authority (as defined hereinafter);

"Appropriate Authority" means any Governmental Authority (as defined hereinafter). statutory, regulatory, departmental or public body or authority of the relevant jurisdiction, including Registrar of Companies, Regional Director, Official liquidator, NCLT, Stock Exchanges (as defined hereinafter), SEBI (as defined hereinafter), any relevant tax authority and any other relevant competent authorities;

"Board of Directors" or "Board" in relation to the Transferor Company and/ or the Transferee Company, as the case may be, means their respective Board of Directors and shall include a committee duly constituted and authorised for the purposes of matters pertaining to the Scheme and/ or any other matter relating thereto;

"Companies" shall collectively mean the Transferor Company and the Transferee Company;

"Effective Date" or "On the Scheme becoming effective" means the date on which last of the approvals or events specified under **clause 19** of Part C of the Scheme are satisfied or obtained or have occurred or the requirement of which has been waived (in writing) in accordance with this Scheme. References in this Scheme to the date of "upon this Scheme becoming effective" or "coming into effect of this Scheme" shall mean the Effective Date;

"Governmental Authority" means any national, regional or local government or governmental, administrative, fiscal, judicial, or government-owned body or any of its ministries, departments, secretariats, agencies or any legislative body, commission, authority, court or tribunal or entity and any other authority exercising jurisdiction over the Companies;

"IT Act" means the Income-tax Act, 1961 and the rules, regulations, circulars, any statutory modifications, re-enforcements or amendments thereof for the time being in force;

"National Company Law Tribunal" or "NCL T" or "Hon'ble NCLT" means the National Company Law Tribunal at Kolkata having jurisdiction in relation to the Transferor Company and the Transferee Company;

"Record Date" for the purpose of this Scheme shall mean the date to be fixed by the Board of Directors of the Transferee Company in consultation with Board of Directors of Transferor Company for the purpose of determining the shareholders of the Transferor Company who are eligible to get the shares of the Transferee Company respectively as per Part B of this Scheme;

"Registrar of Companies" means Registrar of Companies of State of West Bengal;

"SAST Regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

"**Scheme**" means this Scheme of Amalgamation presented under sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and/ or Companies Act, 1956 in the present form or with such modification(s) approved or directed by the NCLT;

"**SEBI**" means Securities Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992;

"**SEBI Listing Regulations**" means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, and shall include any statutory modification, amendment and re enactment thereof for the time being in force or any act, regulations, rules, guidelines, etc. that may replace such regulations;

"**Share Exchange Ratio**" means ratios for determining the issuance of shares by Transferee Company to the shareholders of Transferor Company under Part B of this Scheme, as set out in the Share Exchange Ratio Report dated 1st November, 2022 issued by Harsha Saraf, (Registration No. IBBI/RV/06/2019/11425), Registered Valuer, Kolkata, West Bengal;

"**Share Exchange Ratio Report**" means the report stating Share Exchange Ratio issued by Harsha Saraf, (Registration No. IBBI/RV/06/2019/11425), Registered Valuer, Kolkata, West Bengal dated 1st November, 2022;

"**Stock Exchanges**" means the Calcutta Stock Exchange Limited (CSE);

"**Transferor Company**" or "**DHELAKHAT**" means **Dhelakhat Tea Co Limited**, a company incorporated under the Indian Companies Act, 1913, and having its registered office at 4 Dr Rajendra Prasad Sarani Kolkata - 700001, West Bengal, India;

"**Transferee Company**" or "**RYDAK**" means **Rydak Syndicate Limited**, a company incorporated under the Indian Companies Act, 1882, and having its registered office at 4 Dr Rajendra Prasad Sarani Kolkata - 700001, West Bengal, India.

5.2. All terms and words used in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as described to them under the Act, the IT Act, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 and other Applicable Laws, rules, regulations, bye-laws, guidelines/notifications/circulars, as the case may be or any statutory modification or amendment or re-enactment thereof for the time being in force.

5.3. In this Scheme, unless the context otherwise requires:

- a) references to "persons" includes individuals, bodies corporate (wherever incorporated), unincorporated associations and partnerships;
- b) the headings, sub-headings, titles, sub-titles to clauses, sub-clauses and paragraphs are inserted for ease of reference only and do not form part of the operative provisions of this Scheme and shall not affect the construction or interpretation of this Scheme;
- c) references to one gender includes all genders;
- d) words in the singular shall include the plural and vice versa;
- e) words "include" and "including" are to be construed without limitation;
- f) terms "hereof", "herein", "hereby", "hereto" and derivative or similar words refer to this entire Scheme or specified clauses of this Scheme, as the case may be;
- g) a reference to "writing" or "written" includes printing, typing, electronic mailing, and other means of reproducing words in a visible form excluding a text or an instant message;
- h) reference to any agreement, contract, document or arrangement or to any provision thereof shall include references to any such agreement, contract, document or arrangement as it may, after the date hereof, from time to time, be amended, supplemented or novated;
- i) reference to the recital or clause are references to the recital or clause of this Scheme; and
- j) references to any provision of law or legislation or regulation include:
 - i. such provision as from time to time amended, modified, re-enacted or consolidated (whether before or after the date of this Scheme) to the extent such amendment, modification, re-enactment or consolidation applies or is capable of applying to the transaction entered into under this Scheme and (to the extent liability thereunder may exist or can arise) shall include any past statutory provision (as amended, modified, re-enacted or consolidated from time to time) which the provision referred to has directly or indirectly replaced;

- ii. all subordinate legislations (including circulars, notifications, clarifications, guidelines or supplement(s) to, or replacement or amendment of, that law or legislation or regulation) made from time to time under that provision (whether or not amended, modified, re-enacted or consolidated from time to time) and any retrospective amendment thereto.

6. DATE OF TAKING EFFECT

6.1. The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the NCLT shall be effective from the Appointed Date but shall be operative from the Effective Date.

7. SHARE CAPITAL

7.1. The share capital of DHELAKHAT as per the audited Balance Sheet as at March 31, 2022 is as under:

Share Capital	Amount in Rs.
Authorized Share Capital	
5,00,000 Equity Shares of Rs. 10/- each	50,00,000/-
Issued, subscribed and paid-up share capital	
3,92,770 Equity Shares of Rs. 10/- each	39,27,700/-

The equity shares of DHELAKHAT are listed on CSE.

Subsequent to the above date and as on the date of filing this Scheme with the Hon'ble NCLT, there has been no change in the issued, subscribed and paid-up share capital of DHELAKHAT.

7.2. The share capital of RYDAK as per the audited Balance Sheet as at March 31, 2022 is as under:

Share Capital	Amount in Rs.
Authorized Share Capital	
12,00,000 Equity Shares of Rs. 10/- each	1,20,00,000/-
Issued, subscribed and Paid-up share capital	
973128 Equity Shares of Rs. 10/- each	97,31,280/-

The equity shares of RYDAK are listed on CSE.

Subsequent to March 31, 2022 and as on the date of filing this Scheme with the Hon'ble NCLT, there has been no change in the issued, subscribed and paid-up share capital of RYDAK.

PART B - AMALGAMATION OF TRANSFEROR COMPANY WITH TRANSFeree COMPANY

8. TRANSFER AND VESTING

8.1. With effect from the opening business hours of Appointed Date and on the Scheme becoming effective, the entire business of the Transferor Company shall, pursuant to the provisions of sections 230-232 and all other applicable provisions of the Act and section 2(1B) of the IT Act, and without any further act, instrument, deed, matter or thing, stand transferred to and vested, as a going concern, into the Transferee Company by virtue of and in the manner provided in this Scheme.

This Scheme has been drawn up complying with the conditions relating to amalgamation as specified under section 2(1B) of the IT Act. Further, if any terms or provisions of the Scheme are found or interpreted to be inconsistent with the said provisions at a later date, resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the IT Act shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with section 2(1B) of the IT Act. Such modification will however not affect other parts of the Scheme. The power to make such amendments as may become necessary shall vest with the Board of Directors of the Companies, which power shall be exercised reasonably in the best interests of the Companies and their stakeholders.

8.2. Without prejudice to the generality of clause 8.1, in respect of assets of the Transferor Company, the same shall be transferred to and vested into the Transferee Company, as follows:

8.2.1. all assets of the Transferor Company, that are movable in nature or are otherwise capable of transfer by physical or constructive delivery and /or by endorsement and delivery or by vesting of whatsoever nature, including plant and machinery, equipment, if any, pursuant to this Scheme shall stand transferred to and vested in and/or be deemed to be transferred to and vested in the Transferee Company, wherever located and shall become the property and an integral part of the Transferee Company. The vesting pursuant to this sub-clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery or by vesting, pursuant to this Scheme, as appropriate to the

property being vested and title to the property shall be deemed to have been transferred and no conveyance deed shall be required accordingly;

8.2.2. all other moveable properties of the Transferor Company, including investments in shares and any other securities, sundry debtors, actionable claims, earnest monies, receivables, bills, credits, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons, shall, without any further act, instrument or deed, be transferred to and vested into as the property of Transferee Company, and the same shall also be deemed to have been transferred by way of delivery of possession of the respective documents in this regard. The Transferee Company may, if required, give notice in such form as it may deem fit and proper to each person or debtor that, pursuant to the Scheme, the said person or debtor should pay the debt, loan or advance or make good the same or hold the same to its account and that the right of the Transferee Company to recover or realise the same is in substitution of the right of the Transferor Company and that appropriate entry should be passed in their respective books to record the aforesaid changes. The investments held in dematerialized form will be transferred to the Transferee Company by issuing appropriate delivery instructions to the depository participant with whom the Transferor Company has an account. Such delivery and transfer shall be made on a date mutually agreed upon between the respective Boards of Directors of the Transferor Company and the Transferee Company, being a date after the sanction of the Scheme by the Hon'ble NCLT;

8.2.3. all immovable properties of the Transferor Company, including land together with the buildings and structures, Plantations, Tea Bushes, Nursery etc standing thereon including Tea Estates and rights and interests in immovable properties of the Transferor Company, whether freehold or leasehold or otherwise and all documents of title, rights and easements in relation thereto, if any, shall be vested in and/or be deemed to have been vested in the Transferee Company, without any further act or deed done or being required to be done by the Transferor Company and/or the Transferee Company. The Transferee Company shall be entitled to exercise all rights and privileges attached to the aforesaid immovable properties and shall be liable to pay the ground rent and taxes and fulfil all obligations in relation or applicable to such immovable properties. The relevant authorities shall grant all clearances/permissions, if any, required for enabling the Transferee Company to absolutely own and enjoy the immovable properties in accordance with Applicable Law(s). The mutation or substitution of title to the immovable properties shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Transferee Company by Governmental Authorities pursuant to the sanction of this Scheme by the Hon'ble NCLT and upon the Scheme becoming effective in accordance with the terms hereof;

8.2.4. all bank accounts operated or entitled to be operated by the Transferor Company shall be deemed to have transferred and shall stand transferred to the Transferee Company and names of the Transferor Company shall be substituted by the name of the Transferee Company in the bank's records.

8.3. With effect from the Appointed Date and on the Scheme becoming effective, all debts, liabilities, contingent liabilities, subject to provisions of clause 8.1, duties and obligations, secured or unsecured, of every kind, nature and description of the Transferor Company, shall, to the extent that they are outstanding on the Appointed Date and/or on the Scheme becoming effective, under the provisions of this Scheme and under provisions of sections 230-232 of the Act, and without any further act or deed, be transferred to or be deemed to be transferred to the Transferee Company so as to become, from the Appointed Date, the debts, liabilities, contingent liabilities, duties and obligations of the Transferee Company and it shall not be necessary to obtain the consent of any third party or other person, who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this clause.

8.4. All the existing securities, mortgages, charges, encumbrances or liens, if any, as on the Appointed Date and those created by Transferor Company after the Appointed Date, over the assets of Transferor Company transferred to the Transferee Company shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date. Such securities, mortgages, charges, encumbrances or liens shall not relate or attach or extend to any of the other assets of the Transferee Company.

8.5. Subject to Applicable Laws, any undertaking of the Transferor Company, which is binding on the Transferor Company, if any, as on the Appointed Date of this Scheme, to give a guarantee to any person in respect of any obligation of the Transferor Company shall continue in full force and effect against the Transferee Company.

8.6. Where any of the liabilities and obligations attributed to the Transferor Company on the Appointed Date has been discharged by the Transferor Company on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on behalf of the Transferee Company.

8.7. With effect from the Appointed Date and on the Scheme becoming effective, any statutory or other licences, permissions or approvals or consents, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, lease, tenancy rights, liberties, special status and/or other benefits or privileges enjoyed or conferred upon or availed of or held by the Transferor Company shall stand transferred to or vested into the Transferee Company, without any further act or deed, and shall, as may be required, be appropriately mutated by the statutory or other authorities concerned therewith in favour of the Transferee Company. The benefit of all statutory and regulatory permissions

including statutory or other licenses, tax registrations, permits, permissions or approvals or consents required to carry on the operations of the Transferor Company shall vest into and become available to the Transferee Company pursuant to this Scheme.

8.8. Any question that may arise as to whether a particular asset or liability pertains or does not pertain to the Transferor Company or whether it arises out of the activities or operations of the Transferor Company shall be decided by mutual agreement between the Board of Directors of the Transferor Company and the Transferee Company.

8.9. LEGAL PROCEEDINGS

8.9.1. If any suit, action, claims, appeal or other proceeding of whatsoever nature by or against the Transferor Company are pending on the Effective Date, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of or by anything contained in this Scheme, and may be continued, prosecuted and/or enforced by or against the Transferee Company, as effectually and in the same manner and to the same extent as it would or might have been continued, prosecuted and/or enforced by or against the Transferor Company as if this Scheme had not been made.

8.9.2. The Transferee Company undertakes to have all legal or other proceedings initiated by or against the Transferor Company, transferred in its name and to have the same continued, prosecuted and/or enforced by or against the Transferee Company to the exclusion of the Transferor Company to the extent legally permissible after the Scheme becoming effective.

8.10. CONTRACTS, DEEDS ETC.

8.10.1. Subject to the other provisions of this Scheme, all contracts, deeds, bonds, insurance, letters of intent, undertakings, arrangements, policies, agreements, schemes and other instruments, if any, of whatsoever nature, pertaining to the Transferor Company or to the benefit of which the Transferor Company may be eligible, which is subsisting as on the Effective Date or have effect immediately before the Effective Date, shall continue in full force and effect against or in favour of the Transferee Company, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto.

8.10.2. Transferee Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Transferor Company will, if necessary, also be party, in order to give formal effect to the provisions of this Scheme. The Transferee Company shall be deemed to be authorized to execute any such deeds, writings or confirmations or carry out all formalities required on the part of the Transferor Company to give effect to the provisions of this Scheme.

8.10.3. Without prejudice to the aforesaid, it is clarified that if any contracts, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the Transferor Company or to which the Transferor Company are a party, cannot be transferred to the Transferee Company for any reason whatsoever, the Transferor Company shall hold such assets, contracts, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of the Transferee Company, in so far as it is permissible so to do, till such time as the transfer is affected.

8.11. TREATMENT OF TAXES

8.11.1. All the taxes of any nature, duties, cess or any other deduction or any other like payment made by the Transferor Company to any statutory authorities such as income tax, advance tax, tax paid under Minimum Alternative Tax ("MAT"), Goods and Service tax ("GST"), custom duty etc. or any tax deduction/ collection at source, credits (including GST credit, MAT credit), etc., if any, of the Transferor Company shall be deemed to have been on account of or on behalf of or paid by the Transferee Company, without any further act, instrument, deed, matter or thing being made, done or executed, and the Transferee Company shall be entitled to claim credit for such taxes deducted (at source)/paid against its tax duty liabilities/MAT credit, GST, custom duty, etc., on the Scheme becoming effective, notwithstanding that the certificates/challans or other documents for payment of such taxes/duties are in the name of the Transferor Company. Further, upon the coming into effect of this Scheme, all tax compliances under the applicable tax laws by the Transferor Company on or after Appointed Date shall be deemed to be made by the Transferee Company.

8.11.2. All the deductions otherwise admissible to the Transferor Company including payment admissible on actual payment or on deduction of appropriate taxes or on payment of Tax Deducted at Source ("TDS") will be eligible for deduction to the Transferee Company, upon fulfilment of conditions, if any, required under the IT Act. All benefits, entitlements, incentives, issues, refund, under the IT Act, GST laws, custom duty law or other Applicable Laws, regulations dealing with taxes, duties, land levies, levies due to the Transferor Company consequent to the assessment made on the Transferor Company (including any refund for which no credit is taken in the books of accounts of the Transferor Company on the Appointed Date) shall belong to and be received by the Transferee Company without any further act, instrument, deed, matter or thing being made, done or executed, become the property of the Transferee Company.

8.11.3. On the Scheme becoming effective, the Transferee Company is also expressly permitted to revise its income tax returns, withholding tax returns, GST returns, TDS returns, TDS certificates, and other statutory returns and filings under

the tax laws notwithstanding that the period of filing/ revising such returns may have lapsed and to claim refunds, advance tax and withholding tax credits, etc., pursuant to the provisions of this Scheme. The Transferee Company is expressly permitted to amend tax deduction at source certificate and other statutory certificates, and shall have the right to claim refunds, advance tax credits, set offs and adjustments relating to its incomes/ transactions from the Appointed Date.

8.11.4. On and from the Appointed Date, if any certificate for TDS or any other tax credit certificate relating to the Transferor Company is received in the name of the Transferor Company, it shall be deemed to have been received in the name of the Transferee Company, which alone shall be entitled to claim credit for such tax deducted amount.

8.11.5. The accumulated losses and the allowances for unabsorbed depreciation of the Transferor Company shall be deemed to be the loss and allowance for unabsorbed depreciation of the Transferee Company in accordance with section 72A of the IT Act and all other applicable provisions of the IT Act and amendments thereof.

8.11.6. All tax assessment proceedings/appeals of whatsoever nature by or against the Transferor Company pending and/or arising at the Appointed Date and relating to the Transferor Company shall be continued and/or enforced until the Effective Date by the Transferor Company. In the event of the Transferor Company failing to continue or enforce the proceedings/appeal, the same may be continued or enforced by the Transferee Company. As and from the effective date, the tax proceedings shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued or enforced by the Transferor Company.

8.12. EMPLOYEES

8.12.1. On the Scheme becoming effective, all staff workmen and employees of the Transferor Company who are in service as on the Effective Date shall become staff, workmen and employees of the Transferee Company without any break in their service, on the basis of continuity of service, and on terms and conditions as to employment and remuneration not less favourable than those on which they are engaged or employed by the Transferor Company. The Transferee Company agrees that the services of all such employees with the Transferor Company, up to the Effective Date shall be taken into account for purposes of all retirement benefits to which they may be eligible as on the Effective Date. The Transferee Company undertakes to continue to abide by any agreement/settlement, if any, entered into by the Transferor Company with any union/employee of the Transferor Company.

8.12.2. It is expressly provided that, on the Scheme becoming effective, the provident fund, gratuity fund, superannuation fund or such other special fund, if any, or trusts (hereinafter collectively referred as "Funds") created for the benefit of the staff, workmen and employees of the Transferor Company, if any, shall, with the approval of the Appropriate Authorities, either continue as Funds of the Transferee Company, or shall be transferred to or merged with other similar funds of the Transferee Company for all purposes whatsoever in relation to the administration or operation of such Funds or in relation to the obligation to make contributions to the said Funds in accordance with the provisions of respective trust deeds or other agreements, if any, to the end and intent that all rights, duties, powers and obligations of the Transferor Company in relation to such Funds shall become those of the Transferee Company. It is clarified that the services of the staff, workmen and employee will be treated as having been continuous for the purpose of the said Funds.

9. INCREASE IN AUTHORISED SHARE CAPITAL OF TRANSFEE COMPANY

9.1. On the Scheme becoming effective and with effect from the Appointed Date and pursuant to the provisions of section 232(3) of the Act, the authorized share capital of the Transferee Company shall automatically stand increased by merging with the authorized share capital of the Transferor Company, without any further act, instrument or deed on the part of the Transferee Company by only upon filing the requisite forms with the Appropriate Authority, and no separate act, procedure or instrument or deed or payment of any stamp duty and registration fees shall be required to be made or followed under the Act.

9.2. The Memorandum of Association of the Transferee Company (relating to the authorized share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended and no future resolutions under section 13, 14, 61 or 64 and any other applicable provisions of the Act shall be required to be separately passed. The stamp duties and fees paid on the authorised capital of the Transferor Company shall be utilized and applied to the increased authorised share capital of the Transferee Company and shall be deemed to have been so paid by the Transferee Company for increase in the authorised share capital on such combined authorised share capital and accordingly no extra stamp duty and/or fee shall be payable by the Transferee Company for increase in the authorised share capital to that extent. The Memorandum and Articles of Association of the Transferee Company shall be amended as may be required to give effect to this clause.

9.3. Consequently, subject to the above clauses, Clause V of the Memorandum of Association of the Transferee Company shall be replaced by the following clause:

"The Authorised Share Capital of the Company is Rs. 1,70,00,000/- (Rupees One Crores Seventy lakhs only) divided into 17,00,000 Equity Shares of Rs. 10/- each, to be issued when and as the managing agents shall deem necessary and proper with power to increase and reduce the Capital, and the share capital of the Company for the time being may be divided

into different classes, to be held on the terms prescribed by the Articles and/ or Special resolutions of the Company, and so that the respective classes of shares may be subject to such preference or restriction(if any) as may be prescribed by the Articles/ Special resolutions ."

9.4. It is clarified that the consent of the members of the Transferee Company to the Scheme shall be deemed to be sufficient for the purposes of effecting the aforementioned amendment and shall also be deemed to be their consent /approval to the alteration of the Memorandum and Articles of Association of the Transferee Company as may be required under the Act and referred in clause 9.2 of the Scheme.

9.5. Pursuant to this Scheme, Transferee Company shall file the requisite documents information (if any) with the Registrar of Companies or any other Appropriate Authority for such increase of the authorized share capital.

10. CONSIDERATION

10.1. Upon the Scheme coming into effect and in consideration of the amalgamation, the shareholders of the Transferor Company (other than for shares already held by the Transferee Company in the Transferor Company), whose name appears in the register of members as on the Record Date (as defined in the Scheme), or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title as the case may be, shall be eligible to receive 325 (Three Hundred Twenty Five) fully paid up equity shares of face value of Rs. 10/- each of the Transferee Company for every 1000 (One Thousand) fully paid up equity shares of face value of Rs. 10/- each of the Transferor Company held by such shareholder as provided in Share Exchange Ratio Report.

10.2. Upon the Scheme becoming effective, intercompany investments held by the Transferor Company and Transferee Company in each other shall without any application or deed stand cancelled.

10.3. Where equity shares of the Transferee Company are to be allotted to heirs, executors or administrators, as the case may be, successors of deceased equity shareholders or legal representatives of the equity shareholders of the Transferor Company, the concerned heirs, executors, administrators, successors or legal representatives shall be obliged to produce evidence of title satisfactory to the Board of Directors of the Transferee Company.

10.4. The shares issued pursuant to the provisions of the Scheme as per clause 10.1 (herein after referred to as "New **Equity** Shares"), shall be issued to the shareholders of the Transferor Company in dematerialized form into the account in which shares of DHELAKHAT are held or such other account as is intimated in writing by the shareholders to DHELAKHAT and/ or its registrar provided such intimation has been received by DHELAKHAT and/or its registrar at least 7 (seven) days before the Record Date. All those shareholders who hold shares of DHELAKHAT in physical form shall also receive the equity shares to be issued by RYDAK, in dematerialized form provided the details of their account with the depository participant are intimated in writing to DHELAKHAT and/ or its registrar provided such intimation has been received by DHELAKHAT and/or its registrar at least 7 (seven) days before the Record Date. If no such intimation is received from any shareholder who holds shares of DHELAKHAT in physical form 7 (seven) days before the Record Date, or if the details furnished by any shareholder do not permit electronic credit of the shares of RYDAK, then RYDAK may, subject to Applicable Laws, either issue physical shares or at its discretion hold such equity shares in abeyance until details of such shareholder's account with the depository participant are intimated in writing to RYDAK and/ or its registrar, in writing.

10.5. If any shareholder becomes entitled to any fractional shares or entitlements on the issue and allotment of the New Equity Shares by the Transferee Company in accordance with clause 10.1 above, the fractional shares will be rounded up to the nearest entitlements.

10.6. On the approval of this Scheme by the shareholders of the Transferee Company pursuant to sections 230-232 of the Act and/or the relevant provisions of the Act, if applicable, it shall be deemed that the said shareholders have also accorded their consent under sections 13, 42, 61, and 62(1)(c) of the Act and/or any other applicable provisions of the Act and rules framed there under as may be applicable for the aforesaid issuance of New Equity Shares to the equity shareholders of the Transferor Company, and no further resolution or actions shall be required to be undertaken by the Transferee Company.

10.7. The equity shares to be issued and allotted by the Transferee Company in terms of clause 10.1 shall be subject to the provisions of the Memorandum and Articles of Association of Transferee Company.

10.8. Further, the equity shares to be issued in terms of clause 10.1 on amalgamation shall rank pari passu with the existing equity shares of the Transferee Company.

10.9. The New Equity Shares of the Transferee Company issued in terms of this Scheme, shall subject to compliance with requisite formalities, be listed and/or admitted to trading only on CSE, the stock exchange on which equity shares of Transferee Company are listed. The Transferee Company shall enter into such arrangement and issue such confirmations and or undertakings as may be necessary in accordance with Applicable Laws for complying with formalities of the relevant stock exchange. On such formalities being fulfilled, the CSE shall list and or admit such equity shares issued pursuant to this Scheme.

10.10. The Transferee Company shall, if and to the extent required, apply for and obtain any approvals from the concerned regulatory authorities, including the CSE, for the issue and allotment by the Transferee Company of the equity shares to the shareholders of the Transferor Company pursuant to the Scheme.

10.11. The equity shares, in the Transferee Company allotted pursuant to the Scheme shall remain frozen in the depositories system till listing permission is given by the designated stock exchange, i.e., CSE.

10.12. Post the issue of New Equity Shares pursuant to clause 10.1, there shall be no change in the control in the Transferee Company between the Record Date and the listing which may affect the status of the approval by the Stock Exchanges.

10.13. In the event that the Companies restructure their equity share capital by way of share split consolidation issue of bonus shares during the pendency of the Scheme, the Share Exchange Ratio shall be adjusted accordingly to take into account the effect of any such corporate actions.

10.14. In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Transferor Company, the Board of Directors or any committee thereof, of the Transferee Company, at the sole discretion, shall be empowered in appropriate cases, prior to or even subsequent to the Effective Date, as the case may be, to effectuate such a transfer in Transferor Company as if such changes in the registered holder were operative as on the Effective Date in order to remove any difficulties in relation to the new shares after the Scheme becomes effective. The Board of Directors of the Transferee Company shall be empowered to remove such difficulties as may arise in the course of implementation of the Scheme and registration of new members in the Transferee Company on account of difficulties faced in the transition period.

10.15. Upon coming into effect of this Scheme and upon shares being issued and allotted by Transferee Company to the shareholders of Transferor Company in accordance with above clauses, the investment held by the shareholders in the equity share capital of Transferor Company shall, without any further application, act, instrument or deed stand cancelled. The share certificates, if any, and / or the shares in electronic form representing the shares held by the shareholders of the Transferor Company in Transferor Company shall be of no effect, and be extinguished and be deemed to have been automatically cancelled, on and from issue and allotment of shares in Transferee Company.

10.16. The New Equity Shares to be issued by the Transferee Company pursuant to clause 10.1 of the Scheme in respect of such equity shares of the Transferor Company, the allotment or transfer of which is held in abeyance under Applicable Law shall, pending allotment or settlement of dispute by order of the appropriate court or otherwise, also be kept in abeyance in like manner by the Transferee Company.

11. ACCOUNTING TREATMENT

11.1. IN THE BOOKS OF TRANSFEE COMPANY

11.1.1. The Transferee Company shall record the assets, liabilities and reserves of the Transferor Company, as on Appointed Date, vested in it pursuant to the Scheme at their respective carrying values as per 'Pooling of Interest Method' of accounting as per Indian Accounting Standard (Ind AS) 103 (Business Combination) in accordance with Appendix C of "Business Combinations of entities under common control" under the Companies (Indian Accounting Standards) Rules, 2015. No adjustment shall be made to reflect the fair values, or recognise any new assets or liabilities.

11.1.2. The identity of the reserves of Transferor Company shall be preserved and shall appear in the financial statements of the Transferee Company in the same form, in which they appeared in the financial statements of the Transferor Company.

11.1.3. Upon coming into effect of this Scheme, the Transferee Company shall issue New Equity Shares to the shareholders of the Transferor Company (other than for shares, if any, held by Transferee Company into the Transferor Company). These New Equity Shares shall be issued and recorded at face value and accordingly the aggregate face value of the shares to be issued shall be credited to Transferee Company's share capital account.

11.1.4. The carrying value of investments in the financial statements of the Transferee Company in the equity share capital of the Transferor Company shall stand cancelled pursuant to the Scheme becoming effective and there shall be no further obligation in that behalf.

11.1.5. Upon coming into effect of this Scheme, to the extent there are inter-corporate loans and advances, deposits, balances or other obligations as between Transferor Company and the Transferee Company, the obligations in respect thereof shall come to an end, and corresponding effect shall be given in the books of accounts and records of the Transferee Company for the reduction of any assets or liabilities, as the case may be.

11.1.6. Upon the Scheme coming into effect, the surplus deficit, if any, of the net value of assets, liabilities, reserves of the Transferor Company acquired and recorded by the Transferee Company in terms of clause 11.1.1 of the Scheme over the sum of (a) face value of New Equity Shares issued and allotted to the shareholders of the Transferor Company, and (b) the value of investments cancelled pursuant to clause 11.1.4 of the Scheme, shall be adjusted in capital reserves account in the financial statement of the Transferee Company.

11.1.7. In case of any difference in accounting policy between the Transferee Company and the Transferor Company, the impact of the same will be quantified and the same shall be appropriately adjusted against the capital reserves of the Transferee Company.

11.1.8. The costs and expenses relating to the Scheme shall be accounted for in the statement of Profit and Loss.

11.2. IN THE BOOKS OF TRANSFEROR COMPANIES

11.2.1. There will be no accounting treatment in the books of the Transferor Company as it shall cease to exist pursuant to application of the Scheme. All costs, charges, stamp duty incurred in connection with giving effect to this Scheme shall be debited by the Transferee Company to its statement of Profit and Loss.

12. CONDUCT OF BUSINESS TILL EFFECTIVE DATE

Upon filing the Scheme with the NCLT and upto and including the Effective Date:

12.1. The Transferor Company:

12.1.1. shall be deemed to have been carrying on and shall carry on the business and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all its properties and assets for and on account of and in trust for the Transferee Company with utmost prudence, until the Effective Date.

12.1.2. shall carry on the business and activities with reasonable diligence, business prudence and shall not, except in the ordinary course of business or without prior written consent of the Transferee Company, alienate, charge, mortgage, encumber or otherwise deal with or dispose of any business or any part thereof.

12.1.3. shall not vary the terms and conditions of any agreements or contracts except in the ordinary course of business or without the prior consent of the Transferee Company or pursuant to any pre-existing obligation undertaken by them, as the case may be.

12.1.4. shall not vary the terms and conditions of employment of any of their employees, except in the ordinary course of business or without the prior consent of the Transferee Company or pursuant to any pre-existing obligation undertaken by them, as the case may be, prior to the Appointed Date.

12.1.5. shall be entitled, pending sanction of the Scheme, to apply to the Central/State Government and all other agencies, departments and authorities concerned as are necessary under any law or rules for such consents, approvals and sanctions, which may be required pursuant to this Scheme.

12.2. With effect from the Appointed Date all the profits or losses or income or expenditure of the Transferor Company shall for all purposes be treated and be deemed to be accrued as the profits or losses or income or expenditure, as the case may be, of the Transferee Company.

12.3. Any of the rights, powers, authorities and privileges attached or related or pertaining to and exercised by or available to the Transferor Company shall be deemed to have been exercised by the Transferor Company for and on behalf of and as agent for the Transferee Company. Similarly, any of the obligations, duties and commitments that have been undertaken or discharged by the Transferor Company shall be deemed to have been undertaken or discharged for and on behalf of and as agent for the Transferee Company.

12.4. On and from the Effective Date and till such time that the name of the bank accounts of the Transferor Company have been replaced with that of the Transferee Company, the Transferee Company shall be entitled to maintain and operate the bank accounts of the Transferor Company, in the name of the Transferor Company for such time as may be determined to be necessary by the Transferee Company. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Company, after the Effective Date shall be accepted by the banker of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company.

13. SAVING OF CONCLUDED TRANSACTION

13.1. The transfer of assets, properties and liabilities of the Transferor Company into the Transferee Company, transfer of all employees of Transferor Company, continuation of legal proceedings, and the effectiveness of contracts and deeds, under above mentioned clauses, shall not affect any transaction or proceedings already concluded by the Transferor Company on or after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by or on behalf of the Transferor Company.

14. DIVIDENDS

14.1. The Companies shall be entitled to declare and pay dividends, whether interim and/or final, to their respective shareholders prior to the Effective Date, but only in the ordinary course of business.

14.2. It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Companies to demand or claim any dividends which, subject

to the provisions of the Act, shall be entirely at the discretion of the respective Boards of Directors of the Companies, and if applicable in accordance with the provisions of the Act, be subject to the approval of the shareholders of the respective Companies.

15. DISSOLUTION OF THE TRANSFEROR COMPANY

15.1. On the Scheme becoming effective, the Transferor Company shall stand dissolved automatically without winding up in accordance with the provisions of sections 230- 232 of the Act and rules and regulations made there under.

16. EXEMPTION UNDER SAST REGULATIONS

16.1. For the avoidance of doubt, it is clarified that pursuant to Amalgamation of the Transferor Company into the Transferee Company, the issuance of New Equity Shares of the Transferee Company to the shareholders of the Transferor Company as consideration for the Amalgamation of the Transferor Company into the Transferee Company in terms of this Scheme is exempt under the provisions of Regulation 10(1)(d)(ii) of the SAST Regulations, and therefore, the requirement to make an 'open offer' shall not be triggered in terms of the provisions of the SAST Regulations.

PART C - GENERAL TERMS AND CONDITIONS

17. APPLICATION TO NCLT

17.1. The Transferor Company and the Transferee Company, shall make all necessary applications and petitions under sections 230- 232 read with other applicable provisions of the Act and the rules made there under for seeking approval of the Scheme.

18. MODIFICATIONS OR AMENDMENTS TO THE SCHEME

18.1. The Transferor Company and the Transferee Company, with approval of their respective board of Directors may consent, from time to time, on behalf of all persons concerned, to any modifications/amendments or additions/deletions to the Scheme which may otherwise be considered necessary, desirable or appropriate by the said board of Directors to resolve all doubts or difficulties that may arise for carrying out this Scheme and to do and execute all acts, deeds matters, and things necessary for bringing this Scheme into effect or agree to any terms and / or conditions or limitations that the NCLT or any other Appropriate Authorities under law may deem fit to approve, direct and/or impose. The aforesaid powers of the Transferor Company and the Transferee Company to give effect to the modification/amendments to the Scheme may be exercised by their respective Board of Directors or any person authorized in that behalf by the concerned Board of Directors subject to approval of the Hon'ble NCLT or any other Appropriate Authorities under Applicable Law.

18.2. In the event that any conditions proposed by the NCLT are found unacceptable for any reason whatsoever by the respective Companies, then the respective Companies shall be entitled to withdraw the Scheme in which event no rights and liabilities whatsoever shall accrue to or be incurred inter se to or by the Companies or any of them.

19. CONDITIONALITY OF THE SCHEME

This Scheme shall be conditional upon and subject to:

19.1. the Stock Exchanges having issued their observation / no-objection letter as required under the Listing Regulations;

19.2. the Scheme being approved by the respective requisite majorities of shareholders and creditors (as applicable) of the Transferor Company and the Transferee Company as required under the Act subject to any dispensation that may be granted by the NCLT;

19.3. the Scheme being sanctioned by the NCLT or any other Appropriate Authority under sections 230-232 of the Act and the rules made thereunder;

19.4. the certified copy of the order of the NCLT sanctioning the Scheme being filed with the Registrar of Companies by the Transferor Company and the Transferee Company;

19.6. the Scheme shall not come into effect unless the aforementioned conditions mentioned in clause 19.1 to 19.4 above are satisfied and in such an event, unless each of the conditions are satisfied, no rights and liabilities whatsoever shall accrue to or be incurred inter se the Companies or their respective shareholders or creditors or employees or any other person.

20. EFFECT OF NON-RECEIPT OF APPROVALS

20.1. In the event of any of the said sanctions and approvals referred to in clause 19 not being obtained and / or the Scheme not being sanctioned by the Hon'ble NCLT or such other Appropriate Authority, if any, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law and as

agreed upon between the respective Companies to this Scheme. Each party shall bear and pay its respective costs, charges and expenses for and or in connection with the Scheme unless otherwise mutually agreed.

20.2. It is further provided in a case if the Board of Directors of any of the Companies as being part of this Scheme, at any stage prior to the Scheme coming into effect, decides not to proceed further with the Scheme and withdraw the consent of the respective company to the Scheme, in such a case, the Scheme in its entirety shall not be proceeded with by any party and this Scheme shall stand revoked, cancelled and be of no effect.

21. COSTS, CHARGES AND EXPENSES

21.1. Save and except as provided elsewhere in the Scheme or expressly otherwise agreed, all costs, charges, taxes including duties, levies and all other expenses of Transferor Company and Transferee Company arising out of or incurred in carrying out and/or implementing this Scheme and matters incidental thereto, shall be borne by Transferee Company.

21.2. In the event that this Scheme fails to take effect or the Scheme is revoked in terms of clause 20 of this Scheme, then the Transferor Company and the Transferee Company shall bear their own costs and expenses incurred by them, in relation to or in connection with the Scheme.

22. SEVERABILITY

22.1. If any clause of this Scheme is found invalid, unworkable for any reason whatsoever, ruled illegal by any court of competent jurisdiction or unenforceable under present or future laws, the same shall not, subject to the decision of Board of Directors, affect the validity or implementation of the other clauses of this Scheme.

REPORT OF THE AUDIT COMMITTEE OF RYDAK SYNDICATE LIMITED DATED 06TH JANUARY, 2023 CONSIDERING THE DRAFT SCHEME OF AMALGAMATION UNDER SECTION 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 BETWEEN RYDAK SYNDICATE LIMITED (“TRANSFEREE COMPANY”) AND DHELAKHAT TEA COMPANY LIMITED (“TRANSFEROR COMPANY”) AND THEIR RESPECTIVE SHAREHOLDERS.

Present

1. Mr. Subir Das, Chairman of Audit Committee
2. Ms. Suparna Chakrabortti, Member of Audit Committee
3. Mr. Rajvinder Singh, Member of Audit Committee
4. Mr. Aditya Gupta, Chief Financial Officer
5. Mrs. Nishita Dutta Chadda, Company Secretary

Other Invitees and Advisors/ Consultants were present at the meeting along with the Company Secretary

1. Background of the Proposed Scheme of Amalgamation

A meeting of the Audit Committee was held on 06th January, 2023 inter alia to consider and if thought fit, to recommend to the Board of Directors the proposed Scheme of Amalgamation (**Scheme**) between Rydak Syndicate Limited (**Transferee Company**) with Dhelakhat Tea Company Limited (**Transferor Company**) under the provisions of the Companies Act, 2013. The Appointed Date for the Scheme will be 01st April, 2022 or such other date as may be approved by the NCLT for the purpose of this Scheme and shall be operative from the Effective Date.

The Scheme will be presented before the NCLT under Section 230 to 232 and other applicable provisions of the Act, the rules and regulations made thereunder and the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 (“**SEBI Master Circular**”) and as amended from time to time.

In terms of the SEBI Master Circular, a Report from the Audit Committee is required recommending the draft Scheme taking into consideration inter alia the Valuation Report and commenting on the Rationale of the Scheme, impact of the Scheme on the shareholders, cost benefit of the Scheme and synergies of business of the entities involved in the Scheme. This Report of the Committee is made in order to comply with the requirements of the SEBI Master Circular.

2. Need for the Amalgamation and Rationale of the Scheme

- 2.1 The Scheme inter alia provides for amalgamation of the Transferor Company with the Transferee Company.
- 2.2 The amalgamation of the Transferor Company with the Transferee Company would inter alia have the following benefits:
 - a. The amalgamation would result in improving the potential for further expansion of the businesses by way of consolidation of capital base and increased borrowing strengths of the combined entity.
 - b. The amalgamation will result not only in consolidating and improving the internal systems, procedures and controls but will also bring greater management and operational efficiency due to integration of various similar functions being carried out by both the Companies.
 - c. Greater size, scale, financial strength and flexibility for the merged Transferee Company will result in maximizing and unlocking overall shareholders value.
 - d. The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by the Companies with saving in administrative cost and deriving economies of scale.
 - e. The amalgamation would be advantageous to the combined entity by expanding its product portfolio through the inclusion of Orthodox producing Tea Estates. As a result, the merged Transferee Company will occupy a more dominant position in the industry through its wider “bouquet of teas i.e. CTC and Orthodox”.
- 2.3 The following documents were placed before the Audit Committee:
 - a. Draft Scheme of Amalgamation
 - b. Share Exchange Ratio Report
 - c. Fairness Opinion Report
 - d. Pre Amalgamation shareholding pattern of the Transferor Company
 - e. Pre and Post Shareholding pattern of the Transferee Company
 - f. Financial Statements of the last 3 years of the Transferor Company and Transferee Company.

3. The Audit Committee reviewed and noted the Equity Share Exchange Ratio recommended in the Valuation Report and confirmed the following exchange ratio:

“the Transferee Company will issue 325 (Three Hundred Twenty Five) equity shares of Rs.10/- each credited as fully paid up to the shareholders of Transferor Company for every 1000 (One Thousand) equity shares of Rs.10/- each fully paid up & held in the existing equity share capital of Transferor Company.”

4. Impact of the Scheme on the Shareholders

The Audit Committee was of the opinion that the Scheme is not detrimental to the interest of the shareholders of the Company.

5. Recommendations of the Audit Committee

The Audit Committee after due deliberation and due consideration of all the terms of the draft Scheme of Amalgamation, Equity Share Exchange Ratio/ Valuation Report, Fairness Opinion, Rationale of the Scheme, accounting treatment, impact of the Scheme on the Shareholders and other stakeholders mentioned above, recommends the draft Scheme of Amalgamation for favorable consideration by the Board of Directors of the Company, the Stock Exchange(s), SEBI and other applicable regulatory authorities.

This Report of the Committee is made in order to comply with the requirements of the Scheme circular after considering the necessary documents.

By order of the Audit Committee of Rydak Syndicate Limited

Subir Das

Chairman of the Audit Committee

DIN: 00199255

Dated: 06/01/2023

Place: Kolkata

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF RYDAK SYNDICATE LIMITED HELD ON FRIDAY THE 6TH DAY OF JANUARY, 2023 AT THE REGISTERED OFFICE OF THE COMPANY AT 4, DR. RAJENDRA PRASAD SARANI, KOLKATA-700001

APPROVAL OF THE DRAFT SCHEME OF AMALGAMATION OF DHELAKHAT TEA COMPANY LIMITED WITH RYDAK SYNDICATE LIMITED

The Draft Scheme of Amalgamation of Dhelakhat Tea Company Limited (Transferor Company) with Rydak Syndicate Limited (Transferee Company) with effect from 1st April, 2022 was placed before the Board for their consideration and approval to the said proposed amalgamation along with the Share exchange Ratio Report, the Fairness Opinion Report, the Pre Amalgamation shareholding pattern of Transferor Company, Pre and Post Shareholding pattern of the Transferee Company and the Financial Statements of last 3 financial years of the Transferor Company and Transferee Company. The Board after due consideration approved the said scheme by passing the following resolution:

“RESOLVED THAT pursuant to the provisions of section 230 to 232 and other applicable provisions, if any, of the companies Act, 2013 and the rules framed there under, as amended or re-enacted from time to time and subject to the sanction by the National Company Law Tribunal and subject to such terms and conditions and modifications as may be imposed, prescribed and/ or sanctions of any appropriate authority and subject to the approval of shareholders and creditors of the Company, the consent of the Board be and is hereby accorded to the Scheme of Amalgamation, whereby Dhelakhat Tea Company Limited be amalgamated with Rydak Syndicate Limited from appointed date i.e. 1st April, 2022.

RESOLVED FURTHER that Mr. Rajvinder Singh, Managing Director of the Company and Mr. Subir Das, Director of the Company be and are hereby jointly and severally authorized to take all necessary steps in the matter that may be required for making necessary applications before the National Company Law Tribunal, Kolkata Bench for obtaining the requisite consent and confirmation to the said Scheme by the shareholders, tribunal and other authorities and to make and agree to all alterations in the said Scheme as may be suggested by the shareholders or the Tribunal or the Government or any other person and to sign all applications and petitions as may be required to be filed in the National Company Law Tribunal, Kolkata Bench and to do all acts, deeds, and things concerning the same to give full effect to and implement the said Scheme.

RESOLVED FURTHER THAT S.R. & Associates, Company Secretaries be and is hereby authorized to appear before, present, hear, file, submit, argue, clarify, to receive, take delivery of notice and order and are also authorised to appoint any Counsel in this respect to represent the matter and to do all such acts and things that may be required by the appropriate authorities pursuant to Sec 230 to Sec 232 of the Companies Act, 2013 and to take all legal and compliance activities to implement the Proposed scheme and to take all steps as may be necessary in this regard.”

Certified To Be True Copy
For RYDAK SYNDICATE LIMITED

Rajvinder Singh
Managing Director
DIN: 06931916

RYDAK SYNDICATE LIMITED

Harsha Saraf
Chartered Accountant
&
Registered Valuer



Private and Confidential

Dated: 1st November 2022.

To,
The Board of Directors

Rydak Syndicate Limited
4, Dr. Rajendra Prasad Sarani, Kolkata-700001

AND

Dhelakhat Tea Company Limited
4, Dr. Rajendra Prasad Sarani, Kolkata-700001

Subject: Valuation to determine Share Exchange /Swap Ratio for the Proposed Scheme of Composite Scheme of Arrangement between the Companies Dhelakhat Tea Company Limited with Rydak Syndicate Limited as of 31st March 2022.

Dear Sir,

I have been requested by the management of Rydak Syndicate Limited (hereinafter referred to as "RSL" or "Transferee"), to determine Share Exchange /Swap Ratio for the proposed Composite Scheme of Arrangement between the Companies Dhelakhat Tea Company Limited (hereinafter referred to as "DTCL") with Rydak Syndicate Limited .

I, Harsha Saraf, Registered Valuer (Securities and Financial Assets) -IBBI (hereinafter referred as "the Valuer") have been appointed as the Valuer for performing the valuation analysis to determine the Swap Ratio as on as of 31st March 2022. (Hereafter referred to as the "Valuation Date").

Enclosed please find the Valuation Report containing underlying assumptions and detailed workings.

Scope and Purpose of this Report

The valuation exercise is carried out with reference to the scope of work as agreed in the Engagement Letter dated **10th October 2022**.

The management of Rydak Syndicate Limited and Dhelakhat Tea Company Limited is contemplating a Scheme of Arrangement pursuant to provisions of Section 230 to 232, read with section 66 and other relevant provisions of the Companies Act, 2013, as may be applicable (hereinafter referred to as the "Scheme") Subject to necessary approval and also read with sections 2(1B) and 2 (19AA) and other relevant sections of the Income Tax Act, 1961, as may be applicable, for the amalgamation and vesting of Dhelakhat Tea Company Limited with Rydak Syndicate Limited.

In this context, the management of the Companies has approached the Valuer to recommend the share exchange/ swap ratio to them as on **31st March 2022**.



Summary of the Report

Based on the valuation analysis of the Companies, in my assessment, the exchange / swap ratio pursuant to the proposed Scheme of arrangement is as follows:

<u>Companies (Resulting)</u>	<u>Companies (Amalgamating)</u>	<u>Exchange Ratio as on 31st March 2022</u>
Rydak Syndicate Limited	Dhelakhat Tea Company Limited	325:1000

The Valuer has based this recommendation on information provided and represented by the management of the Companies and did not independently verify the information provided to the Valuer in that regard. The validity of the valuation depends on the completeness and accuracy of the information provided to the Valuer by the Companies.

The Valuer has applied valuation techniques and methods that conform to accepted valuation practices.

Harsha Saraf



Harsha Saraf

Registered Valuer – Securities or Financial Assets

Registration. No: IBBI/RV/06/2019/11425

Place: Kolkata

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1. SCOPE & PURPOSE OF THIS WORK

Based on my discussions with the management of the Companies, I understand that the Companies is contemplating a Scheme of arrangement pursuant to provisions of Section 230 to 232, read with section 66 and other relevant provisions of the Companies Act, 2013, as may be applicable, subject to necessary approval, and also read with sections 2(1B) and 2 (19AA) and other relevant sections of the Income Tax Act, 1961, as may be applicable. Additionally, this Scheme also provides for various other matters consequential or otherwise integrally connected herewith.

I have been given to understand that in order to, inter-alia, simplify the current organizational structure, it is proposed to enter into a Scheme of arrangement wherein, pursuant to the applicable provisions of the Companies Act, 2013 and subject to the approvals, it is proposed for amalgamation and vesting of Dhelakhat Tea Company Limited with Rydak Syndicate Limited.

The Scheme is proposed to effect pursuant to provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

The Draft Scheme deals with transfer and vesting, legal proceedings, employees, consideration accounting treatment etc. for amalgamation and vesting of Dhelakhat Tea Company Limited with Rydak Syndicate Limited on a going concern basis.

Subject to necessary approvals, the Appointment Date of the Scheme is proposed to be **first day of April 2022** or approved by the National Company Law Tribunal (Tribunal), Kolkata Bench (as defined hereunder), being the date from which the provisions of this Scheme shall be applicable.

In this regard, I have been requested to issue a report containing recommendations regarding the share exchange/swap ratio, in respect of the above.

As represented by the management, the Companies forming part of the Scheme belongs to the same management group and post the approval to the Scheme there shall be no change in the management and control of the Transferee and there will be no impact on the economic beneficial interest of the shareholders of the companies, pursuant to the Scheme.

Value Definition

Business valuation can be undertaken in a variety of contexts and for a variety of purposes. To begin with any valuation process, it is most pertinent to identify the type of value relevant to the transaction/case as different standards of value would yield different valuation figures for the same business interest. In the given context, **Fair value** is considered as the appropriate standard of value.

Fair value is defined as:

“The fair value of an asset (or liability) is the amount at which that asset (or liability) could be bought (or incurred) or sold (or settled) in a current transaction between willing parties, that is, other than in a forced or liquidation sale.”



Premise of value

The present valuation of the firm undertaken on a **Going Concern Premise** i.e., on the premise that the firm will continue to operate in future and earn cash flows.

Scope of Analysis

The Valuer has based this recommendation on information provided and represented by the management of the Companies.

My review and analysis included, but not necessarily limited to, the following steps:

- Interviews with management concerning its assets, liabilities, financial and operating history of the Companies.
- Analysis of the existing and proposed holding patterns of the Companies.
- Analysis of any contingent liabilities of the Companies.
- Analysis of future expected earnings of the Companies.
- Representations given by the management.

Valuation Date

As per the request of the management, the valuation analysis has been performed as of 31st March 2022.

Conflict of Interest

There is no conflict of interest on valuation analysis of the businesses of the Companies. My fee is not contingent upon the opinion expressed herein. This report is subject to the terms and conditions of the agreement as outlined in the engagement letter between the Valuer and the Companies.

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2. BACKGROUND OF THE COMPANIES

1. Rydak Syndicate Limited

Rydak Syndicate Limited (RSL) (CIN- L65993WB1900PLC001417) is a company, incorporated on 24/07/1900 with its registered office at 4, Dr. Rajendra Prasad Sarani, Kolkata-700001, West Bengal.

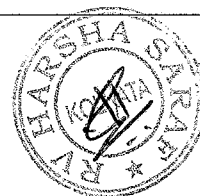
As per the Memorandum of Association of the Company, it was formed with main objective of to open out on any lands acquired by or belonging to the Company, such Tea Gardens and plantations as shall be considered expedient for the purposes of the Company, and to carry on the business of planting and cultivating the Tea plant and the manufacture and sale of Tea and to carry on all such business connected with the acquisition, hiring, leasing, planting, irrigation and cultivation of lands and the rendering merchantable and disposing of the produce thereof as are usually or may conveniently be associated with the plantation, and cultivation of Tea Gardens, and the manufacture, export and sale of Tea.

The Authorized and paid-up share capital as on 31st March 2022 of the company is as under:

Authorized Share Capital	Amount (INR)
12,00,000 Equity Share of Rs. 10/- each	1,20,00,000
Total	1,20,00,000
Issued, Subscribed and Fully Paid-Up Share Capital	Amount (INR)
9,73,128 Equity Share of Rs. 10/- each fully paid up	97,31,280
Total	97,31,280

Details of Shareholders as on 31st March 2022		
Particulars	No of Shares	% Of Holdings
Jardine Henderson, Limited	4,85,366	49.88%
Sripadam Investments Ltd.	81,100	8.33%
Kant & Co. Ltd.	1,00,687	10.35%
Monet Securities Private Limited	58,990	6.06%
Others	2,46,985	25.38%
Total	9,73,128	100%

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2. Dhelakhat Tea Company Limited

Dhelakhat Tea Company Limited (DTCL) (CIN-L15492WB1917PLC002894) is a company, incorporated on 19th November 1917 with its registered office at 4, Dr. Rajendra Prasad Sarani, Kolkata-700001, West Bengal.

As per the Memorandum of Association of the Company, it was formed with main objective of to acquire other lands in the province of Assam and elsewhere in (British) India, the Straits Settlements, Ceylon or the Far East and any machinery, works, stock, plant, movable or immovable property of any kind and wheresoever situate, including concessions and easements or rights and privileges of any kind and to open out on the side lands or any of them such tea gardens and plantations as shall be considered expedient for the purposes of the Company and to plant, cultivate, export, buy and sell tea, tea seed and other produce of the soil, and to prepare, manufacture and render the same marketable, and to buy, sell, trade and deal in any such produce either in its prepared, manufactured or raw state, and to manufacture, and sell tea shook, tea boxes, seed boxes and other articles and in connection with the cultivation, manufacture, packing or sale of tea and any other produce of the soil, and to carry on any business connected with any of the above purposes or convenient to be carried on therewith.

The Authorised and paid-up share capital as on 31st March 2022 of the company is as under:

Authorized Share Capital	Amount (INR)
5,00,000 Equity shares of Rs. Ten each	50,00,000
Total	50,00,000
Issued, Subscribed and Fully Paid-Up Share Capital	Amount (INR)
3,92,770 Equity shares of Rs. Ten each	39,27,700
Total	39,27,700

Details of Shareholders as on 31st March 2022		
Particulars	No of Shares	% Of Holdings
Rydak Syndicate Limited	62,924	16.02%
Sripadam Investments Ltd.	54,248	13.81%
Kant & Co. Ltd.	60,407	15.38%
Vibha Leasing Private Limited	19,800	5.04%
Others	1,95,391	49.76%
Total	3,92,770	100%

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3. SOURCE OF INFORMATION

In connection with this exercise, I have received following information from the management: -

- Audited financial statement Dhelakhat Tea Company Limited and Rydak Syndicate Limited for the year ended 31st March 2022 and for the year ended March 31st, 2021.
- Memorandum of Association & Article of Association of all the Companies.
- Latest Company Master Data of all the Companies from ROC.
- Shareholding Pattern of the Companies as on 31st March 2022, duly certified by the management of the respective Companies.
- Draft Scheme of Arrangement (as duly certified by the management) under section 230 to 232 read with Section 66 and other relevant provisions of the Companies Act, 2013, as may be applicable.
- Written Representations made by the Company in course of the valuation exercise.
- Other relevant information and documents for the purpose of this engagement.
- Fair Valuation of the Properties as provided by the management.
- Details of Investment- (Quoted & Unquoted) and the relevant documents required to arrive at the fair market value of such investments.
- Cash Certificate as on 31st March 2022.
- Bank Statement as on 31st March 2022.

Besides the above listing, there may be other information provided by the Companies, which may not have been perused by me in any detail, if not considered relevant for my defined scope.

Discussions (physical/over call) with the management to: Understand the business and fundamental factors that affect its earning-generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance.

During the discussions with the management, I have also obtained explanations and information considered necessary for this exercise.

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4. VALUATION METHODOLOGY AND APPROACH

The valuation has been carried out on a fair value basis as described under Ind AS 113.

The proposed scheme of amalgamation contemplates the merger of Dhelakhat Tea Company Limited and Rydak Syndicate Limited would require determining the relative value of the equity shares of Dhelakhat Tea Company Limited and Rydak Syndicate Limited .

These values are to be determined independently, but on a relative basis for the Companies.

There are several commonly used and accepted methods for determining the fair exchange ratio for the proposed merger of Dhelakhat Tea Company Limited and Rydak Syndicate Limited, which have been considered in the present case, to the extent relevant and applicable, and subject to availability of information, including:

1. Market price method
2. Comparable companies' multiples methods
3. Discounted cash flows method
4. Net asset value method

Market price method

The market price of equity shares as quoted on a stock exchange, where the shares regularly and freely traded in, is normally considered as the value of the equity shares of the company.

In the present case, the Companies are unlisted private company. Hence, I have not used the market price method.

Comparable companies multiple ("CCM") method

Under this method, the value of equity shares of a company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies and transactions in unlisted companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuations.

Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

Though from the nature of business, in which the companies operate, have multiple comparable companies in the market, however they are much larger in size of revenue and scale of business as compared to entity under consideration, hence are not comparable currently. Hence, I have not considered the CCM method.

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Discounted cash flow (“DCF”) method

Under the DCF method the projected free cash flows to the equity shareholders are discounted at the cost of equity. The sum of the discounted value of such free cash flows is the value of the firm.

Using the DCF analysis involves determining the following:

Estimating future free cash flows:

Free cash flows are the cash flows expected to be generated by the company that are available to the providers of the company’s equity capital.

Appropriate discount rate to be applied to cash flows i.e., the cost of equity:

This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to the equity capital providers (namely equity shareholders). The opportunity cost to the equity capital provider equals the rate of return the equity capital provider expects to earn on other investments of equivalent risk.

I have not used the DCF method. The financial projections of the Companies depend upon the amalgamation and therefore, the method will not be relevant enough to be applied. Further, the future earnings of the company are dependent upon the amalgamation of the Companies.

Net asset value (“NAV”) method

The asset-based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This valuation approach may be used in cases where the assets base dominates the earnings capability.

The difference between the value of all assets and the value of all liabilities is the value of the company. The adjusted NAV encompasses valuation of all the company’s assets, tangible and intangible, whether they are presently recorded on the balance sheet. The value of shares can be ascertained by dividing the value of net assets by the number of shares.

The valuation as carried out by using Net Asset Value (NAV) method having regard to information base, management representation, key underlying assumptions and limitations and considering the facts that the business after the proposed amalgamation of the specified companies are intended to be continued on going concern basis.

I have used Adjusted NAV method, as the Company have business activities, however it is inconsistent over the period. There is no definitive trend available to forecast in the future.

All the assets and liabilities available with the Companies was identified in terms of value and can be revalued. Based on discussion with management, adjustment for non-recurring transaction in FY 2021-22 were made to arrive at the Adjusted NAV.

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5. **VALUATION ANALYSIS AND OPINION**

This analysis is undertaken to compute the fair value of the companies as on the valuation date using the accepted valuation method.

Details of the Companies and determination of Net Asset Value (NAV) as on 31st March 2022:

(Amount in INR)

Sl.No	Companies	Assets	Liabilities	NAV
1	Rydak Syndicate Limited	2,35,48,38,552	55,51,34,044	1,79,97,04,508
2	Dhelakhat Tea Company Limited	40,55,83,235	16,93,17,934	23,62,65,301

The broad framework used while arriving at the value of the Companies is as follows:

Determine Net Assets Value per share as on 31st March 2022:

Based on the audited financials provided by the management I have determined the Net Assets value of each of the company by deducting the Liabilities from the Assets.

I have then divided the calculated Net Assets Value of the Companies by the Number of Outstanding Shares as on Valuation Date to determine the Net Assets Value Per Share as on the Valuation Date.

(Amount in INR)

Sl.No	Companies	NAV (A)	No. of Shares (B)	NAV/Shares (C) = A/B
1	Rydak Syndicate Limited	1,79,97,04,508	9,73,128	1,849.40
2	Dhelakhat Tea Company Limited	23,62,65,301	3,92,770	601.54

Determine the Share Exchange /Swap Ratio:

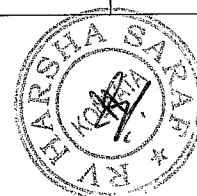
Based on the scheme of arrangement as identified by the management of amalgamation of Dhelakhat Tea Company Limited and Rydak Syndicate Limited.

Rydak Syndicate Limited would allot its shares to the shareholders of Dhelakhat Tea Company Limited and in the share swap ratio proposed. The economic interest of the shareholders of DTCLL (the Amalgamating Company) in the paid-up equity share capital of RSL (the Resulting Company) would be the same as it is in the paid-up equity share capital of their respective Companies.

Based on the NAV per share for the Companies, I have determined the swap exchange / swap ratio pursuant to the proposed Scheme of arrangement.

(Amount in INR)
as on 31st March 2022

Resulting Transferee Company	Amalgamating / Transferor Company	NAV/ Share of Transferee (consolidated) (A)	NAV/ Share of Transferor (B)	Swap Ratio/ Exchange Ratio (B/A)
Rydak Syndicate Limited	Dhelakhat Tea Company Limited	1,849.40	601.54	0.32526



Assumptions used in fair valuation as on 31st March 2022.

1. The valuation report is based on the premise of 'Going Concern value.' Going concern value is the value of a business enterprise that is expected to continue to operate in the future.
2. There are no contingent liabilities of the Companies.
3. The valuation will fluctuate with changes in the prevailing market conditions, the conditions prospects, financial and otherwise, of the Companies, and other factors which influence the valuation of Companies and its assets.
4. The above merger will be creating Goodwill for the Resulting Company.
5. All the trade receivables are 100% realizable and the security deposit is refundable to the company.

Note:

1. Pursuant to the scheme of Amalgamation, it is proposed that the consideration would be discharge of issue of equity shares by RSL, to all shareholders of DTCL.
2. Accordingly, there is no change in the beneficial ownership of the Companies under the amalgamation.
3. 325 Equity Shares of RSL having face value of Re. 10 each for one thousand Equity shares of DTCL having face value of Rs. 10/- each.

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6. **STATEMENT OF LIMITING CONDITIONS**

I have called for and have been provided with by the management of the Companies various data, accounts, and statements from time to time for the purpose of carrying out the valuation of DTCL and RSL.

To arriving at the swap ratio, I have relied on the information provided to me by the management, which I believe to be reliable, and my conclusions are dependent on and subject to such information being complete and accurate in all material respects.

I am not required to and have not carried out any due diligence review, technical or validation of such financial and other information to establish the accuracy or sufficiency of the financial statements referred to above or of the information, explanations and representations provided to me.

Accordingly, I do not express an opinion or any other form of assurance and accept no responsibilities for the same. I have been given to understand that the management would be able to substantiate the information, projections and other representations, if challenged in future.

Since the valuation is based on the information provided, for which the management accepts full and sole responsibility, and the analysis has been limited to the data provided, my valuation is subject to these limitations. My reliance and use of this information should not be considered as an expression of my opinion on it, and I do not and will not accept any responsibility or liability for the impact of any inaccuracies in the information provided for my valuation.

I have not conducted the site review of the subject business premises neither do I confirm the accuracy of the financial statements of the Companies provided to me. It is assumed that these statements are true and correct.

The scope of my services is to conduct a relative (and not absolute) valuation of equity shares of the Companies with accepted professional standards.

This valuation reflects facts and conditions existing or foreseeable at the valuation date. Subsequent events have not been considered, and I have no obligation to update the report for such events and conditions after 31st March 2022.

My engagement for this valuation consulting work does not include any procedures designed to discover any defalcations or other irregularities, should any exist.

No change to any item in this valuation/conclusion report shall be made by anyone other than me and I shall have no responsibility for any unauthorized change.



7. CAVEAT

As you are aware, by its very nature, valuation work cannot be regarded as an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for the purpose.

The valuation conclusions arrived at in many cases is by their very nature subjective and dependent on the exercise of individual judgment. Given the same set of facts and using the same assumptions, expert opinions may differ due to the number of separate judgment decisions, which must be made. There can therefore be no standard formulae to establish an indisputable value, although certain formulae are helpful in assessing reasonableness.

It may be pointed out that valuations are based on estimates of future financial performance or opinions that represent reasonable expectations at a particular point in time, but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, that events will occur, or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis would vary from these estimates, and the variations may be material.

Considering the dynamic environment and pace of technological developments, the market value of the business engaged in high technology such as simulation and training and resources optimization, etc. may change significantly in a short period of time.

The actual market price achieved may be higher or lower than my estimate of value range depending on the circumstances of the transaction and the nature of the business (for example, the purchaser's perception of potential synergies). The knowledge, negotiating ability and motivation of buyers and sellers and the applicability of a discount or premium for control will also affect actual market price achieved. The final transaction price is something on which the parties themselves must agree. I also emphasize that my opinion is not the only factor that should be considered by parties in agreeing to the transaction price.

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8. **DISTRIBUTION OF REPORT**

The report is prepared solely for the purpose stated in the Engagement Letter and should not be used for any other purpose. Except as specifically stated in the report, the report and its contents may not be quoted or referred to, in whole or in part, in any registration statement, prospectus, public filing, loan agreement, or other agreement or document without the prior written approval of the valuer. Except as set forth in this report, the report is prepared for client use only and may not be reproduced or distributed to any third parties without Valuer's prior written consent.

In case the Companies propose to make available my report to any other third party, it shall seek my written consent. While this consent would not be unreasonably withheld, I will require holding harmless letter in a form expressly agreed by me from each party to whom the report on Equity Valuation is proposed to be given. In such case, I will not accept any liability / responsibility to such parties to whom the Report is shown. The contents of this report will not be disclosed to any other party.

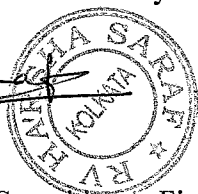
While due care has been exercised in carrying out the engagement, I shall not accept any responsibility or liability to third parties to whom my Report may have been shown or into whose hands it may come. Such parties are advised to carry out their own independent assessment or to obtain professional advice before taking relevant decisions.

My report is not, nor should it be construed as my opining or certifying the compliance of the merger with the provisions of any law including companies, taxation and related laws or as regards any legal implications or issues arising from such proposed merger.

Testimony

The Valuer and its employees shall not provide any testimony or appear in any legal proceeding unless I coordinate such testimony.

Haesha Saraf



Harsha Saraf
Registered Valuer – Securities or Financial Assets
Registration. No: IBB/RV/06/2019/11425
Place: Kolkata

To,
The Board of Directors,
Rydak Syndicate Limited
4, Dr. Rajendra Prasad Sarani,
Kolkata-700001

To,
The Board of Directors,
Dhelakhat Tea Company Limited
4, Dr. Rajendra Prasad Sarani,
Kolkata-700001

Subject: Fairness opinion on the fair exchange ratio recommended by Harsha Saraf IBBI Registered Valuer for the merger of Dhelakhat Tea Company Limited ("DTCL") into Rydak Syndicate Limited ("RSL")

Dear Sir/Ma'am,

We refer to the engagement letter dated 20th December, 2022 with GYR Capital Advisors Private Limited Category I Merchant Banker, Registered with SEBI bearing Registration Number INM000012810 ("GCAPL" or "we" or "us") wherein Rydak Syndicate Limited (hereinafter referred to as "RSL" or "Client") has requested us to provide a fairness opinion on fair exchange ratio recommended by Harsha Saraf IBBI Registered Valuer (Independent Valuer) as at 01st November 2022 ("Valuation Report date") for the proposed amalgamation of Dhelakhat Tea Company Limited ("DTCL") into Rydak Syndicate Limited ("RSL").

SCOPE AND PURPOSE OF THIS REPORT

We understand that the Board of Directors (the "Board") of Rydak Syndicate Limited ("RSL" or the "Company") is considering the amalgamation of RSL with Dhelakhat Tea Company Limited ("DTCL") through a scheme of amalgamation between JPL, and DTCL under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Merger").

As a consideration for this Proposed Merger, shareholders of DTCL would be issued shares or other instruments of RSL in lieu of their shareholding in DTCL.

In this connection, the Client has engaged GCAPL to provide fairness opinion on share exchange ratio for the Proposed Merger as proposed by Harsha Saraf IBBI Registered Valuer for the Proposed Merger.

This opinion is subject to the scope, assumptions limitations and disclaimers detailed herein.

This fairness opinion report ("Report") is our deliverable in respect of the above engagement.

In connection with the same, we attach our Fairness Opinion Report, in terms of the SEBI Circular.

SOURCES OF INFORMATION

In connection with this exercise, we have received the following information from the management of RSL / obtained from public domain:

1. Draft and Final report from Harsha Saraf IBBI Registered Valuer.
2. Draft Scheme of Arrangement for the Proposed Merger.
3. Audited financial statement of Dhelakhat Tea Company Limited and Rydak Syndicate Limited for the year ended 31st March, 2022 and for the year ended March 31st, 2021.
4. Memorandum of Association & Article of Association of all the Companies.
5. Latest Company Master Data of all the Companies from ROC.
6. Shareholding Pattern of the Companies as on 31st March 2022, duly certified by the management of the respective Companies.
7. Written Representations made by the Company in course of the valuation exercise.
8. Other relevant information and documents for the purpose of this engagement.
9. Fair Valuation of the Properties as provided by the management.
10. Details of Investment- (Quoted & Unquoted) and the relevant documents required to arrive at the fair market value of such investments.
11. Cash Certificate as on 31st March 2022.
12. Bank Statement as on 31st March 2022.

We have also obtained further explanations and information considered reasonably necessary for our exercise, from the Management.

PROCEDURES ADOPTED

In connection with this exercise, we have adopted the following procedures to carry out the valuation:

- Requested and received financial and qualitative information.
- Obtained data available in public domain.
- Discussions (over calls) with the Management to understand the business and fundamental factors that affect its earning-generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance of the Companies.
- Undertook Industry Analysis Research publicly available market data including economic factors and industry trends that may impact the valuation
- Analysis of key trends and valuation multiples of comparable companies/comparable transactions using:
- Selection of internationally accepted valuation methodology/(ies) as considered appropriate by us.
- We have had discussions with Harsha Saraf IBBI Registered Valuer, on such matters we believed were necessary or appropriate for the purpose of issuing this opinion.

ASSUMPTIONS AND LIMITATIONS

In giving our Opinion

1. We have relied on the assessment of RSL's management on the commercial merits of the Merger, including that the Merger is in the best Interests of RSL and its shareholders as a whole;
2. We have relied without independent verification, upon the accuracy and completeness of all of the information (including, without limitation, the Valuation Report) that was made available to us or publicly available or was discussed with or reviewed by us (Including the information set out above) and have assumed such accuracy and completeness for the purpose of providing this opinion;
3. We have not been provided with any financial forecasts, business plans or other internal financial analysis relating to RSL and DTCL.
4. We have had limited access to the management of RSL and DTCL. We have therefore not discussed with management the past and current business operations or the financial condition of RSL and DTCL;
5. While we have used various assumptions, judgements and estimates in our inquiry, which we consider reasonable and appropriate under the circumstances, no assurances can be given as to the accuracy of any such assumptions, judgements and estimates;
6. We have assumed that all governmental, regulatory, shareholder and other consents and approvals necessary for the Merger will be obtained in a timely manner without any adverse effect on RSL;
7. We have not made any independent evaluation or appraisal of the assets and liabilities of RSL and DTCL and we have not been finished with any such evaluation or appraisal, nor have we evaluated the solvency or fair value of RSL and DTCL under any laws relating to the bankruptcy, insolvency or similar matters;
8. we have made no adjustment to the share price of RSL and DTCL for the purposes of our analysis;
9. we have not conducted any independent legal, tax, accounting or other analysis of RSL or of the Merger and when Appropriate we have relied solely upon the judgements of the RSL's legal, tax, accountants and other professional advisers who may have given such advice to RSL without knowledge or acceptance that it would be relied upon by us for the purpose of this opinion. We have not included the legal and tax effects of any reorganisation or transaction costs that may arise as a result of the Merger in our analysis. In addition, we have not performed any independent analysis of the situation of the Individual shareholders of RSL, including with respect to taxation in relation to the Merger and express no opinion thereon;
10. We have not undertaken independent analysis of any potential or actual litigation, regulatory action, possible unassisted claims, or other contingent liabilities to which RSL or DTCL is or may be a party or is or may be subject, or of any government investigation of any possible unassisted claims or other contingent liabilities to which RSL or DTCL is or may be a party or is or may be subject to;
11. we have also assumed that there has been no material change in DTCL's assets and financial condition, results of operations, business or prospects since the date of the most recent financial statements published;
12. we have not conducted any physical inspection of the properties or facilities of RSL and DTCL.
13. We have assumed that the Merger will be consummated on the terms set forth in the Scheme Document and that the final version of the Scheme Document will not change in any material respect from the draft version we have reviewed for the purpose of this opinion;
14. We have assumed that the Merger will be consummated on the terms set forth in the Scheme Document and that the final version of the Scheme Document will not change in any material respect from the draft version we have reviewed for the purpose of this opinion;

15. we have assumed that the Merger will be consummated on the terms set forth in the Scheme Document and that the final version of the Scheme Document will not change in any material respect from the draft version we have reviewed for the purpose of this opinion;

Our opinion is necessarily based on financial, economic, market and other conditions as in effect on and the information made available to us as of, the date hereof. It should be understood that subsequent developments may affect the opinion and that we do not have any obligation to update, revise or reaffirm this opinion.

We are expressing no opinion herein as to the price at which any securities of either RSL or DTCL will trade at any time.

Our opinion, as set forth herein, is limited to the fairness, from a financial point of view, of the Share Exchange Ratios based on the recommendations set out in the Valuation Report. No opinion is expressed whether any alternative transaction might be more beneficial to RSL.

RELATIONSHIP WITH GCAPL

GCAPL was not requested to, and did not, provide advice concerning the structure, the Share Exchange Ratios or any other aspects of the Merger or to provide services other than the delivery of this Fairness Opinion. GCAPL did not participate in negotiations with respect to the terms of the Merger and any related transactions. Consequently, GCAPL has assumed that such terms are the most beneficial terms from RSL's perspective that could under the circumstances be negotiated with DTCL,

We will receive a fee from RSL for tendering this opinion.

OTHER LIMITATIONS

This opinion is addressed to and provided solely for the benefit of Board of Directors of RSL and DTCL exclusively in connection with and for the purposes of its evaluation of the fairness of the Share Exchange Ratios. This letter shall not confer rights or remedies upon, and may not be used or relied on for any other purpose by, any holder of securities of RSL and DTCL, any creditor of RSL and DTCL or by any person other than the Board of Directors of RSL and DTCL,

GCAPL is acting for the Board of Directors of RSL and DTCL and no one else in connection with the Merger and will not be responsible to any person other than the Board of Directors of RSL and DTCL for providing this opinion. Subject to the terms of the Engagement Letter, this opinion shall not be relied upon by anyone other than the Board of Directors of RSL and DTCL without our prior written consent. Neither the existence of this opinion nor its contents may be copied in whole or in part, or discussed with any other parties, or published or made public or referred to in any way, without our prior written consent in each instance, except that this opinion may be described in and included in its entirety in the Scheme Document Any disclosure so made by RSL and DTCL shall be made only after consultation with the GCPAL, and GCPAL have had a reasonable opportunity to review and comment on the final draft and GCPAL comments (If any) have been fully addressed, We take no responsibility or liability for any claims arising out of any such disclosure and we specifically disclaims any responsibility to any third party to whom this opinion may be shown or who may acquire a copy of this opinion.

This opinion shall be governed by the laws of India,

Specifically, this opinion does not address the commercial merits of the Merger nor the underlying decision by RSL and DTCL to proceed with the Merger nor does it constitute a recommendation to any shareholder or creditor of RSL and DTCL as to how such shareholder or creditor should vote with respect to the Merger or any other matter.

The ultimate responsibility for the decision to recommend the amalgamation rests solely with the Board of Directors of JPL.

BACKGROUND

1.1. Rydak Syndicate Limited (JPL)

Rydak Syndicate Limited (RSL) (CIN- L65993WB1900PLC001417) is a company, incorporated on 24/07/1900 with its registered office at 4, Dr. Rajendra Prasad Sarani, Kolkata-700001, West Bengal.

The Authorised and paid-up share capital as on 31st March 2022 of the company is as under:	Amount (INR)
Authorised Share Capital	
12,00,000 Equity Share of Rs. 10/- each	1,20,00,000
Total	1,20,00,000
Issued, Subscribed and Fully Paid Up Share Capital	Amount (INR)
9,73,128 Equity Share of Rs. 10/- each fully paid up	97,31,280
Total	97,31,280

Details of Shareholders as on 31st March 2022

Particulars	No. of Shares	% of Holdings
Jardine Henderson, Limited	4,85,366	49.88%
Sripadam Investments Ltd.	81,100	8.33%
Kant & Co. Ltd.	1,00,687	10.35%
Monet Securities Private Limited	58,990	6.06%
Others	2,46,985	25.38%
Total	9,73,128	100.00%

1.2. Dhelakhat Tea Company Limited (DTCL)

Dhelakhat Tea Company Limited (DTCL) (CIN-L15492WB1917PLC002894) is a company, incorporated on 19th November, 1917 with its registered office at 4, Dr. Rajendra Prasad Sarani, Kolkata-700001, West Bengal.

The Authorised and paid-up share capital as on 31st March 2022 of the company is as under:	Amount (INR)
Authorised Share Capital	
5,00,000 Equity Share of Rs. 10/- each	50,00,000
Total	50,00,000
Issued, Subscribed and Fully Paid Up Share Capital	Amount (INR)
3,92,770 Equity Share of Rs. 10/- each fully paid up	39,27,700
Total	39,27,700

Details of Shareholders as on 31st March 2022

Particulars	No. of Shares	% of Holdings
Rydak Syndicate Limited	62,924	16.02%
Sripadam Investments Ltd.	54,248	13.81%
Kant & Co. Ltd.	60,407	15.37%
Vibha Leasing Private Limited	19,800	5.04%
Others	1,95,391	49.76%
Total	3,92,770	100.00%

APPROACH - BASIS OF DETERMINATION OF THE SHARE EXCHANGE RATIO FOR THE PROPOSED MERGER

The Independent Valuer has recommended the following share exchange ratio for the Proposed Merger

Companies (Resulting)	Companies (Amalgamating)	Exchange Ratio as on 31st March 2022
Rydak Syndicate Limited	Dhelakhat Tea Company Limited	325:1000

OUR ANALYSIS:

For the purpose of forming our opinion and the Report, we have primarily relied on the Valuation Report and our discussion with the Valuer.

As per the current market valuation standards, any valuation exercise can be carried out using various methodologies the valuation methodology depends on various factors. Basis our discussions with the Valuer, we were informed that taking into consideration the market conditions and the overall development status of all the projects that are currently being undertaken / to be undertaken by the Companies.

CONCLUSION

On the basis of our examination of the Scheme and other information and data provided to us by the Company and subject to the scope and limitation as mentioned hereinabove, to the best of our knowledge and belief, we are of the opinion that the proposed Share Exchange Ratios are fair, from a financial point of view, to the shareholders of RSL and DTCL.

For, GYR Capital Advisors Private Limited
(Formerly known as Alpha Numero Services Private Limited)

Mohit Baid
Director
DIN: 08594571

Date: December 20, 2022
Place: Ahmedabad

To,
The Board of Directors,
Rydak Syndicate Limited
4, Dr. Rajendra Prasad Sarani,
Kolkata- 700001

We, **R Kothari & Co. LLP** having Office at 16A, Shakespeare Sarani, New B K Market, 5th floor, Kolkata 700071 being the statutory auditors of Rydak Syndicate Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 11 of Part B of the Draft Scheme of Amalgamation of Dhelakhat Tea Company Limited with Rydak Syndicate Limited in terms of the provisions of section 133 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

This Certificate is issued at the request of the Rydak Syndicate Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the Calcutta Stock Exchange. This Certificate should not be used for any other purpose without our prior written consent.

For R Kothari & Co. LLP.
Chartered Accountants
FRN: 307069E/E300266

(CA Kailash Chandra Soni)
Partner
Membership No.: 057620
UDIN: 23057620BGVJZG2835

Dated: 17-02-2023
Place: Kolkata

Independent Auditor's Report

**Independent Auditor's Report
To the Members of Rydak Syndicate Limited
Report on the Audit of the Standalone Financial Statements**

Opinion

We have audited the accompanying Standalone financial statements of Rydak Syndicate Limited ('the Company'), which comprise the balance sheet as at 31 March 2022, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standard prescribed under section 133 of the Act read with 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 31st March, 2022, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted the Audit of the Standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's responsibilities for the Audit of the Standalone Financial Statements sections of our Report. We are independent of the Company in accordance with the code of Ethics issued by the Institute of the 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 obtained by us 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 significant in our Audit of the Standalone Financial Statements of the current period. These matters are 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.

Key audit matters	How our audit addressed the key audit matters
<p>Estimation of Useful Life of Bearer Plants (as described in note 3 of the standalone Ind AS financial statements)</p> <p>The carrying value of Bearer Plants as on March 31, 2022 is Rs. 4,693.84 lakhs. Estimation of useful life of Bearer Plants requires the management to exercise significant judgement. The changes in natural factors may affect the useful life expectancy of such assets and consequently have an impact on the carrying value of these assets and depreciation expense.</p> <p>As per Ind AS 16 'Property, Plant and Equipment', the management reviews estimated useful life and residual value of Bearer Plants annually.</p> <p>As per Bush Valuation Report uprooting done during the year in different sections has been taken out from the opening balance of carrying amount.</p> <p>This matter has been identified as a key audit matter due to significant estimates / judgment involved in estimating useful life for these asset.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Assessed the management's estimate of useful life of Bearer Plants, for which we (1) evaluated the consistency of estimates with the Company's pattern of economic benefits embodied in such assets and future operating plans including acquisitions and retirements of the Bearer Plants; (2) compared the useful life estimates with those adopted by comparable tea producers, as per external available information; and (3) considered the Company's historical experience. Evaluated the assumptions and critical judgements used by the management and tested the underlying supporting documents / details. Assessed the related disclosures in the standalone Ind AS financial statements. <p>Our checking reveals that opening carrying amount of Bearer Plants have not been reduced with Uprooting.</p>
<p>Valuation of Biological Assets and agriculture produce (as described in note 11 of the standalone Ind AS financial statements)</p>	

Independent Auditor's Report *(Contd.)*

<p>As required by Ind AS 41 "Agriculture", management estimates the fair value of plucked (agriculture produce) and un-plucked tea leaves (biological assets) as at the balance sheet date through the use of valuation model and recent transaction prices. As at March 31, 2022, the carrying value of biological assets included under current assets is ` Rs.47.44 Lakhs. Finished goods produced from agricultural produce are valued at lower of cost (arrived at by adding the cost of conversion to the fair value of agricultural produce) and the net realisable value. For harvested or unharvested green leaves, since there is no active market for own leaves, significant judgement is involved in considering key assumptions used in determining average prevalent selling prices of the tea leaf, average quality of the tea leaf and quantity of unplucked leaf. Accordingly, this matter has been identified as a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • Understood, evaluated and tested the operating effectiveness of internal controls over valuation of biological assets and harvested tea leaf inventory. • Assessed the significant assumptions used in the valuation model with reference to available market information, • Tested the data inputs used and compared them with underlying supporting documents. • Assessed the related disclosures in the standalone Ind AS financial statements for compliance with disclosure requirements. • Testing the consistency of application of the fair value approaches and models over the years.
<p>Investment in Associate and other than Associate <i>(as described in note 5 and 6 of the standalone Ind AS financial statements)</i></p>	
<p>The company carries its investments in Associate and an other than Associates at cost, adjusted for impairment if any. At 31st March 2022, total investments amounted to Rs. 55.01 Lakhs, The amount is significant to the financial statements. Moreover, the testing of impairment exercise involves the use of estimates and judgements. The identification of impairment events and the determination of an impairment charge also require the application of significant judgement by management, in particular with respect to the timing, quantity and estimation of future cash flows. In view of the significance of the investments and the above, we consider investment valuation/impairment to be a significant key audit matter.</p>	<p>Our audit procedures comprised, amongst others:</p> <ul style="list-style-type: none"> • We have assessed the valuation methodology used by management and the requirements in Ind AS and tested the inputs used • Our audit response also consisted of analysing the possible indications of impairment and discussed them with management. • We have discussed the forecasted results of the investments with management and also reviewed the substantiation of the forecasts based on historical information. • We have reviewed the market value of assets provided by the management based upon prevalent market conditions and evidences of the market value of the assets.
<p>Contingent Liabilities <i>as described in note 44(b) of the standalone Ind AS financial statements)</i></p>	
<p>The Company is exposed to different laws, regulations and interpretations thereof. The company is also subject to number of significant claims and litigations.</p> <p>The assessment of the likelihood and quantum of any liability in respect of these matters can be judgmental due to the uncertainty inherent in their nature.</p> <p>At March 31, 2022, the Company has disclosed significant pending legal cases with respect to Income tax under appeal, and other material contingent liabilities.</p> <p>We considered this to be a key audit matter, since the accounting and disclosure of claims and litigations is complex and judgmental, and the amounts involved are, or can be, material to the financial statements.</p>	<p>Our audit procedures included among others:</p> <ol style="list-style-type: none"> I. Understanding and assessing the internal control environment relating to the identification, recognition and measurement of provisions for disputes, potential claims and litigation, and contingent liabilities; II. Analyzed significant changes/update from previous periods and obtained a detailed understanding of such items. Assessed recent judgments passed by the court authorities affecting such change; III. Discussed the status of significant known actual and potential litigations with the management & noted that information placed before the board for such cases and IV. Assessment of the management's assumptions and estimates related to the recognized provisions for disputes and disclosures of contingent liabilities in the financial statements.
<p>Impairment of trade receivables</p>	
<p>As at 31 March 2022 the Company held Rs. 97.25 Lakhs of trade receivables.</p> <p>As disclosed in Note 12, these amounts are receivable from customers across the country and a majority of these trade receivables are not secured.</p> <p>The determination of whether trade receivables will be realized at the stated amounts, requires management to exercise judgement and apply assumptions relating to expectations of recovery from past due customers also considering the market in which the customers operate due to which this matter was considered as a key audit matter.</p> <p>The above figure is net off advance from a customer Rs.19.32 Lakhs</p>	<p>Our audit approach included the following;</p> <ul style="list-style-type: none"> ~ We assessed the management's process, systems and controls implemented over the identification of past due receivables and the assessment of impairment of doubtful debts thereon. ~ We verified the subsequent receipts of money for outstanding invoices on a sample basis, in ascertaining whether an increased credit risk is identified with regard to the Groups trade dues. ~ For past due customers, we inquired reasons for being long overdue, and assessed whether the resultant credit risk has been considered by management in their impairment assessment. <p>We also assessed the adequacy of disclosures made in relation to impairment of trade receivables in Note 11 to the Ind AS financial statements.</p>

Independent Auditor's Report *(Contd.)*

<p>Revenue from Contracts with customers. (Revenue Accounting Standards)</p>	
<p>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 .Revenue from Contracts with customers.(New Revenue Accounting Standards).</p> <p>The application of accounting standards involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of basis used to measure revenue recognized over a period and estimate of variable consideration. Additionally, revenue accounting standards contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to balance sheet date. There is no Invoicing Finance balance as on 31.3.2022.</p>	<p>Principle Audit procedures</p> <p>We assessed the Company's process to identify the impact of adoption of the revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> • Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. • Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls. Tested the relevant information technology systems access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard. <p>Selected a sample of continuing and new contracts and performed the following procedures:</p> <ul style="list-style-type: none"> - Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. - Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts. - Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.
<p>Amortisation of Interest payable to a Group Company</p> <p>The Company entered into an agreement with a Group Company from whom ICD was taken ,for amortization of Interest Payable on ICD considered at fair value.Net gain arrived on this amortization of financial liability measured at FVTPL amounting to Rs.220.51Lakhs has been considered as other Income.</p>	<p>Principle Audit procedure</p> <ul style="list-style-type: none"> • We assessed the Financial Liability of Interest payable to the Group Company as on the date of Agreement. • We analyzed the effect of Amortization process after verifying the signed agreement entered between the Company and the other party (Group Company). • Considered the terms of deferment of ICD payment installment. • Carried out checking of calculation at FVTPL of the liability of Interest and accordingly verified the net gain on amortization

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, 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 the 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 Companies Act, 2013 ("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 Ind AS and other accounting principles generally accepted in India.

This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate accounting

Independent Auditor's Report *(Contd.)*

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

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

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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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 the 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 standalone 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 should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) the balance sheet, the statement of profit and loss, the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account.
 - (d) in our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act
 - (e) on the basis of the written representations received from the directors as on 31 March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;

Independent Auditor's Report *(Contd.)*

- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv.
 - a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party or provide a guarantee or security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. As stated in Note to the standalone financial statements
 - (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
 - (b) The Board of Directors of the Company have proposed dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **M. C. DAS & Co**
Chartered Accountants
Firm's Registration Number: 301110E

A. K. BANERJEE
Partner

Membership Number: 050243
UDIN: 22050243ALXCXX8467

Kolkata
25th May, 2022

Annexure - A to the Auditor's Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended 31 March 2022, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
The Company does not have any Intangible Assets for maintaining proper records.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) Based on our examination of the Land Revenue tax receipts and Lease agreements of land of Tea Estates & its' renewal papers etc. provided to us, we report that, the title in respect of Leasehold Lands disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
- (d) The Company has not revalued any of its Property, Plant and Equipment except for Bearer Plants where valuation has been done by a Registered Valuer.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (f) According to the information & explanation given to us no proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder
- (ii) (a) As explained to us Inventories have been physically verified during the year by the management at reasonable interval, except for teas lying with Agents. The procedure of physical verification followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- (b) The Company has been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks on the basis of security of current assets. The quarterly returns filed by the Company are in agreement with the books of Accounts.
- (iii) The Company has not granted any loans or advances in the nature of loans or stood guarantee, or provided security to Companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.
- (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, with respect to the loans and investments made.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable
- (vi) The Central Government has prescribed the maintenance of cost records under section 148(1) of the Act and such records have been made and maintained.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, VAT, Cess, GST and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable .
- (b) According to the information and explanations given to us, there are no dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax have not been deposited by the Company on account of disputes:

Name of the statute	Nature of dues	Amount (in Rs)	Period to which the amount relates	Forum where dispute is Pending
Income Tax	Central Tax	430,390	2013-14	CIT(A) Rs. 3,00,330/- demand will be paid
Income Tax	Central Tax	19,304,840	2018-19	CIT(A)
Income Tax	Central Tax	4,542,231	2016-17	CIT (A)
Income Tax	Central Tax	7,182,110	2019-20	CIT(A)

- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961
- (ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year but there were outstanding term loans at the beginning of the year and the Company has complied with the terms of repayment along with Interest.
- (d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.

- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its Associates/Subsidiaries.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (x) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) however term loans received during the year has been utilised for the purpose for which they were taken.
- (xi) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedure.
- (xii) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company as prescribed under section 406 of the Act. Accordingly reporting under clause (xii) of the Order is not applicable to the Company.
- (xiv) 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 Indian Accounting Standards.
- (xv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business
(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit
- (xvi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him and hence provisions of section 192 of The Companies Act,2013 are not applicable.
- (xvii)The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (xviii)The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xix) On the basis of our checking of the financial ratios, ageing and expected realisation of financial assets and payment of financial liabilities, and 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 indicating 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 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) There are unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

for M.C.DAS & Co
Chartered Accountants
Firm's Registration Number: 301110E

A.K.BANERJEE
Partner
Membership Number: 050243
UDIN:22050243ALXCXX8467

Kolkata
25th May,2022

Annexure - B to the Auditor's Report

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

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

We have audited the internal financial controls over financial reporting of **Rydak Syndicate Limited**

("the Company") as of 31st March, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were generally operating effectively as at 31 March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Kolkata
25th May, 2022

for M.C.DAS & Co
Chartered Accountants
Firm's Registration Number: 301110E
A.K.BANERJEE
Partner
Membership Number: 050243
UDIN: 22050243ALXCX8467

Balance Sheet

as at 31st March 2022

(All amounts in INR lacs, unless otherwise stated)

Particulars	No	31st March 2022	31st March 2021
ASSETS			
Non-current assets			
Property, plant and equipment	3	6,270.56	6,068.77
Capital work-in-progress	4	438.02	317.31
Investment in associate	5	1.23	1.23
Financial assets			
Investments	6	55.01	50.58
Non current tax asset (net)	7	267.82	246.18
Deferred tax assets (net)	8	290.26	273.70
Other non-current assets	9	59.68	68.88
Total non-current assets		7,382.58	7,026.65
Current assets			
Inventories	10	2,506.00	2,406.32
Biological assets other than bearer plants	11	47.44	33.93
Financial assets			
(i) Trade receivables	12	97.25	162.75
(ii) Cash and cash equivalents	13	901.42	70.83
(iii) Other financial assets	14	34.57	21.79
Other current assets	15	173.54	397.28
Total current assets		3,760.22	3,092.90
Total assets		11,142.80	10,119.55
EQUITY AND LIABILITIES			
Equity share capital	16	97.31	97.31
Other equity	17	5,494.14	3,302.81
Total equity		5,591.45	3,400.12
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	18	925.49	978.38
Provisions	19	975.62	1,020.06
Other non current financial liabilities	20	1,119.26	1,323.13
Total non-current liabilities		3,020.37	3,321.57
Current liabilities			
Financial liabilities			
(i) Borrowings	21	135.60	903.70
(ii) Trade payables			
a) Total outstanding dues of micro enterprises and small enterprises	22	92.19	-
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		778.46	1,066.44
(iii) Other financial liabilities	23	1,144.02	1,100.63
Other current liabilities	24	75.22	110.17
Provisions	25	305.49	216.92
Total current liabilities		2,530.98	3,397.86
Total equity and liabilities		11,142.80	10,119.55

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS - 1 to 45

The notes referred to above form an integral part of the Financial Statements.

In terms of our attached Report of even date

For **M. C. DAS & Co**
Chartered Accountants
Firm's Registration Number: 301110E

Subir Das
Director
DIN: 00199255

Rajvinder Singh
Managing Director
DIN: 06931916

A. K. BANERJEE
Partner
Membership Number: 050243
Place : Kolkata
Date : 25th May, 2022

Aditya Gupta
(CFO)

Nishita Dutta Chadda
(Company Secretary)

Statement of Profit and Loss

for the year ended 31 March 2022

(All amounts in INR lacs, unless otherwise stated)

Particulars	Note	31st March 2022	31st March 2021
Income			
Revenue from operations	26	14,346.68	12,830.89
Other income	27	436.00	107.90
Total income		14,782.68	12,938.79
Expenses			
Cost of materials consumed	28	1,096.69	1,015.08
Changes in inventories of finished goods	29	97.66	68.80
Change in carrying amount of biological assets other than bearer plant ((gain)/loss)	30	(13.51)	(16.23)
Employee benefits expense	31	8,284.78	7,156.67
Finance costs	32	147.79	266.20
Depreciation expense	3	308.77	591.53
Other expenses	33	2,371.89	2,353.14
Total expenses		12,294.07	11,435.19
Profit before tax		2,488.61	1,503.60
Tax expense:			
- Current tax	35	172.17	105.40
- Deferred tax	37	17.32	(62.46)
Total tax expenses		189.49	42.94
Profit for the year		2,299.12	1,460.66
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations	39	131.94	235.71
Income tax relating to these items	35	(33.88)	(67.32)
Other comprehensive income for the year, net of tax		98.07	168.39
Total comprehensive income for the year		2,201.05	1,292.27

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS - 1 to 45

The notes referred to above form an integral part of the Financial Statements.

In terms of our attached Report of even date
For **M. C. DAS & Co**

Chartered Accountants
Firm's Registration Number: 301110E

A. K. BANERJEE
Partner
Membership Number: 050243
Place : Kolkata
Date : 25th May, 2022

Subir Das
Director
DIN: 00199255

Aditya Gupta
(CFO)

Rajvinder Singh
Managing Director
DIN: 06931916

Nishita Dutta Chadda
(Company Secretary)

Cash Flow Statement

for the year ended 31 March 2022

(All amounts in INR lacs, unless otherwise stated)

Particulars	231st March 2022	31st March 2021
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	2,488.61	1,503.60
Adjustments for:		
Depreciation expenses	308.77	591.53
Net gain on fair valuation of financial assets Finance cost	-	-
Provision For Bad & Doubtful Debts	147.79	266.20
Net gain/(loss) on financial assets (investments) measured at fair value through profit or loss	-	339.61
(Profit)/Loss on sale of property, plant and equipment	(2.70)	-
Loss on sale of property, plant and equipment	(4.44)	42.92
Operating Profit before Working Capital Changes	2,938.03	2,743.86
Adjustments for:		
Non-Current/Current financial and other assets	250.52	(240.88)
Inventories	(99.68)	(45.46)
Non-Current/Current financial and other liabilities/provisions	(626.68)	(218.13)
Cash generated from operations	2,462.19	2,239.39
Income Tax paid	(11.00)	(58.96)
Net Cash flow from Operating activities	2,451.19	2,180.43
B CASH FLOW FROM INVESTING ACTIVITIES		
Payment for purchase of property, plant and equipment	(631.27)	(799.67)
Interest On FD received	2.70	(1.77)
Net Cash used in Investing activities	(628.57)	(801.44)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/(Repayment) of short term borrowings	(768.10)	(1,324.65)
Proceeds from long term borrowings	(52.90)	243.35
Interest paid	(161.31)	(290.79)
Dividend paid	(9.73)	(7.30)
Net Cash used in financing activities	(992.04)	(1,379.39)
Net increase in cash & Cash Equivalents	830.58	(0.40)
Cash and Cash equivalents as at the beginning of the year	70.83	71.23
Cash and Cash equivalents as at the end of the year	901.41	70.83

Note-

- 1) The above cashflow statement have been prepared using "Indirect Method" as set out in Ind AS 7 - Statement of cashflows.
- 2) Cash and cash equivalents includes cash on hand, balances with banks in current account. Refer note 13.
- 3) In case of Company's financing activities (including) borrowings there are no non-cash transactions as impact of changes in foreign exchange rates.
- 4) Previous year figures have been regrouped/rearranged whether considered necessary to conform to current years presentation.

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS - 1 to 45

The notes referred to above form an integral part of the Financial Statements.

In terms of our attached Report of even date

For **M. C. DAS & Co**
Chartered Accountants
Firm's Registration Number: 301110E

Subir Das
Director
DIN: 00199255

Rajvinder Singh
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DIN: 06931916

A. K. BANERJEE
Partner
Membership Number: 050243
Place : Kolkata
Date : 25th May, 2022

Aditya Gupta
(CFO)

Nishita Dutta Chadda
(Company Secretary)

Statement of changes in equity

for the year ended 31 March 2022

(All amounts in INR lacs, unless otherwise stated)

A. Equity share capital

Description	Amount
As at 01 April 2021	97.31
Changes in equity share capital	-
As at 31 March 2022	97.31

B. Other equity

Description	Reserve and surplus			Total other equity
	Security Premium account	General reserve	Retained earnings	
Balance at 01 April 2020	45.59	1,305.92	666.32	2,017.83
Profit for the year	-	-	1,460.67	1,460.67
Other comprehensive income	-	-	(168.39)	(168.39)
Total comprehensive income	-	-	1,292.28	1,292.28
Dividend paid	-	-	(7.30)	(7.30)
Balance at 31 March 2021	45.59	1,305.92	1,951.30	3,302.81

Description	Reserve and surplus			Total other equity
	Security Premium account	General reserve	Retained earnings	
Balance at 01 April 2021	45.59	1,305.92	1,951.30	3,302.81
Profit for the year	-	-	2,299.13	2,299.13
Other comprehensive income	-	-	(98.07)	(98.07)
Total comprehensive income for the year	-	-	2,201.06	2,201.06
Transfer to General Reserve	-	4,000.00	(4,000.00)	-
Dividend paid	-	-	(9.73)	(9.73)
Balance as at 31 March 2022	45.59	5,305.92	142.63	5,494.14

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS - 1 to 45

The notes referred to above form an integral part of the Financial Statements.

In terms of our attached Report of even date

For **M. C. DAS & Co**
Chartered Accountants
Firm's Registration Number: 301110E

Subir Das
Director
DIN: 00199255

Rajvinder Singh
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A. K. BANERJEE
Partner
Membership Number: 050243
Place : Kolkata
Date : 25th May, 2022

Aditya Gupta
(CFO)

Nishita Dutta Chadda
(Company Secretary)

Notes to Financial Statements

for the year ended 31 March 2022

1 General Information

Rydak Syndicate Limited is a Company incorporated under the Companies Act, 2013. The Company's shares are listed on the Calcutta Stock Exchange. The Company is engaged in harvesting, manufacturing and selling of tea. The company has also commenced operations commercially as a Tea Tourism operation in Dooars Region in the name of Baradighi – The Bungalow by converting one of its heritage bungalow into a commercial property.

The financial statements as at 31 March 2022 present the financial position of the Company.

The functional and presentation currency of the Company is Indian Rupee ("INR") which is the currency of the primary economic environment in which the Company operates.

The financial statements for the year ended March 31, 2022 were approved by the Board of Directors and authorised for issue on signing date of accounts 25th May, 2022.

2.0 Significant accounting policies

The significant accounting policies applied by the Company in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements unless otherwise indicated.

2.1 Statement of compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 01, 2016.

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

2.2 Basis of preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention, except for the following:

- a) certain financial assets and liabilities that is measured at fair value;
- b) certain biological assets (including unplucked green leaves) measured at fair value less cost to sell.

2.3 Use of estimates and critical accounting judgments

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

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

Significant judgments and estimates relating to the carrying amounts of assets and liabilities include useful lives of property, plant and equipment, intangible assets, impairment of property, plant and equipment, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

2.4 Property, plant and equipment

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred. When a replacement occurs, the carrying amount of the replaced part is derecognised. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items. The Company's tea bushes qualify as bearer plants under the definition in Ind AS 41 and are therefore accounted for as a part of property, plant and equipment.

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Borrowing costs, if any, during the period of construction is capitalised as part of cost of the qualifying assets.

The gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset, and is recognised in the statement of profit and loss.

2.5 Biological assets

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

2.6 Depreciation methods, estimated useful lives and residual value of property, plant and equipment

Depreciation, other than bearer plant, is calculated using written down value method to allocate their cost, net of their residual values on the basis of useful lives prescribed in Schedule II to the Companies Act, 2013, which are also supported by technical evaluation. Bearer plants are depreciated using straight line method from the date when they are ready for commercial harvest. The estimated useful lives of assets and residual values are reviewed regularly and, when necessary, revised. No further charge is provided in respect of assets that are fully written down but are still in use.

The estimated useful lives for the main categories of property, plant and equipment and other intangible assets are:

Particulars	(Useful life (in years)
Plant and machinery	15
Furniture and Fixture	10
Building	60
Bearer plants	74

Notes to Financial Statements *(Contd.)*

for the year ended 31 March 2022

Particulars	(Useful life (in years)
Office equipments	3 - 10
Vehicles	8 - 10
Software	5

In initial years company adopted to 80 years of normal life on trial basis and data analysis was further undertaken by the management which suggests an normal life of 75 years on average embracing the total coverage of 6 TE's spread over entire tea cultivation area. It was empirically ascertained to a minor adjustment of 75 years of normal life of tea bushes on overall basis as per the management decision adopted during the current year.

2.7 Impairment of non-financial assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. 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). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.8 Leases

Leases are classified as finance lease where the terms of the lease transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Company as lessee

- (i) **Operating lease** – Rentals payable under operating leases are charged to the statement of profit and loss on a straight line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.
- (ii) **Finance lease** – Finance leases are capitalised at the commencement of lease, at the lower of the fair value of the property or the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest.

2.9 Financial Instruments

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

Effective interest method

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

(a) Financial assets

Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have maturities of less than three months from the date of such deposits. These balances with banks are unrestricted for withdrawal and usage.

Other bank balances

Other bank balances include balances and deposits with banks that are restricted for withdrawal and usage or having maturities of more than three months from the date of such deposits.

Financial assets at amortized cost

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

Financial assets measured at fair value through other comprehensive income

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

Financial assets measured at fair value through profit or loss

Financial asset not measured at amortized cost or at fair value through other comprehensive income is carried at fair value through profit or loss.

Impairment of financial assets

Loss allowance for expected credit losses is recognized for financial assets measured at amortized cost and fair value through other comprehensive income.

The Company recognises life time expected credit losses for all trade receivables that do not constitute a financing transaction.

For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months

Notes to Financial Statements *(Contd.)*

for the year ended 31 March 2022

expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

De-recognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

(b) Financial liabilities and equity instruments

Equity instruments

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

Financial liabilities

Trade and other payables

Financial liabilities such as trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant.

Borrowings

Interest-bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method.

Derecognition of financial liabilities

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

2.10 Employee benefits

(a) Post employment obligations

Defined contribution plans

The Company makes provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

Defined benefit plans - Gratuity

The liability or asset recognised in the balance sheet in respect of gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets, if any. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

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, if any. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

(b) Compensated absences

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised based on actuarial valuation at the present value of the obligation as on the reporting date.

The obligations are presented as current liabilities in the balance sheet since the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

2.11 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government Grant that are receivable as a compensation for expenses or losses incurred for the purpose of giving immediate financial support with no future related cost are recognised in statement of Profit and loss in the year it is received.

Tea Plantation Subsidy and other subsidies is accounted for on acceptance from the concerned authorities.

2.12 Provisions

Provisions are recognised in the balance sheet when the Company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. When appropriate, provisions are measured on a discounted basis.

2.13 Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and

Notes to Financial Statements *(Contd.)*

for the year ended 31 March 2022

to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

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

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.14 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable net of discounts, taking into account contractually defined terms and excluding taxes or duties collected on behalf of the government.

Sale of goods

Revenue from sale of goods is recognised when the company perform its obligations to its customers and the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably. The timing of such recognition is when the control over the same is transferred to the customer, which is mainly upon delivery.

2.15 Income recognition

a) Interest income

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

b) Dividend income

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

2.16 Inventories

Raw materials including harvested tea leaves, produced from own gardens are measured at lower of cost and net realisable value. Cost being the fair value less cost to sell at the point of harvest of tea leaves.

Raw materials of purchased green leaves, stores and spare parts and finished goods are stated at lower of cost and net realisable value. Cost of finished goods comprise direct material, direct labour and appropriate portion of variable and fixed overhead expenditure. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Cost are assigned to individual items of inventory on the basis of weighted average method. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.17 Research and development

Revenue expenditure on research and development is recognised as a charge in the Statement Profit and Loss. Capital expenditure on assets acquired for research and development is added to Property, plant and equipment, if any.

2.18 Rounding of amounts

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

Notes to Financial Statements *(Contd.)*

for the year ended 31 March 2022

(All amounts in INR lacs, unless otherwise stated)

Note 3 : Property, plant and equipment

Particulars	Gross carrying amount			Accumulated Depreciation			Net carrying amount		
	As at 01 April 2021	Addition/ Adjustments	Deductions/ Adjustments	As at 31 March 2021	As at 01 April 2020	Charge during the year	Deductions/ Adjustments	As at 31 March 2021	As at 31 March 2020
Leasehold land	203.73	-	-	203.73	-	-	-	203.73	203.73
Bearer plant	4,098.73	1,034.09	-	5,132.82	244.16	391.69	-	4,496.96	3,854.56
Buildings	317.15	367.75	-	684.90	73.82	19.93	-	591.15	243.33
Plant & Machinery	1,299.59	58.97	-	1,358.56	627.08	126.70	-	604.78	672.51
Furniture & Fixture	4.84	42.31	-	47.15	2.56	2.75	-	41.84	2.28
Motor & Other Vehicles	217.96	34.14	-	252.09	96.36	39.23	-	135.59	121.59
Office equipments	10.22	3.79	-	14.01	7.05	2.09	-	9.14	3.16
Plant & Machinery Spares	34.78	-	-	34.78	16.70	9.14	-	25.84	18.08
Total	6,187.00	1,541.05	-	7,728.04	1,067.73	591.53	-	1,659.25	5,119.24

Particulars	Gross carrying amount			Accumulated Depreciation			Net Carrying Amount		
	As at 01 April 2021	Addition/ Adjustments	Deductions/ Adjustments	As at 31 March 2022	As on 01 April 2020	Charge during the year	Deductions/ Adjustments	As at 31 March 2022	As at 31 March 2021
Leasehold land	203.73	-	-	203.73	-	-	-	203.73	203.73
Bearer plant	5,132.82	292.72	-	5,425.53	635.85	95.83	-	4,693.85	4,496.96
Buildings	684.90	69.81	-	754.70	93.74	31.36	-	629.60	591.15
Plant & Machinery	1,358.56	88.66	-	1,447.22	753.78	117.85	-	575.59	604.78
Furniture & Fixture	47.15	27.32	-	74.47	5.31	14.88	-	54.27	41.84
Motor & Other Vehicles	252.09	6.24	-	258.34	135.59	37.61	-	85.14	116.50
Office equipments	14.01	3.13	-	17.14	9.14	2.65	-	11.79	4.87
Plant & Machinery Spares	34.78	22.67	-	57.45	25.84	8.59	-	34.43	8.94
Total	7,728.04	510.55	-	8,238.58	1,659.25	308.77	-	1,968.03	6,068.77

Notes to Financial Statements *(Contd.)*

for the year ended 31 March 2022

(All amounts in INR lacs, unless otherwise stated)

Note 4: Capital work-in-progress

Description	As at 01 April 2021	Addition	Deductions /Adjust- ments	Closing as at 31 March 2022
Bearer plant - young trees	317.31	354.16	(292.72)	378.75
Others	-	59.27	-	59.27
Total	317.31	413.44	(292.72)	438.02

Description	As at 01 April 2020	Addition	Deductions /Adjust- ments	Closing as at 31 March 2021
Bearer plant - young trees	1,029.92	321.47	(1,034.09)	317.31
Others	168.41	-	(168.41)	-
Total	1,198.33	321.47	(1,202.50)	317.31

As at March 31, 2022

Particulars	Amount of capital work-in-progress to be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Projects in progress:			-	-
Young Tree	378.75	-	-	-
Irrigation Project	59.27	-	-	-
Total	438.02			

As at March 31, 2021

Particulars	Amount of capital work-in-progress to be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Projects in progress:				
Young Tree	317.31	-	-	-
Total	317.31	-	-	-

(i) Property, plant and equipment pledged as security

Refer to note 18 for information on property, plant and equipment pledged as security by the Group.

(ii) Contractual obligations

Refer to note 45 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

Note: 5 Investment in associate

Particulars	31st March 2022	31st March 2021
Unquoted		
Investments in equity instruments		
Sangam Investments Ltd 24,150 Equity shares of Rs 10 each fully paid	1.23	1.23
Total	1.23	1.23
(a) Aggregate amount of unquoted investments	1.23	1.23

Note: 6 Investments

Particulars	31st March 2022	31st March 2021
Investment in equity shares designated at FVPL - Others (fully paid up):		
i) Unquoted		
a) Woodland Multiplicity Hospitals Limited 1,130 Equity Shares of Rs 10 each fully paid up	2.22	2.22
b) ABC Tea Workers' Welfare Services (Formerly Assam Bengal Cereals Ltd.) 1000 Equity Shares of Rs 10 each fully paid up	0.1	0.1
c) Allied International Products Limited 21,500 Equity Shares of Rs 10 each fully paid up	0.22	0.22
d) Cachar Club Limited 20 Ordinary Shares of Rs 10 each fully paid up	0.02	0.02
e) Jalpaiguri Club Limited 20 Ordinary Shares of Rs 10 each fully paid up	-	-
ii) Quoted		
"Dhelakhat Tea Company Limited 62,924 Equity Shares of Rs 10 each fully paid up"	52.45	48.02

Notes to Financial Statements *(Contd.)*

for the year ended 31 March 2022

(All amounts in INR lacs, unless otherwise stated)

Particulars	31st March 2022	31st March 2021
Other Investments through FVTPL		
Investment in preference share - Others		
Unquoted		
3 Preference shares of Rs 10 each fully paid up		
Total	55.01	50.58

Note: 7 Non current tax asset (net)

Particulars	31st March 2022	31st March 2021
Advance income tax, tax deducted at source	267.82	246.18
Total	267.82	246.18

Note: 8 Deferred tax assets (net)

Particulars	31st March 2022	31st March 2021
Deferred tax asset		
Expenses allowable on payment basis	269.63	260.19
Inventory - black tea	12.53	9.62
Investments	1.06	0.55
Gross deferred tax assets	283.22	270.36
Deferred tax liability		
Property, plant and equipment	(6.05)	(3.29)
Biological asset other than bearer plant	(0.99)	(0.05)
Gross deferred tax liability	(7.04)	(3.34)
Net deferred tax asset	290.26	273.70

Note: 9 Other non-current assets

Particulars	31st March 2022	31st March 2021
Advance others	59.68	68.88
Total	59.68	68.88

Note: 10 Inventories

Particulars	31st March 2022	31st March 2021
Stock of tea	1,932.38	2,030.04
Stores and spares	573.62	376.28
Total	2,506.00	2,406.32

Note :11 Biological assets other than bearer plants

Particulars	31st March 2022	31st March 2021
Fair value of biological assets other than bearer plants (Unharvested tea leaves)	47.44	33.93
Total	47.44	33.93

Reconciliation of changes in the carrying amount of biological assets	31st March 2022	31st March 2021
Opening balance	17.70	17.70
Gain/ (loss) arising from changes in fair value less costs to sell	-	-
Increases due to purchases/ flushing during the year	47.44	33.93
Decreases due to harvest during the year	(17.70)	(17.70)
Closing balance	47.44	33.93

Note: Unharvested tea leaves on bushes as on 31 March 2022 was 1,97,674 at Rs 24/- kgs (31 March 2021 - 1,41,377 kgs)at 24/-

Note-12 Trade Receivables

Particulars	31st March 2022	31st March 2021
Unsecured, considered good	97.25	162.75
Undisputed – Credit Impaired	339.61	339.61
Less: Allowance for Credit Loss	(339.61)	(339.61)
Total	97.25	162.75

Refer note 37 for credit risk and market risk on trade receivable.

Notes to Financial Statements *(Contd.)*

for the year ended 31 March 2022

(All amounts in INR lacs, unless otherwise stated)

Note: 13 Cash and cash equivalents

Particulars	31st March 2022	31st March 2021
Cash and cash equivalents		
Cash in hand	37.12	7.21
Balances with banks:	-	-
- In current account	808.91	22.94
Deposits with original maturity for more than 3 months but less than 12 months	52.27	36.06
On unpaid dividend account	3.12	4.62
Total	901.42	70.83

Note: 14 Other financial assets - Current

Particulars	31st March 2022	31st March 2021
Security deposits	34.57	21.79
Total	34.57	21.79

Note: 15 Other current assets

Particulars	31st March 2022	31st March 2021
Balances with excise and other government authorities	104.58	104.66
Advance to vendor	44.92	267.57
Advance to staff	15.26	15.09
Prepaid expenses	8.78	9.96
Total	173.54	397.28

Note: 16 Equity share capital

Particulars	31st March 2022	31st March 2021
Authorized shares		
12,00,000 Equity shares of Rs 10 each	120.00	120.00
Issued, subscribed and fully paid-up shares		
9,73,128 Equity shares of Rs.10 each	97.31	97.31
	97.31	97.31

(i) Movement in equity share capital

Particulars	31st March 2022		31st March 2021	
	No. of shares	Amount	No. of shares	Amount
Equity shares				
At the beginning of the year	9.73	97.31	9.73	97.31
Issued during the year	-	-	-	-
Outstanding at the end of the year	9.73	97.31	9.73	97.31

(ii) Terms / rights attached to equity shares

The company has only one class of equity shares having a par value of Rs 10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after the distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Details of shareholders holding more than 5 % shares in the company

Particulars	31st March 2022		31st March 2021	
	No. of shares	% of holding	No. of shares	% of holding
Equity shares of Rs 10 each fully paid-up				
1. Jardine Henderson, Limited	4,85,366	49.88	4,85,366	49.88
2. Sripadam Investments Ltd.	81,100	8.33	81,100	8.33
3. Kant & Co. Ltd.	1,00,687	10.35	1,00,687	10.35
4. Monet Securities Private Limited	58,990	6.06	58,990	6.06

As per records of the Company, the above shareholding represents both legal and beneficial ownership of shares.

(iv) During the period of 5 years immediately preceding the balance sheet date, no shares were issued for consideration other than cash. Also, no bonus shares were issued and no shares were bought back by the company during the said period.

Notes to Financial Statements *(Contd.)*

for the year ended 31 March 2022

(All amounts in INR lacs, unless otherwise stated)

(v) Details of Promoter Shareholder in the Company is as below:-

Particulars	31st March 2022		31st March 2021	
	No. of shares	% of holding	No. of shares	% of holding
1. Jardine Henderson, Limited	4,85,366	49.88	4,85,366	49.88

Note: 17 Other equity

Particulars	31st March 2022	31st March 2021
Reserve and surplus		
(a) Securities premium account	45.59	45.59
(b) General reserve	5,305.92	1,305.92
(c) Retained earnings	142.63	1,951.30
Total	5,494.14	3,302.81

Note: 17(a) Securities premium account

Particulars	31st March 2022	31st March 2021
Opening balance	45.59	45.59
Movement during the year	-	-
Closing balance	45.59	45.59

Note: 17(b) General reserve

Particulars	31st March 2022	31st March 2021
Opening balance	1,305.92	1,305.92
Amount transferred from retained earnings	4,000.00	-
Closing balance	5,305.92	1,305.92

Note: 17(c) Retained earnings

Particulars	31st March 2022	31st March 2021
Opening balance	1,951.30	666.31
Net profit/ (loss) for the year	2,299.12	1,460.66
Items of other comprehensive income recognised directly in retained earnings		
Amount transfer to General Reserve	(4,000.00)	
- Remeasurements of post-employment benefit obligation, net of tax	(98.07)	(168.39)
Dividend paid	(9.73)	(7.30)
Closing balance	142.62	1,951.28

a) Securities premium account

Securities premium account is used to record the premium on issue of shares. The same is utilised in accordance with the provisions of Section 52 of the Companies Act, 2013.

b) General reserve

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

c) Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfer to general reserve, dividends or other distributions paid to shareholders.

Note: 18 Borrowings

Particulars	31st March 2022	31st March 2021
Un Secured		
Inter Corporate Deposit	628.14	678.14
Secured		
Term Loan Including Car Loan	382.95	392.82
Less: Shown under Short Term Borrowings	85.60	92.58
Total	925.49	978.38

(b) Intercorporate deposit from body corporates are unsecured and are repayable on demand. The above deposit carry interest @ 7% p.a and 10% (31 March 2021 :@ 5.5% p.a.15%)

Notes to Financial Statements *(Contd.)*

for the year ended 31 March 2022

(All amounts in INR lacs, unless otherwise stated)

- (a) Term loan from banks includes ECLGS Loan 2.70 crore is secured by against hypothecation of stock and other current assets of the Company and second charge on fixed assets pertaining and are repayable on demand

Note: 19 Provisions (Non-current)

Particulars	31st March 2022	31st March 2021
Provision for employee benefits		
Provision for gratuity (Refer note 39)	975.62	1,020.06
Total	975.62	1,020.06

Note: 20 Other non current financial liabilities

Particulars	31st March 2022	31st March 2021
Other non current financial liabilities	1,323.42	1,323.13
Less: Amortisation of Interest Cost measured at Fair Value	(204.16)	-
Total	1,119.26	1,323.13

Note: 21 Borrowings - Current

Loans repayable on demand	31st March 2022	31st March 2021
Secured		
Cash credit from banks	-	742.62
Term Loan	85.60	92.58
Unsecured		
Intercompany deposit	50.00	68.50
Total	135.60	903.70

- (a) Cash credit (including Working Capital Demand Loans) from banks are secured against hypothecation of stock and other current assets of the Company and second charge on fixed assets pertaining and are repayable on demand. The above loans carry interest @ 8.30% p.a. (31 March 2021:@ 8.4% p.a.)
- (b) Intercompany deposit from body corporates are unsecured . The above deposit carry interest @ 7% p.a and 10% (31 March 2021 :@ 5.5% p.a.15%)

Note: 22 Trade payables

Particulars	31st March 2022	31st March 2021
Trade payables		
Total outstanding dues of micro enterprises and small enterprises	92.19	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	778.46	1,066.44
Total	870.65	1,066.44
For Ageing Please refer Note 41		

Note: 23 Other Financial Liabilities

Particulars	31st March 2022	31st March 2021
Interest accrued and due borrowings	-	19.48
Unpaid dividend	3.06	4.62
Payable to employees	223.25	199.43
Bonus payable	907.34	849.33
Others liability payable	10.37	27.77
Total	1,144.02	1,100.63

Note: 24 Other Current Liabilities

Particulars	31st March 2022	31st March 2021
Statutory liabilities	75.22	110.17
Total	75.22	110.17

Note: 25 Provisions (Current)

Particulars	31st March 2022	31st March 2021
Provision for employee benefits		
Provision for gratuity (Note 40)	277.32	201.16
Provision for compensated absences	28.17	15.76
Total	305.49	216.92

Notes to Financial Statements *(Contd.)*

for the year ended 31 March 2022

(All amounts in INR lacs, unless otherwise stated)

Note: 26 Revenue from operations

Particulars	31st March 2022	31st March 2021
Sale of goods :		
Indigenous Sales		
Sale of products and services	14,346.68	12,830.89
Total	14,346.68	12,830.89

Note: 27 Other income

Particulars	31st March 2022	31st March 2021
Interest income from financial assets at amortised cost	220.52	1.78
Sale of tea waste	28.68	49.15
Rent income	2.40	1.71
Government grant	24.71	-
Sundry receipts	155.25	98.18
Total	431.56	150.82

Note: Other Gains /(Losses)

Particulars	31st March 2022	31st March 2021
Net gain/(loss) on financial assets (investments) measured at fair value through profit or loss	4.44	(42.92)
Total	4.44	(42.92)
Total Other Income and Other Gain/ (Losses)	436.00	107.90

Note: 28 Cost of materials consumed

Particulars	31st March 2022	31st March 2021
Materials:		
Inventory at the beginning of the year	376.28	262.02
Add: Purchases	1,294.03	1,129.34
Less: Inventory at the end of the year	573.62	376.28
Cost of materials consumed	1,096.69	1,015.08

Note: 29 Changes in inventories of finished goods

Particulars	31st March 2022	31st March 2021
Opening Stock of Tea	2,030.04	2,098.84
Closing Stock of Tea	(1,932.38)	(2,030.04)
(Increase)/Decrease	97.66	68.80

Note: 30 Change in carrying amount of biological assets other than bearer plant (gain/(loss))

Particulars	31st March 2022	31st March 2021
Stock at the beginning of the year	33.93	17.70
Stock at the end of year	47.44	33.93
(Increase)/Decrease in Stock	(13.51)	(16.23)

Note: 31 Employee benefits expense

Particulars	31st March 2022	31st March 2021
Salaries, Wages and Bonus *	7,354.99	6,171.38
Contribution to Provident and other funds	494.78	555.49
Gratuity	172.40	156.61
Workmen and Staff Welfare	262.61	273.19
Total	8,284.78	7,156.67

Note: 32 Finance costs

Particulars	31st March 2022	31st March 2021
Interest and finance charges on financial liabilities not at fair value through profit or loss	161.31	290.79
Less: Borrowing cost capitalised during the year	(27.06)	(24.59)
Interest expenses from financial liabilities at amortised cost	13.54	-
Total	147.79	266.20

The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the entity's general borrowing during the year, in this case is 8.40%, (31 March 2021: 9.60%)

Notes to Financial Statements *(Contd.)*

for the year ended 31 March 2022

(All amounts in INR lacs, unless otherwise stated)

Note: 33 Other expenses

Particulars	31st March 2022	31st March 2021
Power and Fuel	1,351.21	1,237.47
Rent	2.94	2.96
Repairs to Buildings	53.39	73.26
Repairs to Machinery	62.50	52.46
Insurance	22.65	23.94
Rates & Taxes	78.11	12.23
Brokerage & Commission	131.72	125.22
Freight and Transit Charges	113.26	99.45
Cultivation Expenses	89.29	25.07
Provision For Bad & Doubtful Debts	-	339.61
Director's sitting Fees	2.75	1.95
Auditors' Remuneration:-		
Statutory Audit fees	2.20	2.20
Tax Audit fees	0.20	0.20
Other Services	0.82	1.20
CSR Expenditure (Note 40)	14.00	-
Miscellaneous Expenses	446.85	355.92
Total:	2,371.89	2,353.14

Note: 34 Earnings per share

Particulars	31st March 2022	31st March 2021
(a) Profit attributable to equity holders of the company used in calculating basic and diluted earnings per share	2,299.13	1,460.67
(b) Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share (in numbers)	9.73	9.73
(c) Nominal value of Equity Share (in Rs.)	10	10
(d) Basic and diluted earnings per share (INR)	236.26	150.10

Note 35: Income tax expense

This note provides an analysis of the Company's income tax expense, shows amounts that are recognised in profit or loss or other comprehensive income and how the tax expense is affected by non-assessable and non-deductible items.

Particulars	31st March 2022	31st March 2021
(a) Income tax expense		
Current tax		
Current tax on profits for the year		
Profit and loss	172.17	105.40
Total current tax expense	172.17	105.40
Deferred tax		
Decrease (increase) in deferred tax assets	(12.85)	(12.20)
(Decrease) increase in deferred tax liabilities	(3.70)	(50.26)
Total deferred tax expense/(benefit)	(16.55)	(62.46)
Income tax expense	155.61	42.94

Particulars	31st March 2022	31st March 2021
Current tax expense recognised in profit or loss		
Current tax on profits for the year	172.17	105.40
Profit and loss		
Total current tax expense (A)	172.17	105.40
Deferred tax expense recognised in profit or loss		
Deferred taxes	17.32	(62.46)
Total deferred tax expense recognised in profit or loss (B)	17.32	(62.46)
Deferred tax expense recognised in Other comprehensive income		
Deferred taxes	(33.88)	(67.32)
Total deferred tax expense recognised in Other comprehensive income (C)	(33.88)	(67.32)
Total deferred tax for the year (B+C)	(16.55)	(129.78)
Total income tax expense recognised in profit or loss (A+B)	189.49	42.94

Notes to Financial Statements *(Contd.)*

for the year ended 31 March 2022

(All amounts in INR lacs, unless otherwise stated)

Total income tax expense recognised in Other comprehensive income (C)	(33.88)	(67.32)
Total income tax expense (A+B+C)	155.61	110.26

Note: 36 Fair value measurements

Financial instruments by category

Particulars	31st March 2022		31st March 2021	
	FVPL	Amortised cost	FVPL	Amortised cost
Financial assets				
Investments in equity instruments	55.01	-	50.58	-
Investments in preference shares	-	-	-	-
Trade receivables	-	97.25	-	162.75
Cash and cash equivalents	-	901.42	-	70.83
Other financial assets	-	34.57	-	21.79
Total financial assets	55.01	1,033.24	50.58	255.37
Financial liabilities				
Borrowings	-	382.95	-	392.82
Cash credit from banks	-	-	-	725.74
Intercorporate deposit	-	678.14	-	746.64
Trade payable	-	870.65	-	1,066.44
Interest accrued and due on borrowings	-	-	-	19.48
Unpaid dividend	-	3.06	-	4.62
Payable to Employees	-	223.25	-	199.43
Others liability payable	-	10.37	-	27.77
Provision for bonus	-	907.34	-	849.33
Total financial liabilities	-	3,075.75	-	4,032.28

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

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

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The entire financial assets and liabilities of the Company is classified as Level 3 in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

Note:

- There have been no transfers between Level 1 and Level 2 for the years ended March 31, 2022 and March 31, 2021
- Costs of unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.
- Fair value of borrowings which do not have an active market or are unquoted is estimated by discounting expected future cash flows using a discount rate equivalent to the risk-free rate of return adjusted for credit spread considered by lenders for instruments of similar maturities which is categorised as level 3 in the fair value hierarchy.

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the fair value of the financial instruments is determined using discounted cash flow analysis.

The fair values for financial instruments were calculated based on cash flows discounted using current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

(iii) Fair value of biological assets other than bearer plants

Particulars	31st March 22	31st March 21
Fair value of biological assets other than bearer plants (Unharvested tea leaves) for which fair value (less cost to sell) are disclosed	47.44	33.93

Note: The fair value of biological assets other than bearer plants are to considered as Level 2 fair values.

Notes to Financial Statements *(Contd.)*

for the year ended 31 March 2022

(All amounts in INR lacs, unless otherwise stated)

Note : 37 Capital management

(a) Risk management

The company's objectives when managing capital are to:

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

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through a mixture of equity, long term borrowings and short term borrowings.

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

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

The amount mentioned under total equity in balance sheet is considered as Capital.

(b) Dividends paid and proposed

Particulars	31st March, 2022	31st March, 2021
(i) Equity shares		
Final dividend for the year ended 31 March 2021 - Re. .5 (31 March 2020 - Re. .5) per fully paid share	9.73	7.30
Dividend distribution tax	-	-
(ii) Dividends not recognised at the end of the year		
In addition to the above dividends, since year end the board has recommended the payment of a final dividend of Rs 1.5 (31 March 2022) per fully paid equity share (31 March 2021 – Re. 1). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	14.60	9.73

Note: 38 Financial Risk Management

The Company's activities are exposed to a variety of financial risks: credit risk, liquidity risk and market risk (i.e. foreign currency risk, interest rate risk and price risk).

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk:

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables and financial assets measured at amortised cost.	Aging analysis Credit ratings	Diversification of bank deposits and credit limits, quality of customers
Liquidity risk	Financial liabilities that are settled by delivering cash or another financial asset.	Cash flow forecasts	Projecting cash flows and considering the level of liquid assets necessary to meet the liabilities
Market risk – security prices	Investments in equity securities	Sensitivity analysis	Portfolio diversification

(A) Credit risk

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

i) Trade receivables

The Company's trade receivables comprises from various parties. Trade receivables are non-interest bearing. Outstanding customer receivables are regularly monitored. The ageing of trade receivables as of balance sheet date is given below. The age analysis have been considered from the due date:

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed – considered good	97.25	-	-	-	-	97.25
Undisputed – Credit Impaired	-	-	-	-	339.61	339.61
Disputed - considered good	-	-	-	-	-	-
Disputed - considered doubtful	-	-	-	-	-	-
Trade receivables due	97.25	-	-	-	339.61	436.86
Less: Allowance for Credit Loss	-	-	-	-	-	(339.61)
Total trade receivables	97.25	-	-	-	-	97.25

Notes to Financial Statements *(Contd.)*

for the year ended 31 March 2022

(All amounts in INR lacs, unless otherwise stated)

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed – considered good	162.75	-	-	-	-	162.75
Undisputed – Credit Impaired	-	-	-	-	339.61	339.61
Disputed - considered good	-	-	-	-	-	-
Disputed - considered doubtful	-	-	-	-	-	-
Trade receivables due	162.75	-	-	-	339.61	502.36
Less: Allowance for Credit Loss	-	-	-	-	(339.61)	(339.61)
Total trade receivables	162.75	-	-	-	-	162.75

The requirement for impairment is analysed at each reporting date. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 37. The Company does not hold collateral as security.

ii) Other financial instruments and deposits

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

(B) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally performed in accordance with practice and limits set by the Company.

(i) Maturities of financial liabilities

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

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

Contractual maturities of financial liabilities 31st March 2022	Less than 1 year	More than 1 years	Total
Borrowings and interest thereon	382.95	85.60	468.54
Cash credit from banks	(0.00)	-	(0.00)
Intercompany deposit	678.14	-	678.14
Trade payable	870.65	-	870.65
Interest accrued and due on borrowings	-	-	-
Unpaid dividend	3.06	-	3.06
Payable to Employees	223.25	-	223.25
Others liability payable	10.37	-	10.37
Provision for bonus	907.34	-	907.34
Total financial liabilities	3,075.75	85.60	3,161.35

Contractual maturities of financial liabilities 31st March 2021	Less than 1 year	More than 1 years	Total
Borrowings and interest thereon	392.82	92.58	485.40
Cash credit from banks	725.74	-	725.74
Intercompany deposit	746.64	-	746.64
Trade payable	1,066.44	-	1,066.44
Interest accrued and due on borrowings	19.48	-	19.48
Unpaid dividend	4.62	-	4.62
Payable to Employees	199.43	-	199.43
Others liability payable	27.77	-	27.77
Provision for bonus	849.33	-	849.33
Total financial liabilities	4,032.28	92.58	4,124.85

(C) Market risk

(i) Foreign currency risk

Foreign Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's transactions are denominated only in INR and hence the Company is not exposed to any foreign currency risk.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to the risk of changes in market interest rates because it does not have any floating rate borrowings nor does it have any variable rate financial assets.

Notes to Financial Statements *(Contd.)*

for the year ended 31 March 2022

(All amounts in INR lacs, unless otherwise stated)

(iii) **Price risk**

(a) **Exposure**

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. The company's exposure to equity securities price risk arises from investments held by the company in equity securities and classified in the balance sheet as at fair value through other comprehensive income.

(b) **Sensitivity**

The table below summarises the impact of increases/decreases of the prices of respective securities on company's equity and total other comprehensive income for the period. The analysis is based on the assumption that the price of the respective securities had increased by 5% or decreased by 5% with all other variables held constant:

Particulars	Impact on profit before tax		Impact on other component of equity	
	31-Mar-22	31-Mar-21	31-Mar-22	31-Mar-21
Increase by 5% (2021: 5%)*	2.75	2.53	1.97	1.79
Decrease by 5% (2021: 5%)*	(2.75)	(2.53)	(1.97)	(1.79)

* Holding all other variables constant

Note : 39 Employee benefit obligations

(i) **Defined contribution plan**

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident fund which is defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are recognised in the Statement of Profit and Loss as they accrue.

(ii) **Post-employment obligations**

a) **Gratuity**

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic (including dearness allowance) salary per month computed proportionately for 15 days (reckoning 26 days for a month) salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognised funds in India.

Based on actuarial valuation, a provision is recognised in full for the projected obligation over and above the funds held in scheme.

(iii) **Balance sheet recognition**

a) **Gratuity**

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

Particulars	Present value of obligation	Fair value of plan assets	Net amount
1 April 2020	989.94	5.04	984.89
Current service cost	87.67	-	87.67
Interest expense/(income)	69.30	0.35	68.94
Total amount recognised in profit or loss	156.97	0.35	156.61
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)		0.17	0.17
Actuarial (gain)/loss from change in financial assumptions	9.22	-	9.22
Actuarial (gain)/loss from unexpected experience	200.93	-	200.93
(b) Total Amount recognised in other comprehensive Income	210.15	0.17	210.32
Employer contributions/ premium paid	-	(130.61)	(130.61)
Benefit payments	(130.61)	130.61	-
31 March 2021	1,226.44	136.18	1,221.21

Particulars	Present value of obligation	Fair value of plan assets	Net amount
1 April 2021	1,226.44	5.23	1,221.21
Current service cost	87.32	-	87.32
Interest expense/(income)	85.79	0.71	85.08
Total amount recognised in profit or loss	173.11	0.71	172.40
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	0.37	0.37
Actuarial (gain)/loss from change in financial assumptions	15.71	-	(15.71)
Actuarial (gain)/loss from unexpected experience	132.81	-	132.81
Total amount recognised in other comprehensive income	117.10	0.37	117.47
Employer contributions/ premium paid	-	(258.14)	(258.14)
Benefit payments	(258.14)	258.14	-
31 March 2022	1,258.51	6.31	1,252.94

Notes to Financial Statements *(Contd.)*

for the year ended 31 March 2022

(All amounts in INR lacs, unless otherwise stated)

(iv) Significant estimates: actuarial assumptions

The significant actuarial assumptions were as follows:

Particulars	31st March 2022	31st March 2021
Discount rate	6.90%	7.00%
Salary growth rate	2.00%	2.00%
Mortality rate	IALM (2012-14) Table	IALM (2012-14) Table
Disability Rate	5% of Mortality Rate	5% of Mortality Rate
Withdrawal rate	1% to 8%	1% to 8%
Retirement Age	58 Years	58 Years
Average Future Service	18.37	19.14

(v) Sensitivity analysis

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

Particulars	Impact on defined benefit obligation			
	31st March 2022		31st March 2021	
	Increase	Decrease	Increase	Decrease
Discount rate (-/+ 1%)	(78.66)	89.31	(55.43)	110.25
Salary growth rate (-/+ 1%)	95.89	(85.00)	116.79	(61.76)
Withdrawal rate (-/+ 1%)	36.08	(39.93)	56.41	(16.07)

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

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

(vi) The major categories of plan assets

The defined benefit plans are funded with insurance companies of India. The Company does not have any liberty to manage the funds provided to insurance companies. Thus the composition of each major category of plan assets has not been disclosed

(vii) Risk exposure

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

Investment risk:

The defined benefit plans are funded with insurance companies of India. The Company does not have any liberty to manage the funds provided to insurance companies.

The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the Government of India bonds. If the return on plan asset is below this rate, it will create a plan deficit.

Interest risk:

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

Life expectancy:

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

Salary growth risk

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

(viii) Defined benefit liability and employer contributions

Expected contributions to post-employment benefit plans for the year ending 31 March, 2021 are Rs. 41,145,867

The weighted average duration of the defined benefit obligation is 4.58 years (31 March, 2020 – 4.59 years). The expected maturity analysis of undiscounted gratuity benefits is as follows:

Particulars	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
31 March, 2022	277.32	224.79	248.17	501.92
Defined benefit obligation (gratuity)	277.32	224.79	248.17	501.92
Total				

Notes to Financial Statements *(Contd.)*

for the year ended 31 March 2022

(All amounts in INR lacs, unless otherwise stated)

31 March, 2021				
Defined benefit obligation (gratuity)	-	469.75	251.81	419.87
Total	-	469.75	251.81	419.87

(ix) Compensated absences

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

Note : 40 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities were related to healthcare, child education, COVID vaccination etc. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013:

Particulars	31st March 22	31st March 21
Amount required to be spent during the year	14.54	
Amount of expenditure incurred	14.00	-
Shortfall	0.54	-
Total of pervious years shortfall	-	-
Reason for shortfall	Incomplete ongoing project	
Nature of CSR activities	Health care, Child education, Covid vaccination etc.	
Related party transactions	-	-
If liability is incurred by entering into a contractual obligation, the movement in the provision.	-	-

Note : 41 Trade Payables

(ii) Ageing schedule of trade payable is as below:

As at March 31, 2022

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - MSME	92.19	-	-	-	92.19
Undisputed dues - others	404.29	141.42	93.83	138.92	778.46
Disputed dues - MSME	-	-	-	-	-
Disputed dues - others	-	-	-	-	-
Trade payables due	496.48	141.42	93.83	138.92	870.65
Trade payables not due	-	-	-	-	-
Unbilled trade payables	-	-	-	-	-
Total trade payables	496.48	141.42	93.83	138.92	870.65

As at March 31, 2021

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - MSME	-	-	-	-	-
Undisputed dues - others	590.85	316.38	159.21	-	1,066.44
Disputed dues - MSME	-	-	-	-	-
Disputed dues - others	-	-	-	-	-
Trade payables due	590.85	316.38	159.21	-	1,066.44
Trade payables not due	-	-	-	-	-
Unbilled trade payables	-	-	-	-	-
Total trade payables	590.85	316.38	159.21	-	1,066.44

Note : 42 Ratios

The following are analytical ratios for the year ended March 31, 2022 and March 31, 2021

Particulars	Numerator	Denominator	31-03-2022	31-03-2021	Variance
Current Ratio ¹	Current assets	Current liabilities	1.49	0.91	63.22%
Debt- Equity Ratio ²	Total Debts	Shareholders Equity	0.19	0.55	-65.72%
Debt-Service Coverage Ratio	Earnings Available for Debt Service	Debt Service	17.84	6.65	168.32%
Return on Equity (ROE)	Net Profits after taxes	Average Shareholders Fund	51.14%	52.97%	-1.83%

Notes to Financial Statements *(Contd.)*

for the year ended 31 March 2022

(All amounts in INR lacs, unless otherwise stated)

Trade receivables turnover ratio ³	Revenue	Average Trade Receivable	110.36	49.20	124.33%
Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	4.47	4.31	3.66%
Trade payables turnover ratio	Purchases of services and Goods	Other expenses Average Trade Payables	2.43	2.12	14.58%
Net capital turnover ratio ⁴	Revenue	Working Capital	12.03	-42.43	-128.34%
Net profit ratio ⁵	Net Profit	Revenue	16.03%	11.38%	4.65%
Return on capital employed (ROCE)	Earning before interest and Taxes	Capital Employed(4)	39.63%	33.51%	6.12%
Return on Investment(ROI)					
Quoted	Income generated from investments	Time weighted average investments	0%	0%	
Unquoted	Income generated from investments	Time weighted average investments	0%	0%	

- 1 Revenue Growth alongwith Working Capital Efficiency has lead to an improvement in the ratio
- 2 Higher Profit has resulted in lower debt and hence an improvement in ratio
- 3 Improved Collection in the Current year has led to an improvement in the ratio
- 4 Working Capital Efficiency and higher revenue has lead to an improvement in the ratio
- 5 Revenue Growth and Increased Profit has led to an improvement in the ratio

Note : 43 Segment reporting

The Company is engaged in the business of growing, manufacturing and sale of black tea and is having its manufacturing facilities located in India. The performance of the Company is assessed and reviewed by the Chief Operating Decision Maker ('CODM') as a single operating segment and accordingly growing, manufacturing and sale of black tea is the only operating segment. Further, there are no reportable geographical segment since significant business is within India. Accordingly there is no other reportable segment as defined by Ind AS 108 "Operating Segment". The Company is domiciled in India and sells its products in India.

Note : 44 Related party disclosure

- a) Associate Company Sangam Investments Limited
- b) Key management personnel
Mr Rajvinder Singh (Managing Director)
Mrs. Nishita Dutta Chadda (Company Secretary)
Mr Aditya Gupta (Chief Financial Officer)
- c) Entities having significant influence over the Company : Jardine Henderson Ltd.
- d) Key management personnel compensation

Particulars	31st March 22	31st March 21
Short-term employee benefits	62.61	37.71
Post-employment benefits	-	-
Long-term employee benefits	-	-
Termination benefits	-	-

- e) Transactions with related party

The following transactions occurred with related parties:

Particulars	31st March 22	31st March 21
Jardine Henderson Ltd.:		
a) Establishment charge	1.80	1.80
b) Other Services	12.25	6.53
c) Interest on loan	35.40	27.64

- (e) Outstanding balances arising from sales/purchases of goods and services

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

Particulars	31st March 22	31st March 21
Trade payables (purchases of goods and services) - Jardine Henderson Ltd.	52.12	60.78

Notes to Financial Statements *(Contd.)*

for the year ended 31 March 2022

(All amounts in INR lacs, unless otherwise stated)

(f) Loans to/from related parties

Particulars	31st March 22	31st March 21
Loans from Jardine Henderson Ltd.		
Beginning of the year	948.95	948.95
Loans advanced	-	-
Loan repayments made	69.44	-
End of the year	879.52	948.95

There is no allowance account for impaired receivables in relation to any outstanding balances, and no expense has been recognised in respect of impaired receivables due from related parties.

Transactions relating to dividends were on the same terms and conditions that applied to other shareholders.

All outstanding balances are unsecured and are repayable in cash.

Note : 45 Other notes to accounts

- Estimated amount of contracts remaining to be executed on Capital Account and not provided for Rs. Nil (31 March 2021 – Rs. Nil)
- The quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts; and there are no discrepancies

Contingent liability not provided for:

- In respect of Income Tax matters under appeal Rs. 4,46,92,567 (31 March 2021 Rs.3,39,73,985)

Certain areas of certain estates of the Company have been acquired by the Governments of West Bengal and Assam under West Bengal Estates Acquisition Act, and Assam Land Ceiling Act, respectively. Compensation, if any, in this regard is yet to be ascertained.

Particulars in respect of manufacture of black tea:

Year	Licensed Capacity	Installed Capacity	Actual production	Total saleable tea
2021-22	N.A	Not ascertainable in terms of made tea	56.59	55.35
2020-21			52.48	51.26

Particulars in respect of Sales, Opening and Closing stock of own black tea:

	Sales		Opening Stock		Closing Stock	
	Quantity (Kg.)	Amount	Quantity (Kg.)	Amount	Quantity (Kg.)	Amount
2021-22	55.19	14,328.40	12.40	2,030.04	11.59	1,932.38
2020-21	50.66	12,826.08	13.22	2,098.96	12.40	2,030.04

The notes referred to above form an integral part of the Financial Statements.

In terms of our attached Report of even date

For **M. C. DAS & Co**
Chartered Accountants
Firm's Registration Number: 301110E

Subir Das
Director
DIN: 00199255

Rajvinder Singh
Managing Director
DIN: 06931916

A. K. BANERJEE
Partner
Membership Number: 050243
Place : Kolkata
Date : 25th May, 2022

Aditya Gupta
(CFO)

Nishita Dutta Chadda
(Company Secretary)

Independent Auditor's Report

To the Members of

Dhelakhat Tea Co. Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Dhelakhat Tea Co. Limited ('the Company'), which comprise the balance sheet as at 31 March 2022, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Standalone Ind AS financial statements").

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standard prescribed under section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015 (as amended) and other accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at 31 March, 2022, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted the Audit of the Standalone financial statements in accordance with the Standards on Auditing (SAs) 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 Financial Statements sections of our Report. We are independent of the Company in accordance with the code of Ethics issued by the Institute of the Chartered Accountants of India together with the ethical requirements that are relevant to our Audit of the Standalone Financial Statement.

We believe that the Audit evidences we have obtained so far is sufficient to provide a basis for our Audit opinion on the Standalone financial Statement.

Key Audit Matters:

Key Audit Matters are those matters that, in our professional judgment, were of most significant in our Audit of the Standalone Financial Statement of the current period. These matters are 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.

Key audit matters	How our audit addressed the key audit matters
Estimation of Useful Life of Bearer Plants (as described in note 3 of the standalone Ind AS financial statements)	
<p>The carrying value of Bearer Plants as on March 31, 2022 is Rs. 1136.95 lakhs. Estimation of useful life of Bearer Plants requires the management to exercise significant judgement. The changes in natural factors may affect the useful life expectancy of such assets and consequently have an impact on the carrying value of these assets and depreciation expense.</p> <p>As per Ind AS 16 'Property, Plant and Equipment', the management reviews estimated useful life and residual value of Bearer Plants annually.</p> <p>As per Bush Valuation Report uprooting done during the year in different sections has been taken out from the opening balance of carrying amount.</p> <p>This matter has been identified as a key audit matter due to significant estimates / judgment involved in estimating useful life for these asset.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Assessed the management's estimate of useful life of Bearer Plants, for which we (1) evaluated the consistency of estimates with the Company's pattern of economic benefits embodied in such assets and future operating plans including acquisitions and retirements of the Bearer Plants; (2) compared the useful life estimates with those adopted by comparable tea producers, as per external available information; and (3) considered the Company's historical experience. Evaluated the assumptions and critical judgements used by the management and tested the underlying supporting documents / details. Assessed the related disclosures in the standalone Ind AS financial statements. <p>Our checking reveals that opening carrying amount of Bearer Plants have not been reduced with Uprooting.</p>
Valuation of Biological Assets and agriculture produce (as described in note 11 of the standalone Ind AS financial statements)	

Independent Auditor's Report *(Contd.)*

<p>As required by Ind AS 41 "Agriculture", management estimates the fair value of plucked (agriculture produce) and un-plucked tea leaves (biological assets) as at the balance sheet date through the use of valuation model and recent transaction prices. As at March 31, 2022, the carrying value of biological assets included under current assets is ` Rs.10.37 Lakhs. Finished goods produced from agricultural produce are valued at lower of cost (arrived at by adding the cost of conversion to the fair value of agricultural produce) and the net realisable value. For harvested or unharvested green leaves, since there is no active market for own leaves, significant judgement is involved in considering key assumptions used in determining average prevalent selling prices of the tea leaf, average quality of the tea leaf and quantity of unplucked leaf. Accordingly, this matter has been identified as a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • Understood, evaluated and tested the operating effectiveness of internal controls over valuation of biological assets and harvested tea leaf inventory. • Assessed the significant assumptions used in the valuation model with reference to available market information, • Tested the data inputs used and compared them with underlying supporting documents. • Assessed the related disclosures in the standalone Ind AS financial statements for compliance with disclosure requirements. • Testing the consistency of application of the fair value approaches and models over the years.
<p>Investment in other than Associate (as described in note 5 of the standalone Ind AS financial statements)</p>	
<p>The company carries its investments in other than Associates at cost, adjusted for impairment if any. At 31st March 2022, total investments amounted to Rs. 106.60 Lakhs, The amount is significant to the financial statements. Moreover, the testing of impairment exercise involves the use of estimates and judgements. The identification of impairment events and the determination of an impairment charge also require the application of significant judgement by management, in particular with respect to the timing, quantity and estimation of future cash flows. In view of the significance of the investments and the above, we consider investment valuation/impairment to be a significant key audit matter.</p>	<p>Our audit procedures comprised, amongst others:</p> <ul style="list-style-type: none"> • We have assessed the valuation methodology used by management and the requirements in Ind AS and tested the inputs used • Our audit response also consisted of analysing the possible indications of impairment and discussed them with management. • We have discussed the forecasted results of the investments with management and also reviewed the substantiation of the forecasts based on historical information. • We have reviewed the market value of assets provided by the management based upon prevalent market conditions and evidences of the market value of the assets.

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

The Companies Board of Directors is responsible of preparation of other information .The other information comprises of the information included in the management discussion and analysis, Board's report including Annexures , business responsibility report, corporate governance report, shareholders' information, but does not include financial statement and audit 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 statement our responsibility is to read the other information and in doing so, we consider whether the 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 mis-statement ,we 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 Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

This responsibility also includes 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 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 Ind AS 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 Management is responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable matters related to going concern and using the going concern basis of accounting

Independent Auditor's Report

unless management either intends to liquidate the Company or to cease operation or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the Company's Financial reporting process.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

As a part of audit in accordance with SA we exercise Professional judgment and maintained professional skepticism throughout the Audit .

We also :

i) Identify and assess the risk of material misstatement of the Standalone financial Statement, 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 of our opinion. The risk of not detecting of material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, omissions, misrepresentation or the override of Internal control.

ii) 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 also are responsible for expressing our opinion on whether the Company has adequate internal control system in place.

iii) Evaluate the appropriateness of Accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

iv) Conclude on the appropriateness of the Management's use of the going concern basis of Accounting and based on audit evidences obtained whether a material uncertainty exists related to events and conditions that may cast significant doubts on the entity'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 disclosure in the Standalone Financial Statement. Our conclusions are based on the audit evidence obtained up to the date of our Audit Report. However in future events or conditions may cause the entity to cease to continue as a going concern.

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

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 the paragraph 3 and 4 of the order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the balance sheet, the statement of profit and loss, the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rule issued thereunder;
 - (e) on the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies

Independent Auditor's Report *(Contd.)*

(Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide a guarantee or security or the like on behalf of the Ultimate Beneficiaries;
(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

for Acharyya Swapn & Co.

Chartered Accountants

Firm's Registration Number: 325797E

Aditya Singh

Partner

Membership Number : 068958

UDIN: 22068958AMBNJ08026

Kolkata
25th May, 2022

Annexure - A to the Independent Auditor's Report

The Annexure referred to in Independent Auditor's Report to the members of the Company on the standalone Ind AS financial statements for the year ended 31 March 2022, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
The Company does not have any Intangible Assets .
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) Based on our examination of the Land Revenue tax receipts and Lease agreements of land of Tea Estates & its' renewal papers etc. provided to us, we report that, the title in respect of Leasehold Lands disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
- (d) The Company has not revalued any of its Property, Plant and Equipment except for Bearer Plants where valuation has been done by a Registered Valuer.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (f) According to the information & explanation given to us no proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) As explained to us Inventories have been physically verified during the year by the management at reasonable interval, except for teas lying with Agents. The procedure of physical verification followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business .
- (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks on the basis of security of current assets . Hence reporting under this clause is not applicable.
- (iii) The Company has not granted any loans or advances in the nature of loans or stood guarantee, or provided security to Companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.
- (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, with respect to the loans and investments made.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposit, hence reporting under clause 3(v) of the Order is not applicable
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act .
- (vii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, Cess, GST and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance .
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable .
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) The Company during the year has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year but there were no outstanding term loans at the beginning of the year .
- (d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its Associate. The Company has no associates.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.

Annexure - A to the Independent Auditor's Report *(Contd.)*

- (x) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) however term loans received during the year has been utilised for the purpose for which they were taken.
 - (a) According to the information and explanations given to us, no material 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) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedure.
- (xi) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company as prescribed under section 406 of the Act. Accordingly reporting under clause (xii) 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 Indian Accounting Standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
 - (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him and hence provisions of section 192 of The Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of Statutory Auditor during the year and hence this clause is not applicable.
- (xix) On the basis of our checking of the financial ratios, ageing and expected realisation of financial assets and payment of financial liabilities, and 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 indicating 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 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.

for Acharyya Swapan & Co.

Chartered Accountants

Firm's Registration Number: 325797E

Aditya Singh

Partner

Membership Number : 068958

UDIN: 22068958AMBNJ08026

Kolkata

25th May, 2022

Annexure - B to the Independent Auditor's Report

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

We have audited the internal financial controls over financial reporting of Dhelakhat Tea Co. Limited ("the Company") as of 31 March 2022 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for Acharyya Swapan & Co.

Chartered Accountants

Firm's Registration Number: 325797E

Aditya Singh

Partner

Membership Number : 068958

UDIN: 22068958AMBNJ08026

Kolkata
25th May, 2022

BALANCE SHEET as at 31 March 2022

(All amounts in INR hundreds)

Particulars	Note	31 March 2022	31 March 2021
ASSETS			
(1) Non-current assets			
Property, plant and equipment	3	12,12,598	12,14,752
Capital work-in-progress	4	65,454	25,336
Financial assets			
(i) Investments	5	1,06,599	99,324
(ii) Other financial assets	6	13,300	13,300
Non current tax asset (net)	7	1,25,756	1,01,880
Deferred tax assets (net)	18	39,451	63,661
Other non-current assets	8	50,353	60,353
Total non-current assets		16,13,511	15,78,606
(2) Current assets			
Inventories	9	2,74,173	3,01,206
Biological assets other than bearer plants	10	10,365	7,613
Financial assets			
(i) Trade receivables	11	63,516	70,280
(ii) Cash and cash equivalents	12	17,678	8,553
(iii) Other bank balances	13	1,931	1,931
Other current assets	14	65,237	93,865
Total current assets		4,32,900	4,83,448
Total assets		20,46,411	20,62,054
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	39,277	39,277
Other equity	16	3,13,955	2,88,152
Total equity		3,53,232	3,27,429
Liabilities			
(1) Non-current liabilities			
Provisions	17	1,85,176	2,30,410
Total non-current liabilities		1,85,176	2,30,410
(2) Current liabilities			
Financial liabilities			
(i) Borrowings	19	3,89,938	3,83,814
(ii) Trade payables	20	3,84,542	4,14,530
(iii) Other financial liabilities	21	5,88,853	5,21,634
Other current liabilities	22	25,092	26,325
Provisions	23	19,339	58,642
Current tax liabilities (net)	24	1,00,239	99,270
Total current liabilities		15,08,003	15,04,215
Total liabilities		16,93,179	17,34,625
Total equity and liabilities		20,46,411	20,62,054

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS - 1 to 41

The notes referred to above form an integral part of the Financial Statements.

In terms of our attached Report of even date

For **Acharyya Swapan & Co.**

Chartered Accountants

Firm's Registration Number: 325797E

Aditya Singh

Partner

Membership Number: 068958

Place: Kolkata

Date: 25th May, 2022

For and on behalf of the Board of Directors

Rakesh Macwan

Director

(DIN: 01328442)

Rajvinder Singh

Director

(DIN: 06931916)

Priyarup Mukherjee

Company Secretary

Deepak Kumar Singh

Chief Financial Officer

STATEMENT OF PROFIT AND LOSS for the year ended 31 March 2022

(All amounts in INR hundreds)

Particulars	Note	31 March 2022	31 March 2021
Income			
Revenue from operations	25	20,25,202	18,04,929
Other income	26	53,048	62,009
Total income		20,78,250	18,66,938
Expenses			
Cost of materials consumed	27	2,09,162	1,76,361
Changes in inventories of finished goods	28	9,710	17,749
Change in carrying amount of biological assets other than bearer plant (gain/(loss))	29	(2,752)	(3,866)
Employee benefits expense	30	14,60,453	12,48,461
Finance costs	31	8,737	29,658
Depreciation expense	3	37,295	34,032
Other expenses	32	3,13,084	3,39,623
Total expenses		20,35,689	18,42,018
Profit before tax		42,561	24,920
Tax expense:			
- Current tax	33	969	1,686
- Deferred tax	33	21,812	(12,841)
Total tax expenses		22,781	(11,155)
Profit for the year		19,780	36,075
Other comprehensive income			
<i>Items that will not be reclassified to profit or loss</i>			
Remeasurements of post-employment benefit obligations	36	(8,423)	7,420
Income tax relating to these items	33	2,400	(2,115)
Other comprehensive income for the year, net of tax		(6,023)	5,305
Total comprehensive income for the year		25,803	30,770
Earnings per equity share:			
Basic and Diluted	34	5.04	9.19
(Nominal value per Share Rs.10)			

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS - 1 to 41

The notes referred to above form an integral part of the Financial Statements.

In terms of our attached Report of even date

For **Acharya Swapan & Co.**

Chartered Accountants

Firm's Registration Number: 325797E

Aditya Singh

Partner

Membership Number: 068958

Place: Kolkata

Date: 25th May, 2022

For and on behalf of the Board of Directors

Rakesh Macwan

Director

(DIN: 01328442)

Rajvinder Singh

Director

(DIN: 06931916)

Priyarup Mukherjee

Company Secretary

Deepak Kumar Singh

Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY for the year ended 31 March 2022

(All amounts in INR hundreds)

A. Equity share capital

Description	Note	Amount
As at 31 March 2021	15	39,277
Changes in equity share capital		-
As at 31 March 2022	15	39,277

B. Other equity

Description	Note	Reserve and Surplus			Total other equity
		Capital reserve	General reserve	Retained earnings	
Balance at 01 April 2020	16	256	4,67,965	(2,10,839)	2,57,382
Profit for the year		-	-	36,075	36,075
Other comprehensive income for the year		-	-	(5,305)	(5,305)
Total comprehensive income for the year		-	-	30,770	30,770
Transfer within equity		-	-	-	-
Balance at 31 March 2021	16	256	4,67,965	(1,80,069)	2,88,152
Balance at 01 April 2021	16	256	4,67,965	(1,80,069)	2,88,152
Profit for the year		-	-	19,780	19,780
Other comprehensive income for the year		-	-	6,023	6,023
Total comprehensive income for the year		-	-	25,803	25,803
Transfer within equity		-	-	-	-
Balance at 31 March 2022	16	256	4,67,965	(1,54,266)	3,13,955

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS - 1 to 41

The notes referred to above form an integral part of the Financial Statements.

In terms of our attached Report of even date

For **Acharyya Swapan & Co.**

Chartered Accountants

Firm's Registration Number: 325797E

Aditya Singh

Partner

Membership Number: 068958

Place: Kolkata

Date: 25th May, 2022

For and on behalf of the Board of Directors

Rakesh Macwan

Director

(DIN: 01328442)

Rajvinder Singh

Director

(DIN: 06931916)

Priyarup Mukherjee

Company Secretary

Deepak Kumar Singh

Chief Financial Officer

CASH FLOW STATEMENT

for the year ended 31 March 2022

(All amounts in INR hundreds)

Particulars	31 March 2022	31 March 2021
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit/ (Loss) before taxation	42,561	24,921
Adjustments for:		
Depreciation	37,295	34,032
Net gain on financial assets measured at FVTPL	(7,275)	2,680
Gain on sale of assets	-	-
Finance costs	8,738	29,658
Irrecoverable Receivables written off	-	43,440
OPERATING PROFIT / (LOSS) BEFORE WORKING CAPITAL CHANGES	81,319	1,34,731
Adjustments for:		
Non-Current/Current financial and other assets	17,793	(15,971)
Inventories	27,033	12,571
Non-Current/Current financial and other liabilities/provisions	(39,148)	4,705
CASH USED IN OPERATING ACTIVITIES	86,997	1,36,036
Direct Taxes Paid (Net of Refund)	-	-
NET CASH USED IN OPERATING ACTIVITIES	86,997	1,36,036
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, plant and equipment & CWIP	(75,258)	(26,407)
Sale of Assets	-	-
NET CASH GENERATED FROM INVESTING ACTIVITIES	(75,258)	(26,407)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Financial borrowings	6,125	(92,231)
Interest paid	(8,738)	(32,473)
NET CASH USED IN FINANCING ACTIVITIES	(2,613)	(1,24,704)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	9,126	(15,075)
* CASH AND CASH EQUIVALENTS OPENING BALANCE	8,553	23,628
* CASH AND CASH EQUIVALENTS CLOSING BALANCE	17,679	8,553

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS - 1 to 41

The notes referred to above form an integral part of the Financial Statements.

In terms of our attached Report of even date

For **Acharyya Swapan & Co.**

Chartered Accountants

Firm's Registration Number: 325797E

Aditya Singh

Partner

Membership Number: 068958

Place: Kolkata

Date: 25th May, 2022

For and on behalf of the Board of Directors

Rakesh Macwan

Director

(DIN: 01328442)

Rajvinder Singh

Director

(DIN: 06931916)

Priyarup Mukherjee

Company Secretary

Deepak Kumar Singh

Chief Financial Officer

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

1 General Information

Dhelakhat Tea Company Limited is a Company incorporated under the Companies Act, 2013. The Company's shares are listed on the Calcutta Stock Exchange. The Company is engaged in harvesting, manufacturing and selling of tea.

The financial statements as at 31 March 2022 present the current financial position of the Company.

The functional and presentation currency of the Company is Indian Rupee ("INR") which is the currency of the primary economic environment in which the Company operates.

The financial statements for the year ended 31 March 2022 were approved by the Board of Directors and authorised for issue on 25th May, 2022.

2.0 Significant accounting policies

The significant accounting policies applied by the Company in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements unless otherwise indicated.

2.1 Statement of compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 01, 2016.

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

2.2 Basis of preparation

"These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention, except for the following:

- a) certain financial assets and liabilities that is measured at fair value;
- b) certain biological assets (including unplucked green leaves) measured at fair value less cost to sell."

2.3 Use of estimates and critical accounting judgments

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

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

Significant judgments and estimates relating to the carrying amounts of assets and liabilities include useful lives of property, plant and equipment, intangible assets, impairment of property, plant and equipment, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

2.4 Property, plant and equipment

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred. When a replacement occurs, the carrying amount of the replaced part is derecognised. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items. The Company's tea bushes qualify as bearer plants under the definition in Ind AS 41 and are therefore accounted for as a part of property, plant and equipment."

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment. Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Borrowing costs, if any, during the period of construction is capitalised as part of cost of the qualifying assets.

The gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset, and is recognised in the statement of profit and loss.

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

2.5 Biological assets

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

2.6 Depreciation methods, estimated useful lives and residual value of property, plant and equipment

Depreciation, other than bearer plant, is calculated using written down value method to allocate their cost, net of their residual values on the basis of useful lives prescribed in Schedule II to the Companies Act, 2013, which are also supported by technical evaluation. Bearer plants are depreciated using straight line method from the date when they are ready for commercial harvest. The estimated useful lives of assets and residual values are reviewed regularly and, when necessary, revised. No further charge is provided in respect of assets that are fully written down but are still in use."

The estimated useful lives for the main categories of property, plant and equipment and other intangible assets are:

Categories of assets	Useful life (in year)
Plant and Machinery	15
Furniture & Fixture	10
Building	60
Bearer plants	79
Vehicles	8 - 10
Software	5

2.7 Impairment of non-financial assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. 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). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period."

2.8 Leases

Leases are classified as finance lease where the terms of the lease transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Company as lessee

- (i) **Operating lease** – Rentals payable under operating leases are charged to the statement of profit and loss on a straight line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.
- (ii) **Finance lease** – Finance leases are capitalised at the commencement of lease, at the lower of the fair value of the property or the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest."

2.9 Financial Instruments

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

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

(a) Financial assets

Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have maturities of less than three months from the date of such deposits. These balances with banks are unrestricted for withdrawal and usage.

Other bank balances

Other bank balances include balances and deposits with banks that are restricted for withdrawal and usage or having maturities of more than three months from the date of such deposits."

Financial assets at amortized cost

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

Financial assets measured at fair value through other comprehensive income

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

Financial assets measured at fair value through profit or loss

Financial asset not measured at amortized cost or at fair value through other comprehensive income is carried at fair value through profit or loss.

Impairment of financial assets

Loss allowance for expected credit losses is recognized for financial assets measured at amortized cost and fair value through other comprehensive income.

The Company recognises life time expected credit losses for all trade receivables that do not constitute a financing transaction.

For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

De-recognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

(b) Financial liabilities and equity instruments

Equity instruments

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

Financial liabilities

Financial liabilities such as trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant.

Borrowings

Interest-bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method.

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

Derecognition of financial liabilities

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

2.10 Employee benefits

(a) Post employment obligations

Defined contribution plans

The Company makes contributions to government administered provident fund scheme, employee state insurance scheme and pension fund scheme for the employees. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

Defined benefit plans - Gratuity

The liability or asset recognised in the balance sheet in respect of gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets, if any. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

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, if any. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost."

(b) Compensated absences

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised based on actuarial valuation at the present value of the obligation as on the reporting date.

The obligations are presented as current liabilities in the balance sheet since the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

2.11 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government Grant that are receivable as a compensation for expenses or losses incurred for the purpose of giving immediate financial support with no future related cost are recognised in statement of Profit and loss in the year it is received.

Tea Plantation Subsidy and other subsidies is accounted for on acceptance from the concerned authorities."

2.12 Provisions

Provisions are recognised in the balance sheet when the Company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. When appropriate, provisions are measured on a discounted basis.

Constructive obligation is an obligation that derives from an entity's actions where:

- (a) by an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated to other parties that it will accept certain responsibilities and
- (b) As a result, the entity has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

2.13 Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled."

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

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

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively."

2.14 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable net of discounts, taking into account contractually defined terms and excluding taxes or duties collected on behalf of the government.

Sale of goods

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognized if there are significant uncertainties regarding recovery of the amount due, associated costs or the possible return of goods.

2.15 Income recognition

a) Interest income

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

b) Dividend income

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

2.16 Inventories

Raw materials including harvested tea leaves, produced from own gardens are measured at lower of cost and net realisable value. Cost being the fair value less cost to sell at the point of harvest of tea leaves.

Raw materials of purchased green leaves, stores and spare parts and finished goods are stated at lower of cost and net realisable value. Cost of finished goods comprise direct material, direct labour and appropriate portion of variable and fixed overhead expenditure. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Cost are assigned to individual items of inventory on the basis of weighted average method. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale."

2.17 Research and development

Revenue expenditure on research and development is recognised as a charge in the Statement Profit and Loss. Capital expenditure on assets acquired for research and development is added to Property, plant and equipment, if any.

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

2.18 Earnings per share

Earnings per share is calculated by dividing the net profit or loss for the year attributable to equity share holders, by the weighted average numbers of equity shares outstanding during the year.

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

2.19 Contingent Liabilities

Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty are treated as contingent and disclosed by way of notes to the accounts.

2.20 Rounding of amounts

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

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

(All amounts in INR hundreds, unless otherwise stated)

Note 3 : Property, plant and equipment

Particulars	Gross carrying amount				Accumulated depreciation				Net carrying value	
	As at 01 April 2020	Addition/ Adjustments	Deductions/ Adjustments	Closing as at 31 March 2021	As at 01 April 2020	Charge during the year	Deductions/ Adjustments	Closing as at 31 March 2021	As at 31 March 2021	As at 31 March 2020
Land - leasehold	-	-	-	-	-	-	-	-	-	-
Bearer plant	8,94,320	298664	-	11,92,984	42,300	18,756	-	61,056	11,31,928	8,52,020
Buildings	46,133	-	-	46,133	15,385	1,899	-	17,284	28,849	30,748
Plant & Machinery	1,04,206	4525	-	1,08,730	54,963	9,199	-	64,161	44,569	49,243
Furniture & Fixture	879	323	-	1,202	588	102	-	690	512	290
Motor Vehicles	16,454	-	-	16,454	8,789	2,394	-	11,183	5,271	7,665
Plant & Machinery Spares	5,288	1739	-	7,026	1,917	1,631	-	3,548	3,478	3,371
Computers	316	115	-	431	235	51	-	286	145	80
Total	10,67,595	3,05,366	-	13,72,961	1,24,177	34,032	-	1,58,208	12,14,752	9,43,418

Particulars	GROSS BLOCK - AT COST				Accumulated depreciation				Net carrying value	
	As at 01 April 2021	Addition/ Adjustments	Deductions/ Adjustments	Closing as at 31 March 2022	As at 01 April 2021	Charge during the year	Deductions/ Adjustments	Closing as at 31 March 2022	As at 31 March 2022	As at 31 March 2021
Land - leasehold	-	-	-	-	-	-	-	-	-	-
Bearer plant	11,92,984	25105	-	12,18,089	61,056	20,085	-	81,140	11,36,948	11,31,928
Buildings	46,133	-	-	46,133	17,284	1,579	-	18,862	27,271	28,849
Plant & Machinery	1,08,730	2057	-	1,10,788	64,161	8,258	-	72,420	38,368	44,569
Furniture & Fixture	1,202	-	-	1,202	690	132	-	822	379	512
Motor Vehicles	16,454	-	-	16,454	11,183	1,646	-	12,830	3,625	5,271
Plant & Machinery Spares	7,026	7979	-	15,005	3,548	5,508.00	-	9,055	5,950	3,478
Computers	431	-	-	431	286	87	-	373	58	145
Total	13,72,961	35,141	-	14,08,101	1,58,208	37,295	-	1,95,503	12,12,598	12,14,752

Note 4 : Capital work-in-progress

Description	As at 01 April 2020	Addition	Deductions / Adjustments	Closing as at 31 March 2021
Bearer plant - young trees	3,01,784	22,216	(2,98,664)	25,336
Total	3,01,784	22,216	(2,98,664)	25,336

Description	As at 01 April 2021	Addition	Deductions / Adjustments	Closing as at 31 March 2022
Bearer plant - young trees	25,336	65,623	(25,105)	65,454
Total	25,336	65,623	(25,105)	65,454

As at March 31, 2022

Description	Less than 1 year	1-2 years	2-3 years	More than 3 years
Projects in progress:				
Young Tree	65,623	-	-	-
Total	65,623	-	-	-

As at March 31, 2021

Description	Less than 1 year	1-2 years	2-3 years	More than 3 years
Projects in progress:				
Young Tree	22,216	3,120	-	-
Total	22,216	3,120	-	-

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

(All amounts in INR hundreds, unless otherwise stated)

Note 5 : Investments - Non current

Particulars	31 March 2022	31 March 2021
Investment in equity shares designated at FVPL - Others (fully paid up) :		
i) Quoted		
10,606 (31 March 2021: 10,606) equity shares of Rs.100 each fully paid-up in Jardine Henderson Limited	1,06,549	99,274
ii) Unquoted		
500 (31 March 2021: 500) equity shares of Rs.10 each fully paid-up in ABC Tea Workers' Welfare Services (formerly Assam Bengal Cereals Ltd.)	50	50
Total non-current investment	1,06,599	99,324
(a) Aggregate carrying amount of quoted investments	1,06,549	99,274
(b) Aggregate market value of quoted investments	1,06,549	99,274
(c) Aggregate amount of unquoted investments	50	50

Note 6 : Other financial assets - non current

Particulars	31 March 2022	31 March 2021
Security deposits	13,300	13,300
Total	13,300	13,300

Note 7 : Non current tax asset (net)

Particulars	31 March 2022	31 March 2021
Advance income tax	1,25,756	1,01,880
Total	1,25,756	1,01,880

Note 8 : Other non current assets

Particulars	31 March 2022	31 March 2021
Advances others	50,353	60,353
Total	50,353	60,353

Note 9 : Inventories

Particulars	31 March 2022	31 March 2021
Inventories (valued at lower of cost and net realizable value)	2,43,598	2,53,308
Stores and spares	30,575	47,898
Total	2,74,173	3,01,206

Note 10 : Biological assets other than bearer plants

Particulars	31 March 2022	31 March 2021
Fair value of biological assets other than bearer plants (Unharvested tea leaves)	10,365	7,613
Total	10,365	7,613

Reconciliation of changes in the carrying amount of biological assets

Particulars	31 March 2022	31 March 2021
Opening balance	7,613	3,747
Gain/ (loss) arising from changes in fair value less costs to sell	-	-
Increases due to purchases/ flushing during the year	(7,613)	(3,747)
Decreases due to harvest during the year	10,365	7,613
Closing balance	10,365	7,613

Note: Unharvested tea leaves on bushes as on 31 March 2022 was 43,129 kgs (31 March 2021 - 31,721 kgs)

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

(All amounts in INR hundreds, unless otherwise stated)

Note 11 : Trade receivables

Particulars	31 March 2022	31 March 2021
Unsecured, considered good	63,516	70,280
Total	63,516	70,280

Refer Note : 37 for risk related to Trade Receivables.

Note 12 : Cash and cash equivalents

Particulars	31 March 2022	31 March 2021
Cash in hand	457	78
Balance with banks in current account	17,221	8,475
Total	17,678	8,553

Note 13 : Other bank balances

Particulars	31 March 2022	31 March 2021
Balance with banks - unpaid dividend account*	1,931	1,931
Total	1,931	1,931

Note 14 : Other current assets

Particulars	31 March 2022	31 March 2021
Advance against supply of goods or services	25,608	25,516
Advance to others	34,163	62,883
Balances with excise and other government authorities	5,466	5,466
Total	65,237	93,865

Note 15 : Equity share capital

Particulars	31 March 2022	31 March 2021
Authorized equity share capital		
500,000 (31 March, 2021: 500,000, 1 April, 2016: 500,000) equity shares of Rs.10/- each	50,000	50,000
Issued, subscribed and fully paid-up equity share capital		
392,770 (31 March, 2021: 392,770) equity shares of Rs.10 each fully paid up	39,277	39,277
Total	39,277	39,277

(i) Movement in equity share capital

Particulars	31 March 2022		31 March 2021	
	No. of shares	Amount	No. of shares	Amount
Equity shares				
At the beginning of the year	3,928	39,277	3,928	39,277
Issued during the year	-	-	-	-
Outstanding at the end of the year	3,928	39,277	3,928	39,277

(ii) Terms / rights attached to equity shares

The company has only one class of equity shares having a par value of Rs 10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after the distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Shareholding of Promoter

The Company does not have a promoter and is governed by the board of directors and is professionally managed. No single shareholder or person influences the board in making decision for the company.

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

(All amounts in INR hundreds, unless otherwise stated)

(iii) Details of shareholders holding more than 5% shares in the company

Particulars	31 March 2022		31 March 2021	
	No. of shares	% of holding	No. of shares	% of holding
Equity shares of Rs. 10 each fully paid-up				
1. Rydak Syndicate Ltd.	62,924	16.02%	62,924	16.02%
2. Kant & Co. Ltd.	60,407	15.38%	60,407	15.38%
3. Sripadam Investments Ltd.	54,248	13.81%	54,248	13.81%
4. National Insurance Co. Ltd.	39,030	9.94%	39,030	9.94%

(iv) During the period of 5 years immediately preceding the balance sheet date, no shares were issued for consideration other than cash. Also, no bonus shares were issued and no shares were bought back by the company during the said period.

Note 16 : Other equity

Particulars	31 March 2022	31 March 2021
Reserves and surplus		
a) Capital reserve	256	256
b) General reserve	4,67,965	4,67,965
c) Retained earnings	(1,54,266)	(1,80,069)
Total reserves and surplus	3,13,955	2,88,152

Note 16(a) : Other equity

Particulars	31 March 2022	31 March 2021
Reserves and surplus		
a) Capital reserve		
Opening balance	256	256
Closing balance	256	256
b) General reserve		
Opening balance	4,67,965	4,67,965
Amount transferred from retained earnings	-	-
Closing balance	4,67,965	4,67,965
c) Retained earnings		
Opening balance	(1,80,069)	(2,10,838)
Net profit/ (loss) for the year	19,780	36,074
- Remeasurements of post-employment benefit obligation, net of tax	6,023	(5,305)
Closing balance	(1,54,266)	(1,80,069)
Total reserves and surplus	3,13,955	2,88,152

Nature and purpose of other reserves

General reserve

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

Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfer to general reserve, dividends or other distributions paid to shareholders.

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

(All amounts in INR hundreds, unless otherwise stated)

Note 17 : Provisions - Non current

Particulars	31 March 2022	31 March 2021
Provision for employee benefits		
Provision for gratuity (Refer note 38)	1,85,176	2,30,410
Total	1,85,176	2,30,410

Note 18 : Deferred tax Assets (net)

Particulars	31 March 2022	31 March 2021
Deferred tax liability		
Property, plant and equipment	4,509	3,314
MAT credit entitlement	-	-
Investments	19,296	17,928
Others	-	-
Gross deferred tax liability	23,805	21,242
Deferred tax asset		
Property, plant and equipment		
Expenses allowable on payment basis	60,142	82,380
Provisions	-	-
Biological asset other than bearer plant and inventories	80	177
Others	3,034	2,346
Gross deferred tax assets	63,256	84,903
Net deferred tax liabilities/(asset)	(39,451)	(63,661)

Note 19 : Borrowings - Current

Particulars	31 March 2022	31 March 2021
Loans repayable on demand		
Unsecured		
Inter-corporate deposit	2,17,250	2,17,250
Secured		
Cash credit from banks (secured)	1,72,688	1,66,564
Total	3,89,938	3,83,814

Cash credit from banks are secured against first charge on the entire current assets of the Company and are repayable on demand. The above loans carry interest @ 10.00% p.a. (31 March 2021 :@ 10.90% p.a)

Note 20 : Trade payables

Particulars	31 March 2022	31 March 2021
Trade payables (Refer note 39)	3,84,542	4,14,530
Total	3,84,542	4,14,530

Note 21 : Other financial liabilities - Current

Particulars	31 March 2022	31 March 2021
Unpaid dividend	1,931	1,931
Others payables	5,86,922	5,19,703
Total	5,88,853	5,21,634

Note 22 : Other Current Liabilities

Particulars	31 March 2022	31 March 2021
Statutory dues payable	25,092	26,325
Total	25,092	26,325

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

(All amounts in INR hundreds, unless otherwise stated)

Note 23 : Provisions - current

Particulars	31 March 2022	31 March 2021
Provision for employee benefits		
Provision for gratuity (Refer note 38)	14,366	53,669
Provision for compensated absences (Refer note 38)	4,973	4,973
Total	19,339	58,642

Note 24 : Current tax liability (net)

Particulars	31 March 2022	31 March 2021
Provision for tax	1,00,239	99,270
Total	1,00,239	99,270

Note 25: Revenue from operation

Particulars	31 March 2022	31 March 2021
Sale of goods:		
Manufactured goods (Sale of Tea)	20,25,202	18,04,929
Total	20,25,202	18,04,929

Note 26 : Other income

Particulars	31 March 2022	31 March 2021
Dividend income on equity investments measured at FVTPL	1,060	491
Sale of tea waste	10,119	30,238
Gain on sale of property, plant and equipment	-	-
Government grant	33,767	33,521
Sundry receipt	827	439
Change in fair value of financial Asset measured at FVTPL	7,275	(2,680)
Total	53,048	62,009

Note 27 : Cost of materials consumed

Particulars	31 March 2022	31 March 2021
Inventory at the beginning of the year	47,898	42,719
Add: Purchases	1,91,839	1,81,539
Less: Inventory at the end of the year	30,575	47,898
Total	2,09,162	1,76,360

Note 28 : Changes in inventories of finished goods

Particulars	31 March 2022	31 March 2021
Opening Stock of Tea	2,53,308	2,71,057
Closing Stock of Tea	2,43,598	2,53,308
(Increase)/Decrease	9,710	17,749

Note 29 : Change in Carrying amount of Biological Assets other than bearer plant (Gain)/Loss

Particulars	31 March 2022	31 March 2021
Opening Stock Bearer Plants	7,613	3,747
Closing Stock Bearer Plants	10,365	7,613
(Increase)/Decrease	(2,752)	(3,866)

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

(All amounts in INR hundreds, unless otherwise stated)

Note 30 : Employee benefit expense

Particulars	31 March 2022	31 March 2021
Salaries, Wages & Bonus	12,29,923	9,98,271
Contribution to Provident and other funds	1,16,411	1,07,290
Gratuity expense	34,474	38,243
Workmen and Staff Welfare	79,645	1,04,657
Total	14,60,453	12,48,461

Note 31: Finance costs

Particulars	31 March 2022	31 March 2021
Interest and finance charges on financial liabilities not at fair value through profit or loss	11,843	32,473
Less: Borrowing cost capitalisation	(3,106)	(2,815)
Total	8,737	29,658

Note 32 : Other expenses

Particulars	31 March 2022	31 March 2021
Power and Fuel	1,68,647	1,38,530
Repairs to Buildings	434	2,196
Repairs to Machinery	14,080	6,928
Insurance	622	839
Rates & Taxes	4,236	16,503
Cess on Green Leaf	-	-
Brokerage and Commission on Tea	22,286	17,308
Freight and Transit Charges	43,230	35,900
Cultiivation Expenses	762	2,227
Directors sitting fees	1,290	1,470
Auditors' remuneration:	-	-
Statutory Audit fees	1,200	1,200
Tax Audit fees	200	300
Other Services	240	240
Out of pocket expenses	-	-
Prov For Bad And Doubtful Debts	-	43,440
Miscellaneous Expenses	55,857	72,542
Total	3,13,084	3,39,623

Note 33 : Income tax expense

This note provides an analysis of the Company's income tax expense, shows amounts that are recognised in profit or loss or other comprehensive income and how the tax expense is affected by non-assessable and non-deductible items.

Particulars	31 March 2022	31 March 2021
(a) Income tax expense		
Current tax		
Current tax on profits for the year	969	1,686
Profit and loss	-	-
Total current tax expense	969	1,686
Deferred tax		
Decrease (increase) in deferred tax assets	(21,648)	(12,840)
(Decrease) increase in deferred tax liabilities	(2,564)	(2,115)
Total deferred tax expense/(benefit)	(24,212)	(14,955)
Income tax expense	(24,212)	(14,955)

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

(All amounts in INR hundreds, unless otherwise stated)

Particulars	31 March 2022	31 March 2021
Current tax expense recognised in profit or loss		
Current tax on profits for the year	(969)	(1,686)
Total current tax expense (A)	(969)	(1,686)
Deferred tax expense recognised in profit or loss		
Deferred taxes	(21,812)	12,840
Total deferred tax expense recognised in profit or loss (B)	(21,812)	12,840
Deferred tax expense recognised in Other comprehensive income		
Deferred taxes	(2,400)	2,115
Total deferred tax expense recognised in Other comprehensive income (C)	(2,400)	2,115
Total deferred tax for the year (B+C)	(24,212)	14,955
Total income tax expense recognised in profit or loss (A+B)	(22,781)	11,154
Total income tax expense recognised in Other comprehensive income (C)	(2,400)	2,115
Total income tax expense (A+B+C)	(25,181)	13,269

Note 34 : Earnings per share

Particulars	31 March 2021	31 March 2020
(a) Profit attributable to equity holders of the company used in calculating basic and diluted earnings per share (INR hundreds)	19,780	36,074
(b) Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share (in numbers)	3,928	3,928
(c) Nominal value of Equity Share (in Rs.)	10	10
(d) Basic and diluted earnings per share (INR)	5.04	9.19

Note 35: Capital management

(a) Risk management

The Company's objectives when managing capital are to:

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

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through a mixture of equity, long term borrowings and short term borrowings.

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

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

The amount mentioned under total equity in balance sheet is considered as Capital.

(b) Dividends paid and proposed

Particulars	31 March 2022	31 March 2021
(i) Equity shares		
Final dividend for the year ended 31 March, 2022 - Nil (31 March, 2021 - Nil) per fully paid share	-	-
Dividend Distribution Tax	-	-

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

(All amounts in INR hundreds, unless otherwise stated)

Note 36 : Fair value measurements

Financial instruments by category

Particulars	31 March 2022			31 March 2021		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial assets						
Investments in equity instruments	1,06,599	-	-	99,324	-	-
Trade receivables	-	-	63,516	-	-	70,280
Cash and cash equivalents	-	-	17,678	-	-	8,553
Other bank balances	-	-	1,931	-	-	1,931
Other financial assets	-	-	13,300	-	-	13,300
Total financial assets	1,06,599	-	96,425	99,324	-	94,064
Financial liabilities						
Borrowings	-	-	3,89,938	-	-	3,83,814
Trade payable	-	-	3,84,542	-	-	4,14,530
Other financial liabilities	-	-	5,88,853	-	-	5,21,635
Total financial liabilities	-	-	13,63,333	-	-	13,19,979

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

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

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The entire financial assets and liabilities of the Company is classified as Level 3 in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

Note:

- There have been no transfers between Level 1 and Level 2 for the years ended March 31, 2022 and March 31, 2021
- Costs of unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.
- Fair value of borrowings which do not have an active market or are unquoted is estimated by discounting expected future cash flows using a discount rate equivalent to the risk-free rate of return adjusted for credit spread considered by lenders for instruments of similar maturities which is categorised as level 3 in the fair value hierarchy.

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the fair value of the financial instruments is determined using discounted cash flow analysis.

The carrying amounts of remaining financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature. Financial liabilities

The fair values for financial instruments were calculated based on cash flows discounted using current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

(All amounts in INR hundreds, unless otherwise stated)

Fair value of biological assets other than bearer plants

Particulars	31 March 2022	31 March 2021
Fair value of biological assets other than bearer plants (Unharvested tea leaves) for which fair value (less cost to sell) are disclosed	10,365	7,613

Note: The fair value of biological assets other than bearer plants are to considered as Level 2 fair values

Note 37 : Financial Risk Management

The Company's activities are exposed to a variety of financial risks: credit risk, liquidity risk and market risk (i.e. foreign currency risk, interest rate risk and price risk).

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk:

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables and financial assets measured at amortised cost.	Aging analysis Credit ratings	Diversification of bank deposits and credit limits, quality customer selection
Liquidity risk	Financial liabilities that are settled by delivering cash or another financial asset.	Cash flow forecasts	Projecting cash flows and considering the level of liquid assets necessary to meet the liabilities
Market risk – a) security prices	Investments in equity securities	Sensitivity analysis	Portfolio diversification

(A) Credit risk

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

i) Trade receivables

Customer credit risk is managed by the Company through established policy and procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally carrying 45 to 90 days credit terms. The Company has a detailed review mechanism of overdue customer receivables at various levels within organisation to ensure proper attention and focus for realisation. The Company's exposure to customers is diversified and no single customer contributes to more than 10% of outstanding trade receivables as at 31 March 2022 , 31 March 2021. The ageing of trade receivables as of balance sheet date is given below. The age analysis have been considered from the due date:

As at March 31, 2022	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed – considered good	63516	-	-	-	-	63,516
Undisputed – Credit Impaired	-	-	-	-	43,440	43,440
Disputed - considered good	-	-	-	-	-	-
Disputed - considered doubtful	-	-	-	-	-	-
Trade receivables due	63,516	-	-	-	43,440	1,06,956
Less: Allowance for Credit Loss	-	0	0	0	0	(43,440)
Total trade receivables	63,516	0	0	0	0	63,516

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2021

(All amounts in INR hundreds, unless otherwise stated)

As at March 31, 2021	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed – considered good	70,280	-	-	-	-	70,280
Undisputed – Credit Impaired	-	-	-	-	43,440	43,440
Disputed - considered good	-	-	-	-	-	-
Disputed - considered doubtful	-	-	-	-	-	-
Trade receivables due	70,280	-	-	-	43,440	1,13,720
Less: Allowance for Credit Loss	-	0	0	0	(43,440)	(43,440)
Total trade receivables	70,280	0	0	0	0	70,280

The requirement for impairment is analysed at each reporting date. Refer note 11 for details on the impairment of trade receivables. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 36. The Company does not hold collateral as security.

ii) Financial instruments and deposits

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

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was Rs. 96,42,554 as at 31 March 2022, Rs. 94,06,389 as at 31 March 2021, being the total of the carrying amount of trade receivables and other financial assets.

(B) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally performed in accordance with practice and limits set by the Company.

(i) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

- all financial liabilities

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

Contractual maturities of financial liabilities 31 March 2022	Less than 1 year	1 - 3 years	Total
Borrowings	3,89,938	0	3,89,938
Trade payable	3,84,542	0	3,84,542
Other financial liabilities	5,88,853	0	5,88,853
Total financial liabilities	13,63,333	-	13,63,333

Contractual maturities of financial liabilities 31 March 2021	Less than 1 year	1 - 3 years	Total
Borrowings	3,83,814	-	3,83,814
Trade payable	4,14,530	-	4,14,530
Other financial liabilities	5,21,635	-	5,21,635
Total financial liabilities	13,19,979	-	13,19,979

(C) Market risk

(i) Foreign currency risk

Foreign Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's transactions are denominated only in INR and hence the Company is not exposed to any foreign currency risk.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to the risk of changes in market interest rates because it does not have any floating rate borrowings nor does it have any variable rate financial assets.

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

(All amounts in INR hundreds, unless otherwise stated)

(iii) Price risk

(a) Exposure

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. The company's exposure to equity securities price risk arises from investments held by the company in equity securities and classified in the balance sheet as at fair value through profit and loss account.

(b) Sensitivity

The table below summarises the impact of increases/decreases of the prices of respective securities on company's equity and profit before tax for the period. The analysis is based on the assumption that the price of the respective securities had increased by 5% or decreased by 5% with all other variables held constant:

Particulars	Impact on profit before tax		Impact on other component of equity	
	31-Mar-22	31-Mar-21	31-Mar-22	31-Mar-21
Increase by 5% (2022: 5%)*	5,330	4,966	3,811	3,551
Decrease by 5% (2022: 5%)*	(5,330)	(4,966)	(3,811)	(3,551)

* Holding all other variables constant

Note 38 : Employee benefit obligations

(i) Defined contribution plan

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident fund which is defined contribution plan.

(ii) Post-employment obligations

a) Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic (including dearness allowance) salary per month computed proportionately for 15 days (reckoning 26 days for a month) salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognised funds in India. Based on actuarial valuation, a provision is recognised in full for the projected obligation over and above the funds held in scheme.

(iii) Balance sheet recognition

a) Gratuity

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

Particulars	Present value of obligation	Fair value of plan assets	Net amount
1 April 2020	2,89,457	11,203	2,78,254
Current service cost	18,686	-	18,686
Interest expense/(income)	20,341	784	19,557
Total amount recognised in profit or loss	39,027	784	38,242
Remeasurements	-	-	-
Return on plan assets, excluding amounts included in interest expense/(income)	-	1,180	(1,180)
Actuarial (gain)/loss from change in financial assumptions	2,031	-	2,031
Actuarial (gain)/loss from unexpected experience	6,697	-	6,697
Total amount recognised in other comprehensive income	8,728	1,180	7,548
Employer contributions/ premium paid	-	(41,074)	(41,074)
Benefit payments	(41,074)	41,074	-
31 March 2021	2,96,138	13,167	2,82,971

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2021

(All amounts in INR hundreds, unless otherwise stated)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
1 April 2021	2,96,138	13,167	2,82,971
Current service cost	14,828	-	14,827
Interest expense/(income)	20,555	909	19,647
Total amount recognised in profit or loss	35,383	909	34,474
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	(909)	909
Actuarial (gain)/loss from change in financial assumptions	(3,816)	-	(3,816)
Actuarial (gain)/loss from unexpected experience	(5,515)	-	(5,515)
Total amount recognised in other comprehensive income	(9,331)	(909)	(8,422)
Employer contributions/ premium paid	-	(1,09,481)	-
Benefit payments	(1,09,481)	(1,09,481)	(1,09,481)
31 March 2022	2,22,420	13,167	2,09,253

(iv) Significant estimates: actuarial assumptions

The significant actuarial assumptions were as follows :

Particulars	31 March 2022	31 March 2021
Discount rate	-	-
Salary growth rate	-	-
Mortality rate	IALM (2006-08) Table	IALM (2006-08) Table
Disability Rate	5% of Mortality Rate	5% of Mortality Rate
Withdrawal rate	1% to 8%	1% to 8%
Retirement Age	58	58 Years
Average Future Service	16.04	15.53

(v) Sensitivity analysis

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

Particulars	Impact on defined benefit obligation			
	31 March 2022		31 March 2021	
	Increase	Decrease	Increase	Decrease
Discount rate (-/+ 1%)	(197)	223	(172)	194
Salary growth rate (-/+ 1%)	238	(211)	203	(180)
Withdrawal rate (-/+ 1%)	53	(58)	58	(65)

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

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

(vi) The major categories of plan assets

The defined benefit plans are funded with insurance companies of India. The Company does not have any liberty to manage the funds provided to insurance companies. Thus the composition of each major category of plan assets has not been disclosed.

(vii) Risk exposure

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

Investment risk:

The defined benefit plans are funded with insurance companies of India. The Company does not have any liberty to manage the funds provided to insurance companies.

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

(All amounts in INR hundreds, unless otherwise stated)

The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the Government of India bonds. If the return on plan asset is below this rate, it will create a plan deficit.

Interest risk:

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

Life expectancy:

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

Salary growth risk

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

(viii) Defined benefit liability and employer contributions

Expected contributions to post-employment benefit plans for the next year ending 31 March, 2022 would be Rs. 73,478

The weighted average duration of the defined benefit obligation is 4.67 years (31 March, 2021 – 4.67 years). The expected maturity analysis of undiscounted gratuity benefits is as follows:

Particulars	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
31 March, 2022				
Defined benefit obligation (gratuity)	-	922	611	1,309
Total	-	922	611	1,309
31 March, 2021				
Defined benefit obligation (gratuity)	812	402	464	1,168
Total	812	402	464	1,168

(ix) Compensated absences

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

Note

39 : Other notes to accounts

(ii) Ageing schedule of trade payable is as below:

As at March 31, 2022	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - MSME	-	-	-	-	-
Undisputed dues - others	1,11,820	-	2,72,722	-	2,72,722
Disputed dues - MSME	-	-	-	-	-
Disputed dues - others	-	-	-	-	-
Trade payables due	1,11,820	-	2,72,722	-	2,72,722
Trade payables not due	-	-	-	-	-
Unbilled trade payables	-	-	-	-	-
Total trade payables	1,11,820	-	2,72,722	-	3,84,542

As at March 31, 2021	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - MSME	-	-	0	-	0
Undisputed dues - others	1,22,042	2,92,488	-	-	4,14,530
Disputed dues - MSME	-	-	0	-	0
Disputed dues - others	-	-	0	-	0
Trade payables due	1,22,042	2,92,488	-	-	4,14,530
Trade payables not due	0	0	0	0	0
Unbilled trade payables	0	0	0	0	0
Total trade payables	1,22,042	2,92,488	-	-	4,14,530

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

(All amounts in INR hundreds, unless otherwise stated)

Note 40 : Ratios

The following are analytical ratios for the year ended March 31, 2022 and March 31, 2021

Particulars	Numerator	Denominator	31-03-2022	31-03-2021	Variance
Current Ratio ¹	Current assets	Current liabilities	0.29	0.32	-10.68%
Debt- Equity Ratio ²	Total Debts	Shareholders Equity	1.10	1.17	-5.83%
Debt-Service Coverage Ratio	Earnings Available for Debt Service	Debt Service	5.87	1.84	219.04%
Return on Equity (ROE)	Net Profits after taxes	Average Shareholders Fund	5.81%	11.56%	-5.75%
Trade receivables turnover ratio	Revenue	Average Trade Receivable	30.27	20.73	46.01%
Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	0.56	0.60	-5.67%
Trade payables turnover ratio	Purchases of services and Goods	Other expenses Average Trade Payables	0.48	0.42	15.10%
Net capital turnover ratio	Revenue	Working Capital	-1.88	-1.77	6.53%
Net profit ratio	Net Profit	Revenue	0.98%	2.00%	-1.02%
Return on capital employed (ROCE)	Earning before interest and Taxes	Capital Employed ⁽⁴⁾	6.90%	7.67%	-0.77%
Return on Investment(ROI)					
Quoted	Income generated from investments	Time weighted average investments	0%	0%	
Unquoted	Income generated from investments	Time weighted average investments	0%	0%	

Note 41 : Other notes to accounts

- a. Contingent liability is not provided for and includes:

Particulars	31 March 2022	31 March 2021
Income Tax demand disputed and under Appeal.	19,265	-

- b. The Company is engaged in the business of growing, manufacturing and sale of black tea and is having its manufacturing facilities located in India. The performance of the Company is assessed and reviewed by the Chief Operating Decision Maker ('CODM') as a single operating segment and accordingly growing, manufacturing and sale of black tea is the only operating segment.

The Company is domiciled in India and sells its products in India.

The Company has no customers from whom it derives more than 10% of total revenue.

- c. **Related party disclosure**

Key Managerial Personnel:

- Mr. Rajvinder Singh - Managing Director
- Mr. Priyarup Mukherjee- CS
- Mr. Deepak Singh - CFO
- Mr. R. K. Majumdar - Manager

Key management personnel compensation

Particulars	31 March 2022	31 March 2021
Short-term employee benefits	16,271	14,032

- d. There were no dues to the Micro, Small and Medium Enterprises outstanding as on 31st March, 2022. This information as required, has been determined to the extent such parties have been identified on the basis of information available to the Company.

- e. **Quantitative information**

(In kgs)

Year	Licensed Capacity	Installed Capacity	Production (Saleable Tea)
2021-22	Not Applicable	13,00,000	9,52,389
2020-21		13,00,000	7,56,856

Year	Sales		Opening Stock		Closing Stock	
	Quantity (Kg.)	Amount	Quantity (Kg.)	Amount	Quantity (Kg.)	Amount
2021-22	9,33,355	20,25,202	1,44,070	2,53,308	1,42,612	2,43,598
2020-21	7,43,705	18,04,929	1,49,415	2,71,057	1,44,070	2,53,308

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2022

(All amounts in INR hundreds, unless otherwise stated)

f. Value of Imported, indigenous stores, spare parts consumed:

Particulars	2021-22	2020-21
Indigenous	1,764	1,529
	100%	100%

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS - 1 to 39

The notes referred to above form an integral part of the Financial Statements.

In terms of our attached Report of even date

For **Acharyya Swapan & Co.**

Chartered Accountants

Firm's Registration Number: 325797E

Aditya Singh

Partner

Membership Number: 068958

Place: Kolkata

Date: 25th May, 2022

For and on behalf of the Board of Directors

Rakesh Macwan

Director

(DIN: 01328442)

Rajvinder Singh

Director

(DIN: 06931916)

Priyarup Mukherjee

Company Secretary

Deepak Kumar Singh

Chief Financial Officer

Format of holding of specified securities

Annexure - I

1 **Name of Listed Entity : RYDAK SYNDICATE LIMITED**

2 Scrip Code/Name of Scrip/Class of Security :

3 Share Holding Pattern Filed under: Reg. 31(1) (b) : **Quarter Ended 31/03/2023**

4 Declaration:

	Particulars	Yes	No
1	Whether the Listed Entity has issued any partly paid up shares		NO
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		NO
3	Whether the Listed Entity has any shares against which depository receipt are issued?		NO
4	Whether the Listed Entity has any shares in locked-in?		NO
5	Whether any shares held by promoters are pledge or otherwise encumbered?		NO

5 The tabular format for disclosure of holding of specified securities is as follows:-

Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of shares underlying Depository Receipt (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Underlying convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
							Class eg: x	Class eg: y	Total			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(A)	Promoter & Promoter Group	1	485366	0	485366	49.877	485366	0	49.877	0	0.000	0	0.000	0	0.000	485366
(B)	Public	642	487762	0	487762	50.123	487762	0	50.123	0	0.000	0	0.000	0	0.000	349685
(C)	Non Promoter - Non Public															
(C1)	Shares underlying DRs															
(C2)	Shares held by Employee Trusts															
	TOTAL	643	973128	0	973128	100.000	973128	0	100.000	0	0.000	0	0.000	0	0.000	835051

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of shareholders (I)	Entity type i.e., promoter OR promoter group entity (except promoter) (II)	PAN (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipt (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Underlying convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									Total as a % of Total Voting rights					No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class x	Class y	Total							
(1)	Indian Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(a)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(b)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(c)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(d)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		1	485366	0	485366	49.877	485366	49.877	0	0	0.000	0	0.000	0	0.000	0	485366
(e)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)	AAACJ6724B	0	485366	0	485366	49.877	485366	49.877	0	0	0.000	0	0.000	0	0.000	0	485366
(f)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(g)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(h)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		1	485366	0	485366	49.877	485366	49.877	0	0	0.000	0	0.000	0	0.000	0	485366
(i)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(j)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(k)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(l)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(m)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(n)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(o)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(p)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(q)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(r)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(s)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(t)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(u)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(v)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(w)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(x)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(y)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(z)	Individuals/Hindu undivided Family Central Government/State Government(s) Financial Institutions/Banks Any Other Bodies Corporate JARDINE HENDERSON LIMITED Trusts Clearing Members Sub-Total (A1)		0	0	0	0	0	0.000	0	0	0	0.000	0	0.000	0	0.000	0	0
(A)	Total Shareholding of Promoter and Promoter Group (A)=(A1)+(A2)		1	485366	0	485366	49.877	485366	49.877	0	0	0.000	0	0.000	0	0.000	485366	

Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of shareholders (i)	PAN (ii)	Nos. of shareholders (iii)	No. of fully paid-up equity shares held (iv)	No. of party paid-up equity shares held (v)	Nos. of shares underlying Depository Receipt (vi)	Total nos. shares held (vii) = (iv)+(v)+(vi)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (viii)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including (vii)+(x) as a % of (xi)) = (vii)+(x) as a % of (xi)	Number of Locked in shares		Number of Shares pledged or		Number of equity shares held in dematerialized form (xiv)	Sub-categorization of shares (xv)	
								Class	Class	Total		No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		Sub-category (i)	Sub-category (ii)
(1) Institutions (Domestic)		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
(a) Mutual Funds		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
(b) Venture Capital Funds		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
Alternate Investment Funds		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
(c) Financial Institutions/Banks		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
(d) Financial Institutions		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
Banks		6	3425	0	0	3425	0.352	3425	0	3425	0	0.000	0	0.000	0			
(e) Insurance Companies		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
Provident Funds/Pension Funds		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
Asset Reconstruction Companies		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
(g) Sovereign Wealth Funds		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
(h) RBI		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
(i) Other Financial Institutions		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
(j) Any Other		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
(k) Sub-Total (B)(1)		6	3425	0	0	3425	0.352	3425	0	3425	0	0.000	0	0.000	0			
(2) Institutions (Foreign)		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
(a) Foreign Direct Investment		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
(b) Foreign Venture Capital Investors		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
(c) Sovereign Wealth Funds		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
(d) Foreign Portfolio Investors		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
(e) Overseas Depositors (holding DRs/balancing figure)		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
(f) Any Other		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
FPI - CORPORATE - CAT-III		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
Sub-Total (B)(2)		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
(3) Central Government/State Government(s)		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
(a) Central Government/President of India		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
(b) State Government/Governor Shareholding by Companies or Bodies Corporate where Central/State Government is a Promoter		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			
(c) Sub-Total (B)(3)		0	0	0	0	0	0.000	0	0	0	0	0.000	0	0.000	0			

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public shareholder

Category & Name of shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipt (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of (A+B+C)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class x	Class y	Total			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(1) Custodian, DR Holder																	
(2) Employee Benefit Trust (under SEBI (share based Employee Benefit) Regulations, 2014																	
Total Non-Promoter - Non-Public Shareholding (C)=(I)+(G)+(2)																	

Table V - Statement showing shareholding details of significant beneficial owner

Sr No.	Details of the significant beneficial owner (I)		Details of the registered owner (II)		Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect: (III) Whether by virtue of:					
	Name	PAN/Passport No. in case of a foreign national	Name	PAN/Passport No. in case of a foreign national	Shares %	Voting rights %	Rights on distributable dividend or any other distribution %	Exercise of control	Exercise of significant influence	Date of creation / acquisition of significant beneficial interest (IV)