



**Dhunseri Tea & Industries Limited**

CIN : L15500WB1997PLC085661

Registered Office : Dhunseri House, 4A, Woodburn Park, Kolkata 700020

September 1, 2020

BSE Limited Phiroze-Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 <b><u>Scrip Code: 538902</u></b>	National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, 5 <sup>th</sup> Floor Bandra Kurla Complex, Bandra (E), Mumbai -400 051 <b><u>Symbol: DTIL</u></b>
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**Sub : Annual Report for the FY 2019-20 and Notice of 23<sup>rd</sup> Annual General Meeting**

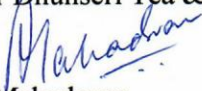
**Ref: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach soft copy of Annual Report of the Company for the FY 2019-20 along with the Notice convening the 23<sup>rd</sup> Annual General Meeting of the Company scheduled to be held on Wednesday, 23<sup>rd</sup> September, 2020 at 10:30 a.m. (IST), through Video Conference/ Other Audio Visual Means.

This is for your information and record.

Thanking You.

Yours faithfully,  
For Dhunseri Tea & Industries Limited

  
R. Mahadevan  
Company Secretary

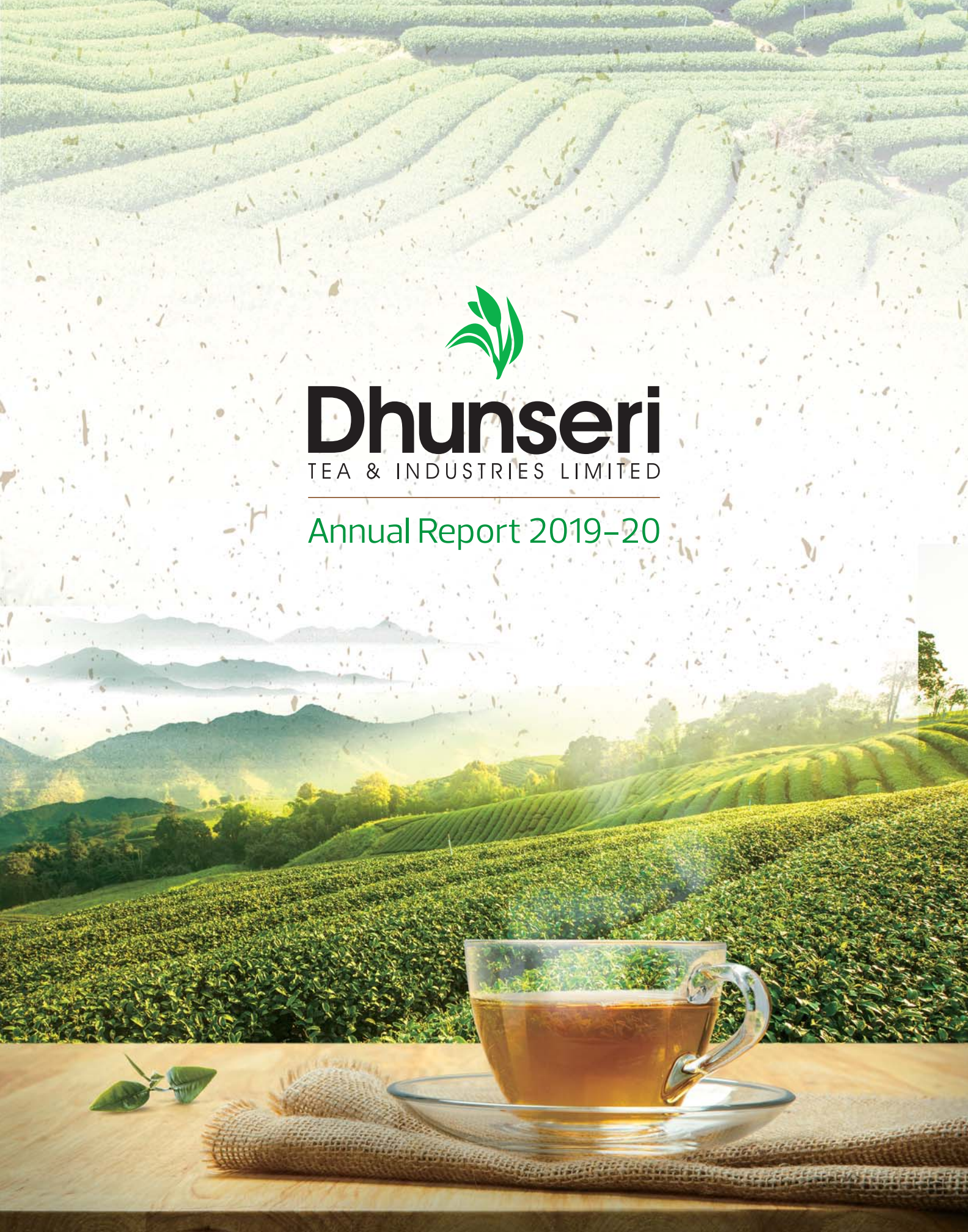
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# Dhunseri

TEA & INDUSTRIES LIMITED

Annual Report 2019-20



## Forward-looking Statement

In this annual report, we have disclosed forward looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make, contain forward-looking statements that set out anticipated results based on the management’s plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as ‘anticipates’, ‘estimates’, ‘expects’, ‘projects’, ‘intends’, ‘plans’, ‘believes’ and words of similar substance in connection with any discussion on future performance. We cannot guarantee that these forward-looking statements will be

realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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## Contents

<b>01</b> Corporate Identity	<b>49</b> Standalone Auditors’ Report and Financial Statements
<b>04</b> Chairman’s Statement	<b>99</b> Consolidated Auditors’ Report and Financial Statements
<b>06</b> Directors’ Report	<b>152</b> Notice
<b>28</b> Secretarial Audit Report	
<b>30</b> Corporate Governance Report	

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We grow

**PLANTATIONS**

We nurture

**NATURE**



**At**

# **DHUNSERI**

our mission is for creating a sustainable eco system. Sustainability is one of our core focus across all areas of environmental, social and economic importance.

All our cultivation practices conform to the best globally accepted standards. We use eco friendly practices from mapping soil nutrition, rain water harvesting to cropping patterns and integrated pest management.

Dhunseri's plantations harvest finest tea leaves to offer some of the best premium teas while African plantations also produce Macadamia which has great nutritional value.

Our state of the art tea factories make high quality strong and full bodied teas.



# Dhunseri today..

**12**

Tea Estates

**11**

Manufacturing  
facilities

**8000**

Hectares

Tea/Macadamia  
Plantations

**200**

Lakh kg (approx.)

Tea  
Production

**4.10**

Lakh kg

Macadamia  
Production

Over

**5000**

employees



# Chairman's --- Statement



*Dear Shareholders,*

I welcome you all to this 23rd Annual General Meeting of the Company being held through Video Conference as permitted by the Ministry of Corporate Affairs vide their Circular of 5th May, 2020 occasioned due to the COVID-19 pandemic which has resulted in considerable disruption of the economic activity globally.

There has been no material impact of the pandemic on your Company's performance during the year under review i.e. 2019-20. However, tea prices realised was lower in comparison to the previous year due to excess global production of CTC Tea. Labour migration and restrictions on their deployment as well as logistical issues did not require any material adjustments during 2019-20.

There was Industry wise staff wage agreement during the year.

The sale of brands of the Company viz; LAL GHORA and KALA GHORA to erstwhile Tata Global Beverages Ltd was concluded on 21st August, 2019. It is proposed to augment the production and sales in future through Auction and / or direct / private sales.

The Company is taking all necessary steps to ensure smooth functioning of its operations in all its manufacturing facilities and ensure the safety and well being of all its employees.

Kolkata  
26th June, 2020

C. K. Dhanuka  
Chairman



# Directors' Report

We have pleasure in presenting the 23rd Annual Report together with the Financial Statement of the Company for the year ended 31st March, 2020.

## 1. Financial Results :

(Rs. in lakhs)

Particulars	Standalone		Consolidated	
	Accounting year ended		Accounting year ended	
	31.03.2020	31.03.2019	31.03.2020	31.03.2019
<b>1 Income</b>				
a Revenue from Operations	17,737.86	18,081.27	30,248.32	32,428.83
b Other Income	387.75	280.22	534.18	477.69
<b>Total income</b>	<b>18,125.61</b>	<b>18,361.49</b>	<b>30,782.50</b>	<b>32,906.52</b>
<b>2 Expenses</b>				
a Cost of Materials Consumed #	4,009.67	4,151.02	4,009.67	4,362.94
b Purchases of Stock-in-Trade	660.84	-	660.84	-
c Changes in Inventories of finished goods	(314.98)	(191.53)	(768.10)	(507.06)
d Changes in Inventories of biological assets	48.91	9.86	(5.17)	(431.44)
e Employee benefits expense	7,050.31	7,143.52	11,158.39	11,421.94
f Finance costs	404.82	286.04	1,054.53	727.01
g Depreciation expense	864.37	750.04	1,948.33	1,866.15
h Other expenses	6,788.74	5,938.32	13,338.09	11,312.80
<b>Total expenses</b>	<b>19,512.68</b>	<b>18,087.27</b>	<b>31,396.58</b>	<b>28,752.34</b>
<b>3 Profit / (Loss) before exceptional items and tax (1-2)</b>	<b>(1,387.07)</b>	<b>274.22</b>	<b>(614.08)</b>	<b>4,154.19</b>
4 Exceptional items	10,069.80	-	10,069.80	-
<b>5 Profit before tax (3+4)</b>	<b>8,682.73</b>	<b>274.22</b>	<b>9,455.72</b>	<b>4,154.19</b>
<b>6 Tax expense</b>				
- Current tax charge	1,971.46	145.53	1,996.91	813.23
- Adjustment of tax relating to earlier years	-	-	10.99	-
- Deferred tax charge / (credit)	61.91	(7.07)	128.32	530.59
<b>Total Tax expense</b>	<b>2,032.65</b>	<b>138.46</b>	<b>2,136.22</b>	<b>1,343.82</b>
<b>7 Profit for the year (5-6)</b>	<b>6,650.08</b>	<b>135.76</b>	<b>7,319.50</b>	<b>2,810.36</b>
<b>8 Other comprehensive income</b>				
<b>Items that will not be reclassified to profit or loss</b>				
Remeasurement loss on defined benefit plans	(111.88)	(113.62)	(111.88)	(113.62)
Net (Loss)/Gain on fair valuation of equity instruments through other comprehensive income	(204.89)	245.41	(204.89)	245.41
Income Tax relating to these items	54.51	(108.21)	54.51	(108.21)
<b>Items that will be reclassified to profit or loss</b>				
Exchange differences on translation of foreign operations	-	-	144.59	1,469.88
<b>Other comprehensive income for the year (net of tax)</b>	<b>(262.26)</b>	<b>23.58</b>	<b>(117.67)</b>	<b>1,493.46</b>
<b>9 Total comprehensive income for the year (7+8)</b>	<b>6,387.82</b>	<b>159.34</b>	<b>7,201.83</b>	<b>4,303.82</b>
<b>10 Paid-up equity share capital</b>				
(Face value Rs.10/- each)	700.50	700.50	700.50	700.50
<b>11 Other Equity</b>	<b>65,971.79</b>	<b>60,006.22</b>	<b>81,901.62</b>	<b>75,065.12</b>
<b>12 Earnings per share (of Rs 10/- each)</b>				
(a) Basic and Diluted (Rs)	94.93	1.94	104.49	40.12

# Cost of materials consumed represents Green Leaf purchased.

## Directors' Report (Contd.)

### 2. Dividend :

The Directors recommend a dividend of Rs.2.50 per equity share i.e. 25% for the financial year ended 31st March, 2020 subject to approval of the shareholders at the ensuing Annual General Meeting ("AGM"). The dividend on equity shares, if approved by the members would involve a cash outflow of Rs.175.12 lakhs subject to deduction of tax at source in appropriate cases as per the provisions of the Income Tax Act.

### 3. Transfer to reserves:

The directors have decided to retain the entire amount of Rs.50,710.23 lakhs in the retained earnings.

### 4. Operations:

The total tea manufacturing in respect of the Indian operations for the year under review was 11.13 mn kg as against 10.33 mn kg in the previous year and the total sales were 11.11 mn kg as against 10.18 mn kg in the previous year. The total production and sale from the Indian operations during the year were more in comparison to the previous year. The average realization per kg of Tea was lower in comparison to the previous year.

The total tea manufacturing in respect of the African operations for the year under review was 8.63 mn kg as against 9.52 mn kg in the previous year and the total sales were 8.09 mn kg as against 8.92 mn kg in the previous year. The total production, sales and average realization per kg of Tea during the year was less in comparison to the previous year.

The production of macadamia in terms of volume was about 0.44 mn kg as against 0.41 mn Kg in the previous year and the sales were 0.42 mn kg as against and 0.37 mn kg in the previous year. The production, sales and average realization per kg of macadamia was higher during the year.

In view of the lockdown across the country due to COVID-19, the operations of the Company's tea estates located in Assam were adversely impacted during March & April, 2020. The shutdown resulted in delay and disruptions in production and sales operations of the Company due to restriction on labour deployment and logistical issues. The operations have now stabilised. The Company has assessed the recoverability and carrying values of its assets comprising property, plant and equipment, inventories, receivables and other current assets as at the balance sheet date i.e., 31st March, 2020 and on the basis of such evaluation, has concluded that no material adjustments are required to be considered for 2019-20. The Company is taking all the necessary steps and precautionary measures to ensure smooth functioning of its operations and also to ensure the safety and well-being of all its employees.

### 5. Subsidiary Companies :

The Company's has seven wholly owned subsidiaries as on March 31, 2020:

- i) Dhunseri Petrochem & Tea Pte Ltd (DPTPL)
- ii) Makandi Tea & Coffee Estates Ltd (MTCEL)
- iii) Kawalazi Estate Company Ltd (KECL)
- iv) A.M. Henderson & Sons Ltd. (AMHSL)
- v) Chiwale Estate Management Services Ltd (CEMSL)
- vi) Dhunseri Mauritius Pte Ltd (DMPL)
- vii) Ntimabi Estate Ltd (NEL)

The entire share capital of the subsidiary AMHSL, CEMSL & NEL are held by MTCEL and that of MTCEL, KECL and DMPL are held by DPTPL and that of DPTPL is held by the Company making them 100% wholly owned subsidiaries incorporated outside India.

There has been no material change in the nature of the business of the subsidiaries.

There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

Pursuant to provisions of Section 129(3) of the Act, a statement in **Form AOC-1** containing the salient features of the financial statements of the Company's subsidiaries is attached to the financial statements of the Company.

Pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company.

### 6. Listing:

The equity shares of the Company are listed on BSE and NSE.

### 7. Directors' Responsibility Statement:

Pursuant to Section 134(5) of the Act the Board of Directors confirm:

- (i) that in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- (ii) that they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (iii) that they have taken proper and sufficient care for the maintenance of adequate accounting records in

## Directors' Report (Contd.)

accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (iv) that they have prepared the annual accounts on a 'going concern' basis.
- (v) that they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- (vi) that they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

The work performed by the internal auditor, statutory auditor and secretarial auditor and the reviews performed by management and the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2019-20.

### 8. Directors & Key Managerial Personnel :

Mr. Chandra Kumar Dhanuka (DIN: 00005684) was re-appointed as a Managing Director of the Company for a period of five years w.e.f. 9th September, 2019 as approved by the members at their 22nd AGM held on 13th August, 2019.

Mr. Mrigank Dhanuka resigned from the post of Executive Director of the Company w.e.f. 23rd July, 2019. However, he continues to be on the Board of the Company as a Non-Executive Non-Independent Director.

Mr. Bharat Bajoria (DIN: 00109241) was re-appointed as an Independent Director of the Company for a second term of five consecutive years w.e.f. 8th September, 2019 as approved by the members at their 22nd AGM held on 13th August, 2019.

Mrs. Aaradhana Jhunjunwala (DIN: 00550481) was appointed as an Additional Director (designated as Non-Executive Independent director) of the Company at the Board Meeting held on 14th November, 2019. She shall hold office till the conclusion of the ensuing 23rd AGM of the Company. It is proposed to appoint Mrs. A. Jhunjunwala as an Independent Director of the Company at the ensuing 23rd AGM for a consecutive period of five years w.e.f. 14th November, 2019.

Ms. Nandini Khaitan ceased office w.e.f. 9th September, 2019 on completion of her term as an Independent Non-Executive Director.

Section 149(13) of the Act states that the provisions of sub-section (6) and (7) of Section 152 of the Act in respect of retirement of directors by rotation shall not be applicable to independent directors.

Pursuant to the provisions of Section 149 of the Act and Regulation 25(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations"], the Independent Directors have submitted declarations that they meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as independent directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. The Independent Directors have also declared that they have registered their name with the data bank maintained by the Indian Institute of Corporate Affairs as required under the provisions of Section 150 of the Act read with Rule 6(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Rajiv Kumar Sharma (DIN: 05197101), Non-Executive Non-Independent Director retires by rotation at the ensuing 23rd AGM and being eligible offers himself for re-appointment.

### 9. Number of Meetings of the Board :

The Board met six times during the financial year 2019-20. The details have been provided in the Corporate Governance Report in terms of SEBI (LODR) Regulations which is annexed to this Report.

### 10. Board evaluation:

An annual performance evaluation of the Board as a whole and that of its various committees and that of the individual directors was undertaken during the year on the basis of the criteria such as the composition, structure, functioning, effectiveness of the Board, the Committee Meetings, the contribution and preparedness of individual directors to the board and committees etc after seeking inputs from all the directors.

The performance of Non-Independent Directors, Chairman and Board as a whole was evaluated by the Independent Directors in a separate meeting held during the year.

### 11. Policy on directors' appointment and remuneration and other details :

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report.

## Directors' Report (Contd.)

### 12. Internal financial control systems and their adequacy :

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this Report.

### 13. Audit committee :

The details pertaining to composition of audit committee are included in the Corporate Governance Report.

### 14. Auditors

#### Statutory Auditors :

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s. S.R.Batliloi & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 301003E/E300005) were appointed as Statutory Auditors of the Company for a period of five years from the conclusion of 22nd AGM of the Company held on 13th August, 2019 until the conclusion of 27th AGM to be held in the year 2024.

The Statutory Auditor's report for FY 2019-20 forms part of this Annual Report. The said report does not contain any qualification, reservation, adverse remark or disclaimer. During the year under review, the Auditors did not report any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

#### Cost Auditors :

In terms of the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Board of Directors of the Company appointed M/s. Mani & Co, Cost Accountants, (Firm Registration No. 000004) to conduct the cost audit for the financial year ending 31st March, 2021 at a remuneration as stated in the Notice convening the 23rd AGM of the Company.

Cost records are prepared and maintained by the Company as required under Section 148(1) of the Act.

#### Secretarial Auditors :

The Board had appointed M/s. M.Shahnawaz & Associates, (Firm Registration No. S2015WB331500) Practicing Company Secretaries, as the Secretarial Auditor to conduct Secretarial Audit of the Company for the FY 2019-20 and their report is annexed to this Annual Report. There are no qualifications, observations, adverse remark or disclaimer in the said report.

### 15. Risk management:

Although the requirement of Risk Management Committee is not mandatory for your Company, the management has to

constantly monitor the risks and functions and systematically address them through mitigating actions on a continuous basis. The audit committee has additional oversight in the area of financial risks and controls.

The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this Report.

### 16. Particulars of loans, guarantees and investments

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

### 17. Transactions with Related Parties :

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

Your Directors draw attention of the members to Note No. 41 to the financial statement which sets out related party disclosures.

### 19. Management Discussion and Analysis Report

#### Industry Structure and Development

The Company's main business is plantation, manufacture and sale of Tea. Tea being a seasonal industry, the plantation activities are carried out from March to December and is subject to the vagaries of the monsoon. The area under plantation is relatively constant. The crop yield depends on the climatic conditions to a very large extent. The steps initiated for increasing the crop yields by implementing improved agricultural practises is not only necessary under the circumstances but also becomes important for the industry for its survival.

#### Opportunities and Threats

The Company's major income is from sale of tea. The tea manufactured by the Company is sold through auctions as well as private sales. The packet tea sales under its different brands continued till 21st August, 2019. The costs of production of tea, comprises of various inputs which are required to be met by the Company as stipulated under various statutes both Central and State including the Plantation Labour Act. Thus, after meeting the various Central and State

## Directors' Report (Contd.)

levies etc the industry is left with a very small margin to meet its other expenses for advertising, marketing and sale of the product.

### Segment wise performance

The Company's main business operation is restricted to a single segment i.e. Tea which is manufactured and sold through either auction centres, or as bulk / private tea sales and is covered under the sections 'Financial Results' and 'Operations' respectively in the Directors' Report.

### Outlook

Tea being a common man's drink is consumed widely throughout the country.

The Tea manufactured in the Country is almost sufficient to meet the internal domestic demands. The weather is of prime importance for the Tea manufacturing industry for achieving / maintaining the production target for the industry. Due to the vagaries of the weather the production of tea fluctuates within a given range. However, in spite of this scenario the outlook for the tea industry appears to be good, due to its increasing demand and consumption.

### Risk and Concern

The Management has to constantly monitor the risks and concerns associated with the industry which is dependent upon the vagaries of the weather to a very large extent and is also subject to changing market conditions and the trends. Further increased supply in the global market and slowdown of the economic growth may adversely affect the business prospects.

### Internal Control System & their adequacy

The Company has an effective system of internal control, commensurate with its size and it ensures operational efficiency, accuracy in financial reporting and compliance of applicable laws and regulations. The system is subject to review from time to time.

### Disclosures on financial performance with respect to operational performance

The disclosures under financial performance with respect to operational performance are covered by the sections 'Financial Results' and 'Operations' respectively under the "Directors' Report".

### Material developments in Human Resources / Industrial Relations front including number of people employed

The Tea industry is labour intensive and provides employment to a very large segment of the population residing in and around the tea plantation areas. The company has ten tea

estates all located in the State of Assam with a total plantation area of about 3055.75 hectares. As on 31st March, 2020 the Company provided employment to about 4808 employees including 4636 workers, staff and sub-staffs at its tea estates.

### Significant changes in key financial ratios & return on net worth

The Current Ratio, Net Profit Margin and Return on Net Worth increased by over 25% during the year in comparison to previous year due to realization on transfer of branded tea business i.e., Lal Ghora and Kala Ghora.

The Debtors Turnover Ratio increased by over 25% during the year due to timely and efficient collection of receivables.

The Interest Coverage Ratio and Operating Profit Margin decreased by over 25% due to loss incurred by the Company primarily due to transfer of packet tea business and lower sales realization per Kg of Tea.

The Debt Equity Ratio increased by over 25% due to increased borrowings.

### Cautionary Statement

Statements in this management discussion and analysis describing the Company's objectives, projections, estimates and expectations may be forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downtrend in the industry-global or domestic or both, significant changes in political and economic environment in India, applicable statutes, litigations etc.

### 19. Corporate Social Responsibility

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in Annexure I of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The policy is available on the Company's website : [www.dhunseritea.com](http://www.dhunseritea.com).

### 20. Extract of annual return

As stipulated under Section 92(3) of the Act, an extract of the annual return is given in Annexure II in the prescribed Form MGT-9, which forms part of this report.

Pursuant to Section 134(3)(a), the Annual Return of the Company is available in the Company's website (<http://dhunseritea.com/investors-investors/report-review/>)

## Directors' Report (Contd.)

### 21. Particulars of employees

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

#### a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Non-executive Directors	Remuneration for the Year ended 31.03.2020 (Rs.)	Ratio to median remuneration
1. Mr. M.Dhanuka (from 23.07.2019) #	10,000	*
2. Mr. R.K.Sharma	60,000	0.90 : 1
3. Mr. B. Bajoria	1,00,000	1.49 : 1
4. Ms. N.Khaitan (till 08.09.2019)	25,000	*
5. Mr. V.Goenka	1,15,000	1.72 : 1
6. Prof. A.K.Dutta	90,000	1.34 : 1
7. Mrs. A.Jhunjhunwala (from 14.11.2019)	30,000	*
<b>Executive Directors</b>		
1. Mr. C.K.Dhanuka	31,55,238	47.09 : 1
2. Mr. M.Dhanuka (till 22.07.2019) #	7,27,838	*

\* Since this information is for part of the year, the same is not comparable.

# Mr. M.Dhanuka resigned from the post of Executive Director of the Company w.e.f. 23rd July, 2019. However, he continues to be on the Board of the Company as a Non-Executive Non-Independent Director.

The median remuneration of employees for financial year 2019-20 is Rs. 0.67 lacs.

#### b. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year :

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
1. Mr. C.K.Dhanuka, Managing Director	27.02
2. Mr. Mrigank Dhanuka, Director	*
3. Mr. Bharat Bajoria, Director	No Change
4. Ms. Nandini Khaitan, Director (Till 08.09.2019)	*
5. Mr. Rajiv Kumar Sharma, Director	No Change
6. Mr. Vivek Goenka, Director	No Change
7. Prof. Ashoke Kumar Dutta, Director	No Change
8. Mrs. Aaradhana Jhunjhunwala, Director (From 14.11.2019)	*
9. Mr. P.C.Dhandhanian Chief Executive Officer	7.98
10. Mr. Vikash Jain, Chief Financial Officer	5.21
11. Mr. R.Mahadevan, Company Secretary	3.91

\* Since this information is for part of the year, the same is not comparable.

## Directors' Report (Contd.)

- c. The percentage decrease in the median remuneration of employees in the financial year: 8.22%.
- d. The number of permanent employees on the rolls of Company: 4808
- e. Average percentile increase / decrease already made in the salaries of employees other than the managerial personnel in the financial year 2019-20 and its comparison with the percentile increase / decrease in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:  

Average percentile increase in the salaries of employees other than the managerial personnel in the financial year 2019-20 was 5.22% and in the case of managerial remuneration the increase was 27.02%. The remuneration payable to Executive Directors has variable component which is dependent on the profit of the Company and other employees remuneration has fixed pay which depends on his/ her performance.
- f. Affirmation that the remuneration is as per the remuneration policy of the Company:  

The Company affirms remuneration is as per the remuneration policy of the Company.
- g. The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is set out in **Annexure IV** forming part of this report.

### 22. Disclosure requirements:

As stipulated under the SEBI (LODR) Regulations the corporate governance report along with the auditors' certificate thereon and management discussion and analysis are attached, which form part of this report.

- i) The code of conduct for the Board of Directors and the senior management adopted by the Company is available on the Company's website (<http://dhunseritea.com/investors-investors/code-of-conduct/>)
- ii) Details of the familiarization programme of the independent directors are available on the Company's website (<http://dhunseritea.com/wp-content/uploads/2015/06/Familiarisation-Programme-of-Independent-Directors.pdf>).
- iii) Policy for determining material subsidiaries of the Company is available on the Company's website (<http://dhunseritea.com/wp-content/uploads/2020/06/Policy-for-determining-Material-Subsidiary.pdf>).
- iv) Policy on dealing with related party transactions is available on the Company's website (<http://dhunseritea.com/wp-content/uploads/2015/04/Related-party-transaction-policy.pdf>).
- v) The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of Section 177(9) of the Act and SEBI (LODR) Regulations and the said policy is available on

the Company's website (<http://dhunseritea.com/wp-content/uploads/2015/03/vigil-mechanism.pdf>).

### 23. Deposits from public:

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

### 24. State of Company's affairs :

Except for the impact of Covid-19 as noted elsewhere in this report, the present state of the Company's affairs is progressive enough viz-a-viz the industry and there is no development which could result in an adverse situation for the company in the near future. There is neither any change in the nature of business of the Company nor any significant and material orders was passed by any regulator or court or tribunal impacting the going concern status affecting the Company's operation in future.

### 25. Reporting of frauds by Auditors :

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the Audit Committee, under Section 143(12) of the Act any instances of fraud committed against the Company by its officers or employees, the details of which need to be mentioned in the Board's report.

### 26. Secretarial Standards:

The Company complies with all applicable secretarial standards.

## Directors' Report (Contd.)

### 27. Material changes and commitments, if any, affecting the financial position of the Company :

The Sale of the Company's branded tea business "LALGHORA" and "KALAGHORA" to Tata Global Beverages Limited for an aggregate consideration of Rs. 101 crore was completed on 21st August, 2019.

### 28. The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo are given in Annexure III which forms part of this report.

### 29. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 :

The Company has set up Internal Complaints Committee (ICC) under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and has complied with the provisions relating to the constitution of the said Committee. There were neither any outstanding complaints in the beginning / end of the year nor any complaints were received and /or disposed off during 2019-20. The Committee met once during the year.

### 30. Green Initiatives :

As part of our green initiative, the electronic copies of this Annual Report including the Notice of the 23rd AGM are sent to all members whose email addresses are registered with the Company / Depository Participant(s).

However, this year in view of the outbreak of COVID-19 pandemic and owing to the difficulties involved in dispatching of physical copies of Annual Report, the Ministry of Corporate

Affairs ("MCA") has vide its circular no 20/2020 dated 5th May, 2020 directed the Companies to send the Annual Report only by e-mail to all the Members of the Company. Therefore, the Annual Report for FY 2019-20 and Notice of 23rd AGM of the Company is being sent to the Members at their registered e-mail addresses in accordance with MCA and SEBI Circulars.

The Company is providing e-voting facility to all its members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. The instructions for e-voting is mentioned in the Notice of AGM.

### 31. Acknowledgement :

Your Directors take this opportunity to express their sincere appreciation for the excellent assistance and cooperation received from the banks and other authorities. Your Directors also thank the employees of the Company for their valuable service, support during the year and their efforts in overcoming the difficult situation arising out of pandemic. Your Directors also acknowledge with thanks the cooperation and support received from the shareholders of the Company.

Kolkata  
26th June, 2020

For and on behalf of the Board of Directors

**C.K.DHANUKA**  
Chairman



## Annexure - I

### ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or programme proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programme:

The Company aims at carrying out directly or indirectly various CSR activities either through Dhanuka Dhunseri Foundation (DDF) or through any other implementing agency as may be recommended to the Board by the CSR Committee.

The CSR policy of the Company encompasses the following activities:

- Extending financial support to institutions for promoting education.
- Hostel for students.
- Day care centers and such other activities including measures for mitigating the inequalities amongst the socially and economically backward groups.
- Eradicating hunger, poverty and malnutrition.
- Health care (including preventive health care) and sanitation (including contribution to such programs of the Government for promotion of sanitation).
- Making available safe drinking water.
- Promoting Sports
- And all such other activities as may be permitted under Schedule VII of the Companies Act, 2013

The Company regularly provides financial assistance in association with various organizations to carry out CSR activities in these areas.

An amount of Rs. 15.95 lakhs (rounded off to Rs. 16.00 lakhs) was disbursed to DDF by the Company during the

year 2019-20 which is engaged in various philanthropic activities as aforementioned.

2. The composition of the CSR committee : The composition of the CSR Committee of the Company comprises of Mrs. Aaradhana Jhunjunwala, Chairperson, Mr. Chandra Kumar Dhanuka and Mr. Vivek Goenka.
3. Average net profit of the company for last three financial years for the purpose of computation of CSR :  
Rs. 797.23 lakhs (approx.)
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) : Rs. 15.95 lakhs (rounded off to Rs. 16.00 lakhs).
5. Details of CSR spent during the financial year
- a. Total amount to be spent for the financial year:  
Rs. 16.00 lakhs.
  - b. Amount unspent: Nil
  - c. Manner in which the amount spent during the financial year: Attached
6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report: Nil / NA
7. A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.

Sr. No.	CSR Project or Activity identified	Sector in which the project is covered	Project or programs (1) Local area or other (2) Specify the State and district where project or programs was undertaken	Amount Outlay (budget) project or programs wise (Rs.)	Amount spent on the projects or programs Subheads: (1) Direct Expenditure (2) Overheads (Rs.)	Cumulative Expenditure upto the reporting period (Rs.)	Amount Spent:Direct or through implementing agency
1	Maintenance of SLD Girls Hostel	Empowering Girl Child through education and other initiatives	11, D.H. Road, Silpara, Kolkata- 700063 (Near Behala Chowrasta)	16,00,000	9,50,000	9,50,000	Through Dhanuka Dhunseri Foundation (DDF) Implementing Agency
2	Maintenance of DDD Barua Chess Academy	Promoting sports	26, Chakraberia Lane, Kolkata- 700020, W.B.		6,50,000	6,50,000	
			<b>Total</b>	<b>16,00,000</b>	<b>16,00,000</b>	<b>16,00,000</b>	

P.C. Dhandhania  
Chief Executive Officer

A. Jhunjunwala  
Chairperson, CSR Committee

C.K.Dhanuka  
Chairman

## Annexure - II

**FORM NO. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
as on the financial year ended on 31st March, 2020  
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

### I. REGISTRATION AND OTHER DETAILS :

(i)	CIN	:-	L15500WB1997PLC085661
(ii)	Registration Date	:-	07/10/1997
(iii)	Name of the Company	:-	DHUNSERI TEA & INDUSTRIES LIMITED (DTIL)
(iv)	Category/Sub-Category of the Company	:-	Company limited by shares / Non Government Company
(v)	Address of the Registered Office and contact details	:-	DHUNSERI HOUSE, 4A, WOODBURN PARK, KOLKATA - 700 020 Tel : +91 33 2280 1950-54 , Fax: +91 33 2287 8350/9274 Email : mail@dhunseritea.com; Website : www.dhunseritea.com
(vi)	Whether listed company	:-	YES
(vii)	Name, Address and Contact Details of Registrar and Transfer Agent, if any	:-	MAHESHWARI DATAMATICS PVT. LTD. 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001 Tel : 91 33 2248 2248 / 2243 5029 Fax: 91 33 2248 4787 Email : mdpldc@yahoo.com; Website : www.mdpl.in

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl. No.	Name and Description of main Products/Services	NIC Code of the Products/Service	% to total turnover of the Company
1	Cultivation, manufacture and sale of Tea	01271, 10791	100

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associates	Applicable Section
(i)	Dhunseri Petrochem & Tea Pte Ltd. #27-00 Republic Plaza, Singapore 048619	201136419H	Subsidiary	2(87)
(ii)	Kawalazi Estate Co. Ltd. Thunga Estate Makandi, Thyolo Road, Malawi	2135	Subsidiary	2(87)
(iii)	Makandi Tea & Coffee Estates Ltd. Thunga Estate Makandi, Thyolo Road, Malawi	2868	Subsidiary	2(87)
(iv)	A.M.Henderson & Sons Ltd. Chiwale Estate, Sharpe Road, Thunga, Thyolo, P.O. Box 5247, Limbe	542	Subsidiary	2(87)
(v)	Chiwale Estate Management Services Limited Thunga Estate Makandi, Thyolo Road, Malawi	MBRS 1009847	Subsidiary	2(87)
(vi)	Dhunseri Mauritius Pte Ltd IFC Court, Bank Street, Twenty Eight Cybercity, Ebene72201, Mauritius	155818	Subsidiary	2(87)
(vii)	Ntimabi Estate Limited Thunga, Thyolo Road, P.O. Box 5598, Limbe	595	Subsidiary	2(87)

The entire issued and paid up share capital of company (iv), (v) & (vii) are held by company (iii) and that of companies (ii), (iii) & (vi) above are held by company (i) and that of company (i) above is held by this Company.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [As on 01.04.2019]				No of Shares held at the end of the year [As on 31.03.2020]				% change during the year
	Demat	Physical	Total	% of total share	Demat	Physical	Total	% of total share	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	181476	0	181476	2.5907	158292	0	158292	2.2597	-0.3310
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	4520659	0	4520659	64.5352	4520659	0	4520659	64.5352	0.0000
e) Banks/Fi	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1)</b>	<b>4702135</b>	<b>0</b>	<b>4702135</b>	<b>67.1259</b>	<b>4678951</b>	<b>0</b>	<b>4678951</b>	<b>66.7949</b>	<b>-0.3310</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0.0000	23184	0	23184	0.3310	0.3310
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>23184</b>	<b>0</b>	<b>23184</b>	<b>0.3310</b>	<b>0.3310</b>
<b>Total Shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>4702135</b>	<b>0</b>	<b>4702135</b>	<b>67.1259</b>	<b>4702135</b>	<b>0</b>	<b>4702135</b>	<b>67.1259</b>	<b>0.0000</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	240	0	240	0.0034	240	0	240	0.0034	0.0000
b) Banks/FI	431	402	833	0.0119	1611	402	2013	0.0287	0.0168
c) Central Govt.	200	0	200	0.0029	200	0	200	0.0028	0.0000
d) State Govt(s)	0	35	35	0.0005	0	35	35	0.0005	0.0000
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	354093	0	354093	5.0549	241488	0	241488	3.4474	-1.6075
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)									
Foreign Portfolio Investors	20320	0	20320	0.2901	20320	0	20320	0.2901	0.0000
<b>Sub-total (B)(1)</b>	<b>375284</b>	<b>437</b>	<b>375721</b>	<b>5.3637</b>	<b>263859</b>	<b>437</b>	<b>264296</b>	<b>3.7730</b>	<b>-1.5907</b>
<b>2. Non-Institutions</b>									
a) Bodies Corporate									
i) Indian	310802	858	311660	4.4491	243375	838	244213	3.4863	-0.9628
ii) Overseas	20	-	20	0.0003	20	-	20	0.0003	0.0000
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1247566	47409	1294975	18.4866	1364067	45581	1409648	20.1236	1.6370
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	258470	0	258470	3.6898	222388	0	222388	3.1747	-0.5151

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01.04.2019]				No. of Shares held at the end of the year [As on 31.03.2020]				% change during the year
	Demat	Physical	Total	% of total share	Demat	Physical	Total	% of total share	
<b>c) Others (Specify)</b>									
Non Resident Individual	26167	20	26187	0.3738	55207	20	55227	0.7884	0.4146
Foreign Nationals	0	122	122	0.0017	0	122	122	0.0017	0.0000
Clearing Members	9635	0	9635	0.1375	3570	0	3570	0.0510	-0.0866
Trusts	20	0	20	0.0003	0	0	0	0.0000	-0.0003
NBFCs registered with RBI	1000	0	1000	0.0143	78373	0	78373	1.1188	1.1045
Domestic Corporate Unclaimed Shares Account	25006	0	25006	0.3570	24959	0	24959	0.3563	-0.0007
<b>Sub-total (B)(2)</b>	<b>1878686</b>	<b>48409</b>	<b>1927095</b>	<b>27.5105</b>	<b>1991959</b>	<b>46561</b>	<b>2038520</b>	<b>29.1011</b>	<b>1.5907</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>2253970</b>	<b>48846</b>	<b>2302816</b>	<b>32.8741</b>	<b>2255818</b>	<b>46998</b>	<b>2302816</b>	<b>32.8741</b>	<b>0.0000</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>6956105</b>	<b>48846</b>	<b>7004951</b>	<b>100.0000</b>	<b>6957953</b>	<b>46998</b>	<b>7004951</b>	<b>100.0000</b>	<b>0.0000</b>

#### ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding held at the beginning of the year [As on 01.04.2019]			Shareholding held at the end of the year [As on 31.03.2020]			% change in share holding during the Year
		No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
1	Dhunseri Investments Limited	3206397	45.7733	0.00	3206397	45.7733	0.00	0.0000
2	Naga Dhunseri Group Limited	615751	8.7902	0.00	615751	8.7902	0.00	0.0000
3	Dhunseri Ventures Limited	326261	4.6576	0.00	326261	4.6576	0.00	0.0000
4	Mint Investments Limited	296425	4.2316	0.00	296425	4.2316	0.00	0.0000
5	Trimplex Investments Limited	57625	0.8226	0.00	57625	0.8226	0.00	0.0000
6	Madhuting Tea Private Limited	18200	0.2598	0.00	18200	0.2598	0.00	0.0000
7	Chandra Kumar Dhanuka	9104	0.1300	0.00	9104	0.1300	0.00	0.0000
8	Chandra Kumar Dhanuka Karta of Shankarlal Chandra Kumar (HUF)	80000	1.1420	0.00	80000	1.1420	0.00	0.0000
9	Chandra Kumar Dhanuka C/o Shree Shaligram Trust	9400	0.1342	0.00	9400	0.1342	0.00	0.0000
10	Chandra Kumar Dhanuka C/o Sew Bhagwan & Sons	886	0.0126	0.00	886	0.0126	0.00	0.0000
11	Mrigank Dhanuka	23184	0.3310	0.00	23184	0.3310	0.00	0.0000
12	Mrigank Dhanuka C/o Aman Dhanuka Trust	18000	0.2570	0.00	18000	0.2570	0.00	0.0000
13	Mrigank Dhanuka C/o Ayaan Dhanuka Trust	18000	0.2570	0.00	18000	0.2570	0.00	0.0000
14	Aruna Dhanuka	16502	0.2356	0.00	16502	0.2356	0.00	0.0000
15	Tarulika Khaitan	2400	0.0343	0.00	2400	0.0343	0.00	0.0000
16	Pavitra Khaitan	0	0.0000	0.00	2000	0.0286	0.00	0.0286
17	Tarulika Khaitan C/o Tarugreve Trust	4000	0.0571	0.00	2000	0.0286	0.00	-0.0286
	<b>TOTAL</b>	<b>4702135</b>	<b>67.1259</b>	<b>0.00</b>	<b>4702135</b>	<b>67.1259</b>	<b>0.00</b>	<b>0.0000</b>

iii) Change in Promoters' Shareholding

Sl. No.	Shareholder's Name	Shareholding at the beginning [01.04.2019]/ end of the year [31.03.2020]		Increase/ Decrease in shareholding	Cumulative Shareholding during the year [01.04.2019 to 31.03.2020]	
		No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
1	Dhunseri Investments Limited					
	At the beginning of the year - 01.04.2019	3206397	45.7733	No change		
	At the end of the year - 31.03.2020	3206397	45.7733		3206397	45.7733
2	Naga Dhunseri Group Limited					
	At the beginning of the year - 01.04.2019	615751	8.7902	No change		
	At the end of the year - 31.03.2020	615751	8.7902		615751	8.7902
3	Dhunseri Ventures Limited					
	At the beginning of the year - 01.04.2019	326261	4.6576	No change		
	At the end of the year - 31.03.2020	326261	4.6576		326261	4.6576
4	Mint Investments Limited					
	At the beginning of the year - 01.04.2019	296425	4.2316	No change		
	At the end of the year - 31.03.2020	296425	4.2316		296425	4.2316
5	Triplex Investments Limited					
	At the beginning of the year - 01.04.2019	57625	0.8226	No change		
	At the end of the year - 31.03.2020	57625	0.8226		57625	0.8226
6	Madhuting Tea Private Limited					
	At the beginning of the year - 01.04.2019	18200	0.2598	No change		
	At the end of the year - 31.03.2020	18200	0.2598		18200	0.2598
7	Chandra Kumar Dhanuka					
	At the beginning of the year - 01.04.2019	9104	0.1300	No change		
	At the end of the year - 31.03.2020	9104	0.1300		9104	0.1300
8	Chandra Kumar Dhanuka Karta of Shankarlal Chandra Kumar (HUF)					
	At the beginning of the year - 01.04.2019	80000	1.1420	No change		
	At the end of the year - 31.03.2020	80000	1.1420		80000	1.1420
9	Chandra Kumar Dhanuka C/o Shree Shaligram Trust					
	At the beginning of the year - 01.04.2019	9400	0.1342	No change		
	At the end of the year - 31.03.2020	9400	0.1342		9400	0.1342
10	Chandra Kumar Dhanuka C/o Sew Bhagwan & Sons					
	At the beginning of the year - 01.04.2019	886	0.0126	No change		
	At the end of the year - 31.03.2020	886	0.0126		886	0.0126
11	Mrigank Dhanuka					
	At the beginning of the year - 01.04.2019	23184	0.3310	No change		
	At the end of the year - 31.03.2020	23184	0.3310		23184	0.3310
12	Mrigank Dhanuka C/o Aman Dhanuka Trust					
	At the beginning of the year - 01.04.2019	18000	0.2570	No change		
	At the end of the year - 31.03.2020	18000	0.2570		18000	0.2570
13	Mrigank Dhanuka C/o Ayaan Dhanuka Trust					
	At the beginning of the year - 01.04.2019	18000	0.2570	No change		
	At the end of the year - 31.03.2020	18000	0.2570		18000	0.2570

Sl. No.	Shareholder's Name	Shareholding at the beginning [01.04.2019]/ end of the year [31.03.2020]		Increase/ Decrease in shareholding	Cumulative Shareholding during the year [01.04.2019 to 31.03.2020]	
		No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
14	Aruna Dhanuka					
	At the beginning of the year - 01.04.2019	16502	0.2356	No change		
	At the end of the year - 31.03.2020	16502	0.2356		16502	0.2356
15	Tarulika Khaitan					
	At the beginning of the year - 01.04.2019	2400	0.0343	No change		
	At the end of the year - 31.03.2020	2400	0.0343		2400	0.0343
16	Pavitra Khaitan					
	At the beginning of the year - 01.04.2019	0	0.0000			
	28.02.2020- Transfer/Acquisition	2000	0.0286		2000	0.0286
	At the end of the year - 31.03.2020	2000	0.0286	Increase (+2000)	2000	0.0286
17	Tarulika Khaitan C/o Tarugreve Trust					
	At the beginning of the year - 01.04.2019	4000	0.0571			
	28.02.2020- Transfer/Disposition	-2000	-0.0286		2000	0.0286
	At the end of the year - 31.03.2020	2000	0.0286	Decrease (-2000)	2000	0.0286

iv. Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholder's Name	Shareholding at the beginning [01.04.2019]/ end of the year [31.03.2020]		Cumulative Shareholding during the year [01.04.2019 to 31.03.2020]	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	General Insurance Corporation of India				
	At the beginning of the year - 01.04.2019	144000	2.0557		
	As on 17.01.2020 - Transfer	-16826	0.2402	127174	1.8155
	As on 24.01.2020 - Transfer	-27174	0.3879	100000	1.4276
	At the end of the year - 31.03.2020	100000	1.4276	100000	1.4276
2	The New India Assurance Company Limited				
	At the beginning of the year - 01.04.2019	141488	2.0198		
	At the end of the year - 31.03.2020	141488	2.0198	141488	2.0198
3	West Bengal Industrial Development Corporation Limited				
	At the beginning of the year - 01.04.2019	183000	2.6124		
	At the end of the year - 31.03.2020	183000	2.6124	183000	2.6124
4	Mahesh Tejraj Inani				
	At the beginning of the year - 01.04.2019	22265	0.3178		
	At the end of the year - 31.03.2020	22265	0.3178	22265	0.3178
5	Harshadkumar Prabhudas Tanna				
	At the beginning of the year - 01.04.2019	25487	0.3638		
	As on 24.01.2020 - Transfer	2500	0.0357	27987	0.3995
	At the end of the year - 31.03.2020	27987	0.3995	27987	0.3995
6	Lincoln P Coelho				
	At the beginning of the year - 01.04.2019	30000	0.4283		
	At the end of the year - 31.03.2020	30000	0.4283	30000	0.4283

Sl. No.	Shareholder's Name	Shareholding at the beginning [01.04.2019]/ end of the year [31.03.2020]		Cumulative Shareholding during the year [01.04.2019 to 31.03.2020]	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
7	LTS Investment Fund Limited				
	At the beginning of the year - 01.04.2019	20320	0.2901		
	At the end of the year - 31.03.2020	20320	0.2901	20320	0.2901
8	Gyan Traders Limited*				
	At the beginning of the year - 01.04.2019	1000	0.0143		
	As on 28.02.2020 - Transfer	77373	1.1045	78373	1.1188
	At the end of the year - 31.03.2020	78373	1.1188	78373	1.1188
9	Meera Harshadkumar Tanna*				
	At the beginning of the year - 01.04.2019	16006	0.2285		
	As on 24.01.2020 - Transfer	6943	0.0991	22949	0.3276
	At the end of the year - 31.03.2020	22949	0.3276	22949	0.3276
10	Mahendra Ramniklal Kanakiya*				
	At the beginning of the year - 01.04.2019	1515	0.0216		
	As on 19.04.2019 - Transfer	-100	0.0014	1415	0.0202
	As on 26.04.2019 - Transfer	-700	0.0100	715	0.0102
	As on 03.05.2019 - Transfer	400	0.0057	1115	0.0159
	As on 10.05.2019 - Transfer	2900	0.0414	4015	0.0573
	As on 17.05.2019 - Transfer	1273	0.0182	5288	0.0755
	As on 24.05.2019 - Transfer	337	0.0048	5625	0.0803
	As on 31.05.2019 - Transfer	7258	0.1036	12883	0.1839
	As on 07.06.2019 - Transfer	1346	0.0192	14229	0.2031
	As on 14.06.2019 - Transfer	1045	0.0149	15274	0.2180
	As on 21.06.2019 - Transfer	1116	0.0159	16390	0.2340
	As on 28.06.2019 - Transfer	1134	0.0162	17524	0.2502
	As on 19.07.2019 - Transfer	200	0.0029	17724	0.2530
	As on 26.07.2019 - Transfer	100	0.0014	17824	0.2544
	As on 02.08.2019 - Transfer	100	0.0014	17924	0.2559
	As on 09.08.2019 - Transfer	318	0.0045	18242	0.2604
	As on 16.08.2019 - Transfer	260	0.0037	18502	0.2641
	As on 23.08.2019 - Transfer	2800	0.0400	21302	0.3041
	As on 30.08.2019 - Transfer	276	0.0039	21578	0.3080
	As on 13.09.2019 - Transfer	-97	0.0014	21481	0.3067
	As on 20.09.2019 - Transfer	-1213	0.0173	20268	0.2893
	As on 27.09.2019 - Transfer	551	0.0079	20819	0.2972
	As on 11.10.2019 - Transfer	6	0.0001	20825	0.2973
	As on 18.10.2019 - Transfer	50	0.0007	20875	0.2980
	As on 25.10.2019 - Transfer	51	0.0007	20926	0.2987
	As on 01.11.2019 - Transfer	1790	0.0256	22716	0.3243
	As on 08.11.2019 - Transfer	617	0.0088	23333	0.3331
	As on 15.11.2019 - Transfer	-1011	0.0144	22322	0.3187
	As on 06.12.2019 - Transfer	-200	0.0029	22122	0.3158
	As on 24.01.2020 - Transfer	-200	0.0029	21922	0.3130
	As on 20.03.2020 - Transfer	50	0.0007	21972	0.3137
	At the end of the year - 31.03.2020	21972	0.3137	21972	0.3137

Sl. No.	Shareholder's Name	Shareholding at the beginning [01.04.2019]/ end of the year [31.03.2020]		Cumulative Shareholding during the year [01.04.2019 to 31.03.2020]	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
11	Life Insurance Corporation Of India #				
	At the beginning of the year - 01.04.2019	68605	0.9794		
	As on 21.06.2019 - Transfer	-3077	0.0439	65528	0.9355
	As on 19.07.2019 - Transfer	-506	0.0072	65022	0.9282
	As on 02.08.2019 - Transfer	-130	0.0019	64892	0.9264
	As on 09.08.2019 - Transfer	-5144	0.0734	59748	0.8529
	As on 16.08.2019 - Transfer	-1787	0.0255	57961	0.8274
	As on 23.08.2019 - Transfer	-12136	0.1732	45825	0.6542
	As on 30.08.2019 - Transfer	-831	0.0119	44994	0.6423
	As on 13.09.2019 - Transfer	-4500	0.0642	40494	0.5781
	As on 20.09.2019 - Transfer	-4924	0.0703	35570	0.5078
	As on 27.09.2019 - Transfer	-3234	0.0462	32336	0.4616
	As on 04.10.2019 - Transfer	-744	0.0106	31592	0.4510
	As on 18.10.2019 - Transfer	-2024	0.0289	29568	0.4221
	As on 01.11.2019 - Transfer	-7255	0.1036	22313	0.3185
	As on 08.11.2019 - Transfer	-18000	0.2570	4313	0.0616
	As on 15.11.2019 - Transfer	-4313	0.0616	0	0.0000
	At the end of the year - 31.03.2020	0	0.0000	0	0.0000
12	Rajesh Mittal #				
	At the beginning of the year - 01.04.2019	76523	1.0924		
	As on 15.11.2019 - Transfer	-76523	1.0924	0	0.0000
	At the end of the year - 31.03.2020	0	0.0000	0	0.0000
13	JM Financial Services Limited #				
	At the beginning of the year - 01.04.2019	20810	0.2971		
	As on 05.04.2019 - Transfer	1881	0.0269	22691	0.3239
	As on 19.04.2019 - Transfer	385	0.0055	23076	0.3294
	As on 26.04.2019 - Transfer	-84	0.0012	22992	0.3282
	As on 03.05.2019 - Transfer	-7089	0.1012	15903	0.2270
	As on 10.05.2019 - Transfer	-2450	0.0350	13453	0.1920
	As on 17.05.2019 - Transfer	13	0.0002	13466	0.1922
	As on 24.05.2019 - Transfer	-366	0.0052	13100	0.1870
	As on 31.05.2019 - Transfer	-8683	0.1240	4417	0.0631
	As on 07.06.2019 - Transfer	-3006	0.0429	1411	0.0201
	As on 28.06.2019 - Transfer	100	0.0014	1511	0.0216
	As on 05.07.2019 - Transfer	-100	0.0014	1411	0.0201
	As on 19.07.2019 - Transfer	42	0.0006	1453	0.0207
	As on 26.07.2019 - Transfer	-41	0.0006	1412	0.0202
	As on 02.08.2019 - Transfer	-1	0.0000	1411	0.0201
	As on 09.08.2019 - Transfer	370	0.0053	1781	0.0254
	As on 16.08.2019 - Transfer	-368	0.0053	1413	0.0202
	As on 23.08.2019 - Transfer	-2	0.0000	1411	0.0201
	As on 27.09.2019 - Transfer	48	0.0007	1459	0.0208
	As on 30.09.2019 - Transfer	-1459	0.0208	0	0.0000
	As on 04.10.2019 - Transfer	68	0.0010	68	0.0010
	As on 11.10.2019 - Transfer	-68	0.0010	0	0.0000



Sl. No.	Shareholder's Name	Shareholding at the beginning [01.04.2019]/ end of the year [31.03.2020]		Cumulative Shareholding during the year [01.04.2019 to 31.03.2020]	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	As on 18.10.2019 - Transfer	140	0.0020	140	0.0020
	As on 25.10.2019 - Transfer	-140	0.0020	0	0.0000
	As on 08.11.2019 - Transfer	7	0.0001	7	0.0001
	As on 15.11.2019 - Transfer	-7	0.0001	0	0.0000
	As on 06.12.2019 - Transfer	2	0.0000	2	0.0000
	As on 13.12.2019 - Transfer	731	0.0104	733	0.0105
	As on 20.12.2019 - Transfer	-733	0.0105	0	0.0000
	As on 14.02.2020 - Transfer	178	0.0025	178	0.0025
	As on 21.02.2020 - Transfer	-178	0.0025	0	0.0000
	At the end of the year - 31.03.2020	0	0.0000	0	0.0000

\* Not in the list of Top 10 shareholders as on 01.04.2019. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2020.

# Ceased to be in the list of Top 10 shareholders as on 31.03.2020. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01.04.2019.

#### v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name	Shareholding at the beginning of the year (01.04.2019) /end of the year (31.03.2020)		Increase/ Decrease in shareholding	Cumulative Shareholding during of the year (01.04.2019 to 31.03.2020)	
		No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
1	Chandra Kumar Dhanuka - Managing Director					
	At the beginning of the year - 01.04.2019	9104	0.1300	No change		
	At the end of the year - 31.03.2020	9104	0.1300		9104	0.1300
2	Mrigank Dhanuka - Non-Executive/Non-Independent Director					
	At the beginning of the year - 01.04.2019	23184	0.3310	No change		
	At the end of the year - 31.03.2020	23184	0.3310		23184	0.3310
3	Bharat Bajoria - Non-Executive/Independent Director					
	At the beginning of the year - 01.04.2019	0	0.0000	No change		
	At the end of the year - 31.03.2020	0	0.0000		0	0.0000
4	Rajiv Kumar Sharma - Non-Executive/Non-Independent Director					
	At the beginning of the year - 01.04.2019	100	0.0000	No change		
	At the end of the year - 31.03.2020	100	0.0000		100	0.0000
5	Vivek Goenka - Non-Executive/Independent Director					
	At the beginning of the year - 01.04.2019	0	0.0000	No change		
	At the end of the year - 31.03.2020	0	0.0000		0	0.0000

Sl. No.	Name	Shareholding at the beginning of the year (01.04.2019)/ end of the year (31.03.2020)		Increase/ Decrease in shareholding	Cumulative Shareholding during of the year (01.04.2019 to 31.03.2020)	
		No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
6	Ashoke Kumar Dutta - Non-Executive/Independent Director					
	At the beginning of the year - 01.04.2019	0	0.0000	No change		
	At the end of the year - 31.03.2020	0	0.0000		0	0.0000
7	Aaradhana Jhunjhunwala - Non-Executive/ Independent Director @					
	At the beginning of the year - 01.04.2019	0	0.0000	No change		
	At the end of the year - 31.03.2020	0	0.0000		0	0.0000
	@ Appointed w.e.f. 14.11.2019					
8	Prakash Chandra Dhandhanian - Chief Executive Officer					
	At the beginning of the year - 01.04.2019	0	0.0000	No change		
	At the end of the year - 31.03.2020	0	0.0000		0	0.0000
9	Vikash Jain - Chief Financial Officer					
	At the beginning of the year - 01.04.2019	0	0.0000	No change		
	At the end of the year - 31.03.2020	0	0.0000		0	0.0000
10	R Mahadevan Iyer - Company Secretary					
	At the beginning of the year - 01.04.2019	6	0.0000	No change		
	At the end of the year - 31.03.2020	6	0.0000		6	0.0000

Note: Ms. Nandini Khaitan who ceased office as Non-Executive/ Independent Director w.e.f. 9th September, 2019 did not hold any shares in the Company.

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs. in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1,500.44	2,054.05	-	3,554.49
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.40	6.64	-	7.04
<b>Total (i+ii+iii)</b>	<b>1,500.84</b>	<b>2,060.69</b>	<b>-</b>	<b>3,561.53</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	807.44	610.42	-	1,417.86
Reduction	-	-	-	-
<b>Net Change</b>	<b>807.44</b>	<b>610.42</b>	<b>-</b>	<b>1,417.86</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	2,296.37	2,660.99	-	4,957.36
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	11.91	10.12	-	22.03
<b>Total (i+ii+iii)</b>	<b>2,308.28</b>	<b>2,671.11</b>	<b>-</b>	<b>4,979.39</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Total Amount (Rs.)	
		Mr. C K Dhanuka Managing Director*	Mr. Mrigank Dhanuka Executive Director@
1.	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	1,510,333	445,161
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	987,313	2,02,548
	(c) Profits in lieu of salary under Section 179(3) of the Income-tax Act, 1961		
2.	Stock Option		
3.	Sweat Equity		
4.	Commision		
	- as % of profit		
	- others, specify..		
5.	Others, please specify #	657,592	80,129
	<b>Total</b>	<b>3,155,238</b>	<b>727,838</b>
	Ceiling as per the Act		

\* Mr. C. K. Dhanuka was re-appointed as Managing Director for 5 years w.e.f. 09.09.2019.

@ Mr.Mrigank Dhanuka has resigned from the post of Executive Director of the Company w.e.f. 23.07.2019. He however continues to be on the Board of the Company as a Non-Executive Non-Independent Director.

# Includes Companies contribution to Provident Fund, Superannuation & Gratuity Fund.

### B. Remuneration to other Directors

1.	Particulars of Remuneration	Name of the Directors					Total Amount (Rs.)
		Bharat Bajoria	Nandini Khaitan*	Vivek Goenka	Ashoke Kr. Dutta	Aaradhana Jhunjunwala#	
	Fee for attending Board meetings	60,000	20,000	60,000	60,000	20,000	220,000
	Fee for attending Committee meetings	40,000	5,000	55,000	30,000	10,000	140,000
	Others, please specify	-	-	-	-	-	-
	<b>Total (1)</b>	<b>100,000</b>	<b>25,000</b>	<b>115,000</b>	<b>90,000</b>	<b>30,000</b>	<b>360,000</b>
2.	Other Non-Executve Directors	Mrigank Dhanuka%	Rajiv Kr. Sharma				
	Fee for attending Board meetings	10,000	60,000	-	-	-	70,000
	Fee for attending committee meetings	-	-				
	Commission	-	-				
	Others, please specify	-	-				
	<b>Total (2)</b>	<b>10,000</b>	<b>60,000</b>				<b>70,000</b>
	<b>Total B = (1+2)</b>	<b>110,000</b>	<b>85,000</b>	<b>115,000</b>	<b>90,000</b>	<b>30,000</b>	<b>430,000</b>
	Total Managerial Remuneration						
	Overall Ceiling as per the Act						

\* Paid to Khaitan & CO. LLP/Ceased office w.e.f. 09.09.2019

# appointed w.e.f. 14.11.2019

% resigned from the post of Executive Director w.e.f. 23.07.2019. He however continues to be on the Board of the Company as a Non-Executive Non-Independent Director.

**C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD**

Particulars of Remuneration	Key Managerial Personnel			Total Amount (Rs.)
	P C Dhandhanian	Vikash Jain	R Mahadevan	
	Chief Executive Officer	Chief Financial Officer	Company Secretary	
1. Gross Salary				
(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	15,01,818	15,30,000	7,26,300	37,58,118
(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	39,600	99,240	1,84,365	3,23,205
(c) Profits in lieu of salary under Section 179(3) Income-tax Act, 1961				
2. Stock Option				
3. Sweat Equity				
4. Commission				
- as % of profit				
- others, specify..				
5. Others, please specify#	3,39,200	1,70,800	1,19,316	6,29,316
<b>Total</b>	<b>18,80,618</b>	<b>18,00,040</b>	<b>10,29,981</b>	<b>47,10,639</b>

# Includes Company's contribution to Provident Fund, Gratuity Fund & Superannuation Fund (where applicable)

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment			None		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			None		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			None		
Compounding					

## Annexure - III

Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Director's Report for the year ended 31st March, 2020.

### A. Conservation of Energy:

#### i) Steps taken or impact on conservation of energy:

Old Generator sets which were replaced with fuel efficient new Generator sets resulted in more KWH per litre of diesel in Tea Estates and contained the Power & Fuel cost.

Higher output CTC machines installed in Dhunseri and Bahipookri Tea Estates for increasing output and saving energy.

The energy efficient CFL/ LED Bulbs have replaced the condensed bulbs in all the factories and bungalows.

Supply of high calorific value coal from North-East Coalfields (Marghereta) with less ash content helped to maintain the required temperature for improvement in Quality as well as reduction in coal consumption.

Capacitors are used to improve the power factor to 90 and above in most of the factories.

Interlocking of machineries have been done wherever applicable to reduce the connected load which has minimized demand charges.

#### ii) Steps taken by the Company for using alternate sources of energy:

Tufflex sheets are used for natural light to reduce the consumption of electricity in all the factory buildings and stores.

### B. Technology Absorption:

#### (i) The efforts made towards technology absorption:

Indigenously developed technologies for the improvement of production both in field and factory were adopted and required modifications and innovations were done on a continuous basis.

#### (ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

Garden has mechanised pruning operations to save on manpower and utilise the saved manpower for other development works.

Augor machines are used for digging pits for planting to save manpower and also speed up the planting work.

Machine plucking harvester has been established to mitigate the labour shortage wherever workers availability is poor and it is proposed to cover larger areas during the current Season.

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

(a) The details of technology imported: Nil

(b) The year of import: Nil

(c) Whether the technology been fully absorbed: Not applicable

(d) If not fully absorbed, areas where absorption has not taken place and the reasons therefore : Not applicable.

#### (iv) The expenditure incurred on Research and Development:

The Company subscribes to Tea Research Associations, which does R & D work for its tea industries and their expert advice is also being obtained through visits by their Advisory Officers to the garden from time to time.

### C. Foreign Exchange Earnings and Outgo:

Earnings in Foreign Exchange Rs.711.03 lakhs (Previous year Rs. 531.36 lakhs)

Foreign Exchange Outgo Rs. 70.14 Lakhs (Previous year Rs. 103.28 lakhs)

## Annexure - IV

### Details pertaining to Employees as required under Section 197(12) of the Companies Act, 2013

#### STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Sl. No.	Name	Qualification	Designation	Date of Birth	Date of Joining	Remuneration (Rs.)	Experience	Last employment
1	Mr. Chandra Kumar Dhanuka	B.Com (H)	Chairman & Managing Director	19-01-54	07-02-75	31,55,238	45 years	First Employment
2	Mr. Kailash Kumar Tibrewalla	M.Com	Senior Vice President	22-07-50	01-07-69	25,29,643	50 years	First Employment
3	Mr. Sunil Munshi	B.Sc (Agriculture and Animal Husbandry)	Group Chief Advisor & Monitor	22-08-57	14-02-19	21,60,200	40 years	Andrew Yule & Co. Limited
4	Mr. Vivek Bhasin	B.Com (H)	Chief Executive Plantation	27-12-62	01-04-06	19,47,537	35 years	Jay Shree Tea & Industries Limited
5	Mr. Prakash Chandra Dhandhanua	M.Sc (Agriculture)	Chief Executive Officer	06-09-61	25-04-07	18,80,618	38 years	Mannabarie Tea Co. Limited
6	Mr. Vikash Jain	ACA	Chief Financial Officer	21-09-71	14-12-17	18,00,040	23 years	Ramkrishna Forgings Limited
7	Mr. Anuj Kumar Jha	B.Sc (Statistics)	General Manager (Marketing)	01-11-60	14-06-12	14,34,060	36 years	Joonktollee Tea & Industries Limited
8	Mr. Ravinder Kumar Kaul	M.Sc (Agriculture)	Senior Manager	19-09-61	12-11-15	13,29,216	34 years	Rossell Tea Limited
9	Mr. Bijoy Kumar Saikia	M.Sc (Agriculture)	Manager	26-01-68	19-05-17	13,09,566	27 years	B & A Associates Limited
10	Mr. Thaneswar Gohain	B.A.(Hons)	Senior Manager	28-10-68	01-09-18	12,04,680	29 years	James Warren Tea Limited

Persons in service for the whole year and drawing emoluments more than Rs.1,02,00,000/- per annum, other than above

NIL

Persons employed for part of the year drawing emoluments more than Rs. 8,50,000/- per month

NIL

- Note:
- 1) None of the employees listed above is a relative of any director of the Company.
  - 2) Mr. C.K.Dhanuka, Managing Director holds 9104 Shares.  
None of the other employees listed above hold any equity shares in the Company.
  - 3) Nature of employment is contractual.

# Form No. MR-3

## Secretarial Audit Report

For the financial year ended on 31st March, 2020  
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**DHUNSERI TEA & INDUSTRIES LIMITED**  
CIN: L15500WB1997PLC085661  
Dhunseri House, 4A, Woodburn Park,  
Kolkata – 700 020

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Dhunseri Tea & Industries Limited (hereinafter referred as 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2020 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2020, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – **No events / actions occurred during the Audit Period in pursuance of this regulation;** and
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015; and
- (vi) Other specifically applicable laws to the Company, namely;
  - a. Tea Act, 1953;
  - b. The Tea Waste (Control) Order, 1959;
  - c. The Tea (Marketing) Control Order, 1984;

## Secretarial Audit Report (Contd.)

- d. Tea (Distribution and Export) Control Order, 2005;
- e. Food Safety and Standards Act, 2006;
- f. Water (Prevention and Control of Pollution) Act, 1974 and Air (prevention And Control of pollution) Act, 1981; and
- g. Factories Act, 1948;

I report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with all the laws applicable specifically to the Company.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

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

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors for the Board Meetings, including Committees thereof, along with agenda and detailed notes on agenda at least seven days in advance, and a system

exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the directors.

- All decisions at Board Meetings and Committee Meetings are carried out unanimously and recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors and other designated professionals.

I further report that as per the explanations given to me and the representation made by the Management and relied upon by me, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there was no other event/action having major bearing on the Company's affairs.

For M Shahnawaz & Associates  
Practicing Company Secretaries  
Firm Regn. No: S2015WB331500

CS Md. Shahnawaz  
Proprietor

Membership No.: 21427

CP No.: 15076

UDIN: A021427B000384372

Kolkata  
June 26, 2020



# Corporate Governance Report

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with para C,D and E of Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR) Regulations”], as applicable, with regard to corporate governance.

## 1. Company’s Philosophy

The Company’s philosophy is based on transparency, accountability and integrity in all its dealings without compromising on any of its obligations. It seeks to ensure all regulatory compliances, fair play, justice and enhancement of long-term shareholder value. The Company shall constantly endeavour to improve upon all these aspects on an ongoing basis.

## 2. Board of Directors (Board)

### a) Composition of Board

The Board comprises of four Non-Executive Independent Directors including a women director, two Non-Executive/Non-Independent Director and One Executive / Non-independent Director / Promoter Director who is the Chairman of the Board. The number of Non-Executive Independent Directors are more than half the total strength of the Board. The composition of the Board as on 31st March, 2020 is as under:

Mr. Chandra Kumar Dhanuka (DIN 00005684)	Promoter Director Re-appointed as Managing Director w.e.f. 09.09.2019 Not Liable to retirement by rotation
Mr. Mrigank Dhanuka* (DIN 00005666)	Non-Executive / Non-Independent Director Promoter Relative Liable to retirement by rotation
Mr. Rajiv Kumar Sharma @ (DIN 05197101)	Non-Executive / Non-Independent Director Liable to retirement by rotation
Mr. Bharat Bajoria (DIN 00109241)	Non-Executive Independent Director Not liable to retirement by rotation Re-appointed w.e.f. 08.09.2019
Mr. Vivek Goenka (DIN 00042285)	Non-Executive Independent Director Not liable to retirement by rotation Appointed w.e.f. 30.08.2017
Prof. Ashoke Kumar Dutta (DIN 00045170)	Non-Executive Independent Director Not liable to retirement by rotation Appointed w.e.f. 21.05.2018
Mrs. Aaradhana Jhunjunwala** (DIN 00550481)	Non-Executive Independent Director Not liable to retirement by rotation Appointed w.e.f. 14.11.2019

\* Mr. M.Dhanuka resigned from the post of Executive Director of the Company w.e.f. 23rd July, 2019 and continues to be on the Board of the Company as a Non-Executive Non-Independent Director.

## Corporate Governance Report (Contd.)

\*\* Mrs. Aaradhana Jhunjhunwala was appointed as an Additional Director (designated as Non-Executive Independent director) of the Company at the Board Meeting held on 14th November, 2019. She shall hold office till the conclusion of the ensuing Annual General Meeting (AGM) of the Company and is proposed to be appointed as an Independent Director at the ensuing 23rd AGM of the Company for a consecutive period of five years w.e.f. 14th November, 2019.

@ Retiring by rotation at the ensuing 23rd AGM of the Company.

Note: Ms. Nandini Khaitan ceased office w.e.f. 9th September, 2019 on completion of her term as an Independent Non-Executive Director.

Mr. B.Bajoria has been appointed as a Director on the Board of Unlisted Material Subsidiary, namely, M/s Kawalazi Estate Company Limited and Makandi Tea & Coffee Estates Limited w.e.f. 13th August, 2019.

The Independent Directors fulfil the conditions specified by the SEBI (LODR) Regulations and are independent of the management.

b) (i) **Attendance of Directors at Board Meetings and at the 22nd AGM and other directorships / committee memberships held**

During the financial year 2019-20, the Board met six times on the following dates:

23rd April, 2019; 24th May, 2019; 1st July, 2019; 13th August, 2019; 14th November, 2019 and 11th February, 2020.

The number of Board Meetings attended by the directors during FY 2019-20 and their presence at the last AGM held on 13th August, 2019 :

Name of Directors	No. of Board meetings held	No. of Board Meetings attended	Attendance at the last AGM held on 13.08.2019
Mr. C.K.Dhanuka	6	6	Yes
Mr. M. Dhanuka	6	1	No
Mr. R.K.Sharma	6	6	Yes
Mr. B.Bajoria	6	6	Yes
Ms. N.Khaitan (Till 08.09.2019)	6	2	Yes
Mr. V.Goenka	6	6	Yes
Prof. A.K.Dutta	6	6	No
Mrs. A.Jhunjhunwala (From 14.11.2019)	6	2	NA

The board meetings were all held at the Registered Office of the Company.

## Corporate Governance Report (Contd.)

(ii) Number of other Directorships & Category thereof and Chairmanship/Membership of Committees held by Directors in various Companies:

Name of the Director	No. of other Directorship (Note 1)	Name of other Listed entities & Category of directorship	Committee Membership/ Chairmanship held in Companies (Note 2)	
			Member	Chairman
Mr. C.K.Dhanuka	8	<ul style="list-style-type: none"> <li>• Dhunseri Ventures Ltd. (Executive Chairman – Non-Independent Director)</li> <li>• Dhunseri Investments Ltd. (Chairman – Non-Independent Director)</li> <li>• Naga Dhunseri Group Ltd. (Chairman – Non-Independent Director)</li> <li>• Mint Investments Ltd. (Chairman – Non-Independent Director)</li> <li>• CESC Ltd. (Independent Director)</li> <li>• Emami Ltd. (Independent Director)</li> </ul>	8	2
Mr. M.Dhanuka	6	<ul style="list-style-type: none"> <li>• Mint Investments Ltd. (Non-Independent Director)</li> <li>• Naga Dhunseri Group Ltd. (Non-Independent Director)</li> <li>• Dhunseri Ventures Ltd. (Vice Chairman – Non-Independent Director)</li> <li>• Dhunseri Investments Ltd. (Non-Independent Director)</li> </ul>	1	0
Mr. R.K.Sharma	2	<ul style="list-style-type: none"> <li>• Dhunseri Ventures Ltd. [Executive Director (Finance) &amp; CFO]</li> </ul>	0	0
Mr. B. Bajoria	4	<ul style="list-style-type: none"> <li>• Teesta Valley Tea Co. Limited (Managing Director)</li> <li>• The Bormah Jan Tea Co. (1936) Limited (Managing Director)</li> <li>• McLeod &amp; Co. Limited (Director)</li> </ul>	0	1
Mr. V. Goenka	1	None	1	1
Prof. A. K.Dutta	2	None	1	0
Mrs. A.Jhunjhunwala	2	None	1	0

Note 1: Number of directorships in other Companies excludes directorships in Private Limited Companies, Foreign Companies and Companies incorporated under Section 8 of the Companies Act, 2013.

Note 2: Only the Chairmanship/Membership of Audit Committees and Stakeholders Relationship Committees have been considered including that of this Company.

Except for Mr. C.K.Dhanuka and Mr. M.Dhanuka who are related to each other there is no other inter se relationship between the directors.

## Corporate Governance Report (Contd.)

### (iii) Skill, expertise and competence of the Board of Directors:

The Board of Directors have identified the following skills required for the Company and the availability of such skills with the Board:

Skills and description	Mr. C.K.Dhanuka	Mr. M.Dhanuka	Mr. R.K.Sharma	Mr. B. Bajoria	Mr. V.Goenka	Prof. A. K.Dutta	Mrs. A Jhunjhunwala
<b>Financial knowledge, experience including exposure to global practices.</b> Knowledge of finance function of an enterprise, capital allocation, and reporting processes, supervising and guiding concerned Officials, dealing with auditors or person performing similar functions including financial decisions relating to offshore units or enterprise(s).	✓	✓	✓	✓	✓	✓	✓
<b>Expertise, Industrial / business exposure including professional qualification</b> Leadership experience, practical understanding of organization processes, planning, and risk management. Demonstrated strengths in developing talent, driving long-term growth, handling legal issues, technical competence and compliance with statutory laws and regulations	✓	✓	✓	✓	✓	✓	✓
<b>Management &amp; competence</b> Experience and/or specialized education relating to the business enterprise, management and administration, accountability, protecting shareholders interest and observing good corporate governance practices.	✓	✓	✓	✓	✓	✓	✓

## Corporate Governance Report (Contd.)

### c) Remuneration of Directors, sitting fees, salary, perquisites and commission

#### i) Details of remuneration paid /payable to Executive Directors

Name of Director	Salary	Perquisites	Other Benefits #	Commission	Total (Rs.)
Mr. C.K.Dhanuka Managing Director	15,10,333	9,87,313	6,57,592	-	31,55,238
Mr. M.Dhanuka Executive Director (Till 22.07.2019)	4,45,161	2,02,548	80,129	-	7,27,838

# includes Company's contribution to PF, Superannuation and Gratuity Funds.

Mr. C.K.Dhanuka is not entitled to any sitting fees for attending board / committee meetings of the Company.

Mr. C.K. Dhanuka was re-appointed as a Managing Director of the Company, for a period of five years w.e.f. 9th September, 2019 on terms and conditions as approved by the members at the 22nd AGM of the Company held on 13th August, 2019.

Mr. M.Dhanuka resigned from the post of Executive Director of the Company w.e.f. 23rd July, 2019 and continues to be on the Board of the Company as a Non-Executive Non-Independent Director.

Details of shares held by Executive Director in the Company as on 31st March, 2020 :

Name of Director	No. of Shares
Mr. C.K. Dhanuka	9,104 shares

#### ii) Details of remuneration paid/payable to Non-Executive Directors :

Name of Director	Sitting Fees		Salary, Perquisites & Commission	Total (Rs.)
	Board Meetings	Committee Meetings		
Mr. M.Dhanuka (From 23.07.2019)	10,000	-	-	10,000
Mr. R.K.Sharma	60,000	-	-	60,000
Mr. B.Bajoria	60,000	40,000	-	1,00,000
Ms. N.Khaitan* (Till 08.09.2019)	20,000	5,000	-	25,000
Mr. V. Goenka	60,000	55,000	-	1,15,000
Prof. A.K. Dutta	60,000	30,000	-	90,000
Mrs. A.Jhunjunwala (w.e.f. 14.11.2019)	20,000	10,000	-	30,000

\* Paid to Khaitan & Co. LLP.

Details of shares held by Non-Executive Directors in the Company as on 31st March, 2020 :

Name of Director	No. of Shares
Mr. M. Dhanuka	23,184 shares
Mr. R.K.Sharma	100 shares

No other non-executive director holds any shares of the Company.

## Corporate Governance Report (Contd.)

### d) Code of Conduct for Directors and Senior Management

The Board of Directors at their meeting held on 9th September, 2014 adopted the code of conduct for the board members and senior management personnel of the Company. The code is put up on the Company's website [www.dhunseritea.com](http://www.dhunseritea.com).

The Code has been circulated to the members of the board and the senior management and they have all affirmed their compliance with the code.

A declaration to this effect is appearing along with the report.

### 3. Audit Committee

The Audit Committee presently comprises of three Independent Directors viz Mr. B.Bajoria, Mr. V. Goenka and Prof. A.K.Dutta and one Non-Independent Director viz Mr. C.K. Dhanuka.

Mr. Bharat Bajoria is the Chairman of the Audit Committee.

#### Powers of Audit Committee

The powers of the Audit Committee are as follows :

- i) To investigate any activity within its terms of reference.
- ii) To seek information from any employee.
- iii) To obtain outside legal or other professional advice.
- iv) To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### Role of Audit Committee

The role of the Audit Committee pursuant to Schedule II Part-C of "SEBI (LODR) Regulations, 2015" is as follows:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub section (3) of Section 134 of Companies Act, 2013.

b. Changes, if any, in accounting policies and practices and reasons for the same.

c. Major accounting entries involving estimates based on the exercise of judgment by management.

d. Significant adjustments made in the financial statements arising out of audit findings.

e. Compliance with listing and other legal requirements relating to financial statements.

f. Disclosure of any related party transactions.

g. Modified opinion (s) in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

8. Approval or any subsequent modification of transactions of the Company with related parties;

9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the Company, whenever it is necessary;

11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

14. Discussion with internal auditors of any significant findings and follow up there on.

## Corporate Governance Report (Contd.)

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism.
19. Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate.
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/ investments.

### Review of information by Audit Committee

The Audit Committee mandatorily reviews the following information:

1. Management discussion and analysis of financial condition and results of operations.
2. Statement of significant related-party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters / letters of internal control weaknesses issued by the Statutory Auditors.
4. Internal audit reports relating to internal control weaknesses,
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee and

### 6. Statement of deviations:

- (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1)
- (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7)

Mr. R. Mahadevan, Company Secretary acts as the Secretary to the Audit Committee.

The Audit Committee met five times during the year i.e. on 24th May, 2019; 1st July, 2019; 13th August, 2019; 14th November, 2019 and 11th February, 2020.

The attendance of the directors at the Audit Committee Meetings is summarized below :-

Name	No.of meetings held	No. of meetings attended
Mr. B. Bajoria	5	5
Mr. C. K. Dhanuka	5	5
Mr. V. Goenka	5	5
Prof. A. K.Dutta	5	5

### 4. Nomination & Remuneration Committee

The Nomination & Remuneration Committee presently comprises of three Independent Directors viz Mr. V.Goenka, Mr. B.Bajoria and Mrs. A.Jhunhunwala and one Non-Independent Director viz Mr. C.K.Dhanuka.

Mr. V.Goenka is the Chairman of the Committee.

The Nomination and Remuneration Committee met twice during the year on 24th May, 2019 and 14th November, 2019.

The attendance of the directors at the Nomination & Remuneration Committee Meetings is summarized below :-

Name	No.of meetings held	No. of meetings attended
Mr. V. Goenka	2	2
Mr. C. K. Dhanuka	2	2
Ms. N. Khaitan (Till 08.09.2019)	2	1
Mr. B. Bajoria	2	2
Mrs. A. Jhunhunwala (From 14.11.2019)	2	-

## Corporate Governance Report (Contd.)

The terms of reference of the Nomination & Remuneration Committee inter-alia include the following:

- i) They shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out the evaluation of every director's performance.
- ii) They shall formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees.
- iii) Devising a policy on board diversity while formulating the above policy the Committee shall inter-alia ensure the following :
  - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
  - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - remuneration of directors, key managerial personnel and senior management involves a balance between a fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The role of Nomination and Remuneration Committee inter-alia, includes the following:

- (i) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (ii) formulation of criteria for evaluation of performance of independent directors and the Board of Directors;
- (iii) devising a policy on diversity of Board of Directors;
- (iv) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- (v) whether to extend or continue the term of appointment of the independent director, on the basis of the report

of performance evaluation of independent directors.

- (vi) recommend to the board, all remuneration, in whatever form, payable to senior management.

### Evaluation Policy :

The Nomination and Remuneration Committee approved an evaluation policy which provides for the evaluation of the Board, the Committees of the Board and individual directors including the Chairman of the Board. The policy provides for the evaluation to be carried out on an annual basis. The evaluation process is to focus on the functioning of the Board and its Committees, their composition, experience and competencies, attendance and other related issues with a view to initiate such action plan to improve their overall performance.

### Separate Meeting of Independent Directors :

A separate meeting of independent directors was convened and held by them on 14th November, 2019. The meeting reviewed the performance of the Non-Independent Directors and the Board of Directors of the Company including the performance of the Chairperson of the Company and also assessed the quality, quantity and timeliness of the flow of information between the company management and the board.

All the independent directors participated in the said meeting.

### Familiarization Program for Independent Directors :

The Chief Executive Officer, the Chief Financial Officer and the Company Secretary are jointly authorized for ensuring appropriate induction and training program for the directors including independent directors of the Company as and when requested by them for understanding any specific project, activity or process of the Company. The management provides such information and training either at the meeting of the Board of Directors or otherwise.

### Remuneration Policy :

The policy is to provide market competitive compensation / reward which drives performance culture and salary increases based on performance rating, business affordability and market competitiveness. The remuneration generally comprises of fixed element including bonus payouts and is subject to review at regular intervals.

### Non-Executive Directors :

The Non-Executive Directors are paid Rs.10,000/- each as sitting fees for attending board meetings and Rs.5,000/- each as sitting fees for attending the Audit Committee /Stakeholders



## Corporate Governance Report (Contd.)

Relationship Committee / Nomination & Remuneration Committee/ Corporate Social Responsibility Committee and Independent Directors Meetings.

No sitting fee is paid to directors for attending any other committee meetings of the Company.

The details of remuneration paid to the Directors of the Company are detailed under Para 2(c) above.

### 5. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee presently comprises of two Independent Directors viz Mrs. A.Jhunjhunwala and Mr. V.Goenka and one Non-Independent Director viz Mr. C.K. Dhanuka.

Mrs. A.Jhunjhunwala was appointed as the Chairperson of the Committee on 14th November, 2019.

The Committee met once during the year on 13th August, 2019.

The attendance of the directors at the Corporate Social Responsibility Committee Meeting is summarized below :

Name	No. of meetings held	No. of meetings attended
Mrs. A.Jhunjhunwala (From 14.11.2019)	1	-
Ms. N.Khaitan (Till 08.09.2019)	1	0
Mr. C. K. Dhanuka	1	1
Mr. V. Goenka	1	1

The terms of reference of the Corporate Social Responsibility Committee inter-alia include the following :

- The committee shall formulate and recommend to the Board a CSR policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII.
- The Committee shall recommend the amount of expenditure to be incurred on the above CSR activities; and
- Monitor the said CSR policy from time to time.

### 6. Stakeholders Relationship Committee

The Stakeholders Relationship Committee presently comprises of two Non-Executive Independent Directors viz. Mr. V.Goenka and Mrs. A.Jhunjhunwala and one Non-Independent Director viz. Mr. C.K.Dhanuka.

Mr. V.Goenka is the Chairman of the Committee.

Mr. R. Mahadevan, Company Secretary of the Company is the Compliance Officer.

Two meetings of the Stakeholders Relationship Committee were held during the year i.e on 13th August, 2019 and 11th February, 2020.

The attendance at the Stakeholders Relationship Committee Meeting is summarized below :

Name	No. of meetings held	No. of meetings attended
Mrs. A.Jhunjhunwala (From 14.11.2019)	2	1
Mr. Vivek Goenka	2	2
Ms. Nandini Khaitan (Till 08.09.2019)	2	0
Mr. C.K.Dhanuka	2	2

The terms of reference of the Stakeholders Relationship Committee inter-alia include the following :

- Review the process and mechanism for redressal of investor grievance and to suggest measures for improving the same.
- Review and resolve the pending investors complaints, if any ,relating to transfer of shares, non-receipt of share certificate(s), non-receipt of interest.
- Dividend warrants, non-receipt of annual report and any other grievance /complaints with Company or any officer of the Company arising out in discharge of his duties.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolve them.
- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time.

The role of Stakeholders Relationship Committee inter-alia, includes the following:

- (i) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (ii) Review of measures taken for effective exercise of voting rights by shareholders.

## Corporate Governance Report (Contd.)

- (iii) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (iv) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

During the year, the Company received three investor complaints which were duly redressed and there is no pending complaint as on 31st March, 2020.

### Number of complaints received and resolved during the year:

Number of complaints pending at the beginning of the financial year 2019-20	NIL
Number of complaints received during the year	3
Number of complaints redressed during the year	3
Number of complaints pending at the end of the financial year 2019-20	NIL

All valid requests for share transfers etc. received during the year were acted upon by the Company and no transfers etc were pending.

### 7. Risk Management Committee

The management constantly monitors all types of risks and functions and adopts suitable strategies from time to time so as to systematically address them on a continuous basis.

The charter for risk management inter-alia includes assessment, monitoring and mitigation of the risks involved in production, marketing, sales, purchase, finance, accounting, insurance, legal / compliances etc.

#### 9.1 General Body Meetings

The last three Annual General Meetings of the Company were held as under:

Year	Location	Date	Time	Details of Special Resolution
2018-19	Kala Kunj, Sangit Kala Mandir, 48, Shakespeare Sarani, Kolkata-700017	13th August, 2019	3.00 p.m.	1. Reappointment of Mr. Chandra Kumar Dhanuka (DIN: 00005684) as Managing Director 2. Reappointment of Mr. Bharat Bajoria (DIN: 00109241) as an Independent Director of the Company
2017-18	Kala Kunj, Sangit Kala Mandir, 48, Shakespeare Sarani, Kolkata-700017	7th August, 2018	10.30 a.m.	None
2016-17	Kala Kunj, Sangit Kala Mandir, 48, Shakespeare Sarani, Kolkata-700017	7th August, 2017	10.30 a.m.	None

Other than the above, there were no other General Meetings during the last three years.

### 8. Share Transfer Committee

The Share Transfer Committee presently comprises of the following directors of the Company :

- i) Mr. C.K. Dhanuka - Managing Director
- ii) Mr. M.Dhanuka - Director
- iii) Mr. R. K. Sharma - Director

Mr. C.K.Dhanuka is the Chairman of the Committee.

The Committee met four times during the year i.e. on 11th April, 2019; 25th July, 2019; 5th November, 2019 and 15th January, 2020.

The attendance of the directors at the share transfer committee meetings is summarized below :

Name	No. of meetings held	No. of meetings attended
Mr. C.K.Dhanuka	4	4
Mr. M. Dhanuka	4	1
Mr. R.K.Sharma	4	4

The Committee is authorized to deal with as well as accord approval and / or ratify the following matters :

- i) Share Transfers
- ii) De-materialization / Re-materialization of shares(s).
- iii) Sub-division /Consolidation /Transmission of share(s).
- iv) Deletion of member(s) name on demise.
- v) Issue of Duplicate Share Certificate(s)
- vi) Other related matters.

The scrutiny and other formalities relating to share transfers etc. are undertaken by the Registrars & Share Transfer Agents of the Company viz., M/s. Maheshwari Datamatics Private Limited.

## Corporate Governance Report (Contd.)

### 9.2 Postal Ballot and postal ballot process

#### i) Resolution passed through Postal Ballot

On 27th June, 2019 a special resolution was passed through postal ballot authorizing the Board of Directors to Sale of Undertaking of the branded business namely Lalghora and Kalaghora to Tata Global Beverages Limited u/s 180 (1) (a) of the Companies Act, 2013 and the voting pattern was as under :

Mode of voting	No. of votes cast		Percentage (%)	
	In favour	Against	In favour	Against
Physical	47,00,119	31	99.58%	0.00% *
E-voting	18450	1226	0.39%	0.03% *

\*rounded off

#### ii) Person conducting the postal ballot exercise:

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 the Board of Directors of the Company at their meeting held on 24th May, 2019 approved the proposal of the Chairman to conduct a postal ballot for authorizing the Board to Sale of Undertaking of the branded business namely Lalghora and Kalaghora to Tata Global Beverages Limited u/s 180 (1) (a) of the Companies Act, 2013, and also appointed a Scrutinizer for scrutinizing the postal ballot and e-voting process and the Company Secretary was authorized to ensure and complete the entire process as per the requirements of the Companies Act, 2013.

#### iii) Procedure for Postal Ballot :

The Company issued the postal ballot notice dated 24th May, 2019 seeking approval from the members authorizing the Board of Directors to sell the Undertaking (i.e., branded business namely LAL GHORA and KALA GHORA to Tata Global Beverages Limited) u/s 180 (1) (a) of the Companies Act, 2013.

The dispatch of the draft resolution together with the explanatory statement and the postal ballot form along with the self-addressed postage prepaid envelop were completed on 27th May, 2019 and also through electronic mode simultaneously to those members who had registered their email address with the Company or with the depositories.

The members were advised to read the instructions printed on the ballot form and return the same duly completed and signed to the scrutinizer in the self addressed postage prepaid envelop on or before the close of the working hours on 26th June, 2019. After due scrutiny of all the postal ballot forms received upto the

close of the working hours on 26th June, 2019 including the votes cast through e-voting process, the scrutinizer Mr. K.C.Dhanuka, Practising Company Secretary, submitted his report on 27th June, 2019. The result of the postal ballot was declared by the Chairman on 27th June, 2019. The date of declaration of the result of the postal ballot was the date of passing of the special resolution and was also duly forwarded to the Stock Exchanges where the Company's shares are listed and simultaneously also put up on the Company's web-site.

No Special resolution is proposed to be conducted through Postal Ballot as on the date of this report.

### 9.3. Information about Directors seeking appointment / re-appointment, etc.

The details of the directors of the Company seeking re-appointment is given in the Annexure to the Notice, under the head 'Information Pursuant to Regulations 36(3) & 26(4) of SEBI (LODR) Regulations, 2015'.

### 10. Disclosures

a) There are no materially significant related party transactions made by the Company with its Promoters, Directors or their relatives, or the management, or subsidiaries etc. that may have potential conflict with the interests of the Company at large.

Transactions with related parties are disclosed in Note No. 41 under 'Notes forming part of financial statements' in the Annual Report.

The policy has been uploaded in the company's website : <http://dhunseritea.com/wp-content/uploads/2015/04/Related-party-transaction-policy.pdf>

b) There were no strictures or penalties imposed either by SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter relating to the capital markets during the year under review.

## Corporate Governance Report (Contd.)

- c) The Company has adopted a vigil mechanism / whistle blower policy and no personnel is being denied access to the Audit Committee.  
The policy has been uploaded on the company's website: <http://dhunseritea.com/wp-content/uploads/2015/03/vigil-mechanism.pdf>
- d) The Company has adopted all the mandatory requirements as recommended by SEBI (LODR) Regulations, 2015 with stock exchanges and is in the process of examining the implementation of some of the non-mandatory requirements.
- e) There are no pecuniary relationships or transactions with Non-Executive Independent Directors.
- f) The company has formulated a policy for determining 'material' subsidiaries and such policy has been disclosed on the Company's website: <http://dhunseritea.com/wp-content/uploads/2020/06/Policy-for-determining-Material-Subsidiary.pdf>
- g) The company has formulated a policy for familiarization programme for imparting to independent directors and such policy has been disclosed on the Company's website: <http://dhunseritea.com/wp-content/uploads/2015/06/Familiarisation-Programme-of-Independent-Directors.pdf>
- h) The Company manufactures Tea, which does not involve any commodity price risks and hence commodity hedging is not required.
11. The Company has obtained rating from CARE Ratings Limited during the year ended 31st March, 2020. There has been no change in credit rating 'CARE A+; Stable' during the year.
12. No funds were raised through preferential allotment or qualified Institutional Placement as specified in Regulation 32(7A) of SEBI (LODR) Regulations, 2015.
13. None of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. The Company has also obtained a certificate in this regard from a Practising Company Secretary which is annexed to this report.
14. There is no such instance of the board of not having accepted any recommendation(s) of the committee(s) of the board in the relevant financial year, which is mandatorily required to be disclosed along with reasons thereof.

### 15. Details of total fees paid to Statutory Auditors

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, are as follows:

Particulars	Amount (Rs. in Lakhs)
Audit Fees	84.31
Limited Review	6.75
For other matters (Certificates, etc.)	7.95
Re-imburement of expenses	2.56
<b>Total</b>	<b>101.57</b>

16. The Company has set up Internal Complaints Committee (ICC) under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There were neither any outstanding complaints in the beginning / end of the year nor any complaints were received and /or disposed off during 2019-20. The Committee met once during the year on 6th January, 2020.

### 17. CEO and CFO Certification

As per Part B of Schedule II of SEBI (LODR) Regulations, 2015, the CEO and the CFO of the Company certifies to the Board regarding the review of the financial statement, compliance with the accounting standard, maintenance of the internal control systems for financial reporting and accounting policies etc. The Certificate for FY 2019-20 is annexed to this report.

### 18. Means of Communication

The quarterly and annual results of the Company are generally published in Business Standard as well as in Arthik Lipi. The results are also posted in the Company's website [www.dhunseritea.com](http://www.dhunseritea.com).

### 19. Shareholders' information

#### a) Annual General Meeting

Wednesday, 23rd September, 2020 at 10:30 a.m. through Video Conferencing or Other Audio Visual Means.

#### b) Book Closure

The Register of Members and Share Transfer Register will remain closed from Thursday, 17th September, 2020 till Wednesday, 23rd September, 2020 (both days inclusive) on account of the Annual General Meeting and dividend payment.

## Corporate Governance Report (Contd.)

### c) E-voting

The e-voting period commences at 9.00 a.m. on Friday 18th September, 2020 and ends at 5.00 p.m. on Tuesday, 22nd September, 2020. During this period, members of the Company holding shares as on the cut-off date i.e. Wednesday, 16th September, 2020, either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The e-voting resolution once cast by a Member, cannot be changed subsequently.

### d) Dividend payment

The dividend, if declared, shall be paid /credited on or after Monday, 28th September, 2020.

### e) Registered office: 'Dhunseri House', 4A, Woodburn Park, Kolkata – 700020

CIN : L15500WB1997PLC085661  
Ph. No : 91 33 2280-1950 (five lines)  
Fax No : 91 33 2287-9274/8350  
Email : mail@dhunseritea.com  
Website : www.dhunseritea.com

### g) Stock market price data for the year 2019-20:

Period 2019 – 20	BSE		NSE		BSE Sensex	
	High	Low	High	Low	High	Low
April, 2019	315.00	216.50	310.05	218.45	39,487.45	38,460.25
May, 2019	237.00	201.35	234.60	202.60	40,124.96	36,956.10
June, 2019	216.00	181.00	217.05	180.05	40,312.07	38,870.96
July, 2019	231.25	175.00	198.95	172.50	40,032.41	37,128.26
August, 2019	190.00	150.95	191.00	146.40	37,807.55	36,102.35
September, 2019	192.15	157.00	194.00	155.35	39,441.12	35,987.80
October, 2019	182.90	146.75	190.00	152.10	40,392.22	37,415.83
November, 2019	209.00	140.20	195.00	157.05	41,163.79	40,014.23
December, 2019	182.15	163.40	184.00	162.70	41,809.96	40,135.37
January, 2020	189.95	170.85	188.90	171.75	42,273.87	40,476.55
February, 2020	184.50	145.65	185.00	142.55	41,709.30	38,219.97
March, 2020	155.00	90.10	159.80	90.00	39,083.17	25,638.90

### h) Registrars and Share Transfer Agents:

Maheshwari Datamatics Pvt. Ltd., 23, R. N. Mukherjee Road, 5th Floor, Kolkata-700 001  
Phone: 91 33 2248-2248, 2243-5029, 2231-6839 Fax : 91 33 2248-4787, Email : mdpldc@yahoo.com

### f) Listing on Stock Exchanges & Stock Code

Stock Exchanges	Code
Bombay Stock Exchange Limited Floor 25, P.J.Towers, Dalal Street, Mumbai - 400001	538902
National Stock Exchange of India Limited Exchange Plaza, Plot No: C/1, G Block Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051	DTIL
Demat ISIN No. for NSDL and CDSL	INE 341R01014

Listing fees for the FY 2020-21 have been paid to the above Stock Exchanges.

## Corporate Governance Report (Contd.)

### i) Share Transfer System

The Company's Registrars and Share Transfer Agents M/s. Maheshwari Datamatics Pvt. Ltd. after scrutiny and completion of all required formalities process the share transfers and thereafter return the scrips in the normal course within 15 days of its receipt, if the documents are found valid and complete in all respects.

Further, M/s. Maheshwari Datamatics Pvt. Ltd. also being the Company's Demat Registrars, the requests for dematerialisation of shares are processed and confirmation given by them to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL) within 15 days.

### j) Shareholding Pattern and Distribution of Shares as on 31.03.2020

Shareholding Pattern			Distribution Schedule				
Category	No. of Shares held	Percentage %	Range	Shareholders		Shares	
				No.	%	No.	%
Promoters	4702135	67.13	1 – 500	16338	96.77	610237	8.71
Mutual Funds/UTI	240	0.00	501 – 1000	256	1.52	204034	2.91
Financial Institutions/Banks	2013	0.03	1001 – 2000	147	0.87	216821	3.10
Insurance Companies	241488	3.44	2001 – 3000	45	0.27	112904	1.61
Central/State Government(s)	235	0.00	3001 – 4000	25	0.15	86953	1.24
Bodies Corporate	244213	3.49	4001 – 5000	11	0.06	50771	0.73
Indian Public	1632036	23.30	5001 – 10000	30	0.18	233811	3.34
NRI/Foreign Nationals/ Foreign Portfolio Investors/Foreign Company	75689	1.08	10001 and above	31	0.18	5489420	78.36
Clearing Members/ Trust/NBFC/Others	106902	1.53		16883	100.00	7004951	100.00
	7004951	100.00					

### k) Unclaimed Suspense Account:

The physical share certificates returned undelivered by the postal authorities to the Company were dematerialised and credited to the Unclaimed Suspense Account of the Company. The disclosure in respect of the Company's equity shares transferred to the said Unclaimed Suspense Account is as under :

Particulars	Number of shareholders	Number of shares
Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account as on 1st April, 2019	674	25,006
Number of shareholders and aggregate number of shares transferred to the Unclaimed Suspense Account during the year 2019-20	Nil	Nil
Number of shareholders who approached the Company for transfer of shares and the number of shares that were transferred to them from the said Unclaimed Suspense Account during the year 2019-20	2	47
Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account as on 31st March, 2020.	672	24,959

The voting rights on the shares in the Unclaimed Suspense Account as on 31st March, 2020 remains frozen till the rightful owners of such shares claim them.

## Corporate Governance Report (Contd.)

### l) Dematerialisation of shares and liquidity

As on 31st March, 2020, 99.33% of the company's share capital representing 69,57,953 shares were held by 15,466 shareholders in dematerialised form and the balance representing 0.67% of the company's share capital comprising of 46,998 shares were held by 1,819 shareholders in physical form.

### m) Insider trading regulation

The Company has adopted a code of internal procedure for prevention of any unauthorised trading in the shares of the Company by insiders, as required under SEBI (Prohibition of Insider Trading) Regulations, 2015. The Company Secretary is the Compliance Officer for this purpose.

### n) Plant location

The Company has ten tea estates all located in the State of Assam viz; Dhunseri, Bahipookri, Bettybari, Orang, Bahadur, Dilli, Santi, Khagorijan, Hatijan and Khetojan Tea Estates.

The Company has tea factories located in all the above tea estates except in Khetojan Tea Estate.

The Company's tea packeting factory is located at Jaipur, Rajasthan.

### o) Address for investor correspondence

Shareholders can correspond at the registered office of the Company and/or at the Company's Registrar and Share Transfer Agents. Shareholders holding shares in electronic mode should address all correspondence to their respective depository participants.

### p) Financial Calendar 2020-21 (Tentative)

#### Board Meetings

Unaudited results for quarter ending June 30, 2020 - By 14th August, 2020

Unaudited results for quarter ending September 30, 2020 - By 14th November, 2020

Unaudited results for quarter ending December 31, 2020 - By 14th February 2021

Audited results for year ending March 31, 2021 - By 30th May, 2021

Annual General Meeting for the year ending 31st March, 2021 - August, 2021

### q) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

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

### r) Discretionary requirements

The Company has complied with discretionary requirements as applicable and specified in Part E of Schedule II of SEBI (LODR) Regulations.

### s) Grievance Redressal Division / Compliance Officer

Mr. R.Mahadevan

Company Secretary and Compliance Officer

Dhunseri Tea & Industries Ltd.

Dhunseri House, 4A, Woodburn Park,

Kolkata - 700 020

Phone – (033) 2280-1950 (5 lines)

Fax – (033) 2287-8995/8350;

E-mail: mail@dhunseritea.com

### t) Report on Corporate Governance

As required by Schedule V of SEBI (LODR) Regulations, 2015, a certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance, is attached to the Directors' Report forming part of the Annual Report.

Kolkata  
26th June, 2020

For and on behalf of the Board of Directors  
**C.K. DHANUKA**  
Chairman of the Board

## Corporate Governance Report (Contd.)

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

I confirm that the Company has in respect of the financial year ended 31st March, 2020 received from the members of the Board and the senior management personnel, a declaration of compliance with the Company's Code of Conduct.

Kolkata  
26th June, 2020

P. C. DHANDHANIA  
Chief Executive Officer

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### Certificate from CEO and CFO of the Company u/r 17(8) of SEBI (LODR) Regulations, 2015 for FY 2019-20

We in our official capacity do hereby confirm and certify that:

1. We have reviewed financial statements and the cash flow statement of the Company for the year ended 31st March, 2020 and that to the best of our knowledge and belief:
  - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - these statements together presents a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2019-20 which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting of the Company. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the Auditors and the Audit Committee and steps have been taken to rectify these deficiencies.

4. We have indicated to the Auditors and the Audit Committee
  - There have not been any significant changes in internal control over financial reporting during the year ended 31st March, 2020.
  - There have not been any changes in accounting policies during the year, and
  - We are not aware of any instance during the year of any fraud with involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Dhunseri Tea & Industries Limited

V.Jain  
Chief Financial Officer

P.C.Dhandhanian  
Chief Executive Officer

Date: 26th June, 2020



## Corporate Governance Report (Contd.)

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,  
The Members,  
**DHUNSERI TEA & INDUSTRIES LIMITED**  
CIN: L15500WB1997PLC085661  
Dhunseri House, 4A, Woodburn Park,  
Kolkata – 700 020

I have examined the relevant registers, records, forms, returns and the disclosures received from the Directors of Dhunseri Tea & Industries Limited, having CIN L15500WB1997PLC085661, and registered office at Dhunseri House, 4A, Woodburn Park, Kolkata – 700020 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2020, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority :

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Chandra Kumar Dhanuka	00005684	01/02/2014
2.	Mr. Mrigank Dhanuka	00005666	01/02/2014
3.	Mr. Vivek Goenka	00042285	30/08/2017
4.	Mr. Ashoke Kumar Dutta	00045170	21/05/2018
5.	Mr. Bharat Bajoria	00109241	19/05/2014
6.	Mr. Rajiv Kumar Sharma	05197101	09/09/2014
7.	Ms. Nandini Khaitan*	06941351	09/09/2014
8.	Ms. Aaradhana Jhunjhunwala	00550481	14/11/2019

\* On expiry of term ceased to be an Independent Director of the Company w.e.f. September 9, 2019.

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M Shahnawaz & Associates  
Practicing Company Secretaries  
Firm Regn. No: S2015WB331500

CS Md. Shahnawaz  
Proprietor

Membership No.: 21427

CP No.: 15076

UDIN: A021427B000384394

Kolkata  
June 26, 2020

## Corporate Governance Report (Contd.)

### Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

#### The Members of Dhunseri Tea & Industries Limited

1. The Corporate Governance Report prepared by Dhunseri Tea & Industries Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) of sub – regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2020 as required by the Company for annual submission to the Stock exchange.

#### Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

#### Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes

requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:
  - i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
  - ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
  - iii. Obtained and read the Register of Directors as on date and verified that atleast one independent woman director was on the Board of Directors throughout the year;
  - iv. Obtained and read the minutes of the following committee meetings / other meetings held from April 1, 2019 to March 31, 2020:
    - (a) Board of Directors;
    - (b) Audit Committee;
    - (c) Annual General Meeting (AGM);
    - (d) Nomination and Remuneration Committee;
    - (e) Stakeholders Relationship Committee;
    - (f) Corporate Social Responsibility Committee;
  - v. Obtained necessary declarations from the directors of the Company.
  - vi. Obtained and read the policy adopted by the Company for related party transactions.

## Corporate Governance Report (Contd.)

- vii. Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved prior by the audit committee.
  - viii. Performed necessary inquiries with the management and also obtained necessary specific representations from management.
8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

### Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2020, referred to in paragraph 4 above.

### Other matters and Restriction on Use

10. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & Co. LLP**  
Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Kamal Agarwal**  
Partner

Place : Kolkata  
Date: June 26, 2020

Membership Number: 058652  
UDIN: 20058652AAAABJ5581

# Independent Auditor’s Report

To The Members of  
DHUNSERI TEA & INDUSTRIES LIMITED

## Report on the Audit of the Standalone Ind AS Financial Statements Opinion

We have audited the accompanying standalone Ind AS financial statements of Dhunseri Tea & Industries Limited (“the Company”), which comprise the Balance sheet as at March 31 2020, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of

the Company as at March 31, 2020, its profit including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

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

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matter	How our audit addressed the key audit matter
<p><b>Assessment of the fair value of biological assets and harvested tea leaves</b> (as described in note 2(h), 2(i) and Note 42 of the Standalone Financial Statements)</p> <p>The raw materials in the form of harvested tea leaves produced from own gardens are measured at fair value for the purpose of valuation of finished goods inventory (i.e. Tea). As on March 31, 2020, the Company has biological assets being “Green leaf growing on tea bushes” valued at Rs. Nil.</p> <p>The biological assets are stated at fair value less costs to sell and harvested tea leaves used for the valuation of finished goods (Tea) are measured at fair value. We considered the valuation of</p>	<p>Following procedures have been performed to address this key audit matter:</p> <ul style="list-style-type: none"> <li>We understood, evaluated and tested the operating effectiveness of controls as established by the management in determination of the fair value of biological assets and harvested tea leaves produced from own gardens.</li> <li>We assessed the significant assumptions used in the valuation model with reference to available market information including the impact of Covid-19.</li> </ul>

## Independent Auditor’s Report (Contd.)

Key audit matter	How our audit addressed the key audit matter
<p>biological assets and harvested tea leaves produced from own gardens as a key audit matter given the significant management judgement involved in the consideration of factors such as impact of Covid-19 pandemic, market sources, prevailing selling prices and quality of tea assessed by the management used in the determination of fair value of such agricultural produce and biological assets.</p>	<ul style="list-style-type: none"> <li>• We tested the selection of data inputs used against appropriate supporting documents.</li> <li>• We also compared the practice followed by other companies in the same Industry to determine consistency of company’s practice with the Industry norms.</li> <li>• We also assessed the adjustments made to prices of green leaves purchased from outside suppliers considering the quality differential of the Company’s production.</li> <li>• We assessed the disclosures in relation to the biological assets and harvested tea leaves.</li> </ul>

### Other Information

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

Our opinion on the standalone Ind AS 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 Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management for the Standalone Ind AS Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone 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) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with

the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 Ind AS financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### Auditor’s Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS 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

## Independent Auditor's Report (Contd.)

in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS 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 Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matter

The Ind AS financial statements of the Company for the year ended March 31, 2019, included in these standalone Ind AS financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on May 24, 2019.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

## Independent Auditor's Report (Contd.)

- (c) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (d) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
- (e) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (f) In our opinion, the managerial remuneration for the year ended March 31, 2020 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (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 Ind AS financial statements – Refer Note 34(a) to the standalone Ind AS financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S.R. Batliboi & Co. LLP  
Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Kamal Agarwal  
Partner

Kolkata  
June 26, 2020

Membership Number: 058652  
UDIN: 20058652AAAABK1270

### ANNEXURE 1 REFERRED TO IN PARAGRAPH 1 OF THE SECTION ON "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT ON THE EVEN DATE

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us and based on the examination of the scanned copies of registered sale deed/transfer deed/conveyance deed provided to us, we report that, the title deeds, comprising of immovable properties included in Property, plant and equipments, Investment Properties and Assets held for

sale, are in the name of the Company as at the balance sheet date, except the following:

Particulars	Class of Assets	Gross Block as on March 31, 2020 (Rs. In Lakhs)	Net Block as on March 31, 2020 (Rs. In Lakhs)
2 plots of Freehold Land at Assam	Freehold Land	3,186.50	3,186.50
8 plots of Leasehold Land at Assam	Leasehold Land	32,185.59	32,185.59
4 Premises of Buildings	Buildings	180.95	160.67
1 plot of Freehold Land	Investment property	303.06	303.06
1 plot of Freehold Land	Assets Held -for-sale	136.03	136.03

ANNEXURE 1 REFERRED TO IN PARAGRAPH 1 OF THE SECTION ON “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT ON THE EVEN DATE (Contd.)

- (ii) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification. Inventories lying with third parties have been confirmed by them as at year end and no material discrepancies were noticed in respect of such confirmations
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to Companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the company.
- (v) According to the information and explanation given to us the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of tea, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more

than six months from the date they became payable.

- (c) According to the records of the Company, the dues of income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	51.32	2014-15	Commissioner of Income Tax (Appeals)

- (viii) In our opinion and according to the information and explanations given to us by the management, the Company has not defaulted in repayment of loans or borrowing to a bank. The Company did not have any outstanding loans or borrowing in respect of financial institution, government or dues to debenture holders.
- (ix) According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer / debt instruments. The term loans have been applied for the purpose for which they were raised.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud / material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.



ANNEXURE 1 REFERRED TO IN PARAGRAPH 1 OF THE SECTION ON “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT ON THE EVEN DATE (Contd.)

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S.R. Batliboi & Co. LLP  
Chartered Accountants  
ICAI Firm Registration Number: 301003E/E300005

per Kamal Agarwal  
Kolkata Partner  
June 26, 2020 Membership Number: 058652

## Annexure 2 to the Independent Auditor’s Report

of even date on the Standalone Ind AS Financial Statements of Dhunseri Tea & Industries Limited

**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 Dhunseri Tea & Industries Limited (“the Company”) as of March 31, 2020 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting with reference

to these standalone Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent 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 with reference to these standalone Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these standalone Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected

## Annexure 2 to the Independent Auditor's Report (Contd.)

depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these standalone Ind AS financial statements.

### Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Ind AS Financial Statements

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

### Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Ind AS Financial Statements

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

### Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these standalone Ind AS financial statements and such internal financial controls over financial reporting with reference to these standalone Ind AS financial statements were operating effectively as at March 31, 2020, 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 S.R. Batliboi & Co. LLP  
Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Kamal Agarwal  
Partner

Kolkata  
June 26, 2020

Membership Number: 058652

# Standalone Balance Sheet as at March 31, 2020

(All amounts in Rs. lakhs unless otherwise stated)

Particulars	Notes	31 March 2020	31 March 2019
<b>ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, plant and equipment	3(a)	49,560.31	49,870.33
(b) Right of use assets	3(b)	568.83	-
(c) Capital work-in-progress	3(c)	1,400.51	969.90
(d) Investment properties	4	652.59	620.72
(e) Financial assets			
(i) Investments	5	9,922.62	10,316.55
(ii) Trade receivables	6	396.35	-
(iii) Loans and deposits	7	276.53	262.98
(iv) Other financial assets	8	167.56	313.50
(f) Non-current tax assets (net)	9(a)	222.51	109.51
(g) Other non-current assets	10	125.80	123.98
<b>Total non-current assets</b>		<b>63,293.61</b>	<b>62,587.47</b>
<b>(2) Current assets</b>			
(a) Inventories	11	2,639.40	2,198.26
(b) Biological assets other than bearer plants	12	-	48.91
(c) Financial assets			
(i) Investments	5	8,962.55	730.35
(ii) Trade receivables	6	1,978.24	3,804.31
(iii) Cash and cash equivalents	13	821.21	409.19
(iv) Bank balances other than (iii) above	14	29.41	24.02
(v) Loans and deposits	7	12.13	74.66
(vi) Other financial assets	8	270.35	284.01
(d) Other current assets	10	616.59	781.46
		<b>15,329.88</b>	<b>8,355.17</b>
Assets held-for-sale	15	176.34	564.85
<b>Total current assets</b>		<b>15,506.22</b>	<b>8,920.02</b>
<b>TOTAL ASSETS</b>		<b>78,799.83</b>	<b>71,507.49</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	16(a)	700.50	700.50
(b) Other equity	16(b)	65,971.79	60,006.22
<b>Total equity</b>		<b>66,672.29</b>	<b>60,706.72</b>
<b>Liabilities</b>			
<b>(1) Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	17	372.25	622.92
(ii) Other financial liabilities	18	488.25	61.21
(b) Deferred tax liabilities (net)	9(b)	3,298.90	3,281.22
(c) Other non-current liabilities	19	301.02	216.80
<b>Total non-current liabilities</b>		<b>4,460.42</b>	<b>4,182.15</b>
<b>(2) Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	17	4,331.54	2,677.92
(ii) Trade payables	20		
Total outstanding dues of micro enterprises and small enterprises		2.31	20.99
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,397.34	1,529.81
(iii) Other financial liabilities	18	1,236.35	1,610.28
(b) Employee benefit obligations	21	538.91	297.97
(c) Current tax liabilities (net)	9(c)	-	230.06
(d) Other current liabilities	19	122.67	162.59
		<b>7,629.12</b>	<b>6,529.62</b>
Liabilities classified as held for sale		38.00	89.00
<b>Total current liabilities</b>		<b>7,667.12</b>	<b>6,618.62</b>
<b>Total Equity And Liabilities</b>		<b>78,799.83</b>	<b>71,507.49</b>

Notes forming part of the Standalone Financial Statements 1-47

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

This is the Standalone Balance Sheet referred to in our report of even date.

For S.R. Batliboi & CO. LLP

Firm Registration No. 301003E/E300005

Chartered Accountants

Kamal Agarwal

Partner

Membership No. 058652

Place : Kolkata

Date : June 26, 2020

R. Mahadevan

Company Secretary

For and on behalf of the Board of Directors

C. K. Dhanuka

Managing Director

(DIN - 00005684)

Vikash Jain

Chief Financial Officer

Bharat Bajoria

Director

(DIN - 00109241)

P. C. Dhandhanja

Chief Executive Officer

## Standalone Statement of Profit and Loss for the year ended March 31, 2020

(All amounts in Rs. lakhs unless otherwise stated)

Particulars	Notes	Year ended 31 March 2020	Year ended 31 March 2019
I Revenue from operations	22	17,737.86	18,081.27
II Other income	23	387.75	280.22
III Total income (I+II)		18,125.61	18,361.49
IV Expenses :			
(a) Cost of materials consumed	24	4,009.67	4,151.02
(b) Purchases of Stock-in-Trade		660.84	-
(c) Changes in inventories of finished goods	25	(314.98)	(191.53)
(d) Changes in inventories of biological assets	26	48.91	9.86
(e) Employee benefits expense	27	7,050.31	7,143.52
(f) Finance costs	28	404.82	286.04
(g) Depreciation expense	29	864.37	750.04
(h) Other expenses	30	6,788.74	5,938.32
Total expenses		19,512.68	18,087.27
V Profit/(Loss) before exceptional items and tax (III-IV)		(1,387.07)	274.22
VI Exceptional items	31	10,069.80	-
VII Profit before tax (V+VI)		8,682.73	274.22
VIII Tax expense :			
- Current tax charge	32	1,971.46	145.53
- Deferred tax charge / (credit)	32	61.19	(7.07)
Total tax expense		2,032.65	138.46
IX Profit for the year (VII-VIII)		6,650.08	135.76
X Other comprehensive income			
<i>Items that will not be reclassified to profit or loss</i>			
(i) Remeasurement loss on defined benefit plans	27	(111.88)	(113.62)
(ii) Net (Loss)/Gain on fair valuation of equity instruments through other comprehensive income	16 (b)	(204.89)	245.41
(iii) Income tax relating to these items		54.51	(108.21)
Other comprehensive income for the year, net of tax		(262.26)	23.58
XI Total comprehensive income for the year (IX+X)		6,387.82	159.34
XII Earnings per share			
Basic and Diluted earnings per share (Face Value of Rs. 10/- per share)	33	94.93	1.94

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

This is the Standalone Statement of Profit and Loss referred to in our report of even date.

For S.R. Batliboi & CO. LLP  
Firm Registration No. 301003E/E300005  
Chartered Accountants  
Kamal Agarwal  
Partner  
Membership No. 058652

Place : Kolkata  
Date : June 26, 2020

R. Mahadevan  
Company Secretary

For and on behalf of the Board of Directors  
C. K. Dhanuka  
Managing Director  
(DIN - 00005684)  
Vikash Jain  
Chief Financial Officer

Bharat Bajoria  
Director  
(DIN - 00109241)  
P. C. Dhandhanian  
Chief Executive Officer

## Standalone Statement of Changes in Equity for the year ended March 31, 2020

(All amounts in Rs. lakhs unless otherwise stated)

### A. Equity share capital

Equity Shares of Rs. 10 each issued, subscribed and fully paid	No. of Shares	Amount
As at 01 April 2018	7,004,951	700.50
As at 31 March 2019	7,004,951	700.50
As at 31 March 2020	7,004,951	700.50

### B. Other equity

Particulars	Notes	General reserve	FVOCI - equity instruments	Retained earnings	Total other equity
Balance at 01 April 2019		15,253.22	335.84	44,417.16	60,006.22
Profit for the year		-	-	6,650.08	6,650.08
Other comprehensive income/(expense) (net of tax)		-	(183.56)	(78.70)	(262.26)
<b>Total comprehensive income for the year</b>		-	(183.56)	6,571.38	6,387.82
Dividend paid	16 (b)	-	-	(350.25)	(350.25)
Dividend Distribution Tax (DDT)	16 (b)	-	-	(72.00)	(72.00)
Transfer in equity					
Transfer of net gain on sale of equity instruments through other comprehensive income to retained earnings	16 (b)	-	(143.94)	143.94	-
<b>Balance as at 31 March 2020</b>		<b>15,253.22</b>	<b>8.34</b>	<b>50,710.23</b>	<b>65,971.79</b>

Particulars	Notes	General reserve	FVOCI - equity instruments	Retained earnings	Total other equity
Balance at 01 April 2018		15,253.22	1,034.61	44,234.64	60,522.47
Profit for the year		-	-	135.76	135.76
Other comprehensive income/(expense) (net of tax)		-	112.67	(89.09)	23.58
<b>Total comprehensive income for the year</b>		-	112.67	46.67	159.34
Dividend paid	16 (b)	-	-	(560.40)	(560.40)
Dividend Distribution Tax (DDT)	16 (b)	-	-	(115.19)	(115.19)
Transfer in equity					
Transfer of net gain on sale of equity instruments through other comprehensive income to retained earnings	16 (b)	-	(811.44)	811.44	-
<b>Balance as at 31 March 2019</b>		<b>15,253.22</b>	<b>335.84</b>	<b>44,417.16</b>	<b>60,006.22</b>

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

This is the Standalone Statement of Changes in Equity referred to in our report of even date.

For S.R. Batliboi & CO. LLP  
Firm Registration No. 301003E/E300005  
Chartered Accountants  
Kamal Agarwal  
Partner  
Membership No. 058652

Place : Kolkata  
Date : June 26, 2020

R. Mahadevan  
Company Secretary

For and on behalf of the Board of Directors  
C. K. Dhanuka  
Managing Director  
(DIN - 00005684)  
Vikash Jain  
Chief Financial Officer

Bharat Bajoria  
Director  
(DIN - 00109241)  
P. C. Dhandhanian  
Chief Executive Officer

## Standalone Statement of Cash Flows for the year ended March 31, 2020

(All amounts in Rs. lakhs unless otherwise stated)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
<b>A. Cash Flow From Operating Activities</b>		
Net Profit before tax	8,682.73	274.22
Adjustments for:		
Depreciation expense	864.37	750.04
Interest income	(43.50)	(50.53)
Guarantee fee income	(18.30)	(21.08)
Income from government grant	(4.22)	(3.36)
Current investment Written off	-	0.63
Unrealised (gain)/loss on investments classified as fair value through profit or loss	163.42	(35.23)
Realised (gain)/loss on investments classified as fair value through profit or loss	(232.22)	(27.46)
Exceptional items (Net gain on sale of investment property and sale of branded tea business namely Lal Ghora and Kala Ghora)	(10,069.80)	-
Finance cost	404.82	286.04
Liabilities no longer required written back	(48.45)	(31.17)
Allowance for doubtful debts/expected credit losses	70.44	-
(Gain)/loss on disposal of property, plant and equipment	(1.04)	(0.82)
Unrealised exchange (gain)/loss	82.19	(44.70)
Dividend income	(20.51)	(21.32)
<b>Operating profit/(loss) before working capital changes</b>	<b>(170.07)</b>	<b>1,075.26</b>
Adjustments for:		
Inventories and biological assets other than bearer plants	(516.00)	(308.57)
Non-Current/Current financial and other assets	1,683.61	165.60
Non-Current/Current financial and other liabilities/provisions	(645.04)	733.46
<b>Cash Generated from Operations</b>	<b>352.50</b>	<b>1,665.75</b>
Taxes paid	(2,303.51)	(150.64)
<b>Net cash flows from/(used in) operating activities</b>	<b>(1,951.01)</b>	<b>1,515.11</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(739.58)	(709.24)
Proceeds from disposal of property, plant and equipment	9.71	1.21
Proceeds from disposal of investment property	359.49	-
Proceeds from sale of branded tea business namely Lal Ghora and Kala Ghora	10,101.00	-
Advance received against investment property	-	89.00
Registration cost of investment property	(31.87)	(32.94)
(Increase)/Decrease in loan to subsidiary	69.17	109.73
Purchase of current investments	(33,258.42)	(1,275.00)
Proceeds from sale of current investments	24,829.93	1,659.74
Purchase of non-current investments	(6,107.44)	(3,375.34)
Proceeds from sale of non-current investments	6,036.92	3,189.73
Government grant received	77.71	58.92
Investment in fixed deposits	100.00	-
Dividend received	20.51	21.32
Interest received on bonds	524.65	-
Interest received	50.23	55.16
<b>Net cash flows from/(used in) investing activities</b>	<b>2,042.01</b>	<b>(207.71)</b>

## Standalone Statement of Cash Flows for the year ended March 31, 2020 (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Payment towards right of use assets	(159.83)	-
Dividends paid (including tax thereon)	(422.25)	(675.59)
Finance cost paid	(407.45)	(338.77)
Proceeds from		
- Short term borrowings (net)	1,564.20	2,598.74
Repayment of		
- Long term borrowings	(253.65)	(130.22)
- Short term borrowings	-	(2,651.25)
<b>Net cash flows from/(used in) financing activities</b>	<b>321.02</b>	<b>(1,197.09)</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>412.02</b>	<b>110.31</b>
Cash and cash equivalents at the beginning of the year	409.19	298.88
Cash and cash equivalents at the end of the year	821.21	409.19
<b>Cash and Cash Equivalents comprise :</b>		
Cash on hand	36.70	34.25
Current accounts	784.51	374.94
	<b>821.21</b>	<b>409.19</b>

### Changes in liabilities arising from financing activities

Particulars	1 April 2019	Cash flows	Others	31 March 2020
Non-current borrowings (including Current Maturities)	876.57	(253.65)	2.90	625.82
Current borrowings	2,677.92	1,564.20	89.42	4,331.54
Lease liability	705.42	(159.83)	63.38	608.97
<b>Total liabilities from financing activities</b>	<b>4,259.91</b>	<b>1,150.72</b>	<b>155.70</b>	<b>5,566.33</b>

Particulars	1 April 2018	Cash flows	Others	31 March 2019
Non-current borrowings (including Current Maturities)	1003.38	(130.22)	3.41	876.57
Current borrowings	2775.13	(52.51)	(44.70)	2,677.92
Lease liability	-	-	-	-
<b>Total liabilities from financing activities</b>	<b>3,778.51</b>	<b>(182.73)</b>	<b>(41.29)</b>	<b>3,554.49</b>

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

This is the Standalone Statement of Cash Flows referred to in our report of even date.

For S.R. Batliboi & CO. LLP  
Firm Registration No. 301003E/E300005  
Chartered Accountants  
Kamal Agarwal  
Partner  
Membership No. 058652

Place : Kolkata  
Date : June 26, 2020

R. Mahadevan  
Company Secretary

For and on behalf of the Board of Directors  
C. K. Dhanuka  
Managing Director  
(DIN - 00005684)  
Vikash Jain  
Chief Financial Officer

Bharat Bajoria  
Director  
(DIN - 00109241)  
P. C. Dhandhanian  
Chief Executive Officer

## Notes to Standalone Financial Statements

### Note 1 COMPANY INFORMATION

Dhunseri Tea & Industries Limited (the “Company”) is a Company limited by shares, incorporated and domiciled in India. The Company is engaged in cultivation, manufacture and sale of tea. Its shares are listed on BSE Limited and National Stock Exchange of India Limited.

The standalone financial statements as at 31 March 2020 present the financial position of the Company.

The standalone financial statements for the year ended 31 March 2020 were approved by the Board of Directors and authorized for issue on 26 June 2020.

### Note 2 SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### a) Changes in accounting policies and disclosures

##### New and amended standards

Effective 1 April, 2019, the Company has adopted Ind AS 116 “Leases” and applied to lease contracts, existing on 1 April, 2019 using the modified retrospective method on the date of initial application.

Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17. As a lessee, the Company previously classified leases as operating or finance lease based on its assessment of whether the lease transferred significantly all of the risk and rewards incidental to the ownership of the underlying asset of the Company. Under Ind AS 116, the Company assesses whether a contract contains a lease, at the inception of a contract. A contract contains a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether the contract conveys a right to control the use of an identified asset, the Company assesses whether (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from the use of asset throughout the period of lease and (iii) the Company has the right to direct the use of the asset.

Pursuant to adoption of Ind AS 116, the Company recognized right-of-use assets and lease liabilities for those leases which were previously classified as operating leases, except for short-term leases and leases of low-value assets. The Company recorded the lease liability at the present value of the lease payments at the date of initial application and right-of-use asset at an amount equal to the lease liability adjusted for any prepayments/ accruals recognized in the balance sheet as on 31 March, 2019. There is no impact on retained earnings as on 1 April, 2019.

On transition, the adoption of the new standard resulted in recognition of ‘Right of Use’ asset of Rs.683.19 lakhs, and a lease liability of Rs.705.42 lakhs. Also refer Note 45 for impact of adoption of Ind- AS 116 on the financial statements of the Company.

#### b) Basis for preparation

##### (i) Compliance with Ind AS

The standalone 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.

##### (ii) Historical cost convention

The standalone financial statements have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair values by Ind AS.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

#### c) Property, plant and equipment

(i) Property, plant and equipment are stated either at deemed cost as considered on the date of transition to Ind AS or at acquisition/construction cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase cost, borrowing costs if capitalization criteria are met and other directly attributable cost of bringing the assets to its working condition for intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

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

(iii) Immature bearer plants, including the cost incurred for procurement of new seeds/plants and maintenance of nurseries, are carried at cost less any recognized impairment losses under capital work-in-progress. Cost includes the expenditure for uprooting, land preparation, new planting and maintenance of newly planted bushes until maturity. On maturity, these costs are classified under bearer plants. Bearer Plants are depreciated from the date when they are ready for commercial harvest.



## Notes to Standalone Financial Statements (Contd.)

- (iv) Subsequent expenditure related to an item of property, plant and equipment is added to its carrying amount only if it increases the future benefits from the existing assets beyond its previously assessed standard of performance.
- (v) Capital work in progress is stated at cost incurred during construction/installation period relating to items or projects in progress.
- (vi) Losses arising from the retirement of and gains or losses arising from disposal of property, plant and equipment are recognized in the Statement of Profit and Loss.

*(vii) Depreciation methods, estimated useful lives and residual value*

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as prescribed in the Schedule II of the Companies Act, 2013. The useful lives of property, plant and equipments have been considered as per Schedule II, except in case of Bearer Plants for which the useful life have been considered on the basis of technical evaluation.

Class of assets	Estimated useful life (in years)
Bearer plants	72
Buildings	3 – 60
Plant and Equipment	3 – 15
Furniture and Fixtures	5-10
Vehicles	8 – 10

The estimate of residual value and useful life are reviewed every year.

Leasehold lands pertaining to Tea Estates are granted/allotted/settled/extended by the government with a right of renewal. The government extends the lease renewals by way of general notifications at regular intervals. These leasehold lands are considered as long term and perpetual leases.

**d) Investment Properties**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

Investment properties are depreciated using the straight-line method over their estimated useful lives. The investment properties held by the Company comprise only of freehold land, hence there is no depreciation.

**e) Non-current assets held for sale**

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less cost to sell.

An impairment loss is recognized for any initial or subsequent write-down of the asset to fair value less cost to sell. A gain is recognized for any subsequent increases in fair value less cost to sell of an asset, but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset is recognized at the date of de-recognition.

Non-current asset classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a Non-current asset classified as held for sale are presented separately from other liabilities in the balance sheet.

**f) Impairment of non-financial assets**

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets 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. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

## Notes to Standalone Financial Statements (Contd.)

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

### g) Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial 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 and 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 recognized in the Statement of Profit and Loss.

#### Effective interest method

The effective interest method is a method of calculating the amortized 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.

#### Financial assets

##### Cash and cash equivalents

Cash and cash equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

##### Other bank balances

Other bank balances include deposits with maturity less than twelve months but greater than three months and balances and deposits with banks that are restricted for withdrawal and usage.

##### 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

Financial assets are measured at 'Fair value through other comprehensive income' (FVOCI) 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.

The Company in respect of equity investments (other than Investment in subsidiaries which are accounted for at cost) which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments. Such an election is made by the Company on an instrument by instrument basis at the time of initial recognition of such equity investments.

Financial asset not measured at amortized cost or at fair value through other comprehensive income is carried at 'Fair value through the Statement of Profit and Loss' (FVPL).

##### Impairment of financial assets

The Company assesses on a forward looking basis the 'Expected credit losses' (ECL) associated with its assets carried at amortized cost and FVOCI debt instruments. The Company recognizes loss allowance for expected credit losses on financial asset.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

##### De-recognition of financial assets

The Company de-recognizes 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.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

## Notes to Standalone Financial Statements (Contd.)

### Financial liabilities and equity instruments

#### Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### 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 are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost, using the effective interest rate method where the time value of money is significant.

Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortized cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognized over the term of the borrowings in the Statement of Profit and Loss.

#### De-recognition of financial liabilities

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

#### Offsetting financial instruments

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

#### h) Inventories

Finished Goods and Stores and Spare parts are stated at lower of cost and net realizable value. Cost of Finished Goods comprise direct material [cost of green leaf harvested from own gardens ("agricultural produce") / purchased green leaves] 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. Costs are assigned to individual items of inventory on the basis of weighted average method. Agricultural produce (being green leaf harvested from own gardens) is measured at the fair value less cost to sell at the point of harvest of tea leaves.

Net realizable 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.

#### i) Biological assets

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

#### j) Employee Benefits

##### (i) Short term employee benefits

The undiscounted amount of Short-term Employee Benefits expected to be paid in exchange for the services rendered by employees is recognized during the period when the employee renders the service. This benefit includes salary, wages, short term compensatory absences, bonus and other short term benefits.

##### (ii) Long term compensated absences

Long term compensated absence is provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method as at the date of Balance Sheet. Actuarial loss/gains are recognized in the Statement of Profit and Loss in the year in which they arise. The Company presents the entire leave as a current liability in the Balance Sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

##### (iii) Post employment benefit plans

For Defined Benefit Plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance Sheet date. Re-measurement gains and losses of the net defined benefit liability/ (asset) are recognized immediately in other comprehensive income. The service cost and net interest on the net defined benefit liability/ (asset) is treated as a net expense within employment costs.

Past service cost is recognized as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognized, whichever is earlier.

The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, and as reduced by the fair value of scheme assets.

## Notes to Standalone Financial Statements (Contd.)

Any asset resulting from this calculation is limited to the present value of any economic benefit available in the form of refunds from the plan or reductions in future contributions to the plan.

### (iv) Defined contribution plans

Payments to defined contribution plans are charged as an expense as they fall due. Payments made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Company's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

### k) Foreign currency transactions

#### *Functional and presentation currency*

The financial statements of the Company are presented in Indian Rupees (Rs.), which is the functional currency of the Company and the presentation currency for the financial statements.

#### *Transactions and balances*

Transactions in foreign currency are recorded at exchange rates prevailing on the date of the transactions. Monetary assets and liabilities related to foreign currency are restated at the year-end at the exchange rate prevailing on the Balance Sheet date. Foreign currency non-monetary items carried in terms of historical cost are reported using the exchange rate on the date of transactions. Exchange differences arising on restatement or settlement are recognized in the Statement of Profit and Loss in the period in which they arise.

### l) Revenue Recognition

Revenue is measured at fair value of consideration received or receivable, net of discounts and taxes and duties collected on behalf of the government, taking into account the contractually defined terms.

#### **Sale of goods**

The Company is in the business of cultivation, manufacturing and selling of tea in the market. Under Ind AS 115 sales are recognized when control of the products has transferred, being when products are delivered to the customer, the customer has full discretion over the goods and price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products has been shipped to the specific location as the case may be, the risks of obsolescence and loss have been transferred, and either the customer has accepted the products in accordance with the sales contract, or the Company has objective evidence that all criteria for acceptance have been satisfied.

No element of financing is deemed present as the sales are made with a credit term which is consistent with market practice for the industry.

#### **Sale of services**

Income from services is accounted at a point in time as per the assessment of Ind AS 115. No revenue is recognized if there are significant uncertainties regarding recovery of the amount due and associated costs.

#### **Interest income**

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

#### **Dividend income**

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

#### **Rental income**

Rental income from investment properties and subletting of properties is recognized on straight line basis over the term of the relevant leases.

### m) Borrowing costs

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Premium in the form of fees paid on refinancing of loans are accounted for as an expense over the life of the loan using effective interest rate method. All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

### n) Taxes on income

Taxes on income comprises of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

## Notes to Standalone Financial Statements (Contd.)

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognized for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilized.

Deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Income tax and deferred tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

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 net basis, or to realize the asset and settle the liability simultaneously.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year. Deferred tax asset is recognized for MAT credit entitlements, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

### o) Leases

#### The Company as lessee

The Company's lease asset classes primarily consist of leases for plant & machinery, buildings and furniture and fixtures. The Company assesses whether a contract contains a lease, at the inception of a contract.

At the date of commencement of the lease, the Company recognizes a right of use asset (ROU) and a corresponding lease liability for all lease arrangements, in which it is a lessee, except for leases with a term of twelve months or less (short-term leases), non-lease components (like maintenance charges, etc.) and leases of low value assets.

For these short-term leases, non-lease components and lease of low value assets, the Company recognizes the lease rental payments as an operating expense.

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

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. An impairment loss is recognized where applicable, when the carrying value of ROU assets of cash generating units exceeds its fair value or value in use, whichever is higher.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the lease term.

Lease liabilities are initially measured at the present value of the future lease payments. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

#### The Company as lessor

Leases in which the company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Contingent rents are recognised as revenue in the period in which they are earned.

### p) Government Grants

(i) Grants from the government are recognized 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.

(ii) Government grants relating to income are deferred and recognized in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

(iii) Government grants relating to the purchase of property, plant and equipment are included in other liabilities as deferred income and are credited to Statement of Profit and Loss on a straight-line basis over the expected lives of the related assets and presented within other income.

### q) Provisions and contingent liabilities

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made.

## Notes to Standalone Financial Statements (Contd.)

Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or reliable estimate of the amount cannot be made.

### r) Research and development expenditure

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- i. The technical feasibility of completing the intangible asset so that the asset will be available for use or sale.
- ii. Its intention to complete and its ability and intention to use or sell the asset.
- iii. How the asset will generate future economic benefits.
- iv. The availability of resources to complete the asset.
- v. The ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

### s) Earnings per share

Basic Earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period.

For the purpose of calculating the diluted earnings per share the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

### t) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of directors of the Company has been identified as being the chief operating decision maker. Refer Note 40 for segment information presented.

### u) Use of estimates and critical accounting judgments

In preparation of the financial statements, the Company makes judgments, estimates and assumptions about the carrying values 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 recognized in the period in which the estimate is revised and future periods affected.

Significant judgments and estimates relating to the carrying values of assets and liabilities include

- i. Useful lives of property, plant and equipment- Note 3(a) and 3(b)
- ii. Fair valuation of Investment Properties and Unquoted Investments - Note 4 and 5
- iii. Employee benefit obligations- Note 21
- iv. Current tax and deferred tax (including Minimum alternate tax credit)- Note 9
- v. Valuation of Biological assets and harvested tea leaves (agricultural produce)- Note 42
- vi. Impairment of Trade receivables- Note 6
- vii. Provisions and Contingencies related to litigations and claims- Note 34

### v) Rounding off amount

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

### w) Changes in accounting policies and disclosures due to new and amended standards having no material impact

Following are the amendments and interpretations issued during the year ended 31st March 2020, but either are not applicable on the Company or do not have a material impact on these financial statements of the Company. The Company has not early adopted any standards or amendments that have been issued but are not yet effective/notified.

- a. Ind AS 12: Uncertainty over Income Tax Treatment
- b. Ind AS 109: Prepayment Features with Negative Compensation
- c. Ind AS 19: Plan Amendment, Curtailment or Settlement
- d. Ind AS 23: Borrowing Costs

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 3(a) PROPERTY, PLANT AND EQUIPMENT

Particulars	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT
	As at 1 April 2019	Additions during the Year	Disposals during the Year	As at 31 March 2020	As at 1 April 2019	Depreciation for the Year	Disposals during the Year	As at 31 March 2020	As at 31 March 2020
Freehold land	3,186.50	-	-	3,186.50	-	-	-	-	3,186.50
Leasehold land	32,185.59	-	-	32,185.59	-	-	-	-	32,185.59
Bearer plants	10,928.62	165.97	-	11,094.59	718.13	244.54	-	962.67	10,131.92
Buildings	2,447.09	8.21	-	2,455.30	700.37	103.55	-	803.92	1,651.38
Plant and equipment	3,570.75	229.96	8.84	3,791.87	1,429.00	308.42	8.40	1,729.02	2,062.85
Furniture and fixtures	394.28	13.47	0.67	407.08	242.88	44.58	0.59	286.87	120.21
Vehicles	518.59	31.13	27.70	522.02	270.71	48.92	19.47	300.16	221.86
31 March 2020	53,231.42	448.74	37.21	53,642.95	3,361.09	750.01	28.46	4,082.64	49,560.31

Particulars	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT
	As at 1 April 2018	Additions during the Year	Disposals during the Year	As at 31 March 2019	As at 1 April 2018	Depreciation for the Year	Disposals during the Year	As at 31 March 2019	As at 31 March 2019
Freehold land	3,186.50	-	-	3,186.50	-	-	-	-	3,186.50
Leasehold land	32,185.59	-	-	32,185.59	-	-	-	-	32,185.59
Bearer plants	10,667.07	261.55	-	10,928.62	475.89	242.24	-	718.13	10,210.49
Buildings	2,427.34	19.75	-	2,447.09	591.95	108.42	-	700.37	1,746.72
Plant and equipment	3,388.89	181.86	-	3,570.75	1,125.44	303.56	-	1,429.00	2,141.75
Furniture and fixtures	389.98	4.30	-	394.28	196.13	46.75	-	242.88	151.40
Vehicles	437.36	88.97	7.74	518.59	228.99	49.07	7.35	270.71	247.88
31 March 2019	52,682.73	556.43	7.74	53,231.42	2,618.40	750.04	7.35	3,361.09	49,870.33

- (i) All the 10 tea estates of Dhunseri Tea & Industries Limited (erstwhile Dhunseri Services Ltd.) have been transferred from Dhunseri Petrochem Ltd. (formerly Dhunseri Petrochem & Tea Ltd), pursuant to a scheme of Arrangement with effect from 1 April, 2014 and the grants/title deeds in respect thereof are yet to be transferred in the name of the Company. On the date of such transfer the title deeds were still held in the name of the original owners. The details of which are in Note (a) & (b) below:
- Freehold Land represents two tea estates located at Assam, acquired through partnership with an HUF/ pursuant to a Scheme of Amalgamation.
  - Leasehold Land represents eight tea estates located at Assam, which were acquired pursuant to a Scheme of Amalgamation.
  - Building, includes [Gross carrying amount and Net carrying amounting to Rs. 180.95 lakhs ( 31 March 2019 : Rs. 180.95 lakhs) and Rs. 160.67 lakhs ( 31 March 2019 : Rs. 164.06 lakhs) respectively], two properties located at Kolkata for which, the conveyance deeds are yet to be executed and two properties (one located at Kolkata and one at Mumbai), which were acquired, pursuant to the Scheme of Arrangement mentioned in Note (i) above, for which the title deeds are yet to be transferred as at 31 March 2020.

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 3(a) PROPERTY, PLANT AND EQUIPMENT (Contd.)

(ii) Gross carrying amount and Accumulated Depreciation includes building on rented land amounting to Rs. 555.20 lakhs ( 31 March 2019 : Rs. 555.20 lakhs) and Rs.62.68 lakhs ( 31 March 2019: Rs. 52.01 lakhs) respectively.

### Note 3(b) RIGHT OF USE ASSETS

Particulars	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT
	As at 1 April 2019	Additions during the Year	Disposals during the Year	As at 31 March 2020	As at 1 April 2019	Depreciation for the Year	Disposals during the Year	As at 31 March 2020	As at 31 March 2020
Buildings	614.90	-	-	614.90	-	93.34	-	93.34	521.56
Plant and equipment	27.77	-	-	27.77	-	4.82	-	4.82	22.95
Furniture and fixtures	40.52	-	-	40.52	-	16.20	-	16.20	24.32
31 March 2020	683.19	-	-	683.19	-	114.36	-	114.36	568.83

(a) Right of use assets represents the present value of lease rent as at 1 April, 2019, to be paid over the remaining period of the leases i.e. Rs. 705.42 lakhs adjusted with credit balance of lease equalisation reserve as at 1 April, 2019, amounting to Rs.22.23 lakhs upon adoption of Ind AS 116 (refer note 45).

### Note 3(c) CAPITAL WORK-IN-PROGRESS

Particulars	As at 1 April 2019 a	Addition b	Capitalised during the year c	Closing as at 31 March 2020 d= (a+b-c)
Capital work-in-progress	969.90	596.87	166.26	1,400.51

Particulars	As at 1 April 2018 a	Addition b	Capitalised during the year c	Closing as at 31 March 2019 d= (a+b-c)
Capital work-in-progress	862.73	368.72	261.55	969.90

### Note 4 INVESTMENT PROPERTIES

Particulars	31 March 2020	31 March 2019
Gross carrying amount		
Opening gross carrying amount / Deemed cost	620.72	1,152.63
Additions	31.87	32.94
Transfer to held for sale	-	(564.85)
Closing carrying amount	652.59	620.72

Investment Property includes Rs.303.06 lakhs (31 March 2019 : Rs. 271.19 lakhs) being freehold land which were acquired pursuant to the Scheme of Arrangement for which title deeds are not held in the name of the Company.

(i) Information regarding income and expenditure of investment properties

Particulars	31 March 2020	31 March 2019
Direct operating expenses of property that did not generate rental income	1.77	1.71
Profit/(loss) from investment properties	(1.77)	(1.71)



## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 4 INVESTMENT PROPERTIES (Contd.)

(ii) Fair value

Particulars	31 March 2020	31 March 2019
Investment properties	2,115.18	2,115.18

#### Estimation of fair value

The Company obtains independent valuations for its investment properties. The best evidence of fair value is current prices in an active market for similar properties. The fair valuation of Investment properties as on March 31, 2019 was based on valuation performed by an accredited independent valuer. Considering no significant change in the market rate of the area in which these investment properties are situated, the fair valuation conducted by an independent valuer in the previous year has been relied upon for the purpose of disclosure of fair valuation as on March 31, 2020. Fair value estimates for investment properties are included in level 3.

The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

Fair value hierarchy disclosures for investment properties have been provided in Note 38.

### Note 5 INVESTMENTS

Particulars	Face value (in Rs. unless stated otherwise)	31 March 2020	31 March 2019
<b>Non Current</b>			
<b>A. Investments carried at cost</b>			
(i) Investments in unquoted equity instruments, fully paid up in a wholly owned Subsidiary Company			
11,993,991 (31 March 2019: 11,993,991) equity shares of Dhunseri Petrochem & Tea Pte Ltd. #	US\$ 1	6,734.68	6,734.68
<b>B. Investments carried at fair value through other comprehensive income:</b>			
<b>Investments in Equity shares, fully paid up</b>			
<b>(i) Quoted</b>			
Nil (31 March 2019: 4,450) equity shares of APL Apollo Tubes Limited	10	-	64.16
Nil (31 March 2019: 287) equity shares of Bharat Rasayan Limited	10	-	11.82
Nil (31 March 2019: 33,150) equity shares of Caplin Point Laboratories Limited	2	-	133.16
Nil (31 March 2019: 21,260) equity shares of Divi's Laboratories Limited	2	-	362.08
Nil (31 March 2019: 24,350) equity shares of Deepak Nitrite Limited	2	-	66.76
Nil (31 March 2019: 15,000 ) equity shares of Escorts Limited	10	-	119.41
Nil (31 March 2019: 7,000 ) equity shares of Gujarat Flurochemicals Limited	1	-	77.33
Nil (31 March 2019: 610 ) equity shares of Sumitomo Chemical India Limited	10	-	22.06
Nil (31 March 2019: 5,083 ) equity shares of GlaxoSmithKline Pharmaceuticals Limited	10	-	65.95
5,350 (31 March 2019: 7,526 ) equity shares of HDFC Assets Management Company Limited	5	113.03	115.44
66,300 (31 March 2019: 60,810) equity shares of ICICI Bank Limited	2	214.65	243.54

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 5 INVESTMENTS (Contd.)

Particulars	Face value (in Rs. unless stated otherwise)	31 March 2020	31 March 2019
<b>Non Current</b>			
<b>B. Investments carried at fair value through other comprehensive income:</b>			
<b>Investments in Equity shares, fully paid up</b>			
<b>(i) Quoted (Contd.)</b>			
Nil (31 March 2019: 8,32,000) equity shares of IDFC First Bank Limited	10	-	461.76
1,07,529 (31 March 2019: 2,37,529) equity shares of Orient Electric Limited	1	211.19	362.11
8,850 (31 March 2019: 12,900) equity shares of Kotak Mahindra Bank Limited	5	114.70	172.15
Nil (31 March 2019: 22,350) equity shares of Motherson SumiSystems Limited	1	-	33.46
Nil (31 March 2019: 1,62,500) equity shares of Spencer's Retail Limited	5	-	260.00
Nil (31 March 2019: 83,300) equity shares of Sterlite Technologies Limited	2	-	181.97
Nil (31 March 2019: 20,800) equity shares of Titan Company Limited	1	-	237.50
Nil (31 March 2019: 19,950) equity shares of Varun Beverages Limited	10	-	172.90
30,950 (31 March 2019: Nil) equity shares of Natco Pharma Limited	2	156.47	-
2,160 (31 March 2019: Nil) equity shares of Nestle India Limited	10	352.09	-
1,04,550 (31 March 2019: Nil) equity shares of HDFC Life Insurance Company Limited	10	461.43	-
4,000 (31 March 2019: Nil) equity shares of HDFC Bank Limited	1	34.48	-
25,150 (31 March 2019: Nil) equity shares of SBI Life Insurance Company Limited	10	161.21	-
3,600 (31 March 2019: Nil) equity shares of Bata India Limited	5	44.32	-
		<b>1,863.57</b>	<b>3,163.56</b>
<b>(ii) Unquoted</b>			
11,00,000 (31 March 2019: 11,00,000) equity shares of Mira Estates Private Limited	10	106.83	106.81
1,19,60,000 (31 March 2019: 29,90,000) equity shares of Dhunseri Overseas Private Limited	10	1,217.54	311.50
		<b>1,324.37</b>	<b>418.31</b>
<b>Total Non-Current Investments</b>		<b>9,922.62</b>	<b>10,316.55</b>
<b>Current</b>			
<b>Investment in mutual funds, quoted, carried at fair value through profit &amp; loss</b>			
15,736.481 (31 March 2019: 25,033.03) units in SBI Premier Liquid Fund - Regular Plan - Growth	1,000	486.83	730.35
		<b>486.83</b>	<b>730.35</b>
<b>Investment in bonds, quoted, carried at fair value through profit &amp; loss</b>			
270 (31 March 2019: Nil) 8.75% Unsecured Non-Convertible Perpetual Tier 1 Bonds Series I of State Bank of India- Date of Maturity - 30.08.2024	1,000,000	2,799.09	-
400 (31 March 2019: Nil) 8.50% Unsecured Non-Convertible Perpetual Tier 1 Bonds Series II of State Bank of India- Date of Maturity - 22.11.2024	1,000,000	4,154.72	-
		<b>6,953.81</b>	<b>-</b>

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 5 INVESTMENTS (Contd.)

Particulars	Face value (in Rs. unless stated otherwise)	31 March 2020	31 March 2019
Investment in fully paid up equity shares, quoted, carried at fair value through profit & loss			
52,300 (31 March 2019: Nil) equity shares of Torrent Power Limited	10	145.94	-
37,950 (31 March 2019: Nil) equity shares of Titan Company Limited	1	354.34	-
10,200 (31 March 2019: Nil) equity shares of Sumitomo Chemical India Limited	10	18.84	-
37,475 (31 March 2019: Nil) equity shares of Torrent Pharmaceuticals Limited	5	738.93	-
51,450 (31 March 2019: Nil) equity shares of Ramco Cements Limited	1	263.86	-
		1,521.91	-
<b>Total Current Investments</b>		<b>8,962.55</b>	<b>730.35</b>
# The Company has made an investment of Rs. 37.10 lakhs in its wholly owned subsidiary during the previous year (issued against outstanding receivables) to meet its business objectives.			
(a) Aggregate amount of quoted investments and market value thereof		10,826.12	3,893.91
(b) Aggregate amount of unquoted investments		8,059.05	7,152.99

### Note 6 TRADE RECEIVABLES

Particulars	31 March 2020	31 March 2019
<b>Non-Current</b>		
Considered good-Unsecured	428.45	-
Less : Allowance for expected credit loss	32.10	-
<b>Total Non-Current Trade Receivables</b>	<b>396.35</b>	<b>-</b>
<b>Current</b>		
Considered good-Unsecured*	2,016.58	3,804.31
Less : Allowance for expected credit loss	38.34	-
<b>Total Current Trade Receivables</b>	<b>1,978.24</b>	<b>3,804.31</b>

\*Includes Rs.0.13 lakhs due from officer of the Company.

Trade receivables are non-interest bearing and are generally on terms of 20 to 180 days.

### Note 7 LOANS AND DEPOSITS

(Considered good-Unsecured)

Particulars	31 March 2020	31 March 2019
<b>Non-current</b>		
Loans and advances to employees	4.94	5.55
Security deposits		
- with related party	59.21	54.11
- with others	212.38	203.32
<b>Total Non Current Loans and Deposits</b>	<b>276.53</b>	<b>262.98</b>
<b>Current</b>		
Loan to subsidiary #	-	69.17
Loans and advances to employees	12.13	5.49
<b>Total Current Loans and Deposits</b>	<b>12.13</b>	<b>74.66</b>

# The loan given during the last year for business purpose which carried at an interest rate of 7.75% has been fully repaid to the company in the current year (refer note 41).

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 8 OTHER FINANCIAL ASSETS (Considered good-Unsecured)

Particulars	31 March 2020	31 March 2019
<b>Non-current</b>		
Deposit with NABARD	40.28	313.50
Fixed deposit with bank	100.00	-
Interest accrued on deposits	5.43	-
Interest accrued on NABARD deposits	21.85	-
<b>Total Other Non Current Financial Assets</b>	<b>167.56</b>	<b>313.50</b>
<b>Current</b>		
Deposit with NABARD	250.00	250.00
Interest accrued on deposits	-	34.01
Accrued Replantation Subsidy	20.25	-
Other receivables*	0.10	-
<b>Total Other Current Financial Assets</b>	<b>270.35</b>	<b>284.01</b>

\* Represents the amount due from directors and other officers of the Company.

### Note 9 TAXES

#### (a) Non-current tax asset

Particulars	31 March 2020	31 March 2019
Non-current tax asset (net)	222.51	109.51
	222.51	109.51

#### (b) Deferred tax liability

Particulars	31 March 2020	31 March 2019
<b>Deferred tax liabilities</b>		
Property, plant and equipment	3,694.74	3,558.64
Others	3.95	-
<b>Gross deferred tax liability</b>	<b>3,698.69</b>	<b>3,558.64</b>
<b>Deferred tax assets</b>		
MAT credit entitlement	104.96	278.43
Others	294.83	(1.01)
<b>Gross deferred tax asset</b>	<b>399.79</b>	<b>277.42</b>
<b>Net deferred tax liability</b>	<b>3,298.90</b>	<b>3,281.22</b>

#### Movement in deferred tax assets/(liability)

Particulars	Property, plant & equipment	MAT Credit Entitlement	Others (net)	Total
At 01 April 2018	3,538.29	(160.00)	(47.57)	3,330.72
Charged/(credited):				
- to profit or loss	20.35	(24.13)	(3.29)	(7.07)
- to other comprehensive income	-	(94.30)	51.87	(42.43)
At 31 March 2019	3,558.64	(278.43)	1.01	3,281.22
Charged/(credited):				
- to profit or loss	136.10	173.47	(248.38)	61.19
- to other comprehensive income	-	-	(43.51)	(43.51)
At 31 March 2020	3,694.74	(104.96)	(290.88)	3,298.90

Refer note 32 for Income tax expense and reconciliation.

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 9 TAXES (Contd.)

#### (c) Current tax liability

Particulars	31 March 2020	31 March 2019
Current tax liability (net)	-	230.06
	-	230.06

(1) Deferred tax assets and liabilities are being offset as they relate to taxes on income levied by the same governing taxation laws.

(2) The Company continues to pay income tax under existing tax regime and has not opted for lower tax rate pursuant to Taxation Law (Amendment) Ordinance, 2019 considering the accumulated MAT credit, and other benefits under the Income Tax Act, 1961.

### Note 10 OTHER ASSETS

(Considered good-Unsecured)

Particulars	31 March 2020	31 March 2019
<b>Non-Current</b>		
Capital advances	119.99	111.79
Prepaid expenses	5.81	10.27
Advance operating lease rental	-	1.92
<b>Total Other Non-Current Assets</b>	<b>125.80</b>	<b>123.98</b>
<b>Current</b>		
Balances with Government authorities	188.13	151.40
Prepaid expenses	45.93	27.75
Advance to suppliers/ service providers	380.60	597.74
Advance operating lease rental	1.93	4.57
<b>Total Other Current Assets</b>	<b>616.59</b>	<b>781.46</b>

### Note 11 INVENTORIES

Particulars	31 March 2020	31 March 2019
(At lower of cost and net realisable value)		
Finished goods (includes in transit - 31 March 2020: Rs 10.44 lakhs, 31 March 2019: Rs 98.77 lakhs)	1,319.40	1,028.19
Stores and spares including packing materials (includes in transit - 31 March 2020: Rs 54.81 lakhs, 31 March 2019: Rs 19.30 lakhs)	1,320.00	1,170.07
<b>Total Inventories</b>	<b>2,639.40</b>	<b>2,198.26</b>

### Note 12 BIOLOGICAL ASSETS OTHER THAN BEARER PLANT

Particulars	31 March 2020	31 March 2019
Fair Value of biological assets other than bearer plant	-	48.91

Closing stock of biological assets	31 March 2020	31 March 2019
Weight (in lakh kgs)	-	1.95

Movement of biological assets is presented below:

Particulars	31 March 2020	31 March 2019
As at Opening date	48.91	58.77
Net change in fair value less estimated costs to sell	6,328.76	5,904.86
Decreases due to harvest / physical changes	(6,377.67)	(5,914.72)
As at Closing date	-	48.91

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 13 CASH AND CASH EQUIVALENTS

Particulars	31 March 2020	31 March 2019
Balances in Current accounts with banks	784.51	374.94
Cash on hand	36.70	34.25
<b>Total Cash and Cash Equivalents</b>	<b>821.21</b>	<b>409.19</b>

### Note 14 OTHER BANK BALANCES

Particulars	31 March 2020	31 March 2019
Unpaid dividend accounts*	29.41	24.02
<b>Total Other Bank Balances</b>	<b>29.41</b>	<b>24.02</b>

\* Earmarked for payment of unclaimed dividend.

### Note 15 ASSETS HELD FOR SALE

During the year ended March 31, 2019, the management decided to sell certain lands forming part of Investment properties. The sale was expected to be completed within next 12 months. However, due to Covid-19 pandemic, the sale could not be completed for some of these lands and hence the same continued to be classified as Assets held for sale. The sale for balance portion of land is expected to be completed by 31 March 2021.

Particulars	31 March 2020	31 March 2019
Land	176.34	564.85

Land classified as held for sale during the reporting period was measured at lower of its carrying amount and fair value less cost to sell at the time of reclassification. The fair value of land was determined using the sales comparison approach. This is level 3 measurement as per the fair value hierarchy set out in fair value measurement disclosure.

Land classified as held for sale includes Rs.136.03 lakhs (31 March 2019 : Rs. 136.03 lakhs) being freehold land which were acquired pursuant to the Scheme of Arrangement for which title deeds are not held in the name of the Company.

### Note 16 EQUITY SHARE CAPITAL AND OTHER EQUITY

#### Note 16 (a): EQUITY SHARE CAPITAL

##### Authorised equity share capital

Particulars	31 March 2020	31 March 2019
7,500,000 (31 March 2019: 7,500,000) Equity Shares of Rs. 10/- each	750.00	750.00
<b>Total</b>	<b>750.00</b>	<b>750.00</b>

##### Issued, subscribed and paid-up equity share capital

Particulars	31 March 2020	31 March 2019
7,004,951 Equity Shares of Rs. 10/- each	700.50	700.50
(31 March 2019: 7,004,951 Equity Shares of Rs. 10 each fully paid up)		
<b>Total</b>	<b>700.50</b>	<b>700.50</b>

#### (i) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period

Shareholder	31 March 2020		31 March 2019	
	Number of Shares	Amount	Number of Shares	Amount
Opening balance	7,004,951	700.50	7,004,951	700.50
Closing balance	7,004,951	700.50	7,004,951	700.50

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 16 EQUITY SHARE CAPITAL AND OTHER EQUITY (Contd.)

#### Terms and rights attached to equity shares

The Company has one class of equity share having a par value of Rs 10/- each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in the case of interim dividend. In the event of liquidation the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

#### (ii) Details of shareholders holding more than 5% of Issued, Subscribed and Paid-up Share

Shareholder	31 March 2020		31 March 2019	
	Number of Shares	% holding	Number of Shares	% holding
Dhunseri Investments Limited	3,206,397	45.77%	3,206,397	45.77%
Naga Dhunseri Group Limited	615,751	8.79%	615,751	8.79%
<b>Total</b>	<b>3,822,148</b>	<b>54.56%</b>	<b>3,822,148</b>	<b>54.56%</b>

iii) During 2014-15, 7,004,951 Equity Shares of Rs. 10 each were issued as fully paid up, issued pursuant to the Scheme of Arrangement without payment being received in cash.

#### Note 16 (b) : OTHER EQUITY

Particulars	31 March 2020	31 March 2019
General reserve [Refer (i) below]	15,253.22	15,253.22
Fair value through other comprehensive income (FVOCI) - equity instruments [Refer (ii) below]	8.34	335.84
Retained earning [Refer (iii) below]	50,710.23	44,417.16
<b>Total Other equity</b>	<b>65,971.79</b>	<b>60,006.22</b>

#### (i) General Reserve

Particulars	31 March 2020	31 March 2019
Opening balance	15,253.22	15,253.22
Add: Transfer from Retained Earning	-	-
<b>Closing balance</b>	<b>15,253.22</b>	<b>15,253.22</b>

#### (ii) Fair value through other comprehensive income (FVOCI) - equity instruments

Particulars	31 March 2020	31 March 2019
Opening balance	335.84	1,034.61
Change in fair value of FVOCI equity instruments (net of tax)	(183.56)	112.67
Gain on sale of equity instruments transferred to retained earning (net of tax)	(143.94)	(811.44)
<b>Closing balance</b>	<b>8.34</b>	<b>335.84</b>

#### (iii) Retained earning

Particulars	31 March 2020	31 March 2019
Opening balance	44,417.16	44,234.64
Add : Net Profit/(Loss) for the year	6,650.08	135.76
<i>Items of other comprehensive income recognised directly in retained earnings</i>		
Add : Gain on sale of equity instruments transferred from FVOCI - equity instruments (net of tax)	143.94	811.44
Less : Remeasurement loss on defined benefit plans (net of tax)	(78.70)	(89.09)
Less : Dividend paid on equity shares	(350.25)	(560.40)
Less : Dividend Distribution Tax (DDT)	(72.00)	(115.19)
<b>Closing balance</b>	<b>50,710.23</b>	<b>44,417.16</b>

## Notes to Standalone Financial Statement (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 16 EQUITY SHARE CAPITAL AND OTHER EQUITY (Contd.)

#### Note 16 (b) : OTHER EQUITY (Contd.)

##### Nature and purpose of reserves

##### (i) 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.

##### (ii) Fair value through other comprehensive income (FVOCI)- equity instruments

The Company has elected to recognise changes in the fair value of certain investments in equity instruments through other comprehensive income. These changes are accumulated within the FVOCI equity instruments reserve. The Company transfers amounts from this reserve to retained earnings when the relevant equity instruments are derecognised.

### Note 17 BORROWINGS

Particulars	31 March 2020	31 March 2019
<b>Non-Current</b>		
<b>Secured</b>		
Term Loans from Bank [refer note (a) below]	625.82	876.57
	625.82	876.57
Less: Current maturities of long term borrowings (refer note 18)	253.57	253.65
<b>Total Non-Current Borrowings</b>	<b>372.25</b>	<b>622.92</b>
<b>Current</b>		
<b>Secured</b>		
Loans repayable on demand from Banks [refer note (b) below]	1,670.55	623.87
<b>Unsecured</b>		
Other Loan from Bank	1,000.00	500.00
Foreign currency loan	1,660.99	1,554.05
<b>Total Current Borrowings</b>	<b>4,331.54</b>	<b>2,677.92</b>

#### (a) Repayment terms and nature of securities given for term loans from banks are as follows:

Particulars	31 March 2020	31 March 2019
Auto Loan from a bank	3.89	7.53
Term Loan from a bank	625.00	875.00
	628.89	882.53

Figures indicated in (a) above includes current maturities of respective borrowings.

##### Auto Loan from a bank

Term Loans (auto loans) from bank amounting to Rs 3.89 lakhs (31 March 2019 : Rs. 7.53 lakhs) are secured by hypothecation of respective vehicles.

##### Repayment Terms

Equated Monthly Instalments beginning from the month subsequent to taking of the Loans.

##### Term Loan from a bank

##### Nature of Security

Term Loan from Banks amounting to Rs 625.00 lakhs (31 March 2019 : Rs 875.00 lakhs) is secured by way of first pari-passu charge on immovable / movable properties pertaining to Company's tea gardens.

##### Repayment Terms

Repayable in 16 Quarterly installments commencing from 31 December 2018, after a moratorium period of one year from the date of disbursement.



## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 17 BORROWINGS (Contd.)

#### (b) Repayment terms and nature of securities given for short term borrowings

Loans repayable on demand from Banks are secured by a first hypothecation charge on the current assets of the Company, viz. stock of raw materials, finished goods, stores and spares not relating to plant and machinery, bills receivable, book debts and all other movables, both present and future, wherever situated. Secured by a first hypothecation charge on the movable fixed assets of the Company and equitable mortgage over the immovable properties by deposit of title deeds of tea estates.

### Note 18 OTHER FINANCIAL LIABILITIES

Particulars	31 March 2020	31 March 2019
<b>Non-Current</b>		
Security deposits (Payable to related parties)	41.76	50.00
<b>Others</b>		
Lease equalisation account	-	11.21
Lease Liability	446.49	-
<b>Total Other Non-Current Financial Liabilities</b>	<b>488.25</b>	<b>61.21</b>
<b>Current</b>		
Current maturities of long-term borrowings (Refer Note 17)	253.57	253.65
Interest accrued but not due on borrowings	22.03	7.04
Liability for capital goods	82.30	18.20
Unpaid dividends #	29.41	24.02
Accrued employee benefits	669.10	1,296.35
Lease equalisation account	-	11.02
Lease Liability	162.48	-
Others	17.46	-
<b>Total Other Current Financial Liabilities</b>	<b>1,236.35</b>	<b>1,610.28</b>

# There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013.

### Note 19 OTHER LIABILITIES

Particulars	31 March 2020	31 March 2019
<b>Non-current</b>		
Deferred guarantee income	13.34	25.25
Operating lease rentals received in advance	3.94	-
Deferred income on account of government grant#	283.74	191.55
<b>Total Other Non-Current Liabilities</b>	<b>301.02</b>	<b>216.80</b>
<b>Current</b>		
Statutory dues	102.95	141.98
Operating lease rentals received in advance	3.95	-
Deferred guarantee income	10.35	16.74
Deferred income on account of government grant#	5.42	3.87
<b>Total Other Current Liabilities</b>	<b>122.67</b>	<b>162.59</b>

# During the year the Company has recognised Rs. 4.22 lakhs (31 March 2019 : 3.36 lakhs) in other income on account of government grants.

## Notes to Standalone Financial Statement (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 20 TRADE PAYABLES

Particulars	31 March 2020	31 March 2019
<b>Current</b>		
Total outstanding dues of micro enterprises and small enterprises [Refer (a) below]	2.31	20.99
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,397.34	1529.81
<b>Total Trade Payables</b>	<b>1,399.65</b>	<b>1,550.80</b>

(a) The amount due to Micro and Small Enterprises as defined in "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of the information available with the Company. The disclosures relating to Micro and Small Enterprises are as below :

Particulars	31 March 2020	31 March 2019
(i) The principal amount remaining unpaid to supplier under the Micro, Small and Medium Enterprises Development Act, 2006	2.31	20.99
(ii) The interest due thereon remaining unpaid to supplier under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(iii) The amount of interest paid under Micro, Small and Medium Enterprises Development Act, 2006, along with the amounts of payment made to suppliers beyond the appointed day during the year	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
(v) The amount of interest accrued during the year and remaining unpaid under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

### Note 21 EMPLOYEE BENEFIT OBLIGATION

Particulars	31 March 2020	31 March 2019
<b>Current</b>		
Compensated absences	103.41	104.49
Gratuity	435.50	193.48
<b>Total Employee Benefit Obligation</b>	<b>538.91</b>	<b>297.97</b>

Refer to note 27 for further disclosures on employee benefit obligations.

### Note 22 REVENUE FROM OPERATIONS

Particulars	31 March 2020	31 March 2019
Revenue from contracts with customers		
Sale of products - loose and packet tea	17,010.64	17,552.76
Sale of services - Business Management and Consultancy	709.41	526.29
Other operating revenues	17.81	2.22
<b>Total Revenue from operations</b>	<b>17,737.86</b>	<b>18,081.27</b>

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 23 OTHER INCOME

Particulars	31 March 2020	31 March 2019
Interest income	43.50	50.53
Foreign exchange gain (net)	-	70.31
Guarantee fee income	18.30	21.08
Gain on fair valuation of investments classified as fair value through profit or loss	-	35.23
Gain on sale of investments classified as fair value through profit or loss	232.22	27.46
Insurance claim	8.43	0.47
Rental income	5.14	5.14
Dividend income	20.51	21.32
Liabilities no longer required written back	48.45	31.17
Profit on sale of property, plant and equipment	1.04	0.82
Income from government grant	4.22	3.36
Miscellaneous Income	5.94	13.33
<b>Total Other Income</b>	<b>387.75</b>	<b>280.22</b>

### Note 24 COST OF MATERIALS CONSUMED

Particulars	31 March 2020	31 March 2019
Green leaf (all indigenous)-purchased and consumed	4,009.67	4,151.02
<b>Total Cost of Materials Consumed</b>	<b>4,009.67</b>	<b>4,151.02</b>

### Note 25 CHANGES IN INVENTORIES OF FINISHED GOODS

Particulars	31 March 2020	31 March 2019
<b>Balance at the beginning of the year</b>		
Finished Goods - Tea	1,028.19	836.66
Finished Goods - Transfer of Tea stock on sale of branded tea business namely Lal Ghora and Kala Ghora	23.77	-
<b>Balance at the end of year</b>		
Finished Goods - Tea	1,319.40	1,028.19
<b>Total increase in finished goods</b>	<b>(314.98)</b>	<b>(191.53)</b>

### Note 26 CHANGES IN INVENTORY OF BIOLOGICAL ASSETS

Particulars	31 March 2020	31 March 2019
<b>Balance at the beginning of the year</b>		
Balance of unplucked green leaves	48.91	58.77
<b>Balance at the end of year</b>		
Balance of unplucked green leaves	-	48.91
<b>Net decrease in biological assets</b>	<b>48.91</b>	<b>9.86</b>

### Note 27 EMPLOYEE BENEFITS EXPENSE

Particulars	31 March 2020	31 March 2019
Salaries, wages and bonus	5,782.59	5,928.25
Contribution to provident and other funds	754.82	692.36
Staff welfare expenses	512.90	522.91
<b>Total employee benefit expenses</b>	<b>7,050.31</b>	<b>7,143.52</b>

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 27 EMPLOYEE BENEFITS EXPENSE (Contd.)

During the year, the Company recognised an amount of Rs. 38.83 lakhs (2018-19: Rs. 43.12 lakhs ) as remuneration to key managerial personnel. The detail is as below :

Particulars	31 March 2020	31 March 2019
Short-term employee benefits	31.46	36.53
Post employment benefits	7.37	6.59
<b>Total compensation</b>	<b>38.83</b>	<b>43.12</b>

#### (i) Leave Obligations

##### (a) Short term Employee Benefits:

The undiscounted amount of Short-term Employee Benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service.

##### (b) 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.

#### (ii) Defined contribution plan

**Provident Fund :** The Company contributes 12% of the basic salary of employees towards Provident Fund Scheme to the relevant provident fund authorities (Regional Provident Fund Commissioner/ Assam Tea Plantation Provident Fund account).

The Company contributed Rs. 595.38 lakhs and Rs. 591.57 lakhs during the year ended 31 March 2020 and 31 March 2019 respectively.

**Superannuation Fund :** The Company provides for Superannuation benefit to certain employees wherein 15% of basic salary is funded with Life Insurance Corporation of India.

The Company contributed Rs. 7.61 lakhs and Rs. 8.76 lakhs during the year ended 31 March 2020 and 31 March 2019 respectively.

**Others :** Others consist of company and employee's contribution to:

Employees Pension Scheme [Total amount charged to the statement of Profit and Loss for the year Rs.10.77 lakhs (Previous Year 2018-19 Rs.11.16 lakhs)].

Employees State Insurance [Total amount charged to the statement of Profit and Loss for the year Rs.0.92 lakhs (Previous Year 2018-19 Rs.1.01 lakhs)].

#### (iii) Post Employment Benefits Plans

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. As per the scheme, the Gratuity Trust Fund make payment to vested employees at retirement, death/disability, withdrawal of an amount based on the respective employee's eligible salary for specified number of days depending upon the tenure of service subject to a maximum of Rs 20 lakhs. Vesting occurs upon completion of five years of service. Liability with regard to the aforesaid gratuity plan is determined by actuarial valuation based upon which the Company makes annual contributions for Gratuity to the Trust Fund.

#### (iv) 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
01 April 2019	2,235.59	2,042.11	193.48
Current service cost	126.00	-	126.00
Interest expense/income	163.34	149.20	14.14
<b>Total amount recognised in profit or loss</b>	<b>289.34</b>	<b>149.20</b>	<b>140.14</b>

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 27 EMPLOYEE BENEFIT EXPENSES (Contd.)

Particulars	Present value of obligation	Fair value of plan assets	Net Amount
<i>Remeasurement</i>			
Return on plan assets, excluding amounts included in interest expense/income	-	(44.09)	44.09
Actuarial (gain)/loss from change in financial assumptions	150.11	-	150.11
Actuarial (gain)/loss from unexpected experience	(82.32)	-	(82.32)
<b>Total amount recognised in other comprehensive income</b>	<b>67.79</b>	<b>(44.09)</b>	<b>111.88</b>
Employer contributions/ premium paid	-	10.00	(10.00)
Benefit payments	115.52	115.52	-
<b>31 March 2020</b>	<b>2,477.20</b>	<b>2,041.70</b>	<b>435.50</b>

Particulars	Present value of obligation	Fair value of plan assets	Net Amount
<b>01 April 2018</b>	<b>2,006.68</b>	<b>2,006.68</b>	<b>-</b>
Current service cost	98.89	-	98.89
Interest expense/income	133.47	152.50	(19.03)
<b>Total amount recognised in profit or loss</b>	<b>232.36</b>	<b>152.50</b>	<b>79.86</b>

<i>Remeasurement</i>			
Return on plan assets, excluding amounts included in interest expense/income	-	5.96	(5.96)
Actuarial (gain)/loss from change in financial assumptions	21.68	-	21.68
Actuarial (gain)/loss from unexpected experience	97.90	-	97.90
<b>Total amount recognised in other comprehensive income</b>	<b>119.58</b>	<b>5.96</b>	<b>113.62</b>
Employer contributions/ premium paid	-	-	-
Benefit payments	123.03	123.03	-
<b>31 March 2019</b>	<b>2,235.59</b>	<b>2,042.11</b>	<b>193.48</b>

#### (v) Significant estimates: actuarial assumptions

The significant actuarial assumptions were as follows:

Particulars	31 March 2020	31 March 2019
Discount rate	6.70%	7.50%
Expected return on plan asset	6.70%	7.50%
Salary growth rate	6.00%	6.00%
Attrition rate	1.00%	1.00%
Mortality rate	Indian Assured Lives Mortality (2006-08) (modified) Ultimate	Indian Assured Lives Mortality (2006-08) (modified) Ultimate

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### (vi) Sensitivity analysis

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

Particulars	Impact on defined benefit obligation			
	31 March 2020		31 March 2019	
	Increase	Decrease	Increase	Decrease
Discount rate (-/+ 1%)	216.39	184.86	190.69	163.67
Salary growth rate (+/- 1%)	215.79	187.66	191.71	167.31
Attrition rate (+/- 1%)	10.07	11.49	20.52	23.25

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 as when calculating the defined benefit liability recognised in the balance sheet.

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

### (vii) The major categories of plans assets are as follows:

Particulars	31 March 2020	31 March 2019
Investment with Private Insurance Companies	27.30%	27.14%
Administered by Life Insurance Corporation of India	68.86%	70.22%
Investment in Mutual Fund	0.61%	0.59%
Special Deposits and Bonds	1.33%	1.33%
Others Including Bank Balances	1.90%	0.72%

### (viii) 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:

If plan is funded, then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

#### 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.

### (ix) Defined benefit liability and employer contributions

Expected contributions to post-employment benefits plans for the year ending 31 March 2020 is Rs. 435.50 (31 March 2019 : Rs 193.48).

The weighted average duration of the defined benefit obligation is 9 years (31 March 2019 – 10 years).

Expected benefit payments for the year ending	31 March 2020	31 March 2019
31 March 2021 (31 March 2020)	396.45	309.75
31 March 2022 (31 March 2021)	198.46	174.20
31 March 2023 (31 March 2022)	173.12	210.78
31 March 2024 (31 March 2023)	210.70	182.33
31 March 2025 (31 March 2024)	198.78	227.77
31 March 2026 to 31 March 2030 (31 March 2025 to 31 March 2029)	1,212.91	1,214.67

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 28 FINANCE COST

Particulars	31 March 2020	31 March 2019
Interest expense	373.78	317.98
Interest expense on lease liability	63.38	-
Other borrowing costs	51.57	37.43
	488.73	355.41
Less: Interest capitalised	(83.91)	(69.37)
<b>Total Finance Cost</b>	<b>404.82</b>	<b>286.04</b>

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 total borrowing during the last year, in this case is 7.00%, (31 March 2019: 7.00%)

### Note 29 DEPRECIATION EXPENSE

Particulars	31 March 2020	31 March 2019
Depreciation on property, plant and equipment	750.01	750.04
Depreciation on right of use assets	114.36	-
<b>Total Depreciation expense</b>	<b>864.37</b>	<b>750.04</b>

### Note 30 OTHER EXPENSES

Particulars	31 March 2020	31 March 2019
Consumption of stores and spare parts including Packing Material	1,317.45	1,397.00
Power and fuel	2,246.65	1,906.79
Rent	4.57	148.43
Repairs and maintenance		
Plant and machinery	204.69	224.99
Buildings	69.87	59.55
Others	401.45	460.34
Insurance	63.40	66.48
Rates and taxes	70.39	70.65
Freight, delivery and shipping charges	245.24	231.18
Brokerage and commission on sales	18.64	38.74
Other selling expenses	314.92	137.10
Net loss on foreign currency transactions/translations	73.26	-
Loss on fair valuation of investments classified as fair value through profit or loss	163.42	-
Cess on Tea	-	96.92
Auditor's remuneration[(Refer (a) below)]	36.20	40.35
Advertisements	56.54	149.54
Travelling and conveyance	183.41	298.17
Allowance for expected credit losses	70.44	-
Bad debts written off	603.41	-
Expenditure towards Corporate Social Responsibility activities [Refer (b) below]	16.00	31.20
Miscellaneous expenses	628.79	580.89
<b>Total Other Expenses</b>	<b>6,788.74</b>	<b>5,938.32</b>

#### (a) Details of auditors' remuneration and out-of-pocket expenses are as below:

Audit Fees	20.30	20.30
Limited Review	6.75	5.25
For other matters (Certificates, etc.)	7.95	13.65
Reimbursement of expenses	1.20	1.15
	36.20	40.35

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 30 OTHER EXPENSES (Contd.)

Particulars	31 March 2020	31 March 2019
(b) Details of Corporate Social Responsibility Expenditure are set out below:		
Contribution to Dhanuka Dhunseri Foundation	16.00	31.20
Amount required to be spent as per Section 135 of the Act	15.95	31.20
Amount spent during the year on:		
(i) Construction/acquisition of an asset	-	31.20
(ii) On purposes other than (i) above	16.00	-

### Note 31 EXCEPTIONAL ITEMS

Particulars	31 March 2020	31 March 2019
Net gain on sale of land- Refer Note (a) below	21.98	-
Net gain on sale of branded tea business- Refer Note (b) below	10,047.82	-
<b>Total Exceptional items</b>	<b>10,069.80</b>	<b>-</b>

(a) Net gain on sale of land pertains to land at Jaipur, Rajasthan included under "Asset held for sale" for the year ended 31 March 2019.

(b) Net gain on sale of branded tea business pertains to sale of branded tea business namely Lal Ghora and Kala Ghora to Tata Global Beverages Limited.

### Note 32 TAX EXPENSE

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

Particulars	31 March 2020	31 March 2019
(a) Income tax expense		
<b>Current tax</b>		
Current tax on profits for the year	1,971.46	69.35
Adjustment for current tax for earlier years	-	76.18
<b>Total current tax expense</b>	<b>1,971.46</b>	<b>145.53</b>
<b>Deferred tax</b>		
Decrease / (increase) in deferred tax assets	(78.86)	(27.42)
(Decrease) / increase in deferred tax liabilities	140.05	20.35
<b>Total deferred tax charge/(credit)</b>	<b>61.19</b>	<b>(7.07)</b>
<b>Income tax expense</b>	<b>2,032.65</b>	<b>138.46</b>

### (b) Reconciliation of tax expense as per the effective rate of tax and India's statutory rate of tax:

Particulars	31 March 2020	31 March 2019
Profit before tax	8,682.73	274.22
Applicable tax rate (refer note 1 below)	29.65%	29.65%
<b>Tax at the applicable tax rate</b>	<b>2,574.26</b>	<b>81.30</b>
Permanent difference	4.45	17.45
Income taxed at different rates	(652.74)	(22.46)
Weighted deductions for research and development	(3.49)	(3.44)
Tax on exempt income	(68.33)	(6.32)
Unrecognized deferred tax credit on agricultural losses	241.12	9.87
Earlier year tax adjustment	-	76.18
Impact due to set off of current year's business loss with components chargeable at lower rate	36.75	-
Others	(99.36)	(14.12)
<b>Total income tax expense/(credit)</b>	<b>2,032.65</b>	<b>138.46</b>



## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 32 TAX EXPENSE (Contd.)

- 1) The statutory tax rate applicable for the Company (for corporate income tax) is 29.12% (including surcharge and cess). However, the Company is also subject to agricultural income tax at the rate of 30% to the extent of 60% of its business income. Accordingly, the average rate considered for the aforesaid reconciliation and on the basis of which the deferred tax has been measured by the Company is 29.65% for the year ended March 31, 2020 and March 31, 2019.

### Note 33 EARNINGS PER SHARE

Particulars		31 March 2020	31 March 2019
(i) Basic and diluted*			
Weighted average number of equity shares outstanding during the year	(A)	7,004,951	7,004,951
Nominal value of each equity Share (Rs.)		10	10
Profit for the year (Rs. in lakhs)	(B)	6,650.08	135.76
Earnings per share (Basic and diluted) (Rs.)	(B/A)	94.93	1.94

\* The Company does not have any instruments for which diluted earnings per share needs to be calculated.

### Note 34 CONTINGENT LIABILITIES

Particulars		31 March 2020	31 March 2019
(a) Claims against the Company not acknowledged as debts : Income Tax-matter under dispute		63.61	63.61
(b) Standby Letters of Credit issued in connection, with loan taken by Dhunseri Petrochem & Tea Pte Limited, a wholly owned subsidiary, from a bank to meet its business objectives		3,678.08	4,120.53
<b>Total Contingent Liabilities</b>		<b>3,741.69</b>	<b>4,184.14</b>

### Note 35 COMMITMENTS

Particulars		31 March 2020	31 March 2019
<b>Capital Commitments</b>			
Estimated value of contracts in capital account remaining to be executed [net of advances Rs.220.35 lakhs (31 March 2019: Rs. 137.24)]		187.75	127.05
<b>Total Commitments</b>		<b>187.75</b>	<b>127.05</b>

### Note 36 ASSETS PLEDGED AS SECURITY

For assets pledged as security, refer note 17.

### 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.

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

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 37 CAPITAL MANAGEMENT (Contd.)

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 capital structure of the Company consists of debt, cash and cash equivalents and equity attributable to equity shareholders of the Company which comprises issued share capital and accumulated reserves disclosed in the Statement of Changes in Equity.

Consistent with others in the industry, the Company monitors capital on the basis of net debt to equity ratio and maturity profile of overall debt portfolio of the Company.

Net Debt implies borrowings of the Company as reduced by Cash and Cash Equivalent and Equity comprises all components attributable to the owners of the Company.

The following table summarises the Net Debt, Equity and Ratio thereof.

Particulars	Note	31 March 2020	31 March 2019
(i) Total Debt			
Borrowings - Non-Current	17	372.25	622.92
- Current	17	4,331.54	2,677.92
Current Maturities of Long Term Debt	18	253.57	253.65
Interest accrued but not due on borrowings	18	22.03	7.04
		<b>4,979.39</b>	<b>3,561.53</b>
Less : Cash and Cash Equivalents	13	821.21	409.19
<b>Net Debt</b>		<b>4,158.18</b>	<b>3,152.34</b>
(ii) Equity attributable to Shareholders		66,672.29	60,706.72
(iii) Net debt to equity ratio		6.24%	5.19%

Under the terms of the borrowing facilities, the Company has complied with the financial covenants as imposed by the bank and financial institutions.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2019 and 31 March 2020.

### (b) Dividend

Particulars	31 March 2020	31 March 2019
(i) Final dividend paid on equity shares during the year	350.25	560.40
(ii) <i>Dividends not recognised at the end of the reporting period</i>		
In addition to the above dividends, since year end the directors have recommended the payment of final dividend of Rs. 2.50/- per fully paid equity share (31 March 2019 - Rs. 5/-). This proposed dividend is subject to the approval of the shareholders in the ensuing annual general meeting.	175.12	350.25
<i>Related Tax Impact</i>	-	72.00

The Board of Directors in its meeting on June 26, 2020 has proposed a final dividend of Rs 2.50/- per equity share for the financial year ended March 31, 2020. The proposal is subject to the approval of the shareholders at the Annual General Meeting and if approved would result in a cash outflow of Rs 175.12 Lakhs.

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 38 FAIR VALUE MEASUREMENTS

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2 to the financial statements.

#### Financial instruments by category

Particulars	31 March 2020			Total Carrying Value	Total Fair Value
	FVPL	FVOCI	Amortised Cost		
<b>Financial assets</b>					
(i) Investments*	8,962.55	3,187.94	-	12,150.49	12,150.49
(ii) Trade receivables	-	-	2,374.59	2,374.59	2,374.59
(iii) Cash and cash equivalents	-	-	821.21	821.21	821.21
(iv) Bank balances other than (iii) above	-	-	29.41	29.41	29.41
(v) Loans and deposits	-	-	288.66	288.66	288.66
(vi) Other financial assets	-	-	437.91	437.91	437.91
<b>Total financial assets</b>	<b>8,962.55</b>	<b>3,187.94</b>	<b>3,951.78</b>	<b>16,102.27</b>	<b>16,102.27</b>
<b>Financial liabilities</b>					
(i) Borrowings	-	-	4,703.79	4,703.79	4,703.79
(ii) Trade payables	-	-	1,399.65	1,399.65	1,399.65
(iii) Other financial liabilities	-	-	1,724.60	1,724.60	1,724.60
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>7,828.04</b>	<b>7,828.04</b>	<b>7,828.04</b>

Particulars	31 March 2019			Total Carrying Value	Total Fair Value
	FVPL	FVOCI	Amortised Cost		
<b>Financial assets</b>					
(i) Investments*	730.35	3,581.87	-	4,312.22	4,312.22
(ii) Trade receivables	-	-	3,804.31	3,804.31	3,804.31
(iii) Cash and cash equivalents	-	-	409.19	409.19	409.19
(iv) Bank balances other than (iii) above	-	-	24.02	24.02	24.02
(v) Loans and deposits	-	-	337.64	337.64	337.64
(vi) Other financial assets	-	-	597.51	597.51	597.51
<b>Total financial assets</b>	<b>730.35</b>	<b>3,581.87</b>	<b>5,172.67</b>	<b>9,484.89</b>	<b>9,484.89</b>
<b>Financial liabilities</b>					
(i) Borrowings	-	-	3,300.84	3,300.84	3,300.84
(ii) Trade payables	-	-	1,550.80	1,550.80	1,550.80
(iii) Other financial liabilities	-	-	1,671.49	1,671.49	1,671.49
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>6,523.13</b>	<b>6,523.13</b>	<b>6,523.13</b>

\* Other than investments in a wholly owned subsidiary at cost in accordance with Ind AS 27 'Separate Financial Statements'.

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 38 FAIR VALUE MEASUREMENTS (Contd.)

#### (i) Fair value hierarchy

This section provides the fair value measurement hierarchy of the Investment properties, Financial instruments and Biological assets other than bearer plants.

#### (a) Investment Properties

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its investment properties into level 3 in the fair value hierarchy.

Particulars	31 March 2020			31 March 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Investment Properties	-	-	652.59	-	-	620.72
	-	-	652.59	-	-	620.72

#### (b) Financial Instruments

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. An explanation of each level follows underneath the table.

Particulars	31 March 2020			31 March 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Investments	10,826.12	-	1,324.37	3,893.91	-	418.31
	10,826.12	-	1,324.37	3,893.91	-	418.31

#### (c) Biological assets other than bearer plants

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its biological assets other than bearer plants into level 2 in the fair value hierarchy.

Biological assets other than bearer plants for which fair value (less cost to sell) are disclosed

Particulars	31 March 2020			31 March 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Stock of unplucked green leaves	-	-	-	-	48.91	-
	-	-	-	-	48.91	-

The following table illustrates the sensitivity to a 5 % variation in each of the significant unobservable inputs used to measure the fair value of the biological assets as on 31 March 2020 and 31 March 2019.

Impacts in the fair value resulting from :

Significant variable inputs	31 March 2020		31 March 2019	
	5% decrease	5% increase	5% decrease	5% increase
Purchase price of bought tea leaves	-	-	(2.45)	2.45

The following table provides an analysis of financial instruments that are measured at fair value, grouped into Level 1 to Level 3, as described below :

**Quoted prices in an active market (Level 1) :** This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares, bonds and mutual fund. The fair value for all equity shares and bonds which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 38 FAIR VALUE MEASUREMENTS (Contd.)

**Valuation techniques with observable inputs (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.

**Valuation techniques with significant unobservable inputs (Level 3) :** This level of hierarchy includes financial assets and financial liabilities measured using inputs that are not based on observable market data (unobservable inputs). 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. This level of hierarchy includes Company's investment in equity shares which are unquoted or for which quoted prices are not available at the reporting dates.

#### (ii) Transfers between level 1, level 2 and level 3

There is no transfer during the year between level 1, level 2 and level 3 with reference to financial instruments and biological assets other than bearer plants.

#### (iii) Valuation technique used to determine fair value

Specific valuation technique used to determine fair value includes:

- (a) Investments carried at fair value are generally based on market price quotations. However in cases where quoted prices are not available the management has involved valuation experts to help in determining the fair value of the investments.
- (b) The carrying amounts of other financial assets and liabilities carried at amortised cost closely approximate their fair values. The impact of discounting on such financial assets or liabilities is not significant due to the market terms (rates and tenor) available and because the instruments are short term in nature or do not have any fixed contractual maturities.
- (c) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

#### (iv) Equity Instruments carried at fair value through other comprehensive income.

These investments in equity shares are not held for trading. Instead, they are held for long term purpose. The Company has chosen to designate these investments in equity instruments at FVOCI since, it provides a more meaningful presentation. During the year, the Company has sold certain investments carried at FVOCI.

### Note 39 FINANCIAL RISK MANAGEMENT

In the course of its business, the Company is exposed primarily to fluctuations in interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. In order to minimise any adverse effects on the financial performance of the Company, the company has risk management policies as described below :

#### (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.

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 value of financial assets represents the maximum credit risk. The maximum exposure to credit risk was Rs. 22,800.25 lakhs, Rs. 16,185.32 lakhs, as at 31 March 2020 and 31 March 2019 respectively, being the total carrying value of financial assets excluding cash on hand.

#### i) Trade and other receivables

Credit risk on receivables is minimum since sales through different mode (eg. auction, consignment, private) are made after judging credit worthiness of the customers or advance payment. The history of defaults has been minimal and outstanding receivables are regularly monitored.

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 39 FINANCIAL RISK MANAGEMENT (Contd.)

The company is making provisions on trade receivables based on Expected Credit Loss (ECL) model. The reconciliation of ECL is as follows:

Particulars	2019-20	2018-19
Opening balance	-	5.05
Charge in statement of profit and loss	70.44	-
Less : Utilised during the year	-	5.05
	70.44	5.05

A summary of the ageing is given below :

#### Year ended 31 March 2020

Particulars	Not due	Less than 3 months	More than 3 months and upto 1 year	More than 1 year	Total
Gross carrying amount	1,662.75	582.90	199.38	-	2,445.03
Less : Allowance for expected credit loss	-	-	70.44	-	70.44
Carrying amount of trade receivables (net of allowance for expected credit loss)	1,662.75	582.90	128.94	-	2,374.59

#### Year ended 31 March 2019

Particulars	Not due	Less than 3 months	More than 3 months and upto 1 year	More than 1 year	Total
Gross carrying amount	3,727.73	70.95	5.63	-	3,804.31
Less : Allowance for expected credit loss	-	-	-	-	-
Carrying amount of trade receivables (net of allowance for expected credit loss)	3,727.73	70.95	5.63	-	3,804.31

#### ii) Financial instruments and bank deposits

For credit risk on the loans to parties including subsidiary, the Company is not expecting any material risk on account of non-performance by any of the parties. Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

#### (B) Liquidity risk

Liquidity risk refers to the risk that the Company may encounter difficulty in meeting its financial obligations in accordance with terms of contract. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

Management monitors rolling forecasts of the company's liquidity position (including the undrawn credit facilities extended by banks and financial institutions) and cash and cash equivalents on the basis of expected cash flows. In addition, the Company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

#### Maturities of financial liabilities

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

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 39 FINANCIAL RISK MANAGEMENT (Contd.)

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 2020	Carrying Value	Upto 1 year	1-3 years	3-5 years	More than 5 years	Total
Borrowings	4703.79	4,331.54	375.31	-	-	4,706.85
Other financial liabilities	1724.60	1,236.35	221.31	115.36	1,733.04	3,306.06
Trade payables	1399.65	1,399.65	-	-	-	1,399.65
<b>Total financial liabilities</b>	<b>7,828.04</b>	<b>6,967.54</b>	<b>596.62</b>	<b>115.36</b>	<b>1,733.04</b>	<b>9,412.56</b>

Contractual maturities of financial liabilities 31 March 2019	Carrying Value	Upto 1 year	1-3 years	3-5 years	More than 5 years	Total
Borrowings	3300.84	2,677.92	503.88	125.00	-	3,306.80
Other financial liabilities	1671.49	1,610.28	57.65	2.65	0.91	1,671.49
Trade payables	1550.80	1,550.80	-	-	-	1,550.80
<b>Total financial liabilities</b>	<b>6,523.13</b>	<b>5,839.00</b>	<b>561.53</b>	<b>127.65</b>	<b>0.91</b>	<b>6,529.09</b>

### (C) Market risk

#### (i) Foreign currency risk

The Company deals with foreign currency loan, loan receivable and interest receivable etc and is therefore exposed to foreign exchange risk associated with exchange rate movement.

The Company is exposed to foreign exchange risk through its loan receivable, interest receivables, borrowings and interest payable. The management regularly monitors the currency movement to manage its currency risk.

#### Foreign currency risk exposure

The company's exposure to foreign currency risk at the end of the reporting period expressed in Rupees (foreign currency amount multiplied by closing rate), are as follows:

	31 March 2020		31 March 2019	
	USD	EUR	USD	EUR
<b>Financial assets</b>				
Loan to subsidiary	-	-	69.17	-
Interest receivable	-	-	0.22	-
<b>Financial liabilities</b>				
Borrowings	-	1,660.99	-	1,554.05
Interest payable	-	3.32	-	3.01
<b>Net exposure to foreign currency risk</b>	<b>-</b>	<b>1,664.31</b>	<b>69.39</b>	<b>1,557.06</b>

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 39 FINANCIAL RISK MANAGEMENT (Contd.)

#### Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

	Impact on profit before tax		Impact on equity	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
<b>USD sensitivity</b>				
INR appreciates by 5% *	-	(3.47)	-	(2.44)
INR depreciates by 5% *	-	3.47	-	2.44
<b>EUR sensitivity</b>				
INR appreciates by 5% *	83.22	77.85	58.54	54.77
INR depreciates by 5% *	(83.22)	(77.85)	(58.54)	(54.77)

\* Holding all other variables constant

#### (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's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. During 31 March, 2020 and 31 March, 2019, the Company's borrowings at variable rate were denominated in both Rupees and foreign currency.

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

#### (a) Interest rate risk exposure

##### On Financial Liabilities :

The exposure of the Company's financial liabilities to interest rate risk is as follows :

Particulars	31 March 2020	31 March 2019
Variable rate borrowings	3,956.53	3,052.92
Fixed rate borrowings	1,003.89	507.53
<b>Total borrowings</b>	<b>4,960.42</b>	<b>3,560.45</b>

#### (b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates as below :

	Impact on profit before tax		Impact on equity	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Interest expense rates – increase by 50 basis points (50 bps)*	(19.78)	(15.26)	(13.92)	(10.74)
Interest expense rates – decrease by 50 basis points (50 bps)*	19.78	15.26	13.92	10.74

\* Holding all other variables constant

#### (iii) Price risk

##### (a) Exposure

The Company's exposure to equity securities & mutual funds price risk arises from investments held by the Company and classified in the balance sheet at fair value through Other Comprehensive Income or at Fair Value through Statement of Profit & Loss. To manage its price risk arising from investments in equity securities & mutual funds, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company. In general, these investments are not held for trading purposes.

The majority of the Company's equity investments & mutual funds are publicly traded.



## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 39 FINANCIAL RISK MANAGEMENT (Contd.)

#### (b) Sensitivity

The table below summarizes the impact of increases/decreases of the quoted investments prices on the Company's equity.

	Impact on equity	
	31 March 2020	31 March 2019
Quoted investments - Increase 5%*	541.31	194.70
Quoted investments - Decrease 5%*	(541.31)	(194.70)

\* Holding all other variables constant

#### (D) Agricultural Risk

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

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

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

### Note 40 SEGMENT REPORTING

The Company's Chief operating decision maker viz. Board of Directors examine the Company's performance as a single segment, viz. "Growing, harvesting and sale of loose and packet tea (for the part of the year) and other allied services relating to plantation sector".

#### Geographical information

The Company is domiciled in India. The amount of its revenue from customers segregated by the location of the customers is shown below :

Particulars	31 March 2020	31 March 2019
India	17,028.45	17,554.98
Rest of the world	709.41	526.29
	17,737.86	18,081.27

### Note 41 RELATED PARTY TRANSACTIONS

Particulars	Country of Incorporation	Ownership Interest	
		31 March 2020	31 March 2019
Names of related parties and description of relationship:			
Where control exists :			
(A) Subsidiary Company:			
(1) Dhunseri Petrochem & Tea Pte Ltd.	Singapore	100%	100%
(B) (a) Subsidiaries of Dhunseri Petrochem & Tea Pte Ltd.			
(1) Makandi Tea & Coffee Estates Ltd.	Malawi	100%	100%
(2) Kawalazi Estate Company Ltd.	Malawi	100%	100%
(3) Dhunseri Mauritius Pte Ltd. (incorporated on 2 May 2018)	Republic of Mauritius	100%	100%
(B) (b) Subsidiary of Makandi Tea & Coffee Estates Ltd.			
(1) AM Henderson & Sons Ltd.	Malawi	100%	100%
(2) Chiwale Estate Management Services Ltd.	Malawi	100%	100%
(3) Ntimabi Estate Ltd. (acquired on 31 December 2019)	Malawi	100%	-

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 41 RELATED PARTY TRANSACTIONS (Contd.)

#### (C) Key Management Personnel (KMP) @

Name	Designation
(1) Mr. C.K.Dhanuka	Chairman and Managing Director
(2) Mr. Mrigank Dhanuka	Executive Director (upto 22 July 2019)
(3) Mr. R.K.Sharma	Non-Executive Director
(4) Mr. Basudeo Beriwalla	Non-Executive Director (upto 21 May 2018)
(5) Mr. Ashoke Kumar Dutta	Non-Executive Director (effective from 21 May 2018)
(6) Mr. Bharat Bajoria	Non-Executive Director
(7) Ms. Nandini Khaitan	Non-Executive Director (upto 8 September 2019)
(8) Mr. Vivek Goenka	Non-Executive Director
(9) Ms. Aaradhana Jhunjunwala	Non-Executive Director (effective from 14 November 2019)

#### Others

#### (D) Group Companies/Enterprises in which Key Management Personnel have significant influence and with whom transactions took place during the year :

(1) Naga Dhunseri Group Limited
(2) Trimplex Investments Limited
(3) Mint Investments Limited
(4) Dhunseri Investments Limited
(5) Dhunseri Ventures Limited w.e.f 11 December 2018 (formerly known as Dhunseri Petrochem Ltd.)
(6) Dhunseri Overseas Private Limited
(7) IVL Dhunseri Petrochem Industries Private Limited
(8) Khaitan & Co. (upto 8 September 2019)
(9) Khaitan & Co. LLP (upto 8 September 2019)

#### (E) Post employment Benefit Plan Entity

- (1) Dhunseri Petrochem Limited Employees Gratuity Fund

#### (F) Details of related party transactions/balances

The following transactions occurred with the related parties :

Related Party	Relationship	Outstanding as at 31 March 2020	Outstanding as at 31 March 2019	Payable/receivable/others	Nature of Transaction	2019-2020	2018-2019
Dhunseri Petrochem & Tea Pte. Ltd.	A	6,734.68	6,734.68	Investment	Investment in Shares	-	37.10
		-	69.17	Loan Receivable*	Loan Repaid*	68.92	188.61
		-	0.22	Interest Receivable	Loan Given*	-	69.34
		3,678.08	4,120.53	Guarantee outstanding	Interest Income	1.62	5.07
					Reimbursement of expenses	0.28	7.01
					Guarantee released	0.22	455.32
Dhunseri Overseas Private Limited	D	1,217.54	311.50	Investment	Investment in Shares	897.00	-
IVL Dhunseri Petrochem Industries Private Limited	D	-	0.38	Receivable	Reimbursement of Expenses	-	0.38
Dhunseri Ventures Ltd.	D	-	2.12	Receivable	Reimbursement of Expenses	-	2.12
Trimplex Investments Limited	D	61.50	61.50	Security deposit - receivable	Dividend Paid	16.31	26.10
					Rent and Other expenses#	79.55	81.65
					Dividend Paid	2.88	4.61

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 41 RELATED PARTY TRANSACTIONS (Contd.)

Related Party	Relationship	Outstanding as at 31 March 2020	Outstanding as at 31 March 2019	Payable/ receivable/ others	Nature of Transaction	2019-2020	2018-2019
Naga Dhunseri Group Limited	D	-	-	-	Rent and Other expenses# Dividend Paid	32.91 30.79	32.81 49.26
Mint Investments Limited	D	-	-	-	Rent and Other expenses# Dividend Paid	54.80 14.82	41.50 23.71
Dhunseri Investments Limited	D	100.00	-	Capital Advance	Capital Advance Purchases of Stores and Spares Reimbursement of Expenses Rent and Other expenses# Dividend Paid	100.00 1.32 0.49 29.03 160.32	- - - 30.01 256.51
Khaitan & Co (upto 8 September 2019)	D	-	-	-	Legal and Professional Fees & Reimbursement of Expenses	1.75	7.44
Khaitan & Co LLP (upto 8 September 2019)	D	(0.26)##	1.55	(Receivable) / Payable	Legal and Professional Fees & Reimbursement of Expenses	1.93	13.60
Mr. C.K. Dhanuka @	C	25.00 0.05	25.00 -	Security deposit - Payable Receivable	Short-term employee benefits Post employment benefits Rent Received Dividend Paid	24.98 6.57 0.60 0.46	21.21 3.63 0.60 0.73
Mr. M. Dhanuka @	C	25.00 0.05	25.00 -	Security deposit - Payable Receivable	Short-term employee benefits Post employment benefits Rent Received Sitting Fees Dividend Paid	6.48 0.80 0.60 0.10 1.16	15.32 2.96 0.60 - 1.85
Mr. R.K.Sharma	C	-	-	-	Sitting Fees Dividend Paid	0.60 0.01	0.30 0.01
Mr. Basudeo Beriwala	C	-	-	-	Sitting Fees	-	0.25
Mr. Bharat Bajoria	C	-	-	-	Sitting Fees	1.00	0.65
Mr. Vivek Goenka	C	-	-	-	Sitting Fees	1.15	0.80
Mr. Ashoke Kumar Dutta	C	-	-	-	Sitting Fees	0.90	0.15
Ms. Nandini Khaitan	C	-	-	-	Sitting Fees	0.25	0.30
Ms. Aaradhana Jhunjhunwala	C	-	-	-	Sitting Fees	0.30	-
Post employment Benefit Plan Entity : Dhunseri Petrochem Limited Employees Gratuity Fund	E	435.50	193.48	Contribution -Payable	Contribution Paid	10.00	-

\* Loan given for business purpose and carries an interest @7.75% p.a.(Previous Year : 7.75% p.a.)

@ Details of remuneration to key managerial personnel have been included in note 27

# Includes Rent paid against leased assets has been accounted for in accordance with Indian Accounting Standards 116 (Ind AS 116, Leases w.e.f. 01-04-2019)

## Outstanding as at 8 September 2019

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 41 RELATED PARTY TRANSACTIONS (Contd.)

#### Other Terms and Conditions of transactions with Related Parties

Transactions related to dividend were on the same terms and conditions that applied to other shareholders. The other transactions are made in the ordinary course of business. Outstanding balances at the year end are unsecured. No provision are held against receivable from related parties. All the transactions mentioned above are inclusive of GST, if applicable.

### Note 42 FAIR VALUE OF BIOLOGICAL ASSETS AND AGRICULTURAL PRODUCE

In view of lockdown across the country in the months of March and April as more elaborated in Note 46, the tea leaves lying on tea bushes as on March 31, 2020 were not harvested. These tea leaves were considered by the management as unusable for the production of tea. Accordingly, the biological assets other than bearer plants as at 31 March 2020 have been valued at Nil (as at 31 March 2019 : Rs. 48.91 lakhs) as per Note 12 of the Financial Statements.

The carrying amount of the Finished Goods (Inventories) as per Note 11 of the Financial Statements amounts to Rs. 1,319.40 lakhs. The same comprise of Tea made out of tea leaves harvested from own gardens ("agricultural produce") amounting to Rs. 578.59 lakhs and Tea made out of purchased tea leaves amounting to Rs. 740.81 lakhs.

The biological assets ("Tea leaves growing on tea bushes") and agricultural produce used in the production of finished goods of tea used in such inventory are stated at fair value less costs to sell. Such inventory of Tea is carried at the lower of cost and net realizable value. The same is applying the principles of Ind AS 41 and Ind AS 2.

The valuation of biological assets and agricultural produce used in the production of finished goods (Tea) involves judgements in the consideration of factors used in the determination of fair value of such agricultural produce. The company considers various factors such as comparing the actual selling prices prevailing around year end for completed seasonal cycle, including technical factors which determine the quality and hence the fair value of biological assets and agricultural produce. The said practice is consistently practiced by the company.

### Note 43 RESEARCH AND DEVELOPMENT

Particulars	31 March 2020	31 March 2019
Research and Development Expenditure charged to revenue	23.54	23.23

### Note 44

Miscellaneous expenses (Refer Note 30) include a donation of Rs. Nil for a political purpose (Previous Year : Rs. 5 lakhs paid for a political purpose to Assam Pradesh Congress Committee).

### Note 45 LEASES

The Company's lease contract which qualifies as leases under Ind AS 116, are majorly in respect of leases for Buildings, Plant & equipments and Furniture & fixtures. The followings are the impact of adoption of Ind AS 116 on the financial statements of the Company for the year ended 31 March, 2020.

#### Impact on Balance Sheet (Increase)

Particulars	31 March 2020	01 April 2019
<b>Assets</b>		
Right of use assets (Refer details below)	568.83	683.19*
<b>Liabilities</b>		
Lease liability (Refer details below)	608.97	705.42*

\* Recognised on the date of transition of Ind AS 116

## Notes to Standalone Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 45 LEASES (Contd.)

#### Impact on Statement of Profit and Loss

Particulars	31 March 2020
Depreciation expense	114.36
Finance cost	63.38
Other expenses	(159.83)
<b>Decrease in profit for the year</b>	<b>17.91</b>

#### Impact on Statement of Cash Flow

Particulars	31 March 2020
Payment of principal portion of lease liability	96.45
Payment of interest portion of lease liability	63.38
<b>Net Cash Flow used in financing activities</b>	<b>159.83</b>

The followings are the changes in the carrying value of right of use assets for the year ended 31 March 2020

Particulars	Right of use assets
Balance as at 1 April 2019 (Recognised on transition date)	683.19
Additions to right of use assets during the year	-
Deletion of right of use assets during the year	-
Depreciation expense during the year	(114.36)
<b>Balance as at 31 March 2020</b>	<b>568.83</b>

Aggregate amount of depreciation expense has been included under 'Depreciation expense' in the Statement of Profit and Loss (Refer Note 29).

The followings are the movement in lease liability for the year ended 31 March 2020

Particulars	Lease liability
Balance as at 1 April 2019 (Recognised on transition date)	705.42
Addition to lease liability during the year	-
Finance cost accrued during the year	63.38
Deletion of right of use assets during the year	-
Payment towards right of use assets	(159.83)
<b>Balance as at 31 March 2020</b>	<b>608.97</b>
Non-Current	446.49
Current	162.48

### Note 46 COVID-19

In view of the lockdown across the country due to COVID-19, the operations of the Company's tea estates located in Assam were adversely impacted during March & April, 2020. The shutdown resulted in delay and disruptions in production and sales operations of the Company due to restriction on labour deployment and logistical issues. The operations have now stabilised. The Company has assessed the recoverability and carrying values of its assets comprising property, plant and equipment, inventories, receivables and other current assets as at the balance sheet date i.e 31 March 2020 and on the basis of such evaluation, has concluded that no material adjustments are required to be considered in the standalone financial statements for the year ended 31 March 2020. The Company is taking all the necessary steps and precautionary measures to ensure smooth functioning of its operations and also to ensure the safety and well-being of all its employees.

### Note 47

Figures of the previous year has been re-grouped/re-arranged to conform current year's presentation.

For S.R. Batliboi & CO. LLP  
Firm Registration No. 301003E/E300005  
Chartered Accountants  
Kamal Agarwal

Partner  
Membership No. 058652

Place : Kolkata  
Date : June 26, 2020

R. Mahadevan  
Company Secretary

For and on behalf of the Board of Directors

C. K. Dhanuka  
Managing Director  
(DIN - 00005684)

Bharat Bajoria  
Director  
(DIN - 00109241)

Vikash Jain  
Chief Financial Officer

P. C. Dhandhanian  
Chief Executive Officer

# Independent Auditors' Report

To The Members of  
DHUNSERI TEA & INDUSTRIES LIMITED

Report on the Audit of the Consolidated Ind AS Financial Statements  
Opinion

We have audited the accompanying consolidated Ind AS financial statements of Dhunseri Tea & Industries Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31 2020, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act")

#### 4. Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Key audit matter	How our audit addressed the key audit matter
Assessment of the fair value of biological assets and harvested tea leaves (as described in note 2.11, 2.12 and Note 41 of the Consolidated Ind AS Financial Statements)	<p>Following procedures have been performed to address this key audit matter:</p> <ul style="list-style-type: none"> <li>We understood, evaluated and tested the operating effectiveness of controls as established by the management in determination of the fair value of biological assets and harvested tea leaves produced from own gardens.</li> </ul>
The raw materials in the form of harvested tea leaves produced from own gardens are measured at fair value for the purpose of valuation of finished goods inventory (i.e. Tea). As on March 31, 2020, the Holding Company has biological assets being "Green leaf growing on tea bushes" valued at Rs. Nil.	

## Independent Auditors' Report (Contd.)

Key audit matter	How our audit addressed the key audit matter
<p>The biological assets are stated at fair value less costs to sell and harvested tea leaves used for the valuation of finished goods (Tea) are measured at fair value. We considered the valuation of biological assets and harvested tea leaves produced from own gardens as a key audit matter given the significant management judgement involved in the consideration of factors such as impact of Covid-19 pandemic, market sources, prevailing selling prices and quality of tea assessed by the management used in the determination of fair value of such agricultural produce and biological assets.</p>	<ul style="list-style-type: none"> <li>• We assessed the significant assumptions used in the valuation model with reference to available market information including impact of Covid-19.</li> <li>• We tested the selection of data inputs used against appropriate supporting documents.</li> <li>• We also compared the practice followed by other companies in the same Industry to determine consistency of company's practice with the Industry norms.</li> <li>• We also assessed adjustments made to prices of green leaves purchased from outside suppliers considering the quality differential of the Holding Company's production.</li> <li>• We assessed the disclosures in relation to the biological assets and harvested tea leaves.</li> </ul>

### Other Information

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

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

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

### Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles

generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

## Independent Auditors' Report (Contd.)

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

### Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists

related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most



## Independent Auditors' Report (Contd.)

significance in the audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matter

- (a) (a) We did not audit the financial statements and other financial information, in respect of seven subsidiaries whose Ind AS financial statements include total assets of Rs. 54,885.42 lakhs as at March 31, 2020, and total revenues of Rs. 13,803.86 lakhs and net cash outflows of Rs. 56.28 lakhs for the year ended on that date. These Ind AS financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the report(s) of such other auditors.
- (b) The consolidated Ind AS financial statements of the Company for the year ended March 31, 2020, included in these consolidated Ind AS financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on May 24, 2019.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

### Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of

subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

- (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies, incorporated in India, is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) As there are no subsidiaries incorporated in India, this report does not contain a separate report on the internal financial controls over financial reporting of the Group under clause (i) of sub-section 3 of section 143 of the Act;
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2020 has been paid / provided by the Holding Company incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

## Independent Auditors' Report (Contd.)

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated Ind AS financial statements – Refer Note 42(a) to the consolidated Ind AS financial statements;
- ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2020;

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company during the year ended March 31, 2020.

For S.R. Batliboi & Co. LLP  
Chartered Accountants  
ICAI Firm Registration Number: 301003E/E300005

per Kamal Agarwal  
Partner

Kolkata  
June 26, 2020

Membership No.058652  
UDIN: 20058652AAAABL8620

# Consolidated Balance Sheet as at March 31, 2020

(All amounts in Rs. lakhs unless otherwise stated)

Particulars	Notes	31 March 2020	31 March 2019
<b>ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, plant and equipment	3(a)	74,702.24	73,994.58
(b) Right of use assets	3(b)	568.83	-
(c) Capital work-in-progress	3(c)	8,441.28	6,405.42
(d) Investment properties	4	652.59	620.72
(e) Goodwill	5	2,268.22	2,221.07
(f) Financial assets			
(i) Investments	6	3,187.91	3,581.87
(ii) Trade receivables	7	396.35	-
(iii) Loans and deposits	8	276.53	262.98
(iv) Other financial assets	9	167.56	313.50
(g) Non-current tax assets (net)	10	231.08	118.93
(h) Other non-current assets	11	125.80	123.98
<b>Total non-current assets</b>		<b>91,018.39</b>	<b>87,643.05</b>
<b>(2) Current assets</b>			
(a) Inventories	12	5,542.21	4,851.29
(b) Biological assets other than bearer plants	13	1,816.71	1,791.11
(c) Financial assets			
(i) Investments	6	8,962.55	730.35
(ii) Trade receivables	7	3,123.38	4,387.08
(iii) Cash and cash equivalents	14	914.23	626.86
(iv) Bank balances other than (iii) above	15	29.41	24.02
(v) Loans and deposits	8	12.13	5.49
(vi) Other financial assets	9	331.21	507.19
(d) Other current assets	11	1,142.19	1,723.43
		21,874.02	14,646.82
Assets held-for-sale	4A	176.34	564.85
<b>Total current assets</b>		<b>22,050.36</b>	<b>15,211.67</b>
<b>TOTAL ASSETS</b>		<b>113,068.75</b>	<b>102,854.72</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	16	700.50	700.50
(b) Other equity	17	81,901.62	75,065.12
<b>Total equity</b>		<b>82,602.12</b>	<b>75,765.62</b>
<b>Liabilities</b>			
<b>(1) Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	18	4,300.24	4,221.55
(ii) Other financial liabilities	19	894.32	189.60
(b) Deferred tax liabilities (net)	20	11,542.10	11,363.98
(c) Other non-current liabilities	21	287.68	191.55
<b>Total non-current liabilities</b>		<b>17,024.34</b>	<b>15,966.68</b>
<b>(2) Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	18	7,195.16	4,194.00
(ii) Trade payables	22		
Total outstanding dues of micro enterprises and small enterprises		2.31	20.99
Total outstanding dues of creditors other than micro enterprises and small enterprises		2,714.82	2,563.31
(iii) Other financial liabilities	19	2,626.69	2,766.28
(b) Employee benefit obligations	23	538.91	376.57
(c) Current tax liabilities (net)	24	81.54	937.57
(d) Other current liabilities	21	244.86	174.70
		13,404.29	11,033.42
Liabilities classified as held for sale		38.00	89.00
<b>Total current liabilities</b>		<b>13,442.29</b>	<b>11,122.42</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>113,068.75</b>	<b>102,854.72</b>

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

This is the Consolidated Balance Sheet referred to in our Report of even date.

For S. R. Batliboi & Co. LLP

Chartered Accountants

Firm Registration No. 301003E/E300005

Kamal Agarwal

Partner

Membership No. 058652

Place : Kolkata

Date : June 26, 2020

R. Mahadevan

Company Secretary

For and on behalf of the Board of Directors

C. K. Dhanuka

Managing Director

(DIN - 00005684)

Vikash Jain

Chief Financial Officer

Bharat Bajoria

Director

(DIN - 00109241)

P. C. Dhandhan

Chief Executive Officer

## Consolidated Statement of Profit and Loss for the year ended March 31, 2020

(All amounts in Rs. lakhs unless otherwise stated)

Particulars	Notes	Year ended 31 March 2020	Year ended 31 March 2019
I Revenue from operations	25	30,248.32	32,428.83
II Other income	26	534.18	477.69
III Total Income (I+II)		30,782.50	32,906.52
IV Expenses			
(a) Cost of materials consumed	27	4,009.67	4,362.94
(b) Purchases of Stock-in-Trade		660.84	-
(c) Changes in inventories of finished goods	28	(768.10)	(507.06)
(d) Changes in inventories of biological assets	13	(5.17)	(431.44)
(e) Employee benefits expense	29	11,158.39	11,421.94
(f) Finance costs	30	1,054.53	727.01
(g) Depreciation expense	31	1,948.33	1,866.15
(h) Other expenses	32	13,338.09	11,312.80
Total expenses		31,396.58	28,752.34
V Profit before tax (III-IV)		(614.08)	4,154.18
VI Exceptional items	33	10,069.80	-
VII Profit before tax (V+VI)		9,455.72	4,154.18
VIII Tax expense :			
- Current tax charge	34	1,996.91	813.23
- Adjustment for earlier years	34	10.99	-
- Deferred tax charge	34	128.32	530.59
IX Total tax expense		2,136.22	1,343.82
Profit for the year (VII-VIII)		7,319.50	2,810.36
X Other comprehensive income			
<i>Items that will not be reclassified to profit or loss</i>			
(i) Remeasurement loss on defined benefit plans	29	(111.88)	(113.62)
(ii) Net (loss)/Gain on fair valuation of equity instruments through other comprehensive income		(204.89)	245.41
(iii) Income tax relating to these items		54.51	(108.21)
<i>Items that will be reclassified to profit or loss</i>			
Exchange differences on translation of foreign operations	17	144.59	1,469.88
Other comprehensive income for the year, net of tax		(117.67)	1,493.46
XI Total comprehensive income for the period (IX+X)		7,201.83	4,303.82
XII Earnings per share			
Basic and diluted earnings per share (Face Value of Rs. 10/- per share)	35	104.49	40.12

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

This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

For S. R. Batliboi & Co. LLP  
Chartered Accountants  
Firm Registration No. 301003E/E300005  
Kamal Agarwal  
Partner  
Membership No. 058652

Place : Kolkata  
Date : June 26, 2020

R. Mahadevan  
Company Secretary

For and on behalf of the Board of Directors  
C. K. Dhanuka  
Managing Director  
(DIN - 00005684)  
Vikash Jain  
Chief Financial Officer

Bharat Bajoria  
Director  
(DIN - 00109241)  
P. C. Dhandhanian  
Chief Executive Officer

## Consolidated Statement of Changes in Equity for the year ended March 31, 2020

(All amounts in Rs. lakhs unless otherwise stated)

A. Equity share capital		
Equity shares of Rs. 10 each issued, subscribed and fully paid	No. of Shares	Amount
As at 01 April 2018	7004951	700.50
As at 31 March 2019	7004951	700.50
As at 31 March 2020	7004951	700.50

B. Other equity							
Particulars	Notes	General Reserve	Foreign Currency Translation Reserve	Capital Reserve on Consolidation	FVOCI - equity instruments	Retained earnings	Total other equity
Balance at 01 April 2019		15,253.22	(1,734.78)	388.64	337.66	60,820.38	75,065.12
Profit for the year		-	-	-	-	7,319.50	7,319.50
Other comprehensive income/(expense) (net of tax)		-	144.59	-	(183.55)	(78.71)	(117.67)
<b>Total comprehensive income for the year</b>		-	144.59	-	(183.55)	7,240.79	7,201.83
Dividend paid	17	-	-	-	-	(350.25)	(350.25)
Dividend Distribution Tax (DDT)	17	-	-	-	-	(72.00)	(72.00)
Gain on acquisition of subsidiary	17	-	-	56.92	-	-	56.92
Transfer of net gain on sale of equity instruments through other comprehensive income to retained earnings	17	-	-	-	(143.94)	143.94	-
<b>Balance as at 31 March 2020</b>		15,253.22	(1,590.19)	445.56	10.17	67,782.86	81,901.62

Particulars	Notes	General Reserve	Foreign Currency Translation Reserve	Capital Reserve on Consolidation	FVOCI - equity instruments	Retained earnings	Total other equity
Balance at 01 April 2018		15,253.22	(3,204.66)	388.64	1,036.43	57,963.25	71,436.88
Profit for the year		-	-	-	-	2,810.36	2,810.36
Other comprehensive income/(expense) (net of tax)		-	1,469.88	-	112.67	(89.09)	1,493.46
<b>Total comprehensive income for the year</b>		-	1,469.88	-	112.67	2,721.27	4,303.82
Dividend paid	17	-	-	-	-	(560.40)	(560.40)
Dividend Distribution Tax (DDT)	17	-	-	-	-	(115.18)	(115.18)
Transfer of net gain on sale of equity instruments through other comprehensive income to retained earnings	17	-	-	-	(811.44)	811.44	-
<b>Balance as at 31 March 2019</b>		15,253.22	(1,734.78)	388.64	337.66	60,820.38	75,065.12

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

This is the Consolidated Statement of Changes in Equity referred to in our report of even date.

For S. R. Batliboi & Co. LLP

Chartered Accountants

Firm Registration No. 301003E/E300005

Kamal Agarwal

Partner

Membership No. 058652

Place : Kolkata

Date : June 26, 2020

R. Mahadevan

Company Secretary

For and on behalf of the Board of Directors

C. K. Dhanuka

Managing Director

(DIN - 00005684)

Vikash Jain

Chief Financial Officer

Bharat Bajoria

Director

(DIN - 00109241)

P. C. Dhandhaniah

Chief Executive Officer

## Consolidated Statement of Cash Flows for the year ended March 31, 2020

(All amounts in Rs. lakhs unless otherwise stated)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax	9,455.72	4,154.18
<b>Adjustments for :</b>		
Depreciation and amortisation expense	1,948.33	1,866.15
Interest income	(41.88)	(45.46)
Income from government grant	(4.22)	(3.36)
Allowance for Doubtful Debt	70.44	-
Current Investment Written off	-	0.63
Unrealised (gain)/loss on investments classified as fair value through profit or loss	163.42	(35.23)
Realised (gain)/loss on investments classified as fair value through profit or loss	(232.22)	(27.46)
Exceptional items (Net gain on sale of investment property and sale of branded tea business namely Lal Ghora and Kala Ghora)	(10,069.80)	-
Finance cost	1,054.53	727.01
Liabilities no longer required written back	(48.45)	(31.17)
(Gain)/loss on disposal of property, plant and equipment	(1.04)	(0.82)
Unrealised exchange (gain)/loss	80.35	(80.06)
Exchange difference on translation of foreign currency operations	(145.90)	(91.52)
Dividend income	(20.51)	(21.32)
<b>Operating profit/(loss) before working capital changes</b>	<b>2,208.77</b>	<b>6,411.57</b>
<b>Changes in Working Capital:</b>		
Inventories	(690.93)	(857.42)
Non-Current/Current financial and other assets	1,782.83	(718.68)
Non-Current/Current financial and other liabilities/provisions	65.45	1,321.17
<b>Cash Generated from Operations</b>	<b>3,366.12</b>	<b>6,156.64</b>
Taxes paid	(2,921.57)	(597.03)
<b>Net cash generated from operating activities</b>	<b>444.55</b>	<b>5,559.61</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of property, plant and equipment	(4,336.67)	(3,389.87)
Proceeds from sale of property, plant and equipment	9.71	6.65
Acquisition of subsidiary	-	(35.02)
Proceeds from disposal of investment property	359.49	-
Purchase of investment property	(31.87)	(32.94)
Proceeds from sale of branded tea business namely Lal Ghora and Kala Ghora	10,101.00	-
Purchase of current investment	(33,258.42)	(1,275.00)
Proceeds from sale of current investment	24,829.93	1,659.74
Purchase of non-current investments	(6,107.44)	(3,375.34)
Proceeds from sale of non-current investment	6,036.92	3,189.73
Interest received on Bonds	524.65	-
Advance received against investment property	-	89.00
Government Grant Received	77.71	58.92
Investment in fixed deposits	100.00	-
Dividend received	20.51	21.32
Interest received	48.61	48.04
<b>Net cash flows used in investing activities</b>	<b>(1,625.87)</b>	<b>(3,034.77)</b>

## Consolidated Statement of Cash Flows for the year ended March 31, 2020

(All amounts in Rs. lakhs unless otherwise stated)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
<b>C. Cash flow from Financing Activities</b>		
Payment towards rights to use of assets	(159.83)	-
Dividends paid (including tax thereon)	(422.24)	(675.59)
Finance cost paid	(1,051.93)	(779.18)
Proceeds from		
- Long term borrowings	1,079.53	2,780.89
- Short term borrowings	2,918.97	
Repayment of		
- Long term borrowings	(897.65)	(923.28)
- Short term borrowings	-	(2,797.21)
<b>Net cash flows from/(used in) financing activities</b>	<b>1,466.85</b>	<b>(2,394.37)</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>285.53</b>	<b>130.47</b>
Exchange Difference on Translation of Foreign Currency Cash and Cash Equivalents	1.84	16.15
<b>Cash &amp; cash equivalents at the beginning of the year</b>	<b>626.86</b>	<b>480.24</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>914.23</b>	<b>626.86</b>
<b>Cash and Cash Equivalents comprise :</b>		
Current accounts	877.53	592.61
Cash in hand	36.70	34.25
	<b>914.23</b>	<b>626.86</b>

### Changes in liabilities arising from financing activities

Particulars	1 April 2019	Cash flows	Others	31 March 2020
Non-current borrowings (including Current Maturities)	5,389.81	181.88	-	5,571.69
Current borrowings	4,194.00	2,918.97	82.19	7,195.16
Lease liability	705.42	(159.83)	63.38	608.97
<b>Total liabilities from financing activities</b>	<b>10,289.23</b>	<b>2,941.02</b>	<b>145.57</b>	<b>13,375.82</b>

Particulars	1 April 2018	Cash flows	Others	31 March 2019
Non-current borrowings (including Current Maturities)	5,842.63	(923.28)	470.46	5,389.81
Current borrowings	4,143.84	(16.33)	66.49	4,194.04
Lease liability	-	-	-	-
<b>Total liabilities from financing activities</b>	<b>9,986.47</b>	<b>(939.61)</b>	<b>536.95</b>	<b>9,583.81</b>

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

This is the Statement of Cash Flows referred to in our report of even date.

For S. R. Batliboi & Co. LLP

Chartered Accountants

Firm Registration No. 301003E/E300005

Kamal Agarwal

Partner

Membership No. 058652

Place : Kolkata

Date : June 26, 2020

R. Mahadevan

Company Secretary

For and on behalf of the Board of Directors

C. K. Dhanuka

Managing Director

(DIN - 00005684)

Vikash Jain

Chief Financial Officer

Bharat Bajoria

Director

(DIN - 00109241)

P. C. Dhandhan

Chief Executive Officer

## Notes to Consolidated Financial Statements

### Note 1 GROUP INFORMATION

The Consolidated financial statements comprises of the financial statements of Dhunseri Tea & Industries Limited (the Parent Company) and its subsidiaries (collectively referred to as 'the Group') the details of which is given below :

Name of Companies	Category	Country of Incorporation	Proportion of Ownership Interest	
			31 March 2020	31 March 2019
Dhunseri Petrochem and Tea Pte Limited	Subsidiary	Singapore	100%	100%
Makandi Tea and Coffee Estates Limited*	Subsidiary	Malawi	100%	100%
Kawalazi Estate Company Limited*	Subsidiary	Malawi	100%	100%
A M Henderson & Sons Limited ^	Subsidiary	Malawi	100%	100%
Chiwale Estate Management Services Limited ^	Subsidiary	Malawi	100%	100%
Dhunseri Mauritius Pte Limited*	Subsidiary	Mauritius	100%	100%
Ntimabi Estate Limited ^	Subsidiary	Malawi	100%	-

\* Subsidiaries of Dhunseri Petrochem and Tea Pte Limited

^ Subsidiaries of Makandi Tea and Coffee Estates Limited

The Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standard (Ind AS) 110 "Consolidated Financial Statements".

The consolidated financial statements as at 31 March 2020 present the financial position of the Group.

The consolidated financial statements for the year ended 31 March 2020 were approved by the Board of Directors and authorised for issue on 26 June 2020.

### Note 2 SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 2.1 Changes in accounting policies and disclosures

##### New and amended standards

Effective 1 April, 2019, the Group has adopted Ind AS 116 "Leases" and applied to lease contracts, existing on 1 April, 2019 using the modified retrospective method on the date of initial application.

Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17. As a lessee, the Group previously classified leases as operating or finance lease based on its assessment of whether the lease transferred significantly all of the risk and rewards incidental to the ownership of the underlying asset of the Group. Under Ind AS 116, the Group assesses whether a contract contains a lease, at the inception of a contract. A contract contains a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether the contract conveys a right to control the use of an identified asset, the Group assesses whether (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from the use of asset throughout the period of lease and (iii) the Group has the right to direct the use of the asset.

Pursuant to adoption of Ind AS 116, the Group recognized right-of-use assets and lease liabilities for those leases which were previously classified as operating leases, except for short-term leases and leases of low-value assets. The Group recorded the lease liability at the present value of the lease payments at the date of initial application and right-of-use asset at an amount equal to the lease liability adjusted for any prepayments/ accruals recognized in the balance sheet as on 31 March, 2019. There is no impact on retained earnings as on 1 April, 2019.

On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of Rs.683.19 lakhs, and a lease liability of Rs.705.42 lakhs. Also refer Note 44 for impact of adoption of Ind- AS 116 on the financial statements of the Group.

#### 2.2 Basis for preparation

##### (i) Compliance with Ind AS

The consolidated 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.



## Notes to Consolidated Financial Statements (Contd.)

### (ii) Historical cost convention

The consolidated financial statements have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair values by Ind AS.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

### 2.3 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Group and entities controlled by the Group i.e. its subsidiaries.

Control is achieved when the Group is exposed to, or has rights to the variable returns of the entities and the ability to affect those returns through its power over the entities.

The results of subsidiaries acquired or disposed off during the year are included in the consolidated statement of profit and loss from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Wherever necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

Intra-group transactions, balances, income and expenses are eliminated on consolidation.

### 2.4 Business Combinations

Acquisition of subsidiaries and businesses are accounted for using the purchase method. The consideration transferred in each business combination is measured at the aggregate of the acquisition date fair values of assets given, liabilities incurred by the Group to the former owners of the acquiree, and equity interests issued by the Group in exchange for control of the acquiree.

Acquisition related costs are recognised in the consolidated Statement of Profit and Loss.

Goodwill arising on acquisition is recognised as an asset and measured at cost, being the excess of the consideration transferred in the business combination over the Group's interest in the net fair value of the identifiable assets acquired, liabilities assumed and contingent liabilities recognised. Where the fair value of the identifiable assets and liabilities exceed the cost of acquisition, after re-assessing the fair values of the net assets and contingent liabilities, the excess is recognised as bargain purchase gain under capital reserve on consolidation.

Once control has been achieved, any subsequent acquisitions where the Group does not originally hold hundred percent interest in a subsidiary are treated as an acquisition of shares from non-controlling shareholders. The identifiable net assets are not subject to further fair value adjustments and the difference between the cost of acquisition of the non-controlling interest and the net book value of the additional proportion acquired is adjusted in equity. The amount of non-controlling interests in the acquiree is measured either at the non-controlling interests proportion of the net fair value of the assets, liabilities and contingent liabilities recognised or at fair value.

Business combinations arising from transfers of interests in entities that are under the common control are accounted for using the pooling of interest method. The difference between any consideration transferred and the aggregate historical carrying values of assets and liabilities of the acquired entity are recognised in shareholder's equity.

When a transaction or other event does not meet the definition of a business combination due to the asset or group of assets not meeting the definition of a business, it is termed an 'asset acquisition'. In such circumstances, the acquirer:

- identifies and recognises the individual identifiable assets acquired
- allocates the cost of the group of assets and liabilities to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase.

Such a transaction or event does not give rise to goodwill or a gain on a bargain purchase.

### 2.5 Goodwill

Goodwill arising on the acquisition of a subsidiary represents the excess of the consideration transferred in the business combination over the Group's interest in the net fair value of the identifiable assets acquired, liabilities assumed and contingent liabilities recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

## Notes to Consolidated Financial Statements (Contd.)

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units or groups of cash-generating units that are expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit's value may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying value of the unit, the impairment loss is allocated first to reduce the carrying value of any goodwill allocated to the unit and then to the other assets of the unit in proportion to the carrying value of each asset in the unit.

An impairment loss recognised for goodwill is not reversed in a subsequent period. On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of profit or loss on disposal.

### 2.6 Property, plant and equipment

- (i) Property, plant and equipment are stated either at deemed cost as considered on the date of transition to Ind AS or at acquisition cost/construction, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase cost, borrowing costs if capitalization criteria are met and other directly attributable cost of bringing the assets to its working condition for intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.
- (ii) Bearer plants comprising of mature tea bushes are stated at cost less accumulated depreciation and accumulated impairment losses, if any.
- (iii) Immature bearer plants, including the cost incurred for procurement of new seeds/plants and maintenance of nurseries, are carried at cost less any recognized impairment losses under capital work-in-progress. Cost includes the expenditure for uprooting, land preparation, new planting and maintenance of newly planted bushes until maturity. On maturity, these costs are classified under bearer plants. Bearer Plants are depreciated from the date when they are ready for commercial harvest.
- (iv) Subsequent expenditure related to an item of property, plant and equipment is added to its carrying amount only if it increases the future benefits from the existing assets beyond its previously assessed standard of performance.
- (v) Capital work in progress is stated at cost incurred during construction/installation period relating to items or projects in progress.
- (vi) Losses arising from the retirement of and gains or losses arising from disposal of property, plant and equipment are recognized in the Statement of Profit and Loss.
- (vii) *Depreciation methods, estimated useful lives and residual value*

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as prescribed in the Schedule II of the Companies Act, 2013. The useful lives of property, plant and equipments have been considered as per Schedule II, except in case of Bearer Plants for which the useful life have been considered on the basis of technical evaluation.

Class of assets	Estimated useful life (in years)
Bearer plants	30 – 72
Buildings	3 – 60
Plant and Equipment	3 – 25
Furniture and Fixtures	3 – 10
Office Equipment	3 – 10
Vehicles	2 – 10

The estimate of residual value and useful life are reviewed every year.

Leasehold lands pertaining to Tea Estates are granted/allotted/settled/extended by the government with a right of renewal. The government extends the lease renewals by way of general notifications at regular intervals. These leasehold lands are considered as long term and perpetual leases.

### 2.7 Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

## Notes to Consolidated Financial Statements (Contd.)

Investment properties are depreciated using the straight-line method over their estimated useful lives. The investment properties held by the Group comprise only of freehold land, hence there is no depreciation.

### 2.8 Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less cost to sell.

An impairment loss is recognized for any initial or subsequent write-down of the asset to fair value less cost to sell. A gain is recognized for any subsequent increases in fair value less cost to sell of an asset, but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset is recognized at the date of de-recognition.

Non-current asset classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a Non-current asset classified as held for sale are presented separately from other liabilities in the balance sheet.

### 2.9 Impairment of non-financial assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets 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. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

### 2.10 Financial Instruments

Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial assets and financial 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 and 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 recognized in the Statement of Profit and Loss.

#### Effective interest method

The effective interest method is a method of calculating the amortized 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.

#### Financial assets

##### Cash and cash equivalents

Cash and cash equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

##### Other bank balances

Other bank balances include deposits with maturity less than twelve months but greater than three months and balances and deposits with banks that are restricted for withdrawal and usage.

##### 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.

## Notes to Consolidated Financial Statements (Contd.)

### Financial assets measured at fair value

Financial assets are measured at 'Fair value through other comprehensive income' (FVOCI) 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.

The Group in respect of equity investments which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments. Such an election is made by the Group on an instrument by instrument basis at the time of initial recognition of such equity investments.

Financial asset not measured at amortized cost or at fair value through other comprehensive income is carried at 'Fair value through the Statement of Profit and Loss' (FVPL).

### Impairment of financial assets

The Group assesses on a forward looking basis the 'Expected credit losses' (ECL) associated with its assets carried at amortized cost and FVOCI debt instruments. The Group recognizes loss allowance for expected credit losses on financial asset.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

### De-recognition of financial assets

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

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

### Financial liabilities and equity instruments

#### Classification as debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group 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 are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost, using the effective interest rate method where the time value of money is significant.

Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortized cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognized over the term of the borrowings in the Statement of Profit and Loss.

#### De-recognition of financial liabilities

The Group de-recognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

#### Offsetting financial instruments

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

### 2.11 Inventories

Finished Goods and Stores and Spare parts are stated at lower of cost and net realizable value. Cost of Finished Goods comprise direct material [cost of green leaf harvested from own gardens ("agricultural produce") / purchased green leaves] 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. Costs are assigned to individual items of inventory on the basis of weighted average method.

## Notes to Consolidated Financial Statements (Contd.)

Agricultural produce (being green leaf harvested from own gardens) is measured at the fair value less cost to sell at the point of harvest of tea leaves.

Net realizable 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.

### 2.12 Biological assets

Biological assets comprise of timber, tea leaves and macadamia nuts growing on the tea bushes and macadamia trees respectively. Timber, tea leaves growing on tea bushes and macadamia nuts growing on macadamia trees are measured at fair value less cost to sell with changes in fair value recognised in the Statement of Profit and Loss.

The tea bushes and macadamia trees are bearer plants and therefore presented and accounted for as property, plant and equipment. However produce growing on such trees are accounted for as biological assets until the point of harvest .

### 2.13 Employee Benefits

#### (i) Short term employee benefits

The undiscounted amount of Short-term Employee Benefits expected to be paid in exchange for the services rendered by employees is recognized during the period when the employee renders the service. This benefit includes salary, wages, short term compensatory absences, bonus and other short term benefits.

#### (ii) Long term compensated absences

Long term compensated absence is provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method as at the date of Balance Sheet. Actuarial loss/gains are recognized in the Statement of Profit and Loss in the year in which they arise. The Group presents the entire leave as a current liability in the Balance Sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

#### (iii) Post employment benefit plans

For Defined Benefit Plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance Sheet date. Re-measurement gains and losses of the net defined benefit liability/ (asset) are recognized immediately in other comprehensive income. The service cost and net interest on the net defined benefit liability/ (asset) is treated as a net expense within employment costs.

Past service cost is recognized as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognized, whichever is earlier.

The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, and as reduced by the fair value of scheme assets.

Any asset resulting from this calculation is limited to the present value of any economic benefit available in the form of refunds from the plan or reductions in future contributions to the plan.

#### (iv) Defined contribution plans

Payments to defined contribution plans are charged as an expense as they fall due. Payments made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

### 2.14 Foreign currency transactions

#### *Functional and presentation currency*

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian rupee (Rs.), which is group's functional and presentation currency.

#### **Transactions and balances**

Transactions in foreign currency are recorded at exchange rates prevailing on the date of the transactions. Monetary assets and liabilities related to foreign currency are restated at the year-end at the exchange rate prevailing on the Balance Sheet date. Foreign currency non-monetary items carried in terms of historical cost are reported using the exchange rate on the date of transactions. Exchange differences arising on restatement or settlement are recognized in the Statement of Profit and Loss in the period in which they arise.

#### *Group companies*

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognised in other comprehensive income.

## Notes to Consolidated Financial Statements (Contd.)

### 2.15 Revenue Recognition

Revenue is measured at fair value of consideration received or receivable, net of discounts and taxes and duties collected on behalf of the government, taking into account the contractually defined terms.

#### Sale of goods

The Group is in the business of cultivation, manufacturing and selling of tea and macademia nuts in the market. Under Ind AS 115 sales are recognized when control of the products has transferred, being when products are delivered to the customer, the customer has full discretion over the goods and price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products has been shipped to the specific location as the case may be, the risks of obsolescence and loss have been transferred, and either the customer has accepted the products in accordance with the sales contract, or the Group has objective evidence that all criteria for acceptance have been satisfied.

No element of financing is deemed present as the sales are made with a credit term which is consistent with market practice for the industry.

#### Sale of services

Income from services is accounted at a point in time as per the assessment of Ind AS 115. No revenue is recognized if there are significant uncertainties regarding recovery of the amount due and associated costs.

#### Interest income

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

#### Dividend income

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

#### Rental income

Rental income from investment properties and subletting of properties is recognized on straight line basis over the term of the relevant leases.

### 2.16 Borrowing costs

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Premium in the form of fees paid on refinancing of loans are accounted for as an expense over the life of the loan using effective interest rate method. All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

### 2.17 Taxes on income

Taxes on income comprises of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognized for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilized.

Deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Income tax and deferred tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

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 net basis, or to realize the asset and settle the liability simultaneously.

## Notes to Consolidated Financial Statements (Contd.)

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year. Deferred tax asset is recognized for MAT credit entitlements, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

### 2.18 Leases

#### The Group as lessee

The Group's lease asset classes primarily consist of leases for plant & machinery, buildings and furniture and fixtures. The Group assesses whether a contract contains a lease, at the inception of a contract.

At the date of commencement of the lease, the Group recognizes a right of use asset (ROU) and a corresponding lease liability for all lease arrangements, in which it is a lessee, except for leases with a term of twelve months or less (short-term leases), non-lease components (like maintenance charges, etc.) and leases of low value assets.

For these short-term leases, non-lease components and lease of low value assets, the Group recognizes the lease rental payments as an operating expense.

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

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. An impairment loss is recognized where applicable, when the carrying value of ROU assets of cash generating units exceeds its fair value or value in use, whichever is higher.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the lease term.

Lease liabilities are initially measured at the present value of the future lease payments. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

#### The Group as lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Contingent rents are recognised as revenue in the period in which they are earned.

### 2.19 Government Grants

- (i) Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.
- (ii) Government grants relating to income are deferred and recognized in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.
- (iii) Government grants relating to the purchase of property, plant and equipment are included in other liabilities as deferred income and are credited to Statement of Profit and Loss on a straight-line basis over the expected lives of the related assets and presented within other income.

### 2.20 Provisions and contingent liabilities

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made.

Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or reliable estimate of the amount cannot be made.

### 2.21 Research and development expenditure

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- i. The technical feasibility of completing the intangible asset so that the asset will be available for use or sale.
- ii. Its intention to complete and its ability and intention to use or sell the asset.

## Notes to Consolidated Financial Statements (Contd.)

- iii. How the asset will generate future economic benefits.
- iv. The availability of resources to complete the asset.
- v. The ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

### 2.22 Earnings per share

Basic Earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Group's earnings per share is the net profit for the period.

For the purpose of calculating the diluted earnings per share the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

### 2.23 Segment reporting

The Group is primarily engaged in business of cultivation, manufacture and sale of tea and macademia nuts and other allied services relating to plantation sector across various geographical areas with different political and economic environment, risk and return etc. Accordingly, operating segments have been identified based on the different geographical areas. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The Board of directors of the Group has been identified as being the chief operating decision maker. Refer Note 40 for segment information presented.

### 2.24 Use of estimates and critical accounting judgments

In preparation of the financial statements, the Group makes judgments, estimates and assumptions about the carrying values 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 recognized in the period in which the estimate is revised and future periods affected.

Significant judgments and estimates relating to the carrying values of assets and liabilities include

- i. Useful lives of property, plant and equipment- Note 3(a)
- ii. Fair valuation of Investment Properties and Unquoted Investments - Note 4 and 6
- iii. Employee benefit obligations- Note 23
- iv. Current tax and deferred tax (including Minimum alternate tax credit)- Note 10 and 20
- v. Valuation of Biological assets and harvested tea leaves (agricultural produce)- Note 41
- vi. Impairment of Trade receivables- Note 7
- vii. Provisions and Contingencies related to litigations and claims- Note 42

### 2.25 Rounding off amount

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

### 2.26 Changes in accounting policies and disclosures due to new and amended standards having no material impact

Following are the amendments and interpretations issued during the year ended 31st March 2020, but either are not applicable on the Group or do not have a material impact on these financial statements of the Group. The Group has not early adopted any standards or amendments that have been issued but are not yet effective/notified.

- a. Ind AS 12: Uncertainty over Income Tax Treatment
- b. Ind AS 109: Prepayment Features with Negative Compensation
- c. Ind AS 19: Plan Amendment, Curtailment or Settlement
- d. Ind AS 23: Borrowing Costs



## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 3 (a) PROPERTY, PLANT AND EQUIPMENT

Particulars	GROSS CARRYING AMOUNT					ACCUMULATED DEPRECIATION					NET CARRYING AMOUNT
	As at 1 April 2019	Additions during the Year	Disposal during the Year	Exchange differences	As at 31 March 2020	As at 1 April 2019	Depreciation for the Year	Disposal during the Year	Exchange differences	As at 31 March 2020	As at 31 March 2020
Freehold land	5,948.83	823.18	-	44.55	6,816.56	-	-	-	-	-	6,816.56
Leasehold land	32,185.66	-	-	-	32,185.66	-	-	-	-	-	32,185.66
Bearer plants	26,518.15	173.91	-	174.88	26,866.94	2,446.00	772.79	-	24.80	3,243.59	23,623.35
Buildings	4,914.72	304.31	-	32.55	5,251.58	958.04	192.66	-	3.33	1,154.03	4,097.55
Plant and equipment	8,984.91	796.58	(22.51)	(5.18)	9,753.80	2,493.19	710.29	(13.68)	(19.26)	3,170.54	6,583.26
Office equipment	76.63	-	-	-	76.63	20.31	-	-	-	20.31	56.32
Furniture and fixtures	491.27	30.02	(0.67)	77.21	597.83	295.54	61.06	(0.59)	35.05	391.06	206.78
Vehicles	1,696.12	140.26	(27.70)	14.54	1,823.22	608.63	97.17	(19.47)	4.14	690.47	1,132.76
<b>Total</b>	<b>80,816.29</b>	<b>2,268.27</b>	<b>(50.88)</b>	<b>338.55</b>	<b>83,372.22</b>	<b>6,821.71</b>	<b>1,833.97</b>	<b>(33.74)</b>	<b>48.06</b>	<b>8,670.00</b>	<b>74,702.24</b>

Particulars	GROSS CARRYING AMOUNT					ACCUMULATED DEPRECIATION					NET CARRYING AMOUNT
	As at 1 April 2018	Additions during the Year	Disposal during the Year	Exchange differences	As at 31 March 2019	As at 1 April 2017	Depreciation for the Year	Disposal during the Year	Exchange differences	As at 31 March 2019	As at 31 March 2019
Freehold land	5,729.22	-	-	219.61	5,948.83	-	-	-	-	-	5,948.83
Leasehold land	32,185.66	-	-	-	32,185.66	-	-	-	-	-	32,185.66
Bearer plants	24,823.08	468.80	-	1,226.27	26,518.15	1,606.17	733.54	-	106.29	2,446.00	24,072.15
Buildings	4,427.15	309.74	-	177.83	4,914.72	754.74	187.84	-	15.46	958.04	3,956.68
Plant and equipment	7,795.44	821.98	(23.97)	391.46	8,984.91	1,758.27	692.90	(19.17)	61.19	2,493.19	6,491.72
Office equipment	76.63	-	-	-	76.63	20.31	-	-	-	20.31	56.32
Furniture and fixtures	453.13	25.69	-	12.45	491.27	219.45	71.88	-	4.21	295.54	195.73
Vehicles	1,412.39	205.21	(7.74)	86.26	1,696.12	417.42	179.99	(7.35)	18.57	608.63	1,087.49
<b>Total</b>	<b>76,902.70</b>	<b>1,831.42</b>	<b>(31.71)</b>	<b>2,113.88</b>	<b>80,816.29</b>	<b>4,776.36</b>	<b>1,866.15</b>	<b>(26.52)</b>	<b>205.72</b>	<b>6,821.71</b>	<b>73,994.58</b>

(i) All the 10 tea estates of Dhunseri Tea & Industries Limited (erstwhile Dhunseri Services Ltd.) have been transferred from Dhunseri Petrochem Ltd. (formerly Dhunseri Petrochem & Tea Ltd), pursuant to a scheme of Arrangement with effect from 1st April, 2014 and the grants/title deeds in respect thereof are yet to be transferred in the name of the Company. On the date of such transfer the title deeds were still held in the name of the original owners. The details of which are in Note (a) & (b) below:-

- Freehold Land represents two tea estates located at Assam, acquired through partnership with an HUF/ pursuant to a Scheme of Amalgamation.
- Leasehold Land represents eight tea estates located at Assam, which were acquired pursuant to a Scheme of Amalgamation.

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 3(a) PROPERTY, PLANT AND EQUIPMENT (Contd.)

c) Building, includes [Gross carrying amount and Net carrying amounting to Rs. 180.95 lakhs ( 31 March 2019 : Rs. 180.95 lakhs) and Rs. 160.67 lakhs ( 31 March 2019 : Rs. 164.06 lakhs) respectively], two properties located at Kolkata for which, the conveyance deeds are yet to be executed and two properties (one located at Kolkata and one at Mumbai), which were acquired, pursuant to the Scheme of Arrangement mentioned in Note (i) above, for which the title deeds are yet to be transferred as at 31 March 2020.

(ii) Gross carrying amount and Accumulated Depreciation includes building on rented land amounting to Rs. 555.20 lakhs ( 31 March 2019 : Rs. 555.20 lakhs) and Rs. 62.68 lakhs ( 31 March 2019: Rs. 52.01 lakhs) respectively.

### Note 3(b) RIGHT OF USE ASSETS

Particulars	GROSS CARRYING AMOUNT					ACCUMULATED DEPRECIATION			NET CARRYING AMOUNT		
	As at 1 April 2019	Additions during the Year	Disposal during the Year	Exchange differences	As at 31 March 2020	As at 1 April 2019	Depreciation for the Year	Disposal during the Year	Exchange differences	As at 31 March 2020	As at 31 March 2020
Buildings	614.90	-	-	-	614.90	-	93.34	-	-	93.34	521.56
Plant and equipment	27.77	-	-	-	27.77	-	4.82	-	-	4.82	22.95
Furniture and fixtures	40.52	-	-	-	40.52	-	16.20	-	-	16.20	24.32
<b>31 March 2020</b>	<b>683.19</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>683.19</b>	<b>-</b>	<b>114.36</b>	<b>-</b>	<b>-</b>	<b>114.36</b>	<b>568.83</b>

(a) Right of use assets represents the present value of lease rent as at 1 April, 2019, to be paid over the remaining period of the leases i.e. Rs. 705.42 lakhs adjusted with credit balance of lease equalisation reserve as at 1 April, 2019, amounting to Rs.22.23 lakhs upon adoption of Ind AS 116 (refer note 44).

### Note 3(c) CAPITAL WORK-IN-PROGRESS

(All amounts in Rs. lakhs unless otherwise stated)

Capital work-in-progress	As at 1 April 2019	Addition	Capitalised during the year	Exchange difference	Closing as at 31 March 2020
	a	b	c	d	d=(a+b-c+d)
	6,405.42	2,116.12	(166.26)	86.00	8,441.28

Capital work-in-progress	As at 1 April 2018	Addition	Capitalised during the year	Exchange difference	Closing as at 31 March 2019
	a	b	c	d	d=(a+b-c+d)
	4,477.76	1,876.99	(261.55)	312.22	6,405.42

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 4 INVESTMENT PROPERTIES

Particulars	31 March 2020	31 March 2019
Gross carrying amount		
Opening gross carrying amount / Deemed cost	620.72	1,152.63
Additions	31.87	32.94
Transfer to held for sale	-	(564.85)
Closing carrying amount	652.59	620.72

Investment Property includes Rs.303.06 lakhs (31 March 2019 : Rs. 271.19 lakhs) being freehold land which were acquired pursuant to the Scheme of Arrangement for which title deeds are not held in the name of the Company.

(i) Information regarding income and expenditure of investment properties

Particulars	31 March 2020	31 March 2019
Direct operating expenses from property that did not generate rental income	1.77	1.71
Profit/(loss) from investment properties	(1.77)	(1.71)

(ii) Fair value

Particulars	31 March 2020	31 March 2019
Investment properties	2,115.18	2,115.18

#### Estimation of fair value

The Group obtains independent valuations for its investment properties. The best evidence of fair value is current prices in an active market for similar properties. The fair valuation of Investment properties as on March 31, 2019 was based on valuation performed by an accredited independent valuer. Considering no significant change in the market rate of the area in which these investment properties are situated, the fair valuation conducted by an independent valuer in the previous year has been relied upon for the purpose of disclosure of fair valuation as on March 31, 2020. Fair value estimates for investment properties are included in level 3.

The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

Fair value hierarchy disclosures for investment properties have been provided in Note 37.

### Note 4A ASSETS HELD-FOR-SALE

During the year ended March 31, 2019, the management decided to sell certain lands forming part of Investment properties. The sale was expected to be completed within next 12 months. However, due to Covid-19 pandemic, the sale could not be completed for some of these lands and hence the same continued to be classified as Assets held for sale. The sale for balance portion of land is expected to be completed by 31 March 2021.

Particulars	As at 31 March 2020	As at 31 March 2019
Land	176.34	564.85

Land classified as held for sale during the reporting period was measured at lower of its carrying amount and fair value less cost to sell at the time of reclassification. The fair value of land was determined using the sales comparison approach. This is level 3 measurement as per the fair value hierarchy set out in fair value measurement disclosure.

Land classified as held for sale includes Rs.136.03 lakhs (31 March 2019 : Rs. 136.03 lakhs) being freehold land which were acquired pursuant to the Scheme of Arrangement for which title deeds are not held in the name of the Company.

### Note 5 GOODWILL

Particulars	As at 31 March 2020	As at 31 March 2019
Goodwill on consolidation	2,268.22	2,221.07

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 5 GOODWILL (Contd.)

#### Movement in balances

Particulars	As at 31 March 2020	As at 31 March 2019
Cost as at beginning of the year	2,221.07	2,034.42
Exchange differences on consolidation	47.15	186.65
Cost as at end of the year	2,268.22	2,221.07
Net carrying value as at beginning of the year	2,221.07	2,034.42
Net carrying value as at end of the year	2,268.22	2,221.07

The Group has two tea estates in Malawi, located in the hills of Kawalazi and Makandi. Besides tea, the Malawi estates also produces Macademia nuts. The carrying amount of goodwill for Kawalazi Estate Company Limited and Makandi Tea and Coffee Estates Limited are Rs. 877.74 lakhs (31 March 2019 : Rs.859.50 lakhs) and Rs. 1390.48 lakhs (31 March 2019 : Rs.1361.57 lakhs) respectively. The Group has adopted 'value in use' method to determine the carrying value of cash generating unit.

The base assumptions considered for testing the goodwill impairment for both the cash generating units are as follows:

- The cash flow projections has been considered for 5 years
- The discounting rate has been taken at 8.50%.
- The growth rate has been taken at 4%
- Tax rate has been taken as 30%.

The outcome of the Group's goodwill impairment test as at 31 March 2020 resulted in no impairment of goodwill (March 31, 2019: Nil). The directors believe that no reasonably possible change in any of the key assumptions used in the value in use calculation would cause the carrying value of the goodwill to materially exceed its value in use.

### Note 6 INVESTMENTS

Particulars	Face Value (in Rs. unless stated otherwise)	31 March 2020	31 March 2019
<b>Non Current</b>			
<b>Investments carried at fair value through other comprehensive income:</b>			
<b>Investments in Equity shares, fully paid up</b>			
<b>(i) Quoted</b>			
Nil (31 March 2019: 4,450) equity shares of APL Apollo Tubes Limited	10	-	64.16
Nil (31 March 2019: 287) equity shares of Bharat Rasayan Limited	10	-	11.82
Nil (31 March 2019: 33,150) equity shares of Caplin Point Laboratories Limited	2	-	133.16
Nil (31 March 2019: 21,260) equity shares of Divi's Laboratories Limited	2	-	362.08
Nil (31 March 2019: 24,350) equity shares of Deepak Nitrite Limited	2	-	66.76
Nil (31 March 2019: 15,000 ) equity shares of Escorts Limited	10	-	119.41
Nil (31 March 2019: 610 ) equity shares of Sumitomo Chemical India Limited	10	-	22.06
Nil (31 March 2019: 7,000 ) equity shares of Gujarat Flurochemicals Limited	1	-	77.33
5,083 (31 March 2019: 5,083 ) equity shares of GlaxoSmithKline Pharmaceuticals Limited	10	-	65.95
5,350 (31 March 2019: 7,526 ) equity shares of HDFC Assets Management Company Limited	5	113.03	115.44

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 6 INVESTMENTS (Contd.)

Particulars	Face Value (in Rs. unless stated otherwise)	31 March 2020	31 March 2019
<b>Non Current</b>			
<b>A. Investments in Equity Shares (Contd.)</b>			
<b>(i) Quoted</b>			
66,300 (31 March 2019: 60,810) equity shares of ICICI Bank Limited	2	214.65	243.54
Nil (31 March 2019: 8,32,000) equity shares of IDFC First Bank Limited	10	-	461.76
1,07,529 (31 March 2019: 2,37,529) equity shares of Orient Electric Limited	1	211.19	362.11
8,850 (31 March 2019: 12,900 ) equity shares of Kotak Mahindra Bank Limited	5	114.70	172.15
Nil (31 March 2019: 22,350) equity shares of Motherson SumiSystems Limited	1	-	33.46
Nil (31 March 2019: 1,62,500) equity shares of Spencer's Retail Limited	5	-	260.00
Nil (31 March 2019: 83,300) equity shares of Sterlite Technologies Limited	2	-	181.97
Nil (31 March 2019: 20,800) equity shares of Titan Company Limited	1	-	237.50
Nil (31 March 2019: 19,950) equity shares of Varun Beverages Limited	10	-	172.90
30,950 (31 March 2019: Nil) equity shares of Natco Pharma Limited	2	156.47	-
2,160 (31 March 2019: Nil) equity shares of Nestle India Limited	10	352.09	-
1,04,550 (31 March 2019: Nil) equity shares of HDFC Life Insurance Company Limited	10	461.43	-
4,000 (31 March 2019: Nil) equity shares of HDFC Bank Limited	1	34.48	-
25,150 (31 March 2019: Nil) equity shares of SBI Life Insurance Company Limited	10	161.21	-
3,600 (31 March 2019: Nil) equity shares of Bata India Limited	5	44.32	-
		<b>1,863.57</b>	<b>3,163.56</b>
<b>(ii) Unquoted</b>			
1,19,60,000 (31 March 2019: 29,90,000) equity shares of Dhunseri Overseas Private Limited	10	1,217.53	311.50
11,00,000 (31 March 2019: 11,00,000) equity shares of Mira Estates Private Limited	10	106.81	106.81
		<b>1,324.34</b>	<b>418.31</b>
<b>Total Non-Current Investments</b>		<b>3,187.91</b>	<b>3,581.87</b>
<b>Current</b>			
<b>Quoted</b>			
<b>Investments in mutual funds, quoted, carried at fair value through profit &amp; loss</b>			
15,736.481 (31 March 2019: 25033.03) units in SBI Premier Liquid Fund - Regular Plan - Growth	1000	486.83	730.35
		<b>486.83</b>	<b>730.35</b>

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 6 INVESTMENTS (Contd.)

Particulars	Face Value (in Rs. unless stated otherwise)	31 March 2020	31 March 2019
<b>Current (Contd.)</b>			
<b>Investments in bonds, quoted, carried at fair value through profit &amp; loss</b>			
<b>Quoted</b>			
270 (31 March 2019: Nil) 8.75% Unsecured Non-Convertible Perpetual Tier 1 Bonds Series I of State Bank of India- Date of Maturity-30.08.2024	1,000,000	2,799.09	-
400 (31 March 2019: Nil) 8.50% Unsecured Non-Convertible Perpetual Tier 1 Bonds Series II of State Bank of India- Date of Maturity-22.11.2024	1,000,000	4,154.72	-
		<b>6,953.81</b>	<b>-</b>
<b>Investments in fully paid up equity shares, quoted, carried at fair value through profit &amp; loss</b>			
<b>Quoted</b>			
52,300 (31 March 2019 Nil) equity shares of Torrent Power Limited	10	145.94	-
37,950 (31 March 2019 Nil) equity shares of Titan Company Limited	1	354.34	-
10,200 (31 March 2019 Nil) equity shares of Sumitomo Chemical India Limited	10	18.84	-
37,475 (31 March 2019 Nil) equity shares of Torrent Pharmaceuticals Limited	5	738.93	-
51,450 (31 March 2019 Nil) equity shares of Ramco Cements Limited	1	263.86	-
		<b>1,521.91</b>	<b>-</b>
<b>Total Current Investments</b>		<b>8,962.55</b>	<b>730.35</b>
(a) Aggregate amount of quoted investments and market value thereof		10,826.12	3,893.91
(b) Aggregate amount of unquoted investments		1,324.34	418.31

### Note 7 TRADE RECEIVABLES

Particulars	31 March 2020	31 March 2019
<b>Non-Current</b>		
Considered good - Unsecured	428.45	-
Less : Allowance for expected credit loss	32.10	-
<b>Total Non-Current Trade Receivables</b>	<b>396.35</b>	<b>-</b>
<b>Current</b>		
Considered good - Unsecured*	3,161.72	4,387.08
Less : Allowance for expected credit loss	38.34	-
<b>Total Current Trade Receivables</b>	<b>3,123.38</b>	<b>4,387.08</b>

\* Includes Rs.0.13 lakhs due from officer of the Parent Company.

Trade receivables are non-interest bearing and are generally on terms of 20 to 180 days.

### Note 8 LOANS AND DEPOSITS

(Considered good-Unsecured)

Particulars	31 March 2020	31 March 2019
<b>Non-current</b>		
Loans and advances to employees	4.94	5.55
Security Deposits		
With Related Party	59.21	54.11
With Others	212.38	203.32
<b>Total Non Current Loans and Deposits</b>	<b>276.53</b>	<b>262.98</b>
<b>Current</b>		
Loans and advances to employees	12.13	5.49
<b>Total Current Loans and Deposits</b>	<b>12.13</b>	<b>5.49</b>

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 9 OTHER FINANCIAL ASSETS

(Considered good - Unsecured)

Particulars	31 March 2020	31 March 2019
<b>Non-current</b>		
Deposit with NABARD	40.28	313.50
Deposit with Bank	100.00	-
Interest accrued on deposits	5.43	-
Interest accrued on NABARD deposits	21.85	-
<b>Total Other non current financial assets</b>	<b>167.56</b>	<b>313.50</b>
<b>Current</b>		
Deposit with NABARD	250.00	250.00
Interest accrued on deposits	-	33.79
Accrued Replantation Subsidy	20.25	-
Other receivables*	60.96	223.40
<b>Total Other current financial assets</b>	<b>331.21</b>	<b>507.19</b>

\* Includes amount Rs. 0.10 lakhs due from directors and other officers of the parent Company.

### Note 10 NON-CURRENT TAX ASSETS (NET)

Particulars	31 March 2020	31 March 2019
Non-current tax assets (net)	231.08	118.93
<b>Total Non current tax assets</b>	<b>231.08</b>	<b>118.93</b>

### Note 11 OTHER ASSETS

(Considered good - Unsecured)

Particulars	31 March 2020	31 March 2019
<b>Non-Current</b>		
Capital advances	119.99	111.79
Advance operating lease rental	-	10.27
Prepaid expenses	5.81	1.92
<b>Total Other non-current assets</b>	<b>125.80</b>	<b>123.98</b>
<b>Current</b>		
Balances with government authorities	188.13	151.40
Prepaid expenses	366.24	497.81
Advance operating lease rental	1.93	4.57
Advance to suppliers/ service providers	380.60	597.74
Value added tax recoverable	205.29	471.91
<b>Total Other current assets</b>	<b>1,142.19</b>	<b>1,723.43</b>

### Note 12 INVENTORIES

Particulars	31 March 2020	31 March 2019
(At lower of cost and net realisable value)		
<b>Finished goods</b>		
(includes in transit - 31 March 2020: Rs 10.44 lakhs, 31 March 2019: Rs 98.77 lakhs)	2,546.12	1,783.88
<b>Stores and spares including packing materials</b>		
(includes in transit - 31 March 2020: Rs 236.04 lakhs, 31 March 2019: Rs 355.76 lakhs)	2,996.09	3,067.41
<b>Total Inventories</b>	<b>5,542.21</b>	<b>4,851.29</b>

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 13 BIOLOGICAL ASSETS OTHER THAN BEARER PLANTS

Particulars	31 March 2020	31 March 2019
Unplucked green Leaf	547.24	203.42
Macadamia	809.12	571.01
Timber	460.35	1,016.68
<b>Total Biological assets other than bearer plants</b>	<b>1,816.71</b>	<b>1,791.11</b>

Movement of biological asset is presented below

Particulars	31 March 2020	31 March 2019
As at Opening date	1,791.11	1,249.08
Changes in inventories of biological assets*	5.17	431.44
Exchange differences	20.43	110.59
As at Closing date	1,816.71	1,791.11

\* Net of changes in fair value less estimated costs to sell and decreases due to harvest/physical changes

### Note 14 CASH AND CASH EQUIVALENTS

Particulars	31 March 2020	31 March 2019
Balances in Current accounts with banks	877.53	592.61
Cash on hand	36.70	34.25
<b>Total Cash and Cash Equivalents</b>	<b>914.23</b>	<b>626.86</b>

Note : The reporting date for Dhunseri Petrochem & Tea Pte Limited (DPTPL) and each of its subsidiaries is 31 December, which is three months prior to the reporting date of these Consolidated Financial Statements. The financial statements of DPTPL have been consolidated as of the reporting date i.e. 31 December 2019 with significant transactions of next three months, if any. In Previous Year, elimination of an intra-group transaction which occurred after 31 December but before the reporting period has been adjusted by way of an adjustment in cash and cash equivalents.

### Note 15 OTHER BANK BALANCES

Particulars	31 March 2020	31 March 2019
Unpaid dividend account #	29.41	24.02
<b>Total Other Bank balances</b>	<b>29.41</b>	<b>24.02</b>

# Earmarked for payment of unclaimed dividend

### Note 16 EQUITY SHARE CAPITAL

#### Authorised Equity Share Capital

Particulars	31 March 2020	31 March 2019
7,500,000 (31 March 2019: 7,500,000) Equity Shares of Rs. 10/- each	750.00	750.00
	750.00	750.00

#### Issued, Subscribed and Paid-up Equity Share Capital

Particulars	31 March 2020	31 March 2019
7,004,951 (31 March 2019: 7,004,951) Equity Shares of Rs. 10/- each fully paid up	700.50	700.50
	700.50	700.50

#### (i) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period

Particulars	31 March 2020		31 March 2019	
	Number of Shares	Amount	Number of Shares	Amount
Opening balance	7,004,951	700.50	7,004,951	700.50
Closing balance	7,004,951	700.50	7,004,951	700.50

#### Terms and rights attached to equity shares

The Parent Company has one class of equity share having a par value of Rs 10/- each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in the case of interim dividend. In the event of liquidation the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.



## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 16 EQUITY SHARE CAPITAL (Contd.)

(ii) Details of shareholders holding more than 5% of Issued, Subscribed and Paid up equity share capital of the Group

Shareholder	31 March 2020		31 March 2019	
	Number of Shares	% of holding	Number of Shares	% of holding
Dhunseri Investments Limited	3,206,397	45.77%	3,206,397	45.77%
Naga Dhunseri Group Limited	615,751	8.79%	615,751	8.79%
<b>Total</b>	<b>3,822,148</b>	<b>54.56%</b>	<b>3,822,148</b>	<b>54.56%</b>

iii) During 2014-15, 7,004,951 Equity Shares of Rs. 10 each were issued as fully paid up, issued pursuant to the Scheme of Arrangement without payment being received in cash.

### Note 17 OTHER EQUITY

Particulars	31 March 2020	31 March 2019
General reserve [Refer (i) below]	15,253.22	15,253.22
Foreign exchange translation reserve [Refer (ii) below]	(1,590.19)	(1,734.78)
Capital reserve on consolidation [Refer (iii) below]	445.56	388.64
Fair value through other comprehensive income (FVOCI) - equity instruments [Refer (iv) below]	10.17	337.66
Retained earning [Refer (v) below]	67,782.86	60,820.38
<b>Total Other Equity</b>	<b>81,901.62</b>	<b>75,065.12</b>

(i) General reserve

Particulars	31 March 2020	31 March 2019
Opening balance	15,253.22	15,253.22
Closing balance	15,253.22	15,253.22

(ii) Foreign currency translation reserve

Particulars	31 March 2020	31 March 2019
Opening balance	(1,734.78)	(3,204.66)
Increase/(decrease) during the year	144.59	1,469.88
Closing balance	(1,590.19)	(1,734.78)

(iii) Capital reserve on consolidation

Particulars	31 March 2020	31 March 2019
Opening balance	388.64	388.64
Increase during the year	56.92	-
Closing balance	445.56	388.64

(iv) Fair value through other comprehensive income (FVOCI)- equity instruments

Particulars	31 March 2020	31 March 2019
Opening balance	337.66	1,036.43
Change in fair value of FVOCI equity instruments (net of tax)	(183.55)	112.67
Gain on sale of equity instruments transferred to retained earning (net of tax)	(143.94)	(811.44)
Closing balance	10.17	337.66

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 17 OTHER EQUITY (Contd.)

#### (v) Retained earning

Particulars	31 March 2020	31 March 2019
Opening balance	60,820.38	57,963.25
Add : Net profit/(loss) for the year	7,319.50	2,810.36
<i>Items of other comprehensive income recognised directly in retained earnings</i>		
Add: Remeasurement of post-employment benefit obligation (net of tax)	(78.71)	(89.09)
Less: Proposed Dividend on Equity Shares for the year	(350.25)	(560.40)
Less: Dividend Distribution Tax	(72.00)	(115.18)
Add: Gain on sale of equity instruments transferred from FVOCI - equity instruments (net of tax)	143.94	811.44
Closing balance	67,782.86	60,820.38

#### Nature and purpose of reserves

##### (i) 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.

##### (ii) Foreign currency translation reserve

Exchange differences arising on translation of assets, liabilities, income and expenses of the Group's foreign subsidiaries are recognised in other comprehensive income and accumulated separately in foreign currency translation reserve. The amounts recognised are transferred to the consolidated statement of profit and loss on disposal of the related foreign subsidiaries.

##### (iii) Capital reserve on consolidation

Bargain purchase gain arising on business combination has been recorded directly in capital reserve.

##### (iv) Fair value through other comprehensive income (FVOCI) - equity instruments

The Group has elected to recognise changes in the fair value of certain investments in equity instruments through other comprehensive income. These changes are accumulated within the FVOCI equity instruments reserve. The Group transfers amounts from this reserve to retained earnings when the relevant equity instruments are derecognised.

### Note 18 BORROWINGS

Particulars	31 March 2020	31 March 2019
<b>Non-Current</b>		
<b>Secured</b>		
Term loan - From banks [refer note(a) below]	5,571.69	5,389.81
	5,571.69	5,389.81
Less: Current maturities of long term borrowings (refer note 19)	1,271.45	1,180.65
Add: Interest accrued on non-current borrowings	-	12.39
<b>Total Non-current borrowings</b>	<b>4,300.24</b>	<b>4,221.55</b>
<b>Current</b>		
<b>Secured</b>		
Loan Repayable on demand from Banks [refer note(b) below]	4,534.17	2,139.95
<b>Unsecured</b>		
Other Loans from Banks	1,000.00	2,054.05
Foreign currency loan	1,660.99	-
<b>Total current borrowings</b>	<b>7,195.16</b>	<b>4,194.00</b>

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 18 BORROWINGS (Contd.)

(a) Repayment terms and nature of securities given for Indian rupee term loans from banks are as follows:

Bank	Nature of Security	Terms of Repayment
Term Loan from banks	i) Term Loans (Auto Loans) from bank amounting to Rs. 3.89 lakhs (31 March 2019: Rs. 7.53 lakhs) are secured by hypothecation of respective vehicles.	Equated Monthly Installments beginning from the month subsequent to taking of the Loans.
	ii) Term Loan from Banks amounting to Rs. 3,275.43 lakhs (31 March 2019 : Rs. 3,875.79 Lakhs) is secured by way of pari-passu charge on the tea estates of the Parent Company in India and negative pledge over the shares of subsidiary companies incorporated in Malawi.	Repayable in Half Yearly installments commencing from 31.12.2015, last installment payable on 30.06.2024.
	iii) Term Loan from Banks amounting to Rs. 600.95 lakhs (31 March 19 : Rs 637.45) is secured by the plant and machinery at Makandi Tea Factory and the title deeds of the chiwale estate.	Repayable over a period of 4 years with 12 month moratorium on principal. First principal installment to be paid effective 30.04.2018 and will be fully repaid by December 2022.
	iv) Term Loan from Banks amounting to Rs. 1,069.49 lakhs (31 March 19 : Rs.Nil ) is secured by the plant and machinery at Makandi Tea Factory and the title deeds of the chiwale estate.	Repayable over a period of 4 years with 18 month moratorium on principal. First principal installment to be paid effective 30.06.2020 and will be fully repaid by June 2024.
	v) Term Loan from Banks amounting to Rs 625.00 lakhs (31 March 19 : Rs 875.00 lakhs) is secured by way of first pari-passu charge on immovable / movable properties pertaining to Company's tea gardens.	Repayable in 16 Quarterly installments commencing from 31 December 2018, after a moratorium period of one year from the date of disbursement.

Figures indicated in (a) above includes current maturities of respective borrowings.

### (b) Repayment terms and nature of securities given for short term borrowings

Loans repayable on demand from Banks are secured by a first hypothecation charge on the current assets of the Parent Company, viz. stock of raw materials, finished goods, stores and spares not relating to plant and machinery, bills receivable, book debts and all other movables, both present and future, wherever situated. Secured by a first hypothecation charge on the movable fixed assets of the Parent Company and equitable mortgage over the immovable properties by deposit of title deeds of tea estates.

Loans repayable on demand from Banks amounting to Rs. 1,450.03 lakhs (31 March 2019 : Rs 272.59 Lakhs) are secured by a debenture of up to USD 3 million over the assets of Kawalazi Estate Company Limited with a requirement to create a additional debenture as and when required by the bank.

Loans repayable on demand from Banks amounting to Rs. 1,413.60 lakhs ( 31 March 2019: Rs 1,243.50 Lakhs) are secured over the movable and immovable assets of the Makandi Tea and Coffee Estate Limited.

### Note 19 OTHER FINANCIAL LIABILITIES

Particulars	31 March 2020	31 March 2019
<b>Non-Current</b>		
Security deposits	41.76	50.00
Lease equalisation	-	11.21
Lease Liability	446.49	-
Others	406.07	128.39
<b>Total Other non-current financial liabilities</b>	<b>894.32</b>	<b>189.60</b>

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 19 OTHER FINANCIAL LIABILITIES (Contd.)

Particulars	31 March 2020	31 March 2019
<b>Current</b>		
Current maturities of long-term borrowing (refer Note 18)	1,271.45	1,180.65
Interest accrued but not due on borrowings	22.03	7.04
Unpaid dividends [Refer (a) below]	29.41	24.02
Lease equalisation account	-	11.02
Lease Liability	162.48	-
Accrued Employee benefits	970.10	1,493.46
Liability for capital goods	82.30	18.20
Others	88.92	31.89
<b>Total Other current financial liabilities</b>	<b>2,626.69</b>	<b>2,766.28</b>

(a) There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013.

### Note 20 DEFERRED TAX LIABILITIES (NET)

Particulars	31 March 2020	31 March 2019
<b>Deferred tax liabilities</b>		
Property, plant and equipment	12,514.42	12,052.38
Others	3.95	-
<b>Gross deferred tax liability</b>	<b>12,518.37</b>	<b>12,052.38</b>
<b>Deferred tax assets</b>		
MAT credit entitlement	104.96	278.43
Others	871.31	409.97
<b>Gross deferred tax asset</b>	<b>976.27</b>	<b>688.40</b>
<b>Net deferred tax liability</b>	<b>11,542.10</b>	<b>11,363.98</b>

#### Movement in deferred tax assets / (liability)

Particulars	Property, plant & equipment and Intangible asset	Items allowable for tax purposes on payment	MAT credit entitlement	Others (net)	Total
At 01 April 2018	10,759.52	(81.88)	(160.00)	(346.36)	10,171.28
Charged/(credited):					
- to profit or loss ^	1,292.86	81.88	(118.43)	(11.74)	1,244.57
- to other comprehensive income	-	-	-	(51.87)	(51.87)
At 31 March 2019	12,052.38	-	(278.43)	(409.97)	11,363.98
Charged/(credited):					
- to profit or loss ^	462.03	-	173.47	(413.88)	221.63
- to other comprehensive income	-	-	-	(43.51)	(43.51)
At 31 March 2020	12,514.41	-	(104.96)	(867.36)	11,542.10

^ Deferred Tax Charge /(Credit) for the year excludes exchange loss of Rs. 93.31 lakhs (31 March 2019 : exchange loss of Rs 713.85 lakhs) on account of re-statement of year end deferred tax assets and liabilities.

- (1) Deferred tax assets and liabilities are being offset as they relate to taxes on income levied by the same governing taxation laws.
- (2) The parent Company continues to pay income tax under existing tax regime and has not opted for lower tax rate pursuant to Taxation Law (Amendment) Ordinance, 2019 considering the accumulated MAT credit, and other benefits under the Income Tax Act, 1961.

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 21 OTHER LIABILITIES

Particulars	31 March 2020	31 March 2019
<b>Non current</b>		
Operating lease rentals received in advance	3.94	-
Deferred income on account of government grant#	283.74	191.55
<b>Total Other non-current liabilities</b>	<b>287.68</b>	<b>191.55</b>
<b>Current</b>		
Statutory dues	189.93	128.58
Operating lease rentals received in advance	3.95	-
Deferred income on account of government grant#	5.42	3.87
Others	45.56	42.25
<b>Total Other current liabilities</b>	<b>244.86</b>	<b>174.70</b>

# During the year the parent Company has recognised Rs. 4.22 lakhs (31 March 2019: 3.36 lakhs) in other income on account of government grants.

### Note 22 TRADE PAYABLES

Particulars	31 March 2020	31 March 2019
<b>Current</b>		
Total outstanding dues of micro enterprises and small enterprises	2.31	20.99
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,714.82	2,563.31
<b>Total Trade payable</b>	<b>2,717.13</b>	<b>2,584.30</b>

### Note 23 EMPLOYEE BENEFIT OBLIGATION

Particulars	31 March 2020	31 March 2019
<b>Current</b>		
Leave obligations	103.41	104.49
Pension and gratuity under defined contributory schemes	-	78.60
Gratuity	435.50	193.48
<b>Total Employee benefit obligation</b>	<b>538.91</b>	<b>376.57</b>

Refer to Note 29 for disclosures on employee benefits.

### Note 24 CURRENT TAX LIABILITIES (NET)

Particulars	31 March 2020	31 March 2019
Provision for income tax (net)	81.54	937.57
<b>Total Current tax liabilities</b>	<b>81.54</b>	<b>937.57</b>

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 25 REVENUE FROM OPERATIONS

Particulars	31 March 2020	31 March 2019
Revenue from contracts with customers		
Sale of products - loose and packet tea	25,599.24	28,575.84
Sale of products - macadamia nuts	3,675.43	2,982.67
Sale of services - Business Management and Consultancy	955.84	868.10
Other operating revenues	17.81	2.22
<b>Total Revenue from Operations</b>	<b>30,248.32</b>	<b>32,428.83</b>

### Note 26 OTHER INCOME

Particulars	31 March 2020	31 March 2019
Interest Income (on instruments carried at amortised cost)	41.88	45.46
Foreign exchange gain (net)	-	70.31
Gain on fair valuation of investments classified as fair value through profit or loss	-	35.23
Gain on sale of investments classified as fair value through profit or loss	232.22	27.46
Liabilities no longer required written back	48.45	31.17
Rent received	5.14	5.14
Income from government grant	4.22	3.36
Dividend income	20.51	21.32
Profit on sale of property, plant and equipment	1.04	0.82
Insurance claim	46.08	180.28
Miscellaneous income	134.64	57.14
<b>Total Other Income</b>	<b>534.18</b>	<b>477.69</b>

### Note 27 COST OF MATERIALS CONSUMED

Particulars	31 March 2020	31 March 2019
Green leaf - purchased and consumed	4,009.67	4,362.94
<b>Total Cost of Materials Consumed</b>	<b>4,009.67</b>	<b>4,362.94</b>

### Note 28 CHANGES IN INVENTORIES OF FINISHED GOODS

Particulars	31 March 2020	31 March 2019
<b>Balance at the beginning of the year</b>		
Finished Goods	1,783.88	1,354.63
Finished Goods - Transfer of Tea stock on sale of branded tea business namely Lal Ghora and Kala Ghora	23.77	-
<b>Balance at the end of year</b>		
Finished Goods	2,546.12	1,783.88
Exchange differences	17.91	(77.81)
<b>Total (Increase) in Finished Goods</b>	<b>(768.10)</b>	<b>(507.06)</b>

### Note 29 EMPLOYEE BENEFITS EXPENSE

Particulars	31 March 2020	31 March 2019
Salaries and Wages	9,189.52	9,409.71
Contribution to provident and other funds	1,442.30	1,475.99
Staff welfare expenses	526.57	536.24
<b>Total employee benefit expense</b>	<b>11,158.39</b>	<b>11,421.94</b>

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 29 EMPLOYEE BENEFIT EXPENSES (Contd.)

During the year, the Group recognised an amount of Rs. 38.83 lakhs (2018-19: Rs. 43.12 lakhs ) as remuneration to key managerial personnel. The detail is as below :

Particulars	31 March 2020	31 March 2019
Short-term employee benefits	31.46	36.53
Post employment benefits	7.37	6.59
<b>Total</b>	<b>38.83</b>	<b>43.12</b>

#### (i) Leave Obligations

##### (a) Short term Employee Benefits

The undiscounted amount of Short-term Employee Benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service.

##### (b) Compensated Absences

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

#### (ii) Defined contribution plan

**Provident Fund :** The Parent Company contributes 12% of the basic salary of employees towards Provident Fund Scheme to the relevant provident fund authorities (Regional Provident Fund Commissioner/ Assam Tea Plantation Provident Fund account).

The Parent Company contributed Rs. 595.38 lakhs and Rs. 591.57 lakhs during the year ended 31 March 2020 and 31 March 2019 respectively.

**Superannuation Fund :** The Parent Company provides for Superannuation benefit to certain employees wherein 15% of basic salary is funded with Life Insurance Corporation of India.

The Parent Company contributed Rs. 7.61 lakhs and Rs. 8.76 lakhs during the year ended 31 March 2020 and 31 March 2019 respectively.

**Others :** Others consist of company and employee's contribution to:

Employees Pension Scheme [Total amount charged to the statement of Profit and Loss for the year Rs.10.77 lakhs (Previous Year 2018-19 Rs.11.16 lakhs)]

Employees State Insurance [Total amount charged to the statement of Profit and Loss for the year Rs.0.92 lakhs (Previous Year 2018-19 Rs.1.01 lakhs)]

#### (iii) Post Employment Benefits Plans

The Parent Company provides for gratuity, a defined benefit retirement plan covering eligible employees. As per the scheme, the Gratuity Trust Fund make payment to vested employees at retirement, death/disability, withdrawal of an amount based on the respective employee's eligible salary for specified number of days depending upon the tenure of service subject to a maximum of Rs 20 lakhs. Vesting occurs upon completion of five years of service. Liability with regard to the aforesaid gratuity plan is determined by actuarial valuation as set out in Note 2(13)(iii) based upon which the Company makes annual contributions for Gratuity to the Trust Fund.

The Subsidiaries Company incorporated in Malawi contributes to a pension fund administered by a third party. The Scheme is a defined contribution pension plan and is funded through payments to a trustee-administered fund. A defined Contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. The Company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The Company has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available. Contribution to such funds amount to Rs. 65.69 lakhs and Rs. 82.22 lakhs during the year ended 31 March 2020 and 31 March 2019 respectively.

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 29 EMPLOYEE BENEFIT EXPENSES (Contd.)

#### (iv) 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
01 April 2018	2,006.68	2,006.68	-
Current service cost	98.89	-	98.89
Interest expense/income	133.47	152.50	(19.03)
<b>Total amount recognised in profit or loss</b>	<b>232.36</b>	<b>152.50</b>	<b>79.86</b>

##### Remeasurement

Return on plan assets, excluding amounts included in interest expense/(income)	-	5.96	(5.96)
Actuarial (gain)/loss from change in demographic assumptions	-	-	-
Actuarial (gain)/loss from change in financial assumptions	21.68	-	21.68
Actuarial (gain)/loss from unexpected experience	97.90	-	97.90
<b>Total amount recognised in other comprehensive income</b>	<b>119.58</b>	<b>5.96</b>	<b>113.62</b>
Employer contributions/ premium paid	-	-	-
Benefit payments	123.03	123.03	-
<b>31 March 2019</b>	<b>2,235.59</b>	<b>2,042.11</b>	<b>193.48</b>

Particulars	Present Value of Obligation	Fair Value of plan assets	Net Amount
01 April 2019	2,235.59	2,042.11	193.48
Current service cost	126.00	-	126.00
Interest expense/income	163.34	149.20	14.14
<b>Total amount recognised in profit or loss</b>	<b>289.34</b>	<b>149.20</b>	<b>140.14</b>

##### Remeasurement

Return on plan assets, excluding amounts included in interest expense/(income)	-	(44.09)	44.09
Actuarial (gain)/loss from change in demographic assumptions	-	-	-
Actuarial (gain)/loss from change in financial assumptions	150.11	-	150.11
Actuarial (gain)/loss from unexpected experience	(82.32)	-	(82.32)
<b>Total amount recognised in other comprehensive income</b>	<b>67.79</b>	<b>(44.09)</b>	<b>111.88</b>
Employer contributions/ premium paid	-	10.00	(10.00)
Benefit payments	115.52	115.52	-
<b>31 March 2020</b>	<b>2,477.20</b>	<b>2,041.70</b>	<b>435.50</b>

#### (v) Significant estimates: actuarial assumptions

The significant actuarial assumptions were as follows :

Particulars	31 March 2020	31 March 2019
Discount rate	6.70%	7.50%
Expected return on plan asset	6.70%	7.50%
Salary growth rate	6.00%	6.00%
Attrition rate	1.00%	1.0%
Mortality rate	Indian Assured Lives Mortality (2006-08) (modified) Ultimate	Indian Assured Lives Mortality (2006-08) (modified) Ultimate



## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 29 EMPLOYEE BENEFIT EXPENSES (Contd.)

#### (vi) Sensitivity analysis

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

Particulars	Impact on defined benefit obligation			
	31 March 2020		31 March 2019	
	Increase	Decrease	Increase	Decrease
Discount rate (-/+ 1%)	216.39	184.86	190.69	163.67
Salary growth rate (+/- 1%)	215.79	187.66	191.71	167.31
Attrition rate (+/- 1%)	10.07	11.49	20.52	23.25

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 as when calculating the defined benefit liability recognised in the balance sheet.

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

#### (vii) The major categories of plans assets

Particulars	31 March 2020	31 March 2019
Investment with Private Insurance Companies	27.30%	27.14%
Administered by Life Insurance Corporation of India	68.86%	70.22%
Investment in Mutual Fund	0.61%	0.59%
Special Deposits and Bonds	1.33%	1.33%
Others Including Bank Balances	1.90%	0.72%

#### (viii) Risk exposure

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

##### Investment risk :

If plan is funded, then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

**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.

#### (ix) Defined benefit liability and employer contributions

Expected contributions to post-employment benefits plans for the year ending 31 March 2020 is Rs. 435.50 (31 March 2019: Rs. 193.48).

The weighted average duration of the defined benefit obligation is 10 years (31 March 2019 – 10 years).

Expected benefit payments for the year ending	31 March 2020	31 March 2019
31 March 2021 (31 March 2020)	396.45	309.75
31 March 2022 (31 March 2021)	198.46	174.20
31 March 2023 (31 March 2022)	173.12	210.78
31 March 2024 (31 March 2023)	210.70	182.33
31 March 2025 (31 March 2024)	198.78	227.77
31 March 2026 to 31 March 2030 (31 March 2025 to 31 March 2029)	1,212.91	1,214.67

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 30 FINANCE COSTS

Particulars	31 March 2020	31 March 2019
Interest expense	457.33	508.36
Interest expense on lease liability	63.38	-
Other borrowing costs	617.73	296.96
Applicable net loss on foreign currency transactions and translation	-	(8.94)
	<b>1,138.44</b>	<b>796.38</b>
Less: Interest capitalised	(83.91)	(69.37)
<b>Total Finance Cost</b>	<b>1,054.53</b>	<b>727.01</b>

The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the parents entity's total borrowing during the last year, in this case is 7.00% (31 March 2019: 7.00%).

### Note 31 DEPRECIATION EXPENSE

Particulars	31 March 2020	31 March 2019
Depreciation on property, plant and equipment	1,833.97	1,866.15
Depreciation on right of use assets	114.36	-
<b>Total</b>	<b>1,948.33</b>	<b>1,866.15</b>

### Note 32 OTHER EXPENSES

Particulars	31 March 2020	31 March 2019
Consumption of stores and spare parts including Packing Material	3,030.45	2,602.78
Power & fuel	3,707.26	3,158.60
Rent	17.04	155.72
Repairs and maintenance		
Plant & machinery	645.34	576.83
Buildings	198.54	132.37
Others	467.70	550.28
Insurance	182.06	190.17
Rates and taxes	70.39	70.65
Freight, delivery and shipping charges	1,027.06	843.85
Brokerage and commission on sales	25.34	85.62
Other selling expenses	314.92	137.10
Cess on tea	51.30	155.77
Auditors' remuneration	109.46	82.10
Advertisements	56.54	149.54
Travelling and conveyance	337.10	385.28
Allowance for expected credit losses	70.44	-
Bad debts written off	603.41	-
Loss on fair valuation of investments classified as fair value through profit or loss	163.42	-
Expenditure towards Corporate Social Responsibility activities	16.00	31.20
Net loss on foreign currency transactions/translations	95.94	-
Inventory of raw materials written off	-	36.88
Miscellaneous expenses	2,148.38	1,968.06
<b>Total</b>	<b>13,338.08</b>	<b>14,312.80</b>

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 33 EXCEPTIONAL ITEMS

Particulars	31 March 2020	31 March 2019
Net gain on sale of land- Refer Note (a) below	21.98	-
Net gain on sale of branded tea business - Refer Note (b) below	10,047.82	-
<b>Total</b>	<b>10,069.80</b>	<b>-</b>

(a) Net gain on sale of land pertains to land at Jaipur, Rajasthan included under "Asset held for sale" for the year ended 31 March 2019.

(b) Net gain on transfer of branded tea business pertains to transfer of branded tea business namely Lal Ghora and Kala Ghora to Tata Global Beverages Limited.

### Note 34 INCOME TAX EXPENSE

This note provides an analysis of the Group's income tax expense, shows amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the Group's tax positions.

Particulars	31 March 2020	31 March 2019
(a) Income tax expense		
Current tax		
Current tax on profits for the year	1,996.91	813.23
Adjustments for current tax of prior periods	10.99	-
<b>Total current tax expense</b>	<b>2,007.90</b>	<b>813.23</b>
Increase in deferred tax liabilities	128.32	530.59
<b>Total deferred tax expense</b>	<b>128.32</b>	<b>530.59</b>
<b>Income tax expense</b>	<b>2,136.22</b>	<b>1,343.82</b>

(b) Reconciliation of tax expense as per the effective rate of tax and statutory rate of tax :

Particulars	31 March 2020	31 March 2019
Profit before tax	9,455.72	4,154.18
Tax on above#	2,822.84	1,246.62
Tax effects of :		
Permanent differences	4.74	108.25
Tax on exempt income	(74.76)	(6.32)
Income taxed at different rates	(652.74)	(22.46)
Weighted deductions for research and development	(3.49)	(3.44)
Unrecognized deferred tax credit on agricultural losses	241.12	-
Earlier year tax adjustment	10.99	80.43
Impact due to set off of current year's business loss with components chargeable at lower rate	36.75	-
Others	(249.23)	(59.26)
<b>Total income tax expense/(credit)</b>	<b>2,136.22</b>	<b>1,343.82</b>

# The Statutory tax rate applicable to various entities in the group range from 17% -30% (31 st March 2019 - 17% - 30%)

### Note 35 EARNINGS PER SHARE

Particulars	31 March 2020	31 March 2019
(i) Basic and Diluted*		
Weighted average number of equity shares outstanding during the year (A)	7,004,951	7,004,951
Nominal value of each equity Share (Rs.)	10	10
Profit for the year (Rs. in lakhs) (B)	7,319.50	2,810.36
Earnings per share (Basic and diluted) (Rs.) (B/A)	104.49	40.12

\* the Parent Company does not have any instruments for which diluted earnings per share needs to be calculated.

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 36 CAPITAL MANAGEMENT

#### (a) Risk management

The Group's objectives when managing capital are to:

- (a) 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
- (b) maintain an optimal capital structure to reduce the cost of capital.

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

The Group'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 Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The capital structure of the Group consists of debt, cash and cash equivalents and equity attributable to equity shareholders of the Group which comprises issued share capital and accumulated reserves disclosed in the Statement of Changes in Equity.

Consistent with others in the industry, the Group monitors capital on the basis of net debt to equity ratio and maturity profile of overall debt portfolio of the Group.

Net Debt implies borrowings of the Group as reduced by Cash and Cash Equivalent and Equity comprises all components attributable to the owners of the Group.

The following table summarises the Net Debt, Equity and Ratio thereof.

Particulars	Note	31 March 2020	31 March 2019
(i) Total Debt			
Borrowings - Non-Current	18	4,300.24	4,221.55
- Current	18	7,195.16	4,194.00
Current Maturities of Long Term Debt	19	1,271.45	1,180.65
Interest accrued but not due on borrowings	19	22.03	7.04
		12,788.88	9,603.24
Less : Cash and Cash Equivalents	14	914.23	626.86
<b>Net Debt</b>		<b>11,874.65</b>	<b>8,976.38</b>
(ii) Equity attributable to Shareholders		82,602.12	75,765.62
(iii) Net debt to equity ratio		14.38%	11.85%

Under the terms of the major borrowing facilities, the Group has complied with the financial covenants as imposed by the bank and financial institutions.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2019 and 31 March 2020.

#### (b) Dividend

Particulars	31 March 2020	31 March 2019
(i) Final dividend paid on equity shares during the year	350.25	560.40
(ii) Dividends not recognised at the end of the reporting period		
In addition to the above dividends, since year end the directors have recommended the payment of final dividend of Rs. 2.50/- per fully paid equity share (31 March 2019 - Rs 5/-). This proposed dividend is subject to the approval of the shareholders in the ensuing annual general meeting.	175.12	325.25
Related Tax Impact on proposed dividend (Rs.)	-	72.00

The Board of Directors in its meeting on June 26, 2020 has proposed a final dividend of Rs 2.50/- per equity share for the financial year ended March 31, 2020. The proposal is subject to the approval of the shareholders at the Annual General Meeting and if approved would result in a cash outflow of Rs 175.12 Lakhs.

### Note 37 FAIR VALUE MEASUREMENTS

This section gives an overview of the significance of financial instruments for the Group and provides additional information on Balance Sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2 to the financial statements.

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 37 FAIR VALUE MEASUREMENTS (Contd.)

#### Financial instruments by category

Particulars	31 March 2020				
	FVPL	FVOCI	Amortised Cost	Total Carrying Value	Total Fair Value
<b>Financial assets</b>					
(i) Investments	8,962.55	3,187.91	-	12,150.46	12,150.46
(ii) Loans and deposits	-	-	288.66	288.66	288.66
(iii) Trade receivables	-	-	3,519.73	3,519.73	3,519.73
(iv) Cash and cash equivalents	-	-	914.23	914.23	914.23
(v) Other bank balance	-	-	29.41	29.41	29.41
(vi) Other financial assets	-	-	498.77	498.77	498.77
<b>Total financial assets</b>	<b>8,962.55</b>	<b>3,187.91</b>	<b>5,250.80</b>	<b>17,401.26</b>	<b>17,401.26</b>
<b>Financial liabilities</b>					
(i) Borrowings	-	-	11,495.40	11,495.40	11,495.40
(ii) Trade and other payables	-	-	2,717.13	2,717.13	2,717.13
(iii) Other financial liabilities	-	-	3,521.01	3,521.01	3,521.01
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>17,733.54</b>	<b>17,733.54</b>	<b>17,733.54</b>

Particulars	31 March 2019				
	FVPL	FVOCI	Amortised Cost	Total Carrying Value	Total Fair Value
<b>Financial assets</b>					
(i) Investments	730.35	3,581.87	-	4,312.22	4,312.22
(ii) Loans and Deposits	-	-	268.47	268.47	268.47
(iii) Trade receivables	-	-	4,387.08	4,387.08	4,387.08
(iv) Cash and cash equivalents	-	-	626.86	626.86	626.86
(v) Other bank balance	-	-	24.02	24.02	24.02
(vi) Other financial assets	-	-	820.69	820.69	820.69
<b>Total financial assets</b>	<b>730.35</b>	<b>3,581.87</b>	<b>6,127.12</b>	<b>10,439.34</b>	<b>10,439.34</b>
<b>Financial liabilities</b>					
(i) Borrowings	-	-	8,415.55	8,415.55	8,415.55
(ii) Trade and other payables	-	-	2,584.30	2,584.30	2,584.30
(iii) Other financial liabilities	-	-	2,955.88	2,955.88	2,955.88
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>13,955.73</b>	<b>13,955.73</b>	<b>13,955.73</b>

#### (i) Fair value hierarchy

This section provides the fair value measurement hierarchy of the Investment properties, Financial instruments and Biological assets other than bearer plants.

#### (a) Investment Properties

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its investment properties into level 3 in the fair value hierarchy.

Particulars	31 March 2020			31 March 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Financial assets :</b>						
Investments Properties	-	-	652.59	-	-	620.72
	-	-	652.59	-	-	620.72

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 37 FAIR VALUE MEASUREMENTS (Contd.)

#### (b) Financial Instruments

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Particulars	31 March 2020			31 March 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets :						
Investments	10,826.12	-	1,324.34	3,893.91	-	418.31
	10,826.12	-	1,324.34	3,893.91	-	418.31

#### (c) Biological assets other than bearer plants

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its biological assets other than bearer plants into level 2 & level 3 in the fair value hierarchy.

Biological assets other than bearer plants for which fair value (less cost to sell) are disclosed

Particulars	31 March 2020			31 March 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Biological assets (India)	-	-	-	-	48.91	-
Biological assets (Malawi)	-	-	1,816.71	-	-	1,791.11
	-	-	1,816.71	-	48.91	1,791.11

The following table illustrates the sensitivity to a 5 % variation in each of the significant unobservable inputs used to measure the fair value of the biological assets on 31 March 2020 and 31 March 2019.

Impacts in the fair value resulting from :

Significant variable inputs	2020		2019	
	5% decrease	5% increase	5% decrease	5% increase
Biological assets (India) :				
Purchase price of bought tea leaves	-	-	(2.45)	2.45
Biological assets (Malawi):				
Average yield	(50.90)	50.90	(51.42)	51.42
Average sales price	(57.23)	57.23	(59.96)	59.96

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

**Quoted prices in an active market (Level 1) :** This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares, bonds and mutual fund. The fair value for all equity shares and bonds which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

**Valuation techniques with observable inputs (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.

**Valuation techniques with significant unobservable inputs (Level 3) :** This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). 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. This level of hierarchy includes Group's investment in equity shares which are unquoted or for which quoted prices are not available at the reporting dates.

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 37 FAIR VALUE MEASUREMENTS (Contd.)

#### (ii) Transfers between level 1, level 2 and level 3

There is no transfer during the year between level 1, level 2 and level 3 with reference to financial instruments and biological assets other than bearer plants.

#### (iii) Valuation technique used to determine fair value

Specific valuation technique used to determine fair value includes:

- (a) Investments carried at fair value are generally based on market price quotations. However in cases where quoted prices are not available the management has involved valuation experts to determine the fair value of the investments. Different valuation techniques have been used by the valuers for different investments.
- (b) The carrying amounts of other financial assets and liabilities carried at amortised cost closely approximate their fair values. The impact of discounting on such financial assets or liabilities is not significant due to the market terms (rates and tenor) available and because the instruments are short term in nature or do not have any fixed contractual maturities.
- (c) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

#### (iv) Equity Instruments carried at fair value through other comprehensive income

These investments in equity shares are not held for trading. Instead, they are held for long term purpose. The Company has chosen to designate these investments in equity instruments at FVOCI since, it provides a more meaningful presentation. During the year, the Company has sold certain investments carried at FVOCI.

### Note 38 FINANCIAL RISK MANAGEMENT

In the course of its business, the Group is exposed primarily to fluctuations in interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. In order to minimise any adverse effects on the financial performance of the Group, the Group has risk management policies as described below :

#### (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 Group 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.

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 Group. None of the financial instruments of the Group result in material concentration of credit risk.

The carrying value of financial assets represents the maximum credit risk. The maximum exposure to credit risk was Rs. 17,364.56 lakhs, Rs. 10,405.09 lakhs, as at 31 March 2020 and 31 March 2019 respectively, being the total carrying value of financial assets excluding cash on hand.

##### i) Trade and other receivables

Credit risk on receivables is minimum since sales through different mode (eg. auction, consignment, private) are made after judging credit worthiness of the customers or advance payment. The history of defaults has been minimal and outstanding receivables are regularly monitored.

The Group is making provisions on trade receivables based on Expected Credit Loss (ECL) model. The reconciliation of ECL is as follows:

Particulars	2019-20	2018-19
Opening balance	-	28.01
Charge in statement of profit and loss	70.44	-
Less : Utilised during the year	-	(28.01)
	70.44	-

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 38 FINANCIAL RISK MANAGEMENT (Contd.)

#### ii) Financial instruments and bank deposits

For credit risk on the loans to parties, the Group is not expecting any material risk on account of non-performance by any of the parties. Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

#### (B) Liquidity Risk

Liquidity risk refers to the risk that the Group may encounter difficulty in meeting its financial obligations in accordance with terms of contract. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

Management monitors rolling forecasts of the Group's liquidity position (including the undrawn credit facilities extended by banks and financial institutions) and cash and cash equivalents on the basis of expected cash flows. In addition, the Group's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

#### (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 31 March 2020	Carrying Value	Less than 1 year	1-3 years	3-5 years	More than 5 years	Total
Borrowings	11,495.40	7,195.16	3,332.47	1,119.00	-	11,646.63
Other financial liabilities	3,521.01	2,626.69	296.43	183.75	1,935.59	5,042.47
Trade payables	2,717.13	2,717.13	-	-	-	2,717.13
<b>Total financial liabilities</b>	<b>17,733.54</b>	<b>12,538.97</b>	<b>3,628.89</b>	<b>1,302.75</b>	<b>1,935.59</b>	<b>19,406.22</b>

Contractual maturities of financial liabilities 31 March 2019	Carrying Value	Less than 1 year	1-3 years	3-5 years	More than 5 years	Total
Borrowings	8,415.55	4,194.00	2,471.41	1,629.72	343.38	8,638.50
Other financial liabilities	2,955.88	2,582.65	148.38	93.38	91.64	2,916.06
Trade payables	2,584.30	2,584.30	-	-	-	2,584.30
<b>Total financial liabilities</b>	<b>13,955.73</b>	<b>9,360.95</b>	<b>2,619.79</b>	<b>1,723.10</b>	<b>435.02</b>	<b>14,138.87</b>

#### (C) Market Risk

#### (i) Foreign currency risk

The Group deals with foreign currency loan, trade and other receivables, cash and cash equivalents, trade payables, etc. and is therefore exposed to foreign exchange risk associated with exchange rate movement.



## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 38 FINANCIAL RISK MANAGEMENT (Contd.)

#### Foreign currency risk exposure

The Group's exposure to foreign currency risk at the end of the reporting period expressed in Rs (foreign currency amount multiplied by closing rate), are as follows :

	31 March 2020		31 March 2019	
	USD	EUR	USD	EUR
(Values in Rs. Lakhs)				
<b>Financial assets</b>				
Trade and other receivables	1,145.14	-	1,427.25	-
Other financial assets	61.09	-	213.39	-
Cash and cash equivalents	92.97	-	98.35	-
<b>Financial liabilities</b>				
Trade and other payables	1,296.20	-	1,454.75	-
Other financial liabilities	1,796.41	-	116.81	-
Borrowings	7,809.50	1,660.99	1,729.90	1,557.06
Interest payable	-	3.32	-	-
<b>Net exposure to foreign currency risk</b>	<b>(9,602.91)</b>	<b>(1,664.31)</b>	<b>(1,562.47)</b>	<b>(1,557.06)</b>

#### Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

	Impact on profit before tax		Impact on equity	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
<b>USD sensitivity</b>				
Rs/USD appreciates by 5% (31 March 2019 - 5%)@	480.15	78.12	337.78	54.96
Rs/USD depreciates by 5% (31 March 2019 - 5%)@	(480.15)	(78.12)	(337.78)	(54.96)
<b>EUR sensitivity</b>				
Rs/EUR appreciates by 5% (31 March 2019 - 5%)@	83.22	77.85	58.54	54.77
Rs/EUR depreciates by 5% (31 March 2019 - 5%)@	(83.22)	(77.85)	(58.54)	(54.77)

@ Holding all other variables constant

#### (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 Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Group to cash flow interest rate risk. During 31 March 2020 and 31 March 2019, the Group's borrowings at variable rate were denominated in both Rupees and foreign currency.

The Group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

#### (a) Interest rate risk exposure

##### On Financial Liabilities :

The exposure of the Group's financial liabilities to interest rate risk is as follows:

Particulars	31 March 2020	31 March 2019
Variable rate borrowings	10,095.59	8,457.18
Fixed rate borrowings	2,674.33	1,144.98
<b>Total borrowings</b>	<b>12,769.92</b>	<b>9,602.16</b>

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 38 FINANCIAL RISK MANAGEMENT (Contd.)

#### (b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates as below :

	Impact on profit before tax		Impact on equity	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Interest expense rates – increase by 50 basis points (50 bps)*	(50.48)	(42.29)	(35.51)	(29.75)
Interest expense rates – decrease by 50 basis points (50 bps)*	50.48	42.29	35.51	29.75

\* Holding all other variables constant

#### (iii) Price Risk

##### (a) Exposure

The Group's exposure to equity securities & mutual funds price risk arises from investments held by the Group and classified in the balance sheet at fair value through Other Comprehensive Income or at Fair Value through Statement of Profit & Loss. To manage its price risk arising from investments in equity securities & mutual funds, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group. In general, these investments are not held for trading purposes.

The majority of the Group's equity investments & mutual funds are publicly traded.

##### (b) Sensitivity

The table below summarizes the impact of increase/decrease of the share prices on the Group's equity.

	Impact on equity	
	31 March 2020	31 March 2019
Quoted Investments - Increase 5%*	541.31	215.61
Quoted Investments - Decrease 5%*	(541.31)	(215.61)

\* Holding all other variables constant

#### (D) Agricultural Risk

Cultivation of tea, macademia nuts and timber being agricultural activities, there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions, logistic problems inherent to remote areas, and fluctuation of selling price of finished goods due to change in supply/availability.

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

- Sufficient inventory levels of agro chemicals, fertilizers and other inputs are maintained so that timely corrective action can be taken in case of adverse weather conditions.
- Sufficient level of consumable stores viz packing materials, coal and HSD are maintained in order to mitigate financial risk arising from logistics problems.
- Sufficient working-capital-facility is obtained from banks in such a way that cultivation, manufacture and sale of tea, macademia nuts and timber are not adversely affected.

### Note 39 SEGMENT REPORTING

The Group is primarily engaged in business of cultivation, manufacture and sale of tea and macademia nuts and other allied services relating to plantation sector across various geographical locations with different political and economic environment, risks and return etc. Accordingly, operating segments have been identified based on the different geographical areas. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker viz. board of directors.

Segment assets / liabilities comprise assets / liabilities directly managed by each segment. Segment assets primarily include receivables, property, plant and equipment, capital work-in-progress, goodwill, non-current investments, inventories, cash and cash equivalents, inter-segment assets. Segment liabilities primarily include operating liabilities. Segment capital expenditure include additions to property, plant and equipment.

The reporting segments of the Company are as below:

**India :** This covers cultivation, manufacture and sale of tea from India and other allied services relating to plantation sector.

**Rest of the world :** This primarily covers business of cultivation, manufacture and sale of tea and macademia nuts from Malawi and other allied services relating to plantation sector.

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 39 SEGMENT REPORTING (Contd.)

Summary of the segmental information for the year ended and as of 31 March 2020 is as follows :

Particulars	India	Rest of the World	Unallocated	Total
<b>Segment Revenue</b>				
Revenue	17,737.86	12,510.46	-	30,248.32
	<b>17,737.86</b>	<b>12,510.46</b>	<b>-</b>	<b>30,248.32</b>
Segment Results [Profit/(Loss) before exceptional items interest and tax]	(1,370.00)	1,276.27	-	(93.73)
Finance cost			(1,054.53)	(1,054.53)
Other Income			534.18	534.18
Exceptional items			10,069.80	10,069.80
<b>Profit Before Tax</b>				<b>9,455.72</b>
Segment Assets	58,012.82	40,902.27	14,153.66	113,068.74
Segment Liabilities	3,716.39	2,228.55	24,521.69	30,466.62
Segment Capital Expenditure	815.29	3,424.75	-	4,240.03
Segment Depreciation	864.37	1,083.96	-	1,948.33

Summary of the segmental information for the year ended and as of 31 March 2019 is as follows:

Particulars	India	Rest of the World	Unallocated	Total
<b>Segment Revenue</b>				
Revenue	18,081.27	14,347.56	-	32,428.83
	<b>18,081.27</b>	<b>14,347.56</b>	<b>-</b>	<b>32,428.83</b>
Segment Results [Profit before interest and tax]	280.04	4,123.46	-	4,403.50
Finance cost			(727.01)	(727.01)
Other Income			477.69	477.69
Exceptional items			-	-
<b>Profit before Tax</b>				<b>4,154.18</b>
Segment Assets	58,629.11	37,924.25	6,301.36	102,854.72
Segment Liabilities	3,535.40	1,498.33	22,055.37	27,089.10
Segment Capital Expenditure	674.77	3,095.53	-	3,770.30
Segment Depreciation	750.04	1,116.11	-	1,866.15

### Geographical Information

(a) Revenue from external customers:

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
India	17,737.86	18,081.27
Rest of the World	12,510.46	14,347.56
	<b>30,248.32</b>	<b>32,428.83</b>

### Note 40 RELATED PARTY TRANSACTIONS

Name of the related parties and description of relationship

(A) Group Companies/Enterprises in which Key Management Personnel have significant influence and with whom transactions took place during the year :

- |  |  |
|--|--|
| (1) Naga Dhunseri Group Limited  | (2) Trimplex Investments Limited         |
| (3) Mint Investments Limited   | (4) Dhunseri Investments Limited         |
| (5) Dhunseri Ventures Limited w.e.f 11 December 2018<br>(formerly known as Dhunseri Petrochem Ltd) | (6) Dhunseri Overseas Private Limited    |
| (7) IVL Dhunseri Petrochem Industries Private Limited  | (8) Khaitan & Co (upto 8 September 2019) |
| (9) Khaitan & Co LLP (upto 8 September 2019)   |  |

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 40 RELATED PARTY TRANSACTIONS (Contd.)

#### (B) Key Management Personnel (KMP) @

Name	Designation
(1) Mr. C.K.Dhanuka	Chairman and Managing Director
(2) Mr. Mrigank Dhanuka	Executive Director (upto 22 July 2019)
(3) Mr. R.K.Sharma	Non-Executive Director
(4) Mr. Basudeo Beriwal	Non-Executive Director (upto 21 May 2018)
(5) Mr. Ashoke Kumar Dutta	Non-Executive Director (effective from 21 May 2018)
(6) Mr. Bharat Bajoria	Non-Executive Director
(7) Ms. Nandini Khaitan	Non-Executive Director (upto 8 September 2019)
(8) Mr. Vivek Goenka	Non-Executive Director
(9) Ms. Aaradhana Jhunjhunwala	Non-Executive Director (effective from 14 November 2019)

#### (C) Post employment Benefit Plan Entity

- (1) Dhunseri Petrochem Limited Employees Gratuity Fund

#### (D) Details of related party transactions/balances

The following transactions occurred with the related parties :

Related Party	Relationship	Outstanding as at 31st March, 2020	Outstanding as at 31st March, 2019	Payable/ receivable/ others	Nature of Transaction	2019-2020	2018-2019
Dhunseri Overseas Private Limited	A	1,217.54	311.50	Investment	Investment in Shares	897.00	-
IVL Dhunseri Petrochem Industries Private Limited	A	-	0.38	Receivable	Reimbursement of Expenses	-	0.38
Dhunseri Ventures Limited	A	-	2.12	Receivable	Reimbursement of Expenses Dividend Paid	- 16.31	2.12 26.10
Trimplex Investments Limited	A	61.50	61.50	Security deposit - receivable	Rent and Other expenses# Dividend Paid	79.55 2.88	81.65 4.61
Naga Dhunseri Group Limited	A	-	-	-	Rent and Other expenses# Dividend Paid Rent and Other expenses#	32.91 30.79 54.80	32.81 49.26 41.50
Mint Investments Limited	A	-	-	-	Dividend Paid Capital Advance	14.82 100.00	23.71 -
Dhunseri Investments Limited	A	100.00	-	Capital Advance	Purchases of Stores and Spares Reimbursement of Expenses Rent and Other expenses# Dividend Paid	1.32 0.49 29.03 160.32	- - 30.01 256.51
Khaitan & Co. (upto 8 September 2019)	A	-	-		Legal and Professional Fees & Reimbursement of Expenses	1.75	7.44
Khaitan & Co. LLP (upto 8 September 2019)	A	(0.26)##	1.55	(Receivable) /Payable	Legal and Professional Fees & Reimbursement of Expenses	1.93	13.60
Mr. C.K. Dhanuka @	B	(25.00)	(25.00)	Security deposit - Payable	Short-term employee benefits Post employment benefits Rent Received	24.98 6.57 0.60	21.21 3.63 0.60
		0.05		Receivable	Dividend Paid	0.46	0.73
Mr. M. Dhanuka @	B	(25.00)	(25.00)	Security deposit - Payable	Short-term employee benefits Post employment benefits Rent Received	6.48 0.80 0.60	15.32 2.96 0.60
		0.05	-	Receivable	Rent Received Sitting Fees Dividend Paid	0.10 0.10 1.16	- - 1.85

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 40 RELATED PARTY TRANSACTIONS (Contd.)

Related Party	Relationship	Outstanding as at 31st March, 2020	Outstanding as at 31st March, 2019	Payable/receivable/others	Nature of Transaction	2019-2020	2018-2019
Mr. R.K.Sharma	B	-	-	-	Sitting Fees	0.60	0.30
					Dividend Paid	0.01	0.01
Mr. Basudeo Beriwal	B	-	-	-	Sitting Fees	-	0.25
Mr. Bharat Bajoria	B	-	-	-	Sitting Fees	1.00	0.65
Mr. Vivek Goenka	B	-	-	-	Sitting Fees	1.15	0.80
Mr. Ashoke Kumar	B	-	-	-	Sitting Fees	0.90	0.15
Dutta							
Ms. Nandini Khaitan	B	-	-	-	Sitting Fees	0.25	0.30
Ms. Aaradhana Jhunjhunwala	B	-	-	-	Sitting Fees	0.30	-
Post employment Benefit Plan Entity Dhunseri Petrochem Limited Employees	C	(435.50)	(193.48)	Contribution-Payable	Contribution Paid	100.00	-
Gratuity Fund							

@ Details of remuneration to key managerial personnel have been included in note 29

# Includes Rent paid against leased assets has been accounted for in accordance with India Accounting Standards 116 (Ind AS 116, Leases w.e.f. 01-04-2019)

## Outstanding as at 8 September 2019

#### Other Terms & Condition of related party transaction

Transactions related to dividend were on the same terms and conditions that applied to other shareholders. The other transactions are made in the ordinary course of business. Outstanding balances at the year end are unsecured. No provision are held against receivable from related parties.

### Note 41 FAIR VALUE OF BIOLOGICAL ASSETS AND AGRICULTURAL PRODUCE

In view of lockdown across the country in the months of March and April as more elaborated in Note 47, the tea leaves lying on tea bushes as on March 31, 2020 were not harvested. These tea leaves were considered by the management as unusable for the production of tea. Accordingly, the biological assets other than bearer plants as at 31 March 2020 have been valued at Nil (previous year Rs. 48.91 lakhs) relating to Parent Company.

The Biological Assets other than bearer plants of the Subsidiary Companies consists of Unplucked green leaf, Macademia and Timber, the carrying amount of which as per Note 13 of the Consolidated Financial Statements amounts to Rs. 1816.71 lakhs.

The carrying amount of the Finished Goods (Inventories) as per Note 12 of the Consolidated Financial Statements amounts to Rs. 2,546.12 lakhs (previous year Rs. 1,783.88 lakhs). The same comprise of Tea made out of tea leaves harvested from own gardens ("agricultural produce") amounting to Rs. 578.59 lakhs (previous year Rs. 555.77 lakhs) and Tea made out of purchased tea leaves amounting to Rs. 740.81 lakhs (previous year Rs. 472.42 lakhs) in case of Parent Company and in case of Subsidiary Companies it comprise of Tea and Macademia amounting to Rs. 1,226.72 Lakhs (previous year Rs. 755.69 lakhs).

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 41 FAIR VALUE OF BIOLOGICAL ASSETS AND AGRICULTURAL PRODUCE (Contd.)

The biological assets (Tea leaves growing on tea bushes, Macademia and Timber) and agricultural produce used in the production of finished goods of tea used in such inventory are stated at fair value less costs to sell. Such inventory of Tea and Macademia are carried at the lower of cost and net realizable value. The same is applying the principles of Ind AS 41 and Ind AS 2.

The valuation of biological assets and agricultural produce used in the production of finished goods (Tea and Macademia) involves judgements in the consideration of factors used in the determination of fair value of such agricultural produce. The company considers various factors such as comparing the actual selling prices prevailing around year end for completed seasonal cycle, including technical factors which determine the quality and hence the fair value of biological assets and agricultural produce. The said practice is consistently practiced by the Parent company.

### Note 42 CONTINGENT LIABILITIES

Particulars	31 March 2020	31 March 2019
(a) Claims against the Group not acknowledged as debts		
(i) Income Tax-matter under dispute	63.61	63.61
(ii) Cases which are pending in the courts of Malawi	98.21	122.45
(b) Bank Guarantee given for employees	11.06	24.69
	<b>172.88</b>	<b>210.75</b>

It is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.

The Group does not expect any reimbursements in respect of the above contingent liabilities.

### Note 43 COMMITMENTS

Particulars	31 March 2020	31 March 2019
<b>Capital Commitments</b>		
Estimated value of contracts in capital account remaining to be executed [net of advances Rs.220.35 lakhs (31 March 2019: Rs. 137.24)]	187.75	127.05
	<b>187.75</b>	<b>127.05</b>

### Note 44 LEASES

#### Operating Lease

The Group's lease contract which qualifies as leases under Ind AS 116, are majorly in respect of leases for Buildings, Plant & equipments and Furniture & fixtures. The followings are the impact of adoption of Ind AS 116 on the consolidated financial statements of the Company for the year ended 31 March, 2020.

#### Impact on Balance Sheet (Increase)

Particulars	31 March 2020	1 April 2019
<b>Assets</b>		
Right of use assets (Refer details below)	568.83	683.19*
<b>Liabilities</b>		
Lease liabilities (Refer details below)	608.97	705.42*

\* Recognised on the date of transition of Ind AS 116

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 44 LEASES (Contd.)

#### Impact on Statement of Profit and Loss

Particulars	31 March 2020
Depreciation expense	114.36
Finance cost	63.38
Other expenses	(159.83)
<b>Decrease in profit for the year</b>	<b>17.91</b>

#### Impact on Statement of Cash Flow

Particulars	31 March 2020
Payment of principal portion of lease liability	96.45
Payment of interest portion of lease liability	63.38
<b>Net Cash Flow used in financing activities</b>	<b>159.83</b>

The followings are the changes in the carrying value of right of use assets for the year ended 31 March 2020

Particulars	Right of use assets
Balance as at 1 April 2019 (Recognised on transition date)	683.19
Additions to right of use assets during the year	-
Deletion of right of use assets during the year	-
Depreciation expense during the year	(114.36)
<b>Balance as at 31 March 2020</b>	<b>568.83</b>

Aggregate amount of depreciation expense has been included under 'Depreciation expense' in the Statement of Profit and Loss (Refer Note 31).

The followings are the movement in lease liabilities for the year ended 31 March 2020

Particulars	Lease liability
Balance as at 1 April 2019 (Recognised on transition date)	705.42
Addition to lease liability during the year	-
Finance cost accrued during the year	63.38
Deletion of right of use assets during the year	-
Payment towards right of use assets	(159.83)
<b>Balance as at 31 March 2020</b>	<b>608.97</b>
Non-Current	446.49
Current	162.48

### Note 45

There is no donation made for a political purpose in current year ((Previous Year : Rs. 5 lakhs paid for political purpose to Assam Pradesh Congress Committee, included in Miscellaneous expenses - Refer Note 32)

## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 46 STATEMENT OF NET ASSETS AND PROFIT OR LOSS ATTRIBUTABLE TO OWNERS AND NON-CONTROLLING INTEREST

Name of the entity	2019-20							
	Net Assets		Share in Profit / (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	Amount	As a % of consolidated net assets	Amount	As a % of consolidated Net Profit / (Loss)	Amount	As a % of consolidated other comprehensive income	Amount	As a % of total comprehensive income
<b>Parent Company</b>								
Dhunseri Tea & Industries Limited	59,961.05	72.59	6,631.79	90.60	(262.26)	222.88	6,369.53	88.44
<b>Subsidiary</b>								
<b>Foreign</b>								
Dhunseri Petrochem and Tea Pte Limited	(985.99)	(1.19)	(131.30)	(1.79)	-	-	(131.30)	(1.82)
Dhunseri Mauritius Pte Limited	0.44	0.00	(7.88)	(0.11)	-	-	(7.88)	(0.11)
Makandi Tea and Coffee Estates Limited	11,054.02	13.38	1,091.19	(14.91)	-	-	(1,091.19)	(15.15)
AM Henderson & Sons Ltd	1,008.34	1.22	(5.47)	(0.07)	-	-	(5.47)	(0.08)
Chiwale Estate Management Services Ltd	-	-	-	-	-	-	-	-
Ntimabi Estate Limited	727.99	0.88	(7.20)	(0.10)	-	-	(7.20)	(0.10)
Kawalazi Estate Company Limited	10,836.27	13.12	1,930.75	26.38	-	-	1,930.75	26.81
Exchange differences in translating financial statement of foreign operations	-	-	-	-	144.59	(122.88)	144.59	2.01
<b>Total</b>	<b>82,602.12</b>	<b>100.00</b>	<b>7,319.50</b>	<b>100.00</b>	<b>(117.67)</b>	<b>100.00</b>	<b>7,201.83</b>	<b>100.00</b>

Name of the entity	2018-19							
	Net Assets		Share in Profit / (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	Amount	As a % of consolidated net assets	Amount	As a % of consolidated Net Profit / (Loss)	Amount	As a % of consolidated other comprehensive income	Amount	As a % of total comprehensive income
<b>Parent Company</b>								
Dhunseri Tea & Industries Limited	54,001.31	71.28	121.90	4.34	23.58	1.58	145.48	3.38
<b>Subsidiary</b>								
<b>Foreign</b>								
Dhunseri Petrochem and Tea Pte Limited	(1,718.68)	(2.27)	(11.19)	(0.40)	-	-	(11.19)	(0.26)
Dhunseri Mauritius Pte Limited	(2.13)	0.00	(12.14)	(0.43)	-	-	(12.14)	(0.28)
Makandi Tea and Coffee Estates Limited	11,378.93	15.02	1,512.36	53.82	-	-	1,512.36	35.14
AM Henderson & Sons Ltd	1,403.38	1.85	(14.22)	(0.51)	-	-	(14.22)	(0.33)
Chiwale Estate Management Services Ltd	3.37	0.00	-	-	-	-	-	-
Ntimabi Estate Limited	-	-	-	-	-	-	-	-
Kawalazi Estate Company Limited	10,699.44	14.12	1,213.65	43.18	-	-	1,213.65	28.20
Exchange differences in translating financial statement of foreign operations	-	-	-	-	1,469.88	98.42	1,469.88	34.15
<b>Total</b>	<b>75,765.62</b>	<b>100.00</b>	<b>2,810.36</b>	<b>100.00</b>	<b>1,493.46</b>	<b>100.00</b>	<b>4,303.82</b>	<b>100.00</b>

Note - Since there is no non-controlling interest in the subsidiary companies, hence the disclosures relating to non-controlling interests are not applicable.



## Notes to Consolidated Financial Statements (Contd.)

(All amounts in Rs. lakhs unless otherwise stated)

### Note 47 COVID -19

In view of the lockdown across the country due to COVID-19, the operations of the Parent Company tea estates located in Assam were adversely impacted during March and April, 2020. The shutdown resulted in delay and disruptions in production and sales operations of the Parent Company due to restriction on labour deployment and logistical issues. The operations have now stabilised. The Parent Company has assessed the recoverability and carrying values of its assets comprising property, plant and equipment, inventories, receivables and other current assets as at the balance sheet date i.e. 31st March, 2020 and on the basis of such evaluation, has concluded that no material adjustments are required to be considered in the Consolidated financial statements for the year ended March 31, 2020. The Parent Company is taking all the necessary steps and precautionary measures to ensure smooth functioning of its operations and also to ensure the safety and well-being of all its employees. The subsidiaries of the Parent Company have also been affected by the impact of COVID-19 pandemic that has resulted in lockdown in the global economy. Based on the assessment of the local management, this pandemic is not expected to have a significant adverse impact on the smooth operations of the subsidiaries.

Note 48 Figures of the previous year has been re-grouped/re-arranged to conform current year's presentation.

For S. R. Batliboi & Co. LLP

Chartered Accountants

Firm Registration No. 301003E/E300005

Kamal Agarwal

Partner

Membership No. 058652

Place : Kolkata

Date : June 26, 2020

R. Mahadevan

Company Secretary

For and on behalf of the Board of Directors

C. K. Dhanuka

Managing Director

(DIN - 00005684)

Vikash Jain

Chief Financial Officer

Bharat Bajoria

Director

(DIN - 00109241)

P. C. Dhandhanian

Chief Executive Officer

## FORM AOC-1

### STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES

[Pursuant to first proviso to Sub-section(3) of Section 129 Read with the Rule 5 of the Companies (Accounts) Rules, 2014]

(Amount in Rs. lakhs)

Sl No.	Name of the Subsidiary Company	Reporting Period	Reporting Currency	Exchange Rate @	Share Capital (Rs. in Lakhs)	Reserves & Surplus (Rs. in Lakhs)	Total Assets (Rs. in Lakhs)	Total Liabilities (Rs. in Lakhs)	Investments (Rs. in Lakhs)	Turnover (Rs. in Lakhs)	Profit/(Loss) before Taxation (Rs. in Lakhs)	Provision for Taxation (Rs. in Lakhs)	Profit/(Loss) after Taxation (Rs. in Lakhs)	Proposed Dividend	% of Shareholding	Country
1	DHUNSERI PETROCHEM & TEA PTE.LTD	Year Ended 31.12.2019	USD	71.2740	8,548.60	4,014.34	16,126.52	3,563.58	15,680.28	-	770.69	14.76	755.93	-	100	Singapore
2	DHUNSERI MAURITIUS PTE LIMITED	Year Ended 31.12.2019	USD	71.2740	0.001	(20.63)	1.71	22.33	-	-	(7.97)	-	(7.97)	-	100	Mauritius
3	MAKANDI TEA AND COFFEE ESTATES LTD	Year Ended 31.12.2019	MALAWI KWACHA	00.0968	13.42	17,204.73	28,591.53	11,373.38	1,920.83	6,549.33	(847.29)	(255.43)	(591.86)	-	100	Malawi
4	KAWALAZI ESTATE COMPANY LIMITED	Year Ended 31.12.2019	MALAWI KWACHA	0.0968	32.89	15,888.10	23,825.23	7,904.23	-	7,054.98	619.06	49.92	569.14	-	100	Malawi
5	A M HENDERSON & SONS LIMITED	Year Ended 31.12.2019	MALAWI KWACHA	0.0968	0.21	1,018.20	1,441.65	423.24	-	-	(8.02)	(2.46)	(5.56)	-	100	Malawi
6	NITAMBI ESTATE LIMITED	Year Ended 31.12.2019	MALAWI KWACHA	0.0968	0.01	728.94	1,067.15	338.26	-	-	(9.86)	(2.54)	(7.32)	-	100	Malawi

## DHUNSERI TEA & INDUSTRIES LTD.

CIN: L15500WB1997PLC085661

Regd. Office : 'Dhunseri House', 4A, Woodburn Park, Kolkata-700020

Ph.No.+91 33 2280 1950 (5 Lines), Fax: 91-33-2287 8350 / 9274

E-mail : mail@dhunseritea.com; Website : www.dhunseritea.com

### Notice

NOTICE is hereby given that the 23rd Annual General Meeting ("AGM") of the Members of Dhunseri Tea & Industries Limited will be held on Wednesday, the 23rd September, 2020 at 10.30 a.m. (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

#### ORDINARY BUSINESS:

##### Item No. 1

To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Directors' and Auditors' thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the Auditors' Report thereon.

##### Item No. 2

To declare a dividend of Rs. 2.50/- per equity share for the financial year ended 31st March, 2020.

##### Item No. 3

To appoint a director in place of Mr. Rajiv Kumar Sharma (DIN: 05197101), who retires by rotation and being eligible offers himself for re-appointment.

#### SPECIAL BUSINESS :

**Item No. 4:** Appointment of Mrs. Aaradhana Jhunjunwala (DIN: 00550481) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, read with Schedule IV to the Companies Act, 2013, and the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Aaradhana Jhunjunwala (DIN : 00550481), appointed as an Additional Director of the Company by the Board of Directors w.e.f. 14th November, 2019 in terms of Section 161 of the Companies Act, 2013 and who holds office till the conclusion of this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, to hold office for a term upto five consecutive years commencing from 14th November, 2019, not liable to retire by rotation."

**Item No. 5:** To ratify the remuneration of the Cost Auditor for the financial year ending 31st March, 2021 and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to M/s. Mani & Co, Cost Accountants (Firm Registration No. 000004), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021, amounting to Rs. 1.50 lac (Rupees One lac and fifty thousand only) plus applicable taxes and re-imbusement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."

By Order of the Board

For DHUNSERI TEA & INDUSTRIES LIMITED

Kolkata

26th June, 2020

**R. MAHADEVAN**

Company Secretary

#### Notes :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") relating to the Special Business to be transacted at the 23rd Annual General Meeting ("AGM") is annexed hereto.
2. In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ("MCA") vide its Circular dated 5th May, 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020

(collectively referred to as "MCA Circulars") and SEBI vide its Circular dated 12th May, 2020 have permitted the holding of the AGM through Video Conference ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 23rd AGM of the Company is being held through VC / OAVM.

## Notice (Contd.)

3. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members is dispensed with. Accordingly, the facility for appointment of proxies by the Members is not available for this AGM and hence the Attendance Slip, Proxy Form and Route Map are not annexed to this Notice.
4. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send (a scanned copy of the relevant Board Resolution/Authority letter etc. in PDF/JPG Format together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to attend /vote), to the Scrutinizer by email to dhanuka419@yahoo.co.in with a copy marked to evoting@nsdl.co.in
5. In case of Joint holders, attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the AGM.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 17th September, 2020 till Wednesday, 23rd September, 2020 (both days inclusive).
7. Details of the directors seeking appointment (Item Nos. 3 & 4) is annexed to this Notice.

### DETAILS OF DISPATCH OF ANNUAL REPORT AND EMAIL ID REGISTRATION

8. In compliance with MCA Circulars, Notice of the AGM along with the Annual Reports and Accounts for FY 2019-20 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or NSDL/ CDSL ("Depositories").
9. Members holding shares in physical mode and who have not yet registered their email address are requested to submit scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card either through mail (mdpldc@yahoo.com) or upload the same in the link <http://mdpl.in/form/email-update>  
Members holding shares in dematerialised mode are requested to register / update their email address with their Depository Participants.
10. Members may note that the Notice and Annual Reports and Accounts for FY 2019-20 is also available on the Company's website [www.dhunseritea.com](http://www.dhunseritea.com); on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

### DETAILS OF PAYMENT OF DIVIDEND AND UPDATION OF BANK MANDATE

11. The Dividend for the financial year ended 31st March, 2020, as recommended by the Board, if approved at the AGM, will be paid on or after Monday, 28th September, 2020 to those Members whose names appear in the Register of Members of the Company as on Wednesday, 23rd September, 2020.
12. Pursuant to the Income Tax Act, 1961 ('IT Act') read with the Finance Act, 2020, dividend income is taxable in the hands of the Members with effect from April 1, 2020 and the Company is required to deduct tax at source from such dividend at the prescribed rates. A communication providing information and detailed instructions with respect to tax on dividend for the financial year ended 31st March, 2020 is being mailed by the Company to its Members and the same will also be available on the company's website [www.dhunseritea.com](http://www.dhunseritea.com).
13. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
14. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to the Company's Registrars & Share Transfer Agents M/s. Maheshwari Datamatics Private Limited, 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001 or upload the same in the link <http://mdpl.in/form/nach-mandate>
15. For Members who are unable to receive their dividend directly in their bank account through Electronic Clearing Service or any other means, due to non-registration of their bank details; the Company will despatch the dividend warrant to such Members through permitted mode.

### PROCEDURE FOR ATTENDING THE AGM THROUGH VC / OAVM:

16. The Members can join this 23rd AGM of the Company through VC/OAVM; 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

## Notice (Contd.)

17. The facility of participation at the AGM through VC/OAVM will be made available for members on first come first served basis. The large Shareholders (i.e., Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Board of Directors, Key Managerial Personnel, Chairpersons of Audit Committee/Nomination and Remuneration Committee/Stakeholders Relationship Committee etc and the Auditors can attend this AGM without any restriction on account of first come first served basis.
18. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
19. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsd.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in members login where the EVEN of Company will be displayed.
20. The members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
21. The members are requested to join the Meeting through Laptops for better experience and will be required to allow Camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected 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.
22. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/1800-222-990 or contact Mr. Amit Vishal, Senior Manager, NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/022 2499-4360 or Ms. Pallavi Mhatre, Manager, at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)/ 022 2499-4545.

### PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS DURING AGM

23. The members who would like to participate as a speaker at the AGM may register themselves by sending a request mail to [rm@dhunseritea.com](mailto:rm@dhunseritea.com) on or before 16th September, 2020 mentioning their name, DP Id and Client Id /folio number,

PAN, mobile number etc. Only those Members who have registered themselves as a speaker will be allowed to speak at this AGM. The speakers are requested to submit their question(s), if any, at the time of registration, to enable the Company to respond appropriately.

24. The Chairman of the meeting reserves the right to restrict the number of questions and number of speakers, to ensure the smooth conduct of the AGM.

### PROCEDURE FOR REMOTE E-VOTING

25. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is pleased to provide its Members with a facility to exercise their right to vote by electronic means for the business to be transacted at the AGM.
26. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, 16th September, 2020 i.e. the cut-off date, are entitled to attend and vote at this AGM.
27. The remote e-voting period will commence at 9.00 A.M. on Friday, 18th September, 2020 and will end at 5.00 P.M. on Tuesday, 22nd September, 2020. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 16th September, 2020 may cast their vote by remote e-voting. Once the vote on a resolution is cast by a Member, it shall not be allowed to be changed subsequently.

In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting.

The Company has appointed Mr. Kailash Chandra Dhanuka (FCS-2204; CP-1247), Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.

The Members desiring to cast their vote through e-voting are requested to refer to the detailed procedure given hereinafter.

28. The procedure and instructions for **Remote e-voting** are given below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

## Notice (Contd.)

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned above in this notice.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

## Notice (Contd.)

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### PROCEDURE FOR E-VOTING DURING THE AGM

1. The procedure for e-Voting during the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions earlier through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to cast vote again at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### PROCEDURE FOR PROCURING USER ID AND PASSWORD BY MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED

1. In case shares are held in physical mode please provide Folio No., Name of shareholder along with scanned copies of (a) the share certificate (front and back); (b) PAN card (self-attested); (c) Aadhaar card (self-attested) by email to the Company's Registrars and Share Transfer Agents at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)
2. In case shares are held in demat mode, Members are, requested to contact NSDL (refer item 20 of notes on Notice of AGM).

### GENERAL GUIDELINES FOR SHAREHOLDERS

29. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled

upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

30. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
31. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
32. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
33. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.dhunseritea.com](http://www.dhunseritea.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

### OTHER INSTRUCTIONS:

34. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements, if any, in which Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection during the meeting on the NSDL e-voting system after login.
35. The statement(s) containing the names, last known addresses and the unclaimed dividends as on 31st March, in respect of each member for the years 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19 is available on the Company's website [www.dhunseritea.com](http://www.dhunseritea.com)
36. Members are requested to contact either the Company Secretary or M/s. Maheshwari Datamatics Private Limited for encashing their unclaimed dividends, if any, for the aforesaid years i.e. 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19.

## Notice (Contd.)

37. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, dividends not encashed /claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF) established under Section 125(1) of the Companies Act, 2013. Further, all shares in respect of which (dividend have not been paid / claimed for seven consecutive years or more) shall be transferred by the Company in the name of IEPF as required by Section 124(6) of the Companies Act, 2013.
38. Members may communicate either with the Company Secretary or with the Company's Registrars and Share Transfer Agents for redressal of queries.
39. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to either the Company Secretary or to M/s. Maheshwari Datamatics Private Limited.
40. Members seeking any information with regard to Accounts may write to the Company 10 days in advance to enable the Company to readily provide the desired details at the AGM.

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

#### Item No. 4

The Board of Directors at their meeting held on 14th November, 2019, on the recommendation of the Nomination & Remuneration Committee appointed Mrs. Aaradhana Jhunjunwala (DIN : 00550481), as an Additional Director [Non-Executive (Independent)] of the Company.

Mrs. Aaradhana Jhunjunwala is proposed to be appointed as an Independent Director of the Company, for a term of five years w.e.f. the date of her initial appointment i.e. 14th November, 2019 pursuant to the provisions of Sections 149, 152 and other applicable provisions and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations"].

The Company has received from Mrs. Aaradhana Jhunjunwala (i) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 and (ii) a declaration to the effect that she meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations.

The approval is sought from the members at the Annual General Meeting (AGM) for appointment of Mrs. Aaradhana Jhunjunwala as an Independent Director of the Company for a term of five consecutive years w.e.f. 14th November, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013. She will not be liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Aaradhana Jhunjunwala who is proposed to be appointed as an Independent Director fulfils the conditions specified in the Act and Rules made thereunder and she is independent of the Management.

The Board considers that her continued association would be beneficial for the Company and it is desirable to avail her services as an Independent Director.

None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Aaradhana Jhunjunwala to whom the respective resolution relates, is concerned or interested in the resolution.

The Board recommends the Ordinary Resolutions set out at item no. 4 for the approval of the members.

A brief profile of Mrs. Aaradhana Jhunjunwala is annexed to this Notice as per Regulations 36(3) & 26(4) of SEBI (LODR) Regulations, 2015.

#### Item No. 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Mani & Co, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors' for the year 2020-21.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested in this Resolution.

The Board recommends the Ordinary Resolution as set out at item no. 5 for approval of the members.

By Order of the Board  
For DHUNSERI TEA & INDUSTRIES LIMITED  
Kolkata  
26th June, 2020

R. MAHADEVAN  
Company Secretary



## Notice (Contd.)

### Details of directors seeking appointment at this Annual General Meeting

[Information pursuant to Regulations 36(3) & 26(4) of SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

#### Item 3 & 4

Name of the Director	MR. RAJIV KUMAR SHARMA	MRS. AARADHANA JHUNJHUNWALA
DIN	05197101	00550481
Date of Birth and Age	7th April, 1965 55 years	24th May, 1965 55 years
Date of first appointment on the Board	9th September, 2014	14th November, 2019
Qualifications	B.COM; A.C.A; A.C.S	Graduate from the University of Calcutta, Diploma in Arts from London
Experience and Expertise	Mr. R.K.Sharma, has wide experience in the field of Finance including Project Finance, Accounts, Taxation, Secretarial, Contract Negotiation, among others. He has over three decades of work experience and has been associated with our Group for more than two decades.	Mrs. A.Jhunjhunwala is on the Board of several Companies and is Managing Director of Hope Textiles Limited. She is actively engaged in charitable activities and supports an organization providing cancer treatment for children. She is also engaged on revival of Indian Arts & Crafts and textiles and in producing jewellery in alternative materials.
Shareholding in the Company	100	NIL
Number of Meetings of the Board attended during the year	6 out of 6	2 out of 2
List of Directorship In Listed Entities excluding this Listed entity	Dhunseri Ventures Limited	NIL
Chairman/Member of the Committee of Directors of other Public Limited Companies in which he/she is a Director	NIL	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Not related to any Director, Manager or Key Managerial Personnel of the Company.	Not related to any Director, Manager or Key Managerial Personnel of the Company.
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	Being reappointed due to retirement by rotation and entitled to sitting fees for attending Board meetings.	Being appointed as Non-Executive Independent Director, not liable to retire by rotation and entitled to sitting fees for attending the Board/Committee Meetings.
Details of remuneration last drawn (Rs.)	Details provided in Corporate Governance section of the Annual Report.	Details provided in Corporate Governance section of the Annual Report.
Justification for choosing the appointees for appointment as Independent Directors	N.A.	For compliance of the provisions of the Act and Rules and her experience and expertise in Corporate affairs.

# CORPORATE INFORMATION

## Board of Directors

Mr. C. K. Dhanuka  
*Chairman & Managing Director*

Mr. M.Dhanuka

Mr. R.K.Sharma

Mr. B.Bajoria

Mr. V.Goenka

Prof. A.K.Dutta

Mrs. A.Jhunjhunwala

## Group Chief Advisor & Monitor

Mr. Sunil Munshi

## Chief Executive Officer

Mr. P. C. Dhandhanian

## Chief Financial Officer

Mr. Vikash Jain

## Company Secretary & Compliance Officer

Mr. R. Mahadevan

## Statutory Auditor

M/s S.R. Batliboi & Co. LLP  
*Chartered Accountants*

## Cost Auditor

M/s Mani & Co.  
*Cost Accountants*

## Secretarial Auditor

M/s M.Shahnawaz & Associates  
*Practising Company Secretaries*

## Bankers

State Bank of India

Bank of Baroda

Punjab National Bank

United Bank of India

Development Credit Bank

ICICI Bank

HDFC Bank

Indusind Bank

Axis Bank

## Registered Office

“Dhunseri House”,  
4A, Woodburn Park, Kolkata-700020  
Phone: 91-33-2280-1950 (5 Lines)  
Fax: 91-33-2287 8350/9274  
E-mail: mail@dhunseritea.com  
Website: www.dhunseritea.com  
CIN: L15500WB1997PLC085661

## Tea Estates

Bahadur Tea Estate  
P.O. Tinsukia, Assam, Pin: 786125

Bahipookri Tea Estate  
P.O. Mazbat, Assam, Pin: 784507

Bettybari Tea Estate  
P.O. Mazbat, Assam, Pin: 784507

Dhunseri Tea Estate  
P.O. Mazbat, Assam, Pin: 784507

Dilli Tea Estate  
P.O. Parbatpur, Assam, Pin: 786623

Hatijan Tea Estate  
P.O. Hoogrijan, Assam, Pin: 786601

Khagorijan Tea Estate  
P.O. Sepekhati, Assam, Pin: 786592

Khetojan Tea Estate  
P.O. Tinsukia, Assam, Pin: 786125

Orang Tea Estate  
P.O. Mazbat, Assam, Pin: 784507

Santi Tea Estate  
P.O. Hoogrijan, Assam, Pin: 786601

## Tea Packaging Factory

SP-534-A, Sitapura Industrial Area,  
Jaipur, Rajasthan

## Subsidiary Companies

Dhunseri Petrochem & Tea Pte Ltd.  
#27-00 Republic Plaza,  
Singapore 048619

Kawalazi Estate Co. Ltd.  
Thunga Estate Makandi, Thyolo Road,  
Malawi

Makandi Tea & Coffee Estates Ltd.  
Thunga Estate Makandi, Thyolo Road,  
Malawi

A.M.Henderson & Sons Ltd.  
Chiwale Estate, Sharpe Road,  
Thunga, Thyolo, P.O. Box 5247, Limbe

Chiwale Estate Management Services Ltd.  
Thunga Estate Makandi, Thyolo Road,  
Malawi

Dhunseri Mauritius Pte Ltd.  
IFC Court, Bank Street, Twenty Eight  
Cybercity, Ebene72201, Mauritius

Ntimabi Estate Limited  
Thunga, Thyolo Road, P.O.Box 5598,  
Limbe

## Registrars and Share Transfer Agents

Maheshwari Datamatics Pvt. Limited  
23, R N Mukherjee Road, 5th Floor,  
Kolkata-700001  
Phone: 91-33-2243-5029  
91-33-2248-2248  
Fax: 91-33-2248 4787  
Email: mdpldc@yahoo.com  
CIN: U20221WB1982PTC034886