

NEELAMALAI AGRO INDUSTRIES LIMITED

**81st Annual Report
2023 - 2024**

EIGHTY FIRST ANNUAL GENERAL MEETING

Day : Tuesday

Date : 20th August, 2024

Time : 11.00 a.m.

Venue : Through Video Conferencing
("VC")/ Other Audio-Visual
Means ("OAVM")

NEELAMALAI AGRO INDUSTRIES LIMITED

BOARD OF DIRECTORS

Mr. Ajit Thomas, *Chairman*
Mrs. Shanthi Thomas, *Executive Director*
Mr. F. S. Mohan Eddy
Mr. S. Ganesan
Mrs. Kavitha Vijay
Mr. M. Meyyappan

REGISTERED OFFICE

No.60, Rukmani Lakshmipathi Salai, Egmore
Chennai, Tamil Nadu – 600008
Tel: +91 44 2852 7775 / 2858 3463
E-mail- secneelamalai@avtplantations.co.in
Website : www.neelamalaiagro.com
CIN: L01117TN1943PLC152874

AUDIT COMMITTEE

Mr. F. S. Mohan Eddy, *Chairman (upto 31.03.2024)*
Mr. S. Ganesan, *Chairman (w.e.f 01.04.2024)*
Mr. Ajit Thomas
Mrs. Kavitha Vijay
Mr. M. Meyyappan

KEY MANAGERIAL PERSONNEL

Mrs. Shanthi Thomas, *Executive Director*
Mr. Deepak G Prabhu, *Chief Financial Officer*
Mr. S. Lakshmi Narasimhan, *Company Secretary*

AUDITORS

M/s PKF Sridhar & Santhanam LLP
Chartered Accountants
KRD Gee Gee Crystal, 7th Floor
91-92, Dr. Radhakrishnan Salai
Mylapore, Chennai - 600004.

BANKERS

The Federal Bank Limited
Union Bank of India
Bank of Baroda

ESTATES

Katary Estate
Katary Post
Coonoor, The Nilgiris - 643 213
Tel : 0423 - 2284235

Sutton Estate
Kullakamby Post
The Nilgiris - 643218

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NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the EIGHTY FIRST ANNUAL GENERAL MEETING of the Company will be held on Tuesday, the 20th August 2024, at 11.00 A.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2024 and the Reports of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Ajit Thomas (DIN : 00018691), who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS

4. **Re-appointment of Mrs. Shanthi Thomas (DIN : 00567935) as a Whole-Time Director.**

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

RESOLVED THAT pursuant to the Sections 188, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made thereunder and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as recommended by the Nomination and Remuneration Committee and the Board of Directors in the meetings held on May 29, 2024, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mrs. Shanthi Thomas (DIN - 00567935), as Whole Time Director designated as Executive Director of the Company for a further period of 3 years w.e.f July 01, 2024 to June 30, 2027, on the following terms:-

Basic Salary	In the scale of Rs. 3,00,000/- to Rs. 5,00,000/- per month
HRA	Rs.50,000/- per month.
Provident Fund	Company's contribution @ 12% in accordance with the Rules of the Company
Gratuity	As per the Rules of the Company
Perquisites	Company car and communication facilities: Use of the Company's car, chauffeur and communication facilities at the residence for official purposes, as per the rules of the Company.
Insurance benefit	Life cover, Personal accident, Medical as per the policy of the company

RESOLVED FURTHER THAT pursuant to Section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or

re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding of office by Mrs. Shanthi Thomas bearing (DIN - 00567935), Whole-time Director designated as Executive Director of the Company upon attaining the age of 70 (Seventy) years on 28th July, 2024 to till end of her tenure.

RESOLVED FURTHER THAT any one of the Directors or Mr. S. Lakshmi Narasimhan, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the aforesaid re-appointment and file necessary forms with the Registrar of Companies.

On Behalf of the Board

Ajit Thomas

Chairman

DIN : 00018691

Chennai

29.05.2024

Registered Office :

No.60, Rukmani Lakshmi pathi Salai,

Egmore, Chennai 600 008

CIN: L01117TN1943PLC152874

Tel: 044 – 2852 7775 / 2858 3463

E-mail- secneelamalai@avtplantations.co.in

Website : www.neelamalaiagro.com

Notes:

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2023 dated 25th September, 2023 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2024. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and MCA Circulars, the 81st AGM of the Company shall be conducted through VC/OAVM. Central Depository Services (India) Ltd (CDSL) will be providing facilities in respect of:
 - a. voting through remote e-voting;
 - b. participation in the AGM through VC/ OAVM facility;
 - c. e-voting during the AGM.
 - d. The procedure for participating in the meeting through VC/OAVM is explained below and is also available on the website of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out the details relating to Special Business - Item No. 4 at the meeting, is annexed hereto.

3. The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM is annexed.
4. Pursuant to the provisions of the Companies Act, 2013 ("Act") a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
5. Corporate members intended to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting to E-mail : secneelamalai@avtplantations.co.in.
6. The Register of Members and Share Transfer Books of the Company will remain closed from August 14, 2024 to August 20, 2024 (both days inclusive) for the purpose of Annual General Meeting.
7. The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off date August 13, 2024.
8. In terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
9. This AGM Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of Beneficial Ownership maintained by the Depositories as on the close of business hours on July 19, 2024.
10. The Company has appointed M/s Cameo Corporate Services Limited, Chennai as its Registrar & Share Transfer Agent and depository interface of the Company with CDSL and NSDL. Shareholders intending to hold their shares in electronic form may approach their depository participants for dematerialization of shares. Shareholders may send their shares for effecting transmission/transposition to M/s . Cameo Corporate Services Limited.
11. Dividend as recommended by the Board, if approved at this meeting, will be paid within 30 days from the date of AGM, to those members whose names appear in the Register of Members on that date.
12. Members are requested to notify immediately any change in their address to the company's Share Transfer Agent, M/s. Cameo Corporate Services Limited, Subramanian Building, No. 1, Club House Road, Chennai- 600 002 in the case of physical holdings and to their respective Depository Participants in case of dematerialized shares.
13. Members are requested to lodge their e-mail ID's along with their Name and Folio No. to Company's Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002, Email: - investor@cameoindia.com to enable the Company to send all future communications including Annual Reports through electronic mode.
14. The Finance Act, 2020 had made the dividend declared from 01st April 2020, taxable in the hands of shareholders, where the dividend exceeds Rs.5000/- in a financial year. This has created a requirement for the investors to submit Form 15G/15H in case if they would like to be exempted from deduction of tax from their dividend. Form 15 G/ 15 H can be downloaded from the web link <https://investors.cameoindia.com> to avail the benefit and email to investors.cameoindia.com, immediately. There is also a provision to upload Form 15G/15H in the web link viz. <https://investors.cameoindia.com> provided by the Company's Registrar and Share Transfer Agent M/s . Cameo Corporate Services Limited.
15. Members are requested to notify the Company's Registrar and Share Transfer Agent immediately of their bank account number and name of the bank and branch in the case of physical holdings, and to their respective Depository Participants in case of dematerialized shares, so that the payment of dividend when made through National Electronic Clearing Service (NECS), National Electronic Fund Transfer (NEFT), Direct Credit, Dividend Warrants etc., can be made without delay.
16. Shareholders who have multiple folios in identical names or in joint names in the same order, are requested to intimate to the Company those folios, to enable the Company to consolidate all such shareholdings into one folio.
17. Shareholders of the Company may avail the nomination facility by executing the prescribed nomination form, which can be obtained from the Registered Office of the Company or from the company's Registrar and Share Transfer Agent.
18. The equity shares of the company would continue to be listed on BSE Ltd., Corporate Relationship Dept., 1st Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001. The Annual listing fee, as prescribed, has been paid to the BSE Ltd. upto March 31, 2025.

19. Pursuant to provisions of Section 124 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed Second Interim Dividend for the financial year 2015-2016 to the Investor Education & Protection Fund (IEPF) constituted by the Central Government during the financial year. Dividend for the Financial Year 2016-2017 remaining unpaid/unclaimed over a period of 7 years is liable to be transferred to the above Fund during the Financial Year 2024-2025 and no claim shall lie against the Company, once it is transferred. Members are advised to claim the unpaid dividend, if any, immediately.
20. Pursuant to Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 ("Rules") notified by the Ministry of Corporate Affairs on 28th February, 2017, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed for seven consecutive years to the IEPF. The shareholders are requested to claim the unpaid dividend amount(s) immediately, failing which their shares shall be transferred to the demat account of the IEPF Authority as per Section 124 of the Act, read with applicable IEPF rules.
21. Members are requested to note that trading of Company's shares through Stock Exchange is permitted only in dematerialized form. Further, the Securities and Exchange Board of India (SEBI) mandated that all the transfers of the shares in the physical form shall not be allowed after 31st March 2019. Accordingly, members who have not yet converted their holdings into electronic dematerialized form may do so immediately for their own interest.
22. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
23. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent or to the Company.
24. Pursuant to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated 25th January 2022, any request for effecting transfer, transmission or transposition of shares will be processed/effected only in demat form. Therefore, the Company advises you to take steps for dematerializing your shareholding in the Company.
25. Members may also note that the Notice of the 81st Annual General Meeting and the Annual Report for 2023-2024 will also be available on the Company's website: www.neelamalaiagro.com for downloading. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's Registrar and share transfer agent email ID: investor@cameoindia.com
26. In terms of Section 101 of the Companies Act 2013 read with rule 18 of the Companies (Management and Administration) Rules, 2014 and section 136 of the Companies Act, 2013 read with Rule 11 of Companies (Accounts) Rules, 2014, electronic copy of the notice of 81st Annual General Meeting of the Company inter alia, indicating the process and manner of e-voting is being sent to all the members whose e-mail id's are registered with the Company / depository participant(s) for communication purpose.
27. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
28. Members whose names appear on the Register of Members / List of Beneficial Owners as on Cut-off date i.e. August 13, 2024. will be considered for the purpose of availing Remote e-voting or Vote in the Annual General Meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
29. Voting facilities

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote at the 81st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The facility for voting either through electronic voting system shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

30. CDSL e-Voting System – For Remote e-voting and e-voting during AGM

- i. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/ 2020 dated April 8, 2020, Circular No.17/ 2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- ii. 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), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- iii. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iv. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- v. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section

112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

- vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.neelamalaiagro.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system) during the AGM i.e. www.evotingindia.com.
 - vii. The AGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020
 - viii. The Ministry of Corporate Affairs vide its General Circular No. 09/2023 dated September 25, 2023, has decided to allow companies whose AGMs are due in the year 2024, to conduct their AGMs through VC/ OAVM on or before 30.09.2024, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 5, 2020.
31. Members who have not registered/updated their e-mail IDs so far are requested to register/update the same to get all notices, communiques, etc. from the Company, electronically, as per the following procedure:

Physical Holding	Kindly submit Form ISR-1 to update PAN, Postal Address with PIN, Email Address & Mobile Number including demat and bank account details. Form ISR-1 is available on the website of the Company. You are requested to forward the duly filled-in documents along with the related proofs as mentioned in the form to the following address: M/s Cameo Corporate Services Limited. Subramanian Building, #1, Club House Road, Chennai 600 002, India. Ph: 044- 28460390 to 95 Email: investor@cameoindia.com
Demat Holding	Contact respective Depository Participant(s)

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Saturday, August 17, 2024 and ends on Monday, August 19, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 13, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

Pursuant to aforesaid SEBI Circular Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.

Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFIN/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
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- (v) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

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

- vi) After entering these details appropriately, click on “SUBMIT” tab.
- vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for NEELAMALAI AGRO INDUSTRIES LIMITED on which you choose to vote.
- x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the e-mail id viz. vsassociates16@gmail.com and to the Company at the e-mail id viz. secneelamalai@avtplantations.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secneelamalai@avtplantations.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secneelamalai@avtplantations.co.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders - Kindly submit Form ISR-1 to update PAN, Postal Address with PIN, Email Address & Mobile Number including demat and bank account details. Form ISR-1 is available on the website of the Company. You are requested to forward the duly filled-in documents along with the related proofs as mentioned in the form to Company's RTA, M/s Cameo Corporate Services Limited, Chennai.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

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

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

General instructions

- i) The Board of Directors has appointed Mr. V. Suresh, Senior Partner, (Membership No. FCS 2969 and CP No.6032) and failing him Mr. Udaya Kumar K R, (Membership No. F11533 and CP No. 21973) partner of M/s. V. Suresh Associates, Practising Company Secretaries, First Floor, No.28, Ganapathy Colony, IIIrd Street, Teynampet, Chennai - 600 018 as the scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- ii) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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, within 2 working days of conclusion of the meeting a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The resolutions will be deemed have been passed on the AGM date subject to receipt of the requisite number or votes in favour of the resolutions.
- iii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.neelamalaiagro.com and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
- iv) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on August 13, 2024. A person who is not a Member as on the cut off date should treat this Notice for information purposes only. Resolutions will be deemed have been passed on the AGM date subject to receipt of the requisite number or votes in favour of the resolutions.

In terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 on General Meetings, a brief resume of the Directors proposed to be re-appointed in the forthcoming Annual General Meeting, nature of expertise in specific functional areas, disclosure of relationships between directors inter-se, other Directorships, Committee memberships, shareholdings in the Company are given below:-

Item No.3

Name	Mr. Ajit Thomas
Date of Birth	07.06.1954
Qualifications	B.Sc. (Statistics)
DIN	00018691
Nationality	Indian
Expertise in specific functional areas	Vast experience in Plantations, Industry, Corporate Affairs, Finance and Business Management
Date of appointment in present term	03.09.2021
Number of Board Meetings attended during the Financial Year 2023-2024	Held - 4 Attended - 4
Relationship with other directors	Husband of Mrs. Santhi Thomas, Executive Director of the Company
Directorships held in other Companies as on March 31, 2024 (excluding foreign companies)	<p>Executive Chairman</p> <ul style="list-style-type: none"> - A.V.Thomas & Company Limited <p>Chairman</p> <ul style="list-style-type: none"> - AVT Natural Products Limited - The Nelliampathy Tea & Produce Company Limited - The Midland Rubber & Produce Company Limited - Aspera Logistics Private Limited - AVT Mccormick Ingredients Private Limited - Midland Corporate Advisory Services Private Limited - AVT Holdings Private Limited <p>Director</p> <ul style="list-style-type: none"> - AVT Gavia Foods Private Limited - A.V.Thomas Leather & Allied Products Private Limited - AVThomas Investments Company Limited - Saksoft Limited (Independent Director)
Membership of Committees of other Companies	<p>Chairman - Audit Committee</p> <ul style="list-style-type: none"> - Saksoft Limited <p>Member - Audit Committee</p> <ul style="list-style-type: none"> - AVT Natural Products Limited - A.V.Thomas & Company Limited <p>Member – Nomination & Remuneration Committee</p> <ul style="list-style-type: none"> - Saksoft Limited <p>Chairman - Stakeholders Relationship Committee</p> <ul style="list-style-type: none"> - AVT Natural Products Limited - The Midland Rubber & Produce Company Limited - The Nelliampathy Tea & Produce Company Limited <p>Chairman – CSR Committee</p> <ul style="list-style-type: none"> - A.V.Thomas & Company Limited - The Midland Rubber & Produce Company Limited <p>Member – CSR Committee</p> <ul style="list-style-type: none"> - AVT Natural Products Limited <p>Member – Risk Management Committee</p> <ul style="list-style-type: none"> - AVT Natural Products Limited
Number of Shares held in the Company	4,14,618 equity shares of Rs. 10 each jointly held with Mrs. Shanthi Thomas

He is the Chairman of Stakeholders Relationship Committee and Member of Audit Committee and Nomination & Remuneration Committee of the company.

Item No.4

Name	Mrs. Shanthi Thomas
Date of Birth	28.07.1954
DIN	00567935
Nationality	Indian
Qualifications	BA
Expertise in specific functional areas	Mrs. Shanthi Thomas has several years of experience in the fields of Business, Administration, Plantation, Management, etc.
Date of appointment in present term	05.02.2021
Number of Board Meetings attended during the Financial Year 2023-24	Held - 4 Attended - 4
Relationship with other directors	Mrs. Shanthi Thomas is the spouse of Mr.Ajit Thomas, Chairman
Directorships held in other Companies as on March 31,2024 (excluding foreign companies)	Director <ul style="list-style-type: none"> - AVT Gavia Foods Private Limited - A.V. Thomas Leather & Allied Products Private Limited - AVT Holdings Private Limited - AVT Natural Products Limited - The Midland Rubber and Produce Company Limited - Midland Corporate Advisory Services Private Limited - Life Focus Knowledge Ventures Private Limited
Membership of Committees of other Companies	Member - Stakeholder Relationship Committee <ul style="list-style-type: none"> - The Midland Rubber & Produce Company Limited Member - CSR Committee <ul style="list-style-type: none"> - The Midland Rubber & Produce Company Limited
Number of Shares held in the Company	4,14,618 equity shares of Rs.10/- each jointly held with Mr.Ajit Thomas.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, WHICH SETS OUT THE DETAILS RELATING TO SPECIAL BUSINESS AT THE MEETING, IS ANNEXED HERETO AND SHALL BE TAKEN AS FORMING PART OF THIS NOTICE.

SPECIAL BUSINESS

Item No. 4

Re-appointment of Mrs. Shanthi Thomas (DIN : 00567935) as a Whole-Time Director

The Board of Directors of the Company, upon the recommendations of the Nomination and Remuneration Committee, at its meeting held on 29.05.2024, re-appointed Mrs. Shanthi Thomas (DIN: 00567935) as the Whole-time Director designated as the Executive Director subject to the Shareholders' approval.

The terms and conditions of re-appointment of Mrs. Shanthi Thomas are as follows:

1. Remuneration as provided in the resolution
2. Period of appointment – From 01.07.2024 to 30.06.2027
3. Mrs. Shanthi Thomas shall perform such duties as shall from time to time be entrusted by the Board of Directors, subject to superintendence, guidance and control of Board of Directors.

Mrs. Shanthi Thomas possesses immense knowledge and experience in the business activity of the Company and will play important role in success of company, thus Nomination and Remuneration Committee and Board of Directors recommends to re- appoint Mrs. Shanthi Thomas as the Whole-time Director designated as Executive Director of

the company by passing Special Resolution under the provisions of SEBI (Listing Obligation and Disclosure Requirements), 2015 and Sections 188, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and hence the matter is placed for approval of the Members of the company at 81st Annual General meeting for re-appointment of Mrs. Shanthi Thomas for further period of 3 years effective from 01st July, 2024 to 30th June, 2027 and continuation of holding of existing office as Whole-time Director designated as Executive Director, after the age of 70 years during the term of appointment under the provisions of Section 196(3) (a) of the Companies Act, 2013 and the resolution for same is also included in the item No 4 of 81st Annual General Meeting and the Board therefore recommends the Special Resolution for your approval.

Mr. Ajit Thomas, Chairman, being relative, is interested in this resolution. Mrs. Shanthi Thomas being the appointee, is also interested in this resolution. None of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No. 4.

The Board recommends the Special Resolution as set forth in Item No. 4 of the Notice for approval of the members.

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Eighty First (81st) Annual Report, with the Audited Financial Statements for the year ended March 31, 2024.

FINANCIAL RESULTS

The performance of the Company for the financial year ended March 31, 2024 is summarized below:

Amount Rs. Lakhs (except EPS)

Particulars	31 st March 2024	31 st March 2023
Income from operations		
a) Revenue from Operations	2,534.43	2,493.06
b) Other Income	986.63	940.87
Total Income from Operations(net)	3521.06	3,433.93
Gross Profit before Depreciation, Finance Cost and tax	603.95	579.87
a) Finance Cost	0.46	3.80
b) Depreciation & Amortization expense	86.79	77.33
Profit before Exceptional Items	516.70	498.74
Exceptional Items	1,773.60	-
Profit before tax	2290.30	498.74
Tax Expenses (Net-off Deferred Tax)	202.79	105.22
Profit after Tax	2087.51	393.52
Other Comprehensive Income for the year	(611.94)	67.67
Total Comprehensive Income for the year	1,475.57	461.19
Earnings per share (EPS)		
a) Basic	335.58	63.26
b) Diluted	335.58	63.26

OPERATIONS REVIEW

Total income increased from Rs. 3,433.93 Lakhs in 2022- 2023 to Rs. 3521.06 Lakhs in 2023-2024. The increase is 2.54% in revenue compared to the previous year's operation. Profit after tax is Rs. 2087.51 Lakhs (previous year: Rs 393.52 Lakhs).

Tea production during the year was 14.31 Lakhs Kg with an average yield of 2,512 Kg. per hectare as against 11.65 lakhs Kg with an average yield of 2047 Kg per hectare during last year. Apart from this there is also a production of 4.39 Lakhs kg of bought leaf as against 3.82 Lakhs Kg during the previous year. The sale average during the year was at Rs. 132.60 per Kg as against the last year's sale average of Rs. 139.96 per Kg.

DIVIDEND

Your Directors are pleased to recommend a dividend of 500 % (Rs. 50/- per share) on Equity Share Capital, for the year ended 31.03.2024, amounting to Rs.311.03 Lakhs.

LISTING OF SECURITIES ON BSE LTD

The equity shares of the company continued to be listed on BSE Ltd. The Company has paid listing fees up to March 31, 2025 to the BSE Ltd.

BOARD MEETINGS

The Board of Directors consisted of Mr. Ajit Thomas, Chairman, Mrs. Shanthi Thomas, Executive Director, Mr. F.S. Mohan Eddy, Non-Executive Non-Independent Director (*re-designated from Non-Executive Independent Director w.e.f. 01.04.2024*), Mrs. Kavitha Vijay, Independent Woman Director, Mr. S. Ganesan, Non-Executive Independent Director (*re-designated from Non-Executive Non Independent Director w.e.f. 01.04.2024*) and Mr.M.Meyyappan, Non-Executive Independent Director.

The Board meets at regular intervals to discuss and decide on the Company / business policy and strategy apart from other Board business. The Board of Directors met four (4) times during this financial year. The details of the Board meetings

are given in Corporate Governance report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

AUDIT COMMITTEE MEETINGS

The constitution of Audit committee during the year was as follows: -

Mr. F.S. Mohan Eddy (Independent Director)
(Chairman *upto 31.03.2024*)

Mr.S.Ganesan (Independent Director)
(Chairman *w.e.f. 01.04.2024*)

Mr. Ajit Thomas (Director)

Mrs. Kavitha Vijay (Independent Woman Director)

Mr.M.Meyyappan
(Independent Director)

The terms of reference stipulated by the Board to the Audit Committee cover the matters specified for Audit Committee under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee met four (4) times during this financial year. The details of the Committee meetings are given in Corporate Governance report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

STAKEHOLDERS RELATIONSHIP COMMITTEE

As per Regulation 20 (2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, effective from 01.04.2019, the Stakeholders Relationship Committee of a listed company should have at least three directors, with at least one being an independent director. The composition of Stakeholders Relationship committee during the year was as follows: -

Mr. Ajit Thomas - Chairman

Mr. F.S.Mohan Eddy – Member

Mr.S.Ganesan – Member

The Board has designated Mr. S. Lakshmi Narasimhan as the Compliance Officer

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a vigil mechanism for Directors and Employees to report their genuine concerns in compliance with provision of section 177 (10) of Companies Act 2013 and Regulation 22 of SEBI (LODR) 2015.

The details of the policy is uploaded in the website of the Company www.neelamalaiagro.com.

No instance of unethical behaviour was reported

NOMINATION & REMUNERATION COMMITTEE

The Composition of the Nomination and Remuneration Committee is as follows:

Mr. F.S. Mohan Eddy – Independent Director, Chairman
(*upto 31.03.2024*)

Mr.S. Ganesan – Independent Director, Chairman
(*w.e.f. 01.04.2024*)

Mr. Ajit Thomas - Member

Mr.M.Meyyappan – Member

The Nomination and Remuneration Policy of the Company for Directors, Key Managerial Personnel (KMP) and Senior Management Personnel was amended from time to time as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, and the same is uploaded in the website of the Company www.neelamalaiagro.com.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

The Company has not given any loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of investments made by Company is given in the notes nos. 5 & 12 to the financial statements.

PUBLIC DEPOSITS

The Company is not accepting deposits. As such there are no unclaimed deposits in the books of the company as on March 31, 2024.

TRANSFER OF SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF) AUTHORITY

Pursuant to Section 124 and 125 of the Companies Act 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), dividends, if not claimed for consecutive period of 7 years from the date of transfer to unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”).

Further, shares in respect of such dividends which have not been claimed for a period of 7 consecutive years are also liable to be transferred to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares. The provisions relating to transfer of shares were made effective by the Ministry of Corporate Affairs, vide its Notification dated October 13, 2017 read with the circular dated October 16, 2017.

In the interest of the shareholders, the Company sends reminders to the shareholders to claim their dividends in order to avoid transfer of dividends / shares to IEPF Authority. Notices in this regard also published in the newspapers and the details of unclaimed dividends and shareholders whose shares liable to be transferred to IEPF Authority were uploaded on the Company's web site www.neelamalaiagro.com.

In the light of the aforesaid provisions, the Company had during the year, transferred to the IEPF the unclaimed dividends outstanding for 7 consecutive years with the quantum of 396 shares (No. of shareholders- 2) of the Company, in respect of which dividend has not been claimed for 7 consecutive years or more, have also been transferred to the demat account of the IEPF Authority.

The members who have a claim on above dividends and shares may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF -5 available on the website www.iepf.gov.in and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5. No claim shall lie against the Company in respect of the dividend / shares so transferred.

RESERVE

Transfer to the reserves for the financial year 2023-2024 is Rs. 10 Crores.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

1. Executive Director

Mrs. Shanthi Thomas had been re-appointed as the Executive Director of the Company in the 78th AGM held on 03.09.2021, for a further period upto 30.06.2024 w.e.f. 05.02.2021, with the requisite approval of shareholders. The Board of Directors of the Company, upon the recommendations of the Nomination and Remuneration Committee, at its meeting held on 29.05.2024 re-appointed Mrs. Shanthi Thomas as the Whole-time Director designated as the Executive Director from 01.07.2024 to 30.06.2027, subject to approval of shareholders.

2. Independent Directors

Mr.F.S.Mohan Eddy (upto 31.03.2024), Mr.S. Ganesan (w.e.f. 01.4.2024), Mr.M.Meyyappan are the Independent Directors of the company. Mrs. Kavitha Vijay is the Independent Woman Director of the Company. The provisions of the Companies Act, 2013 pertaining to appointment of Woman Director under Section 149(1) been complied with.

The Board of Directors of the Company, upon the recommendations of the Nomination and Remuneration Committee, at its meeting held on 14.02.2024, had recommended the re-designation and continuance of Directorship of Mr.F.S.Mohan Eddy as Non-Executive Non-Independent Director (w.e.f. 01.04.2024) and re-designation and continuance of Directorship of Mr. S. Ganesan as a Non-Executive Independent Director for a period commencing from 01.04.2024 to 30.06.2026 on the Board of the Company, which was subsequently approved by the shareholders through Postal Ballot.

3. Director Retiring by Rotation

In accordance with the provisions of Companies Act, 2013 and the Articles of Association of the Company, Mr.Ajit Thomas, Non-Executive Director, retires by rotation at the 81st Annual General Meeting and being eligible offer himself for re-appointment.

4. Key Managerial Personnel

Mrs. Shanthi Thomas, Executive Director, Mr. Deepak G Prabhu, Chief Financial Officer and Mr. S. Lakshmi Narasimhan, Company Secretary are the Key Managerial Personnel of the Company.

5. Declaration from Independent Directors on Annual Basis

The Company has received necessary declaration from all the Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6) of the Companies Act, 2013.

INFORMATION ABOUT THE FINANCIAL PERFORMANCE/FINANCIAL POSITION OF THE SUBSIDIARIES/ASSOCIATES/JOINT VENTURE

The company has no subsidiary companies. As required under Section 129(3) of the Companies Act, 2013, the Company has prepared a Consolidated Financial Statement in respect of its Associates/Joint Venture companies along with its own financial statements. Further, details of financial performance/ financial position of the associate companies as required under first proviso to Section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014 are annexed in Form AOC 1 (Annexure 1).

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The company has taken adequate steps for conservation of energy by utilizing alternate sources and by investing on energy conservation equipments. The particulars prescribed by the Section 134 (3) (m) of the Companies Act 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 relating to Conservation of Energy and Technology Absorption are furnished in the Annexure 2 to this Report.

FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, the Company's Foreign Exchange Earnings amounted to Rs. 676.46 Lakhs. The total outgo on Foreign Exchange amounted to Rs. 23.37 Lakhs. The Company has continued to maintain focus and avail of export opportunities based on economic considerations.

STATUTORY INFORMATION

The information required under section 197 (12) of the Companies Act, 2013 read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the Company have been given in the Annexure – 3.

The information under section 197 of Companies Act, 2013 and pursuant to Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not required, as none of the employees falls under this category.

The statement containing remuneration paid to employees and other details as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company during business hours on working days of the Company up to date of the forthcoming Annual General Meeting. Any member interested in obtaining a copy of the same may write to the Company and the same will be provided free of cost to the member.

CHANGES IN SHARE CAPITAL

There is no change in the issued Equity Share Capital during the year under review.

The Company had complied with all applicable Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013 for the financial year ended 31st March 2024.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There were no significant material orders passed by the Regulators or Courts which would impact the going concern status of the Company and its future operations.

STATUTORY AUDITORS

Pursuant to Section 139 and 142 of the Companies Act, 2013, the members of the Company had appointed M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants, KR D Gee Gee Crystal, 7th Floor, 91-92, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600004, (Firm's Registration No. 003990S / S200018) as Statutory Auditors for the second term of 5 years commencing from the conclusion of the 79th Annual General Meeting till the conclusion of the 84th Annual General Meeting. Consequently, M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants, will complete their second term of five consecutive years as the Statutory Auditors of the company at the conclusion of the 84th Annual General Meeting of the company. In view of the amendment to the Companies Act, 2013, notified by the Ministry of Corporate Affairs dated May 07, 2018, their appointment need not required to be ratified by the Members.

The remuneration of the Statutory Auditors for the Financial Year 2023 - 2024 was Rs. 7 Lakhs (Rupees Seven Lakhs Only) plus taxes applicable thereon and reimbursement of out of pocket and travelling expenses.

The Company had received a certificate from M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants, Chennai confirming that they are not disqualified from continuing as Statutory Auditors of the Company.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company had appointed M/s. V. Suresh Associates, Practising Company Secretaries, Chennai to undertake the Secretarial Audit of the Company. The Secretarial Audit Report in Form MR-3 is annexed (Annexure 4) to this report and forms an integral part of this Report.

There is no secretarial audit qualification, reservation or adverse remarks in the Secretarial Audit Report for the period under review. The relevant Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) relating to the Board and General Meetings have been complied with by the Company. During the year, the Company has complied with the Secretarial Standard -1 (SS-1) and Secretarial Standard-2 (SS-2) issued by the Ministry of Corporate Affairs.

COST AUDIT AND COST RECORDS

The provisions of Cost Audit under Section 148 of the Companies Act, 2013 are not applicable to the Company for the current year.

The company has maintained Cost Records as per Companies (Cost Records and Audit) Rules, 2014.

REPORTING OF FRAUD

The Auditors of the Company have not reported any fraud as specified under section 143 (12) of the Companies Act, 2013.

BOARD INDEPENDENCE

The definition of Independence of Directors is derived from Regulation 16 of SEBI (LODR) Regulations, 2015 and Section 149(6) of the Companies Act, 2013. Based on the confirmation/ disclosures received from the Independent Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent in terms of Regulation 16 of SEBI (LODR) Regulations, 2015 and Section 149(6) of the Companies Act, 2013;

Mr. F. S. Mohan Eddy (upto 31.03.2024)

Mrs. Kavitha Vijay

Mr. M. Meyyappan and

Mr.S.Ganesan (w.e.f. 01.04.2024)

In compliance with Schedule IV of the Companies Act, 2013 and Rules thereunder, the Independent Directors met on 11.03.2024 and discussed issues as prescribed under the schedule IV of the Companies Act, 2013 and evaluated the performance of the Board and the Company. The Directors expressed their satisfaction on the performance of the Company.

ANNUAL EVALUATION BY THE BOARD

In compliance with the Companies Act, 2013 and Regulation 19 read with Schedule II of SEBI (LODR), Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Nomination & Remuneration Committee members, covering various aspects of the Board's functioning such as adequacy of composition of Board and Committees, Board communication, timeliness and unbiased information of right length and quality of information, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as attendance and participation in the discussion and deliberation at the meeting, understanding role and responsibilities as board member, demonstration of knowledge, skill and experience that make him/her a valuable resource for the board.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Executive Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

AUDITORS' REPORT

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants in their report and by M/s. V Suresh Associates, Practising Company Secretaries, Chennai in their Secretarial Audit report. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company during the year under review.

RELATED PARTY TRANSACTIONS

All transactions entered with related parties for the year under review were at arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. There are no materially significant related party transactions entered into by the Company with Promoters, Directors or KMP etc., which may have potential conflict with the interest of the company at large.

All new related party transactions are first approved by the Audit Committee and thereafter placed before the Board for their consideration and approval. A statement of all related party transactions is presented before the Audit Committee meeting on quarterly basis, specifying the nature, value and terms and conditions of the transactions.

The particulars of Contracts or arrangements with related parties referred to in Section 188(1), read with Rule 15 of the Companies (Meetings of Board and Its Powers) Rules 2014 is appended to this report in prescribed Form AOC 2 as Annexure 7.

The Related Party Transaction Policy as amended w.e.f. 01.04.2022 and approved by the Board is uploaded on the website of the company.

CORPORATE GOVERNANCE

The Company has always strived to adopt appropriate standards for good Corporate Governance.

Detailed report on the Corporate Governance and Management Discussion Analysis, form part of this report. A certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of SEBI (LODR) Regulations, 2015 is also annexed to the said Report.

The Company has taken adequate steps to adhere to all the stipulations laid down in Regulation 27 read with Part E of Schedule II and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 on Corporate Governance. The Management Discussion & Analysis Report and Report on Corporate Governance with Certificate on compliance with conditions of Corporate Governance have been annexed to this report (Annexure 5 & 6).

INTERNAL AUDIT, ITS ADEQUACY AND INTERNAL FINANCIAL CONTROL

The Company has in place adequate Internal Audit and Internal Financial Controls with reference to the financial statements, which is evaluated by the Audit Committee as per Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

In compliance with Section 138 of the Companies Act, 2013, the Company had engaged M/s. M.C.Ranganathan & Co., Chartered Accountants, Chennai as the Internal Auditors of the Company for the financial year 2023-2024. Findings and observations of the Internal Auditors are discussed and suitable corrective actions are taken as per the directions of the Audit Committee on an on-going basis to improve efficiency in operations. Thus, the internal audit function essentially validates the compliance of the Company. The Company's internal control systems are well established and commensurate with the nature of its business and the size and complexities of operations and adequate with reference to the financial statements as envisaged under the Companies Act, 2013. Your directors endorse that during the year under review, there were no reportable material weaknesses in the present systems or operations of internal controls.

CORPORATE SOCIAL RESPONSIBILITY

The company does not fall within the ambit of the provisions of Section 135 of the Companies Act 2013 regarding Corporate Social Responsibility and hence Annual Report on Corporate Social Responsibility (CSR) Activities is not annexed.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Independent Directors attend a Familiarization / Orientation Program on being inducted into the Board. The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to familiarize them with the process, business and functionalities of the Company and to assist them in performing their role as Independent Directors of the Company. The Company's Policy of conducting the Familiarization Programmes uploaded on the website of the Company www.neelamalaiagro.com.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Board of Directors has adopted revised Insider Trading Policy in their meeting held on 14th February 2019 in compliance with the requirement of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. The insider trading policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with the shares of the

Company. The policy has been formulated to regulate, monitor and ensure reporting of deals by designated person/ employees and maintain the highest ethical standards of dealing in Company securities. The Company's New code of Conduct for Prevention of Insider Trading is uploaded on the website of the Company www.neelamalaiagro.com.

ANNUAL RETURN

As required under Section 92(3) of the Companies Act, 2013 copy of Annual Return of the Company is uploaded on the company's website. The weblink to access the annual return is www.neelamalaiagro.com.

INDUSTRIAL RELATIONS

During the year under review, your company enjoyed cordial relationship with workers and employees at all levels.

RISK MANAGEMENT PLAN

Pursuant to Section 134 (3) (n) of the Companies Act, 2013 and as per Regulation 17 (9)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had laid down the procedures to inform Board members about the risk assessment and mitigation procedures.

Regarding the general risk, the company follows a minimal risk business strategy as given below: -

Particulars	Risk Minimizing steps
Fixed Assets and Current Assets	The company has taken adequate insurance coverage of its fixed assets and current assets which will minimize the impact of another event or development.
Financial Risk	The company has a conservative debt policy. The debt component is very marginal
Credit risk on exports	The credit is insured through Export Credit and Guarantee Corporation Limited (ECGC)

Mr. Deepak G Prabhu, Chief Financial Officer, has been assigned the task of informing the Board about the various risks and its mitigation by the Company from time to time.

At present the company has not identified any element of risk which may threaten the existence of the Company.

DISCLOSURE OF ACCOUNTING TREATMENT

The Company has adopted the Indian Accounting Standards (Ind AS) with effect from 1st April 2017 and all its financial statements are made according to the said standard. Further, in the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are applied are set out in the Notes to the Financial Statements.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Act and that an Internal Complaints Committee has been set up for redressal of complaints under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and that all employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year the company has not received any complaint under Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of Business during the year.

STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR.

There is no Independent Director appointment during the year

NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

There is no such instance during the year.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

There is no such instance during the year.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

There is no such instance during the year.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- I. In the preparation of the annual accounts for the financial year ended 31st March 2024 the applicable accounting standards had been followed along with proper explanation relating to material departures;
- II. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- III. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- IV. The Directors had prepared the annual accounts for the financial year ended 31st March 2024 on a going concern basis;
- V. The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- VI. The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

The Directors sincerely acknowledge the contribution and support from customers, shareholders, Central and State Governments, Bankers, Securities Exchange Board of India, BSE Ltd, Cameo Corporate Services Ltd., Central Depository Services (India) Ltd., National Securities Depositories Limited, Registrar of Companies and other Government Authorities for the co-operation and assistance provided to the Company.

The Directors also place on record their gratitude to the employees for their continued support, commitment, dedication and co-operation.

On Behalf of the Board

Chennai
29.05.2024

Ajit Thomas
Chairman
DIN : 00018691

ANNEXURE - 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries or associate companies or Joint ventures

Part “A” : Subsidiaries - NIL

Part “B” : Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

FORM AOC - 1

Sl. No.	Name of Associates / Joint Ventures	AVT Natural Products Ltd	AVT McCormick Ingredients Private Ltd	Midland Corporate Advisory Services Pvt. Ltd.
1	Latest audited Balance Sheet Date	31st March 2024	31st March 2024	31st March 2024
2	Shares of Associate/Joint Venture held by the company on the year end			
	(i) Number	6,09,13,600	31,50,000	2,50,000
	(ii) Amount of Investment in Associates/Joint Venture (Amt. in Rs. Lakhs)	258.97	315.00	25.00
	(iii) Extend of Holding %	40.00%	14.58%	32.89%
3	Description of how there is significant influence	More than 20% of the Total Share Capital of the Associate Concern is held by Neelamalai Agro Industries Ltd.		
4	Reason why the associate / joint venture is not consolidated	The Account of Associates have been Consolidated		
5.	Networth attributable to shareholding as per latest audited Balance Sheet (Amt. in Rs. Lakhs)	18,780.32	3,448.68	35.40
6.	Profit / Loss for the year			
	i. Considered in Consolidation	2,131.52	238.54	9.31
	ii. Not Considered in Consolidation (Amt. in Rs. Lakhs)	---	---	---
Total Networth of the company (Amt. in Rs. Lakhs)		38,203.57	23,658.10	107.62

- Names of associates or joint ventures which are yet to commence operations. - NIL
- Names of associates or joint ventures which have been liquidated or sold during the year.- NIL

Conservation of Energy

The information under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2024 is given here below and forms part of the Directors' Report.

A. CONSERVATION OF ENERGY

Neelamalai Agro Industries Ltd. is committed to conserve energy in all our activities. We have been adopting energy conservation measures for many years. The following energy saving measures have been adopted at Katary & Sutton Estates:-

1. Energy Efficient motors have been installed in Withering Section & Rolling room equipment.
2. Dust collection system provided with Energy Efficient motors and variable speed drive in Tea Mech Drier & Jumbo Drier
3. Recycling, Drier exhaust hot air for withering from dust collection systems in Tea Mec Drier & Jumbo Drier.
4. Dust collection system with energy efficient motor has been installed in sifting room
5. Hot water Generator of 10 Lakh Kcal has been installed for fuel efficiency
6. Energy Saving lights of 28 watts have been provided in factory instead of 40 watts per fittings.
7. Reduced usage of Diesel Generator (DG) by maintaining maximum demand with proper usage of automated maximum demand management system
8. 200 KVAR Harmonics filter panel has been installed to stabilize the power supply & improve power factor for savings on energy besides extend the life of electrical equipment & motors.
9. Outdoor lightings have been changed to 200 watts LED fixtures.
10. ID fan Controller has been installed for Parucco heater ID Fan for optimal usage of fire wood.
11. Introduction of Lithium Battery operated harvesters has helped to reduce dependence on petrol driven 2 man 'Ochiai' harvesters.
12. Discontinued use of imported coal fines in Heaters for drying of teas.

ANNEXURE - 3

Information pursuant to Section 197(12) of the Companies, Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014

- (1) Ratio of the remuneration of each Director to the median remuneration of all the employees of the Company for the financial year 2023-2024

Median remuneration of all the employees of the Company for the Financial Year 2023-24- Rs Lakhs	1.11
Percentage increase in the median remuneration of the employees in the Financial year 2023-24	1%
Number of permanent employees on the rolls of the Company as on 31st March 2024	528

- (2) The percentage of increase in remuneration of Executive Director, Chief Financial Officer & Company Secretary during the financial year 2023-2024.

Sl. No.	Name of the Director / KMP	Designation	Remuneration during the FY 2023-24 (Rs. in Lakhs)	% increase in Remuneration during FY 2023-24
a	Mrs. Shanthi Thomas	Executive Director	40.85	0 %
b	Mr. Deepak G Prabhu	Chief Financial Officer	51.51	22.86 %*
c	Mr. S Lakshmi Narasimhan	Company Secretary	15.90	2.45 %

* The variance is due to allowances claimed once in 2 years as per policy of the Company. The annualized increase is 5.83 %

- (3) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: -

There is an increase of 5.26% in the salaries of employees during the year.

- (4) The remuneration is as per the remuneration policy of the Company.

Note: The calculation for median remuneration and average increase in remuneration is arrived at based on permanent employees of the Company in the regular rolls.

SECRETARIAL AUDIT REPORT

For the Financial Year 2023 - 2024

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

To
The Members,
M/s. NEELAMALAI AGRO INDUSTRIES LIMITED
No.60, Rukmani Lakshmi pathi Salai,
Egmore, Chennai-600008.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Neelamalai Agro Industries Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of by Neelamalai Agro Industries Limited 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, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March 2024, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Neelamalai Agro Industries Limited ("the Company") for the financial year ended on 31st March 2024 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, 2009; **(Not applicable)**
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable)**
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021; **(Not applicable)**
- (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; **(Not applicable)**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable)**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable)**

Other Laws specifically applicable to this Company is as follows:

- (vi) Plantation Labour Act, 1951
- (vii) Food Safety and Standards Act, 2006
- (viii) Tea Act, 1953
- (ix) Tea (Marketing) Control Order 2003.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Bombay Stock Exchange Seeking clarification on Submission of Proceedings of Annual General Meetings under Regulation 30(6) of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that the Board of Directors of the Company is constituted with Executive Director, Non-Executive Directors, Independent Directors and a Woman Director. There is no change 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 to schedule the Board Meetings, which is sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines

For V. Suresh Associates
Practicing Company Secretaries

V. Suresh
Senior Partner
FCS No. 2969
C.P. No. 6032

Place : Chennai

Date : 29.05.2024

Peer Review Cert. No. : 667/2020

UDIN: F002969F000440043

ANNEXURE TO SECRETARIAL AUDIT REPORT

To

The Members,

M/s. NEELAMALAI AGRO INDUSTRIES LIMITED

No.60, Rukmani Lakshmipathi Salai,

Egmore, Chennai-600008.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For V. Suresh Associates
Practicing Company Secretaries

V. Suresh
Senior Partner
FCS No. 2969
C.P. No. 6032

Place : Chennai

Date : 29.05.2024

Peer Review Cert. No. : 667/2020

UDIN: F002969F000440043

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The performance of Plantation Segment with regard to industry structure and development, opportunities and threats, segment wise performance, outlook, risks and concerns, internal control systems and its adequacy, discussion on financial performance with respect to operational performance and material developments in Human Resources/Industrial Relations Front, including number of people employed is analyzed in detail below :-

1) BUSINESS PROFILE

The Company is engaged in Plantation activity and the crop dealt with by the Company is Tea and the main business being Tea cultivation, Tea manufacturing, sales and exports of Tea.

The Company has two estates i.e. Katary & Sutton Estates, located in the Nilgiris District in Tamil Nadu, spanning an area of 631.769 Hectares.

The factory has facilities to produce Orthodox Tea. Good manufacturing practices and HACCP systems are followed in the Tea factory. Currently the company produces 100% Orthodox Tea.

2) INDUSTRY SCENARIO

The sale price has dropped when compared to the previous year for Orthodox Tea.

3) PERFORMANCE

During the year under review, sales has increased by 1.66%. The company has posted a comprehensive income (net of tax) of Rs. 1,475.57 lakhs, as against Rs. 461.19 lakhs during the last year. The summary of the performance is given below:-

Particulars	31.03.2024 Rs. Lakhs	31.03.2023 Rs. Lakhs
Sales	2,534.43	2,493.06
Other Receipts	986.63	940.87
Total Income	3,521.06	3433.93
Material Cost	(299.77)	(472.58)
Expenses	(2,617.34)	(2381.48)
Interest	(0.46)	(3.80)
Depreciation	(86.79)	(77.33)
Profit / (Loss) before Tax and Exceptional item	516.70	498.74
Exceptional item	1,773.60	-
Profit / (Loss) before Tax and after Exceptional item	2,290.30	498.74
Tax Expenses (Current & Deferred Tax)	202.79	105.22
Net Profit / (Loss)	2,087.51	393.52
Remeasurement of the post-employment benefit obligations	18.07	46.40
Changes in Fair Value of FVOCI Investments	(734.45)	23.93
Income Tax Expenses / (Credit)	104.44	(2.66)
Total comprehensive income	1,475.57	461.19

4) OPPORTUNITIES AND THREATS

Opportunities

Market potential is there for Tea which however is constrained by stiff competition from global, national and local players.

Threats

Any recession in general economy may affect the plantation industry also. The major threat for plantation industry is the yearly increase in cost of production which is not at all proportionate with the increase in sale realization. Moreover, plantation crops are generally prone to vagaries of nature and erratic monsoon

5) OUTLOOK

The outlook for the industry depends on (a) consistent demand for Plantation Crops throughout the year (b) a higher realization commensurate with the cost of production and (c) the growth of packet tea segment. The Company has been constantly endeavoring on this. Quality upgradation and attainment of cost efficiency are the prime missions of the Company. Plant modernization and field development have been undertaken with the above missions in mind.

6) RISKS AND CONCERNS

With regard to the business risk, the same has been dealt with under Opportunities and Threats stated above. Regarding the general risk, the company follows a minimal risk business strategy as given below:-

Particulars	Risk minimising steps
Fixed Assets and Current Assets	The company has taken adequate insurance coverage of its fixed assets and current assets which will minimize the impact of another event or development
Financial Risk	The company has a conservative debt policy. The debt component is very marginal
Credit risk on exports	The credit is insured through Export Credit and Guarantee Corporation Limited (ECGC)

7) INTERNAL CONTROL SYSTEM AND ITS ADEQUACY

The Company has appropriate and adequate internal controls and also has appointed a leading firm of Chartered Accountants as Internal Auditors to cover Internal Audit of the Company. The Internal Audit coverage is adequate to ensure that the assets of the company are safeguarded and protected and there is regular review by Management on policies, internal controls and procedures and also internal audit reports.

8) FINANCIAL PERFORMANCE ANALYSIS

During the year under review, total revenue of the Company was Rs. 3521.06 Lakhs as against Rs. 3433.93 Lakhs during the previous year. Tea production including Bought Leaf during the year was 18.70 Lakhs kgs as against 15.48 Lakhs kgs during the previous year. Other receipts have recorded an income of Rs. 986.63 Lakhs during the year.

9) INFORMATION TECHNOLOGY

The company has upgraded all its information systems resources and review of the same is done on a periodic basis.

10) HUMAN RESOURCES

The company attaches significant importance to continuous upgradation of Human Resources for improving the productivity of employees at all levels leading to improvement in quality of the produce, which will ensure a better customer satisfaction and a higher growth. As a part of HR strategy, training programmes are organised for employees at all levels. As on 31st March 2024, the company has an employee strength of 909 nos.

11) CAUTIONARY STATEMENT

The analysis given above may contain certain statements which are futuristic in nature. Such statements represent the intention of the Management and the efforts put in by them to realise certain goals. The success in realising these goals depends on various factors, both internal and external. Therefore, the investors are requested to make their own independent judgements by taking into account all relevant factors before taking any investment decision.

CORPORATE GOVERNANCE

Pursuant to Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company submits the report on matters mentioned in the said Regulation and the practices followed by the Company.

1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

The basic objective of the Corporate Governance Policies adopted by the Company is to attain the highest levels of transparency, accountability and integrity. Your Company believes that Good Corporate Governance enhances the trust and confidence of all the stake holders. viz. Shareholders, Customers, Suppliers, Employees and Society in general.

2. BOARD OF DIRECTORS

The Board of Directors of the Company consists of Chairman and 5 Directors categorized as follows:-

Category	Name of the Directors
a. Promoter/Chairman	Mr. Ajit Thomas
b. Executive Director	Mrs. Shanthi Thomas
c. Non-Executive and Independent Directors	Mr.S.Ganesan (re-designated w.e.f. 01.04.2024) Mrs. Kavitha Vijay (Independent Woman Director) Mr.M.Meyyappan
d. Non-Executive Non-Independent Director	Mr. F. S. Mohan Eddy (re-designated w.e.f. 01.04.2024)

The composition of the Board of Directors of the Company is presently governed by the provisions of Companies Act, 2013, the Articles of Association of the Company and the SEBI (LODR) Regulations, 2015.

The Board of Directors of the Company consists of persons of eminence, having good experience in business management, polymer technology, finance, accountancy and law. The Board of Directors meet as often as required but not less than four times a year i.e. once in a calendar quarter. The Directors receive minutes of all the meetings of the Board and of the respective Committee meetings wherever they are members; namely Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee.

During the financial year 2023-24, four meetings of the Board of Directors were held on

- i) 30th May, 2023
- ii) 11th August, 2023
- iii) 13th November 2023 and
- iv) 14th February, 2024

Independent Directors are expected not to serve on the Board of competing companies. No Director of the company is a member of more than ten Committees or can act as Chairman of more than five committees across all public limited companies in which he / she is a director. For the purpose of these only membership and chairmanship of Audit Committee and Stakeholders' Relationship Committee are alone considered.

Further, every Director informs the Company about the Committee position he / she occupies in other companies and notifies the changes as and when they take place. The details of directorships held by the Company's Directors in public limited companies (excluding Neelamalai Agro Industries Ltd.) as on 31st March 2024 and attendance at the Board Meetings of the Company are given below:

Name of the Director	Designation / Category of Directorship	No. of Board Meetings attended	Last AGM Attendance (Yes / No)	No. of other Directorships held	No. of other Committees of which Member / Chairman	Whether Chairman / Member
Mr. Ajit Thomas	Chairman	4	Yes	6	6	4 as Chairman 2 as Member
Mrs. Shanthi Thomas	Executive Director	4	Yes	2	1	1 as Member
Mr. F.S. Mohan Eddy	Non- Executive Non Independent Director (re-designated w.e.f 01.04.2024)	3	Yes	1	2	1 as Chairman 1 as Member
Mrs. Kavitha Vijay	Independent Woman Director	4	Yes	4	5	5 as Member
Mr. S. Ganesan	Non- Executive Independent Director (re-designated w.e.f 01.04.2024)	4	Yes	4	-	-
Mr. M. Meyyappan	Non- Executive Independent Director	3	Yes	-	-	-

Note 1: For calculation of number of Committee Positions in other public limited companies, we have considered Audit Committee and Stakeholders relationship committee alone.

Note 2: Mrs. Shanthi Thomas, Executive Director of the Company is spouse of Mr. Ajit Thomas, Chairperson of the Company. None of the other Directors are related inter se in any manner

Note 3: None of the Directors on the Board is a member of more than 10 committees or act as Chairman of more than 5 committees across all Listed Companies and Unlisted Public Limited Companies in which he / she is a Director.

DIRECTORS' PROFILE IN OTHER LISTED ENTITIES

Sl. No.	Name of the Director	Name of the Company	Category of Directorship
1	Mr. Ajit Thomas	M/s. Saksoft Limited M/s. AVT Natural Products Limited	Independent Director Non - Executive Non - Independent Director
2	Mrs. Shanthi Thomas	M/s. AVT Natural Products Ltd	Non - Executive Non - Independent Director
3.	Mr. F.S. Mohan Eddy	Nil	
4.	Mrs. Kavitha Vijay	M/s. AVT Natural Products Ltd M/s. MM Forgings Ltd M/s. Saksoft Limited	Independent Woman Director Independent Director Independent Director
5.	Mr. S. Ganesan	Nil	
6.	Mr. M. Meyyappan	Nil	

The Board meets at least once in a quarter and the interval between two meetings is not more than 120 days. Apart from the statutory requirements, the role of the Board includes setting annual business plan, periodic review of operations & considering proposals for diversification, investments and business re-organization. The information periodically placed before the board includes status of statutory compliance, proceedings / minutes of all committees including the audit committee.

A Director of a Listed Entity shall not be a director on the Board of more than Eight (8) Listed Entities with effect from 1st April 2019, out of which he/she shall not serve as an Independent Director on the Board of more than Seven (7) Listed Entities. However, a person on the Board of a Listed entity serving as Managing Director / Whole-Time-Director shall not serve as an Independent Director on the Board of not more than Three (3) Listed Entities.

KEY BOARD QUALIFICATIONS, EXPERTISE AND ATTRIBUTES

In accordance with Clause C(h)(i) and (ii) of Schedule V read with Regulations 34(3) and 53(f) of LODR, the Board of Directors have identified the following Core Skills/Expertise/Competencies, required for Board Members in the context of Company's business and sectors, to function effectively.

The Board of the Company comprises qualified members who bring in the required skills, expertise and competence that allows them to make effective contribution to the Board and its Committees. The members of the Board are committed to ensure that the Board is in compliance with the highest standards of corporate governance.

The below table summarizes the key qualifications, skills, expertise and attributes considered while nominating a candidate to serve on the Board:

Board Qualification	Indicators
Agriculture & Contract farming	Being a Director in an Agro based Company, proficiency in complex Agriculture, contract farming, backward integration etc., are key to develop a team
Business Operations	Vast experience in driving business success across the country with an understanding of diverse business environments, economic conditions, cultures and regulatory frameworks and have a broad perspective on market opportunities.
Leadership	Leadership experience in a significant enterprise with a practical understanding of organizations, processes, strategic planning and risk management. Demonstrated strengths in developing talent, succession planning and driving change and long-term growth.
Technology	A significant background in technology resulting in knowledge of how to anticipate technological trends, generate disruptive innovation and extend or create new business models.
Board Governance	Service on the Board of the public company to develop insights about maintaining board and management accountability, protecting shareholder interests and observing appropriate governance practices.
Sales and Marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhance company reputation
Finance	Being a Director in manufacturing company, proficiency in complex financial management, capital allocation and financial reporting processes are must.

The skill areas in the matrix will be regularly reviewed to ensure that the composition of skills on the Board remains aligned with the Group's stage of development and strategic direction.

SKILL SET OF INDIVIDUAL DIRECTORS

Name of Directors	Agriculture & Contact Farming	Business Operations	Leadership	Technology	Board Governance	Sales and Marketing	Finance
Mr. Ajit Thomas, Chairman	✓	✓	✓	✓	✓	✓	✓
Mrs. Shanthi Thomas, Executive Director	✓	✓	✓	✓	✓	✓	✓
Mr. F.S. Mohan Eddy, Non-Executive Independent Director (upto 31.03.2024) (re-designated as Non-Executive Non-Independent Director w.e.f. 01.04.2024)	✓	✓	✓	✓	✓	✓	✓
Mrs. Kavitha Vijay, Independent Woman Director	✓	✓	✓	✓	✓	-	✓
Mr. S. Ganesan, Non-Executive Non-Independent Director (upto 31.03.2024) (re-designated as Non-Executive Independent Director w.e.f. 01.04.2024)	✓	✓	✓	✓	✓	-	✓
Mr. M.Meyyappan, Non-Executive Independent Director	-	✓	✓	-	✓	-	✓

Confirmation

In the opinion of the Board that the Independent Directors fulfill the conditions specified under Regulation 34(3) of SEBI (LODR) Regulations, 2015 and are independent of the management.

POLICY ON BOARD DIVERSITY

The Policy on Board Diversity adopted by the Company includes the following:

- Diversity is ensured through consideration of a number of factors, including but not limited to skills, regional and industry experience, background and other qualities.
- The Nomination & Remuneration Committee shall lead the process for Board appointment and for identifying and nominating, for approval of the Board, candidates for appointment to the Board.
- Board appointments are based on merit and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board, including gender.
- The Company shall also take into account factors based on its own business model and specific needs from time to time.
- The benefits of experience/knowledge in the areas relevant to the Company and diversity continue to influence succession planning and continue to be the key criteria for the search and nomination of Directors to the Board.

Familiarisation programmes

The Independent Directors attend a Familiarization / Orientation Program on being inducted into the Board. The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to familiarize them with the process, business and functionalities of the Company and to assist them in performing their role as Independent Directors of the Company. The Company's Policy of conducting the Familiarization Program is uploaded on the website of the Company. www.neelamalaiagro.com

Details of shareholding of Directors as on 31st March 2024

The number of equity shares of face value of Rs.10/- each of the Company held by the Directors as on 31st March 2024 is as under:

Shareholdings of Non-Executive Directors/ Independent Director as on 31.03.2024

Name of the Non-Executive Director	DIN	No. of Shares held
Mr. Ajit Thomas (Promoter/Chairman)	00018691	4,14,618 equity shares jointly held with Mrs. Shanthi Thomas (Executive Director)
Mr. F.S. Mohan Eddy, Non-Executive Independent Director (upto 31.03.2024) (re-designated as Non-Executive Non-Independent Director w.e.f. 01.04.2024)	01633183	Nil
Mrs. Kavitha Vijay, Independent Woman Director	01047261	Nil
Mr. S.Ganesan, Non-Executive Non-Independent Director (upto 31.03.2024) (re-designated as Non-Executive Independent Director w.e.f. 01.04.2024)	08588380	Nil
Mr.M. Meyyappan, Non-Executive Independent Director	00836979	Nil

Responsibilities:

The Board looks at strategic planning and policy formulation. The Board meets at least once in every quarter to review the Company's operations and the intervening gap between the meetings is within the period prescribed under the Companies Act 2013. During the year under review the Board met four (4) times. The agenda of the Board meeting is circulated to all the Directors well in advance and contains all the relevant information. The Chairman is responsible for corporate strategy, planning, external contacts and Board Matters. The senior management personnel heading respective divisions are responsible for all day-to-day, plant operations related issues, productivity, recruitment, and employees retention for their divisions.

3. COMMITTEES

The Company has constituted various committee(s) in compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The Company Secretary acts as the Secretary to all the Committees. Each of these Committees has the authority to engage outsider experts, advisors, and counsels to the extent it considers appropriate to assist in its functions. Minutes of the Committee meetings are circulated to the Directors and placed before the Board meeting for noting thereat.

Audit Committee

The Audit Committee was constituted in compliance with the Companies Act, 2013. During the year under review, four meetings of the Committee were held on i) 30th May, 2023, ii) 11th August, 2023 iii) 13th November 2023 and iv) 14th February 2024.

The composition of the Audit Committee is as follows:-

Mr.F.S.Mohan Eddy (Non-Executive Independent Director) – Chairman (*upto 31.03.2024*)

Mr.Ajit Thomas (Non-Executive Non-Independent Director) - Member

Mrs.Kavitha Vijay (Non-Executive Independent Woman Director) -Member

Mr. M.Meyyappan (Non-Executive Independent Director) - Member

Mr.S.Ganesan, (Non-Executive Independent Director) – Chairman (*w.e.f01.04.2024*)

Attendance at the Audit Committee meetings during the year under review are given below:

Name	Non-Executive / Independent	Number of Meetings held & attended
Mr. Ajit Thomas	Non-Executive Non-Independent Director	Held and attended 4
Mr. F.S. Mohan Eddy	Non-Executive Independent Director	Held 4 and attended 3
Mrs.Kavitha Vijay	Non-Executive Independent Woman Director	Held and attended 4
Mr.M.Meyyappan	Non-Executive Independent Director	Held 4 and attended 3

The Audit Committee invites the executives of the Company, as it considers appropriate, representatives of Statutory Auditor and representatives of the Internal Auditor at its meetings.

The role of the Audit Committee includes the followings pursuant to Regulation 18 of SEBI (LODR) Regulations, 2015 read with Section 177 of the Companies Act, 2013:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for terms of appointment and remuneration 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 the 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 financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to quarterly and yearly financial statements
 - f. Disclosure of any related party transactions
 - g. Modified opinion 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 to be submitted by monitoring agency with regard to utilisation of proceeds of a public or rights issue, and making appropriate recommendations to Company's Board;
7. Review and monitor 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 undertaking 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, reviewing Internal Control Systems in the organization;
13. Reviewing adequacy of internal audit function, if any, including structure of 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 over significant findings and follow up there on;
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;
20. Approval or any subsequent modification/ changes of Related Party Transactions;
21. To investigate into any matter specified under Section 177(4) or any matter referred by the Board.
22. The Committee has power to obtain external professional help/ advice and has right to ask for any information/ explanation.
23. To review 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, if any.

Nomination and Remuneration Committee:

The composition of the Nomination and Remuneration Committee is as follows:-

Mr.F.S.Mohan Eddy (Non-Executive Independent Director) – Chairman (*upto 31.03.2024*)

Mr.Ajit Thomas (Non-Executive Non-Independent Director) - Member

Mr. M.Meyyappan (Non-Executive Independent Director) - Member

Mr.S.Ganesan, (Non-Executive Independent Director) – Chairman (*w.e.f01.04.2024*)

The Nomination and Remuneration Committee met once during the financial year 2023-2024 on 14th February 2024. The necessary quorum was present for the meeting. The performance of every Director was evaluated in the meeting held on 14th February 2024. Attendance at the Nomination and Remuneration Committee meetings during the year under review are given below

Name	Non-Executive / Independent	Number of Meetings held & attended
Mr. Ajit Thomas	Non-Executive Non-Independent Director	1
Mr. F.S.Mohan Eddy	Non-Executive Independent Director	1
Mr.M.Meyyappan	Non-Executive Independent Director	Nil

The broad terms of reference of the Nomination and Remuneration Committee are as under:

- 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;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- 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.
- 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.
- recommend to the board, all remuneration, in whatever form, payable to senior management.

The Nomination and Remuneration Policy is devised in accordance with Section 178 of the Companies Act, 2013. The performance evaluation criteria for independent director are provided in the Director Report. Further, the details of remuneration paid to all the Directors and other disclosures as required to be made under Regulation 34(3) of SEBI (LODR) Regulation 2015 have been provided in this Report.

Remuneration of Directors/ Remuneration Policy:

Non-executive Directors are paid sitting fees for each meeting of the Board or its committees attended by them. The sitting fees paid during the year 2023-24 are as under:

Name of Director	Sitting Fees
Mr. Ajit Thomas	Rs.63,000/-
Mr. F.S.Mohan Eddy	Rs.53,000/-
Mrs. Kavitha Vijay	Rs 65,000/-
Mr. S. Ganesan	Rs 40,000/-
Mr. M. Meyyappan	Rs.50,000/-

Remuneration paid to Directors for the financial year 2023-24 is as under:

Name	Mrs. Shanthi Thomas, Executive Director
Salary	Rs.2,50,000/- per month
HRA	Rs.50,000/- per month
Provident Fund	Company's contribution@12% in accordance with the rules of the Company
Gratuity	As per the Rules of the Company
Perquisites	Company car and communication facilities: Use of the Company's car, chauffeur and communication facilities at the residence for official purposes, as per the rules of the Company. Insurance benefit: Life Cover, Personal Accident, Medical as per the policy of the Company

Stakeholders Relationship Committee:

Pursuant to provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015, the Stakeholders Relationship Committee during the year comprised of Mr. Ajit Thomas as Chairman, Mr. F.S.Mohan Eddy and Mr. S. Ganesan as Members.

The composition of the Committee during the financial year and the details of the meeting held and attended by the members are as under:

Name	Non-Executive / Independent	Number of Meetings held & attended
Mr. Ajit Thomas	Non-Executive Non-Independent Director	12 & 8
Mr. F.S. Mohan Eddy	Non-Executive Independent Director	12 & 10
Mr. S.Ganesan	Non-Executive Non-Independent Director	12 & 12

The broad terms of reference of Stakeholders Relationship Committee as set out in the SEBI (LODR) Regulations, 2015 read with Section 178 of the Companies Act, 2013 will include the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transmission / transposition of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the services and adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 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.

Mr. S. Lakshmi Narasimhan, has been appointed as the Compliance Officer, as required by Regulation 6 of SEBI (LODR) Regulations 2015. He has been entrusted the task of meeting fully the requirements of the said Regulation and overseeing the share transfer work done by the Registrars and Share Transfer Agents attending to grievances of the shareholders and investors; compliance with the statutory and regulatory requirements etc. of SEBI and stock exchange.

With reference to Regulation 46 of SEBI (LODR) Regulations, 2015 the Company has designated exclusive e-mail ID - narasimhan.l@avtplantations.co.in for investors to register their grievances, if any. This has been initiated by the company to resolve investors' grievances, immediately. The Company has displayed the said e-mail ID on its Website for the knowledge of Investors.

PARTICULARS OF SENIOR MANAGEMENT INCLUDING THE CHANGES THEREIN SINCE THE CLOSE OF THE PREVIOUS FINANCIAL YEAR

There is no such instance during the year

SUMMARY OF SHAREHOLDERS COMPLAINTS AS ON 31.03.2024

Sl. No.	Particulars	No. of Complaints
1.	Number of Shareholders complaints pending as on 01.04.2023	Nil
2.	Number of shareholders complaints received during the year 2023-24	4
3.	Number of shareholders complaints resolved during the year 2023-24	4
4.	Number of Shareholders complaints pending as on 31.03.2024	Nil

4. GENERAL BODY MEETINGS

Details of last three Annual General Meetings Held:

Year	Venue	Date	Time	Special Resolution/s Passed
2022-23	Through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") Deemed Venue was No.60, Rukmani Lakshmi pathi Salai, Egmore, Chennai 600 008	24th August, 2023	11.00 a.m	1
2021-22	Through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") Deemed Venue was No.60, Rukmani Lakshmi pathi Salai, Egmore, Chennai 600 008	26th August, 2022	11.00 a.m	Nil
2020-21	Through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") Deemed Venue was Katary Estate, Katary Post, The Nilgiris-643213	3rd September, 2021	11.00 a.m	3

Special Resolutions:

3 Special Resolutions were passed in the Annual General Meeting held on September 03, 2021 for

- Re-appointment of Mrs. Shanthi Thomas as a Whole -Time Director.
- Re-appointment of Mr. F.S. Mohan Eddy as an Independent Director
- Shifting of Registered Office of the Company from Coonoor (Jurisdiction of Registrar of Companies, Coimbatore), to Chennai (Jurisdiction of Registrar of Companies, Chennai)

1 Special Resolution was passed in the Annual General Meeting held on August 24, 2023 for Alteration of Articles of Association of the Company.

The special resolutions passed in the Annual General Meetings do not require postal ballot

5. DISCLOSURES

The Company had complied with all the regulations of Stock Exchange(s), SEBI or other statutory authorities on matters related to capital markets.

6. MEANS OF COMMUNICATION

The Unaudited quarterly and Audited Annual Financial results are sent to the BSE Ltd., where the shares of the Company are listed.

- a. The quarterly, half yearly and annual results of the Company's financial performance were published in newspapers viz. 'Financial Express' in English and 'Makkal Kural' in Tamil and displayed on Company's website, www.neelamalaiagro.com.
- b. The Annual Report is circulated to all members, and is also available on the Company's website.
- c. The Annual Report of the Company for the financial year 2023-2024 is being e-mailed to the members whose e-mail addresses are available with the depositories or are obtained directly from the members, as per section 136 of the Companies Act, 2013 and Rule 11 of the Company (Accounts) Rules, 2014 and Regulation 36 of SEBI (LODR) Regulations, 2015. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member.

GENERAL SHAREHOLDER INFORMATION

(i)	Annual General Meeting -Date and Time -Mode		August 20, 2024 at 11 a.m. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")
(ii)	Financial Calendar (Tentative)	Unaudited Results for the quarter ending 30.06.2024 quarter ending 30.09.2024 quarter ending 31.12.2024 Audited Financial Results for the year ending 31.03.2025	Before 14.08.2024 Before 14.11.2024 Before 14.02.2025 Before 30.05.2025
(iii)	Dates of Book Closure		14.08.2024 to 20.08.2024 (both days inclusive)
(iv)	Dividend Payment Date		Within 30 days from the date of AGM
(v)	Listing on Stock Exchanges	BSE Ltd Floor 25 P. J. Towers Dalal Street, Mumbai - 400 001 Maharashtra	The Annual Listing Fees prescribed has been paid to BSE Ltd. till March 31, 2025.
(vi)	a) Stock Code b) Demat ISIN Number in CDSL & NSDL for equity shares	BSE Ltd	NEAGI INE 605D01012

STOCK MARKET DATA - BSE LTD

Month	High Price	Low Price
Apr-23	3,597.00	2,952.75
May-23	3,597.00	3,103.00
Jun-23	3,500.00	3,350.00
Jul-23	3,590.00	3,322.00
Aug-23	3,588.00	3,295.55
Sep-23	3,600.00	3,220.00
Oct-23	3,540.00	3,150.00
Nov-23	3,800.00	3,182.00
Dec-23	3,600.00	3,306.80
Jan-24	4,245.00	3,300.00
Feb-24	4,041.90	3,500.00
Mar-24	3,998.00	3,653.05

7. REGISTRAR AND SHARE TRANSFER AGENTS

M/s. CAMEO CORPORATE SERVICES LIMITED

Subramanian Building, No.1,

Club House Road

Chennai – 600 002.

8. SHARE TRANSFER SYSTEM

The Company's shares are traded in the BSE Ltd in demat mode. The transmission of physical shares of the company are now handled by our Registrar and Share Transfer Agent M/s Cameo Corporate Services Limited, Chennai, to whom communications regarding share transmission and dematerialization requests must be addressed. All matters connected with transmission, dividend payment are handled by the share transfer agent.

SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 amended Regulation 40 of SEBI (LODR) Regulations, 2015 pursuant to which after 31st March 2019 transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode.

Nomination facility for shareholding

As per the provisions of Section 72 of the Companies Act 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain a nomination form (Form SH- 13), from the Share Department of the Company/ Cameo Corporate Services Limited. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferor(s), transferee(s), surviving joint holders/legal heirs be submitted to the Company/RTA.

Members attention is invited to SEBI's circular no SEBI/HO/MIRSD/0081/CIR/P/2018/73 dated April 20, 2018, pursuant to which the Company has written to shareholders holding shares in physical form, requesting them to furnish details regarding their PAN and also their bank details for payment of dividend through electronic mode. Those shareholders, who are yet to respond to the Company's request in this regard, are once again requested to take action in the matter at the earliest.

No. of Equity Shares	Shareholders		No. of Equity Shares	
	Number	%	Number	%
1 – 500	1296	97.0059	91115	14.6472
501 – 1000	29	2.1706	23247	3.7370
1001 - 2000	4	0.2994	5608	0.9015
2001 – 3000	1	0.0748	2300	0.3697
3001 – 4000	1	0.0748	3600	0.5787
4001 – 5000	1	0.0748	4266	0.6857
5001 – 10000	1	0.0748	8126	1.3063
10001 & Above	3	0.2245	483800	77.7735

b. Pattern of Shareholding as on 31.03.2024

Category	No. of Holders	Total Shares	% to Equity
Resident	1249	117168	18.84
Resident - Director Relatives	2	2000	0.32
NRI	20	672	0.11
Corporate Body	25	4051	0.65
Foreign National	1	200	0.03
Trusts	1	1000	0.16
Bank	7	4250	0.68
IEPF	1	41239	6.63
Resident - HUF	27	795	0.13
Corporate Body - Others - Promoter	2	36069	5.80
Promoters	1	414618	66.65
TOTAL	1336	622062	100.00

c. Dematerialisation of Shares

The shares of this Company are partially in demat form.

- The shares of the Company are available for dematerialisation (holding of shares in electronic form) on the depositories viz. CDSL and NSDL.
- Equity Shares of the company are to be compulsorily traded in the dematerialised form. As on 31st March 2024, 5,59,635 Equity Shares comprising of 89.96% of paid-up capital of the company, have been dematerialised by the investors and bulk of transfers take place in the demat segment.
- Outstanding Stock

The Company has not issued any Global Depository Receipts/ Warrants and Convertible Bonds.

10. PRODUCTION CENTRES

TEA	Katary & Sutton Estates, Katary Post Coonoor, The Nilgiris - 643 213
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11. ADDRESS FOR CORRESPONDENCE

P.B. No. 4260, Panampilly Nagar P. O., Kochi - 682 036

Telephone : 0484 - 2315312

E mail : secneelamalai@avtplantations.co.in

Website : www.neelamalaiagro.com

a. Address for Investor correspondence

Investor correspondence may be addressed to any of the following:

Registered Office	Registrar & Share Transfer Agents
Mr. S.Lakshmi Narasimhan Company Secretary & Compliance Officer Neelamalai Agro Industries Limited 60, Rukmani Lakshmiipathi Salai Egmore, Chennai - 600 008 Tele :(O) +91 44 28583463 / (D) +91 44 2852 7775	Contact Person Ms. D.Sofia M/s. Cameo Corporate Services Ltd "Subramanian Building", No.1 Club House Road, Chennai-600 002 Tel: 044 28461173 / 40020733
Website : www.neelamalaiagro.com E-mail : secneelamalai@avtplantations.co.in / narasimhan.l@avtplantations.co.in	Website : www.online.cameoindia.com E-mail : sofia@cameoindia.com

- b. Proposed Dividend: Rs.50 (Rupees Fifty only) per share (500 %) on face value of Rs.10/- each.
- c. Electronic Clearing Service (ECS): The Company has extended the ECS facility to shareholders to enable them to receive dividend through electronic mode in their bank account. The Company encourages members to avail of this facility as ECS provides adequate protection against fraudulent interception and encashment of dividend warrants, apart from eliminating loss/damage of dividend warrants in transit and correspondence with the Company on revalidation/issuance of duplicate dividend warrants.
- d. Bank Details for electronic shareholding: Members are requested to notify their depository participant (DP) about the changes in bank details. Members are requested to furnish complete details of their bank accounts, including the MICR codes of their banks, to their DPs.
- e. Furnish copies of Permanent Account Number (PAN): The members are requested to furnish their PAN which will help us to strengthen the compliance with KYC norms and provisions of prevention of Money Laundering Act, 2002.
- f. Demat ISIN allotted to Equity Shares in CDSL and NSDL is INE 605D01012
- g. Corporate Identity Number (CIN): L01117TN1943PLC152874
- h. Stock Code: NEAGI

CREDIT RATING

The Company hasn't obtained any credit rating from the agencies.

12. OTHER DISCLOSURES

a. Related Party Transactions:

During the year, there were no material related party transactions i.e. transactions of the Company of a material nature with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have a potential conflict with the interests of the Company at large. The details of Related Party Transactions are given in Annexure to the Directors Report.

b. Compliances:

The Company had complied with all the regulations of Stock Exchange(s), SEBI or other statutory authorities on matters related to capital markets.

c. Vigil Mechanism or Whistle-Blower Policy:

Pursuant to Section 177 of the Companies Act, 2013 and the Regulation 22 of SEBI (LODR) Regulation, 2015, the Company has a Whistle-Blower Policy for establishing a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics policy. The said mechanism also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. We affirm that no employee of the Company was denied access to the Audit Committee. The said Whistle-Blower Policy has been hosted on the website of the Company www.neelamalaiagro.com.

d. Policy on dealing with related party transactions:

The policy on dealing with related party transactions is provided in the company's website www.neelamalaiagro.com

e. Remuneration paid to Statutory Auditors

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 is given below:

	Rs. in Lakhs
Payment to Statutory Auditors for F.Y. 2023-24	
Audit Fees	7.00
Tax Audit Fees	Nil
Other Services	Nil
Reimbursement of expenses	Nil
Travelling and other expenses	1.22
Total	8.22

Peer review of Auditors

Regulation 33 (1) (d) of the Listing Regulations stipulates that limited review / audit reports shall be given only by an Auditor who has subjected himself to the peer review process and holds a valid certificate issued by the Peer Review Board of the ICAI. The statutory auditors of the Company M/s. PKF Sridhar & Santhanam LLP have undergone the peer review process and been issued requisite certificate valid till 31.10.2025 that was placed before the Audit Committee.

f. Certificate from company secretary in practice

The Company has obtained a certificate from M/s. V Suresh Associates, Practising Company Secretaries, Chennai that 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

g. Recommendation of Committee

All the recommendations of the committees are accepted by the Board

h. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is provided in Directors' Report.

i. Anti-Sexual Harassment Policy

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Internal Complaints Committee has been set up to redress complaints received on sexual harassment.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. Number of Complaints filed, disposed during and pending at end of F.Y. 2023-2024 – NIL

j. Risk Management:

The Company had since 2004-2005, undertaken the exercise of identifying risks being faced by the company and ways of managing such risks. Risk minimization is being built up in the operating systems. Risks are periodically reviewed at both Audit committee level and Board of Directors of the company.

k. Meeting of Independent Directors:

The company's Independent Directors met on 11th March, 2024. The meeting was attended by all the Independent Directors and was conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

l. Prohibition of Insider Trading:

In compliance with the provisions of SEBI (Prohibition of Insider Trading Regulations) 2015, as amended from time to time, to preserve the confidentiality and prevent misuse of unpublished price sensitive information (UPSI)/Leak of UPSI, the Company has adopted a Code of Conduct for Insider Trading for prohibition of Insider trading which was revised and approved by Board at their meeting held on 14th February 2019, for Promoters, Member of Promoter group, directors, Designated Person/ Employees, their immediate relatives, designated persons of material subsidiary Company and substantial shareholders in the listed Companies.

All the Promoters, Directors, designated employees, connected persons who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window shall be closed from the end of every quarter till 48 hours after the declaration of financial results & in case of any other events, it shall be closed inter-alia for twelve(12) days prior to Board Meeting. This policy also provides for periodical disclosures from the designated person as well as pre- clearances of transactions by such persons.

m. CEO and CFO Certification:

Certificate obtained from CEO and CFO, in terms of Regulation 17 of SEBI (LODR) Regulations, 2015, was placed before the Board of Directors of the Company in its meeting held on 29.05.2024.

n. Management Discussion and Analysis forms part of the Director's Report.

o. Certification of Corporate Governance Report:

Certificate from M/s. V. Suresh Associates, Practising Company Secretaries, Chennai having Peer Review Cert. No. 667/2020 on Corporate Governance, as required by Regulation 34 of SEBI (LODR), Regulations, 2015, is incorporated in this Annual Report.

13. UNCLAIMED DIVIDEND

The Company has transferred the unpaid or unclaimed Second Interim Dividend for the financial year 2015-2016 to the Investor Education & Protection Fund (IEPF) constituted by the Central Government during the financial year. Dividend for the Financial Year 2016-2017 remaining unpaid/unclaimed over a period of 7 years is liable to be transferred to the above Fund during the Financial Year 2024-2025. Members are advised to claim the unpaid dividend, if any, immediately and no claim shall lie against the Company, once it is transferred.

Transfer of the 'Shares' into Investor Education and Protection Fund (IEPF) (in cases where dividend has not been claimed for seven consecutive years).

In terms of Section 124(6) of the Act read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, and Notifications issued by the Ministry of Corporate Affairs from time to time, the Company is required to transfer the shares in respect of which dividends have remained unclaimed for a period of seven consecutive years or more to the IEPF Account established by the Central Government. As required under the said Rules, the Company has transferred 396 equity shares to the IEPF account during the financial year.

Guidelines for Investors to file claim in respect of the Unclaimed Dividend or Shares transferred to the IEPF With effect from September 7, 2016, Investors/Depositors whose unpaid dividends, matured deposits or debentures etc. have been transferred to IEPF under Companies Act, 1956 and/or the Act, can claim the amounts. In addition, claims can also be made in respect of shares which have been transferred into the IEPF, as per the procedures/guidelines stated below:

- a. Download the Form IEPF-5 from the website of IEPF (<http://www.iepf.gov.in>) for filing the claim for the refund of dividend/shares. Read the instructions provided on the website/instruction kit along-with the e-form carefully before filling the form.
- b. After filling the form, save it on your computer and submit the duly filled form by following the instructions given in the upload link on the website. On successful uploading, an acknowledgement will be generated indicating the SRN. Please note down the SRN details for future tracking of the form.
- c. Take a print out of the duly filled Form No. IEPF-5 and the acknowledgement issued after uploading the form.
- d. Submit an indemnity bond in original, copy of the acknowledgement and self-attested copy of e-form along with other documents as mentioned in the Form No. IEPF-5 to the Nodal Officer (IEPF) of the Company at its Registered Office in an envelope marked "Claim for refund from IEPF Authority"/" Claim for shares from IEPF" as the case may be. Kindly note that submission of documents to the Company is necessary to initiate the refund process.
- e. Claim forms completed in all respects will be verified by the concerned Company and on the basis of Company's Verification Report, refund will be released by the IEPF Authority in favour of claimants' Aadhaar linked bank account through electronic transfer and/or the shares shall be credited to the demat account of the claimant, as the case may be.

The Nodal Officer of the Company for IEPF Refund Process is Mr.S.Lakshmi Narasimhan whose e-mail id is narasimhan.l@avtplantations.co.in.

DISCRETIONARY REQUIREMENTS

The Non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

Audit Qualifications:

The financial statements of the Company are unqualified.

Reporting of internal auditor:

The internal audit reports are placed before the Audit Committee.

Declaration under Regulation 34(3) read with Schedule V (D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding adherence to the Code of Conduct.

In accordance with Regulation 34(3) read with Schedule V (D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them for the Financial Year ended 31st March 2024.

For Neelamalai Agro Industries Ltd.,

SHANTHI THOMAS
Executive Director
DIN : 00567935

Chennai
29.05.2024

ANNEXURE - 6

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

The Members of

Neelamalai Agro Industries Limited
No.60, Rukmani Lakshmi pathi Salai,
Egmore, Chennai-600008.

We have examined the compliance of Corporate Governance by Neelamalai Agro Industries Limited, for the year ended 31st March 2024, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Bombay Stock Exchange Seeking clarification on Submission of Proceedings of Annual General Meetings under Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by it.

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

Place : Chennai
Date : 29.05.2024

For V. Suresh Associates
Practicing Company Secretaries
V. Suresh
Senior Partner
FCS No. 2969
C.P. No. 6032
Peer Review Cert. No. : 667/2020
UDIN: F002969F000440032

Form AOC - 2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

Company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2023-2024

2. Details of material contracts or arrangement or transactions at arm's length basis:

- (a) Name(s) of the related party and nature of relationship:
- (b) Nature of contracts/arrangements/transactions:
- (c) Duration of the contracts / arrangements/transactions:
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
- (e) Date(s) of approval by the Board, if any:
- (f) Amount paid as advances, if any:
(Details are given in Annexure 7A)

For and on behalf of the Board of Directors

AJIT THOMAS
Chairman
DIN : 00018691

Chennai
29.05.2024

ANNEXURE 7 A

FORM AOC - 2

Name of the Company	Nature of Relationship	Nature of Transaction	Duration of Transactions	Amount (Rs.)	Salient Terms	Date of Approval by the Board	Amount Paid as Advance if any
A. V. Thomas & Co. Ltd.	Common Control through constitution of Board / Share holding	Sale of Tea	On going transactions	1,95,40,902	Market Rate	Not Applicable	Nil
A. V. Thomas & Co. Ltd.	Common Control through constitution of Board / Share holding	Rent	On going transactions	4,20,922	Market Rate	Not Applicable	Nil
A. V. Thomas & Co. Ltd.	Common Control through constitution of Board / Share holding	Purchase	On going transactions	35,229	Market Rate	Not Applicable	Nil
A. V. Thomas & Co. Ltd.	Common Control through constitution of Board / Share holding	SAP Expenses	On going transactions	2,45,071	Market Rate	Not Applicable	Nil
A. V. Thomas & Co. Ltd.	Common Control through constitution of Board / Share holding	Purchase of Vehicle	On going transactions	79,50,000	Market Rate	Not Applicable	Nil
AVT Natural Products Ltd.	Common Control through constitution of Board / Share holding	Sale of Tea	On going transactions	87,99,000	Market Rate	Not Applicable	Nil
The Midland Rubber & Produce Co. Ltd.	Common Control through constitution of Board / Share holding	Sale of Tea	On going transactions	9,00,000	Market Rate	Not Applicable	Nil
Midland Corporate Advisory Service Pvt. Ltd.	Common Control through constitution of Board / Share holding	Professional Charges	On going transactions	5,00,000	Market Rate	Not Applicable	Nil
Mr. Siddharth Thomas	Relative of Promoter	Consultancy Fee	On going transactions	12,00,000	Market Rate	Not Applicable	Nil

INDEPENDENT AUDITORS' REPORT

To the members of Neelamalai Agro Industries Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Neelamalai Agro Industries Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2024, and the standalone statement of Profit and Loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report

Sr. No.	Key audit matters	How our audit addressed the key audit matter
1.	<p>Revenue recognition:</p> <p>Revenue from sale of goods is recognized when the control of the goods has transferred to the customer and when there are no longer any unfulfilled obligations to the customer.</p> <p>The accounting policies provide additional information on how company accounts for its revenue in compliance with Ind AS 115.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> ● Considering the appropriateness of the accounting policies regarding revenue recognition, by comparing with applicable accounting standards. ● Testing the design, implementation and operating effectiveness of the general controls in systems which govern recording of revenue in the general ledger. ● Performing substantive testing (including year-end cut-off testing) by selecting samples of revenue transactions recorded during the year (also before and after the financial year end) by verifying the underlying documents, which include sales invoices/contracts and shipping documents. ● Selecting a sample on test check basis of revenue transactions and contracts with customers to re-check that sales accounting was calculated in accordance with the contract conditions. ● Traced disclosure information to accounting records and other supporting documentation.
2.	<p>Unobservable or interpolated inputs used for the valuation of certain level 3 investments</p> <p>Given the ongoing market volatility and macroeconomic uncertainty, investment valuation is an area of inherent risk. The risk is not uniform for all investment types and is greatest for unquoted investments where the investments are hard to value because quoted prices are not readily available.</p> <p>The Company's accounting policies in respect of financial assets are included in the Company's accounting policies while the disclosures are included in Note No. 38 to the standalone financial statements.</p>	<p>Principal audit procedures:</p> <ul style="list-style-type: none"> ● We assessed both the methodology and assumptions used by management in the calculation of the year end values of the investments as well as testing the governance controls that the Directors have in place to monitor these processes. ● The testing included performing, amongst others, the following procedures: <ul style="list-style-type: none"> ○ Evaluating the methodology and assumptions in the valuation models; ○ Comparing the assumptions used against appropriate benchmarks and enquiring into significant differences; ○ Wherever available, recent transactions in the unquoted investments are appropriately considered.

INDEPENDENT AUDITORS' REPORT

To the members of Neelamalai Agro Industries Limited

Information Other than the Standalone Financial Statements and Auditors' Report Thereon

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Directors report and Management Discussion and Analysis Report but does not include the standalone financial statements and our auditors' report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the 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 the Management and Board of Director's for Standalone Financial Statements

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

In preparing the standalone financial statements, Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Standalone Financial Statements

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

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

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

INDEPENDENT AUDITORS' REPORT

To the members of Neelamalai Agro Industries Limited

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 except for the matter stated in the paragraph (h (vi)) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Changes in Equity and the Standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards (Ind AS) specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to the standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) The observation relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and paragraph (h (vi)) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 as at 31 March 2024 on its financial position in its standalone financial statements – Refer Note 36 to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2024; and
 - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 45(iv), no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - (b) The management has represented, that, to the best of its knowledge and belief, as disclosed in the Note 45(iv), no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or

INDEPENDENT AUDITORS' REPORT

To the members of Neelamalai Agro Industries Limited

- entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. As stated in Note 47 to the standalone financial statements,
- a. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.
- b. The Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

- vi. Based on our examination which included test checks performed by us, the Company has used accounting software for maintaining their books of account for the financial year ended March 31, 2024, in which the feature of recording audit trail (edit log) facility has not been enabled as detailed in Note 44 to the standalone financial statements.
3. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

For PKF Sridhar & Santhanam LLP
Chartered Accountants
Firm's Registration No.003990S/S200018

T V Balasubramanian
Partner

Chennai
29.05.2024

Membership No.027251
UDIN: 24027251BKDHHJ2882

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

To the members of Neelamalai Agro Industries Limited

Referred to in paragraph 1 on 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of Neelamalai Agro Industries Limited ("the Company") on the standalone financial statements as of and for the year ended 31 March 2024.

- (i) (a)
- (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company does not have any intangible assets in the books and hence this sub clause is not applicable.
- (b) The Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain Property, Plant and Equipment were physically verified by the management during the year. In our opinion, and according to the information and explanations given to us, no material discrepancies were noticed on such verification.

- (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties disclosed in the financial statements are held in the name of the Company as at Balance Sheet date.
- (d) The Company has not revalued its Property, Plant and Equipment during the year and hence this clause is not applicable to the Company.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) a) The inventory, except stocks lying with third parties, has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. For stocks lying with third parties at the year-end, written confirmations have been obtained from the parties. In our opinion, the coverage and procedure of such

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

To the members of Neelamalai Agro Industries Limited

verification by the management is appropriate. The discrepancies noticed on verification between the physical stocks and the book records are not 10% or more in the aggregate for each class of inventory.

- b) Based on our audit procedures & according to the information and explanation given to us, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Hence the question of whether differences between quarterly returns or statements filed by the company with such banks or financial institutions and unaudited / audited books of account of the Company for respective quarters does not arise.
- (iii) Based on our audit procedures and according to the information and explanation given to us, the Company has made investments into companies and mutual funds as part of its investment portfolio. The company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly,
- a. In the absence of any loans, guarantee, security given during the year, this sub-clause is not applicable;
- b. Based on our audit procedures & according to the information and explanation given to us, the investments made are not prejudicial to the Company's interests;
- c. In the absence of any loans and advances in the nature of loans given during the year, the question of whether the schedule of repayment of principal and payment of interest has been stipulated and repayments / receipts are regular does not arise and accordingly this sub-clause is not applicable;
- d. In the absence of any loans or advances in the nature of loans outstanding as at the year end, the question of whether there are amounts overdue for more than ninety days as at the balance sheet date and reasonable steps have been taken by the Company for recovery of the principal and interest does not arise and accordingly this sub-clause is not applicable;
- e. In the absence of any loans or advances in the nature of loans fallen due during the year and hence the question of whether the loan has been renewed or extended or fresh loans granted to settle the overdue of existing loan given to the same parties does not arise and accordingly this sub-clause is not applicable;
- f. In the absence of any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, the question of aggregate amount, percentage thereof to

the total loans granted, aggregate amount of loans granted to Promoters, related parties as defined in clause 76 of section 2 of the Companies Act, 2013 does not arise and accordingly, this sub-clause is not applicable.

- (iv) Based on our audit procedures and according to the information and explanation given to us, the Company has not given any loan, guarantees and security during the year. The investments made during the year are in compliance with the requirements of section 185 and 186 of the Act.
- (v) Based on our audit procedures & according to the information and explanation given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of the Act and the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has specified maintenance of cost records under Sub-Section (1) of Section 148 of the Act in respect of the products of the Company. We have broadly reviewed the books of account maintained by the Company as specified under sub section (1) of section 148 of the Act, for maintenance of cost records in respect of the products manufactured by the Company, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not, made a detailed examination of cost records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has been regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, Duty of Customs, Duty of Excise, Value added tax, Cess and any other material statutory dues as applicable with the appropriate authorities. According to the information and explanation given to us and the records of the Company examined by us, no undisputed amounts payable in respect of statutory dues were in arrears, as at 31 March 2024 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, there are no statutory dues

referred to in sub-clause (a) as at 31 March 2024, which have not been deposited with the appropriate authorities on account of any dispute, except as stated below;

Name of the Statute	Name of dues	Amount demanded (Rs. in Lakhs)	Amount paid under protest (Rs. in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act	Income Tax demands	4.43	Nil	AY 2012-13 and 2013-14	CIT (Appeals)

- (viii) As per the information and explanations given by the management and on the basis of our examination of the records of the Company, no amount has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Accordingly, paragraph 3(viii) of the order is not applicable to the Company.
- (ix) (a) Based on our audit procedures and as per the information and explanations given by the management, the Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared willful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us and the records of the Company examined by us, there were no term loans taken by the Company and hence the question of the amount of loan so diverted and the purpose for which it is used does not arise. Accordingly, paragraph 3(ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us and the records of the Company examined by us, no funds raised on short term basis have been utilized for long term purposes.
- (e) According to the information and explanations given to us and the records of the Company examined by us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its joint venture or associate companies. Accordingly, paragraph 3(ix)(e) of the Order is not applicable to the Company.
- (f) According to the information and explanations given to us and the records of the Company examined by us, the Company has not raised any loans during the year on pledge of securities held in its joint venture or associate companies. Accordingly, paragraph 3(ix)(f) of the Order is not applicable to the Company.

- (x) (a) The Company has not raised any money during the year by way of initial public offer/further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and belief and according to the information and explanations given to us, we report that no material fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of Section 143 of the Act has been filed by secretarial auditor or by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government of India for the period covered by our audit.
- (c) To the best of our knowledge and belief and according to the information and explanations given to us, we report that no whistle blower complaints were received during the year by the Company.
- (xii) The Company is not a Nidhi company in accordance with Nidhi Rules 2014. Accordingly, paragraph 3(xii)(a) to (c) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the reports of the Internal Auditors of the Company issued till date for the period under audit.
- (xv) On the basis of the information and explanations given to us, in our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

To the members of Neelamalai Agro Industries Limited

- (xvi) (a) Based on our audit procedures and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of Reserve Bank of India Act, 1934 (2 of 1934).
- (b) Based on our audit procedures and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi)(b) of the Order is not applicable to the Company.
- (c) Based on our audit procedures and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and hence the questions of fulfilling criteria of a CIC, and in case the Company is an exempted or unregistered CIC, whether it continues to fulfill such criteria, do not arise. Accordingly, paragraph 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on our audit procedures and according to the information and explanations given to us, none of the group companies are Core Investment Company (CIC) and hence the question of number of CICs which are part of the Group does not arise. Accordingly, paragraph 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) Based on our audit procedures and according to the information and explanations given to us, the Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) Based on our audit procedures and according to the information and explanations given to us, the company is not required to spend the amount for corporate social responsibilities and Accordingly, paragraph 3(xx)(a) and 3(xx)(b) of the Order is not applicable to the Company.

For PKF Sridhar & Santhanam LLP
Chartered Accountants
Firm's Registration No.003990S/S200018

T V Balasubramanian
Partner

Chennai
29.05.2024

Membership No.027251
UDIN: 24027251BKDHHJ2882

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

To the members of Neelamalai Agro Industries Limited

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

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

We have audited the internal financial controls with reference to standalone financial statements of Neelamalai Agro Industries Limited ("the Company") as of 31 March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls with reference to standalone financial statements

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

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For PKF Sridhar & Santhanam LLP

Chartered Accountants

Firm's Registration No.003990S/S200018

T V Balasubramanian

Partner

Chennai

29.05.2024

Membership No.027251

UDIN: 24027251BKDHHJ2882

STANDALONE BALANCE SHEET

As at 31st March 2024

Particulars	Note No.	As at 31st March 2024	As at 31st March 2023
All amounts are in INR Lakhs, unless otherwise stated			
Assets			
<i>Non-current Assets</i>			
Property, plant and equipment	4	549.98	355.64
Capital work in progress		-	78.58
Financial assets			
i) Investments in Associates and Joint Ventures	5	598.97	598.97
ii) Other Investments	5	621.75	1,204.78
iii) Loans	6	-	0.32
iv) Other financial assets	7	14.67	15.63
Income tax assets (net)		20.91	-
Deferred tax assets (net)	8	62.95	81.29
Total non-current assets		1,869.23	2,335.21
<i>Current Assets</i>			
Inventories	10	414.98	328.20
Biological assets other than bearer plants	11	12.86	20.49
Financial assets			
i) Investments	12	5,009.30	3,150.77
ii) Trade receivables	13	60.16	72.86
iii) Cash and cash equivalents	14	18.03	14.72
iv) Bank balances other than cash and cash equivalents	14	86.99	163.95
v) Loans	6	3.76	6.52
vi) Other financial assets	7	54.23	22.00
Other current assets	9	59.97	132.61
Total current assets		5,720.28	3,912.12
Total assets		7,589.51	6,247.33
<i>Equity</i>			
Equity Share Capital	15	62.21	62.21
Other Equity	16	6,686.45	5,397.50
Total equity		6,748.66	5,459.71
Non-current liabilities			
Provisions	17	8.52	6.69
Total non-current liabilities		8.52	6.69
<i>Current Liabilities</i>			
Financial Liabilities			
i) Trade payables			
Total outstanding dues of micro and small enterprises	18	5.27	12.17
Total outstanding dues of creditors other than micro and small enterprises	18	70.24	81.96
ii) Other financial liabilities	19	212.18	192.02
Other current liabilities	20	33.06	26.79
Provisions	17	511.58	450.94
Liabilities for Current Tax (Net)		-	17.05
Total current liabilities		832.33	780.93
Total liabilities		840.85	787.62
Total equity and liabilities		7,589.51	6,247.33
Summary of material accounting policies	3		
See accompanying notes to the standalone financial statements			
As per our Report of even date attached		For and on behalf of the Board of Directors	
For PKF Sridhar & Santhanam LLP Chartered Accountants Firm's Registration No. 003990S/S200018		Shanthi Thomas Executive Director DIN : 00567935	Ajit Thomas Chairman DIN : 00018691
T. V. Balasubramanian Partner		Deepak G. Prabhu Chief Financial Officer	S. Lakshmi Narasimhan Company Secretary Membership No. A35541
Place : Chennai	Membership No. 027251		
Date : 29.05.2024	UDIN: 24027251BKDHHJ2882		

STANDALONE STATEMENT OF PROFIT AND LOSS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated			
Particulars	Note No.	Year ended 31st March 2024	Year ended 31st March 2023
I Revenue From Operations	21	2,534.43	2,493.06
II Other Income	22	986.63	940.87
III Total Income (I+II)		<u>3,521.06</u>	<u>3,433.93</u>
IV EXPENSES			
Cost of materials consumed	23	350.93	318.52
Purchases of stock-in-trade	24	1.01	1.20
Change in inventories	25	(59.80)	153.37
(Gain) / loss on transformation of biological asset	11	7.63	(0.51)
Employee benefits expense	26	1,705.82	1,535.77
Finance costs	27	0.46	3.80
Depreciation expense	28	86.79	77.33
Other expenses	29	911.52	845.71
Total expenses (IV)		<u>3,004.36</u>	<u>2,935.19</u>
V Profit before exceptional items		516.70	498.74
VI Exceptional Items (Refer Note 48)		<u>1,773.60</u>	
VII Profit before tax (V+VI)		<u>2,290.30</u>	<u>498.74</u>
VIII TAX EXPENSES :			
(1) Current tax		80.00	133.78
(2) Deferred tax		122.79	(28.56)
IX Profit for the year		<u>2,087.51</u>	<u>393.52</u>
X Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(i) Changes in fair value of FVOCI investments		(734.45)	23.93
(ii) Remeasurement of the post-employment benefit obligations		18.07	46.40
(iii) Income tax relating to items that will not be reclassified to profit or loss		104.44	(2.66)
Other comprehensive Income for the year, net of tax		<u>(611.94)</u>	<u>67.67</u>
XI Total Comprehensive Income for the year (IX +X)		1,475.57	461.19
XII Earnings per equity share : (Face value of Rs.10/- each)			
(1) Basic		335.58	63.26
(2) Diluted		335.58	63.26

Summary of material accounting policies 3
See accompanying notes to the standalone financial statements

As per our Report of even date attached

For PKF Sridhar & Santhanam LLP
Chartered Accountants
Firm's Registration No. 003990S/S200018

T. V. Balasubramanian
Partner

Place : Chennai Membership No. 027251
Date : 29.05.2024 UDIN: 24027251BKDHHJ2882

For and on behalf of the Board of Directors

Shanthi Thomas
Executive Director
DIN : 00567935

Ajit Thomas
Chairman
DIN : 00018691

Deepak G. Prabhu
Chief Financial Officer

S. Lakshmi Narasimhan
Company Secretary
Membership No. A35541

STANDALONE STATEMENT OF CASH FLOW

For the year ended 31st March 2024

	Year ended 31 March 2024	Year ended 31 March 2023
All amounts are in INR Lakhs, unless otherwise stated		
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	2,290.30	498.74
Adjustments for:		
Depreciation and amortisation	86.79	77.33
(Profit) / Loss on sale of investments (net)	(40.49)	(130.63)
(Profit) / Loss on sale of assets (net)	(1,775.04)	(41.65)
Fair value (Gains) / Losses recognised on investments	(358.65)	18.87
Fair value changes to Biological assets	7.63	(0.51)
Interest Income	(2.26)	(1.12)
Dividend Income	(574.89)	(750.82)
Finance Cost	0.46	3.80
Operating profit before working capital changes	(366.15)	(325.99)
Adjustments for working capital changes:		
(Increase) / Decrease in inventories	(86.78)	134.90
(Increase) / Decrease in loans	3.08	(5.31)
(Increase) / Decrease in other current assets	72.64	(16.90)
(Increase) / Decrease in non-current financial assets	0.96	(1.12)
(Increase) / Decrease in current financial assets	(32.23)	(1.50)
(Increase) / Decrease in trade and other receivables	12.70	109.55
Increase / (Decrease) in other financial liabilities	20.16	(34.85)
Increase / (Decrease) in other liabilities	6.27	(10.82)
Increase / (Decrease) in trade payables	(18.62)	(33.43)
Increase / (Decrease) in provisions	80.54	75.81
	(307.43)	(109.66)
Net income tax (paid) / Refunded (net)	(117.96)	(125.44)
Net cash (used) / generated in operating activities (A)	(425.39)	(235.10)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Payments for purchase of property, plant & equipment (including capital work in progress)	(204.75)	(77.08)
Proceeds from disposal of property, plant & equipment	1,777.23	49.81
Interest received during the year	2.26	1.12
Dividend received on investment in associates and joint venture	563.98	735.14
Dividend received on other non-current investment	4.34	0.03
Dividend received on current investment	6.57	15.65
Purchase of non-current investments	(183.65)	(71.21)
Sale of non-current investments	32.23	-
(Investment in) / Proceeds from Shares & Mutual Funds (Net)	(1,459.39)	(218.48)
(Investment in) / Proceeds from bank balances not considered as cash and cash equivalents	76.96	(75.51)
Net cash generated from / (used in) investing activities (B)	615.78	359.47

STANDALONE STATEMENT OF CASH FLOW

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

	Year ended 31 March 2024	Year ended 31 March 2023
C. CASH FLOW FROM FINANCING ACTIVITIES*		
Interest Paid	(0.46)	(3.80)
Dividend Paid including Dividend Distribution Tax	(186.62)	(124.42)
Net cash used in financing activities (C)	(187.08)	(128.22)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	3.31	(3.85)
Cash and cash equivalents at the beginning of the year	14.72	18.57
Cash and cash equivalents at the end of the year	18.03	14.72
Components of cash and cash equivalents:		
Cash on hand	0.21	0.29
Balances with bank in current account	17.82	14.43
In deposit account	-	-
	18.03	14.72

* There are no changes in liability arising from financing activities.

Notes:

- 1 The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (IND AS 7) Statement of Cash Flows.
- 2 The figures in brackets represent cash outflow.

See accompanying notes to the standalone financial statements

As per our Report of even date attached
For PKF Sridhar & Santhanam LLP
Chartered Accountants
Firm's Registration No. 003990S/S200018
T. V. Balasubramanian
Partner
Place : Chennai Membership No. 027251
Date : 29.05.2024 UDIN: 24027251BKDHHJ2882

For and on behalf of the Board of Directors

Shanthi Thomas Executive Director DIN : 00567935	Ajit Thomas Chairman DIN : 00018691
Deepak G. Prabhu Chief Financial Officer	S. Lakshmi Narasimhan Company Secretary Membership No. A35541

STANDALONE STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

A. Equity Share Capital

	Amount
Balance as at 1st April 2022	62.21
Changes in equity share capital due to prior period errors	-
Restated balance as at 1st April 2022	62.21
Changes in equity share capital during the year	-
Balance as at 1st April 2023	62.21
Changes in equity share capital due to prior period errors	-
Restated balance as at 1st April 2023	62.21
Changes in equity share capital during the year	-
Balance as at 31st March 2024	62.21

STANDALONE STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

B. Other Equity

	Reserves and Surplus			Items of Other Comprehensive Income		Total
	Capital Redemption Reserve	General Reserve	Retained Earnings	Remeasurement of defined benefit obligations	FVOCI - Equity Investments	
Balance as at 1st April 2022	27.80	4,011.41	1,112.63	-	(91.11)	5,060.73
Changes in accounting policy or prior period items	-	-	-	-	-	-
Restated balance as at 1st April 2022	27.80	4,011.41	1,112.63	-	(91.11)	5,060.73
Profit for the year	-	-	393.52	-	-	393.52
Remeasurement of the post-employment benefit obligations and tax thereon	-	-	-	46.40	-	46.40
Transfer of remeasurement of post-employment benefit obligations and tax thereon to retained earnings	-	-	46.40	(46.40)	-	-
Other comprehensive income for the year and tax thereon	-	-	-	-	21.27	21.27
Total comprehensive income for the year	-	-	439.92	-	21.27	461.19
Transfer to General Reserve	-	-	-	-	-	-
Dividends Paid	-	-	(124.42)	-	-	(124.42)
Balance as at 1st April 2023	27.80	4,011.41	1,428.13	-	(69.84)	5,397.50
Changes in accounting policy or prior period items	-	-	-	-	-	-
Restated balance as at 1st April 2023	27.80	4,011.41	1,428.13	-	(69.84)	5,397.50
Profit for the year	-	-	2,087.51	-	-	2,087.51
Remeasurement of the post-employment benefit obligations and tax thereon	-	-	-	18.07	-	18.07
Transfer of remeasurement of post-employment benefit obligations and tax thereon to retained earnings	-	-	18.07	(18.07)	-	-
Other comprehensive income for the year and tax thereon	-	-	-	-	(630.01)	(630.01)
Transfer of (Gain) / Loss on sale of OCI investments	-	-	(1.48)	-	1.48	-
Total comprehensive income for the year	-	-	2,104.10	-	628.53	1,475.57
Transfer to General Reserve	-	1000.00	(1000.00)	-	-	-
Dividends Paid	-	-	(186.62)	-	-	(186.62)
Balance as at 31st March 2024	27.80	5,011.41	2,345.61	-	(698.37)	6,686.45

The above standalone statement of changes in equity should be read in conjunction with the accompanying notes.

As per our Report of even date attached
 For PKF Sridhar & Santhanam LLP
 Chartered Accountants
 Firm's Registration No. 003990S/S200018
T. V. Balasubramanian
 Partner
 Place : Chennai
 Date : 29.05.2024

For and on behalf of the Board of Directors
Shanthi Thomas
 Executive Director
 DIN : 00567935
Deepak G. Prabhu
 Chief Financial Officer
Ajit Thomas
 Chairman
 DIN : 00018691
S. Lakshmi Narasimhan
 Company Secretary
 Membership No. A35541

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTES

1. GENERAL INFORMATION

Neelamalai Agro Industries Limited was incorporated on 21st April 1943 under the Indian Companies Act 1913. The Company is in Tea Plantation Business of cultivating Tea, its manufacturing and sale, both domestic and export. Its Registered Office is at 60, Rukmani Lakshmipathi Salai, Egmore, Chennai, Tamil Nadu 600 008.

The Company is listed on the (BSE Ltd) Bombay Stock Exchange.

The standalone financial statements for the year ended March 31, 2024 were approved by the Board of Directors and authorised for issue on May 29, 2024.

2. BASIS OF PREPARATION

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") issued under Section 133 of the Companies Act, 2013 and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and guidelines issued by the Securities and Exchange Board of India (SEBI), under the historical cost convention on the accrual basis except for certain items which are measured at fair values.

The accounting policies as set out below have been applied consistently except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in Division II of the Schedule III to the Companies Act 2013. Based on the nature of products and services and the time between the acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

2.1 STATEMENT OF COMPLIANCE WITH IND AS

The Financial Statements comprising Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity, Statement of Cash Flow together with notes for the year ended March 31, 2024, have been prepared in accordance with Ind AS as notified above.

2.2 CRITICAL JUDGEMENTS & ESTIMATES IN APPLYING ACCOUNTING POLICIES

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.

Application of accounting policies that require critical accounting estimates and assumptions having the most significant effect on the amounts recognized in financial statements are as follows:

- **Taxation:**

Significant judgement is involved in determining the tax liability for the company which includes interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Also, there are many transactions and calculation during the ordinary course of business for which the ultimate tax determination is uncertain. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the statement of profit or loss. Further judgement is involved in determining the deferred tax position on the balance sheet date.

- **Defined benefit plans:**

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each Balance Sheet date.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTES (contd.)

• Fair Value of financial instruments and biological assets:

The fair value of financial instruments that are unlisted and not traded in active market and biological assets (including agricultural produce) is determined at value assessed based on recent transaction entered into with third party or based on the valuation done by the external appraisers. Where it is not possible to determine a reliable estimate of fair value, the carrying value is determined based on acquisition cost.

2.3 New and amended standards adopted by the Company:

There were certain amendments to the Accounting Standards which were applicable from this financial year, namely

- i. Ind AS 101 – First time adoption of Ind AS – Deferred tax assets and deferred tax liabilities to be recognized for all temporary differences associated with ROU assets, lease liabilities, decommissioning / restoration / similar liabilities.
- ii. Ind AS 1 – Presentation of Financial Statements & Ind AS 34 – Interim Financial Reporting – Material accounting policy information (including focus on how an entity applied the requirements of Ind AS) shall be disclosed instead of significant accounting policies as part of financial statements.
- iii. Ind AS 107 – Financial Instruments: Disclosures – Information about the measurement basis for financial instruments shall be disclosed as part of material accounting policy information.
- iv. Ind AS 8 – Accounting policies, changes in accounting estimate and errors- – Clarification on what constitutes an accounting estimate provided.
- v. Ind AS 12 – Income Taxes – In case of a transaction which give rise to equal taxable and deductible temporary differences, the initial recognition exemption from deferred tax is no longer applicable and deferred tax liability & deferred tax asset shall be recognized on gross basis for such cases.

None of these amendments had any significant effect on the company's financial statements, except for disclosure of Material Accounting Policies instead of Significant Accounting Policies in the Financial Statements.

New Accounting Standards/Amendments notified but not yet effective:

Ministry of Corporate Affairs ("MCA") has not notified any new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time, which are applicable for accounting periods commencing on or after 1st April 2024.

2.4 Functional and Presentation Currency

Items included in financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). Indian rupee is the functional currency of the Company.

The Financial Statements are presented in Indian Rupees which is company's presentation currency. All financial information presented in Indian Rupees has been rounded to the nearest Lakhs with two decimals except where otherwise indicated.

3 Summary of significant accounting policies

3.1 PROPERTY, PLANT AND EQUIPMENT:

a. Recognition and Measurement

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss based on cost model. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Cost also includes taxes and duties for which credit is not available, freight and other direct or allocated expenses during construction period, net of any income earned.

Bearer Plants are recognised under property, plant & equipment on the fulfilment of the following conditions:

- It is used in the production or supply of the agricultural produce.
- Is expected to bear produce for more than one period; and has a remote likelihood of being sold as agricultural produce, except for incidental scrap sales.

Bearer plants are recognised at historical costs less depreciation. Cost of tea bushes includes expenditure incurred for planting and maintenance of the tea bushes, till the tea bushes reach commercial tea leaves bearing ability and the cost of the tea bushes/ seeds replanted. Based on the recommendation of the experts the non-bearing period of the tea bushes has been determined at 5 – 7 years from the year of planation of the tea bushes.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTES (contd.)

Replanted tea bushes are considered ready for their intended use from the beginning of the fifth - seventh financial year following the financial year in which the planting was undertaken. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. Costs of rejuvenation pruning are recognised in the statement of profit and loss in the period in which the costs are incurred.

Subsequent costs

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in statement of profit or loss as incurred.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not ready to use before such date are disclosed under 'Capital work-in-progress'. The cost and related accumulated depreciation are eliminated from the financial statements upon sale / retirement or designation as assets held for sale, of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

b. Depreciation:

Tangible property, plant & equipment are depreciated on written down method adopting the useful life & residual value as specified in Schedule II of the Companies Act 2013, except in respect of Tea Bushes and Farm Field Equipments for which useful life has been determined based on technical evaluation by the management. In respect of additions to /deletions from the property, plant and equipment, depreciation is provided on pro-rata basis with reference to the month of addition/deletion of the Assets.

Useful life adopted based on technical evaluation are as under:

Class of property, plant and equipment	Useful life
Tea Bushes	50 years
Farm Field Equipments	5 years

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

3.2 INVENTORIES

Inventories are valued as under:

a. Raw materials, Packing materials, Stores & Spares:

Valued at lower of cost or net realizable value and for this purpose cost is determined on weighted average basis. The aforesaid items are valued below cost if the finished products in which they are to be incorporated are expected to be sold at a loss.

b. Finished Goods

Valued at lower of cost or net realizable value and for this purpose cost is determined on weighted average basis.

Cost includes direct material cost, direct labour cost, taxes and duties for which credit is not available, freight, other direct expenses and an appropriate proportion of variable and fixed overhead expenditure.

Finished goods comprising agricultural produce that the Company has harvested from its biological assets are measured on initial recognition at their fair value less costs to sell at the point of harvest.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Cost of the purchased inventory are determined after deducting rebates and discounts. Provision is made for obsolete, non-moving & defective stocks, wherever necessary.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTES (contd.)

3.3 Employee benefits - Retirement benefit costs and termination benefits

i. Defined Contribution Plans

Payment to defined contribution retirement benefit plans i.e. Provident Fund & Superannuation Schemes are recognised as an expense in the statement of profit and loss when employees have rendered service entitling them to the contributions. The Superannuation scheme are funded with an insurance Company in the form of a qualifying insurance policy.

ii. Defined Benefit Plans

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on post employment at 15 days salary (last drawn salary) for each completed year of service as per the rules of the Company. The aforesaid liability is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of the financial year. The scheme is funded with an insurance Company in the form of a qualifying insurance policy.

Remeasurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit cost are categorised as follows:

- Service cost (including current service cost, as well as gains and losses on curtailments and settlement)
- Net interest expense or income
- Remeasurement

The company presents the first two components of defined benefit cost in profit or loss in the line item 'employee benefit expense'. Curtailment gains or losses are accounted for as past service cost.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

iii. Compensated Absences

The Company has a scheme for compensated absences for employees which is a long-term employee benefit, the liability for which is determined on the basis of an independent actuarial valuation using the projected unit credit method, carried out at the Balance Sheet date.

iv. Short term benefits

The costs of all short-term employee benefits (that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service) are recognised during the period in which the employee renders the related services. The accruals for employee entitlements of benefits such as salaries, bonuses and annual leave represent the amount which the Company has a present obligation to pay as a result of the employees' services and the obligation can be measured reliably. The accruals have been calculated at undiscounted amounts based on current salary levels at the Balance Sheet date.

3.4 Financial Instruments

I. Financial Assets

a) Initial Recognition and Measurement

All financial assets are initially recognized at fair value except trade receivables which do not contain a significant financing component are measured at transaction price according to Ind AS 115. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are at fair value are adjusted through profit or loss. Purchase and sale of financial assets are recognised using trade date accounting.

b) Subsequent Measurement

i) Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset 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 THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTES (contd.)

ii) Financial assets at fair value through other comprehensive income (FVTOCI)

For equity investments which are not held for trading purposes and where the company has exercised the option to classify the investment as FVTOCI, all fair value changes on the investment are recognized in OCI. The accumulated gains or losses on such investments are not recycled to the Statement of Profit and Loss even on sale of such investment.

iii) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

iv) Investments in associates and joint venture

Investment in associate companies and joint venture is carried at cost in the separate financial statements.

c) Impairment of financial assets

The Company assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

In accordance with Ind-AS 109, the Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each Balance Sheet date, right from its initial recognition.

d) Derecognition of Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
 - (a) the Company has transferred substantially all the risks and rewards of the asset, or
 - (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

f) Equity instruments

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

Repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3.5 Foreign currency

Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried at historical cost and denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were fair value measured.

Monetary items denominated in foreign currency and outstanding at the Balance Sheet date are converted at the year-end exchange rates and the resultant loss or gain, is recognised as income or expense in the statement of the profit and loss.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTES (contd.)

3.6 Fair value measurement

The Company measures financial instruments, such as, investments or derivatives at fair value at each balance sheet date on a portfolio basis.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summaries accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Quantitative disclosures of fair value measurement hierarchy
- Financial instruments (including those carried at amortised cost)

3.7 Revenue recognition:

Revenue is recognised on their accrual and when no significant uncertainty on measurability or collectability exists. Expenditure is accounted for on their accrual.

Sale of Goods:

Revenue from the sale of goods is recognised when the performance obligations towards customers have been met at an amount that reflects the consideration to which the company believes it is entitled to in exchange for the transfer of goods to customers i.e. Transaction price, net of any sales returns and GST. Performance obligations are deemed to have been met when the control of goods has been transferred to the customer, depending on the individual terms of the contract of sale. Considering the general terms of sales of goods, there is no significant financing element included in the sales consideration.

3.8 Finance Income and expense

Finance income comprises of interest income on funds invested, dividend income and fair value gains on financial assets at fair value through profit or loss. Interest income is recognized using effective interest method. Dividend income is recognized in statement of profit and loss on date when the company's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

Finance expense comprises of interest expense on loans and borrowings recognised using effective interest method, unwinding of discount on provision and fair value losses on financial asset through FVTPL that are recognized in the statement of profit and loss.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTES (contd.)

3.9 Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

(i) Current tax:

Current Tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

(ii) Deferred tax:

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred Income tax arises from the initial recognition of goodwill, an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred tax liabilities are generally recognized for all taxable temporary differences.

The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the Balance Sheet date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Minimum Alternative Tax

Minimum Alternative Tax ("MAT") credit is recognized as an asset only when and to the extent there is reasonable certainty that the Company will pay normal income tax during the specified period in which such credit can be set off under the income tax law. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a reasonable certainty to the effect that the Company will pay normal income tax during the specified period.

3.10 Cash flow statement:

Cash flows are reported using the indirect method, whereby, profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

3.11 Dividends:

Final Dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as liability on the date of declaration by the Company's Board of Directors.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTES (contd.)

3.12 Segment Reporting:

The Company identifies operating segments based on the internal reporting provided to the chief operating decision-maker.

The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. The Company operates in a single Business segment namely Cultivation, Manufacturing and Marketing of Tea. Accordingly, this is the only business segment to be reported and geographically segment is considered as India and rest of the world.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2024

NOTE : 4

Property, Plant and Equipment

(All amounts are in INR Lakhs)

	Freehold Land and Development	Buildings	Bearer Plants	Plant & Machinery	Furniture & Fittings	Vehicles	Total	Capital work-in-progress - Bearer Plants	Capital work-in-progress - Others
Cost									
At 31 March 2022	52.54	100.61	-	196.70	89.56	203.55	642.96	118.10	-
Additions/Transfers	-	4.96	39.52	17.11	17.37	43.21	122.17	-	-
Subsidy received from government	-	-	-	4.12	-	-	-	-	-
Disposals/ Transfers	-	-	-	-	1.85	57.57	63.54	39.52	-
At 31 March 2023	52.54	105.57	39.52	209.69	105.08	189.19	701.59	78.58	-
Additions/Transfers	-	21.31	78.58	23.64	69.91	89.88	283.32	-	-
Subsidy received from government	0.33	0.60	-	-	-	36.59	37.52	-	-
Disposals/ Transfers	52.21	126.28	118.10	233.33	174.99	242.48	947.39	78.58	-
Depreciation and impairment									
At 31 March 2022	-	58.50	-	129.61	35.29	95.03	318.43	-	-
Depreciation charge for the year	-	5.34	0.79	16.42	14.68	40.10	77.33	-	-
Impairment	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	3.72	1.76	44.33	49.81	-	-
At 31 March 2023	-	63.84	0.79	142.31	48.21	90.80	345.95	-	-
Depreciation charge for the year	-	8.85	2.36	20.89	18.82	35.87	86.79	-	-
Impairment	-	-	-	-	-	-	-	-	-
Disposals	-	0.53	-	34.80	-	-	35.33	-	-
At 31 March 2024	-	72.16	3.15	128.40	67.03	126.67	397.41	-	-
Net Block									
At 31 March 2024	52.21	54.12	114.95	104.93	107.96	115.81	549.98	-	-
At 31 March 2023	52.54	41.73	38.73	67.38	56.87	98.39	355.64	78.58	-

Notes:

- The company does not have any leasehold property.
- Title deeds of all Immovable Properties are held in the name of the Company.
- The Company has availed the deemed cost exemption in relation to the property plant and equipment on the date of transition i.e. 1 April 2016 and hence the carrying amount (net block) as per previous GAAP on that date has been considered as gross block.
- Capital work-in-progress ageing schedule for the year ended March 31, 2024 and March 31, 2023 is as follows:

Particulars	Amount in CWIP for a period of				Total
	Year ended	<1 year	1-2 years	2-3 years	
	31st March 24	-	-	-	
Projects in progress	31st March 23	-	2.02	8.90	67.66
					78.58

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated			
		31 March 2024	31 March 2023
NOTE 5			
NON CURRENT INVESTMENTS			
Investment in equity shares of associate / joint venture companies at Cost	Nature		
Associate companies			
Quoted:			
AVT Natural Products Limited - 6,09,13,600 shares (As at 31 March 2023- 6,09,13,600 shares) of Rs. 1 each fully paid	Associate	258.97	258.97
Unquoted:			
Midland Corporate Advisory Services Private Limited - 2,50,000 shares (As at 31 March 2023 - 2,50,000 shares) of Rs. 10 each fully paid	Associate	25.00	25.00
Joint Venture:			
Unquoted:			
AVT McCormick Ingredients Private Limited - 31,50,000 shares (As at 31 March 2023- 31,50,000 shares) of Rs. 10 each fully paid	Joint Venture	315.00	315.00
Less: Provision for diminution in value of investments		-	-
Sub Total		<u>598.97</u>	<u>598.97</u>
Investments at fair value through Other Comprehensive Income			
Investment in Equity Shares			
Quoted:			
Great Eastern Shipping Co Ltd - 4,055 shares (31 March 2023 - 4,055 shares) of Rs. 10 each fully paid.		40.60	26.14
Redington India Ltd - 29,829 shares (31 March 2023 - 29,829 shares) of Rs. 2 each fully paid.		62.18	49.71
ICICI Securities Ltd - Nil shares (31 March 2023 - 4,506 shares) of Rs. 5 each fully paid.		-	19.29
Manappuram Finance Ltd - 3,499 shares (31 March 2023 - Nil shares) of Rs. 2 each fully paid		6.06	-
Sub Total		<u>108.84</u>	<u>95.14</u>
Unquoted:			
Grover Zampa Vineyards Ltd - 2,869,997 shares (31 March 2023 - 2,869,997 shares) of Rs. 10 each fully paid		229.60	970.04
Mohan Meakin Ltd - 2,000 shares (As at 31 March 2023 - 2,000 shares) of Rs. 10 each fully paid		36.00	15.00
L.J.International Limited - 64 shares (As at 31 March 2023 - 64 shares) of Rs. 10 each fully paid		0.21	0.21
The Nelliampathy Tea & Produce Company Limited - 155 shares (As at 31 March 2023 - 155 shares) of Rs. 10 each fully paid		0.62	0.62
Verna Global Holding Limited - 8543 shares (As at 31 March 2023 - 8,543 shares) of GBP 0.1 each fully paid		8.96	122.71
Varna Design Private Limited - 70 shares (As at 31 March 2023 - 70 shares) of Rs. 10 each fully paid		0.77	1.06
NSE Limited- 5,000 shares (31 March 2023 - Nil shares) of Rs. 1 each fully paid		220.75	-
Speciale Invest Growth Fund I - 1 unit (31 March 2023 - Nil units)		16.00	-
Sub Total		<u>512.91</u>	<u>1,109.64</u>
Grand Total Investments		<u>1,220.72</u>	<u>1,803.75</u>
Aggregate book value of quoted investments		367.81	354.11
Aggregate market value of quoted investments		51,276.26	48,460.54
Aggregate value of unquoted investments		852.91	1,449.64
Aggregate amount of impairment in the value of investments		-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

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NOTE 6

LOANS

Loans

(Unsecured, considered good)

Non Current at amortized cost

Loans to employees	-	0.32
Less: Allowance on loans and advances to employees	-	-
Total	-	0.32

Current at amortized cost

Loans to employees	3.76	6.52
Less: Allowance on loans and advances to employees	-	-
Total	3.76	6.52

NOTE 7

OTHER FINANCIAL ASSETS

(Unsecured, considered good)

A) Non Current

Deposits with Public Bodies	14.67	15.53
Deposits with Others	-	0.10
Total	14.67	15.63

B) Current

Rent deposits	22.00	22.00
Other receivables	32.23	-
Total	54.23	22.00

NOTE 8

DEFERRED TAX LIABILITY / ASSETS (NET)

Components of Deferred tax

Deferred Tax Asset / (Liability)

On account of depreciation	30.94	21.74
On account of Fair valuation of current investments	(82.90)	(1.61)
On account of Fair valuation of non current investments	112.62	8.18
On account of liabilities / provisions that are deducted for tax purposes when paid	2.29	1.99
Sub Total	62.95	30.30

MAT Credit Entitlement

Opening balance	50.99	95.11
Add: Availed during the year	-	-
Less: Utilization during the year	-	44.12
Less: Adjustment in respect of prior years	-	-
Less: Written off during the year	50.99	-
Net MAT Credit Entitlement	-	50.99
Net deferred tax assets/(liabilities)	62.95	81.29

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

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NOTE 9

OTHER CURRENT ASSETS

A. Current

Other Advance	-	68.00
Accrued Income	5.80	6.02
Prepaid Expenditure	6.37	-
Advance to suppliers	11.63	5.39
GST Input Receivable	36.17	46.20
Income tax (net)	-	7.00
Total	59.97	132.61

NOTE 10

INVENTORIES

Raw materials	4.78	2.86
Finished goods	286.22	226.42
Stores, Spares and Packing Materials	126.16	101.10
Less: Provision for Slow Moving/Non Moving Inventories	2.18	2.18
Total inventories at the lower of cost or net realisable value	414.98	328.20

Inventory write down

Write down/(back) to inventory recognised in cost during the year	29.08	41.09
---	-------	-------

i) Provision for Slow Moving/Non Moving Inventories

Opening Balance	2.18	1.11
Add: Provision during the year	-	1.07
Less: Reversal of provision no longer required	-	-
Closing Balance	2.18	2.18

NOTE 11

BIOLOGICAL ASSETS

	Tea Leaves
Balance as at 1 April 2022	19.98
Change in fair value due to biological transformation	0.51
Balance as at 1 April 2023	20.49
Change in fair value due to biological transformation	(7.63)
Balance as at 31 March 2024	12.86

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTE 12 INVESTMENTS

	No. of scrips / Units held		All amounts are in INR Lakhs, unless otherwise stated	
	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23
Current Investments				
Investments at fair value through Profit & Loss				
Quoted Equity Shares (Valued at market rate per share)				
Tata consultancy Services Ltd(Re.1)	4,864	4,864	188.54	155.93
Infosys Ltd	-	60	-	0.86
Unquoted Mutual funds				
ICICI Pru. Fund - Growth	9,561	9,751	33.03	31.31
ICICI Pru. NIFTY 50 Index - Growth	97,572	97,572	52.05	32.46
Nippon India NIFTY Midcap 150 Index Fund Reg-Growth	330,672	283,946	66.52	36.61
SBI NIFTY Index Growth	62,680	24,559	122.15	36.99
DSP Savings-Growth	56,235	1,189,850	27.08	533.80
HDFC Arbitrage Wholesale-Growth	4,329,645	2,686,387	1,216.07	701.55
HDFC Focused 30 Direct Growth	11,308	494	23.40	0.72
HDFC Focused 30 Growth	40,451	182	74.88	0.24
HDFC Money Market Direct - Growth	476	572	25.25	28.18
HDFC Money Market - Growth	-	194	-	9.39
ICICI Pru Equity Arbitrage - Growth	4,143,356	2,056,593	1,302.88	601.39
ICICI Pru India Opportunities Fund Direct - G	76,596	3,428	24.36	0.71
ICICI Pru India Opportunities Fund Growth	213,192	1,216	63.06	0.24
ICICI Pru Money Market Direct Growth	-	20,860	-	67.65
ICICI Pru Nasdaq 100 Index Fund Direct -Growth	175,232	7,759	23.19	0.73
ICICI Pru Nasdaq 100 Index Fund -Growth	58,839	2,605	7.70	0.24
ICICI Pru S & P BSE 500 ETF FOF Direct - Growth	218,239	9,583	30.26	0.96
ICICI Pru S & P BSE 500 ETF FOF - Growth	73,411	3,217	10.06	0.32
Kotak Equity Arbitrage Reg-Growth	3,211,773	2,204,885	1,101.84	701.48
Nippon India Money Market Direct - Growth	-	1,800	-	63.85
Nippon India Money Market - Growth	-	356	-	12.52
Nippon India Nifty Midcap 150 Index Fund Direct - Growth	151,463	7,338	31.01	0.96
SBI NIFTY Index Direct-G	13,596	610	27.70	0.96
SBI Savings Direct- Growth	-	99,985	-	37.57
SBI Savings - Growth	122,116	35,361	46.30	12.52
Parag Parikh Flexi Cap Fund - Reg Plan	22,670	22,670	15.71	11.08
Motilal Oswal S &P500 Index fund Direct - Growth	63,666	-	12.81	-
Motilal Oswal S &P500 Index fund Reg - Growth	30,224	-	5.94	-
ICICI Pru Equity and Debt - Growth	40,506		136.45	-
360 One Focused Equity Direct Growth	122,092		56.08	-
360 One Liquid Direct Growth	576		10.70	-
HDFC Balanced Advantage Direct-Growth	28,802		139.44	-
Parag Parikh Flexi Cap Fund Direct - Growth	74,742		55.96	-
Parag Parikh Liquid Fund -Direct plan - Growth	796		10.68	-
Nippon India Mutual Fund - ETF Liquid Bees	6,820	6,957	68.20	69.55
			5,009.30	3,150.77
Aggregate book value of quoted investments			188.54	156.79
Aggregate market value of quoted investments			188.54	156.79
Aggregate value of unquoted investments			4,820.76	2,993.98
Aggregate amount of impairment in the value of investments			-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

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NOTE 13 TRADE RECEIVABLES

Current

(Unsecured)

Considered good*	60.16	72.86
Considered doubtful	-	-
	60.16	72.86
Less : Provision for doubtful debts	-	-
Total	60.16	72.86

Total trade receivables include

Refer Note 35

* Includes dues from companies where directors are interested	26.57	14.02
* Includes dues from an associate	-	8.66

Trade Receivables ageing schedule

Particulars	Outstanding for following periods from date of transaction					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	60.16	-	-	-	-	60.16
	72.86	-	-	-	-	72.86
Total	60.16	-	-	-	-	60.16
	72.86	-	-	-	-	72.86
Less : Allowance for Trade Receivable	-	-	-	-	-	-
	-	-	-	-	-	-
Net Trade Receivable	60.16	-	-	-	-	60.16
	72.86	-	-	-	-	72.86

NOTE 14

CASH AND CASH EQUIVALENTS

Cash on hand	0.21	0.29
Balances with bank		
In current account	17.82	14.43
In deposit account	-	-
Total	18.03	14.72

Bank balances other than cash and cash equivalents:

Balances with banks:

In deposit accounts as margin money for Bank Guarantees*	-	-
In deposit account with original maturity more than twelve months from balance sheet date	27.06	101.36
In Margin Money Deposit		
Earmarked Balances (unclaimed/unpaid dividend deposit accounts)	59.93	62.59
Bank balance	86.99	163.95

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

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NOTE 15 SHARE CAPITAL

A. Authorised Share Capital

Number of Ordinary (Equity) Shares	9,00,000	9,00,000
Face Value per Ordinary (Equity) share	10.00	10.00
Ordinary (Equity) Share Capital in INR Lakhs	<u>90.00</u>	<u>90.00</u>
Number of 5% Preference Shares	3,50,000	3,50,000
Face Value per 5% Preference share	10.00	10.00
5% Preference Share Capital in INR lakhs	<u>35.00</u>	<u>35.00</u>

B. Issued, Subscribed & Paid Up Share Capital

Number of Ordinary (Equity) Shares	6,22,062	6,22,062
Face Value per Ordinary (Equity) share	10.00	10.00
Ordinary (Equity) Share Capital in INR Lakhs	<u>62.21</u>	<u>62.21</u>

C. Terms/ rights attached to equity shares

The company has one class of equity shares issued having a par value of INR 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in 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 the shareholding.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

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NOTE 15

SHARE CAPITAL (contd)

D. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

	Number of shares held	Amount
Balance as at 1 April 2022	6,22,062	62.21
Changes in equity share capital due to prior period errors	-	
Restated balance as at April 1, 2022	6,22,062	62.21
Movement during the year	-	-
Balance as at 31 March 2023	6,22,062	62.21
Changes in equity share capital due to prior period errors	-	-
Restated balance as at April 1, 2023	6,22,062	62.21
Movement during the year	-	-
Balance as at 31 March 2024	6,22,062	62.21

E. Disclosure of shareholding of promoters and percentage of change during the year

Name of the Share holder	As at 31.03.2024			As at 31.03.2023		
	Number of shares held	% holding	% Change During the year	Number of shares held	% holding	% Change During the year
Mr. Ajit Thomas & Mrs. Shanthi Thomas	414,618	66.65%	-	414,618	66.65%	-
The Midland Rubber and Produce Co. Ltd.	36,069	5.80%	-	36,069	5.80%	1.21%

F. Details of shareholders holding more than 5% shares in the company

Name of the Share holder	As at 31.03.2024		As at 31.03.2023	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Mr. Ajit Thomas & Mrs. Shanthi Thomas	4,14,618	66.65%	4,14,618	66.65%
Investor Education and Protection Fund Authority Ministry of Corporate Affairs	41,239	6.63%	40,843	6.57%
The Midland Rubber and Produce Co. Ltd.	36,069	5.80%	36,069	5.80%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

G. Equity shares movement during the 5 years preceding March 31, 2024

Equity shares extinguished on buy-back

The Company bought back 5,288 equity shares for an aggregate amount of Rs. 84.61 lakhs being 0.84% of the total paid up equity share capital at Rs. 1,600 per equity share. The equity shares bought back were extinguished on March 19, 2021.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

NOTE 16 OTHER EQUITY

Name of the reserve	Reserves & Surplus			Items of Other Comprehensive Income		Total
	Capital Redemption Reserve	General Reserve	Retained Earnings	Remeasurement of defined benefit obligations	FVOCI - equity investments	
As At 1 April 2022	27.80	4,011.41	1,112.63	-	(91.11)	5,060.73
Changes in accounting policy or prior period items	-	-	-	-	-	-
Restated balance as at 1st April 2022	27.80	4,011.41	1,112.63	-	(91.11)	5,060.73
Profit for the year	-	-	393.52	-	-	393.52
Remeasurement of the post-employment benefit obligations and tax thereon	-	-	-	46.40	-	46.40
Transfer of remeasurement of post-employment benefit obligations and tax thereon to retained earnings	-	-	46.40	(46.40)	-	-
Other Comprehensive income for the year, net of Income tax	-	-	-	-	21.27	21.27
Transfer to General Reserve	-	-	-	-	-	-
Dividend Paid	-	-	(124.42)	-	-	(124.42)
As At 1 April 2023	27.80	4,011.41	1,428.13	0.00	(69.84)	5,397.50
Changes in accounting policy or prior period items	-	-	-	-	-	-
Restated balance as at 1st April 2023	27.80	4,011.41	1,428.13	0.00	(69.84)	5,397.50
Profit for the year	-	-	2,087.51	-	-	2,087.51
Remeasurement of the post-employment benefit obligations and tax thereon	-	-	-	18.07	-	18.07
Transfer of remeasurement of post-employment benefit obligations and tax thereon	-	-	18.07	(18.07)	-	-
Other Comprehensive income for the year, net of Income tax	-	-	-	-	(630.01)	(630.01)
Appropriations						-
Transfer of (Gain) / Loss on sale of OCI investments	-	-	(1.48)	-	1.48	-
Transfer to General Reserve	-	1,000.00	(1,000.00)	-	-	-
Dividends paid	-	-	(186.62)	-	-	(186.62)
As At 31 Mar 2024	27.80	5,011.41	2,345.61	-	(698.37)	6,686.45

Nature and Purpose of other reserves

- Capital Redemption Reserves** - Capital Redemption Reserve was created for buy - back of shares and can be utilised for issuance of fully paid up bonus shares.
- General Reserve** - General Reserve is created out of profits earned by the company by way of transfer from surplus in the statement of profit and loss. The company can use the reserve for payment of dividend and issue of fully paid-up and not paid up bonus shares
- Retained Earnings:** Retained earnings are the profits that the company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.
- Equity investments through other comprehensive income:** The fair value change of the equity instruments measured at fair value through other comprehensive income is recognised in Equity instruments through other comprehensive income. Upon derecognition, the cumulative fair value changes on the said instruments are not reclassified to statement of profit and loss.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

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NOTE 17 PROVISIONS

Non Current

Provision for Compensated absences*	8.52	6.69
Total	8.52	6.69

Current

Provision for Gratuity*	511.02	450.48
Provision for Compensated absences*	0.56	0.46
Total	511.58	450.94

*Refer Note 34

NOTE 18 TRADE PAYABLES

Due to Micro and Small Enterprises *	5.27	12.17
Due to other than Micro and Small Enterprises etc	70.24	81.96
Total trade payables	75.51	94.13

Note:

*The Micro and Small Enterprises have been determined to the extent such parties have submitted information to the Company in this regard. Refer Note 37 for further details.

Trade payable ageing schedule (Based on accounting date not on due date)

Particulars	As at	Outstanding for following periods from date of transaction					Total
		Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Micro & Small Enterprises	31st March 24	-	5.27	-	-	-	5.27
	31st March 23	-	12.17	-	-	-	12.17
(ii) Others	31st March 24	-	70.24	-	-	-	70.24
	31st March 23	17.93	64.03	-	-	-	81.96
(iii) Disputed dues - Micro & Small Enterprises	31st March 24	-	-	-	-	-	-
	31st March 23	-	-	-	-	-	-
(iv) Disputed dues - Others	31st March 24	-	-	-	-	-	-
	31st March 23	-	-	-	-	-	-
Total	31st March 24	-	75.51	-	-	-	75.51
	31st March 23	17.93	76.20	-	-	-	94.13

NOTE 19 OTHER FINANCIAL LIABILITIES

Particulars

Other financial liabilities

Unclaimed dividend	59.93	62.59
Employee related liabilities etc	152.25	129.43
Total	212.18	192.02

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

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NOTE 20

OTHER CURRENT LIABILITIES

Particulars

Current

Advance from customers	4.39	1.63
Statutory liabilities	28.67	25.16
Total	33.06	26.79

NOTE 21

REVENUE FROM OPERATIONS

Sale of products

Tea	2,412.02	2,383.63
Tea Waste	78.84	81.27
Tea Leaf	0.40	-
Total Sale of Products (A)	2,491.26	2,464.90

Other Operating Revenue

Export subsidies & other incentives	10.48	17.64
Duty drawback	0.95	1.42
Scrap	1.20	-
Hospitality Income	30.54	9.10
Total Other Operating Revenue (B)	43.17	28.16
Total revenue from operations	2,534.43	2,493.06

Disaggregation of sale of products by geography

India	1,803.99	1,692.75
Rest of the world	687.27	772.15
	2,491.26	2,464.90

NOTE 22

OTHER INCOME

Dividend Income from Investments:

Non Current measured at cost	563.98	735.14
Non Current measured at fair value through Other Comprehensive Income	4.34	0.03
Current at fair value through Profit and Loss	6.57	15.65
Interest income	2.26	1.12
Gain on fair value of investments measured at fair value through Profit and Loss	358.65	-
Profit on sale of investments at fair value through Profit and Loss	40.49	130.63
Profit on Sale of property, plant and equipment	1.44	41.65
Exchange gain (net)	4.77	15.13
Insurance Claim Received	3.74	1.00
Miscellaneous income	0.39	0.52
Total	986.63	940.87

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

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NOTE 23

COST OF RAW MATERIAL & COMPONENTS CONSUMED

Inventories at the beginning of the year	2.86	7.55
Add: Purchases	352.85	313.83
	<u>355.71</u>	<u>321.38</u>
Less: Inventories at the end of the year	4.78	2.86
Total	<u>350.93</u>	<u>318.52</u>

NOTE 24

PURCHASE OF STOCK - IN - TRADE

Inventory at the beginning of the year	-	-
Add: Purchases	1.01	1.20
	<u>1.01</u>	<u>1.20</u>
Less: inventory at the end of the year	-	-
Total	<u>1.01</u>	<u>1.20</u>

NOTE 25

CHANGE IN INVENTORIES OF FINISHED GOODS

Finished goods inventories at the beginning of the year	226.42	379.79
Less: Finished goods inventories at the end of the year	286.22	226.42
Total	<u>(59.80)</u>	<u>153.37</u>

NOTE 26

EMPLOYEE BENEFITS EXPENSE

Salaries, wages and bonus	1,422.09	1,272.32
Contribution to provident and other funds	226.31	214.60
Staff welfare expenses	57.42	48.85
Total	<u>1,705.82</u>	<u>1,535.77</u>
The above includes		
- net incremental gratuity provision of	89.78	74.52
- net incremental leave salary provision of	1.93	1.29

NOTE 27

FINANCE COSTS

Interest on shortfall of payment of advance tax	-	1.55
Interest on debts and borrowings at effective interest rate on borrowings	0.46	2.25
Total	<u>0.46</u>	<u>3.80</u>

NOTE 28

DEPRECIATION EXPENSES

Depreciation on tangible assets	86.79	77.33
Total	<u>86.79</u>	<u>77.33</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

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NOTE 29

OTHER EXPENSES

Other Manufacturing Expenses

Consumption of stores and spares	180.15	134.71
Power and fuel	235.23	207.63
Repairs and maintenance	21.22	16.81
Rent and amenities	30.93	28.78
Repairs and maintenance		
Roads and buildings	52.83	92.33
Vehicles	44.47	55.04
Others	13.93	3.82
Insurance	3.32	12.42
Rates and taxes	12.79	12.68
Payment to statutory auditors	8.22	9.06
Transport and warehousing	74.46	56.76
Brokerage and commission	44.54	45.80
Travelling expenses	70.56	55.67
Legal and professional expenses	62.15	53.22
Postage and telephones	5.63	5.53
Printing and stationery	4.80	4.52
Bank charges	0.84	7.97
Directors' sitting fees	2.71	2.74
Advertisement and sales promotion	2.03	2.63
Donations	21.00	
Miscellaneous expenses	19.71	18.72
Fair Value on Investment (Loss)	-	18.87
Total	911.52	845.71

NOTE 30

PAYMENT TO STATUTORY AUDITORS

For audit	7.00	7.00
For certifications	-	0.15
For travelling and other expenses	1.22	1.91
	8.22	9.06

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

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NOTE 31

INCOME TAX

The major components of income tax expense for the years ended 31 March 2024 and 31 March 2023 are:

Statement of profit and loss:

Income Tax	80.00	133.78
Deferred Tax	122.79	(28.56)
Income tax expense reported in the statement of profit or loss	202.79	105.22

Other Comprehensive Income

Deferred tax related to items recognised in OCI during the year

Net (gain)/loss on revaluation of non-current investments	104.44	(2.66)
Net (gain)/loss on remeasurements of defined benefit plans	-	-
Income tax charged to OCI	104.44	(2.66)

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for 31 March 2024 and 31 March 2023:

Accounting profit before tax (a)	2,290.30	498.74
Income Tax Rate (b)	25.17%	27.82%
Calculated taxes based on above, without any adjustments for deductions [(a) x (b)]	576.47	138.75

Adjustments

On account of profit on sale of agriculture land not taxable	(446.42)	-
On account of dividend paid available for deduction under income tax	(46.97)	(34.61)
On account of difference in rates for capital gains	(8.98)	-
On account of long term gain set off against current year loss and carry forward long term loss	-	(99.65)
On account of non-taxable agricultural operations	57.02	52.21
On account of MAT credit write off	50.99	-
On account of non-deductible fair value loss on current investments	-	5.25
On account of gratuity disallowance on which no deferred tax was created conservatively	18.48	36.32
On account of donations	5.29	-
On account of other items	(3.09)	6.96
Income tax expense reported in the statement of profit and loss	202.79	105.22

Deferred tax movement

Opening balance as of 1 April 2023	81.29	55.39
Tax income/(expense) during the year recognised in profit or loss	(173.77)	72.68
Tax income/(expense) during the year recognised in OCI	104.44	(2.66)
MAT availed/(utilised) during the year	-	(44.12)
MAT written off	50.99	-
Closing balance as at 31 March 2024	62.95	81.29

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

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All amounts are in INR Lakhs, unless otherwise stated

31 March 2024 31 March 2023

NOTE 32

EARNINGS PER SHARE

Profit after Taxation in INR lakhs	2,087.51	393.52
Weighted average number of Equity Shares	622,062	622,062
Earnings per share (Basic and Diluted) in Rs	335.58	63.26

* There have been no other transactions involving Equity shares or potential Equity shares between the reporting date and the date of authorisation of these financial statements.

NOTE 33

SEGMENT REPORTING

The Company operates only in one Business segment namely Cultivation, Manufacturing and Marketing of Tea. Accordingly this is the only business segment to be reported.

Additional Information:

Segment Revenue

Revenue by Geographical Segment

India	1,803.99	1,692.75
Rest of the World	687.27	772.15
Total Revenue from Sale of Products	2,491.26	2,464.90

Trade Receivables

India	37.81	72.86
Rest of the World	22.35	-
Total Receivables	60.16	72.86

Note:

Only trade receivables are outside India, all other assets and liabilities are in India. Accordingly, revenue and trade receivables are only disclosed.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

31 March 2024

31 March 2023

NOTE 34

EMPLOYEE BENEFITS

- (a) The Company has recognised the following expenses as defined contribution plan under the head “Company’s Contribution to Provident Fund and Other Funds” (net of recoveries) :

Provident fund	121.56	124.15
Superannuation	1.40	1.28

- (b) The Company operates post retirement defined benefit plans as follows :-

Gratuity Scheme:

This is a funded defined benefit plan for qualifying employees for which, the Company is making contributions to the Gratuity Fund managed by Life Insurance Corporation of India. The scheme provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment. Vesting occurs upon completion of five years of service.

Defined Benefit Plans (Gratuity)– As per Actuarial Valuation on March 31, 2024:-

- (i) Amount to be recognized in Balance Sheet and movement in net liability

Present Value of Funded Obligations	789.41	768.82
Fair Value of Plan Assets	278.39	318.34
Net (asset) / Liability - Current	<u>511.02</u>	<u>450.48</u>

- (ii) Expenses recognized in the Statement of Profit & Loss

Current Service Cost	57.35	55.82
Interest on Net Defined Benefit Liability	32.43	28.59
Total	<u>89.78</u>	<u>84.41</u>

- (iii) Amount recorded in Other Comprehensive Income

Actuarial (gain)/loss on Plan Obligations	(17.58)	(45.51)
Return on plan assets excluding net interest	(0.49)	(0.89)
Total	<u>(18.07)</u>	<u>(46.40)</u>

- (iv) Reconciliation of Net Liability/ Asset

Opening Net Benefit Liability	450.48	422.36
Expense charged to profit and loss	89.78	84.41
Amount recognized outside profit and loss (in OCI)	(18.07)	(46.40)
Employer Contribution	(11.17)	(9.89)
Closing Net Defined Benefit Liability/ (Asset) - Current	<u>511.02</u>	<u>450.48</u>

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

31 March 2024

31 March 2023

NOTE 34

EMPLOYEE BENEFITS *(contd)*

(v) **Reconciliation of Defined Benefit Obligation**

Opening Defined Benefit Obligation	768.82	789.83
Interest Cost	53.40	51.27
Current Service Cost	57.35	55.82
Benefits paid	(72.58)	(82.59)
Actuarial Losses / (Gain) on obligation	(17.58)	(45.51)
Closing Defined Benefit Obligation	789.41	768.82

(vi) **Reconciliation of Fair Value of Plan Assets**

Opening Fair Value of Plan Assets	318.34	367.47
Return on plan assets	0.49	0.89
Contributions made	11.17	9.89
Benefits Paid	(72.58)	(82.59)
Interest Income	20.97	22.68
Closing Fair Value of Plan Assets	278.39	318.34

(vii) **Description of Plan Assets**

Funds managed by Insurer	100%	100%
Grand Total	100%	100%

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

31 March 2024

31 March 2023

NOTE 34

EMPLOYEE BENEFITS *(contd)*

(viii) Actuarial Assumptions

Discount rate (p.a.)	7.09%	7.29%
Salary Escalation Rate (p.a.)	5.50%	5.50%
Attrition Rate (p.a.)	5.00%	5.00%
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ult	Indian Assured Lives Mortality (2012-14) Ult

The discount rates are based on the benchmark yields available on government bonds at the valuation date with terms matching that of the liabilities and salary increases rates take into account inflation, Seniority, Promotion and other relevant factors

(ix) Expected Benefit Payments in Following Years (mid - year cash flows)

Year 1	76.69	149.57
Year 2	82.00	90.08
Year 3	98.81	70.11
Year 4	70.57	86.74
Year 5	97.53	77.27
Next 5 Years	380.02	331.13

Average Duration of Defined Benefit Obligations is 6.67 years
(31 March 2023: 5.63 years)

The next year estimated liability is Rs. 61.44 Lakhs
(31 March 2023: Rs. 57.35 Lakhs)

(x) Effect of Change in Key Assumptions Year Ended 31st March 2024

Particulars

Discount Rate

Impact of increase in 100 bps on DBO	(46.28)	(38.07)
Impact of decrease in 100 bps on DBO	52.18	42.72

Salary Escalation Rate

Impact of increase in 100 bps on DBO	51.01	41.76
Impact of decrease in 100 bps on DBO	(46.01)	(37.85)

(xi) Asset liability comparisons

Year	31-Mar-24	31-Mar-23	31-Mar-22	31-Mar-21	31-Mar-20
PVO at the end of the period	789.41	768.82	789.83	725.18	668.00
Plan assets	278.39	318.34	367.47	388.12	409.24
Surplus/ (deficit)	(511.02)	(450.48)	(422.36)	(337.06)	(258.76)
Experience adjustment on plan assets	0.49	0.89	3.07	1.46	(3.14)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

31 March 2024

31 March 2023

NOTE 34

EMPLOYEE BENEFITS *(contd)*

c) Other Long Term Employee Benefits

(i) **Compensated absences:**

The company also operates a non funded leave encashment scheme for its employees.

Other Long Term Employee Benefits (Leave encashment)– As per Actuarial Valuation on March 31, 2024:-

(i) **Amount to be recognized in Balance Sheet and movement in net liability**

Present Value of Funded Obligations	9.08	7.15
Fair Value of Plan Assets	-	-
Net (asset) / Liability	9.08	7.15

(ii) **Actuarial Assumptions**

Discount rate (p.a.)	7.09%	7.29%
Salary Escalation Rate (p.a.)	5.50%	5.50%
Attrition Rate (p.a.)	5.00%	5.00%
Mortality Rate	Indian Assured	Indian Assured

(iii) **Effect of Change in Key Assumptions
Year Ended 31st March 2024**

Particulars

Discount Rate

Impact of increase in 100 bps on DBO	(0.56)	(0.46)
Impact of decrease in 100 bps on DBO	0.61	0.51

Salary Escalation Rate

Impact of increase in 100 bps on DBO	0.60	0.50
Impact of decrease in 100 bps on DBO	(0.56)	(0.46)

The estimate of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotions and other relevant factors.

Exposure to Risks:

These plans typically expose the Company to actuarial risks such as: interest rate risk, longevity risk and salary risk.

Interest risk: A decrease in the Government Securities (G-Sec Bonds) interest rate will increase the plan liability.

Longevity risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants during their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTE 35

RELATED PARTY TRANSACTIONS

A Details of related parties:

Directors who held the office during the year:

Mr. Ajit Thomas , Chairman.
Mrs. Shanthi Thomas , Executive Director.
Mr. M. Meyyappan
Mr. F.S.Mohan Eddy
Ms. Kavitha Vijay
Mr. Swaminathan Ganesan

Key Management Personnel (KMP)

Mr. Deepak G. Prabhu, CFO
Mr. S. Lakshmi Narasimhan, Company Secretary

Associates & Joint Venture of the company :

AVT Natural Products Limited
AVT McCormick Ingredients Private Limited
Midland Corporate Advisory Services Pvt. Ltd.

Entities in which Directors are interested with whom transactions were carried out in current / previous year

A V Thomas & Co Limited
The Midland Rubber & Produce Co Limited
Midland Trust

Relative of the directors

Mr. Siddharth Thomas

B. Details of related party transactions during the year and balances outstanding at the end of the year:

All amounts are in INR Lakhs, unless otherwise stated

Sl. No.	Particulars	Directors and Other Relatives		Key Management Personnel (KMP)		Associate & Joint Venture of the Company		Entities in which Directors are Interested	
		31 Mar 2024	31 Mar 2023	31 Mar 2024	31 Mar 2023	31 Mar 2024	31 Mar 2023	31 Mar 2024	31 Mar 2023
	Transactions during the year:								
1	Sitting Fees to Chairman	0.58	0.63	-	-	-	-	-	-
2	Sitting Fees to Other Directors	2.13	2.11	-	-	-	-	-	-
3	Professional fees	12.00	1.00	-	-	5.00	5.00	-	-
4	Dividend Received	-	-	-	-	563.98	735.14	0.03	0.03
5	Sale of Goods / Consumables and Ingredients	-	-	-	-	87.99	125.74	204.41	212.79
6	Purchase of Property, plant and equipment	-	-	-	-	-	-	79.50	-
7	Purchase of spares	-	-	-	-	-	-	0.35	2.63
8	Warehousing Charges	-	-	-	-	-	-	4.21	3.19
9	Reimbursement of expenses	-	-	-	-	-	-	2.45	-
10	Donations	-	-	-	-	-	-	21.00	-
11	Dividend Paid	124.39	82.92	-	-	-	-	10.82	7.21
12	Remuneration to Executive Director	40.85	41.41	-	-	-	-	-	-
13	Remuneration to Key Managerial Personnel - Short term benefits*	-	-	67.41	54.80	-	-	-	-

* Long term benefits have not been disclosed since the liability for such benefits have been derived by the actuary for entity as a whole.

Outstanding Balance at the year end

Sl. No.	Particulars	31 Mar 2024	31 Mar 2023	31 Mar 2024	31 Mar 2023	31 Mar 2024	31 Mar 2023	31 Mar 2024	31 Mar 2023
1	Trade receivables	-	-	-	-	-	8.66	26.57	14.02
2	Investments	-	-	-	-	598.97	598.97	0.62	0.62

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

Year ended
31 March 2024

Year ended
31 March 2023

NOTE 36

COMMITMENTS AND CONTINGENCIES

- | | | |
|--|------|------|
| 1) On account of Income Tax matters in dispute: | 4.43 | 4.43 |
| 2) The retrospective effect from 01-04-14 of the operations and implementations of the Payment of Bonus (Amendment) Act, 2015 has been stayed by Hon. High court of Madras. Considering the same, the Company has not provided for the additional liability. | | |
| 3) Capital Commitments
Estimated amount of contracts remaining to be executed on capital account net of capital advances and not provided for is Rs. Nil (31 March 2023: Rs. Nil). | | |

NOTE 37

OTHER REGULATORY MATTERS

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

Particulars	31 March 2024	31 March 2023
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	5.27	12.17
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(v) 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	-	-

The Micro and Small Enterprises have been determined to the extent such parties have submitted information to the Company in this regard

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTE 38

FAIR VALUE MEASUREMENT

Financial Instruments by category

The 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.

Financial assets and liabilities

All amounts are in INR Lakhs

Particulars	31st March 2024			31st March 2023		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial assets:						
Non Current						
Investments*	-	621.75	-	-	1,204.78	-
Loans	-	-	-	-	-	0.32
Other financial assets	-	-	14.67	-	-	15.63
Current						
Investments	5,009.30	-	-	3,150.77	-	-
Trade Receivables	-	-	60.16	-	-	72.86
Cash and Cash Equivalents	-	-	18.03	-	-	14.72
Bank Balances other than Cash & Cash Equivalents	-	-	86.99	-	-	163.95
Loans	-	-	3.76	-	-	6.52
Other financial assets	-	-	54.23	-	-	22.00
Total	5,009.30	621.75	237.84	3,150.77	1,204.78	296.00
Financial liabilities:						
Current						
Trade Payables	-	-	75.51	-	-	94.13
Other financial liabilities	-	-	212.18	-	-	192.02
Total	-	-	287.69	-	-	286.15

* Does not include investments in Associates / Joint venture.

NOTE 39

FAIR VALUE HIERARCHY

A.1 Fair value of Financial Instruments measured through FVTPL:

Financial assets and liabilities measured at fair value-recurring fair value measurements as at March 31, 2024:

	Notes	Level 1	Level 2	Level 3	Total
Financial asset-					
Investments in quoted equity instruments	A.2	188.54	-	-	188.54
Investments in mutual fund units	A.2	4,820.76	-	-	4,820.76
Investments in unquoted shares	A.2	-	-	-	-
Investments in quoted zero coupon debentures	A.2	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

NOTE 39

FAIR VALUE HIERARCHY (Contd....)

Financial assets and liabilities measured at fair value-recurring fair value measurements as at March 31, 2023:

Financial asset -	Notes	Level 1	Level 2	Level 3	Total
Investments in quoted equity instruments	A.2	156.79	-	-	156.79
Investments in mutual fund units	A.2	2,993.98	-	-	2,993.98
Investments in unquoted shares	A.2	-	-	-	-
Investments in quoted zero coupon debentures	A.2	-	-	-	-

There have been no transfers between Level 1 and Level 2 during the period.

A.2 Valuation inputs and relationship to fair value

The fair value of investment in listed shares is determined using the market rate per share at the balance sheet date.

The fair value of investment in mutual funds is determined using the Net Asset Value (NAV) per unit at the balance sheet date.

The fair value of investment in unlisted shares is determined using the quotes available in the informal market close to the balance sheet date / at costs which represents fair value.

B.1 Fair value of Financial Instruments measured through FVTOCI:

Financial assets and liabilities measured at fair value-recurring fair value measurements as at March 31, 2024:

	Notes	Level 1	Level 2	Level 3	Total
Non-Current Investments	B.2	108.84	-	512.91	621.75

Financial assets and liabilities measured at fair value-recurring fair value measurements as at March 31, 2023:

	Notes	Level 1	Level 2	Level 3	Total
Non-Current Investments	B.2	95.14	-	1,109.64	1,204.78

A one percentage point change in the unobservable inputs used in fair valuation of Level 3 assets does not have a significant impact in its value.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs

NOTE 39

FAIR VALUE HIERARCHY (*Contd...*)

B.2 Valuation inputs and relationship to fair value

"The fair value is determined based on valuation reports / recent transactions including potential transactions within a reasonable period to the balance sheet date.

C. Fair value of Financial Instruments measured at amortised cost :

Due to the short-term nature of cash and cash equivalents and the short-term maturities of trade receivables, loans, other financial liabilities and assets the management considers that the carrying amount of assets and liabilities recognised at amortised cost in financial statements is approximate to their fair value.

The fair value of financial instruments as referred to in note (A) and (B) above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities [Level 1 measurements] and lowest priority to unobservable inputs [Level 3 measurements].

NOTE 40

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and short-term deposits that derive directly from its operations. The Company also enters into derivative transactions.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed by the senior management in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by professionals who have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings and derivative financial instruments.

The sensitivity analyses in the following sections relate to the position as at 31 March 2024 and 31 March 2023.

The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and derivatives and the proportion of financial instruments in foreign currencies are all constant and on the basis of hedge designations in place at 31 March 2024. The sensitivity analysis for equity price risk has been prepared on the basis of the fair value of the equity investments carried as FVTPL (under current investments) and basis change in equity price.

The analyses exclude the impact of movements in market variables on the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets.

The following assumptions have been made in calculating the sensitivity analyses:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2024 and 31 March 2023.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTE 40

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Contd....)

(a) 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 does not have any material exposure to changes in market interest rates.

(b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue is denominated in a foreign currency).

(1) Foreign Currency Risk Exposure

The company exposure to foreign currency risk at the end of the year expressed in Rs. as follows:

Financial Assets	31st March 2024 (Rs. in Lakhs)	31st March 2023 (Rs. in Lakhs)
Trade Receivables - USD	22.35	-
Forward Cover Contracts - USD	-	-
Net unhedged Exposure - USD	22.35	-

(2) Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives. The impact on the Company's pre-tax equity is due to changes in the fair value of forward exchange contracts designated as cash flow hedges and net investment hedges. The Company's exposure to foreign currency changes for all other currencies is not material.

Sensitivity Analysis

		Effect on profit before tax in INR lakhs	
		31st March 2024	31st March 2023
USD Exposure in INR	1% -Strengthening	0.22	-
USD Exposure in INR	1% -Weakening	(0.22)	-

(c) Equity price risk

The company carries a significant amount of investments held as FVTPL (under current investments) which are affected by swings in the equity price and yield in bonds in the market. The risk of equity price changes are managed by the company by closely monitoring the market position and accordingly determining the entry and exit into the markets from time to time and also by having a diversified portfolio of investments.

Sensitivity Analysis

		Effect on profit before tax in INR lakhs	
		31st March 2024	31st March 2023
Equity, debenture and mutual funds price exposure for current investments	1% -Strengthening	50.09	31.51
Equity, debenture and mutual funds price exposure for current investments	1% -Weakening	(50.09)	(31.51)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTE 40

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Contd....)

(d) Commodity price risk

The prices of agricultural commodities are subject to fluctuations due to various factors. In the ordinary course of business, the company is exposed to commodity price risk to the extent its open sales are not balanced by inventory. The company has in place a risk management policy to manage such risk by having conscious limits on the sales committed for future periods for which production is yet to be completed and inventory is in place.

(B) Credit risk

Credit risk is the risk that a 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) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

(a) Trade receivables

Customer credit risk is managed as per the Company's established policy, procedures and control relating to customer credit risk management. Credit limits are set with approvals on the basis of the defined policies. Outstanding customer receivables are regularly monitored and exposures are kept within the credit limits fixed for each customer.

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

Particulars	31 March 2024	31 March 2023
No of Customers to whom Sales made is more than 10% of the Turnover	2	2
Contribution of Customers in Sales more than 10% of Turnover	29.08%	37.19%

Particulars	31 March 2024	31 March 2023
No of Customers who owed more than 10% of the Total receivables	2	4
Contribution of Customers in owing more than 10% of Total receivables	80.37%	59.91%

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

(b) Financial instruments and cash deposits

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 Company's maximum exposure to credit risk for the components of the balance sheet at 31 March 2024 and 31 March 2023 is the carrying amounts as mentioned in Notes.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTE 40

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Contd....)

(C) Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to current investments which are highly liquid to meet any liquidity needs and also has adequate undrawn credit facility from its bankers.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Year ended 31st March 2024	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 Years	Total
	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs
Other financial liabilities	59.93	152.25	-	-	-	212.18
Trade and other payables	-	75.51	-	-	-	75.51
	59.93	227.76	-	-	-	287.69
Year ended 31 March 2023						
Other financial liabilities	62.59	129.43	-	-	-	192.02
Trade and other payables	-	94.13	-	-	-	94.13
	62.59	223.56	-	-	-	286.15

NOTE 41

CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by fund attributable to Equity Shares Holders. The company includes within net debt, interest bearing loans and borrowings less cash and short-term deposits, excluding discontinued operations.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2024 and 31 March 2023.

The company's borrowing facilities comprising overdraft facility of Rs. 100 Lakhs against stocks, standing crops and other machineries in Katary and Sutton estates of the company along with fixed deposit of 25 Lakhs.

The company had access to the following undrawn borrowing facilities at the end of the reporting period.

	31st March 2024 (in Lakhs)	31st March 2023 (in Lakhs)
Fund Based facilities	100.00	100.00

NOTE 42

SOCIAL SECURITY CODE 2020

The implementation of the Code on Social Security, 2020 is getting postponed. The Company will assess the impact thereof and give effect in the Financial Statements when the date of implementation of the codes and the Rules / Schemes thereunder are notified.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTE 43

RATIOS

The following are analytical ratios for the year ended March 31, 2024 and March 31, 2023

Sl. No.	Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance
1	Current Ratio	Current Assets	Current Liabilities	6.87	5.01	37%	Mainly due to increase in current investments and bank balances partially offset by decrease in debtors and inventories.
2	Debt Equity Ratio	Total Debt (including lease liability)	Total shareholder equity	Not applicable	Not applicable	Not applicable	
3	Debt Service Coverage Ratio	Earning available for debt service (Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.)	Debt Service = Interest & Lease Payments + Principal Repayments	868.96	192.44	352%	No working capital drawdown during the year
4	Return on Equity Ratio	Profit after Tax	Average Shareholders Equity	34%	7%	360%	Due to exceptional items
5	Inventory Turn over Ratio	Cost of goods sold	Average inventory	0.94	0.81	17%	
6	Trade Receivable Turn over Ratio	Net Credit Sales	Average Accounts Receivable	37.46	19.31	94%	Due to reduction in trade receivable at the end of the year
7	Trade Payable Turn over Ratio	Net Credit Purchases	Average Accounts Payable	4.16	2.83	47%	Due to reduction in trade payable at the end of the year
8	Net Capital Turn over Ratio	Net Sales (Sales minus sales return)	Average Working Capital	0.52	0.82	-36%	Due to increase in current investments during the year
9	Net Profit Ratio	Net Profit (Net profit after tax)	Net Sales (Sales minus sales return)	84%	16%	425%	Due to exceptional items
10	Return on Capital Employed Ratio	EBIT	Capital Employed (Tangible net worth + Total debt + Deferred Tax Liability)	35%	11%	232%	Due to exceptional items
11	Return on Investment						
	- Current	Net return on investment	Time weighted average investments	10%	4%	143%	Due to changes in NAV at the end of the year.
	- Non-current *	Net return on investment	Time weighted average investments	-48.28%	2.07%	-2432%	The net change is based on changes in fair value of the investments.

* Does not include investments in Associates / Joint venture.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTE 44

AUDIT TRAIL NOTE

The Company is in the process of implementing the new ERP system from 1st February 2024. The audit trail (edit logs) feature will be reviewed and implemented from the next financial year.

NOTE 45

OTHER STATUTORY INFORMATION

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the company to holding any benami property.
- (ii) The company has searched transactions with Struck-off companies by comparing company's counter parties with publicly available database of struck of companies through a manual name search. Based on such a manual search, no party identified to be reported in the financial statements.
- (iii) The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- (iv) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (v) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered, disclosed as income during the year in the tax assessments under the income tax act, 1961 (such as, search or survey or any of the relevant provisions of the Income Tax Act, 1961.
- (vi) The Company has in respect of the investments made, complied with no of layers as defined under section 2(87) of the Companies Act, 2013.
- (vii) The Company has nothing to report on compliance with approved Scheme(s) of Arrangements.
- (viii) The Company has not taken loans and borrowings from lenders (Other than banks and Financial Institutions).
- (ix) The company has done registration of charges or satisfaction, if any with ROC within the statutory period during the year.

NOTE 46

DEPOSITS AND ADVANCES IN THE NATURE OF LOANS TO ASSOCIATES / JV

Particulars	Nature	31 - Mar - 24		31 - Mar - 23	
		Maximum Amount outstanding during the year	Balance outstanding	Maximum Amount outstanding during the year	Balance outstanding
AVT Natural Products Limited	Associate	-	-	-	-
Midland Corporate Advisory Services Private Limited	Associate	-	-	-	-
AVT McCormick Ingredients Private Limited	Joint Venture	-	-	-	-

There were no deposits and advances in the nature of loans made by company to the firms/companies in which directors are interested.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTE 47 DIVIDENDS

Dividends paid during the year 2023-24 represent final dividend of 300% declared for the financial year 2022-23 amounting to Rs.186.62 lakhs.

The dividends declared by the Company are in Indian Rupees and are based on the profits available for distribution as reported in the statutory financial statements of the Company. Subsequent to March 31, 2024, the Board of Directors of Company have proposed a final dividend of Rs. 50 per share (500%) in respect of financial year 2023-24. The proposal is subject to the approval of shareholders at the Annual General Meeting, and if approved, would result in a cash outflow of approximately Rs. 311.03 Lakhs.

NOTE 48 EXCEPTIONAL ITEM

During the year ended 31st March 2024, the company has sold land and building for Rs.1,774.00 Lakhs and the gain of Rs. 1,773.60 Lakhs has been recognised and disclosed as exceptional item.

NOTE 49

Figures for the previous periods have been regrouped / reclassified to conform to the classification of the current period.

As per our Report of even date attached
For **PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm's Registration No. 003990S/S200018
T. V. Balasubramanian
Partner
Place : Chennai Membership No. 027251
Date : 29.05.2024 UDIN: 24027251BKDHHJ2882

For and on behalf of the Board of Directors
Shanthi Thomas
Executive Director
DIN : 00567935
Deepak G. Prabhu
Chief Financial Officer
Ajit Thomas
Chairman
DIN : 00018691
S. Lakshmi Narasimhan
Company Secretary
Membership No. A35541

CONSOLIDATED STATEMENTS

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the members of Neelamalai Agro Industries Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Neelamalai Agro Industries Limited ("the Holding Company"), its associates and joint venture, which comprise the consolidated balance sheet as at 31 March 2024, and the consolidated statement of Profit and Loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on financial statements and on the other financial information of the two associate companies, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Holding Company, its associates and joint venture as at 31 March 2024, and their consolidated profit and other comprehensive income, consolidated statement of changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Holding Company, its associates and joint venture in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules 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 and evidence obtained by other auditors in terms of their reports referred to in the 'Other Matters' paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key audit matters	How our audit addressed the key audit matter
1.	<p>Revenue recognition:</p> <p>Revenue from sale of goods is recognized when the control of the goods has transferred to the customer and when there are no longer any unfulfilled obligations to the customer.</p> <p>The accounting policies provide additional information on how the group companies account for its revenue in compliance with Ind AS 115.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> ● Considering the appropriateness of the accounting policies regarding revenue recognition, by comparing with applicable accounting standards. ● Testing the design, implementation and operating effectiveness of the general controls in systems which govern recording of revenue in the general ledger. ● Performing substantive testing (including year- end cut-off testing) by selecting samples of revenue transactions recorded during the year (also before and after the financial year end) by verifying the underlying documents, which include sales invoices/contracts and shipping documents. ● Selecting a sample on test check basis of revenue transactions and contracts with customers to re- check that sales accounting was calculated in accordance with the contract conditions. ● Traced disclosure information to accounting records and other supporting documentation.

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the members of Neelamalai Agro Industries Limited

Sr. No.	Key audit matters	How our audit addressed the key audit matter
2.	<p>Unobservable or interpolated inputs used for the valuation of certain level 3 investments</p> <p>Given the ongoing market volatility and macroeconomic uncertainty, investment valuation is an area of inherent risk. The risk is not uniform for all investment types and is greatest for unquoted investments where the investments are hard to value because quoted prices are not readily available.</p> <p>The Company's accounting policies in respect of financial assets are included in the Company's accounting policies while the disclosures are included in Note No. 37 to the consolidated financial statements.</p>	<p>Principal audit procedures:</p> <ul style="list-style-type: none"> • We assessed both the methodology and assumptions used by management in the calculation of the year end values of the investments as well as testing the governance controls that the Directors have in place to monitor these processes. • The testing included performing, amongst others, the following procedures: <ul style="list-style-type: none"> ○ Evaluating the methodology and assumptions in the valuation models; ○ Comparing the assumptions used against appropriate benchmarks and enquiring into significant differences; ○ Wherever available, recent transactions in the unquoted investments are appropriately considered

Information Other than the Consolidated Financial Statements and Auditors' Report Thereon

The Holding Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Directors report and Management Discussion and Analysis Report but does not include the consolidated financial statements and our auditors' report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during 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 the Management and Those Charged

The Holding Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements in terms of the requirement of the Act and that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows 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. This

responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of Holding company, its associates and joint venture are responsible for assessing ability of the Holding Company, its associates and joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Holding Company, its associates and joint venture are also responsible for overseeing the financial reporting process of Holding Company, its associates and joint venture.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the members of Neelamalai Agro Industries Limited

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company, its one associate company and joint venture, which are companies incorporated in India have adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of Management and Board of Directors 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 Holding Company, its associates and joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Holding Company, its associates and joint venture to cease to continue as a going concern; and
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Holding Company, its associates and joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For two entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audit carried out by them.

We believe that the audit evidence obtained by us along with the consideration of audit report of the other auditor referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

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

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

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

Other Matters

The consolidated financial statements include the Holding Company's share of net profit (including other comprehensive income) of Rs. 2,124.98 Lakhs for the year ended 31 March 2024, as considered in the consolidated financial statements, in respect of two associates whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these associates, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to these associates is based solely on the reports of the other auditors.

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the members of Neelamalai Agro Industries Limited

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of other auditors on separate financial statements and other financial information of the associates, as noted in the 'Other matters' paragraph, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of other auditors except for the matter stated in the paragraph (h (vi)) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated statement of cash flows dealt with by this Report are in agreement are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid Consolidated financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors of the Holding Company, its associates and joint venture company incorporated in India as on 31 March 2024 taken on record by the Board of Directors of respective company, none of the directors of the Holding Company, its associates and joint venture incorporated in India is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to adequacy of the internal financial controls with reference to financial statements of the Holding Company, its one associate and joint venture company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control with reference to financial reporting of those companies, for reasons stated therein.
 - (g) The observation relating to the maintenance of accounts of the Holding Company, its associates and joint venture company incorporated in India and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and paragraph (h (vi)) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors on standalone financial statements of the associate companies, as noted in the 'Other Matters' paragraph:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Holding Company, its associates and joint venture - Refer Note 36 to the consolidated financial statements;
 - ii. The Holding Company did not have any material foreseeable losses on long-term contracts including derivative contracts and an associate and joint venture have made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its associate companies and joint venture incorporated in India;
 - iv. (a) The respective management of Holding Company, its associate company and joint venture company incorporated in India whose financial statements have been audited under the Act have represented to us and other auditors of the associate companies respectively that, to the best of their knowledge and belief, as disclosed in the Note 46(iv) to the consolidated financial statements, no funds have been advanced or

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the members of Neelamalai Agro Industries Limited

- loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company, its associate companies and joint venture company incorporated in India to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, its associate companies and joint venture company incorporated in India ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (b) The respective management of the Holding Company, its associate company and joint venture company incorporated in India whose financial statements have been audited under the Act have represented to us and other auditors of the associate companies respectively, that, to the best of their knowledge and belief, as disclosed in the Note 46 (iv) to consolidated financial statements, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company, its associate companies and joint venture company incorporated in India shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances performed by us and that performed by other auditors of the associate companies which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement; and
- v. As stated in note 48 to the Consolidated Financial Statements,
- a. The final dividend paid by the Holding Company, one associate company and one joint venture company incorporated in India during the year for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.
- b. The interim dividend declared and paid by one associate company incorporated in India during the year and until the date of this audit report is in accordance with section 123 of the Companies Act 2013.
- c. The Board of Directors of the Holding Company and one associate company incorporated in India have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- vi. Based on our examination which included test checks performed by us and as communicated by the respective auditors of two associates,
- a. The Holding Company, one associate and joint venture has used accounting software for maintaining their books of account for the financial year ended March 31, 2024, in which the feature of recording audit trail (edit log) facility has not been enabled;
- b. In case of one associate, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that the feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. The details w.r.t. Holding company are as mentioned in Note 45 of Consolidated financial statements
3. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:
- As required by Section 197(16) of the Act, we report that the remuneration paid by the Holding Company and one associate company incorporated in India (for one associate and joint venture this section does not apply) to its directors is in accordance with the prescribed provisions of Section 197 of the Act.

For PKF Sridhar & Santhanam LLP

Chartered Accountants

Firm's Registration No.003990S/S200018

T V Balasubramanian

Partner

Chennai

29.05.2024

Membership No.027251

UDIN: 24027251BKDHHK1356

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

To the members of Neelamalai Agro Industries Limited

Referred to in paragraph 1 on 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of Neelamalai Agro Industries Limited ("the Company") on the consolidated financial statements as of and for the year ended 31 March 2024.

- (i) As required by Paragraph (xxi) of Companies (Auditor's Report) Order (CARO), there have been no qualifications or adverse remarks by the respective auditors in the CARO reports of the companies included in the consolidated financial statements except:

Above responses in respect of clause 3(xxi) do not include comments in respect of those entities for which the said order is not applicable.

For PKF Sridhar & Santhanam LLP

Chartered Accountants

Firm's Registration No.003990S/S200018

T V Balasubramanian

Partner

Chennai

Membership No.027251

29.05.2024

UDIN: 24027251BKDHHK1356

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

To the members of Neelamalai Agro Industries Limited

Referred to in paragraph 2(f) on 'Report on Other Legal and Regulatory Requirements' of our report of even date on the consolidated financial statements of Neelamalai Agro Industries Limited

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

In conjunction with our audit of the consolidated financial statements of Neelamalai Agro Industries Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2024, we have audited the internal financial controls with reference to financial reporting of the Holding Company and its one associate company and the joint venture company, which are companies incorporated in India and for which this requirement applies, as of that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding company, one associate and one joint venture, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial reporting criteria established by the respective companies 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 ("the ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their reports referred to in the Other Matter paragraph, is sufficient and appropriate to provide a basis for our unmodified audit opinion on the internal financial controls system with reference to financial reporting of the Holding Company, one associate company and one joint venture, which are companies incorporated in India.

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

To the members of Neelamalai Agro Industries Limited

Meaning of Internal Financial Controls with reference to standalone financial statements

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

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial

statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its one associate and joint venture have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For PKF Sridhar & Santhanam LLP

Chartered Accountants

Firm's Registration No.003990S/S200018

T V Balasubramanian

Partner

Chennai

29.05.2024

Membership No.027251

UDIN: 24027251BKDHHK1356

CONSOLIDATED BALANCE SHEET

As at 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

Particulars	Note No.	As at 31st March 2024	As at 31st March 2023
Assets			
<i>Non-current Assets</i>			
Property, plant and equipment	4	549.98	355.64
Capital work in progress		-	78.58
Investments accounted for using the equity method	5	21,550.99	19,709.78
Financial assets			
i) Other Investments	5	621.75	1,204.78
ii) Loans	6	-	0.32
iii) Other financial assets	7	14.67	15.63
Income tax assets (net)		20.91	-
Deferred tax assets (net)	8	62.95	81.29
Total non-current assets		22,821.25	21,446.02
<i>Current Assets</i>			
Inventories	10	414.98	328.20
Biological assets other than bearer plants	11	12.86	20.49
Financial assets			
i) Investments	12	5,009.30	3,150.77
ii) Trade receivables	13	60.16	72.86
iii) Cash and cash equivalents	14	18.03	14.72
iv) Bank balances other than cash and cash equivalents	14	86.99	163.95
v) Loans	6	3.76	6.52
vi) Other financial assets	7	54.23	22.00
Other current assets	9	59.97	132.61
Total current assets		5,720.28	3,912.12
Total assets		28,541.53	25,358.14
<i>Equity</i>			
Equity Share Capital	15	62.21	62.21
Other Equity	16	27,638.47	24,508.31
Total equity		27,700.68	24,570.52
Non-current liabilities			
Provisions	17	8.52	6.69
Deferred tax liabilities (net)		-	-
Total non-current liabilities		8.52	6.69
<i>Current Liabilities</i>			
Financial Liabilities			
i) Trade payables		-	-
Total outstanding dues of micro and small enterprises	18	5.27	12.17
Total outstanding dues of creditors other than micro and small enterprises	18	70.24	81.96
ii) Other financial liabilities	19	212.18	192.02
Other current liabilities	20	33.06	26.79
Provisions	17	511.58	450.94
Liabilities for Current Tax (Net)		-	17.05
Total current liabilities		832.33	780.93
Total liabilities		840.85	787.62
Total equity and liabilities		28,541.53	25,358.14
Summary of material accounting policies	3		
See accompanying notes to the consolidated financial statements			
As per our Report of even date attached		For and on behalf of the Board of Directors	
For PKF Sridhar & Santhanam LLP Chartered Accountants Firm's Registration No. 003990S/S200018		Shanthi Thomas Executive Director DIN : 00567935	Ajit Thomas Chairman DIN : 00018691
T. V. Balasubramanian Partner		Deepak G. Prabhu Chief Financial Officer	S. Lakshmi Narasimhan Company Secretary Membership No. A35541
Place : Chennai Membership No. 027251			
Date : 29.05.2024 UDIN: 24027251BKDHK1356			

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

For the Year Ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

Particulars	Note No.	Year ended 31st March 2024	Year ended 31st March 2023
I Revenue From Operations	21	2,534.43	2,493.06
II Other Income	22	422.65	205.73
III Total Income (I+II)		<u>2,957.08</u>	<u>2,698.79</u>
IV EXPENSES			
Cost of materials consumed	23	350.93	318.52
Purchases of stock-in-trade	24	1.01	1.20
Change in inventories	25	(59.80)	153.37
(Gain) / loss on transformation of biological asset	11	7.63	(0.51)
Employee benefits expense	26	1,705.82	1,535.77
Finance costs	27	0.46	3.80
Depreciation expense	28	86.79	77.33
Other expenses	29	911.52	845.71
Total expenses (IV)		<u>3,004.36</u>	<u>2,935.19</u>
V Profit / (loss) before exceptional items, share of net profits of investments accounted for using equity method and tax (III - IV)		(47.28)	(236.40)
VI Exceptional Items (Refer Note 49)		1,773.60	-
VII Profit / (loss) before share of net profits of investments accounted for using equity method and tax (V + VI)		<u>1,726.32</u>	<u>(236.40)</u>
VIII Share of net profits of associates and joint venture accounted for using equity method		2,379.37	3,153.92
IX Profit before tax (VII+VIII)		4,105.69	2,917.52
X TAX EXPENSES :			
(1) Current tax		80.00	133.78
(2) Deferred tax		122.79	(28.56)
XI Profit for the year		<u>3,902.90</u>	<u>2,812.30</u>
XII Other Comprehensive Income			
A. Items that will not be reclassified to profit or loss			
(i) Changes in fair value of FVOCI investments		(734.45)	23.93
(ii) Remeasurement of the post-employment benefit obligations		18.07	46.40
(iii) Share of other comprehensive income of associates and joint venture accounted for using the equity method (net of tax)		(8.58)	12.61
(iii) Income tax relating to items that will not be reclassified to profit or loss		104.44	(2.66)
B. Items that will be reclassified to profit or loss			
(i) Share of other comprehensive income of associates and joint venture accounted for using the equity method (net of tax)		34.40	(71.37)
Other comprehensive Income for the year, net of tax		<u>(586.12)</u>	<u>8.91</u>
XIII Total Comprehensive Income for the year (XI + XII)		3,316.78	2,821.21
XIV Earnings per equity share : (Face value of Rs.10/- each)			
(1) Basic		627.41	452.09
(2) Diluted		627.41	452.09

Summary of material accounting policies 3
See accompanying notes to the standalone financial statements

As per our Report of even date attached

For PKF Sridhar & Santhanam LLP
Chartered Accountants
Firm's Registration No. 003990S/S200018

T. V. Balasubramanian
Partner

Place : Chennai Membership No. 027251
Date : 29.05.2024 UDIN: 24027251BKDHKK1356

For and on behalf of the Board of Directors

Shanthi Thomas
Executive Director
DIN : 00567935

Ajit Thomas
Chairman
DIN : 00018691

Deepak G. Prabhu
Chief Financial Officer

S. Lakshmi Narasimhan
Company Secretary
Membership No. A35541

CONSOLIDATED STATEMENT OF CASH FLOW

For the year ended 31st March 2024

	Year ended 31 March 2024	Year ended 31 March 2023
All amounts are in INR Lakhs, unless otherwise stated		
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	4,105.69	2,917.52
Adjustments for:		
Depreciation and amortisation	86.79	77.33
(Profit) / Loss on sale of investments (net)	(40.49)	(130.63)
(Profit) / Loss on sale of assets (net)	(1,775.04)	(41.65)
Share of net profit of associates and joint venture accounted for using equity method	(2,379.37)	(3,153.92)
Fair value (Gains) / Losses recognised on investments	(358.65)	18.87
Fair value changes to Biological assets	7.63	(0.51)
Interest Income	(2.26)	(1.12)
Dividend Income	(10.91)	(15.68)
Finance Cost	0.46	3.80
Operating profit before working capital changes	(366.15)	(325.99)
Adjustments for working capital changes:		
(Increase) / Decrease in inventories	(86.78)	134.90
(Increase) / Decrease in loans	3.08	(5.31)
(Increase) / Decrease in other current assets	72.64	(16.90)
(Increase) / Decrease in non-current financial assets	0.96	(1.12)
(Increase) / Decrease in current financial assets	(32.23)	(1.50)
(Increase) / Decrease in trade and other receivables	12.70	109.55
Increase / (Decrease) in other financial liabilities	20.16	(34.85)
Increase / (Decrease) in other liabilities	6.27	(10.82)
Increase / (Decrease) in trade payables	(18.62)	(33.43)
Increase / (Decrease) in provisions	80.54	75.81
	(307.43)	(109.66)
Net income tax (paid) / Refunded (net)	(117.96)	(125.44)
Net cash (used) / generated in operating activities (A)	(425.39)	(235.10)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Payments for purchase of property, plant & equipment (including capital work in progress)	(204.75)	(77.08)
Proceeds from disposal of property, plant & equipment	1,777.23	49.81
Interest received during the year	2.26	1.12
Dividend received on investment in associates and joint venture	563.98	735.14
Dividend received on other non-current investment	4.34	0.03
Dividend received on current investment	6.57	15.65
Purchase of non-current investments	(183.65)	(71.21)
Sale of non-current investments	32.23	-
(Investment in) / Proceeds from Shares & Mutual Funds (Net)	(1,459.39)	(218.48)
(Investment in) / Proceeds from bank balances not considered as cash and cash equivalents	76.96	(75.51)
Net cash generated from / (used in) investing activities (B)	615.78	359.47

CONSOLIDATED STATEMENT OF CASH FLOW

For the year ended 31st March 2024

	Year ended 31 March 2024	Year ended 31 March 2023
All amounts are in INR Lakhs, unless otherwise stated		
C. CASH FLOW FROM FINANCING ACTIVITIES*		
Interest Paid	(0.46)	(3.80)
Dividend Paid including Dividend Distribution Tax	(186.62)	(124.42)
Net cash used in financing activities (C)	(187.08)	(128.22)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	3.31	(3.85)
Cash and cash equivalents at the beginning of the year	14.72	18.57
Cash and cash equivalents at the end of the year	18.03	14.72
Components of cash and cash equivalents:		
Cash on hand	0.21	0.29
Balances with bank in current account	17.82	14.43
In deposit account	-	-
	18.03	14.72

* There are no changes in liability arising from financing activities.

Notes:

- 1 The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (IND AS 7) Statement of Cash Flows.
- 2 The figures in brackets represent cash outflow.

See accompanying notes to the consolidated financial statements

As per our Report of even date attached	For and on behalf of the Board of Directors	
For PKF Sridhar & Santhanam LLP Chartered Accountants Firm's Registration No. 003990S/S200018	Shanthi Thomas Executive Director DIN : 00567935	Ajit Thomas Chairman DIN : 00018691
T. V. Balasubramanian Partner	Deepak G. Prabhu Chief Financial Officer	S. Lakshmi Narasimhan Company Secretary Membership No. A35541
Place : Chennai Date : 29.05.2024	Membership No. 027251 UDIN: 24027251BKDHHK1356	

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the Period ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

A. Equity Share Capital

	Amount
Balance as at 1st April 2022	62.21
Changes in equity share capital due to prior period errors	-
Restated balance as at 1st April 2022	62.21
Changes in equity share capital during the year	-
Balance as at 1st April 2023	62.21
Changes in equity share capital due to prior period errors	-
Restated balance as at 1st April 2023	62.21
Changes in equity share capital during the year	-
Balance as at 31st March 2024	62.21

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the Period ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

B. Other Equity

	Reserves and Surplus				Items of Other Comprehensive Income				Total
	Capital Redemption Reserve	Capital Reserve	General Reserve	Retained Earnings	Remeasurement of defined benefit obligations	FVOCI - equity investments	Cash flow Hedging Reserve	Foreign Currency Translation Reserve	
Balance as at 1st April 2022	27.80	0.14	9,125.24	12,883.51	-	(91.11)	(37.88)	(96.18)	21,811.52
Changes in accounting policy or prior period items	-	-	-	-	-	-	-	-	-
Restated balance as at 1st April 2022	27.80	0.14	9,125.24	12,883.51	-	(91.11)	(37.88)	(96.18)	21,811.52
Profit for the year	-	-	-	2,812.30	-	-	-	-	2,812.30
Remeasurement of the post-employment benefit obligations and tax thereon	-	-	-	-	46.40	-	-	-	46.40
Transfer of remeasurement of post-employment benefit obligations and tax thereon to retained earnings	-	-	-	46.40	(46.40)	-	-	-	-
Other comprehensive income for the year and tax thereon	-	-	-	12.61	-	21.27	-	-	33.88
Share of Other comprehensive income of associates /JV, net of tax	-	-	-	-	-	-	(41.67)	(29.70)	(71.37)
Total comprehensive income for the year	-	-	-	2,871.31	-	21.27	(41.67)	(29.70)	2,821.21
Transfer to General Reserve	-	-	-	-	-	-	-	-	-
Dividends Paid	-	-	-	(124.42)	-	-	-	-	(124.42)
Balance as at 1st April 2023	27.80	0.14	9,125.24	15,630.40	-	(69.84)	(79.55)	(125.88)	24,508.31
Changes in accounting policy or prior period items	-	-	-	-	-	-	-	-	-
Restated balance as at 1st April 2023	27.80	0.14	9,125.24	15,630.40	-	(69.84)	(79.55)	(125.88)	24,508.31
Profit for the year	-	-	-	3,902.90	-	-	-	-	3,902.90
Remeasurement of the post-employment benefit obligations and tax thereon	-	-	-	-	18.07	-	-	-	18.07
Transfer of remeasurement of post-employment benefit obligations and tax thereon to retained earnings	-	-	-	18.07	(18.07)	-	-	-	-
Other comprehensive income for the year and tax thereon	-	-	-	-	-	(630.01)	-	-	(630.01)
Transfer of (Gain) / Loss on sale of OCI investments	-	-	-	(1.48)	-	1.48	-	-	-
Share of Other comprehensive income of associates /JV, net of tax	-	-	-	(8.58)	-	-	68.10	(33.70)	25.82
Total comprehensive income for the year	-	-	-	3,910.91	-	628.53	68.10	33.70	3,316.78
Transfer to General Reserve	-	-	1,000.00	(1,000.00)	-	-	-	-	-
Dividends Paid	-	-	-	(186.62)	-	-	-	-	(186.62)
Balance as at 31st March 2024	27.80	0.14	10,125.24	18,354.69	-	(698.37)	(11.45)	(159.58)	27,638.47

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

As per our Report of even date attached
For PKF Sridhar & Santhanam LLP
Chartered Accountants
Firm's Registration No. 003990S/S200018
T. V. Balasubramanian
Partner
Place : Chennai
Date : 29.05.2024

Membership No. 027251
UDIN: 24027251BKDHK1356

For and on behalf of the Board of Directors
Shanthi Thomas
Executive Director
DIN : 00567935
Deepak G. Prabhu
Chief Financial Officer
Ajit Thomas
Chairman
DIN : 00018691
S. Lakshmi Narasimhan
Company Secretary
Membership No. A35541

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTES

1. GENERAL INFORMATION

Neelamalai Agro Industries Limited (referred as the “the Holding Company”) was incorporated on 21st April 1943 under the Indian Companies Act, 1913. The Holding Company is in Tea Plantation Business of cultivating Tea, its manufacturing and sale, both domestic and export. Its Registered Office is at 60, Rukmani Lakshmipathi Salai, Egmore, Chennai, Tamil Nadu 600 008.

The Holding Company is listed on the Bombay Stock Exchange.

This Consolidated Financial Statement includes the results of its associates and its joint venture as under:

a) Associates:

AVT Natural Products Limited including its subsidiaries and step-down subsidiaries. (Holding % - 40%)

Midland Corporate Advisory Services Private Limited (Holding % - 32.89%)

b) Joint Venture:

AVT McCormick Ingredients Private Limited (Holding % - 14.58%)

The consolidated financial statements for the year ended March 31, 2024 were approved by the Board of Directors and authorised for issue on May 29, 2024.

2. Basis of Preparation

The consolidated financial statements of the Holding Company, associates and joint venture have been prepared in accordance with Indian Accounting Standards (“Ind AS”) issued under Section 133 of the Companies Act, 2013 and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and guidelines issued by the Securities and Exchange Board of India (SEBI), under the historical cost convention on the accrual basis except for certain items which are measured at fair values.

The accounting policies as set out below have been applied consistently except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All assets and liabilities have been classified as current or non-current as per the Holding Company, associates and joint ventures’ normal operating cycle and other criteria set out in Division II of the Schedule III to the Companies Act 2013. Based on the nature of products and services and the time between the acquisition of assets for processing and their realization in cash and cash equivalent, the Holding Company, associates and joint venture has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

2.1 Statement of Compliance with Ind AS

The Financial Statements comprising Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity, Statement of Cash Flow together with notes for the year ended March 31, 2024, have been prepared in accordance with Ind AS as notified above.

2.2 Critical judgements & Estimates in applying accounting policies

The preparation of consolidated financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.

Application of accounting policies that require critical accounting estimates and assumptions having the most significant effect on the amounts recognized in consolidated financial statements are as follows:

- **Useful lives of property, plant and equipment and intangible assets:**

The Holding Company, associates and joint venture has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Holding Company, associates and joint venture reviews the carrying amount of property, plant and equipment and Intangible assets at the Balance Sheet date. This reassessment may result in change in depreciation expense in future periods.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTES (contd.)

- **Taxation:**

Significant judgement is involved in determining the tax liability for the Holding Company, associates and joint venture which includes interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Also, there are many transactions and calculation during the ordinary course of business for which the ultimate tax determination is uncertain. Therefore, the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the statement of profit or loss. Further judgement is involved in determining the deferred tax position on the balance sheet date.

- **Defined benefit plans:**

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each Balance Sheet date.

- **Provisions & Contingencies:**

Provisions and contingencies are based on the Holding Company, associates and joint venture Management's best estimate of the liabilities based on the facts known at the balance sheet date.

From time to time, the Holding Company, associates and joint venture is subject to legal proceedings the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgment is made when evaluating, among other factors, the probability of unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.

- **Fair Value of financial instruments and biological assets:**

The fair value of financial instruments that are unlisted and not traded in active market and biological assets (including agricultural produce) is determined at value assessed based on recent transaction entered into with third party or based on the valuation done by the external appraisers. Where it is not possible to determine a reliable estimate of fair value, the carrying value is determined based on acquisition cost.

2.3 New and amended standards adopted by the Company:

There were certain amendments to the Accounting Standards which were applicable from this financial year, namely

- i. Ind AS 101 – First time adoption of Ind AS – Deferred tax assets and deferred tax liabilities to be recognized for all temporary differences associated with ROU assets, lease liabilities, decommissioning / restoration / similar liabilities.
- ii. Ind AS 1 – Presentation of Financial Statements & Ind AS 34 – Interim Financial Reporting – Material accounting policy information (including focus on how an entity applied the requirements of Ind AS) shall be disclosed instead of significant accounting policies as part of financial statements.
- iii. Ind AS 107 – Financial Instruments: Disclosures – Information about the measurement basis for financial instruments shall be disclosed as part of material accounting policy information.
- iv. Ind AS 8 – Accounting policies, changes in accounting estimate and errors- – Clarification on what constitutes an accounting estimate provided.
- v. Ind AS 12 – Income Taxes – In case of a transaction which give rise to equal taxable and deductible temporary differences, the initial recognition exemption from deferred tax is no longer applicable and deferred tax liability & deferred tax asset shall be recognized on gross basis for such cases.

None of these amendments had any significant effect on the company's financial statements, except for disclosure of Material Accounting Policies instead of Significant Accounting Policies in the Financial Statements.

New Accounting Standards/Amendments notified but not yet effective:

Ministry of Corporate Affairs ("MCA") has not notified any new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time, which are applicable for accounting periods commencing on or after 1st April 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTES (contd.)

2.4 Functional and Presentation Currency

Items included in consolidated financial statements of the Holding Company, associates and joint venture are measured using the currency of the primary economic environment in which the Holding Company, associates and joint venture operates (“the functional currency”). Indian rupee is the functional currency of the Holding Company, associates and joint venture.

The Financial Statements are presented in Indian Rupees which is Holding Company, associates and joint venture’s presentation currency. All financial information presented in Indian Rupees has been rounded to the nearest Lakhs with two decimals except where otherwise indicated.

2.5 Principles of equity accounting

AVT Natural Products Limited and Midland Corporate Advisory Services Private Limited are considered as Associates considering the fact that it holds significant shareholding / significant influence over these companies. Interest in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet. In respect of investment in AVT McCormick Ingredients Private Limited, on transition to Ind AS, the investment has been evaluated to be a Joint Venture in view of the investment in this company being in terms of the joint venture agreement by companies under common control with McCormick group of the USA.

3 Summary of significant accounting policies

3.1 Property, plant and equipment:

a. Recognition and Measurement

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss based on cost model. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Cost also includes taxes and duties for which credit is not available, freight and other direct or allocated expenses during construction period, net of any income earned.

Bearer Plants are recognised under property, plant & equipment on the fulfilment of the following conditions:

- It is used in the production or supply of the agricultural produce.
- Is expected to bear produce for more than one period; and has a remote likelihood of being sold as agricultural produce, except for incidental scrap sales.

Bearer plants are recognised at historical costs less depreciation. Cost of tea bushes includes expenditure incurred for planting and maintenance of the tea bushes, till the tea bushes reach commercial tea leaves bearing ability and the cost of the tea bushes/ seeds replanted. Based on the recommendation of the experts the non-bearing period of the tea bushes has been determined at 5 - 7 years from the year of planation of the tea bushes.

Replanted tea bushes are considered ready for their intended use from the beginning of the fifth – seventh financial year following the financial year in which the planting was undertaken. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. Costs of rejuvenation pruning are recognised in the statement of profit and loss in the period in which the costs are incurred.

Subsequent costs

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. When significant parts of plant and equipment are required to be replaced at intervals, the Holding Company, associates and joint venture depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in statement of profit or loss as incurred.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not ready to use before such date are disclosed under ‘Capital work-in-progress’. The cost and related accumulated depreciation are eliminated from the financial statements upon sale / retirement or designation as assets held for sale, of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTES (contd.)

b. Depreciation:

Tangible property, plant & equipment are depreciated on written down method adopting the useful life & residual value as specified in Schedule II of the Companies Act 2013, except in respect of Tea Bushes and Farm Field Equipments for which useful life has been determined based on technical evaluation by the management. In respect of additions to / deletions from the property, plant and equipment, depreciation is provided on pro-rata basis with reference to the month of addition/deletion of the Assets.

Useful life adopted based on technical evaluation are as under:

Class of property, plant and equipment	Useful life
Tea Bushes	50 years
Farm Field Equipments	5 years

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

3.2 Intangible Assets

Intangible assets that are acquired by the Holding company, associates and joint venture which have finite useful lives are measured at cost less accumulated amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the intangible asset.

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

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

Subsequent expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, are recognized in the statement of profit and loss.

Amortization of intangible asset with finite useful lives

Amortization is recognized in the statement of profit and loss on a straight line basis over the estimated useful lives of intangible assets from the date that they are available to use based on the estimates made by the management w.r.t the useful life and residual value.

Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

3.3 Impairment of non-financial assets

At the end of each reporting period, the Holding Company, associates and joint venture reviews the carrying amounts of its non-financial asset to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

For the purposes of assessing impairment, assets are grouped at the lowest possible levels for which there are independent cash inflows (cash-generating units). Prior impairment of non-financial assets (other than goodwill) are reviewed for possible reversal at each reporting date.

Recoverable amount is the higher of fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flow 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 for which the estimates of future cash flows have not been adjusted.

An impairment loss is recognized if the carrying amount of an asset or cash generating unit exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit and loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTES (contd.)

3.4 Inventories

Inventories are valued as under:

a. Raw materials, Packing materials, Stores & Spares:

Valued at lower of cost or net realizable value and for this purpose cost is determined on weighted average basis. The aforesaid items are valued below cost if the finished products in which they are to be incorporated are expected to be sold at a loss.

b. Finished Goods

Valued at lower of cost or net realizable value and for this purpose cost is determined on weighted average basis.

Cost includes direct material cost, direct labour cost, taxes and duties for which credit is not available, freight, other direct expenses and an appropriate proportion of variable and fixed overhead expenditure.

Finished goods comprising agricultural produce that the Holding Company has harvested from its biological assets are measured on initial recognition at their fair value less costs to sell at the point of harvest.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Cost of the purchased inventory are determined after deducting rebates and discounts. Provision is made for obsolete, non-moving & defective stocks, wherever necessary.

3.5 Employee benefits - Retirement benefit costs and termination benefits

i Defined Contribution Plans

Payment to defined contribution retirement benefit plans i.e., Provident Fund & Superannuation Schemes are recognised as an expense in the statement of profit and loss when employees have rendered service entitling them to the contributions. The Superannuation scheme are funded with an insurance Company in the form of a qualifying insurance policy.

ii Defined Benefit Plans

The Holding Company, associates and joint venture have a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on post-employment at 15 days salary (last drawn salary) for each completed year of service as per the rules of the Holding Company, associates and joint venture. The aforesaid liability is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of the financial year. The scheme is funded with an insurance company, in the form of a qualifying insurance policy.

Remeasurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit cost are categorised as follows:

- Service cost (including current service cost, as well as gains and losses on curtailments and settlement)
- Net interest expense or income
- Remeasurement

The Holding Company, associates and joint venture presents the first two components of defined benefit cost in profit or loss in the line item 'employee benefit expense'. Curtailment gains or losses are accounted for as past service cost.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Holding Company, associates and joint ventures' defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

iii Compensated Absences

The Holding Company, associates and joint venture has a scheme for compensated absences for employees, which is a long term employee benefit, the liability for which is determined on the basis of an independent actuarial valuation using the projected unit credit method, carried out at the Balance Sheet date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTES (contd.)

iv Short term benefits

The costs of all short-term employee benefits (that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service) are recognised during the period in which the employee renders the related services. The accruals for employee entitlements of benefits such as salaries, bonuses and annual leave represent the amount which the Holding Company, associates and joint venture has a present obligation to pay as a result of the employees' services and the obligation can be measured reliably. The accruals have been calculated at undiscounted amounts based on current salary levels at the Balance Sheet date.

3.6 Financial Instruments

I. Financial Assets

a) Initial Recognition and Measurement

All financial assets are initially recognized at fair value except trade receivables which do not contain a significant financing component are measured at transaction price according to Ind AS 115. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are at fair value are adjusted through profit or loss. Purchase and sale of financial assets are recognised using trade date accounting.

b) Subsequent Measurement

i) Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset 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.

ii) Financial assets at fair value through other comprehensive income (FVTOCI)

For equity investments which are not held for trading purposes and where the Holding Company, associates and joint venture has exercised the option to classify the investment as FVTOCI, all fair value changes on the investment are recognized in OCI. The accumulated gains or losses on such investments are not recycled to the Statement of Profit and Loss even on sale of such investment.

iii) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

c) Cash flow hedges

An Associate and a Joint Venture designates certain foreign exchange forward contracts as cash flow hedges to mitigate the risks of foreign exchanges exposure on highly probable forecast cash transactions.

When a derivative is designated as a cash flow hedge instrument, the effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and accumulated in the cash flow hedge reserve. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedge reserve till the period the hedge was effective remains in cash flow hedge reserve until the forecasted transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedge reserve is transferred to the Statement of Profit and Loss upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedge reserve is reclassified to the Statement of Profit and Loss.

d) Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through Other Comprehensive Income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTES (contd.)

e) Impairment of Financial Assets

The Holding Company, associates and joint venture assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

In accordance with Ind-AS 109, the Holding Company, associates and joint venture follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The application of simplified approach does not require the Holding Company, associates and joint venture to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each Balance Sheet date, right from its initial recognition.

f) Derecognition of Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Holding Company, associates and joint ventures' balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Holding Company, associates and joint venture have transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
 - (a) the Holding Company, associates and joint venture have transferred substantially all the risks and rewards of the asset, or
 - (b) the Holding Company, associates and joint venture have neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

II. Financial Liabilities

a) Recognition and Measurement

Financial liabilities are measured at amortised cost using effective interest method. For trade and other payable maturing within one year from the Balance Sheet date, the carrying value approximates fair value due to short maturity.

b) Subsequent Measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

c) Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

d) Derivative financial instruments and Hedge Accounting

Foreign exchange forward contracts are entered into by the Company to mitigate the risk of changes in foreign exchange rates associated with certain payables, receivables and forecasted transactions denominated in certain foreign currencies. These derivative contracts that do not qualify for hedge accounting under Ind AS 109, are initially recognized at fair value on the date the contract is entered into and subsequently measured through statement of profit and loss. Gains or loss arising from changes in the fair value of the derivative contracts are recognized in the statement of profit and loss.

e) Hedge accounting

The Holding Company has not designated any hedge instruments and hence requirements under Ind AS 109 in respect of hedge accounting does not arise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTES (contd.)

f) Derecognition of Financial Liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss

g) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet only if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

h) Equity instruments

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

Repurchase of the Holding Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3.7 Foreign currency

Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried at historical cost and denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were fair value measured.

Monetary items denominated in foreign currency and outstanding at the Balance Sheet date are converted at the year-end exchange rates and the resultant loss or gain, is recognised as income or expense in the statement of the profit and loss.

3.8 Fair value measurement

The Holding Company, associates and joint venture measures financial instruments, such as, derivatives at fair value at each balance sheet date on a portfolio basis.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Holding Company, associates and joint venture.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Holding Company, associates and joint venture uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTES (contd.)

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

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Holding Company, associates and joint venture determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Holding Company, associates and joint venture has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summaries accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Quantitative disclosures of fair value measurement hierarchy
- Financial instruments (including those carried at amortised cost)

3.9 Revenue recognition:

Revenue is recognised on their accrual and when no significant uncertainty on measurability or collectability exists. Expenditure is accounted for on their accrual.

Sale of Goods and services:

Revenue from the sale of goods and services is recognised when the performance obligations towards customers have been met at an amount that reflects the consideration to which the company believes it is entitled to in exchange for the transfer of goods and services to customers i.e. Transaction price, net of any sales returns and GST. Variable consideration in the form of trade discounts and volume rebates are netted off from revenue. Performance obligations are deemed to have been met when the control of goods has been transferred to the customer / benefit from the service is delivered to the customer, depending on the individual terms of the contract of sale. Considering the general terms of sales of goods and services, there is no significant financing element included in the sales consideration.

Subsidies and export incentives:

Subsidy for production of orthodox teas and Subsidy under export linked schemes are recognised when there is a reasonable assurance that the conditions attaching to the incentive would be complied and the incentives will be received.

3.10 Finance Income and expense

Finance income comprises of interest income on funds invested, dividend income and fair value gains on financial assets at fair value through profit or loss. Interest income is recognized using effective interest method. Dividend income is recognized in statement of profit and loss on date when the Holding Company, associates and joint ventures' right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

Finance expense comprises of interest expense on loans and borrowings, unwinding of discount on provision and fair value losses on financial asset through FVTPL that are recognized in the statement of profit and loss.

3.11 Leases :

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Holding Company, associates and joint venture as a lessee

The Holding Company, associates and joint venture lease asset classes primarily consist of leases for premises. The Holding Company, associates and joint venture assesses whether a contract contains a lease, at inception of a contract. To assess whether a contract conveys the right to control the use of an identified asset, the Holding Company, associates and joint venture assesses whether: (i) the contract involves the use of an identified asset (ii) the Holding Company, associates and joint venture has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTES (contd.)

At the date of commencement of the lease, the Holding Company, associates and joint venture 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) and low value leases. For these short-term and low value leases, the Holding Company, associates and joint venture recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include 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 less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Holding Company, associates and joint venture changes its assessment if whether it will exercise an extension or a termination option.

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

3.12 Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

(i) Current tax:

Current Tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

(ii) Deferred tax:

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred Income tax arises from the initial recognition of goodwill, an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred tax liabilities are generally recognized for all taxable temporary differences.

The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the Balance Sheet date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTES (contd.)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Holding Company, associates and joint venture intends to settle its current tax assets and liabilities on a net basis.

Minimum Alternative Tax

Minimum Alternative Tax ("MAT") credit is recognized as an asset only when and to the extent there is reasonable certainty that the Holding Company will pay normal income tax during the specified period in which such credit can be set off under the income tax law. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a reasonable certainty to the effect that the Holding Company will pay normal income tax during the specified period.

3.13 Provisions & contingent liability:

Provisions are recognized, when there is a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation, and when a reliable estimate of the amount of the obligation can be made. If the effect of the time value of money is material, the non – current provisions are discounted using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation and the unwinding of the discount is recognised as interest expense.

Contingent liabilities are recognized only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Holding Company, associates and joint venture, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for. The Holding Company, associates and joint venture does not recognise contingent liability but discloses its existence in financial statements.

Contingent assets are disclosed in the consolidated financial statements by way of notes to accounts when an inflow of economic benefits is probable.

3.14 Cash flow statement:

Cash flows are reported using the indirect method, whereby, profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

3.15 Dividends:

Final Dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as liability on the date of declaration by the Holding Company, associates and joint venture's Board of Directors.

3.16 Segment Reporting:

The Holding Company, associates and joint venture identifies operating segments based on the internal reporting provided to the chief operating decision-maker.

The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Holding Company, associates and joint venture. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. The Holding Company operates in a single segment namely cultivation, manufacturing and marketing of tea and geographically segment is considered as India and rest of the world.

3.17 Research and Development:

Expenditure on research phase is recognised as an expense as and when it is incurred. Expenditure on development phase is recognized as intangible assets if it is identifiable, capable of being controlled and from which future economic benefits are expected to flow to the enterprise. Intangible assets are stated at cost net of tax / duty credits availed, if any, less accumulated amortisation and cumulative impairment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTE : 4

Property, Plant and Equipment

(All amounts are in INR Lakhs)

	Freehold Land and Development	Buildings	Bearer Plants	Plant & Machinery	Furniture & Fittings	Vehicles	Total	Capital work-in-progress - Bearer Plants	Capital work-in-progress - Others
Cost									
At 31 March 2022	52.54	100.61	-	196.70	89.56	203.55	642.96	118.10	-
Additions/Transfers	-	4.96	39.52	17.11	17.37	43.21	122.17	-	-
Subsidy received from government	-	-	-	4.12	1.85	-	63.54	39.52	-
Disposals/Transfers	-	-	-	-	-	57.57	701.59	78.58	-
At 31 March 2023	52.54	105.57	39.52	209.69	105.08	189.19	283.32	-	-
Additions/Transfers	-	21.31	78.58	23.64	69.91	89.88	37.52	78.58	-
Subsidy received from government	0.33	0.60	-	-	-	36.59	947.39	-	-
Disposals/Transfers	52.21	126.28	118.10	233.33	174.99	242.48	318.43	-	-
At 31 March 2024	-	58.50	-	129.61	35.29	95.03	77.33	-	-
Depreciation and impairment									
At 31 March 2022	-	5.34	0.79	16.42	14.68	40.10	49.81	-	-
Depreciation charge for the year	-	-	-	3.72	1.76	44.33	345.95	-	-
Disposals	-	63.84	0.79	142.31	48.21	90.80	86.79	-	-
At 31 March 2023	-	8.85	2.36	20.89	18.82	35.87	35.33	-	-
Depreciation charge for the year	-	0.53	-	34.80	-	-	397.41	-	-
Disposals	-	72.16	3.15	128.40	67.03	126.67	549.98	78.58	-
At 31 March 2024	52.21	54.12	114.95	104.93	107.96	115.81	355.64	-	-
Net Block									
At 31 March 2024	52.54	41.73	38.73	67.38	56.87	98.39	-	-	-
At 31 March 2023	-	-	-	-	-	-	-	-	-

Notes:

- The Holding Company does not have any leasehold property.
- Title deeds of all Immovable Properties are held in the name of the Holding Company.
- The Holding Company has availed the deemed cost exemption in relation to the property plant and equipment on the date of transition i.e. 1 April 2016 and hence the carrying amount (net block) as per previous GAAP on that date has been considered as gross block.
- Capital work-in-progress ageing schedule for the year ended March 31, 2024 and March 31, 2023 is as follows:

Particulars	Amount in CWIP for a period of					Total
	Year ended	<1 year	1-2 years	2-3 years	More than 3 years	
31st March 24	-	-	-	-	-	-
31st March 23	-	2.02	8.90	67.66	78.58	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated			
		31 March 2024	31 March 2023
NOTE 5			
NON CURRENT INVESTMENTS			
Investment in equity shares of associate / joint venture companies using at cost	Nature		
Associate companies			
Quoted:			
AVT Natural Products Limited - 6,09,13,600 shares (As at 31 March 2023- 6,09,13,600 shares) of Rs. 1 each fully paid	Associate	18,123.80	16,556.36
Unquoted:			
Midland Corporate Advisory Services Private Limited - 2,50,000 shares (As at 31 March 2023 - 2,50,000 shares) of Rs. 10 each fully paid	Associate	35.40	26.09
Joint Venture:			
Unquoted:			
AVT McCormick Ingredients Private Limited - 31,50,000 shares (As at 31 March 2023- 31,50,000 shares) of Rs. 10 each fully paid	Joint Venture	3,391.79	3,127.33
Less: Provision for diminution in value of investments		-	-
Sub Total		21,550.99	19,709.78
Investments at fair value through Other Comprehensive Income			
Investment in Equity Shares			
Quoted:			
Great Eastern Shipping Co Ltd - 4,055 shares (31 March 2023 - 4,055) of Rs. 10 each fully paid.		40.60	26.14
Redington India Ltd - 29,829 shares (31 March 2023 - 29,829) of Rs. 2 each fully paid.		62.18	49.71
ICICI Securities Ltd - 4,506 shares (31 March 2023 - 4,506) of Rs. 5 each fully paid.		-	19.29
Manappuram Finance Ltd - 3,499 shares (31 March 2023 - Nil shares) of Rs. 2 each fully paid		6.06	-
Sub Total		108.84	95.14
Unquoted:			
Grover Zampa Vineyards Ltd - 2,869,997 shares (31 March 2023 - 2,869,997 shares) of Rs. 10 each fully paid		229.60	970.04
Mohan Meakin Ltd - 2,000 shares (As at 31 March 2023 - 2,000 shares) of Rs. 10 each fully paid		36.00	15.00
L.J.International Limited - 64 shares (As at 31 March 2023 - 64 shares) of Rs. 10 each fully paid		0.21	0.21
The Nelliampathy Tea & Produce Company Limited - 155 shares (As at 31 March 2023 - 155 shares) of Rs. 10 each fully paid		0.62	0.62
Verna Global Holding Limited - 8543 shares (As at 31 March 2023 - 8,543 shares) of GBP 0.1 each fully paid		8.96	122.71
Varna Design Private Limited - 70 shares (As at 31 March 2023 - 70 shares) of Rs. 10 each fully paid		0.77	1.06
NSE Limited- 5,000 shares (31 March 2023 - Nil shares) of Rs. 1 each fully paid		220.75	-
Speciale Invest Growth Fund I - 1 unit (31 March 2023 - Nil units)		16.00	-
Sub Total		512.91	1,109.64
Grand Total Investments		22,172.74	20,914.56
Aggregate book value of quoted investments		18,232.64	16,651.50
Aggregate market value of quoted investments		51,276.26	48,460.54
Aggregate value of unquoted investments		3,940.10	4,263.06
Aggregate amount of impairment in the value of investments	-	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

	31 March 2024	31 March 2023
All amounts are in INR Lakhs, unless otherwise stated		
NOTE 6		
LOANS		
Loans		
(Unsecured, considered good)		
Non Current at amortized cost		
Loans to employees	-	0.32
Less: Allowance on loans and advances to employees	-	-
Total	-	0.32
Current at amortized cost		
Loans to employees	3.76	6.52
Less: Allowance on loans and advances to employees	-	-
Total	3.76	6.52
NOTE 7		
OTHER FINANCIAL ASSETS		
(Unsecured, considered good)		
A) Non Current		
Deposits with Public Bodies	14.67	15.53
Deposits with Others	-	0.10
Total	14.67	15.63
B) Current		
Rent deposits	22.00	22.00
Other receivables	32.23	-
Total	54.23	22.00
NOTE 8		
DEFERRED TAX LIABILITY / ASSETS (NET)		
Components of Deferred tax		
Deferred Tax Asset / (Liability)		
On account of depreciation	30.94	21.74
On account of Fair valuation of current investments	(82.90)	(1.61)
On account of Fair valuation of non current investments	112.62	8.18
On account of liabilities / provisions that are deducted for tax purposes when paid	2.29	1.99
Sub Total	62.95	30.30
MAT Credit Entitlement		
Opening balance	50.99	95.11
Add: Availed during the year	-	-
Less: Utilization during the year	-	44.12
Less: Adjustment in respect of prior years	-	-
Less: Written off during the year	50.99	-
Net MAT Credit Entitlement	-	50.99
Net deferred tax assets/(liabilities)	62.95	81.29

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

31 March 2024 31 March 2023

NOTE 9

OTHER CURRENT ASSETS

(Unsecured, considered good unless stated otherwise)

A) Current

Other Advance	-	68.00
Accrued Income	5.80	6.02
Prepaid Expenditure	6.37	-
Advance to suppliers	11.63	5.39
GST Input Receivable	36.17	46.20
Income tax (net)	-	7.00
Total	59.97	132.61

NOTE 10

INVENTORIES

Raw materials	4.78	2.86
Finished goods	286.22	226.42
Stores, Spares and Packing Materials	126.16	101.10
Less: Provision for Slow Moving/Non Moving Inventories	2.18	2.18
Total inventories at the lower of cost or net realisable value	414.98	328.20

Inventory write down

Write down/(back) to inventory recognised in cost during the year	29.08	41.09
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i) Provision for Slow Moving/Non Moving Inventories

Opening Balance	2.18	1.11
Add: Provision during the year	-	1.07
Less: Reversal of provision no longer required	-	-
Closing Balance	2.18	2.18

NOTE 11

BIOLOGICAL ASSETS

		Tea Leaves
Balance as at 1 April 2022		19.98
Change in fair value due to biological transformation		0.51
Balance as at 1 April 2023		20.49
Change in fair value due to biological transformation		(7.63)
Balance as at 31 March 2024		12.86

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTE 12 INVESTMENTS

	No. of scrips / Units held		All amounts are in INR Lakhs, unless otherwise stated	
	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23
Current Investments				
Investments at fair value through Profit & Loss				
Quoted Equity Shares (Valued at market rate per share)				
Tata consultancy Services Ltd(Re.1)	4,864	4,864	188.54	155.93
Infosys Ltd	-	60	-	0.86
Unquoted Mutual funds				
ICICI Pru. Fund - Growth	9,561	9,751	33.03	31.31
ICICI Pru. NIFTY 50 Index - Growth	97,572	97,572	52.05	32.46
Nippon India NIFTY Midcap 150 Index Fund Reg-Growth	330,672	283,946	66.52	36.61
SBI NIFTY Index Growth	62,680	24,559	122.15	36.99
DSP Savings-Growth	56,235	1,189,850	27.08	533.80
HDFC Arbitrage Wholesale-Growth	4,329,645	2,686,387	1,216.07	701.55
HDFC Focused 30 Direct Growth	11,308	494	23.40	0.72
HDFC Focused 30 Growth	40,451	182	74.88	0.24
HDFC Money Market Direct - Growth	476	572	25.25	28.18
HDFC Money Market - Growth	-	194	-	9.39
ICICI Pru Equity Arbitrage - Growth	4,143,356	2,056,593	1,302.88	601.39
ICICI Pru India Opportunities Fund Direct - G	76,596	3,428	24.36	0.71
ICICI Pru India Opportunities Fund Growth	213,192	1,216	63.06	0.24
ICICI Pru Money Market Direct Growth	-	20,860	-	67.65
ICICI Pru Nasdaq 100 Index Fund Direct -Growth	175,232	7,759	23.19	0.73
ICICI Pru Nasdaq 100 Index Fund -Growth	58,839	2,605	7.70	0.24
ICICI Pru S & P BSE 500 ETF FOF Direct - Growth	218,239	9,583	30.26	0.96
ICICI Pru S & P BSE 500 ETF FOF - Growth	73,411	3,217	10.06	0.32
Kotak Equity Arbitrage Reg-Growth	3,211,773	2,204,885	1,101.84	701.48
Nippon India Money Market Direct - Growth	-	1,800	-	63.85
Nippon India Money Market - Growth	-	356	-	12.52
Nippon India Nifty Midcap 150 Index Fund Direct - Growth	151,463	7,338	31.01	0.96
SBI NIFTY Index Direct-G	13,596	610	27.70	0.96
SBI Savings Direct- Growth	-	99,985	-	37.57
SBI Savings - Growth	122,116	35,361	46.30	12.52
Parag Parikh Flexi Cap Fund - Reg Plan	22,670	22,670	15.71	11.08
Motilal Oswal S &P500 Index fund Direct - Growth	63,666	-	12.81	-
Motilal Oswal S &P500 Index fund Reg - Growth	30,224	-	5.94	-
ICICI Pru Equity and Debt - Growth	40,506		136.45	-
360 One Focused Equity Direct Growth	122,092		56.08	-
360 One Liquid Direct Growth	576		10.70	-
HDFC Balanced Advantage Direct-Growth	28,802		139.44	-
Parag Parikh Flexi Cap Fund Direct - Growth	74,742		55.96	-
Parag Parikh Liquid Fund -Direct plan - Growth	796		10.68	-
Nippon India Mutual Fund - ETF Liquid Bees	6,820	6,957	68.20	69.55
			5,009.30	3,150.77
Aggregate book value of quoted investments			188.54	156.79
Aggregate market value of quoted investments			188.54	156.79
Aggregate value of unquoted investments			4,820.76	2,993.98
Aggregate amount of impairment in the value of investments			-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

31 March 2024

31 March 2023

NOTE 13 TRADE RECEIVABLES

Non Current

(Unsecured)

Considered good*	60.16	72.86
Considered doubtful	-	-
	60.16	72.86
Less : Provision for doubtful debts	-	-
Total	60.16	72.86

Refer Note 35

* Includes dues from companies where directors are interested	26.57	14.02
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* Includes dues from an associate	-	8.66
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Trade Receivables ageing schedule

Particulars	Outstanding for following periods from date of transaction					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	60.16	-	-	-	-	60.16
	72.86	-	-	-	-	72.86
Total	60.16	-	-	-	-	60.16
	72.86	-	-	-	-	72.86
Less : Allowance for Trade Receivable	-	-	-	-	-	-
	-	-	-	-	-	-
Net Trade Receivable	60.16	-	-	-	-	60.16
	72.86	-	-	-	-	72.86

NOTE 14

CASH AND CASH EQUIVALENTS

Cash on hand	0.21	0.29
Balances with bank in current account	17.82	14.43
Total	18.03	14.72

Bank balances other than cash and cash equivalents:

Balances with banks:

In deposit account with original maturity more than twelve months from balance sheet date	27.06	101.36
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In Margin Money Deposit

Earmarked Balances (unclaimed/unpaid dividend deposit accounts)	59.93	62.59
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Bank balance	86.99	163.95
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

31 March 2024

31 March 2023

NOTE 15 SHARE CAPITAL

A. Authorised Share Capital

Number of Ordinary (Equity) Shares	9,00,000	9,00,000
Face Value per Ordinary (Equity) share	10.00	10.00
Ordinary (Equity) Share Capital in INR Lakhs	<u>90.00</u>	<u>90.00</u>
Number of 5% Preference Shares	3,50,000	3,50,000
Face Value per 5% Preference share	10.00	10.00
5% Preference Share Capital in INR lakhs	<u>35.00</u>	<u>35.00</u>

B. Issued, Subscribed & Paid Up Share Capital

Number of Ordinary (Equity) Shares	6,22,062	6,22,062
Face Value per Ordinary (Equity) share	10.00	10.00
Ordinary (Equity) Share Capital in INR Lakhs	<u>62.21</u>	<u>62.21</u>

C. Terms/ rights attached to equity shares

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

31 March 2024

31 March 2023

NOTE 15

SHARE CAPITAL (contd)

D. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

	Number of shares held	Amount
Balance as at 1 April 2022	6,22,062	62.21
Changes in equity share capital due to prior period errors	-	
Restated balance as at April 1, 2022	6,22,062	62.21
Movement during the year	-	-
Balance as at 31 March 2023	6,22,062	62.21
Changes in equity share capital due to prior period errors	-	-
Restated balance as at April 1, 2023	6,22,062	62.21
Movement during the year	-	-
Balance as at 31 March 2024	6,22,062	62.21

E. Disclosure of shareholding of promoters and percentage of change during the year

Name of the shareholder	As at 31.03.2024			As at 31.03.2023		
	Number of shares held	% holding	% Change During the year	Number of shares held	% holding	% Change During the year
Mr. Ajit Thomas & Mrs. Shanthi Thomas	414,618	66.65%	-	414,618	66.65%	-
The Midland Rubber and Produce Co. Ltd.	36,069	5.80%	-	36,069	5.80%	1.21%

F. Details of shareholders holding more than 5% shares in the Holding Company

Name of the Share holder	As at 31.03.2024		As at 31.03.2023	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Mr. Ajit Thomas & Mrs. Shanthi Thomas	4,14,618	66.65%	4,14,618	66.65%
Investor Education and Protection Fund Authority Ministry of Corporate Affairs	41,239	6.63%	40,843	6.57%
The Midland Rubber and Produce Co. Ltd.	36,069	5.80%	36,069	5.80%

As per records of the Holding Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

G. Equity shares movement during the 5 years preceding March 31, 2024

Equity shares extinguished on buy-back

The Holding Company bought back 5,288 equity shares for an aggregate amount of Rs. 84.61 lakhs being 0.84% of the total paid up equity share capital at Rs. 1,600 per equity share. The equity shares bought back were extinguished on March 19, 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

of the Year ended 31st March 2024

NOTE : 16 OTHER EQUITY

Name of the reserve	Reserves & Surplus				Items of Other Comprehensive Income				
	Capital Redemption Reserve	Capital Reserve	General Reserve	Retained Earnings	Remeasurement of defined benefit obligations	FVOCI - equity investments	Cash flow Hedging Reserve	Foreign Currency Translation Reserve	Total
As At 1 April 2022	27.80	0.14	9,125.24	12,833.51	-	(91.11)	(37.88)	(96.18)	21,811.52
Changes in accounting policy or prior period items	-	-	-	-	-	-	-	-	-
Restated balance as at 1st April 2022	27.80	0.14	9,125.24	12,833.51	0.00	(91.11)	(37.88)	(96.18)	21,811.52
Profit for the year	-	-	-	2,812.30	-	-	-	-	2,812.30
Remeasurement of the post-employment benefit obligations and tax thereon	-	-	-	-	46.40	-	-	-	46.40
Transfer of remeasurement of post-employment benefit obligations and tax thereon to retained earnings	-	-	-	46.40	(46.40)	-	-	-	-
Other Comprehensive income for the year and tax thereon	-	-	-	12.61	-	21.27	(41.67)	(29.70)	33.88
Share of Other comprehensive income of associates / JV, net of tax	-	-	-	-	-	-	-	-	(71.37)
Transfer to General Reserve	-	-	-	-	-	-	-	-	-
Dividend & Tax Paid on Dividend	-	-	-	(124.42)	-	-	-	-	(124.42)
As At 1 April 2023	27.80	0.14	9,125.24	15,630.40	-	(69.84)	(79.55)	(125.88)	24,508.31
Changes in accounting policy or prior period items	-	-	-	-	-	-	-	-	-
Restated balance as at 1st April 2023	27.80	0.14	9,125.24	15,630.40	-	(69.84)	(79.55)	(125.88)	24,508.31
Profit for the year	-	-	-	3,902.90	-	-	-	-	3,902.90
Remeasurement of the post-employment benefit obligations and tax thereon	-	-	-	-	18.07	-	-	-	18.07
Transfer of remeasurement of post-employment benefit obligations and tax thereon to retained earnings	-	-	-	18.07	(18.07)	-	-	-	-
Other Comprehensive income for the year, net of Income tax	-	-	-	(1.48)	-	(630.01)	-	-	(630.01)
Transfer of (Gain) / Loss on sale of OCI investments	-	-	-	(8.58)	-	1.48	-	-	0.00
Share of Other comprehensive income of associates / JV, net of tax	-	-	1,000.00	(1,000.00)	-	-	68.10	(33.70)	25.82
Transfer to General Reserve	-	-	-	(186.62)	-	-	-	-	-
Dividends paid	-	-	-	-	-	-	-	-	(186.62)
As At 31 Mar 2024	27.80	0.14	10,125.24	18,354.69	-	(698.37)	(11.45)	(159.58)	27,638.47

Nature and Purpose of other reserves

- Capital Redemption Reserves** - Capital Redemption Reserve was created for buy - back of shares and can be utilised for issuance of fully paid up bonus shares.
- General Reserve** - General Reserve is created out of profits earned by the Holding company by way of transfer from surplus in the statement of profit and loss. The Holding company can use the reserve for payment of dividend and issue of fully paid-up and not paid up bonus shares
- Retained Earnings**: Retained earnings are the profits that the company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.
- Equity investments through other comprehensive income**: The fair value change of the equity instruments measured at fair value through other comprehensive income is recognised in Equity instruments through other comprehensive income. Upon derecognition, the cumulative fair value changes on the said instruments are not reclassified to statement of profit and loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

31 March 2024

31 March 2023

NOTE 17 PROVISIONS

Non Current

Provision for Compensated absences*	8.52	6.69
Total	8.52	6.69

Current

Provision for Gratuity (funded)*	511.02	450.48
Provision for Compensated absences*	0.56	0.46
Total	511.58	450.94

*Refer Note 34

NOTE 18 TRADE PAYABLES

Due to Micro and Small Enterprises *	5.27	12.17
Due to other than Micro and Small Enterprises etc	70.24	81.96
Total trade payables	75.51	94.13

Note:

*The Micro and Small Enterprises have been determined to the extent such parties have submitted information to the Company in this regard.

Trade payable ageing schedule (Based on accounting date not on due date)

Particulars	As at	Outstanding for following periods from date of transaction					Total
		Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed dues Micro & Small Enterprises	31st March 24	-	5.27	-	-	-	5.27
	31st March 23	-	12.17	-	-	-	12.17
(ii) Undisputed dues - Others	31st March 24	-	70.24	-	-	-	70.24
	31st March 23	17.93	64.03	-	-	-	81.96
(iii) Disputed dues - Micro & Small Enterprises	31st March 24	-	-	-	-	-	-
	31st March 23	-	-	-	-	-	-
(iv) Disputed dues - Others	31st March 24	-	-	-	-	-	-
	31st March 23	-	-	-	-	-	-
Total	31st March 24	-	75.51	-	-	-	75.51
	31st March 23	17.93	76.20	-	-	-	94.13

NOTE 19 OTHER FINANCIAL LIABILITIES

Particulars

Other financial liabilities

Unclaimed dividend	59.93	62.59
Employee related liabilities etc	152.25	129.43
Total	212.18	192.02

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

31 March 2024

31 March 2023

NOTE 20

OTHER CURRENT LIABILITIES

Particulars

Current

Advance from customers	4.39	1.63
Statutory liabilities	28.67	25.16
Total	33.06	26.79

NOTE 21

REVENUE FROM OPERATIONS

Sale of products

Tea	2,412.02	2,383.63
Tea Waste	78.84	81.27
Tea Leaf	0.40	-
Total Sale of Products (A)	2,491.26	2,464.90

Other Operating Revenue

Export subsidies & other incentives	10.48	17.64
Duty drawback	0.95	1.42
Scrap	1.20	-
Hospitality Income	30.54	9.10
Total Other Operating Revenue (B)	43.17	28.16
Total revenue from operations	2,534.43	2,493.06

Disaggregation of sale of products by geography

India	1,803.99	1,692.75
Rest of the world	687.27	772.15
	2,491.26	2,464.90

NOTE 22

OTHER INCOME

Dividend Income from Investments:

Non Current measured at cost	-	-
Non Current measured at fair value through Other Comprehensive Income	4.34	0.03
Current at fair value through Profit and Loss	6.57	15.65
Interest income	2.26	1.12
Gain on fair value of investments measured at fair value through Profit and Loss	358.65	-
Profit on sale of investments at fair value through Profit and Loss	40.49	130.63
Profit on Sale of property, plant and equipment	1.44	41.65
Exchange gain (net)	4.77	15.13
Insurance Claim Received	3.74	1.00
Miscellaneous income	0.39	0.52
Total	422.65	205.73

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

31 March 2024

31 March 2023

NOTE 23

COST OF RAW MATERIAL & COMPONENTS CONSUMED

Inventories at the beginning of the year	2.86	7.55
Add: Purchases	352.85	313.83
	<u>355.71</u>	<u>321.38</u>
Less: Inventories at the end of the year	4.78	2.86
Total	<u>350.93</u>	<u>318.52</u>

NOTE 24

PURCHASE OF STOCK - IN - TRADE

Inventory at the beginning of the year	-	-
Add: Purchases	1.01	1.20
	<u>1.01</u>	<u>1.20</u>
Less: inventory at the end of the year	-	-
Total	<u>1.01</u>	<u>1.20</u>

NOTE 25

CHANGE IN INVENTORIES OF FINISHED GOODS

Finished goods inventories at the beginning of the year	226.42	379.79
Less: Finished goods inventories at the end of the year	286.22	226.42
Total	<u>(59.80)</u>	<u>153.37</u>

NOTE 26

EMPLOYEE BENEFITS EXPENSE

Salaries, wages and bonus	1,422.09	1,272.32
Contribution to provident and other funds	226.31	214.60
Staff welfare expenses	57.42	48.85
Total	<u>1,705.82</u>	<u>1,535.77</u>
The above includes		
- net incremental gratuity provision of	89.78	74.52
- net incremental leave salary provision of	1.93	1.29

NOTE 27

FINANCE COSTS

Interest on shortfall of payment of advance tax	-	1.55
Interest on debts and borrowings at effective interest rate on borrowings	0.46	2.25
Total	<u>0.46</u>	<u>3.80</u>

NOTE 28

DEPRECIATION EXPENSES

Depreciation on tangible assets	86.79	77.33
Total	<u>86.79</u>	<u>77.33</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

31 March 2024

31 March 2023

NOTE 29

OTHER EXPENSES

Other Manufacturing Expenses

Consumption of stores and spares	180.15	134.71
Power and fuel	235.23	207.63
Repairs and maintenance	21.22	16.81
Rent and amenities	30.93	28.78
Repairs and maintenance		
Roads and buildings	52.83	92.33
Vehicles	44.47	55.04
Others	13.93	3.82
Insurance	3.32	12.42
Rates and taxes	12.79	12.68
Payment to statutory auditors	8.22	9.06
Transport and warehousing	74.46	56.76
Brokerage and commission	44.54	45.80
Travelling expenses	70.56	55.67
Legal and professional expenses	62.15	53.22
Postage and telephones	5.63	5.53
Printing and stationery	4.80	4.52
Bank charges	0.84	7.97
Directors' sitting fees	2.71	2.74
Advertisement and sales promotion	2.03	2.63
Donations	21.00	-
Miscellaneous expenses	19.71	18.72
Fair Value on Investment (Loss)	-	18.87
Total	911.52	845.71

NOTE 30

PAYMENT TO STATUTORY AUDITORS

For audit	7.00	7.00
For certifications	-	0.15
For travelling and other expenses	1.22	1.91
	8.22	9.06

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

31 March 2024

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NOTE 31

INCOME TAX

The major components of income tax expense for the years ended 31 March 2024 and 31 March 2023 are:

Statement of profit and loss:

Income Tax	80.00	133.78
Deferred Tax	122.79	(28.56)
Income tax expense reported in the statement of profit or loss	202.79	105.22

Other Comprehensive Income

Deferred tax related to items recognised in OCI during the year

Net (gain)/loss on revaluation of non-current investments	104.44	(2.66)
Net (gain)/loss on remeasurements of defined benefit plans	-	-
Income tax charged to OCI	104.44	(2.66)

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for 31 March 2024 and 31 March 2023:

Accounting profit before tax (a)	4,105.69	2,917.52
Income Tax Rate (b)	25.17%	27.82%
Calculated taxes based on above, without any adjustments for deductions [(a) x (b)]	1,033.40	811.65

Adjustments

On account of profit on sale of agriculture land not taxable	(446.42)	-
On account of dividend paid available for deduction under income tax	(46.97)	(34.61)
On account of difference in rates for capital gains	(8.98)	-
On account of long term gain set off against current year loss and carry forward long term loss	-	(99.65)
On account of non-taxable agricultural operations	57.00	52.21
On account of MAT credit write off	50.99	-
On account of non-deductible fair value loss on current investments	-	5.25
On account of gratuity disallowance on which no deferred tax was created conservatively	18.48	36.32
On account of donations	5.29	-
On account of share of profit accounted under equity method	(598.89)	(877.42)
On account of dividend income from associate and joint venture	141.95	204.52
On account of other items	(3.06)	6.96
Income tax expense reported in the statement of profit and loss	202.79	105.22

Deferred tax movement

Opening balance as of 1 April 2023	81.29	55.39
Tax income/(expense) during the year recognised in profit or loss	(173.77)	72.68
Tax income/(expense) during the year recognised in OCI	104.44	(2.66)
MAT availed/(utilised) during the year	-	(44.12)
MAT written off	50.99	-
Closing balance as at 31 March 2024	62.95	81.29

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

31 March 2024 31 March 2023

NOTE 32

EARNINGS PER SHARE

Profit after Taxation in INR lakhs	3,902.90	2,812.30
Weighted average number of Equity Shares	622,062	622,062
Earnings per share (Basic and Diluted) in Rs.	627.41	452.09

* There have been no other transactions involving Equity shares or potential Equity shares between the reporting date and the date of authorisation of these financial statements.

NOTE 33

SEGMENT REPORTING

The Holding Company operates only in one Business segment namely Cultivation, Manufacturing and Marketing of Tea. Accordingly this is the only business segment to be reported.

Additional Information:

Segment Revenue

Revenue by Geographical Segment

India	1,803.99	1,692.75
Rest of the World	687.27	772.15
Total Revenue from Sale of Products	2,491.26	2,464.90

Trade Receivables

India	37.81	72.86
Rest of the World	22.35	-
Total Receivables	60.16	72.86

Note:

Only trade receivables are outside India, all other assets and liabilities are in India. Accordingly, revenue and trade receivables are only disclosed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

31 March 2024

31 March 2023

NOTE 34

EMPLOYEE BENEFITS

- (a) The Holding Company has recognised the following expenses as defined contribution plan under the head “Company’s Contribution to Provident Fund and Other Funds” (net of recoveries) :

Provident fund	121.56	124.15
Superannuation	1.40	1.28

- (b) The Holding Company operates post retirement defined benefit plans as follows :-

Gratuity Scheme:

This is a funded defined benefit plan for qualifying employees for which, the Holding Company is making contributions to the Gratuity Fund managed by Life Insurance Corporation of India. The scheme provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment. Vesting occurs upon completion of five years of service.

Defined Benefit Plans (Gratuity)– As per Actuarial Valuation on March 31, 2024:-

- (i) Amount to be recognized in Balance Sheet and movement in net liability

Present Value of Funded Obligations	789.41	768.82
Fair Value of Plan Assets	278.39	318.34
Net (asset) / Liability - Current	<u>511.02</u>	<u>450.48</u>

- (ii) Expenses recognized in the Statement of Profit & Loss

Current Service Cost	57.35	55.82
Interest on Net Defined Benefit Liability	32.43	28.59
Total	<u>89.78</u>	<u>84.41</u>

- (iii) Amount recorded in Other Comprehensive Income

Actuarial (gain)/loss on Plan Obligations	(17.58)	(45.51)
Return on plan assets excluding net interest	(0.49)	(0.89)
Total	<u>(18.07)</u>	<u>(46.40)</u>

- (iv) Reconciliation of Net Liability/ Asset

Opening Net Benefit Liability	450.48	422.36
Expense charged to profit and loss	89.78	84.41
Amount recognized outside profit and loss (in OCI)	(18.07)	(46.40)
Employer Contribution	(11.17)	(9.89)
Closing Net Defined Benefit Liability/ (Asset) - Current	<u>511.02</u>	<u>450.48</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

31 March 2024

31 March 2023

NOTE 34

EMPLOYEE BENEFITS *(contd)*

(v) **Reconciliation of Defined Benefit Obligation**

Opening Defined Benefit Obligation	768.82	789.83
Interest Cost	53.40	51.27
Current Service Cost	57.35	55.82
Benefits paid	(72.58)	(82.59)
Actuarial Losses / (Gain) on obligation	(17.58)	(45.51)
Closing Defined Benefit Obligation	789.41	768.82

(vi) **Reconciliation of Fair Value of Plan Assets**

Opening Fair Value of Plan Assets	318.34	367.47
Return on plan assets	0.49	0.89
Contributions made	11.17	9.89
Benefits Paid	(72.58)	(82.59)
Interest Income	20.97	22.68
Closing Fair Value of Plan Assets	278.39	318.34

(vii) **Description of Plan Assets**

Funds managed by Insurer	100%	100%
Grand Total	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

31 March 2024

31 March 2023

NOTE 34

EMPLOYEE BENEFITS (contd)

(viii) Actuarial Assumptions

Discount rate (p.a.)	7.09%	7.29%
Salary Escalation Rate (p.a.)	5.50%	5.50%
Attrition Rate (p.a.)	5.00%	5.00%
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ult	Indian Assured Lives Mortality (2012-14) Ult

The discount rates are based on the benchmark yields available on government bonds at the valuation date with terms matching that of the liabilities and salary increases rates take into account inflation, Seniority, Promotion and other relevant factors

(ix) Expected Benefit Payments in Following Years (mid - year cash flows)

Year 1	76.69	149.57
Year 2	82.00	90.08
Year 3	98.81	70.11
Year 4	70.57	86.74
Year 5	97.53	77.27
Next 5 Years	380.02	331.13

Average Duration of Defined Benefit Obligations is 6.67 years
(31 March 2023: 5.63 years)

The next year estimated liability is Rs. 61.44 Lakhs
(31 March 2023: Rs. 57.35 Lakhs)

(x) Effect of Change in Key Assumptions Year Ended 31st March 2024

Particulars

Discount Rate

Impact of increase in 100 bps on DBO	(46.28)	(38.07)
Impact of decrease in 100 bps on DBO	52.18	42.72

Salary Escalation Rate

Impact of increase in 100 bps on DBO	51.01	41.76
Impact of decrease in 100 bps on DBO	(46.01)	(37.85)

(xi) Asset liability comparisons

Year	31-Mar-24	31-Mar-23	31-Mar-22	31-Mar-21	31-Mar-20
PVO at the end of the period	789.41	768.82	789.83	725.18	668.00
Plan assets	278.39	318.34	367.47	388.12	409.24
Surplus/ (deficit)	(511.02)	(450.48)	(422.36)	(337.06)	(258.76)
Experience adjustment on plan assets	0.49	0.89	3.07	1.46	(3.14)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

31 March 2024

31 March 2023

NOTE 34

EMPLOYEE BENEFITS (contd)

c) Other Long Term Employee Benefits

(i) Compensated absences:

The holding company also operates a non funded leave encashment scheme for its employees.

Other Long Term Employee Benefits (Leave encashment)– As per Actuarial Valuation on March 31, 2024:-

(i) Amount to be recognized in Balance Sheet and movement in net liability

Present Value of Funded Obligations	9.08	7.15
Fair Value of Plan Assets	-	-
Net (asset) / Liability	9.08	7.15

(ii) Actuarial Assumptions

Discount rate (p.a.)	7.09%	7.29%
Salary Escalation Rate (p.a.)	5.50%	5.50%
Attrition Rate (p.a.)	5.00%	5.00%
Mortality Rate	Indian Assured	Indian Assured

(iii) Effect of Change in Key Assumptions Year Ended 31st March 2024

Particulars

Discount Rate

Impact of increase in 100 bps on DBO	(0.56)	(0.46)
Impact of decrease in 100 bps on DBO	0.61	0.51

Salary Escalation Rate

Impact of increase in 100 bps on DBO	0.60	0.50
Impact of decrease in 100 bps on DBO	(0.56)	(0.46)

The estimate of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotions and other relevant factors.

Exposure to Risks:

These plans typically expose the Holding Company to actuarial risks such as: interest rate risk, longevity risk and salary risk.

Interest risk: A decrease in the Government Securities (G-Sec Bonds) interest rate will increase the plan liability.

Longevity risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants during their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTE 35

RELATED PARTY TRANSACTIONS

A Details of related parties:

Directors who held the office during the year:

Mr. Ajit Thomas , Chairman.
Mrs. Shanthi Thomas , Executive Director.
Mr. M. Meyyappan
Mr. F.S.Mohan Eddy
Ms. Kavitha Vijay
Mr. Swaminathan Ganesan

Key Management Personnel (KMP)

Mr. Deepak G. Prabhu, CFO
Mr. S. Lakshmi Narasimhan, Company Secretary

Associates & Joint Venture of the Holding company :

AVT Natural Products Limited
AVT McCormick Ingredients Private Limited
Midland Corporate Advisory Services Pvt. Ltd.

Entities in which Directors are interested with whom transactions were carried out in current / previous year

A V Thomas & Co Limited
The Midland Rubber & Produce Co Limited
Midland Trust

Relative of the directors

Mr. Siddharth Thomas

B. Details of related party transactions during the year and balances outstanding at the end of the year:

All amounts are in INR Lakhs, unless otherwise stated

Sl. No.	Particulars	Directors and other relatives		Key Management Personnel (KMP)		Associate & Joint Venture of the Holding Company		Entities in which Directors are Interested	
		31 Mar 2024	31 Mar 2023	31 Mar 2024	31 Mar 2023	31 Mar 2024	31 Mar 2023	31 Mar 2024	31 Mar 2023
	Transactions during the year:								
1	Sitting Fees to Chairman	0.58	0.63	-	-	-	-	-	-
2	Sitting Fees to Other Directors	2.13	2.11	-	-	-	-	-	-
3	Professional fees	12.00	1.00	-	-	5.00	5.00	-	-
4	Dividend Received	-	-	-	-	563.98	735.14	0.03	0.03
5	Sale of Goods / Consumables and Ingredients	-	-	-	-	87.99	125.74	204.41	212.79
6	Purchase of Property, plant and equipment	-	-	-	-	-	-	79.50	-
7	Purchase of spares	-	-	-	-	-	-	0.35	2.63
8	Warehousing Charges	-	-	-	-	-	-	4.21	3.19
9	Reimbursement of expenses	-	-	-	-	-	-	2.45	-
10	Donations	-	-	-	-	-	-	21.00	-
11	Dividend Paid	124.39	82.92	-	-	-	-	10.82	7.21
12	Remuneration to Executive Director	40.85	41.41	-	-	-	-	-	-
13	Remuneration to Key Managerial Personnel - Short term benefits*	-	-	67.41	54.80	-	-	-	-

* Long term benefits have not been disclosed since the liability for such benefits have been derived by the actuary for entity as a whole.

Outstanding Balance at the year end

Sl. No.	Particulars	31 Mar 2024	31 Mar 2023	31 Mar 2024	31 Mar 2023	31 Mar 2024	31 Mar 2023	31 Mar 2024	31 Mar 2023
1	Trade receivables	-	-	-	-	-	8.66	26.57	14.02
2	Investments	-	-	-	-	21,550.99	19,709.78	0.62	0.62

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

Year ended	Year ended
31 March 2024	31 March 2023

NOTE 36

COMMITMENTS AND CONTINGENCIES

1) On account of Income Tax matters in dispute:	4.43	4.43
2) The retrospective effect from 01-04-14 of the operations and implementations of the Payment of Bonus (Amendment) Act, 2015 has been stayed by Hon. High court of Madras. Considering the same, the Holding Company has not provided for the additional liability.		
3) Commitments and Contingencies in respect of associates and joint venture		
Share of contingent liability of associate	835.82	270.48
Share of contingent liability of joint venture	240.06	181.55
4) Capital Commitments		
Estimated amount of contracts remaining to be executed on capital account net of capital advances and not provided for (incl the share of associate and joint venture) is Rs. 12.73 Lakhs (31 March 2023: Rs. 61.33 Lakhs).		

NOTE 37

FAIR VALUE MEASUREMENT

Financial Instruments by category

The 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.

Financial assets and liabilities

All amounts are in INR Lakhs

Particulars	31st March 2024			31st March 2023		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial assets:						
Non Current						
Investments*	-	621.75	-	-	1,204.78	-
Loans	-	-	-	-	-	0.32
Other financial assets	-	-	14.67	-	-	15.63
Current						
Investments	5,009.30	-	-	3,150.77	-	-
Trade Receivables	-	-	60.16	-	-	72.86
Cash and Cash Equivalents	-	-	18.03	-	-	14.72
Bank Balances other than Cash & Cash Equivalents	-	-	86.99	-	-	163.95
Loans	-	-	3.76	-	-	6.52
Other financial assets	-	-	54.23	-	-	22.00
Total	5,009.30	621.75	237.84	3,150.77	1,204.78	296.00
Financial liabilities:						
Current						
Trade Payables	-	-	75.51	-	-	94.13
Other financial liabilities - Current	-	-	212.18	-	-	192.02
Total	-	-	287.69	-	-	286.15

* Does not include investments in Associates / Joint venture.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTE 38

FAIR VALUE HIERARCHY

A.1 Fair value of Financial Instruments measured through FVTPL:

Financial assets and liabilities measured at fair value-recurring fair value measurements as at March 31, 2024:

	Notes	Level 1	Level 2	Level 3	Total
Financial asset-					
Investments in quoted equity instruments	A.2	188.54	-	-	188.54
Investments in mutual fund units	A.2	4,820.76	-	-	4,820.76
Investments in unquoted shares	A.2	-	-	-	-
Investments in quoted zero coupon debentures	A.2	-	-	-	-

Financial assets and liabilities measured at fair value-recurring fair value measurements as at March 31, 2023:

	Notes	Level 1	Level 2	Level 3	Total
Financial asset -					
Investments in quoted equity instruments	A.2	156.79	-	-	156.79
Investments in mutual fund units	A.2	2,993.98	-	-	2,993.98
Investments in unquoted shares	A.2	-	-	-	-
Investments in quoted zero coupon debentures	A.2	-	-	-	-

There have been no transfers between Level 1 and Level 2 during the period.

A.2 Valuation inputs and relationship to fair value

The fair value of investment in listed shares is determined using the market rate per share at the balance sheet date.

The fair value of investment in mutual funds is determined using the Net Asset Value (NAV) per unit at the balance sheet date.

The fair value of investment in unlisted shares is determined using the quotes available in the informal market close to the balance sheet date / at costs which represents fair value.

B.1 Fair value of Financial Instruments measured through FVTOCI:

Financial assets and liabilities measured at fair value-recurring fair value measurements as at March 31, 2024:

	Notes	Level 1	Level 2	Level 3	Total
Non-Current Investments	B.2	108.84	-	512.91	621.75

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTE 38

FAIR VALUE HIERARCHY (Contd....)

Financial assets and liabilities measured at fair value-recurring fair value measurements as at March 31, 2023:

	Notes	Level 1	Level 2	Level 3	Total
Non-Current Investments	B.2	95.14	-	1,109.64	1,204.78

A one percentage point change in the unobservable inputs used in fair valuation of Level 3 assets does not have a significant impact in its value.

B.2 Valuation inputs and relationship to fair value

The fair value is determined based on valuation reports / recent transactions including potential transactions within a reasonable period to the balance sheet date.

C. Fair value of Financial Instruments measured at amortised cost :

Due to the short-term nature of cash and cash equivalents and the short-term maturities of trade receivables, loans, other financial liabilities and assets the management considers that the carrying amount of assets and liabilities recognised at amortised cost in financial statements is approximate to their fair value.

The fair value of financial instruments as referred to in note (A) and (B) above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities [Level 1 measurements] and lowest priority to unobservable inputs [Level 3 measurements]

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

NOTE 39

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Holding Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Holding Company's principal financial assets include loans, trade and other receivables, and cash and short-term deposits that derive directly from its operations. The Holding Company also enters into derivative transactions.

The Holding Company is exposed to market risk, credit risk and liquidity risk. The Holding Company's senior management oversees the management of these risks. The financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed by the senior management in accordance with the Holding Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by professionals who have the appropriate skills, experience and supervision. It is the Holding Company's policy that no trading in derivatives for speculative purposes may be undertaken.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings and derivative financial instruments.

The sensitivity analyses in the following sections relate to the position as at 31 March 2024 and 31 March 2023.

The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and derivatives and the proportion of financial instruments in foreign currencies are all constant and on the basis of hedge designations in place at 31 March 2024. The sensitivity analysis for equity price risk has been prepared on the basis of the fair value of the equity investments carried as FVTPL (under current investments) and basis change in equity price.

The analyses exclude the impact of movements in market variables on the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets.

The following assumptions have been made in calculating the sensitivity analyses:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2024 and 31 March 2023.

(a) 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 Holding Company does not have any material exposure to changes in market interest rates.

(b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Holding Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue is denominated in a foreign currency).

(1) Foreign Currency Risk Exposure

The Holding company exposure to foreign currency risk at the end of the year expressed in Rs. as follows:

Financial Assets	31st March 2024 (Rs. in Lakhs)	31st March 2023 (Rs. in Lakhs)
Trade Receivables - USD	22.35	-
Forward Cover Contracts - USD	-	-
Net unhedged Exposure - USD	22.35	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

All amounts are in INR Lakhs, unless otherwise stated

NOTE 39

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Contd....)

(2) Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. The impact on the Holding Company's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives. The impact on the Holding Company's pre-tax equity is due to changes in the fair value of forward exchange contracts designated as cash flow hedges and net investment hedges. The Company's exposure to foreign currency changes for all other currencies is not material.

Sensitivity Analysis		Effect on profit before tax in INR lakhs	
		31st March 2024	31st March 2023
USD Exposure in INR	1% -Strengthening	0.22	-
USD Exposure in INR	1% -Weakening	(0.22)	-

(c) Equity price risk

The Holding company carries a significant amount of investments held as FVTPL (under current investments) which are affected by swings in the equity price and yield in bonds in the market. The risk of equity price changes are managed by the Holding company by closely monitoring the market position and accordingly determining the entry and exit into the markets from time to time and also by having a diversified portfolio of investments.

Sensitivity Analysis		Effect on profit before tax in INR lakhs	
		31st March 2024	31st March 2023
Equity, debenture and mutual funds price exposure for current investments	1% -Strengthening	50.09	31.51
Equity, debenture and mutual funds price exposure for current investments	1% -Weakening	(50.09)	(31.51)

(d) Commodity price risk

The prices of agricultural commodities are subject to fluctuations due to various factors. In the ordinary course of business, the Holding company is exposed to commodity price risk to the extent its open sales are not balanced by inventory. The Holding company has in place a risk management policy to manage such risk by having conscious limits on the sales committed for future periods for which production is yet to be completed and inventory is in place.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTE 39

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Contd....)

(B) Credit risk

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

(a) Trade receivables

Customer credit risk is managed as per the Holding Company's established policy, procedures and control relating to customer credit risk management. Credit limits are set with approvals on the basis of the defined policies. Outstanding customer receivables are regularly monitored and exposures are kept within the credit limits fixed for each customer.

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Holding Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

Particulars	31 March 2024	31 March 2023
No of Customers to whom Sales made is more than 10% of the Turnover	2	2
Contribution of Customers in Sales more than 10% of Turnover	29.08%	37.19%

Particulars	31 March 2024	31 March 2023
No of Customers who owed more than 10% of the Total receivables	2	4
Contribution of Customers in owing more than 10% of Total receivables	80.37%	59.91%

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data. The Holding Company does not hold collateral as security. The Holding Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

(b) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Holding Company's treasury department in accordance with the Holding Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty.

The Company's maximum exposure to credit risk for the components of the balance sheet at 31 March 2024 and 31 March 2023 is the carrying amounts as mentioned in Notes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTE 39

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Contd....)

(C) Liquidity risk

The Holding Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Holding Company has access to current investments which are highly liquid to meet any liquidity needs and also has adequate undrawn credit facility from its bankers.

The table below summarizes the maturity profile of the Holding Company's financial liabilities based on contractual undiscounted payments.

Year ended 31st March 2024	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 Years	Total
	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs
Other financial liabilities	59.93	152.25	-	-	-	212.18
Trade and other payables	-	75.51	-	-	-	75.51
	59.93	227.76	-	-	-	287.69
Year ended 31 March 2023						
Other financial liabilities	62.59	129.43	-	-	-	192.02
Trade and other payables	-	94.13	-	-	-	94.13
	62.59	223.56	-	-	-	286.15

NOTE 40

CAPITAL MANAGEMENT

For the purpose of the Holding Company's capital management, capital includes issued equity capital and all other equity reserves. The primary objective of the Holding Company's capital management is to maximize the shareholder value.

The Holding Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Holding company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Holding Company monitors capital using a gearing ratio, which is net debt divided by fund attributable to Equity Shares Holders. The company includes within net debt, interest bearing loans and borrowings less cash and short-term deposits, excluding discontinued operations.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2024 and 31 March 2023.

The Holding company's borrowing facilities comprising overdraft facility of Rs. 100 Lakhs against stocks, standing crops and other machineries in Katary and Sutton estates of the Holding company along with fixed deposit of Rs. 25 Lakhs.

The Holding company had access to the following undrawn borrowing facilities at the end of the reporting period.

	31st March 2024 (in Lakhs)	31st March 2023 (in Lakhs)
Fund Based facilities	100.00	100.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

of the Year ended 31st March 2024

NOTE : 41 INTEREST IN ASSOCIATES & JOINT VENTURES

All amounts are in INR Lakhs, unless otherwise stated

Name of the entity	Place of Business	% of Ownership Interest	Relationship	Accounting Method	Quoted Fair Value		Carrying Amount	
					As at 31st March 2024	As at 31st March 2023	As at 31st March 2024	As at 31st March 2023
AVT Natural Products Limited	India	40.00%	Associate	Equity Method	51,276.26	48,460.54	18,123.80	16,556.36
Midland Corporate Advisory Services Private Limited*	India	32.89%	Associate	Equity Method	-	-	35.40	26.09
AVT McCormick Ingredients Private Limited*	India	14.58%	Joint Venture	Equity Method	-	-	3,391.79	3,127.33

*Unlisted entity - no quoted price available

NOTE : 42 SUMMARISED FINANCIAL INFORMATION OF ASSOCIATES / JOINT VENTURES

All amounts are in INR Lakhs, unless otherwise stated

Particulars	AVT Natural Products Limited		Midland Corporate Advisory Services Pvt. Ltd.		AVT McCormick Ingredients Pvt. Ltd.	
	As at 31st March 2024	As at 31st March 2023	As at 31st March 2024	As at 31st March 2023	As at 31st March 2024	As at 31st March 2023
Current assets						
Cash and cash equivalents	2,543.73	2,014.76	106.29	78.63	1,514.90	381.00
Other assets	48,517.23	42,042.31	2.46	5.69	41,483.20	34,713.70
Total Current Assets	51,060.96	44,057.07	108.75	84.32	42,998.10	35,094.70
Total Non-Current Assets		8,127.03	-	-	3,048.90	3,257.40
Current liabilities						
Financial Liabilities (excluding trade payables)	3,786.68	3,443.14	1.13	5.00	8,733.50	8,838.30
Other Liabilities	7,497.45	4,218.41	-	-	13,393.60	7,464.30
Total current liabilities	11,284.13	7,661.55	1.13	5.00	22,127.10	16,302.60
Non-current liabilities						
Financial Liabilities(excluding trade payables)	1,011.71	1,047.08	-	-	-	-
Other Liabilities	561.54	442.52	-	-	261.80	204.80
Total Non-current liabilities	1,573.25	1,489.60	-	-	261.80	204.80
Net Assets	38,203.58	43,032.95	107.62	79.32	23,658.10	21,844.70

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
of the Year ended 31st March 2024

NOTE : 42.1
RECONCILIATION TO CARRYING AMOUNTS

All amounts are in INR Lakhs, unless otherwise stated

Particulars	AVT Natural Products Limited		Midland Corporate Advisory Services Pvt. Ltd.		AVT McCormick Ingredients Pvt. Ltd.	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023	31st March 2024	31st March 2023
Opening Net Assets	43,032.19	36,874.92	79.29	53.71	21,834.70	22,597.90
Profit for the year	5,328.79	7,739.87	28.30	25.58	1,635.70	339.81
Other Comprehensive Income	(39.62)	(59.76)	-	-	285.70	(239.01)
Dividends paid including dividend distribution tax	(1,370.56)	(1,522.84)	-	-	(108.00)	(864.00)
Closing Net Assets	46,950.80	43,032.19	107.59	79.29	23,648.10	21,834.70
Group's Share in %	40.00%	40.00%	32.89%	32.89%	14.58%	14.58%
Group's Share in INR	18,780.32	17,212.88	35.40	26.09	3,448.68	3,184.23
Carrying amount	18,123.80	16,556.36	35.40	26.09	3,391.79	3,127.33

NOTE : 42.2
SUMMARISED STATEMENT OF PROFIT AND LOSS

All amounts are in INR Lakhs, unless otherwise stated

Particulars	AVT Natural Products Limited		Midland Corporate Advisory Services Pvt. Ltd.		AVT McCormick Ingredients Pvt. Ltd.	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023	31st March 2024	31st March 2023
Revenue From Operations / Income from services	51,725.92	58,216.57	25.00	25.00	54,561.80	53,640.90
Interest Income	12.64	9.80	4.11	2.41	13.80	31.30
Depreciation and amortization expense	1,387.75	1,338.52	-	-	360.20	301.80
Interest Expenses	696.22	535.41	0.81	0.83	858.50	598.20
Income Tax Expense	1,778.29	2,713.03	-	-	577.40	167.09
Profit (Loss) for the year	5,328.79	7,739.87	28.30	26.58	1,635.70	339.81
Other comprehensive Income for the year, net of tax	(39.62)	(59.76)	-	-	285.70	(239.01)
Total Comprehensive Income for the year	5,289.17	7,680.11	28.30	26.58	1,921.40	100.80
Dividends received	548.23	609.14	-	-	15.75	126.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

of the Year ended 31st March 2024

NOTE : 43

ADDITIONAL INFORMATION REQUIRED UNDER SCHEDULE III OF THE COMPANIES ACT, 2013

All amounts are in INR Lakhs, unless otherwise stated

Name of the entity in the group	Net Assets		Share in Profit or Loss		Share in other Comprehensive Income		Share in total Comprehensive Income	
	i.e. Total Assets - Total liabilities As % of consolidated net	Amount (in lakhs)	As % of consolidated Profit or Loss	Amount (in lakhs)	As % of consolidated other Comprehensive Income	Amount (in lakhs)	As % of total Comprehensive Income	Amount (in lakhs)
Parent								
Neelamalai Agro Industries Limited								
31-Mar-24	22.20%	6,149.69	39.04%	1,523.53	104.40%	(611.94)	27.48%	911.59
31-Mar-23	19.78%	4,860.74	-12.15%	(341.61)	759.45%	67.67	-9.71%	(273.94)
Associates (Investments as per Equity Method)								
AVT Natural Products Limited								
31-Mar-24	65.43%	18,123.80	54.61%	2,131.52	2.70%	(15.85)	63.79%	2,115.67
31-Mar-23	67.38%	16,556.36	110.09%	3,095.95	-268.27%	(23.90)	108.89%	3,072.04
Midland Corporate Advisory Services Private Limited								
31-Mar-24	0.13%	35.40	0.24%	9.31	0.00%	-	0.28%	9.31
31-Mar-23	0.11%	26.09	0.30%	8.41	0.00%	-	0.30%	8.41
Joint Venture (Investments as per Equity Method)								
AVT McCormick Ingredients Private Limited								
31-Mar-24	12.24%	3,391.79	6.11%	238.54	-7.11%	41.66	8.45%	280.20
31-Mar-23	12.73%	3,127.33	1.76%	49.56	-391.18%	(34.86)	0.52%	14.70
Total								
31-Mar-24	100.00%	27,700.68	100.00%	3,902.90	100.00%	(586.12)	100.00%	3,316.78
31-Mar-23	100.00%	24,570.52	100.00%	2,812.30	100.00%	8.91	100.00%	2,821.21

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTE 44

SOCIAL SECURITY CODE 2020

The implementation of the Code on Social Security, 2020 is getting postponed. The Company will assess the impact thereof and give effect in the Financial Statements when the date of implementation of the codes and the Rules / Schemes thereunder are notified.

NOTE 45

AUDIT TRAIL NOTE

- a. The Holding Company is in the process of implementing the new ERP system from 1st February 2024. The audit trail (edit logs) feature will be reviewed and implemented from the next financial year.

NOTE 46

OTHER STATUTORY INFORMATION

- (i) The Holding Company does not have any Benami property, where any proceeding has been initiated or pending against the company to holding any benami property.
- (ii) The Holding company has searched transactions with Struck-off companies by comparing company's counter parties with publicly available database of struck of companies through a manual name search. Based on such a manual search, no party identified to be reported in the financial statements.
- (iii) The Holding Company has not traded or invested in crypto currency or virtual currency during the financial year.
- (iv) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Holding Company (Ultimate Beneficiaries). The Holding Company has not received any fund from any party(s) (Funding Party) with the understanding that the Holding Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Holding Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (v) The Holding Company does not have any transaction which is not recorded in the books of accounts that has been surrendered, disclosed as income during the year in the tax assessments under the income tax act, 1961 (such as, search or survey or any of the relevant provisions of the Income Tax Act, 1961.
- (vi) The Holding Company has in respect of the investments made, complied with no of layers as defined under section 2(87) of the Companies Act, 2013.
- (vii) The Holding Company has nothing to report on compliance with approved Scheme(s) of Arrangements.
- (viii) The Holding Company has not taken loans and borrowings from lenders (Other than banks and Financial Institutions).
- (ix) The Holding company has done registration of charges or satisfaction with ROC within the statutory period during the year

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2024

NOTE 47

DEPOSITS AND ADVANCES IN THE NATURE OF LOANS TO ASSOCIATES/JV:

Particulars	Nature	31 - Mar - 24		31 - Mar - 23	
		Maximum Amount outstanding during the year	Balance outstanding	Maximum Amount outstanding during the year	Balance outstanding
AVT Natural Products Limited	Associate	-	-	-	-
Midland Corporate Advisory Services Private Limited	Associate	-	-	-	-
AVT McCormick Ingredients Private Limited	Joint Venture	-	-	-	-

There were no deposits and advances in the nature of loans made by company to the firms/companies in which directors are interested.

NOTE 48

DIVIDENDS

Dividends paid during the year 2023-24 represent final dividend of 300% declared for the financial year 2022-23 amounting to Rs.186.62 lakhs.

The dividends declared by the Holding Company are in Indian Rupees and are based on the profits available for distribution as reported in the statutory financial statements of the Holding Company. Subsequent to March 31, 2024, the Board of Directors of Company have proposed a final dividend of Rs. 50 per share (500%) in respect of financial year 2023-24. The proposal is subject to the approval of shareholders at the Annual General Meeting, and if approved, would result in a cash outflow of approximately Rs. 311.03 Lakhs.

NOTE 49

EXCEPTIONAL ITEM

During the year ended 31st March 2024, the Holding company has sold land and building for Rs.1,774.00 Lakhs and the gain of Rs. 1,773.60 Lakhs has been recognised and disclosed as exceptional item.

NOTE 50

Figures for the previous periods have been regrouped / reclassified to conform to the classification of the current period.

As per our Report of even date attached

For PKF Sridhar & Santhanam LLP
Chartered Accountants
Firm's Registration No. 003990S/S200018

T. V. Balasubramanian
Partner

Place : Chennai Membership No. 027251
Date : 29.05.2024 UDIN: 24027251BKDHhk1356

For and on behalf of the Board of Directors

Shanthi Thomas
Executive Director
DIN : 00567935

Deepak G. Prabhu
Chief Financial Officer

Ajit Thomas
Chairman
DIN : 00018691

S. Lakshmi Narasimhan
Company Secretary
Membership No. A35541

PARTICULARS OF PROFITS, PROVISIONS, DIVIDENDS PAID ETC.

For the last ten years

Season	Net Profit before taxation Rs. in lakhs	Depreciation Rs. in lakhs	Provision for Taxation Rs. in lakhs	Allocation to Reserve Funds Rs. in lakhs	Dividend on Equity shares.	
					Rs. in lakhs	%
2014/2015	613.01	116.14	80.00 (Net of MAT credit utilisation of Rs. 32.00 lakhs)	200.00	125.47 (Interim Divided) 125.47 (Final Dividend)	200
2015/2016	400.49	107.45	55.00 (Net of MAT credit utilisation of Rs. 21.00 lakhs)	Nil	125.47 (Interim Divided I) 125.47 (Interim Divided II)	200
2016/2017	194.47	95.51	10.56 (Net of MAT credit utilisation of Rs. 62.60 lakhs)	Nil	125.47	200
2017/2018 (Ind AS)	360.08	106.65	80.39	Nil	125.47	200
2018/2019 (Ind AS)	551.46	97.60	8.25	Nil	62.73 (Interim Divided) 125.47 (Final Divided)	100
2019/2020 (Ind AS)	202.37	100.09	(12.43)	Nil	62.73 (Interim Divided) 62.73 (Final Divided)	100
2020/2021 (Ind AS)	842.16	66.48	178.99	500.00	186.62 62.73	300
2021/2022 (Ind AS)	601.71	74.55	117.90	Nil	62.21 (Interim Divided) 124.42 (Final Divided)	100
2022/2023 (Ind AS)	498.74	77.33	105.22	Nil	186.63	300
2023/2024 (Ind AS)	2,290.30	86.79	202.79	1000.00	311.03	500*

* Recommended

A R E A P A R T I C U L A R S

Area as on 01-04-2024

	KATARY Hectares	SUTTON Hectares	TOTAL Hectares
TEA:			
In bearing	245.047	312.282	557.329
Immature transferred to Mature	8.30	-	8.30
Buildings, Roads, etc.	26.39	39.75	66.14
TOTAL	279.737	352.032	631.769