



100
YEARS
Since 1923

HAILEYBURIA TEA ESTATES LTD.

**100TH ANNUAL REPORT
2022-2023**





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CORPORATE INFORMATION

Statutory Auditors

M/s. Menon & Menon
Chartered Accountants
2nd Floor, Manchu Complex
P.T Usha Road, Cochi-682011

Internal Auditors

M/s. Krishnamoorthy &
Krishnamoorthy
Manickath Cross Road,
Kochi – 682016

Secretarial Auditors

M/s. S Khurana & Associates
Company Secretaries 207, Suchet
Chambers 1224/5, Bank Street Karol
Bagh, New Delhi 110005

Main Banker

South Indian Bank

Registered Office:

Haileyburia Tea Estates Limited
24/432, Marar Road
Willingdon Island,
Cochin, Ernakulam 682003
CIN: 011L01132KL1923PLC000415
www.chinnartea.co.in



HAILEYBURIA TEA ESTATES LIMITED

Registered office: 24/432, Marar Road, Willingdon Island, Cochin-682003, Kerala
Phone : (0484) 2667653, E-mail : chinnartea@gmail.com, Web: www.chinnartea.co.in

CIN: L01132KL1923PLC000415
GSTIN : 32AAACH5287MIZC

From the Desk of Chairman

Dear Members,

It gives me great pleasure in extending a heartiest welcome to you all at the historic 100th CENTENARY YEAR Annual General Meeting of the company being held in both virtual and physical form on July 12, 2023 at Merchant Navy Club, Willingdon Island, Kochi, Kerala. I request all of you to join this historic meeting with your valuable inputs.

The year under review, the financial year 2022-23, in line with the prevailing conditions of Tea industry as a whole and more particularly in Kerala has been challenging. The Company's Tea production was lower at 9,54,002 kgs against 10,15,428 kgs last year from own estates and 4,915 kgs only against 2,64,347 kgs from Bought leaf operations, due to adverse market conditions. The average selling price was Rs. 146.18 per kg against Rs. 145.79 per kg last year. Due to general alternate year crop phenomenon company produced 1,19,052 Kgs of Arabica/Robusta dry cherries against 2,40,212 kgs in previous year. The Black Pepper production was 3,355 Kgs dried and 20,664 kgs in Green form vis a vis 6,295 kgs dried and 5,767 kgs in Green form previous year.

Due to higher cost of production and lower selling price in Tea during the year, Company had suffered an operating loss of Rs. 345.78 lakh against Rs. 318.19 lakh previous year. The net loss after accounting interest and depreciation, and also the extraordinary income of Rs. 113.119 lakh on sale of 4 acres of non-cultivated land at Chinnar 4th Mile is Rs. 384.78 lakh against Rs. 506.08 lakh previous year. The detailed Board Report is in your hand, wherein entire back ground has been explained.

Despite all types of constraints your Company is continuing improvement in field work, marketing and manufacturing. A total production of 13,49,816 kgs from own leaf and 3,53,675 Kg from bought leaf has been budgeted during current financial year. The cost of made tea from own estate and bought leaf operations together is budgeted at Rs. 145.40 per kg and projected selling price at Rs. 144.92 per kg resulting into a budgeted loss of Rs. 8.24 lakh in tea plantation operations, but with projected profit of Rs. 35.54 lakh in Coffee, Rs 45.62 lakh in Black Pepper and Rs. 92.02 lakh from Consumer Products Division from sale of retail tea packets, the Company is likely to achieve a budgeted profit of Rs. 164.94 lakh. All efforts will be made to present better financial results during this historic year. The year has opened favorably with achievement of 141% of budgeted crop in first April month but the momentum has to continue for the full year.



The entire tea plantation globally is suffering from over supply and glut situation stretching for nearly one and half decades. Country's made Tea production was 1,365.23 million kgs of which exports accounted for 227.00 million kgs and estimated domestic consumptions was 980 million kgs leaving a surplus of 158.00 million kgs including pipe line stocks which has created huge selling pressure. The major impact of climate change with significant variation in temperature and rainfall pattern is resulting in decline in quality of made Tea and increase in pest and disease. The cost of production continues to rise due to increase in wages on account of variable DA, high interest cost and increase in cost of other inputs which are now showing some signs of stabilizing.

The company's, about 85% cost are fixed/semi fixed with major over 70% cost on wages and salaries alone. The current wage rate of Rs. 432/- per day plus statutory cash benefits of PF, Bonus, Leave with Wages and Bonus which work out to about 40% and free housing, water supply and medical result into cost of Rs. 650/- per day to the Company. On the other hand, Assam & North Bengal which account for about 75% of country's production, the total wages workout is Rs. 350/- per day. Due to lower labor availability/affordability in Kerala the Tea plucking rounds are extended which impacts quality. The average selling price in Kerala is only about Rs. 130/- per kg against a selling price of about Rs. 180/- per kg in Assam. All stake holders including State Government, Tea Board, Trade Unions, Workers and Management have to tirelessly work to reduce costs, improve productivity, add value, to make the industry sustainable.

Our Company has decided to undertake the following measures to ensure sustainability:

1. Improve yield, productivity and better cost control in field, factory and marketing.
2. Improve over all selling prices by increasing sale of consumer packages which is currently 45% of company's production to 100% within 2025-26 which will ensure break even for Tea operation. Company's brand **CHINNAR** is among 4 Top brands of Kerala available in all 14 districts to be further expanded to neighboring districts of Tamil Nadu and Karnataka.
3. The Company is concentrating in extensive field work of Coffee and Black Pepper to increase of crop and quantity and will also work for forward integration.
4. The company has, subject to shareholders approval in ensuing AGM, made agreement for sale of 4 acres non cultivated Tea land at Chinnar estate and approx. 54 acres in Koinnakad area of Semmi Valley Cardamom registered non cultivated land at a total consideration of approx. Rs. 724/- lakh, which once released will be used to retire priority statutory liabilities. The company intends to sell further non cultivated land and also Timber Teak reserves at its Haileyburia Estate within next 2 years. The proceeds, once realized, will be used to retire company's balance statutory and other liabilities, repayment to Bank etc. and reduce interest out go.
5. In order to take advantage of excellent mid elevation of Western Ghat Slopes, location and the beautiful plantation fields, Company is starting "FARM TOURISM" which will also facilitate sale of Company's Tea, Coffee & Spices in retail packs to tourists. This will help the Company to utilize its existing resources to generate additional revenue and may be converted to be an independent vertical in due course.



The current year is historic Centenary year of the Company and it completes its 100th year on the August 23, 2023. The journey of 100 years, more particularly for a labour intensive and climate dependent enterprise, has been full of challenges. The total area under Tea of the Company in founding year 1922-23 was 2.90 lakh hectares, production 164 million kgs and export of 153 million kgs. The situation during next 100 years now in 2023 has radically changed. The country's production during 2022 is 1,365.23 million kgs, export 227.00 million kgs area under Tea 6.39 lakh hectares and wages in Kerala is now Rs. 432/- per day plus benefits. The three generations of workers, staff, management teams and promoter shareholders have withstood all challenges with determination and confidence.

I would like to acknowledge with gratitude the hard work, support and guidance of all stake holders both for past and present including workers, staff, executives, management team, Trade Unions, Shareholder members, Locals, Districts and State administration, Tea Board and Bankers with reflection on company's glorious achievements in century old past, we all now look forward towards a golden future.

I thank you very much for joining us all on this historic occasion and look forward to your continued support and guidance.

Best Wishes!

Yours Sincerely,

Vinod Kumar Dugar
CHAIRMAN

Place: Kolkata



HAILEYBURIA TEA ESTATES LIMITED

PERFORMANCE & PERSPECTIVE

	2018-19	2019-20	2020-21	2021-22	2022-23
CROP AND YIELD : TEA					
Crop plus bought leaf in Kilograms (Total Made Tea Produced)	1527734	984348	1207044	1279775	958917
Yield in Kgs per Hectare	2302	1526	1587	1619	1521
COST, PRICE & MARGIN : TEA					
Estate cost : Paise per Kg.	10463.58	16335.53	10975.86	13694.17	12679.00
All in cost : Paise per Kg.	13820.14	22042.03	16005.05	19695.95	19630.00
Average sale price : Paise per Kg	13319.00	11,878.00	15,459.00	14,579.00	14,618.00
Margin : Paise per Kg.	(501.14)	(10164.03)	(546.05)	(5116.95)	(5012.00)
WORKING RESULTS:					
Gross sale proceeds (Rupees)	302556548	164979355.3	203793589.7	211803794.9	194085746
Operating Profit/Loss (Rupees)	947739	(60915696)	(15048873)	(53600774)	(34578589)
Net profit before taxation (Rupees)	4342432	(74215580)	(6096715)	(37875144)	(42069941)
Provision for taxation - FBT (Rupees)					
Profitability of sales (%)	1.44	(44.98)	(2.99)	(17.88)	(21.68)
Net sales per Equity share (Rupees)	192.10	104.75	129.39	134.48	123.23
Earning per Equity Share (Rupees)	2.76	(47.12)	(3.87)	(24.05)	(26.71)
DISTRIBUTION OF INCOME					
Government -Excise duties & taxes (%)	0.59	1.22	0.44	0.33	0.66
Employees Emoluments & Benefits (%)	43.81	81.38	73.19	74.38	73.64
Materials, Fuel & Power (%)	12.75	17.55	18.32	15.11	12.03
Other expenses & Overheads (%)	44.18	58.41	35.97	46.22	52.55
Depreciation (%)	1.39	3.11	2.23	1.62	1.39
Reserves (%)	-----	-----	-----	-----	-----
Shareholders - Dividends (%)	-----	-----	-----	-----	-----
Total	102.73	161.66	130.16	137.66	140.28
GENERAL					
Book value per Equity Share (Rupees)	544.08	496.95	483.08	459.04	431.35
Debt Equity ratio (%)	7.44	12.99	15.80	18.25	18.86
Dividend on Equity Shares: Amount (Rs.)	Nil	Nil	Nil	Nil	Nil
Rate(%)	Nil	Nil	Nil	Nil	Nil

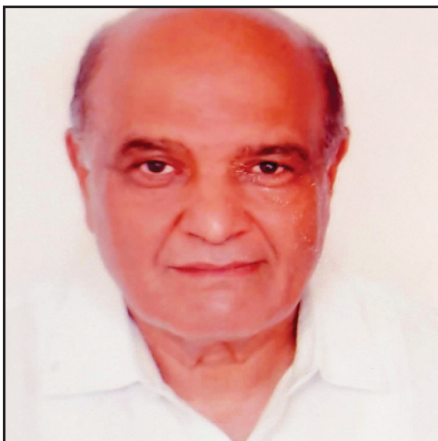


BOARD OF DIRECTORS



SHRI VINOD KUMAR DUGAR
CHAIRMAN

Shri Vinod Kumar Dugar is a B.Com (Hons.) graduate and also a member of The Institute of Cost Accountants of India. He carries with him over 49 years of rich and diversified experience in the field of Fertilizers, Cement distribution, manufacturing and marketing of edible oils, photo chemicals and x-ray films. Currently Shri Vinod Kumar Dugar, based at Kolkata, is engaged in real estate development and international commodities business including pulses. His knowledge, experience and wide contacts in industrial circles including Tea are very helpful for the growth and development of the company



SHRI ASHOK KUMAR DUGAR
MANAGING DIRECTOR

Shri Ashok Kumar Dugar is the most designated senior full time executive of Haileyburia Tea Estates Ltd for more than 34 years as he joined Board on 11th June, 1988 first time as the Joint Managing Director. Currently Shri Ashok Kumar Dugar is the Managing Director of the Company. He was responsible for formulating and successfully implementing the policies of the company and building and maintaining an effective executive team for overall operations of the Company. His past experience in Tea Industry is taken in to consideration by the Board for reappointed him as the Managing Director for a further period of 3 Years.



SMT. SARITA DUGAR
DIRECTOR

Smt. Sarita Dugar the sole Woman director of the Company. Smt. Sarita Dugar is a postgraduate in M. Sc. (Child development & Nutrition) and also a homemaker.



SHRI SHANKAR MENON
INDEPENDENT DIRECTOR

Shri Menon has around 40 years' of experience in the Tea Industry beginning with Carritt Moran & Co. (P) Ltd. and he has also worked in all Tea growing areas of India. He had excellent exposure to Assam, Dooars and South Indian tea. He also had exposure to Producing Houses and Buying Organizations in both North East India as well as the South. His experience also includes man management skills with exposure to Administration as well as Staff Union negotiations. He had played a major role in developing new blends and Quality Control with Duncan Tea Ltd. He joined Parcon India Pvt Ltd, at their Head Office in Kolkata as a member of the Board of Directors. Besides the marketing aspect he advised on quality of tea linked to manufacture. He was a member of the Governing Body of the Calcutta Tea Traders Association, the body that oversees running of the Tea Trade at Kolkata. Shri Menon is now the Independent Director of the Company.



SHRI CHACKO ITTYARA
PALATHINGAL
INDEPENDENT DIRECTOR

Shri Chacko has done Electrical Engineering from National Institute of Warangal. He had founded the Electronics Company M/s. Waves Electronics Pvt Ltd, Cochin in the year 1972. It is market leader in manufacture of Industrial battery charges, Marine Control Systems, Navigation light indicator Panels. Control Panel etc. Shri Chacko P.I is now Independent Director of the Company.



SHRI YASH DUGAR
CHIEF FINANCIAL OFFICER

Shri Yash Dugar is 37 years of age and after schooling at Modern School, Delhi, has attained Masters in Accounts in University of Illinois at Urbana Champagne, USA. He has completed one year Stamford Seed Foundation Management Programme conducted by Stamford University during the year 2019. He has been associated with the Company since 2010 and has been promoted as the Chief Financial Officer (CFO) of the Company w.e.f. 01.06.2015. He is currently based at Estates and is responsible for plantations and production.



Committees of the Board

- **AUDIT COMMITTEE**

- ❖ Shri Shankar Menon, Member
- ❖ Shri Vinod Kumar Dugar, Member
- ❖ Shri Chacko Ittyara Palathingal , Member

- **NOMINATION AND REMUNERATION COMMITTEE**

- ❖ Shri Shankar Menon, Member
- ❖ Shri Vinod Kumar Dugar, Member
- ❖ Shri Chacko Ittyara Palathingal, Member

- **SHARE HOLDERS / INVESTORS' GRIEVANCE COMMITTEE**

- ❖ Shri Vinod Kumar Dugar, Member
- ❖ Shri Chacko Ittyara Palathingal, Member
- ❖ Shri Shankar Menon, Member

- **VISHAKHA COMMITTEE (INTERNAL COMPLAINTS COMMITTEE UNDER POSH (PROTECTION OF WOMEN FROM SEXUAL HARASSMENT) ACT, 2013**

- ❖ Smt. SaritaDugar-Member
- ❖ Smt. Nishamol T G-Member
- ❖ Shri M Sasikumar-Member



HAILEYBURIA TEA ESTATES LIMITED

Registered office: 24/432, Marar Road, Willingdon Island

Cochin – 682 003, Kerala State

CIN: L01132KL1923PLC000415

GSTIN : 32AAACH5287MIZC

Phone : (0484) 2667653

E-mail : chinnartea@gmail.com

Web: www.chinnartea.co.in

NOTICE

NOTICE IS HEREBY GIVEN that the 100th Annual General Meeting of the Members of Haileyburia Tea Estates Limited will be held on Wednesday, July 12, 2023, at 03.00 p.m. at Merchant Navy Club, Willingdon Island, Kochi, Kerala 682003, for the transaction of the following businesses, through Video Conferencing / Other Audio Visual Means in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2023 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Smt. Sarita Dugar (DIN:00141933) who retires by rotation at this Annual General Meeting, and being eligible, offers herself for re-appointment.

Special Business

3. **Appointment of Shri Shankar Menon (DIN:00113753) as a Non-executive Independent Director of the Company, to fill the causal Vacancy arise due to death of Shri Zacharias P**

To consider, and if thought fit, to pass, the following resolution as **Special Resolution**

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and rules thereof; the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules and regulations [including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force] and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and on the approval of the Board of Directors, the appointment of Shri Shankar Menon (DIN : 00113753), who has given his consent to act a Director of the Company under form DIR-2 to the company, Certificate of Independence pursuant to Section 149 of The Companies Act, 2013 and who is not Disqualified under Section 164 of The Companies Act, 2013, be and is hereby appointed in the category of Non-executive Independent Director, to fill the causal vacancy arising due to death of Shri Zacharias P, for the remaining term of Shri Zacharias (i.e. Till September 10, 2024) commencing w.e.f. February 01, 2023.”

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

4. **Ratification/ Approval of Related Party Transactions with M/s. Periyar Plantations Private Limited**

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, the Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, consent of the members of the company be and is hereby accorded to the Board of Directors of



the company to enter into contract(s)/arrangement(s)/ transaction(s) with M/s. Periyar Plantations Private Limited with respect to Sale, Purchase or Supply of Goods or Materials, Leasing of property of any kind, availing or rendering of any services, appointment of agent/employees for purchase or sale of goods, materials, services or property or appointment of such parties to any office or place of profit in the company or any other transactions of whatever nature, at arm's length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company in any financial year or upto Rs. 10 crore or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice.”

“**FURTHER RESOLVED THAT** the members be and is hereby ratify and approve the material related party transactions between the Company and M/s. Periyar Plantations Private Limited, for the financial years 2022-23 and onwards, at arm's length basis and in the ordinary course of business.”

5. **Approval of outright sale of approx 54 acres of land at Koinakad Division, Semni Valley Estate**

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, subject to the consent of the Members in the general meeting be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off its approx. 54 acres of land at Koinakad Division of Semni Valley Tea Estate, Elappara under Elappara Gram Panchayat at Idukki District of Kerala (“Undertaking”), on a slump sale basis on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company, to Prithvi Realcon & Transportation Private Limited (CIN: U45200CT2011PTC022652) having its registered office at C/O Shri Swarup Singh, Shiva Nand Nagar Nav Provision City Division North Raipur CT 492001 IN for a consideration of Rs. 11,50,000/- per acre (Rupees Eleven Lac fifty thousands) on such terms and conditions as may be deemed fit by the Board.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to Shri Yash Dugar, Chief Financial Officer (CFO) of the Company with power to execute, sign and affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

6. **Approval of sale of approx. 120 acres of land of the company**

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



“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, subject to the consent of the Members in the general meeting be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off its approx. 120 acres of land at Idukki District of Kerala (“Undertaking”), on a slump sale basis on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company, to prospective buyers/purchasers on such terms and conditions as may be deemed fit by the Board in future to cover up the huge operational losses face by the company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any one director of the Company with power to execute, sign and affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

7. **To ratify the valuation of undertaking or assets of the Company by Independent Valuer**

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

“RESOLVED THAT a valuation report of the Company be and is hereby received by the company in order to access the market value of the property and to obtain the financial assistance from the South Indian Bank from an Independent Valuer Dr. Vivish Thomas, Government Registered and IBBI Registered Valuer from Kottayam, Kerala, who has submitted his valuation report to South Indian Bank Limited on 09.03.2023, which forms part of the Explanatory Statement for consideration of shareholders in the meeting.”

“RESOLVED FURTHER THAT the members be and is hereby accorded the Board for examination of the valuation report submitted by the Independent Valuer Dr. Vivish Thomas, Government Registered and IBBI Registered Valuer and considering the background to this valuation presented by the Valuer, unanimously recommends this valuation report to be accepted by the Board of Directors.”

By order of the Board of Directors

Place: Cochin
Date: 10.05.2023

(Neha Chaurasia)
COMPANY SECRETARY
Memb. No. A48602
Address: Haileyburia Tea Estates Limited
24/432, Marar Road, Willingdon Island,
Cochin, Kerala 682003



EXPLANATORY STATEMENT IN TERMS OF REGULATION 36(5) OF LISTING REGULATIONS, 2015

The Explanatory Statement sets out all the material facts to the Items No. 3 to 7 of the accompanying Notice dated 10.05.2023.

Item No.3 of the Notice: Pursuant to provisions of Section 161 (4) of the Companies Act, 2013, rules thereof and the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee; the Board of Directors at its meeting held on 1st February, 2023 has approved the appointment of Mr. Shankar Menon (DIN : 00113753) in the category of Independent Director, to fill the causal Vacancy arising due to death of Shri Zacharias P, for the remaining term of Shri Zacharias P (i.e. Till 10th September, 2024) commencing with effect from 1st February, 2023. Pursuant to following provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to be effective from 1st January 2022, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

On the recommendation and necessary certificate provided by the Nomination and remuneration Committee, the Board considered said appointment subject to approval of Shareholder in ensuing Annual General Meeting.

In the opinion of the Board of Directors; Shri Shankar Menon possesses integrity, expertise and experience and fulfills the conditions for the appointment as an Independent Director as specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and he is independent of the management of the Company. He holds valid registration certificate with the Databank of Independent Directors.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. Further, the Company has received declarations from him stating that he meets the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he has not been debarred or disqualified from holding the office as a Director by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs or any such statutory / regulatory authority.

He is not related to any of the Directors/ Key Managerial Personnel of the company. He fulfils the conditions for appointment as an director in the capacity of Independent Director as specified under the Companies Act, 2013 and under the SEBI Listing Regulations and is Independent from the Management and possesses appropriate experience and knowledge.

Item No. 4 of the Notice: Your Company is engaged in the company is mainly engaged in job processing work on grey fabrics through its dyeing and printing units. In line with the above objective and in the best interest of the Company, the Company has been entering into various business transactions with the group entities in the ordinary course of business and at arms' length basis.

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of the business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.



As the value of such transactions exceeds 10% of consolidated turnover of immediately previous year of the Company, upto 10 crores being the threshold limit for Material Related Party Transactions under the SEBI (LODR) Regulations, 2015, your approval is being sought for the financial year 2022-23.

It is hereby proposed those terms of contract for transactions between related parties as mentioned below:

Sr. No.	Name(s) of the related party	Nature of relationship	Nature of contract/ arrangement/ transactions	Value of transaction	Period for which shareholders' approval is sought for the transactions
1	Periyar Plantations Private Limited	Relative of director is member in the company	1.Unsecured Loan 2.Sale and purchase of Goods 3.Supply of manpower	upto 10 crores	For the Financial Year 2022-23 and 2023-24

The Audit Committee has approved the proposed transaction, being in the interest of the Company, between related parties of the Company in their meeting held on 10th May, 2023. The same is being placed before the member of the Company as item no. 4 for their Approval.

None of the Directors, except Smt. Sarita Dugar, Shri Ashok Kumar Dugar and Shri Vinod Kumar Dugar or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members. The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under this Item No. 4.

Item No.5 of the Notice: The Company intends to reduce its debts and losses by disposing some of its non-core assets. The Company has identified some unused lands which may be 'substantial' in terms of Section 180 (1) (a) of the Companies Act, 2013 and therefore requires members approval for sale or disposal by way of Special Resolution.

Approval of members is sought for:

– to sell / transfer / dispose off its approx 54 acres of land at Koinakad Division of Semni Valley Tea Estate, Elappara under Elappara Gram Panchayat at Idukki District of Kerala (“Undertaking”), on a slump sale basis on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company, to Prithvi Realcon & Transportation Private Limited (CIN: U45200CT2011PTC022652) having its registered office at C/O Shri Swarup Singh, Shiva Nand Nagar Nav Provision City Division North Raipur CT 492001 IN for a consideration of Rs. 11,50,000/- per acre (Rupees Eleven Lac fifty thousands).

The consideration to be received on sale, transfer or sale of above land shall be utilized in paying off the Company’s long/short term debts. The said arrangement will enable the Company to reduce the interest costs thus improving the profits of the Company.

Further, the Company is in the process of negotiating the consideration and other terms & conditions with the potential purchaser(s) of the said property. In view of the same, the Board of Directors at its meeting held on May 10, 2023 has subject to the approval of members of the Company by a special resolution and other applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary, approved to sell, transfer or dispose off the Company’s approx 54 acres of land at Koinakad Division of Semni Valley Tea Estate, Elappara under Elappara Gram Panchayat at Idukki District of Kerala (“Undertaking”),



on a slump sale basis on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company, to Prithvi Realcon & Transportation Private Limited (CIN: U45200CT2011PTC022652) having its registered office at C/O Shri Swarup Singh, Shiva Nand Nagar Nav Provision City Division North Raipur CT 492001 IN, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, lease deeds, sale deed, agreement for sale, development agreements, TDR Sale agreements, deeds of conveyances and irrevocable powers of attorney etc. and such other documents in the best interest of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution. The Board recommends the Resolution of the Notice for approval of the members by a Special Resolution.

Item No.6 of the Notice: The Company is facing huge financial crisis and also unable to pay the daily wages to its 850 workers and staffs and also facing problems in paying off its statutory liabilities and dues in time. So to reduce the debts and losses of the company, its wants to dispose off some of its non-core and unused lands. The Company has identified some unused lands which may be ‘substantial’ in terms of Section 180 (1) (a) of the Companies Act, 2013 and therefore requires members approval for sale or disposal by way of Special Resolution for any sale in future.

Approval of members is sought for:

- to sell / transfer / dispose off its approx. 120 acres of land at Idukki District of Kerala (“Undertaking”), as and when required in future on a slump sale basis on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company, to any buyer/purchase which includes any individual or body corporate, a LLP on such consideration which will be decided by the Board in mutual understanding with the interested parties.

The consideration to be received on sale, transfer or sale of above land shall be utilized in paying off the Company’s long/short term debts. The said arrangement will enable the Company to reduce the interest costs thus improving the profits of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution. The Board recommends the Resolution of the Notice for approval of the members by a Special Resolution.

Item No.7 of the Notice: The Company has received a Valuation Report from an Independent Government Registered and IBBI Registered Valuer on March 13, 2023, at the time of taking obtaining financial assistance from the South Indian Bank Limited. The last valuation of assets was done by the company in the year 1992 and the members are requested to take note of the said valuation report and ratify and approve the same in the ensuing Annual General Meeting of the company.

The said report is available on the website the website of the company at www.chinnartea.co.in for inspection of the shareholders. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution. The Board recommends the Resolution of the Notice for approval of the members by an Ordinary Resolution.

By order of the Board of Directors

Place: Cochin
Date: 10.05.2023

(Neha Chaurasia)
COMPANY SECRETARY
Memb. No. A48602



Annexure to Item No. 2 of the Notice

Details of Director seeking appointment and re-appointment at the 100th Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

DIN	00141933
Name of the Director	Smt. Sarita Dugar
Date of Birth	01/01/1959
Nationality	Indian
Date of Appointment on the Board	30/03/2015
Qualifications	M. Sc. (Child Development & Management)
Experience and nature of his expertise	Homemaker
No. of shares held in the Company	389892
Relationship with other Directors and Key Managerial Personnel	Wife of Shri Ashok Kumar Dugar, Managing Director
Terms & Conditions of Appointment	Non-Executive, Non Independent Director, liable to retire by rotation
Number of meetings of Board attended during the financial year 2022-23	4 of 5
Directorship held in other Public Company	3
Chairmanships/Memberships of Committees of Board of Companies including this company of which he is a Director.	-
Remuneration Details (Including sitting Fees & Commission)	-

By order of the Board of Directors

Place: Cochin

Date: 10.05.2023

(Neha Chaurasia)

COMPANY SECRETARY

Memb. No. A48602

**Notes:-**

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, and clarification circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 100th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 100th AGM shall be the Registered Office of the Company.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the Special Business under Item nos. 3 set above and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment/ re-appointment at this Annual General Meeting is annexed hereto.
3. The requirement to place the matter relating to the appointment of Statutory Auditors for ratification by Members at every Annual General Meeting has been done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed from the conclusion of the 96th Annual General Meeting held on September 16, 2019.
4. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 100th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the 100th AGM and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 100th AGM and the Annual Report for the year 2023 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company’s email address at: chinnartea@gmail.com.



- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
9. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year 2023 will also be available on the Company's website www.chinnartea.co.in for their download and on the website of CDSL [https:// www.evotingindia.com](https://www.evotingindia.com) . Members may also note that pursuant to Sections 101 and 136 of the Act read with the Rules framed thereunder, the Notice calling the 100th AGM along with the Annual Report for Financial Year 2023 are being sent by electronic mode to those Members whose E-mail addresses are registered with the DPs or the Company/Purva Shareregistry (India) Pvt. Ltd., unless the Members have requested for a physical copy of the same.
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of 100th AGM, i.e. July 12, 2023. Members seeking to inspect such documents can send an email to chinnartea@gmail.com
11. Green Initiative: To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc from the Company electronically.
12. Share Transfer permitted only in Demat: As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the above and to avail the benefits of dematerialization and ease portfolio management, Members are requested to consider dematerialized shares held by them in physical form.
13. Shareholders' Communication: Members are requested to send all communications relating to shares and change of address, bank details, email address etc. to the Registrar and Share Transfer Agents at the following address:

Purva Shareregistry (India) Pvt. Ltd.

Address: Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt,

J. R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400011

Tel. No. (022) 2301 8261.

14. Voting:

All persons whose names are recorded in the Register of Members maintained by the Depositories as on the cut-off date namely July 5, 2023 only shall be entitled to vote at the Annual General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.

I. VOTING THROUGH ELECTRONIC MEANS

1. 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 and 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.



2. The voting period begins on Sunday, July 09, 2023 at 09.00 a.m. and ends on Tuesday, July 11, 2023 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 5, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
4. The Company has appointed M/s. S Khurana & Associates, Practicing Company Secretaries, New Delhi to act as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
5. The Results shall be declared within 48 hours after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.chinnartea.com and on the website of CDSL www.evotingindia.com.
6. Any person who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. July 5, 2023 may obtain the login details in the manner as mentioned below.

The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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	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.
Details OR Date of Birth (DOB)	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 as mentioned in instruction (v).



- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.

Facility for Non – Individual Shareholders and Custodians –Remote Voting

- 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 and to the Company at the email address viz; chinnartea@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- (xvii) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.



All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800225533.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM 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 atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at chinnartea@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at chinnartea@gmail.com. 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.
11. Member, who needs assistance before or during the AGM, can contact CDSL by sending an email to helpdesk.evoting@cdslindia.com or call 1800225533.
12. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

By order of the Board of Directors

Place: Cochin
Date: 10.05.2023

(Neha Chaurasia)
COMPANY SECRETARY
Memb. No. A48602



HAILEYBURIA TEA ESTATES LIMITED

(CIN No: L01132KL1923PLC000415)

Regd. Office: 24/432, Marar Road, Willingdon Island, Kochi-682003

Ph: 0484-2667653, e-mail: chinnartea@gmail.com. Web: www.chinnartea.co.in

BOARD'S REPORT

To

The Members of
Haileyburia Tea Estates Limited

Dear Members,

Your Directors have pleasure in presenting their 100th Report on the business of the Company together with the audited financial statements of the company for the financial year ended March 31, 2023.

Financial Highlights:

(Actual)

Particulars	2022-23	2021-22
Revenue from operations	21,43,02,742	23,79,65,047
Other income	81,60,858	29,91,853
Total income	22,24,63,601	24,09,56,900
Total expenses, including depreciation and finance cost	27,22,61,162	29,15,65,821
Profit/(loss) before exceptional item and tax	(4,97,97,561)	(5,06,08,920)
Exceptional items	1,13,19,205	-
Profit/(loss) before tax	(3,84,78,356)	(5,06,08,920)
Tax expenses	-	-
Net Profit/loss after tax	(3,84,78,356)	(5,06,08,920)
Other comprehensive income (net of tax)	(35,91,585)	1,27,33,776
Total comprehensive income attributable to owner of the Company	(4,20,69,941)	(3,78,75,144)

Brief description of the Company's working during the year/state of Company's affairs

The Company engages in the production and marketing of Tea, Coffee and Black Pepper. The production during the financial year 2022-23 is as under:



(In Kgs)

Particulars	2022-23	2021-22
1. Tea		
<i>a. Production from estate own leaf</i>	9,54,002	10,15,428
<i>b. Bought Leaf</i>	4,915	2,64,347
Total	9,58,917	12,79,775
2. Coffee		
<i>a. Arabica-Dry Cherries</i>		
<i>b. Arabica Parchment</i>	1,19,052	2,40,212
<i>b. Robusta-Dry Cherries</i>		
3. Black Pepper		
<i>a. In form of Green Pepper</i>	20,664	5,767
<i>b. In form of dried pepper</i>	3,355	6,295

Outlook

The company has budgeted estimated profit & loss segment wise for the financial year 2023-24

Sl.No	Items	Qty	Projected : Profit / Loss Rs in Lakh
1	Tea - Plantation Division		(-) 8.24
2	Coffee		35.54
3	Black Pepper		45.62
4	Consumer Products Division retail packed Tea sales		92.02
	Proposed Profit		164.94

The company has started the year in positive note and the tea crop from period April 1, 2023 to April 30, 2023 is 1,36,189 kgs of Made Tea against budgeted 96,538 kgs which works out to 141 percent of the budget. The company is undertaking all cultivation works in field in time and hope the momentum continue for the rest of the year.

A. Prospects of Tea:

The market scenario continues to be highly challenging. Indian made tea production during calendar year 2023 was 1365.230 million kgs and exports 227 million kgs, leaving stocks of 1138 million kgs. The domestic consumption being estimated at 980 million kgs, leave a surplus of about 158 million kgs including pipeline stocks, resulting into price pressure, which is also global scenario due to high crop in Kenya. On the other hand, there is a continuous rise in wages and other input costs, which forms to extent of about 85 % in terms of fixed / semi fixed costs. The situation calls for stringent remedial measures from all the stake holders..

B. Company's shift to retail sector:

Company's decision to focus on retail business is helping to achieve 30 to 40 percent more realization for final product. Cos, brand Chinnar is among Top 4 brands in Kerala market and is extensively marketed in all 14 districts of Kerala, including through modern retail formats , Co is currently selling approx. 6,25,000 kgs in retail packs and has budgeted for 7,18,800 Kg during current financial year. Retail sales currently account for about 45 percent of cos own production and it is our endeavor to achieve same to extent of 100 percent by



year 2025-26. Product is already in demand in neighboring districts of Tamil Nadu & Karnataka and same will be strengthened.

C. Farm Tourism:

In order to take advantage of the beautiful mid elevation Western Ghat slopes and the plantations fields, company has Kick started “CHINNAR FARM TOURISM” with theme of “Experiencing Plantation sector” and selling of fresh farm products and cos retail packets to tourist, which will help in generation of additional revenue from existing resources . The company hopes to establish this as an independent vertical in due course.

D. Crop Mix Diversification:

The prospects of Coffee & Black Pepper are both are better and currently stable, Co. intend to improve its yields and also work for expansion in above as well as high value exotic fruits and other spices cultivation to reduce dependence on Tea.

Share Capital

The Authorized share capital and paid-up capital of the Company as on 31st March, 2023 were Rs. 5,00,00,000/- and Rs. 1,57,50,000/- respectively. There was no public issue, right issue, bonus issue or preferential issue etc made by the Company during the year. The Company has not issued shares with differential voting rights or sweat equity shares, nor has it granted any stock option.

Dividend

Due to accumulated loss and inadequacy of profits, payment of dividend does not arise.

Amount transferred to Reserves

There is no net profit to be transferred to any reserve during the year.

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 and the date of the Report

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

Change in the website domain of the company

Due to major service deficiency faced by the company with the earlier service provider, the management has decided to terminate the contract with the earlier website developer and to give the contract to new website developer. Accordingly the website domain changed from www.chinnartea.com to www.chinnartea.co.in.

Directors and Key Managerial Personnel (KMP)

The composition of the Board is in accordance with the provisions of Section 149 of the Act and Regulation 17 of the SEBI Listing Regulations, with an appropriate combination of Executive Director, Non-Executive Directors and Independent Directors. The current directors of the Company are:

1. Shri Vinod Kumar Dugar
2. Shri Ashok Kumar Dugar
3. Shri Shankar Menon
4. Shri Chacko Ittyara Palathingal
5. Smt. Sarita Dugar



Shri Zacharias Pazhayachira Thekkathu, Independent Director of the company has expired on November 16, 2022 and Shri Shankar Menon has been appointed on February 01, 2023 as an Independent Director in casual vacancy caused due to death of Shri Zacharias Pazhayachira Thekkathu.

There was no change in the KMPs of the Company during the year under review. As at March 31, 2023, the Company had following KMPs:

- 1) Shri Ashok Kumar Dugar – Managing Director
- 2) Shri Yash Dugar – Chief Financial Officer
- 3) Smt. Neha Chaurasia – Company Secretary

Section 152 of the Act provides that unless the Articles of Association provide for retirement of all directors at every AGM, not less than two-third of the total number of directors of a public company (excluding the Independent Directors) shall be persons whose period of office is liable to determination by retirement of directors by rotation, of which one-third are liable to retire by rotation. Accordingly, Smt. Sarita Dugar, Non-Executive Director will retire by rotation at the ensuing AGM and being eligible, has offered herself for re-appointment.

The terms and conditions of appointment of Independent Directors are also available on the website of the Company at www.chinnartea.co.in.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and hold highest standards of integrity.

Declaration by Independent Directors

All Independent Directors have submitted the declaration of independence, pursuant to the provisions of Section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations, stating that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulations 16(1)(b) of the SEBI Listing Regulations and they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his/her ability to discharge his/ her duties with an objective independent judgment and without any external influence.

Fit and Proper Criteria & Code of Conduct

All the Directors meet the fit and proper criteria stipulated by the Company. All the Directors and Senior Management of the Company have affirmed compliance with the Code of Conduct of the Company.

Board Evaluations

The performance evaluation of the Board, its Committees and individual directors was conducted and the same was based on questionnaire and feedback from all the Directors on the Board as a whole, Committees and self-evaluation.

The criteria of evaluation is exercise of responsibilities in a bona fide manner in the interest of the company, striving to attend meetings of the Board of Directors/Committees of which he is a member/general meetings, participating constructively and actively in the meetings of the Board/Committee of the Board etc.

A separate meeting of the Independent Directors was convened during the year under report, which reviewed the performance of the Board (as a whole), the non-independent directors and the Chairman.

Number of meetings of the Board of Directors

The Company had 5 (five) Board meetings through Zoom Video Conferencing, during the financial year under review as detailed below:-



Board Meetings & Attendance details of Directors in the meeting

Name	DIN	Dates of Board meeting				
		28.05.2022	08.08.2022	14.11.2022	12.12.2022	01.02.2023
Shri Vinod Kumar Dugar	00558896	P	P	P	P	P
Shri Ashok Kumar Dugar	00559035	P	P	P	P	P
Shri Zacharias Pazhayachira Thekkathu	05267925	P	P	LOA	A	A
Shri ChackoIttyara Palathingal	00631315	P	P	P	P	P
Smt. Sarita Dugar	00141933	P	P	P	P	P
Shri Shankar Menon	00113753	NA	NA	NA	NA	P

Note: The letter 'P' indicates Present, 'LOA' indicates Leave of Absence, 'A' indicates Absent, 'NA' indicates Not Applicable

Composition of Audit Committee and meetings

According to Section 177 of the Companies Act, 2013 the company's Audit Committee currently comprised of the following members:

Shri Shankar Menon	Member	(Independent Director)
Shri Vinod Kumar Dugar	Member	(Non-Executive Director)
Shri Chacko Ittyara Palathingal	Member	(Independent Director)

The Audit Committee had 4 (four) meetings through Zoom Video Conferencing, during the financial year:

Name		Dates of meeting			
		28.05.2022	08.08.2022	14.11.2022	01.02.2023
Shri Vinod Kumar Dugar	Member	P	P	P	P
Shri Chacko Ittyara Palathingal	Member	P	P	P	P
Shri Zacharias Pazhayachira Thekkathu	Member	P	P	LOA	A
Shri Shankar Menon	Member	NA	NA	NA	P

On February 01, 2023 the Audit Committee has been reconstituted with new member Shri Shankar Menon who has been appointed in casual vacancy caused due to death of Shri Zacharias Pazhayachira Thekkathu.

Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters as provided under sub-section (3) of Section 178.

The Company's Nomination and Remuneration Committee currently comprises of three Directors, as given below:

Shri Shankar Menon	Member	(Independent Director)
Shri Vinod Kumar Dugar	Member	(Non-Executive Director)
Shri Chacko Ittyara Palathingal	Member	(Independent Director)

The remuneration of Director and Key managerial Personal are fixed based on the recommendation of Nomination and Remuneration Committee. Remuneration Policy attached as Schedule 1 and placed on the website of the company as required under the proviso to Section 178(4) of the Act.



The Nomination and Remuneration Committee had conducted its meeting on February 01, 2023 through Zoom video conferencing.

Name		Dates of meeting
		01.02.2023
Shri Vinod Kumar Dugar	Member	P
Shri Chacko Ittyara Palathingal	Member	P
Shri Shankar Menon	Member	P

Report on Vigil Mechanism

As per Section 177(9) and (10) of the Companies Act, 2013, the Company has established Vigil Mechanism for directors and employees to report genuine concerns and made provisions for direct access to the Chairperson of the Audit Committee. Company has formulated the present policy for establishing the vigil mechanism/ Whistle Blower Policy to safeguard the interest of its stakeholders, directors and employees to freely communicate and address to the Company their genuine concerns in relation to any illegal or unethical practice being carried out in the Company. Details of establishment of such mechanism are posted on company's website www.chinnartea.co.in as required under the proviso to Section 177(10) of the Act.

Risk Management Policy

The Company has a proper risk management policy towards operations and administrative affairs of the Company. The Managing Director will review the Policy at regular intervals of time and ensure proper implementation of the policy formulated.

Corporate Social Responsibility

Corporate Social Responsibility (CSR) activity is not applicable to the Company.

Disclosure about CSR Policy - Rule 9

CSR activity is not applicable to the company.

Details relating to deposits, covered under Chapter V of the Act

- | | | |
|------|--|----------------|
| a) | accepted during the year: | NIL |
| b) | remained unpaid or unclaimed as at the end of the year | NIL |
| c) | whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved | NIL |
| i. | at the beginning of the year: | NIL |
| ii. | maximum during the year | Not Applicable |
| iii. | at the end of the year: | Not Applicable |

Details of deposits which are not in compliance with the requirements of Chapter V of the Act.

NIL

Listing on stock exchange

The Company's shares are listed on the Calcutta Stock Exchange Limited (CSE) and the current status of the Company is now Active on the website of Calcutta Stock Exchange Limited.

Internal Financial Control

The Company has adequate Internal Financial Controls such as defining authority to authorize financial transactions, Internal Audit and monthly review of financial statement mechanism in vogue.



Indian Accounting Standards

Your company is required to comply with the prescribed Indian Accounting Standards (Ind AS) in preparation of its Financial Statements in terms of Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rule, 2015.

Financial summary or highlights

Already discussed above.

Subsidiary, Joint Ventures or Associate companies

The Company has no subsidiaries/joint ventures/ associates

Auditors

The Audit Committee evaluated the performance of the Statutory Auditor and the Internal Auditor and was generally satisfied with their performance. The Statutory Auditor has confirmed that they are eligible to continue as the Statutory Auditor of the Company. In the opinion of the Board of Directors, the Statutory Auditor is competent, qualified and is independent of the Board and the management, and there is no conflict of interest between them. The Company or its subsidiary companies has not availed any of the prohibited non-audit services mentioned under clause (a) to (i) of section 144 of the Companies Act, 2013 from the Statutory Auditor or any of their network firms. The other permitted non-audit services provided by the Statutory Auditor were approved by the Audit Committee and were not material in nature.

Statutory Auditors and Auditors' Report

M/s. Menon & Menon, Chartered Accountants were appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years, at the AGM held on September 16, 2019. The Auditors have confirmed that they are not disqualified from continuing as Auditors of the Company. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and only following matters call for any further comments:

a. The company has agreed to transfer 4 acres of land to settle the dues to a party including interest amounting Rs. 1,13,37,969 and the Compromise Petition filed before the Hon'ble Sub court has been approved on 26-07-2022. It is reported that the conveyance deed can be executed only with the approval of Hon'ble Sub court and has already filed draft of the conveyance deed with the court for approval. The company passed the adjusting entries in the books of accounts and the profit arising on transfer of land amounting to Rs. 1,13,19,205 has been disclosed as Exceptional Income, pending execution of conveyance deed.

Board's comment

The Company has entered into an agreement on August 27, 2019 for the sale of Teak wood with St. Thomas Timbers and received Rs. 1 crore as advance. The revenue department did not grant permission to cut the trees. The company moved a petition before the Hon'ble High Court of Kerala and the proceedings of the revenue department was stayed. However, St. Thomas Timbers filed a suit before the Hon'ble Sub Court, for the refund of the advance given with interest and also filed an attachment petition. The total amount due with interest was arrived at Rs. 1,13,37,969. The company has agreed to transfer 4 acres of land in full settlement of the amount due to them and the compromise petition filed was approved by the court. The execution of conveyance deed was pending as on March 31, 2023. The company has passed the transfer entries in accordance with court order in the books of accounts. The profit on sale of land after adjusting the cost of land amounts to Rs. 1,13,19,205.12 and is disclosed as Exceptional Income.



Secretarial Auditor and Secretarial Audit Report

In terms of Section 204 of the Companies Act, 2013 and Rules framed there under, the Board had appointed M/s. S Khurana & Associates, Practicing Company Secretary (COP No.: 13212), to conduct Secretarial Audit for the financial year 2022-23 and the Secretarial Audit Report as submitted by him for the financial year 2022-23 is annexed herewith as “Annexure-A”. The comment on the remark made by the Secretarial Auditor is as under:

The Company had taken Inter-corporate Deposit amounting to Rs. 50 Lakhs from T.T. Brands Limited without the prior approval of Audit Committee and Board of Directors. However, the subsequent approval was accorded from Audit Committee in Audit Committee meeting held on August 08, 2022 and Board of Directors taken note of the same in Board Meeting held on August 08, 2022.

Board’s comment: In order to meet the immediate commitment to workers for pending 10th payment and weekly payments, the Company had accepted Rs.50 lakhs from M/s TT Brand Ltd on 4.6.2022. Since requirement was sudden prior approval of the Board could not be obtained. However ratification was obtained in the subsequent meeting held on 8.8.2022.

Extract of Annual Return

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in “Annexure B” and is attached to this Report.

Particulars of employees

A statement in terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) & (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are enclosed as Annexure-”C”.

Details of significant and material orders passed by the regulators/courts/tribunals impacting the going concern status and company’s operations in future

There are no significant material orders passed by the regulators/courts/tribunals which would impact the going concern status of the Company and its future operations.

Particulars of loans, guarantees or investments under Section 186

During the year under report, your company has not directly or indirectly:

- (a) given any loan to any person or other body corporate other than usual advances envisaged in supply of materials, if any;
- (b) given any guarantee or provided security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate.

Particulars of contracts or arrangements with related parties.

The particulars of contracts or arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in form AOC-2 is attached as “Annexure D” to this report.

**Conservation of energy, technology absorption, foreign exchange earnings and outgo.**

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in “Annexure-E” and is attached to this report.

Ratio of Remuneration pursuant to Section 197(12)

The statement of particulars attached as Annexure- F.

Disclosure under the Sexual Harassment of Women at Workplace (Provision, Prohibition and Redressal) Act, 2013.

The Company has complied with provisions relating to the constitution of Vishakha Committee, Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has not received any complaints in respect of Sexual Harassment during the financial year 2022-23 and it was resolved by the Vishakha Committee and also informed to the regional Police Station and District Collector of Kochi, Kerala.

Corporate Governance Certificate

Corporate governance as stipulated in the Listing agreement is not applicable to the Company presently.

Compliance with Secretarial Standards

The Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act.

Transfer of unclaimed dividend to Investor Education and Protection Fund

In terms of Section 125(2) of the Companies Act, 2013, no unclaimed or unpaid Dividend relating to the financial year is due for remittance to the Investor Education and Protection Fund established by the Central Government.

However, a sum of Rs. 45,200/- is lying outstanding on account of redemption of Preference Shares which is kept deposited in a separate bank account but has not been transferred to Investor Education and Protection Fund pending availability of details.

Code for Prevention of Insider Trading

On December 31, 2018, Securities and Exchange Board of India amended the Prohibition of Insider Trading Regulations, 2015, prescribing various new requirements with effect from April 1, 2019. In line with the amendments, your Company has adopted an amended Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code of practices and procedures for fair disclosure of unpublished price sensitive information which has been made available on the Company’s website at <https://www.chinnartea.co.in>.



Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that –

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) 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 March 31, 2023 and of the profit and loss of the Company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively; and
- (f) 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.

Change in the nature of business, if any

There is no change in the nature of the company's business during the financial year under review.

Acknowledgement

Your Directors take this opportunity to thank all the shareholders, bankers, suppliers, regulatory and other government authorities for their assistance, cooperation and confidence reposed in your Company. Your Directors also extend their deep sense of appreciation to the employees of the Company.

**For and on behalf of the Board of Directors of
HAILEYBURIA TEA ESTATES LIMITED**

Place: Cochin

Date: 10.05.2023

Sd/-

Ashok Kumar Dugar

Managing Director

DIN: 00559035

Sd/-

P I Chacko

Director

DIN: 00631315



FORM NO. MR - 3
SECRETARIAL AUDIT REPORT

Annexure - A

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023

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

The Members

Haileyburia Tea Estates Limited

CIN: L01132KL1923PLC000415

XXIV/432, Marar Road,

Willingdon Island, Cochin – 682003, Kerala

I have conducted the Secretarial Audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **HAILEYBURIA TEA ESTATES LIMITED** (hereinafter referred as ‘the Company’), having its Registered Office at **XXIV/432, Marar Road, Willingdon Island, Cochin – 682003, Kerala, listed on Calcutta Stock Exchange Limited**. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

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

- I. The Companies Act, 2013 (‘the Act’) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 (‘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 (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;



- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [Not Applicable as the Company has not issued any further share capital during the financial year under review];
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 [Not applicable as the Company has not issued and listed any non-convertible securities during the financial year under review];
- (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 to the extent of securities issued [Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent];
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 [Not applicable as the Company has not delisted/proposed to delist its equity shares from any Stock Exchange during the financial year under review]; and
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 [Not applicable as the Company has not bought back/proposed to buy-back any of its securities during the Financial Year under review].

VI. The Listing Agreement entered into by the Company with Calcutta Stock Exchange Limited;

- The Company has claimed exemption(s) under Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide its letter to Calcutta Stock Exchange Limited dated June 08, 2020.”
- In terms of **Para 2.2** of Circular **SEBI/HO/DDHS/CIR/P/2018/144** dated November 26, 2018 issued by Security and Exchange Board of India, the company does not fall under the category of “Large Corporate” (“LC”) and hence the framework of the said circular is not applicable to the company for the reporting period.

VII. The other laws as informed and certified by the management of the company specifically applicable to the company based on specific industry/sector:

1. The Tea Act, 1953 and the Tea Rules, 1954;
2. Tea Board Regulations;
3. The Tea Waste Control Order, 1959;
4. The Tea Warehouse (Licensing) Order, 1989;
5. The Tea (Marketing) Control Order, 2003;
6. The Tea Distribution and Export Control Order, 2005;
7. The Food Safety and Standards Act, 2006;
8. Food Safety and Standard Rules 2011;
9. The Legal Metrology Act, 2009 and rules made thereunder.

For the compliance of Labour laws and other General Laws vis-a-vis the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Maternity Benefits Act, 1961, I report that there are adequate processes and systems in the company. My examination and reporting are based on the documents, records and files as produced and shown to me and the information and explanations as provided to me electronically, by the officers and management of the company and to the best of my judgment and understanding of the applicability of the different enactments of the company to monitor and ensure compliance with all application General Laws.

I have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.



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

1. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR, 2015”).
2. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India. However, the stricter applicability of the Secretarial Standards is to be observed by the Company.
3. General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and 02/2021 dated January 13, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the SEBI to hold Extra-Ordinary General Meetings/ Annual General Meetings through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).
4. Notification No. G.S.R 186 (E) dated March 19, 2020 read with G.S.R 806 (E) dated December 30, 2020 issued by the Ministry of Corporate Affairs to conduct the Meetings of the Board or its Committees through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).
5. Provisions of regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading Regulations), 2015 with respect to maintenance of Structural Digital Database (SDD). *However, the Company implemented software-based tracking of transactions related to insider trading from March 2022 onwards and before March 2022, the said regulation(s) were complied, through use of protected excel sheet.*

During the period under review, the Company had complied with the provisions of the Act, rules, regulations, guidelines, standards, etc. mentioned above subject to the following observations:

- *The Company had taken Intercompany Deposit amounting to Rs. 50 Lakhs from T.T. Brands Limited without the prior approval of Audit Committee and Board of Directors. However, the subsequent approval was accorded from Audit Committee in Audit Committee meeting held on August 08, 2022 and Board of Directors taken note of the same in Board Meeting held on August 08, 2022.*

I further report that

- The Board of Directors of the Company is constituted with balance of Rotational Directors, Non-Rotational Directors, Independent Directors.
- All decisions in the board meetings are carried out and are recorded in the minutes of meetings of the Board of Directors.
- A sum of Rs. 44,863/- is lying outstanding on account of redemption of Preference Shares and as per the explanation provided, is kept in a separate bank account but has not been transferred to Investor Education and Protection Fund pending the availability of details.
- As per the records, the Company has generally filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities and all the formalities relating to the same is generally in compliance with the Act. However, the Company has not filed e-form MSME-I in compliance with the requirement of notification S.O 5622(E) dated November 2, 2018 and S.O 368(E) dated January 22, 2019.

I further report that the Company has not obtained Internal Audit Report on quarterly basis post September 30, 2022 pursuant to Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014.

I further report that during the audit period the Company had the following event(s) /action(s) having a major bearing on the Company’s affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:



- The Company recorded the sad demise of Shri Zacharias Pazhayachira Thekkathu, Director of the Company, on November 16, 2022 due to cancer.
- The Company in the meeting of its Board of Directors held on May 28, 2022 has approved the consideration for liquidating whole or substantial part of its fixed assets, subject to the approval of members in General Meeting, and use the proceeds to liquidate of its liabilities and invest in profitable manner.
- The Company had regular business transaction(s) with Herbicide (India) Limited in which Shri Ashok Kumar Dugar, Director of the Company is also Director, R & R Tech Mach Limited in which Shri Ashok Kumar Dugar, Director of the Company is also Director and Rikhabchand Sohanlall Limited in which Shri Vinod Kumar Dugar Director of the Company is also Director.
- The Company has received notice(s) from Kerela State Electricity Board and Kerela Water Authority for payment of outstanding dues against the respective authorities. Further, as informed by the management of the Company, the matter is under consideration both by the Company as well as the respective authority and the matter shall be settled at the earliest possible.
- The Company had outstanding advance taken from St. Jose Timbers against sale of Teak Wood, which was defaulted due to rejection of application by the State Government of Kerela for cutting of Teak Wood. Further St. Jose Timbers approached the Sub-Court of Kattappana, Idukki District, Kerela to return the outstanding dues including the accrued interest thereof. The Sub-Court of Kattappana passed its final order on July 27, 2022 for attachment of 4 Acres of land at chinnar - 4th Mile on account of default of repayment to the party concerned. It has been further explained that the conveyance deed for transfer of 4 acres can only be executed with the approval of Sub-Court of Kattappana and the Company has filed draft conveyance deed before the Court for approval. The said transfer of land is against the advance received including interest thereon amounting to Rs. 11,337,969/-. The Company has further explained that the fair market value of the 4-acre land is almost equal to disputed amount and such transfer, pursuant to Court order is in the interest of the Company. However, the said default in repayment of advance taken from St. Jose Timbers attracts the provisions of Section 73 to 76 of the Companies Act, 2013 and the Company has not complied with the same before the application was filed by St. Jose Timbers before the appropriate Court.
- The Company has obtained loan amounting to Rs. 25,00,000/- (Rupees Twenty-Five Lakh) from a Family Trust at an interest rate of 16% per annum during the FY 2021-22. Such transaction comes under the preview of Deposits under Section 73 to 76 of the Companies Act, 2013 and the Company is not allowed to accept deposits from public. However, as explained to me by the management of the Company, the said amount along with interest was repaid to the Family Trust during the reporting period.

For S Khurana and Associates
Company Secretaries
FRN – I2014DE1158200
Peer Review No.: 804/2020

CS Sachin Khurana
Proprietor

FCS: 10098; C.P. No.: 13212
UDIN: F010098E000281875

Place: New Delhi
Date: May 10, 2023

Note: This report is to be read with 'Annexure' attached herewith and forms an integral part of this report.



Annexure - I

To,
The Members
Haileyburia Tea Estates Limited

My Secretarial Audit Report for the financial year ended **March 31, 2023** of even date is to be read along with this letter:

Management's Responsibility

1. It is the responsibility of management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operating effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
7. Our audit was limited to the records and documents provided to us by the management of the company over electronic mode.

For S Khurana and Associates
Company Secretaries
FRN – I2014DE1158200
Peer Review No.: 804/2020

CS Sachin Khurana
Proprietor
FCS: 10098; C.P. No.: 13212
UDIN: F010098E000281875

Place: New Delhi
Date: May10, 2023

**ANNEXURE - B**

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2023

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L01132KL1923PLC000415
Registration Date	23.08.1923
Name of the Company	HAILEYBURIA TEA ESTAES LTD
Category / Sub-Category of the Company	Public Company (Limited by Shares)
Address of the Registered office and contact details	24/432 Marar Road, Willingdon Island, Kochi Kerala-682003
Whether listed company	YES
Name, Address and Contact details of Registrar and Transfer Agent, if any	PURVA SHAREGISTRY INDIA PVT. LTD. Address: Unit no. 9, Shiv Shakti Ind. Estt. J.R. Boricha marg, Lower Parel (E) Mumbai 400 011 Tel. No. (022) 2301 8261

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	CTC TEA	1104	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

NOT APPLICABLE

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters (1) Indian									



a. Individual/HUF	1172568	-	1172568	74.45%	1172568	-	1172568	74.45%	-
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt	-	-	-	-	-	-	-	-	-
d. Bodies Corporate	-	-	-	-	-	-	-	-	-
e. Banks/FI	-	-	-	-	-	-	-	-	-
f. Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	1172568	-	1172568	74.45%	1172568	-	1172568	74.45%	-
(2) Foreign									
a) NRIs-individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	1172568	-	1172568	74.45%	1172568	-	1172568	74.45%	-
Total Share holding of Promoter (A)= (A)(1)+(A)(2)	1172568	-	1172568	74.45%	1172568	-	1172568	74.45%	-
B. Public Share Holding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/ FI		2669	2669	0.17%	-	2669	2669	0.17%	-
c) Central Govt	413	-	413	0.03%	413	-	413	0.03%	-
d) State Govt	-	-	-	-	-	-	-	-	-
e) Venture Capital	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	83451	83451	5.30%	-	83451	83451	5.30%	-
G) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	413	86120	86533	5.49%	413	86120	86533	5.49%	-
2. Non-Institutions									-



a) Bodies Corp	27271	4888	32159	2.04%	27271	4888	32159	2.04%	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
Individual share holders holding nominal share capital upto Rs.1 lakhs	36793	182772	219565	13.94 %	52263	167302	219565	13.94 %	-
Individual share holders holding over Rs.1 lakhs	64175	-	64175	4.08%	64175	-	64175	4.08%	-
c) Others	-	-	-	-	-	-	-	-	-
(B)(2) Sub Total	-	-	-	-	-	-	-	-	-
Total Shares	-	1575000	1575000	100%	-	1575000	1575000	100%	-

ii. Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Ashok Dugar	389430	24.73	-	389430	24.73	-	-
2.	Sarita Dugar	389892	24.76	-	389892	24.76	-	-
3.	Shikha Kothari (Dugar)	13000	0.82	-	13000	0.82	-	-
4.	Shreshth Dugar	192295	12.21	-	192295	12.21	-	-
5.	Yash Dugar	187951	11.93	-	187951	11.93	-	-
	Total	1172568	74.45	-	1172568	74.45	-	-

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1172568	74.45	1172568	74.45



Date wise Increase / Decrease in Promoters Share holding during the year specifying the	-	-	-	-
(e.g. allotment / transfer / bonus/ sweat	-	-	-	-
At the End of the year	1172568	74.45	1172568	74.45

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.		Shareholding at the beginning of the year			
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
	At the beginning of the year				
1	Life Insurance Corp.	77151	4.90%	77151	4.90%
2	P.P Zibi Jose	35409	2.25%	35409	2.25%
3	MahindraGiridharlal	28077	1.78%	28077	1.78%
4	Ahinsha Properties	20332	1.30%	20332	1.30%
5	Chimanlal S Shah	13885	0.88%	13885	0.88%
6	Pinakin C Shah	11223	0.71%	11223	0.71%
7	Ram Valliammaiachi	8058	0.51%	8058	0.51%
8	Oriental Insurance Co	6300	0.40%	6300	0.40%
9	Veera Jal Nanji	4712	0.30%	4712	0.30%
10	Y.John Peter	2600	0.17%	2600	0.17%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-		



	At the End of the year (or on the date of separation, if separated during the year)				
1	Life Insurance Corp.	77151	4.90%	77151	4.90%
2	P.P Zibi Jose	35409	2.25%	35409	2.25%
3	Mahindra Giridhar Lal	28077	1.78%	28077	1.78%
4	Ahinsha Properties	20332	1.30%	20332	1.30%
5	Chimanlal S Shah	13885	0.88%	13885	0.88%
6	Pinakin C Shah	11223	0.71%	11223	0.71%
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8	Oriental Insurance Co.	6300	0.40%	6300	0.40%
9	Veera Jal Nanji	4712	0.30%	4712	0.30%
10	Y.John Peter	2600	0.17%	2600	0.17%

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding	
		No. of shares	% of total share	No of share	% of total shares of the company
	At the beginning of the year	Ashok Dugar-389430 Sarita Dugar- 389892	24.73 24.76	779322	49.48
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /				



	At the End of the year	Ashok Dugar-389430 Sarita Dugar- 389892	24.73 24.76	779322	49.48
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V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	6,99,65,697	4,87,43,815	-	11,87,09,512
ii) Interest due but not paid			-	
iii) Interest accrued but not due				
Total(i +ii + iii)	6,99,65,697	4,87,43,815	-	11,87,09,512
Change in Indebtedness during the financial year				
• Addition	1,34,340	11,08,307	-	12,42,647
• Reduction	-	-	-	-
Net Change	1,34,340	11,08,307	-	12,42,647
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid	7,01,00,037	4,98,52,122	-	11,99,52,159
iii) Interest accrued but not due				
Total(i +ii)	7,01,00,037	4,98,52,122	-	11,99,52,159

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Name of Managing Director Ashok Kumar Dugar				Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s17(2) Income-tax Act, 1961	14,61,412 p.a.				14,61,412/-
2.	Stock Option					
3.	Sweat Equity					



4.	Commission - as % of profit - Others, specify...					
5.	Others, please specify					
	Total (A)	14,61,412				14,61,412
	Ceiling as per the Act					

B. Remuneration to other directors:

Sl. no	Particulars of Remuneration	Name of Directors				Total Amount
		Vinod Dugar	P.I.Chacko	P.Zacharias	Sarita Dugar	
3.	Independent Directors • Fee for attending board committee meeting • Commission	-	12,000	8,000/-	12,000/-	32,000/-
	Total (1)	-	12,000	8,000/-	12,000/-	32,000/-
4.	Other Non-Executive Directors • Fee for attending board committee meetings • Commission	-	-	-	-	-
	Total (2)	-	-	--	-	-
	Total (B)=(1+2)		12,000	8,000/-	12,000/-	32,000/-
	Total Managerial					
	Overall Ceiling as per the Act					

C. Remuneration to key managerial personnel other than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total



1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		4,80,000 p.a.	9,60,000 p.a.	1,305,000 p.a.
2.	Stock Option				
3.	Sweat Equity				
4.	Commission • as % of profit • Others specify...				
5.	Others, please specify				
	Total		4,80,000 pa	10,19,507 pa	14,99,507 pa

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NA

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment /Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
NIL					

For and on behalf of the Board of Directors

Place: Cochin
Date: 10.05.2023

(Sd/-)
(Ashok Kumar Dugar)
MANAGING DIRECTOR
DIN: 00559035

(Sd/-)
(P I Chacko)
DIRECTOR
DIN: 00631315



Annexure C

PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of the top ten employees in terms of remuneration drawn and the name of every employee of the Company, who are in receipt of remuneration during the financial year 2022-23 are as under:

Sl. No.	Name	Age (Years)	Qualification & Experience	Date of Commencement of employment	Designation	Remuneration received
1	Shri Ashok Dugar	66	B.Com.	11.06.1988	Managing Director	14,61,412
2	Shri Yash Dugar	37	M. Sc.	27.09.2010	Chief Financial Officer	10,19,507
3	Shri Shreshth Dugar	34	B. Sc.	02.03.2014	Chief Marketing Officer	13,70,019
4	Shri M. Sasikumar	70	M. Sc. CAIIB	02.01.2013	Assistant General Manager	3,00,000
5	Shri Maxwell A. Feegrado	54	MBA	28.11.2022	General Manager	3,89,500
6	Lingaraj	51	PGDM, HSM	01.06.2015	Senior Manager	8,26,200
7	Nishamol G	40	BBA	01.04.2006	ASO	3,77,508
8	Priju	43	B.COM	02.01.2018	SM	4,24,680
9	Arul Kumar Christopher	58	B.A.	27.11.2021	Tea Maker	4,32,240
10	Shri Siby Thomas	56	ITI ,ITES	22.06.1994	Electrical Manager	5,36,232

Note:

- None of the above employees except Shri Ashok Kumar Dugar, Shri Yash Dugar and Shri Shreshth Dugar are relative (as defined under Section 2(77) of the Companies Act, 2013) of any director or manager of the Company. Shri Ashok Kumar Dugar and Smt Sarita Dugar are the parents of Shri Yash Dugar and Shri Shreshth Dugar.
- There is no employee who is in receipt of remuneration in excess of the remuneration that is drawn by the Managing Director or Whole-time Director or Manager and holds by himself or along with his spouse and dependent children, two per cent or more of the equity shares of the Company.

For and on behalf of the Board of Directors of
HAILEYBURIA TEA ESTATES LTD.

Place: Cochin

Date: 10.05.2023

(Sd/-)

(Sd/-)

(Ashok Kumar Dugar)

(P.I. Chacko)

MANAGING DIRECTOR

DIRECTOR

DIN: 00559035

DIN:00631315



ANNEXURE -D

Form AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act 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 arms length transactions under third proviso thereto.

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

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	M/s. Lookad (India) Private Limited Shri Ashok Kumar Dugar is a Director
(b)	Nature of contracts/arrangements/transactions	The Company has given paper publications works to M/s Lookad (India) Private Limited Payment made was Rs. 51,616/-
(e)	Date(s) of approval by the Board, if any	-

(a)	Name(s) of the related party and nature of relationship	Rikhabchand Sohanlall Limited Shri Vinod Dugar is a Director
(b)	Nature of contracts/arrangements/transactions	Loan repaid Rs. 17,709; Interest of Rs. 1,77,085 on short term loan
(e)	Date(s) of approval by the Board, if any	-

(a)	Name(s) of the related party and nature of relationship	Herbicides India Limited Shri Ashok Kumar Dugar is a Director
(b)	Nature of contracts/arrangements/transactions	Payment for the Loan of the year Rs. 37,24,214 and repaid for the year Rs. 20,14,215
(e)	Date(s) of approval by the Board, if any	-

(a)	Name(s) of the related party and nature of relationship	R & R Tech Mach Limited Shri Ashok Kumar Dugar is a Director
(b)	Nature of contracts/arrangements/transactions	Godown Rent on Uttar Pradesh Sales Depot: Rs. 1,19,475 and Short Term Loan Repaid for the year Rs. 1,14,950
(e)	Date(s) of approval by the Board, if any	-



(a)	Name(s) of the related party and nature of relationship	Sarita Dugar-Director and wife of Shri Ashok Kumar Dugar
(b)	Nature of contracts/arrangements/transactions	Loan repaid during the year Rs. 6,72,517 and interest charges repaid Rs. 21,43,652
(e)	Date(s) of approval by the Board, if any	-

(a)	Name(s) of the related party and nature of relationship	Periyar Plantations Pvt. Ltd. Relative of director is member of the company
(b)	Nature of contracts/arrangements/transactions	Loan received during the year Rs. 75,96,832; Interest charges to Periyar Plantations Pvt. Ltd. Rs. 25,02,649 Loan repaid during the year Rs. 73,82,220
(e)	Date(s) of approval by the Board, if any	-

(a)	Name(s) of the related party and nature of relationship	Periyar Plantations Pvt. Ltd. Relative of director is member of the company
(b)	Nature of contracts/arrangements/transactions	Trading of packet tea, supply of manpower
(e)	Date(s) of approval by the Board, if any	-

(Form shall be signed by the persons who have signed the Board's report.)

**For and on behalf of the Board of Directors of
Haileyburia Tea Estates Limited**

Place: Cochin

Date: 10.05.2023

(Sd/-)

(Ashok Kumar Dugar)

MANAGING DIRECTOR

DIN: 00559035

(Sd/-)

(P.I. Chacko)

DIRECTOR

DIN:00631315

**ANNEXURE-E**

(Pursuant to Section 134(3)(m) and Rule 8(3) of the Companies (Accounts) Rules, 2014)

(A)		Conservation of energy-	
	(i)	the steps taken or impact on conservation of energy;	Employees are trained to save electricity.
	(ii)	the steps taken by the company for utilizing alternate sources of energy;	Steps are being taken to keep energy consumption at optimum levels.
	(iii)	the capital investment on energy conservation equipments;	NIL
(B)		Technology absorption-	
	(i)	the efforts made towards technology absorption;	NIL
	(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution;	N.A
	(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	N.A
		(a) the details of technology imported;	N.A
		(b) the year of import;	N.A
		(c) whether the technology been fully absorbed;	
		(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	N.A
	(iv)	the expenditure incurred on Research and Development.	N.A
(C)		Foreign exchange earnings and Outgo-	
		The Foreign Exchange earned in terms of actual inflows during the year.	NIL
		The Foreign Exchange outgo during the year in terms of actual outflows.	NIL

**For and on behalf of the Board of Directors of
Haileyburia Tea Estates Limited**

Place: Cochin

Date: 10.05.2023

(Sd/-)

(Sd/-)

(Ashok Kumar Dugar)

(P.I. Chacko)

MANAGING DIRECTOR

DIRECTOR

DIN: 00559035

DIN:00631315



ANNEXURE F
Details of Ratio of Remuneration of Director
(Section 197(12),r/w Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014)

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	Ashok Kumar Dugar-6.00
(ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	NIL
(iii) The percentage increase in the median remuneration of employees in the financial year;	The percentage increase in the median remuneration is 24.28% for the financial year 2022-23
(iv) The number of permanent employees on the rolls of company;	37
(v) The explanation on the relationship between average increase in remuneration and company performance;	Not Applicable
(vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	--
(vii) Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;	The shares are listed in Kolkata stock exchange. No trading took place in the current Year
(viii) 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;	The average % of salary of employees and executives other than KMPs have marginally increased
(ix) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company	The Company had a net operating loss of Rs. 4,20,69,941. Against which the Salary drawn by MD was Rs.14.61 lakhs only.
(x) The key parameters for any variable component of remuneration availed by the directors;	NA
(xi) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	NA
(xii) Affirmation that the remuneration is as per the remuneration policy of the company.	Yes ,the remuneration is as per the remuneration policy of the Company

STATEMENT SHOWING DETAILS OF EMPLOYEES OF THE COMPANY: NA

For and on behalf of the Board of Directors

Place: Cochin

Date: 10.05.2023

(Sd/-)
(Ashok Kumar Dugar)
MANAGING DIRECTOR
DIN: 00559035

(Sd/-)
(P.I. Chacko)
DIRECTOR
DIN:00631315



SCHEDULE -1

NOMINATION AND REMUNERATION POLICY

A. Introduction: This policy on Nomination and Remuneration of Directors, Key Managerial Personnel (“KMP”), Senior Management Personnel (SMP) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, in order inter-alia to pay equitable remuneration to Directors, KMPs and other employees of the Company. This policy shall act as guidelines on matters relating to the remuneration, appointment of the Directors, Key Managerial Personnel and Senior Management and other employees.

B. Applicability:- The Policy is applicable to :

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel and Other employees

C. Definitions:

In this policy unless the context otherwise requires

- a) “Act” means The Companies Act, 2013 and rules made thereunder, as amended from time to time.
- b) “Company” means Haileyburia Tea Estates Limited.
- c) “Board” means Board of Directors of Haileyburia Tea Estates Limited
- d) “Committee” means Nomination and Remuneration Committee of the Company as constituted by the Board from time to time.
- g) “Key Managerial Personnel” or “KMP” means Managing Director, Whole-time Director, Chief Financial Officer, Company Secretary and such other persons who may be deemed to be KMP under the Companies Act, 2013.
- h) “Senior Management Personnel” means officers/ personnel of the Company, who are members of its core management team excluding Board of Directors and shall comprise all members of management one level below the Chief Executive Officer/ Managing Director/ Whole Time Director/ Manager (including Chief Executive Officer/ Manager, in case they are not part of the Board) and shall include Company Secretary and Chief Financial Officer.

D. ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE :

Nomination and Remuneration Committee shall govern the following:

1. 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;
2. formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. devising a policy on diversity of board of directors;
4. 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;



5. 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;
6. recommend to the board, all remuneration, in whatever form, payable to senior management;
7. support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors;
8. To carry any other duties as may be required under the SEBI (Listing Obligation & Disclosures Requirement) Regulations, 2015 and Companies Act, 2013 or as may be delegated by the Board of Directors from time to time.

E. CRITERIA FOR SELECTION OF CANDIDATES FOR MEMBERSHIP ON THE BOARD OF DIRECTORS, KMPs AND SENIOR MANAGEMENT PERSONNEL

a. General Criteria

A person to be appointed as Director, KMP or senior management Personnel should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

Further, person to be appointed/re-appointed as director should:

- be an individual of the highest integrity and have an inquiring mind, a willingness to go into details and the ability to work well with others;
- be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director;
- be willing and able to devote sufficient time to the affairs of the Company and be diligent in fulfilling the responsibilities of a director and Board committees' member; and
- have the capacity and desire to represent the best interests of the stakeholders as a whole.
- not be disqualified under the provisions of the Companies Act, 2013 and applicable rules and regulations.

b. Specific Criteria

In addition to the aforesaid, the Nomination & Remuneration Committee may, if it deems it advisable from time to time, develop specific criteria outlining the qualification, skills, experience, expertise, backgrounds, and other characteristics that should be represented on the Board to enhance its effectiveness. Any such criteria should take into account the particular needs of the Company based on its business, size, ownership, growth objectives, community, customers and other characteristics and should be adjusted as these Company characteristics evolve.

REMUNERATION POLICY

The remuneration policy of the Company reflects the Company's objectives for good corporate governance as well as sustained long- term value creation for shareholders and guided by a common reward framework and set of principles and objectives as more fully and particularly envisaged under Section 178 of the Act, inter-alia principles pertaining to determining qualifications, positive attributes, integrity and independence etc. Remuneration policy of Haileyburia Tea Estates Limited is as follows:

a. Executive Directors' Remuneration

1. At the time of appointment or re-appointment, Managing Director and the Executive Directors of the Company i.e. Whole-time Director as defined in the Companies Act, 2013 by whatever name may be



called (hereinafter known as Executive Directors) shall be paid such remuneration as may be proposed by Nomination & Remuneration Committee and subsequently approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013.

2. The remuneration shall be subject to the approval of the Members of the Company at its General Meeting, wherever required under the provisions of the Companies Act, 2013 and rules made there under or under the provision of any other laws as may be applicable.
3. The remuneration of the Executive Directors is broadly divided into fixed and variable components. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits. The variable component comprises performance bonus and may include:
 - Short-term incentives, based on the achievement of a number of individual, pre- defined financial and strategic business targets recommended by the Committee.
 - Long-term incentives in the form of stock options, promoting a balance between short- term achievements and long-term thinking. The Directors shall be eligible to participate in the stock options only subject to the compliance of the conditions under the provisions of the Companies Act, 2013, Listing Regulations and the other Rules/ Regulations as prescribed by the Securities & Exchange Board of India (“SEBI”) in this regard.
 - Pension contributions, made in accordance with applicable laws and employment agreements.
 - Severance payments in accordance with termination clauses in employment agreements and subject to the provisions of the Companies Act, 2013 and other applicable laws.
4. In determining the remuneration (including the element as defined in clause3) the Nomination & Remuneration Committee shall ensure/ consider the following:
 - I. Remuneration shall be evaluated annually against performance and a benchmark of international companies, which in size and complexity are similar to R Systems.
 - II. Balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals.
 - III. Responsibility required to be shouldered by the Executive Directors, the industry benchmarks and the current trends.

Minimum remuneration to Executive Directors

If, in any financial year, the Company has no profits or its profits are inadequate, the company shall pay remuneration to its Executive Directors in accordance with the provision of the Companies Act, 2013 and rules made thereunder.

b. Remuneration for Non-Executive Directors

Non-Executive members of the Board shall be entitled for sitting fees for attending the meetings of the Board or committees thereof. The sitting fee will be as fixed by the Board of Directors from time to time in accordance with the provisions of the Companies Act, 2013 and other applicable rules and regulations. Non-Executive directors shall not be entitled to any fixed or monthly salary or other remuneration.

c. Remuneration policy for the Key Managerial Personnel, Senior Management Personnel and other employees

The KMP (Except for Managing Director and Whole-time Director), Senior Management Personnel and other employees of the Company shall be paid monthly remuneration as per the Company’s HR policies and/ or as may be approved by the Committee.



In determining the remuneration to Key Managerial Personnel, Senior Management Personnel and other employees the following shall be considered:

- I. the relationship of remuneration and performance benchmark is clear;
- II. the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
- III. the Company shall follow a compensation mix of fixed component and variable component. Fixed Component comprises salaries, perquisites and retirement benefits and a variable component comprises performance bonus and may include:
 - Short-term incentives, based on the achievement of a number of individual, pre- defined financial and strategic business targets.
 - Long-term incentives in the form of stock options, promoting a balance between short- term achievements and long-term thinking, in accordance to various applicable laws.
 - Pension contributions, made in accordance with applicable laws and employment agreements.
 - Severance payments in accordance with termination clauses in employment agreements. Severance payments shall comply with local legal framework.
- IV. the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance vis-à-vis KRAs / KPIs, industry benchmark and current compensation trends in the market. The Benchmark information is obtained from internationally recognized compensation service consultancies, whenever required.

Additional Criteria for Appointment of Independent Directors:

The Committee shall consider qualifications for Independent Directors as mentioned in herein earlier under the head 'Definitions' and also their appointment shall be governed as per the provisions of Listing Obligations (as amended from time to time) and Companies Act, 2013.

Term / Tenure:

The Term / Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder as amended from time to time.

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Criteria for Evaluation of Independent Director and the Board:

Following are the Criteria for evaluation of performance of Independent Directors and the Board:



1. Executive Directors:

The Executive Directors shall be evaluated on the basis of targets / Criteria given to executive Directors by the board from time to time

2. Non Executive Director:

The Non Executive Directors shall be evaluated on the basis of the following criteria i.e. whether they:

- (a) act objectively and constructively while exercising their duties;
- (b) exercise their responsibilities in a bona fide manner in the interest of the company;
- (c) devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- (d) do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (e) refrain from any action that would lead to loss of his independence
- (f) inform the Board immediately when they lose their independence,
- (g) assist the company in implementing the best corporate governance practices.
- (h) strive to attend all meetings of the Board of Directors and the Committees;
- (i) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (j) strive to attend the general meetings of the company;
- (k) keep themselves well informed about the company and the external environment in which it operates;
- (l) do not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (m) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.
- (n) abide by Company's Memorandum and Articles of Association, company's policies and procedures including code of conduct, insider trading guidelines etc.

Policy on Board diversity:

The Board of Directors shall have the optimum combination of Directors from the different areas / fields like production, Management, Quality Assurance, Finance, Sales and Marketing, Human Resources etc or as may be considered appropriate.

Remuneration:

The Committee will recommend the remuneration to be paid to the Managing Director, Whole-time Director, KMP and Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and



motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

1. Director/ Managing Director

Besides the above Criteria, the Remuneration/ compensation/ commission etc to be paid to Director/ Managing Director etc shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

2. Non executive Independent Directors

The Non- Executive Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

3. KMPs / Senior Management Personnel

The Remuneration to be paid to KMPs/ Senior Management Personnel shall be based on the experience, qualification and expertise of the related personnel and governed by the limits, if any prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

4. Other Employees

The remuneration to be paid to other employees shall be decided and approved by Head of Human Resource department and managing Director of the Company jointly.

5. Directors and Officers' Insurance

Where any insurance is taken by the Company on behalf of its Directors, KMPs/ Senior Management Personnel etc. for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

Conformity with the Act/Listing Obligations

This policy is in conformity with the provisions of the Companies Act, 2013 and Listing Obligations. However, if due to subsequent changes in the Act, a particular clause or any part of this policy becomes inconsistent with the Act/Listing Obligations, the provisions of the Act /Listing Obligations shall prevail.



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) read with Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Haileyburia Tea Estates Ltd.
(CIN: L01132KL1923PLC000415)
XXIV/432, Marar Road,
Willingdon Island, Cochin – 682003, Kerala

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Haileyburia Tea Estates Ltd. (CIN L01132KL1923PLC000415)** having its Registered Office at **XXIV/432, Marar Road, Willingdon Island, Cochin – 682003, Kerala** (hereinafter referred to as “**the Company**”) produced before me by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary by me and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company stated below for the Financial Year ending March 31, 2023 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India (“SEBI”), Ministry of Corporate Affairs (“MCA”) or any such other statutory authority.

S. No.	Name of the Director	Director Identification Number (DIN)	Date of Appointment in the Company	Whether Director of a Active Non-Compliant Company*
1.	Mrs. Sarita Dugar	00141933	30/03/2015	No
2.	Mr. Vinod Kumar Dugar	00558896	26/11/1999	No
3.	Mr. Ashok Kumar Dugar	00559035	11/06/1988	No
4.	Mr. Chacko Ittyara Palathingal	00631315	09/08/2014	No
5.	Mr. Sankar Menon	00113753	01/02/2023	No

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification of the documents made available in e-mode due to covid-19 pandemic. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S. Khurana and Associates
Company Secretaries
FRN - I2014DE1158200
Peer Review No. – 804/2020

C.S Sachin Khurana
Proprietor
FCS:10098; C.P. No.: 13212
UDIN: F010098DE000281886

Place: New Delhi
Date: May 10, 2023



CFO Compliance Certification

To,

The Board of Directors

Haileyburia Tea Estates Limited

24/432, Marar Road, Willingdon Island

Cochin, Ernakulam, Kerala 682003.

I, Yash Dugar, Chief Financial Officer of Haileyburia Tea Estates Limited, to the best of my knowledge and belief, certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended on 31.03.2023 and that to the best of my knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and Regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year ended on 31.03.2023 which are fraudulent, illegal or volatile of the company's code of conduct.
- (c) I accept the responsibility for establishing and maintaining internal controls for Financial Reporting and I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting.
- (d) I have indicated to the auditors and the Audit committee:
 - (i) That there was no significant changes in internal control over financial reporting during the year;
 - (ii) That there was no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) There were no instances of significant fraud of which I have become aware of and the involvement of the management or an employee having a significant role in internal control system over financial reporting.

Sd/-

Yash Dugar

Chief Financial Officer

Date: 10.05.2023

Place: Kochi



Independent Auditor's Report

To
The Members of M/s **HAILEYBURIA TEA ESTATES LIMITED,**
Willingdon Island, Kochi

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of M/S HAILEYBURIA TEA ESTATES LIMITED (“the Company”), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the Loss and total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

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

Emphasis of Matter

- (a) “Other Current Liabilities” include substantial amount of overdue statutory and other dues including Provident Fund due, Gratuity payable, Plantation tax etc. and no provision for interest/penalty payable, if any, has been made. (Refer Note – 45 – Other Liabilities)
- (b) “Other Comprehensive Loss” and “Net Defined Benefit Liability” (Gratuity Liability) have been accounted on the basis of the Actuarial Valuation Report issued by approved valuers which is based on actuarial assumptions at the valuation date (Refer Note – 36)
- (c) The company has agreed to transfer 4 acres of land to settle the dues to a party including interest amounting Rs. 11337969 and the Compromise Petition filed before the Hon'ble Sub court has been approved on 26-07-2022. It is reported that the conveyance deed can be executed only with the approval of Hon'ble Sub court and has already filed draft of the



conveyance deed with the court for approval. The company passed the adjusting entries in the books of accounts and the profit arising on transfer of land amounting to Rs. 11319205 has been disclosed as Exceptional Income, pending execution of conveyance deed. (Refer Note No. 35).

Our opinion is not modified in respect of this matter.

Key audit matters

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

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

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

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

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting 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 Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.



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

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but 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 financial statements.

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

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

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

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



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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies(Auditor's Report) order, 2020("the Order") issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS Financial Statement. Refer Note 44 (f) to the Ind AS Financial Statements.
 - ii. The Company has made provisions as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.



- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company except for a sum of Rs.44863 lying outstanding on account of redemption of Preferential Shares which is kept deposited in a separate bank account but has not been transferred to Investor Education and Protection Fund pending availability of details.
- iv. Not Applicable
- v. (a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, 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 it's knowledge and belief, other than as disclosed in the notes to accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by on or behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures,we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused usto believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- (vi) The company has not declared any dividend during the year.

For Menon and Menon
Chartered Accountants
Firm Registration No:(002060S)

(Sd/-)

M P Ittyrah (Partner)
Membership No.018483
UDIN:**23018483BGTHMZ9881**

Place: Ernakulam
Date: 10/05/2023



Annexure 'A' to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of HaiIeyburia Tea Estates Limited of even date for the year ended 31st March, 2023)

(i)(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) There are no intangible assets

(b) The Company has a program for physical verification to cover all the items of Property, Plant and Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. It was informed that the physical verification for the year is in progress and no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the conveyance deeds / registered sale deeds provided to us, we report that, the title deeds, of all immovable freehold properties, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the Company. The original of title deeds of immovable properties have been deposited with bankers as security for loans and certified by the Bankers. The total extent of immovable freehold properties is 949.6343 hectares as per the title deeds. It is noted that there are encroachment of land and, surrender of land which are under litigation.

(d) According to the information and explanations given to us and the records examined by us, company has not revalued its Property, Plant and Equipment including Intangible Asset during the year.

(e) According to the information and explanations given to us no proceedings have been initiated or are pending against the company for holding any Benami property under the "Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.

ii. (a) Based on the information and explanations given to us, physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion the coverage and procedure of such verification by the management is appropriate and that no material discrepancies of 10% or more in the aggregate for each class of inventory were noticed. Minor discrepancies noticed, have been properly dealt with in the books of accounts.

(b) According to the information and explanations given to us and the records examined by us the Company has been sanctioned working capital limits in excess of Rs. 7 crores, in aggregate, from banks or financial institutions based on security of current assets. The quarterly stock statements filed by the Company with such banks or financial institutions are not in agreement with the books of accounts of the Company. The details are given below;



Quarter ended	Figures as per Statements filed with Bank	Figures as per books of accounts
30/06/2022	68435069	66396760
30/09/2022	57979316	59695303
31/12/2022	43423116	44528169
31/03/2023	29041661	30720308

- iii. In our opinion and according to the information and explanations given to us during the year the company has not made any investments in, 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.
- iv. The company has not given any loans, made any investments, given guarantees and securities during the year.
- v. The company had accepted deposits of Rs. 25 Lakhs from a trust during the year 2021-22 and the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of Companies Act and the rules made thereunder, where applicable, have not been complied with. However, the loan amount with interest was repaid during the year. 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.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company and therefore this clause is not applicable to the Company.
- vii. (a) The company is not regular in depositing undisputed statutory dues including Goods and Service Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable as given below:

Statute	Particulars	Amount Pending in Rs.
Plantation Tax, Gov of Kerala	2015-16, 2016-17 and 2017-18	36,33,525
Kerala Labour Welfare Fund	2020-21, 2021-22 and 2022-23	75,685
Profession Tax	2020-21 (amount recovered from employees)	27,110
GST	2019-20	3,26,402
Employees Provident Fund	From September 2020 onwards	3,09,48,854

b) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2023 on account of dispute are given below :

Nature of the statute	Forum where Dispute is pending	Amount in Rs.
Tax Deducted at Source	Income Tax Officer- TDS, Ernakulam	3,95,100



- viii. As per the information and explanations given to us, we have not come across with any transactions not recorded in the books of accounts which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961
- ix. (a) The Company has not defaulted on repayment of loans or other borrowings or in the payment of interest thereon to Lenders.
- (b) The company is not a declared wilful defaulter by any bank or financial institution or other lender.
- (c) On the basis of information and records the term loans were applied for the purpose for which the loans were obtained.
- (d) On the basis of information and records the funds raised on short term basis have not been utilised for long term purposes.
- (e) During the year the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans during the year.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially, or optionally convertible) during the year.
- xi. (a) To the best of our knowledge and according to the information and explanations given to us, any fraud by the Company or any fraud on the Company has not been noticed or reported during the year.
- (b) No report under sub-Section (12) of Section 143 of the Companies Act has been filed by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government
- (c) It is reported that no whistle-blower complaints were received by the company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under this clause is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, where applicable, and the details have been disclosed in the financial statements etc, as required by the applicable accounting standards.
- xiv. (a) The internal audit system of the company is commensurate with the size and nature of its business. The internal audit report up to 30-09-2022 only has been submitted.
- (b) We have considered the reports of the Internal Auditors submitted for the period up to 30-09-2022.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its Directors or persons connected with him during the year and hence provisions of section 192 of the Companies Act, 2013 are not applicable.



- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) 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
- (c) The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India
- xvii. The Company has incurred cash losses in the Financial Year and in the immediately preceding Financial Year.
- Cash Loss for the financial year ended 31/03/2022 – Rs. 4,66,64,000
- Cash Loss for the financial year ended 31/03/2023 – Rs. 3,57,71,950
- xviii. There has not been any resignation of the statutory auditors during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that material uncertainty exists as on the date of the audit report that company is 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. The company has informed that all efforts have been taken for meeting the existing liabilities by disposing off a portion of land of the company.
- xx. Corporate Social Responsibility under Section 135(1) is not applicable to this company at this stage and therefore this clause is not applicable.
- xxi. The company has no subsidiaries/ Associate companies and therefore preparation of Consolidated Financial Statements is not required.

Place: Ernakulam
Date: 10/05/2023

For Menon and Menon
Chartered Accountants
Firm Registration No. 002060S

(Sd/-)
M P Ittyrah
(Partner)
Membership No. 018483
UDIN:23018483BGTHMZ9881



Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Haileyburia Tea Estates Limited of even date on the accounts for the year ended 31st March, 2023)

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

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

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Companies Act, 2013.

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external



purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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.

Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Ernakulam
Date: 10/05/2023

For Menon and Menon
Chartered Accountants
Firm Registration No.002060S

(Sd/-)
M P Ittyrah (Partner)
Membership No. 018483
UDIN:23018483BGTHMZ9881



HAILEYBURIA TEA ESTATES LIMITED
BALANCE SHEET AS AT 31st MARCH, 2023

	Particulars	Note No.	Figures as at the End of current reporting period Rupees in 000's	Figures as at the End of Previous reporting period Rupees in 000's
I.	ASSETS			
1	Non-current Assets			
	a).Property, Plant and Equipment	3	946,165.66	950,185.56
	b).Capital Work in Progress		NIL	NIL
	c).Investment Property		NIL	NIL
	d).Goodwill		NIL	NIL
	e).Other Intangible Assets		NIL	NIL
	f).Intangible Assets under Development		NIL	NIL
	g).Biological Asset other than Bearer Plants		NIL	NIL
	h).Financial Assets		NIL	NIL
	(i).Investments	4	6.89	6.89
	(ii). Trade Receivable		NIL	NIL
	(iii). Loans		NIL	NIL
	(iv). Others	5	2,763.88	2,082.73
	i).Deferred Tax Assets (Net)		NIL	NIL
	j).Other Non Current Assets	6	266.99	990.18
	Total Non Current Assets		949,203.42	953,265.36
2	Current Assets			
	a).Inventories	7	22,877.69	43,372.91
	b).Financial Assets		NIL	NIL
	(i).Investments		NIL	NIL
	(ii). Trade Receivable	8	13,546.90	17,815.97
	(iii).Cash and Cash Equivalents	9	207.84	114.81
	(iv).Bank Balance other than (iii) above		NIL	NIL
	(v).Loans		NIL	NIL
	(vi).Others	10	4,107.99	3,034.44
	c).Current Tax Assets (Net)		NIL	NIL
	d).Other Current Assets	11	1,725.58	1,962.38
	Total Current Assets		42,466.00	66,300.51
	Total Assets (1+2)		991,669.42	1,019,565.87



II.	<u>EQUITY AND LIABILITIES</u>			
	Equity			
	a).Equity Share Capital	12	15,750.00	15,750.00
	b).Other Equity	13	679,370.52	722,982.03
	Total Equity		695,120.52	738,732.03
	Liabilities			
1	Non-Current liabilities			
	a). Financial Liabilities.			
	(i).Borrowings	14	11,128.33	16,131.20
	(ia). Lease Liabilities		Nil	Nil
	(ii).Trade Payables		NIL	NIL
	(A) total outstanding dues of micro enterprises and small enterprises :and			
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises.)			
	b).Provisions	15	19,879.64	20,789.62
	c).Deferred Tax Liability(Net)		NIL	NIL
	d).Other Non Current Liabilities		NIL	NIL
	Total Non Current Liability		31,007.97	36,920.82
2	Current Liabilities			
	a). Financial Liabilities.			
	(i) Borrowings	16	119,952.16	118,709.51
	(ia) Lease Liabilities		NIL	NIL
	(ii)Trade Payables			
	(A) total outstanding dues of micro enterprises and small enterprises :and	17	1,224.83	1,231.06
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises.)	18	19,959.07	13,908.00
	(iii). Other Financial liabilities (other than those specified in item (c)	19	1,538.07	1,489.19
	b).Other Current Liabilities	20	100,605.83	93,231.17
	c).Provisions	21	22,260.97	15,344.09
	d).Current Tax Liabilities (Net)		NIL	NIL
	Total Current Liability		265,540.93	243,913.02
	Total Liabilities		296,548.90	280,833.84
	Total Equity and Liabilities (1+2)		991,669.42	1,019,565.87

See accompanying notes to the financial statements

As per our report of even date annexed

For Menon & Menon

Chartered Accountants
(FRN No. 002060S)

(Sd/-)

M.P. ITTYRAH

Partner

Membership No. 018483

For and on behalf of Board

(Sd/-)

Ashok Kumar Dugar

Managing Director

DIN (00559035)

(Sd/-)

Yash Dugar

Chief Financial Officer

(Sd/-)

P.I. Chacko

Director

DIN (00631315)

(Sd/-)

Neha Chaurasia

Company Secretary

Place: Cochin

Date: 10/05/2023

Place: Cochin

Date: 10/05/2023



HAILEYBURIA TEA ESTATES LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2023

	Particulars	Note No.	Figures for the current reporting period Rupees in 000's	Figures for the previous reporting period Rupees in 000's
I.	Revenue from operations	27	214,302.74	237,965.05
II.	Other Income	28	8,160.86	2,991.85
III.	Total Income (I+II)		222,463.60	240,956.90
IV.	EXPENSES:			
	a. Cost of materials consumed	29	426.12	20,012.36
	b. Purchase of Stock -in-Trade	30	25,122.98	24,993.05
	c. Changes in inventories of finished goods, stock -in-trade and work in progress	31	25,886.99	1,397.61
	d. Employee benefits expense	32	142,927.96	157,547.61
	e. Finance costs	33	20,673.42	18,349.89
	f. Depreciation and amortisation expense	3	2,706.41	3,431.78
	g. Other expenses	34	54,517.29	65,833.54
	Total Expenses (IV)		272,261.17	291,565.84
V.	Profit / (Loss) before Exceptional items and tax (III-IV)		(49,797.57)	(50,608.94)
VI.	Exceptional Items	35	11,319.21	-
VII.	Profit / (Loss) before tax (V-VI)		(38,478.36)	(50,608.94)
VIII.	Tax expense:			
	1. Current tax		NIL	NIL
	2. Deferred tax		NIL	NIL
IX.	Profit/(Loss) for the peroid from continuing operations (VII-VIII)		(38,478.36)	(50,608.94)
X.	Profit/ (Loss) from discontinued operations		Nil	Nil
XI.	Tax expense of discontinued operations		Nil	Nil
XII.	Profit/ (Loss) from discontinued operations (after tax)(X-XI)		Nil	Nil
XIII.	Profit/ (Loss) for the peroid (IX+XII)		(38,478.36)	(50,608.94)
XIV.	Other Comprehensive Income			
	A - (i)items that will not be reclassified to Profit or Loss		NIL	NIL
	(ii)Income tax relating to items that will not be reclassified to Profit or Loss		(3,591.59)	12,733.78
	B - (i)items that will be reclassified to Profit or Loss		NIL	NIL
	(ii)Income tax relating to items that will be reclassified to Profit or Loss	NIL	NIL	NIL
XV.	Total Comprehensive Income for the peroid (XIII+XIV) (Comprising Profit(Loss) and other Comprehensive Income for the period)		(42,069.95)	(37,875.16)
XVI.	Earnings per equity share:			
	Nominal value of share Rs. 10/- (Rs. 10/-)			
	a. Basic		(24.43)	(32.13)
	b. Diluted		(24.43)	(32.13)

See accompanying notes to the financial statements

For and on behalf of Board

As per our report of even date annexed

For Menon & Menon

Chartered Accountants

(FRN No. 002060S)

(Sd/-)

M.P. ITTYRAH

Partner

Membership No. 018483

Place: Cochin

Date: 10/05/2023

(Sd/-)

Ashok Kumar Dugar

Managing Director

DIN (00559035)

(Sd/-)

Yash Dugar

Chief Financial Officer

Place: Cochin

Date: 10/05/2023

(Sd/-)

P.I. Chacko

Director

DIN (00631315)

(Sd/-)

Neha Chaurasia

Company Secretary



Haileyburia Tea Estates Limited

Statement of Changes in Equity

EQUITY SHARE CAPITAL

	Note	Amount in Rs.'000s			
As at 1.4.2021		15,750.00			
Changes in Equity Capital	12.1	-			
As at 31.3.2022		15,750.00			
Changes in Equity Capital	12.1	-			
As at 31.3.2023		15,750.00			
OTHER EQUITY (Amount in Rs.'000s)					
	-----Reserves and Surplus-----			Other Comprehensive income	Total
	Capital Reserve	Retained Earnings	Revaluation Reserve		
Balance as at 01.04.2021	265.33	(136,434.48)	904,368.36	(7,342.02)	760,857.19
Profit for the year (31.03.2022)		(50,608.94)			(50,608.94)
Carrying amount of revaluation Reserve					-
Transfer from Revaluation to revenue					-
Transfer from OCI					-
Other Comprehensive Income				12,733.78	12,733.78
Balance as at 31.03.2022	265.33	(187,043.42)	904,368.36	5,391.76	722,982.03
Profit for the year (31.03.2023)		(38,478.36)	(1,541.58)		(40,019.94)
Other Comprehensive Income				(3,591.59)	(3,591.59)
					-
					-
Balance as at 31.03.2023	265.33	(225,521.77)	902,826.78	1,800.18	679,370.52

As per our report of even date annexed

For Menon & Menon

Chartered Accountants

(FRN No. 002060S)

(Sd/-)

M.P. ITTYRAH

Partner

Membership No. 018483

For and on behalf of Board

(Sd/-)

Ashok Kumar Dugar

Managing Director

DIN (00559035)

(Sd/-)

Yash Dugar

Chief Financial Officer

(Sd/-)

P.I. Chacko

Director

DIN (00631315)

(Sd/-)

Neha Chaurasia

Company Secretary

Place: Cochin

Date: 10/05/2023

Place: Cochin

Date: 10/05/2023



Significant accounting policies and Notes on account for the year ended 31st March, 2023

1. Corporate Information

The Company was Incorporated in 1923. The company is engaged in tea plantation and in the manufacturing of made tea with one green leaf processing factory and three estates. The Tea Plantations of the company is situated in the high range region at Elappara ,Idukki District,Kerala . The Company is having its presence in the packet tea operations and trading in tea . The main focus was in Auction tea sales up to 31.07.2020. During the year the Company concentrated on packet tea trading of manufactured / bought tea. The company also produces coffee and pepper in a small manner.

2. Significant Accounting Policies

2.1 Basis of Accounting:

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act 2013 (the “Act”), Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter and guidelines issued by SEBI.

2.2 Use of estimates:

The preparation of financial statements,in conformity with the generally accepted accounting principles (GAAP), requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

2.3 Current / Non Current classification

All the assets and liabilities have been classified as current or non-current as per the Company’s operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of the products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycles 12 months for the purpose of current and non-current classification of assets and liabilities

2.4 Property, Plant and Equipment and Depreciation:

Property, Plant and Equipment except land are recognised as per Cost model that is assets are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Land has been recognised under revaluation model that is revalued amount less subsequent impairment losses. Expenditure on development and new planting are capitalized under Bearer Plants and depreciated from the date when they are ready for commercial harvest.

On transition to Ind As, the Company has elected to continue with the carrying value of all its property, plant and equipment as at 1st April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of property, plant and equipment.

Depreciation on Property , Plant & Equipement has been provided based on the useful life of the assets prescribed in Part C of Schedule II of the Companies Act, 2013 after retaining 5% of the original cost as residual value on written down value method. In the case of depreciable assets which were revalued, the depreciation is provided including for the revalued amount . The revaluation reserve is transferred to General Reserve at the time of retirement/disposal of the revalued asset. The depreciation method applied, residual value of asset and useful life of an asset are reviewed at each financial year end.Depreciation on assets purchased /sold during the year is proportionately charged.



Useful life of bearer plants-tea has been considered on the basis of technical evaluation at 50 years and are depreciated from the date when they are ready for commercial harvest.

The Management had made an effort to identify components having significant cost to the total cost of the asset and is having different useful life than that of the whole of the asset. Based on a technical evaluation no components having these characteristics had been identified, which is having a material impact on the measurement of depreciation.

2.5 Impairment of Assets:

Impairment of assets has been recognized for assets for which indications of impairment do exist. Impairment loss is recognized only in cases where the Recoverable Amount is less than carrying cost.

2.6 Investments

Non Current Investments are stated at cost of acquisition. In case of persisting decline in the market value of such investments, a provision for diminution in value is made wherever necessary. Decline in value, if any, which is not considered temporary in nature, is provided for.

2.7 Inventories:

Inventories are consistently valued as under:

- i. Stores — At lower of cost or net realizable value.
- ii. Stock-in-trade — valued at lower of cost or at net realizable value. Net realizable value is arrived at on the basis of average price realized after the balance sheet date
- iii. Biological Assets other than bearer plants

The Company measures biological assets, if any in inventory, at fair value less cost to sell with changes in fair value recognised in statement of Profit and Loss

2.8 Sundry Debtors and loans and Advances

Sundry Debtors and loans and Advances are stated after making due provisions for doubtful balances.

2.9 Employee Benefits:

(A) Long Term Employee Benefits

(a) Defined Contribution Plans

The company has defined contribution plans for employees comprising of Provident Fund and Family Pension Fund. The contributions paid/payable to these plans are charged to Profit & Loss Account for the period to which they are related.

(b) Defined Benefit Plan

The company makes contributions to the Trust towards Gratuity liability. The net present value of the obligation for gratuity benefits as determined on actuarial valuation, conducted annually using the projected unit cost method, as adjusted for unrecognised past service cost, if any and as reduced by fair value of plan assets, if any, is recognized in the accounts. Actuarial gains and losses are recognized in full in the profit and loss account for the period in which they occur under the head other Comprehensive income/loss.

The eligibility for gratuity is determined based on the continuous service of minimum 240 days in a year rendered by each employees including eligible leave of 24 days in a year

(B) Short Term Employee Benefits



All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and recognised in the period in which the employee renders the related service.

2.10 Income Taxes:

Income tax is accounted in accordance with Ind AS 12 Income Taxes, which includes current taxes and deferred taxes. Deferred tax assets/liabilities representing timing differences between accounting income and taxable income are recognised to the extent considered capable of being reversed in subsequent years. Deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future taxable income will be available, except that deferred tax assets arising due to unabsorbed depreciation and losses are recognised if there is a virtual certainty that sufficient future taxable income will be available to realise the same.

2.11 Sales: -

- i) Sales are recorded at invoice/sale note values, but excluding Goods and Service Tax collection.
- ii) Sale of Tea income is recognized on the following basis:

Auction Sale	On receipt of Broker's Sale Notes.
Consignment Sales	On receipt of concerned Sales Statement from Consignment Agents.
Local Sales	On raising the Bills.
Tea Waste	Accounted as and when sold.

2.12 Borrowing cost:

Borrowing cost attributable to the acquisition / construction of a qualifying asset is capitalized as part of the cost of the asset. Other borrowing costs are recognized as expense in the period in which they are incurred.

2.13 Earnings per share:

The earnings considered in ascertaining the company's EPS comprise the net profit /loss after tax (includes the effect of any extra ordinary items). The number of shares used in computing the basic EPS is the weighted average number of shares outstanding during the year.

2.14 Provisions and Contingent liabilities

Provisions are recognised when the company has a present obligation as a result of past events, for which it is probable that a cash outflow will be required and reliable estimate can be made of the amount of obligation. Provisions are not discounted to their present value except in case of decommissioning, restoration and similar liabilities that are recognised as cost of Property, Plant and Equipment. Value of Provisions are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect current management estimates.

2.15 Segment Accounting:

Segment reporting: The Company's operations primarily comprise of only one segment, i.e. Planting, Manufacturing and sale of tea. In the opinion of the Management, this is the only primary reportable segment within the meaning of IndAS108.

2.16 Government Grants:

Subsidy/Grants received from Government are treated as revenue in cases it relates to revenue expenditure and credited to concerned capital asset in case it relates to capital asset.



HAILEYBURIA TEA ESTATES LTD.

NOTE NO. 3

PROPERTY, PLANT AND EQUIPMENT

	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	As at 01.04.2022	Additions during the year	Deletion during the year	Total as at 31.03.2023	As at 01.04.2022	Additions during the year	Transitional adjustment	Deletion during the year	Total as at 31.03.2023	As at 31.03.2023	As at 31.03.2022
Land & Development	926,683.86	-	1,560.35	925,123.51	-	-	-	-	-	925,123.51	926,683.86
Building *	57,384.63	-	-	57,384.63	49,909.34	946.05	-	-	50,855.38	6,529.25	7,475.30
Plant and Equipments	34,537.19	106.26	-	34,643.45	32,224.84	453.79	-	-	32,678.63	1,964.82	2,312.35
Furniture & Fixtures	5,163.86	98.38	-	5,262.23	4,373.90	342.07	-	-	4,715.98	546.26	789.95
Vehicles	12,460.51	-	-	12,460.51	10,880.60	392.67	-	-	11,273.27	1,187.24	1,579.91
Bearer Plants	10,451.83	-	-	10,451.83	902.16	190.99	-	-	1,093.15	9,358.68	9,549.67
Electrical Installations	11,995.65	42.21	-	12,037.86	10,324.53	357.31	-	-	10,681.83	1,356.03	1,671.12
Water supply installations	3,448.26	-	-	3,448.26	3,325.72	23.53	-	-	3,349.25	99.01	122.54
Other Asset	16.97	-	-	16.97	16.12	-	-	-	16.12	0.85	0.85
Total	1,062,142.76	246.85	1,560.35	1,060,829.26	111,957.19	2,706.41	-	-	114,663.60	946,165.66	950,185.56
Capital Work in progress (Incl. Capital Advance at cost)	-	-	-	-	-	-	-	-	-	-	-
Grand Total	1,062,142.76	246.85	1,560.35	1,060,829.26	111,957.19	2,706.41	-	-	114,663.60	946,165.66	950,185.56
Previous Year	1,063,499.87	4,613.88	5,971.00	1,062,142.76	109,278.56	3,431.78	-	753.14	111,957.19	950,185.56	954,221.32



HAILEYBURIA TEA ESTATES LIMITED

NOTES ATTACHED TO AND FORMING PART OF THE BALANCE SHEET FOR THE YEAR ENDED 31ST MARCH, 2023

4	INVESTMENTS	Rs. 000's					
		As at 31.03.2023	As at 31.03.2022				
	Unquoted (Non Trade):						
	(i) Investment in Government or Trust Securities:-						
	6 Year NSC VIII Issue -at cost	6.89	6.89				
	TOTAL	6.89	6.89				
5	OTHERS (FINANCIAL ASSETS)	Rs. 000's					
		As at 31.03.2023	As at 31.03.2022				
	(a) Security Deposits	2,186.20	1,529.08				
	(b) Rent Deposit	185.91	185.91				
	(d) Bank Deposit with more than 12 months maturity (Fixed Deposit Rs.3,46,305 was taken as a Bank Gaurantee in favour of Kerala State Electricity Board and is under lien, Fixed Deposit of Rs.45,465 as security to tea brokers under lien marked	391.77	367.75				
	TOTAL	2,763.88	2,082.73				
6	OTHERS (NON-CURRENT ASSETS)	Rs. 000's					
		As at 31.03.2023	As at 31.03.2022				
	OTHER ADVANCE						
	(a) Income tax advance	266.99	990.18				
	TOTAL	266.99	990.18				
7	INVENTORIES	Rs. 000's					
	PARTICULARS	As at 31.03.2023	As at 31.03.2022				
	Finished Goods	6,908.02	38,547.24				
	Stock In Trade	6,782.32	1,030.10				
	Stores & Spares ,Packing Materials and Others	3,272.36	2,032.69				
	Others - Fertilisers and Chemicals	5,915.00	1,762.88				
	Inventories are valued at lower of cost or net realizable value. Cost is arrived at on weighted average method						
	TOTAL	22,877.69	43,372.91				
8	TRADE RECEIVABLES	Rs. 000's					
		As at 31.03.2023	As at 31.03.2022				
	Unsecured, Considered Good	13,546.90	17,815.97				
	Unsecured, Considered Doubtful	605.04	569.37				
	Less: Provision for Doubtful Debts	605.04	569.37				
		0.00	0.00				
	TOTAL	13,546.90	17,815.97				
Trade Receivables Ageing Schedule							
As on 31.03.2023		Outstanding for following peroids from due date of payment #					
Particulars	Unbilled	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	-	13,030.14	516.76	-	-	-	13,546.90
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	50.00	417.05	137.98	605.04
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-



Trade Receivables Ageing Schedule Rs.000's							
As on 31.03.2022		Outstanding for following periods from due date of payment #					
Particulars	Unbilled	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	-	17,814.30	1.68				17,815.98
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired				417.05	152.32		569.37
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
9 CASH AND CASH EQUIVALENTS							Rs. 000's
						As at 31.03.2023	As at 31.03.2022
Balance with Banks							
In Current Accounts						59.19	54.56
In Fixed Deposit accounts						36.47	34.70
Cash on hand						112.18	25.55
TOTAL						207.84	114.81
9.1	Current account with Banks include one account having a closing balance of Rs.44,863.00 being the balance outstanding in Preference Share Redemption account.						
9.2	Fixed deposit is given on lien in favour of Tea Brokers for a maturity period of less than 12 months						
10 OTHERS							Rs. 000's
						As at 31.03.2023	As at 31.03.2022
Others							
(a) Staff / Workers Advances						3,237.54	2,303.66
(b) Advance to Suppliers							
i. Unsecured considered Good						870.45	730.78
ii. Unsecured considered doubtful						6,068.73	6,068.73
Less: Provision made						6,068.73	6,068.73
						Nil	Nil
TOTAL (A+B)						4,107.99	3,034.44
11 OTHER CURRENT ASSETS							Rs. 000's
						As at 31.03.2023	As at 31.03.2022
Advance Other than Capital Advance							
(a) Sales Tax Refundable						520.11	520.11
(b) Gst Inputs						483.77	641.45
(c) Prepaid Expenses						403.70	482.82
Others							
(a) Machinery subsidy receivable from Tea Board						318.00	318.00
TOTAL						1,725.58	1,962.38
12 EQUITY SHARE CAPITAL							Rs. 000's
						As at 31.03.2023	As at 31.03.2022
Authorised:							
50,00,000(50,00,000) Equity Shares of Rs. 10/- each						50,000.00	50,000.00
Issued and Subscribed and fully paid:							
15,75,000 Equity Shares of Rs. 10/- each						15,750.00	15,750.00
						15,750.00	15,750.00
12.1 Reconciliation of shares at the beginning and at the end of the financial year							Rs. 000's
						Number of shares	Amount (Rupees)
PARTICULARS							
As at the beginning of the financial year						15,75,000	15,750.00
As at the end of the financial year						15,75,000	15,750.00
12.2 Particulars of Shareholders holding more than 5% shares in the Company							Rs. 000's
						As at 31.03.2023	As at 31.03.2022
PARTICULARS							
						% No of Shares	% No of Shares
Ashok Kumar Dugar						24.73 389430	24.73 389430
Sarita Dugar						24.76 389892	24.76 389892
Shreshth Dugar						12.21 192295	12.21 192295
Yash Dugar						11.93 187951	11.93 187951



12.3 Shares held by the Promoters at the end of the year						
PARTICULARS					As at 31.03.2023	As at 31.03.2022
Name	No of Shares		% of Total Shares		% of Changes During the year	% of Changes During the year
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022		
Ashok Kumar Dugar	389430	389430	24.73	24.73	NIL	NIL
Sarita Dugar	389892	389892	24.76	24.76	NIL	NIL
Yash Dugar	187951	187951	11.93	11.93	NIL	NIL
Shikha Dugar	13000	13000	0.83	0.83	NIL	NIL
Shreshth Dugar	192295	192295	12.21	12.21	NIL	NIL
12.4 Terms and conditions attached to shares						
<p>The Company has issued only one class of equity shares having a face value of Rs.10/- per share . Each holder of Equity Share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees . The dividend proposed by the Board of Directors is subject to the approval of share holders inthe ensuing Annual General Meeting.</p> <p>In the event of liquadation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion of their holding.</p>						
13 OTHER EQUITY						
PARTICULARS					Rs. 000's	
					As at 31.03.2023	As at 31.03.2022
a Capital Reserve (as per last Balance Sheet)					265.33	265.33
b Revaluation Reserve (On revaluation of properties as on 31.03.92 and Revaluation of land as on 31.03.2011) As per last Balance Sheet					904,368.36	904,368.36
Less: Revaluation reserve reversal on property sold (Refer Note No 35)					1,541.58	-
					902,826.78	904,368.36
c Retained Earnings						
Opening Balance					(187,043.40)	(136,434.48)
Net Profit after tax transferred from the Statement of profit and loss					(38,478.36)	(50,608.94)
Amount available for Appropriation					(225,521.76)	(187,043.42)
d Other Comprehensive Income						
Opening Balance					5,391.76	(7,342.02)
For the year					(3,591.59)	12,733.78
Closing balance					1,800.17	5,391.76
TOTAL (a+b+c+d)					679,370.52	722,982.03
Nature and purposes of the Reserves						
Capital Reserve						
Capital reserve was created out of capital profits earned from some specific transaction of a capital nature.It is not available for distribution to the shareholders						
Revaluation Reserve						
Revaluation reserve was created by revaluation of certain capital asset in the past . It is not available for distribution to the shareholders						
Other Comprehensive Income						
Other Comprehensive income was created by remeasurment of employees benefit obligations						
14 BORROWINGS (Non Current Liabilities)						
PARTICULARS					Rs. 000's	
					As at 31.03.2023	As at 31.03.2022
Secured Loans:						
Term Loan from Banks					15,937.76	20,959.58
Less Current Maturity of Long Term Debts (Refer Note No 16c)					4,809.43	4,828.38
TOTAL					11,128.33	16,131.20



14.1	(I). Loan from Banks						
	<p>(A) Loan from HDFC Bank (1) Ultra Light Commercial vehicle loan was taken on 22.06.2019 is secured by hypothecation of the vehicle and is repayable in 48 EMIs of Rs.17081/- each with interest @ 10.30% (2) Ultra Light Commercial Vehicle loan was taken on 08.02.2019 is secured by hypothecation of Vehicle and is repayable in 48 EMIs of Rs.14604/- each with a rate of Interest @ 10.30 % (3) Car Loan from taken on 02.09.2019 is secured by hypothecation of the vehicle. The loan is repayable in 83 EMIs of Rs.32,280/- each and the rate of interest @ 10.45% (B). Loan from South Indian Bank (i) Term Loan Limit 1,30,47,925) (1) Loan was availed on 07.07.2020 under Emergency Credit Line Guarantee Scheme of Government of India, on the security of hypothecation of standing crops ,stocks and book debts, extension of equitable mortgage of immovable properties of working capital loan limit of Rs. 7 crores (refer note 16 (a)) (2) The loan is repayable within four years from date of disbursement (including the moratorium period of twelve months) by monthly instalment of Rs.362442.36 from 08/08/2021 onwards (3) Interest is payable at 9.25 Pa monthly rest as and when debited (ii) Term Loan Limit 80,00,000) (1) Loan was availed on 30.11.2021 under Emergency Credit Line Guarantee Scheme of Government of India, on the security of hypothecation of standing crops ,stocks and book debts, extension of equitable mortgage of immovable properties of working capital loan limit of Rs. 7 crores (refer note 16 (a)) (2) The loan is repayable within five years from date of disbursement (including the moratorium period of two years) by monthly instalment of Rs.222300 from 01/12/2023 onwards (3) Interest is payable at 8.65 Pa monthly rest as and when debited</p>						
15	Rs. 000's						
	PROVISIONS	As at 31.03.2023	As at 31.03.2022				
	Provision for Employee Benefits	42,140.61	36,133.70				
	Less Current Maturity (See Note No 21)	22,260.97	15,344.09				
	TOTAL	19,879.64	20,789.62				
16	Rs. 000's						
	BORROWINGS	As at 31.03.2023	As at 31.03.2022				
	PARTICULARS						
	a.Secured Loans:						
	i). Loans repayable on Demand from Bank -South Indian Bank The loan is secured by the hypothecation of stock,book debts and equitable mortgage of three Estates (949.64 Hectors) with building at 11.50% Interest and the limit is Rs.7 Crores . The Loan is guaranteed by 2 Directors,Chief financial Officer and Chief Marketing Officer of the Company .There is no default in the repayment of loan and interest	70,100.04	69,965.70				
	b. Unsecured Loans:						
	1 Loan from related Parties						
	i). From intercorporate in which Directors are interested	4,185.80	2,316.43				
	(a) Loan of Rs.1580693 is payable on demand with interest of 12 % per annum						
	(b) Loan of Rs.2605111 is payable on demand without interest						
	ii). Loan From Directors Loan is unsecured and repayable on demand with interest 12.5 % per annum . Interest is provided yearly and added to the loan amount. There is no default in the repayment of loan and interest	18,092.29	16,664.58				
	2 Other Parties (Under revolving Corpus Fund Tea Board of India)	427.23	314.31				
	i). The loan received from Tea Board of India under revolving Corpus fund is adjustable against subsidy receivable from them and balance instalments . As per the confirmation received from them,the Board has charged interest @15.50 % PA and demanded the payment of full amount since the package already granted became invalid. The balance outstanding is in default						
	ii). Loan from other corporates Loan is unsecured and repayable on demand with interest 12. % per annum Interest is provided yearly and added to the loan amount.There is no default in the repayment of loan and interest	22,337.37	22,120.11				
	(iii). Loan from Others (a). Loan from Trust Loan is unsecured and repayable on demand with interest 15 % Interest is provided yearly and added to the loan amount.There is no default in the repayment of loan and interest	-	2,500.00				
	c. Current maturities of long term borrowings - Bank (Refer Note No 14)	4,809.43	4,828.38				
	TOTAL	119,952.16	118,709.51				
17	Trade Payables	As at 31.03.2023	As at 31.03.2022				
	(A) total outstanding dues of micro enterprises and small enterprises :and	Rs. 000's					
	Principal Amount Due	863.38	980.43				
	Interest Amount Due	361.45	250.63				
	TOTAL	1,224.83	1,231.06				
18	(B) total outstanding dues of creditors other than micro enterprises and small enterprises.)	19,959.07	13,908.00				
	Closing Balance	19,959.07	13,908.00				
	The company has taken steps to identify the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006. Based on the available information the balance outstanding as payable to such suppliers is disclosed .						
	Trade payables Ageing Schedule Rs.000's						
	As on 31.03.2023						
	Particulars	Outstanding for following periods from due date of payment #					
		Unbilled	1 - 2 years	2 - 3 years	More than 3 years	Total	
	(i)MSME	-	45.50	196.95	587.59	33.34	863.38
	(ii) OTHERS	-	17,913.43	1,696.54	222.95	126.16	19,959.07
	(iii) Disputed dues - MSME	-	-	-	-	-	-
	(iv) Disputed dues - OTHERS	-	-	-	-	-	-



		Trade payables Ageing Schedule				Rs.000's	Rs. 000's	
As on 31.03.2022								
Particulars	Unbilled	Outstanding for following periods from due date of payment #				Total		
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years			
(i)MSME	-	342.49	604.60	-	33.34	980.43		
(ii) OTHERS	-	13,548.90	232.95	126.16	-	13,908.00		
(iii) Disputed dues - MSME	-	-	-	-	-	-		
(iv) Disputed dues - OTHERS	-	-	-	-	-	-		
Due to micro,small and medium enterprises pursuant to Section 22 of the Micro,Small and Medium Enterprises Development Act (MSMED) ,2006:						Rs.000's		
						31.03.2023	31.03.2022	
i) Principal amount remaining unpaid						863.38	980.43	
ii) Interest due thereon						250.63	-	
iii) Interest paid by the Company in terms of Section 16 of MSMED act,2006 along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year						-	-	
iv) Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act 2006						110.82	250.63	
v) Interest accrued and remaining unpaid as at the year end						361.45	250.63	
vi) Further interest remaining due and payable even in the succeeding years,until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act ,2006						361.45	250.63	
19 Other Financial Liabilities						Rs. 000's		
						As at 31.03.2023	As at 31.03.2022	
Interest Accrued						1,538.07	1,489.19	
						1,538.07	1,489.19	
20 Other current Liabilities:						Rs. 000's		
						As at 31.03.2023	As at 31.03.2022	
Tax (other than income tax) payable								
Gst Payables						1,593.23	1,623.04	
Tds & Tcs Payables						1,146.60	800.82	
Plantation Tax Payables						3,633.53	3,633.53	
Others Tax Payables						211.87	85.56	
Other Statutory Dues						37,736.25	25,798.53	
Amount due to employees						12,049.10	12,329.06	
Advance from Customers/brokers						4,132.74	13,247.23	
Sup.Annuation fund Contribution Trust						3,152.65	2,749.45	
Others						36,949.86	32,963.95	
TOTAL						100,605.83	93,231.17	
21 PROVISIONS						Rs. 000's		
PARTICULARS						As at 31.03.2023	As at 31.03.2022	
Provision for employee benefits [See Note No 15]						22,260.97	15,344.09	
TOTAL						22,260.97	15,344.09	
22 Contingent liabilities						Rs. 000's		
PARTICULARS						As at 31.03.2023	As at 31.03.2022	
A Claims against the company not acknowledged as debt:								
1. Demand notice for Water Cess issued by Assistant Executive engineer of Kerala Water Authority in dispute and stayed by Executive Engineer. (Amount as per the Notice of Kerala Water Authority)						-	2,614.91	
2. Case Pending before Hon'ble Munsiffs court ,Peerumedu for payment of value of improvements on the land of the company by a third party.						411.86	411.86	
3. TDS default on short deduction and short payments						395.10	395.10	
4.Sales Tax Ay -2016-17 Appeal before Dy Commissioner ,Kottayam						-	335.09	
5.Sales Tax Ay 2015-16 Appeal before Dy Commissioner Appeals ,Kottayam						520.11	520.11	
B Bank Guarantee						Rs.000's		
1.The Bankers have Issued a Guarantee to Kerala State Electricity Board Ltd for Security Deposit						178.84	178.84	
23 No Dividend is proposed to be distributed to Equity Share holders for the period since the Company has incurred heavy loss								
24 No Securities have been issued for a specific purpose for the period								
25 The Company has used the borrowings from the Banks and Financial Institution for the specific purpose for which it was taken								
26 Additional Regulatory Informations								
(a)	Title deeds of imovable property is held in the name of the Company							
(b)	There is no investment in Property							
(c)	The Company has not revalued its Property,Plant and Equipment including Right- of- Use assets during the year. The revaluation of property was made on 31.03.1992 and 31.03.2011							
(d)	There is no revaluation of Intangible assets during the year							
(e)	No loans or advances in the nature of loans were granted to the promoters ,directors,key managerial persons and related party either severally or jointly with any other person							
(f)	There is no capital working progress as on date							
(g)	There is no intangible asset under development							
(h)	There is no benami property held by the Company							
(i)	The Company has borrowed from Banks on the basis of security of current assets . The details of current assets (Inventories & Book Debts) field by the company are as follows							
						Rs.000's		
Sl no	QUARTER	NAME OF BANKS	PARICTULARS OF SECURITY PROVIDED	AMOUNT AS PER THE BOOKS OF THE ACCOUNTS	AMOUNT AS REPORTED IN THE QUARTERLY RETURN	AMOUNT OF DIFFERENCE	REASON FOR MATERIAL DISCREPENCY	
	1 Jun-22	SOUTH INDIAN BANK LTD	CURRENT ASSETS	68,435.07	66,396.76	2,038.31	The net realizable value of stock is valued at the price realized after the end of the each quarter. The details of stock are furnished to the bank on or before the 7 th of	



2	Sep-22	SOUTH INDIAN BANK LTD	CURRENT ASSETS	57,979.32	59,695.30	-1,715.99	the month after the end of the quarter. However, the quarterly unaudited statement is finalised with in a period of 45 Days. The difference in value is mainly due to changes in the net realizable value
3	Dec-22	SOUTH INDIAN BANK LTD	CURRENT ASSETS	43,423.12	44,528.17	-1,105.05	
4	Mar-23	SOUTH INDIAN BANK LTD	CURRENT ASSETS	29,041.66	30,720.31	-1,678.65	
(j)	Company is not declared willfull defaulter by any bank ,financial institution or any other lender						
(k)	The Company has no transaction with companies struck off under section 248 of the Companies Act ,2013 or section 560 of the Companies Act 1956,						
(l)	Registration of Charges and Satisfaction with Registrar of Companies (Hypothecation of Vehicles)						
	(i) Creation of Charges - Charges has not been created with the Registrar of Companies , Kerala in respect of Securities of loans availed						
	Name of the Bank	Amount of Loan	Date of Availing	Details of Security	Peroid of Delay		
	HDFC Bank -65109651	565000	08.02.2019	Vehicles	Yet to be created		
	HDFC Bank-688550754	673460	22.06.2019	Vehicles	Yet to be created		
	HDFC Bank-93736407	2000000	02.09.2019	Vehicles	Yet to be created		
	(ii) Satisfaction of Charges -						
	(a) The Company had availed a loan of Rs.500000 from Union Bank of India ,Mattanchery Branch. The charge was created on 13.04.1971 and satisfaction of charges is yet to be registered with Registrar of Company ,Kerala even though loan is closed						
	(b) The Company also availed a loan of Rs.130000 from Chartered Bank Cochi. The charge was created on 18.07.1960 and satisfaction of charges has not been registered with Registrar of Company,Kerala even though loan is closed						
(m)	Compliance with the number of layers of Companies -NOT APPLICABLE						
(n)	Financial Ratio						
	Ratio	Numerator	Denominator	Current period	Previous period	% of Variance	Reason for Variance
	Current Ratio	Current Asset 2022-2023 Rs.4,24,66,017 2021-2022 Rs.6,63,38,759	Current Liability 2022-2023 Rs.26,55,40,930 2021-2022 Rs.24,39,13,006	0.16	0.27	41.20	Due to decrease in current asset and increase in current liability
	Debt Equity Ratio	Total Debt 2022-2023 Rs.29,65,48,897 2021-2022 Rs.28,08,33,821	Share holders Equity 2022-2023 Rs.69,51,20,521 2021-2022 Rs.73,87,32,048	NA	NA		Due to heavy accumulated loss the debt equity ration shows a negative figure
	Debt Service coverage ratio	Earning Available for Debt Service 2022-2023 Rs. -1,50,98,527 2021-2022 Rs.-2,88,27,257	Debt Service 2022-2023 Rs.74,48,573 2021-2022 Rs.2,45,07,925	-2.03	-1.18	(72.33)	The Company has taken additional loan during the year and paid the interest .
	Return on equity ratio	Net Profit after Taxes - Preference dividend 2022-2023 Rs. -3,84,78,358 2021-2022 Rs.-5,06,08,920	Average Shareholders Equity 2022-2023 Rs.1,57,50,000 2021-2022 Rs.1,57,50,000	-2.44	-3.21	23.97	
	Inventory turnover ratio	Sales 2022-2023 Rs.21,43,02,741 2021-2022 Rs.23,79,65,047	Average Inventory 2022-2023 Rs.2,66,33,842 2021-2022 Rs.4,02,76,138	8.05	5.91	(36.18)	Due to reduction in closing stock
	Trade receivable turnover ratio	Net Credit Sales 2022-2023 Rs.21,43,02,741 2021-2022 Rs.23,79,65,047	Average Accounts Receivables 2022-2023 Rs.1,56,81,440 2021-2022 Rs.1,82,85,584	13.67	13.01	(5.01)	



	Trade payable turn over ratio	Net Credit Purchase 2022-2023 Rs. 5,44,27,921 2021-2022 Rs. 7,34,75,864	Average Trade Payables 2022-2023 Rs. 1,81,61,486 2021-2022 Rs. 1,31,92,902	3.00	5.57	46.19	Due to delay in payments to creditors
	Net capital turnover ratio	Net Sales 2022-2023 Rs. 21,43,02,741 2021-2022 Rs. 23,79,65,047	Working Capital 2022-2023 Rs. -22,30,74,913 2021-2022 Rs. -17,75,74,247	-0.96	-1.34	28.31	Working Capital has increased whereas turnover has decreased
	Net profit Ratio	Net Profit 2022-2023 Rs. -4,20,69,943 2021-2022 Rs. -3,78,75,144	Net Sales 2022-2023 Rs. 21,43,02,741 2021-2022 Rs. 23,79,65,047	-0.20	-0.16	(23.34)	
	Return on capital employed	Earning before interest and Tax 2022-2023 Rs. -1,78,04,933 2021-2022 Rs. -3,22,59,035	Total Assets - Current Liability 2022-2023 Rs. 72,61,28,489 2021-2022 Rs. 77,56,52,863	-0.08	-0.09	8.37	The interest payment has increased ,capital employed has decreased
	Return on investment	Networth 2022-2023 Rs. -66,33,55,195 2021-2022 Rs. -70,69,66,721	Investment 2022-2023 Rs. 15,75,000 2021-2022 Rs. 15,75,000	NA	NA		Due to heavy accumulated loss the return investment shows a negative figure
(o)	There is no scheme of arrangements approved by the competent authority in terms of section 230 to 237 of the Companies Act 2013						
(p)	The Company has not advanced or loaned or invested funds to any other person or entity with understanding that intermediary shall directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee ,security or the like to or on behalf of the Ultimate beneficiaries						
(q)	There are no transactions that are not recorded in the books of account, to be surrendered or disclosed as income during the year in the assessment under Income Tax Act 1961						
(r)	Corporate social responsibilities - The Companies is not covered under Section 135 of the Companies Act 2013						
(s)	The Company has not traded or invested in Cripto Currency or Virtual Currency during the financial year						

HAILEYBURIA TEA ESTATES LIMITED

NOTES ATTACHED TO AND FORMING PART OF THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

27	Revenue from operations	Rs.000's	
		For the year ended 31.03.2023	For the year ended 31.03.2022
	Sale of Products		
	Tea	194,085.75	211,803.79
	Coffee	11,260.56	22,163.66
	Pepper	5,028.99	3,688.77
	Green leaf	3,363.54	-
	Sale of Nutmeg	108.00	52.22
	Spices Sales	44.64	-
	Sale of Vegetable & Fruits	411.27	256.60
	TOTAL	214,302.74	237,965.05
28	Other Income	Rs. 000's	
		For the year ended 31.03.2023	For the year ended 31.03.2022
	Interest on Deposits	770.80	121.07
	Other non operating Income	5,977.48	2,870.78
	Excess Provision Written back	241.59	-
	Income Tax Refund Received	1,170.99	-
	TOTAL	8,160.86	2,991.85
29	Cost of materials consumed	Rs. 000's	
		For the year ended 31.03.2023	For the year ended 31.03.2022
	Green tea leaf consumed	426.12	20,012.36
	Green tea leaf purchased is transferred to production department immediately and there for the cost of leaf purchased is disclosed as cost of marterial consumed		
	TOTAL	426.12	20,012.36



30 Purchase of Stock In Trade		Rs. 000's	
		For the year ended 31.03.2023	For the year ended 31.03.2022
Purchase of Black Tea for Blending		25,122.98	24,993.05
TOTAL		25,122.98	24,993.05
31 Change in Inventories of finished goods, stock-in-trade and work in progress		Rs. 000's	
PARTICULARS		For the year ended 31.03.2023	For the year ended 31.03.2022
Opening Stock			
Manufactured and Traded Goods- Tea		38,807.27	39,293.04
Manufactured Goods- Coffee		533.95	-
Cut and sized Softwood		-	1,500.00
Traded Goods -Others		236.12	181.90
		39,577.34	40,974.94
Less: Closing Stock			
Manufactured and Traded Goods- Tea		12,662.91	38,807.27
Manufactured Goods- Coffee		1,026.75	533.95
Cut and sized Softwood		-	-
Traded Goods -Others		0.69	236.12
Total		13,690.35	39,577.34
(Increase)/Decrease in stock		25,886.99	1,397.61
32 Employee Benefits Expense		Rs. 000's	
		For the year ended 31.03.2023	For the year ended 31.03.2022
Salaries & Wages		124,245.31	137,704.08
Bonus		3,170.07	3,219.08
Contribution to Provident and Other Funds		7,955.99	8,514.66
Gratuity Expenses		4,766.44	5,262.40
Workmen and Staff Welfare Expenses		2,790.15	2,847.40
TOTAL		142,927.96	157,547.61
33 Finance Costs		Rs. 000's	
		For the year ended 31.03.2023	For the year ended 31.03.2022
Interest Expense		20,673.42	18,349.89
TOTAL		20,673.42	18,349.89
34 Other Expenses		Rs. 000's	
		For the year ended 31.03.2023	For the year ended 31.03.2022
a	Consumption of Stores & Consumables	2,118.84	2,522.50
b	Manuring & Pesticides	8,242.13	10,517.35
c	Other cultivation and estate maintenance expenses	420.48	2,270.80
d	Power, Fuel, Water & Gas	12,566.34	16,694.45
Repairs:			
e	- Building	3,264.35	2,585.62
f	- Plant & Machinery	220.03	255.20
g	- Others	7,688.94	7,644.53
h	Loading, Transportation and Other charges on products	3,586.23	4,378.56
i	Insurance	546.49	705.66
j	Rent	1,200.57	1,202.91
k	Rates & Taxes	1,280.62	693.32
l	Postage & Telephone	496.18	574.09
m	Printing & Stationery	313.04	407.52
n	Travelling & Conveyance	1,754.46	1,161.09
o	Directors Sitting Fees	32.00	48.00
p	Advertisement & Publicity	361.28	1,994.60
q	Sales Expenses	751.32	434.05
r	Packet tea Expenses	4,878.72	6,155.66
s	Sales Promotion Expenses	2,220.47	2,363.58
t	Legal & Professional fees	593.93	573.14
u	Internal Audit Fees	120.00	120.00
v	Bank Charges	187.74	545.54
w	General Charges	1,231.69	877.17
x	Donation	2.50	101.00
y	Subscription	67.44	93.13
z	Auditor's Remuneration	225.00	220.00
aa	Provision for doubtful debt	35.67	443.45
ab	Interest on delayed payment to MSME	110.82	250.63
TOTAL		54,517.29	65,833.54
34.1 Details of Auditor's Remuneration		Rs. 000's	
		For the year ended 31.03.2023	For the year ended 31.03.2022
a. For Statutory Audit		190.00	190.00
b. For Taxation Matters		20.00	20.00
c. For Other Service		5.00	-
d. Out of Pocket Expenses- Reimbursed		10.00	10.00
TOTAL		225.00	220.00

**35** Settlement of dues to St.Thomas Timbers

The Company had entered in to an agreement for sale of teak wood with St.Thomas Timbers on 27.08.2019 and received Rs.1 crore as advance. The Revenue Department did not grant permission to cut the tree. The company moved a petition Before the H'able High Court of Kerala and the proceedings of the Revenue Department was stayed. However St.Thomas Timbers filed a suit Before the H'able Sub Court for the refund of the advance given with interest and also filed an attachment Petition. The total amount due with interest was arrived at Rs.1,13,37,969. The company agreed to transfer 4 Acres of land in full settlement of the amount due to them and the compromise petition filed was approved by the Court on 26.07.2022. The execution of conveyance deed is pending as on 31.03.2023. The execution of conveyance deed can be done only with the approval the H'able Court. The company has filed the draft of conveyance deed with the Court and the final order is pending. The Company has passed necessary entries in the books of the company for adjusting the amount due to St.Thomas Timbers against the 4 Acres of land on 31.03.2023 on the basis of the approval by the H'able Court of the compromise petition though the approval of conveyance deed is pending. The profit on transfer of land amounting to Rs.1,13,19,205 after adjusting the cost of land, has been disclosed as exceptional income. The corresponding revaluation reserve relating to the Property sold Rs.15,41,582 has also been reversed from revaluation reserve.

36 The gratuity eligibilty of each employee was determined on the basis of number of days in active service to become eligible for gratuity as 240 days in a year. Hence year of employees service where active service were less than 240 days were excluded for calculation of Gatuity as per provision of the Act. The provision for gratuity liability payable as on 31.03.2023 was calcaulted on acturial valuation using projected unit credit method and the difference in defined benefit obligation of Rs.35,91,585 was considered as other Comprehensive loss.

37 Landed Properties have been recognised under Revaluation model based on technical revaluation and the consequent increase in value of the assets aggregates to Rs.90,43,68,358/- with a corresponding credit having been taken in the year 31/03/2011 under Revaluation Reserve Account. In respect of assets sold, the corresponding amount has been withdrawn there from. In respect of Estates, the cost of extension of cultivable land including cost of development is capitalized net of subsidy received.

38 Local self Government Department, Trivandrum under MLA-ADF scheme, issued Government order on 24/12/2014 for metalling and tarring the private road of 8Km in Haileyburia Estate at an estimated cost of 100 lakhs to Kerala State Nirmithi Kendra (KSNS) without consent from the company. The work was started without Company's permission on 30.07.2015. KSNS entered Company's estate on 30.07.2015 with support from local people and started widening the road. They have mass destructed the estate property by destroying the revetments or retaining walls, uprooted plants or trees etc. The Company had approached High Court of Kerala. High court had injected to restrict the work to metalling and tarring to the existing 6 meters width. The Company has taken up with the Government for an investigation about illegal and unauthorised mass destruction and sought for compensation of loss on account of the episode.



39 Informations Regarding Production,sales,Purchased and Closing Stocks					
a. Production: (in Kg.)					
Class of Goods	2022-23		2021-22		
a) Green leaves produced	3,922,695		4,365,140		
b) Green leaves bought	20,910		1,145,902		
c) Made tea processed - Own leaves	954,002		1,015,428		
d) Made tea processed - Bought leaves	4,915		264,347		
b. Buy back /Purchase others					
Traded Tea	213,090		167,461		
c. The opening and closing stock of finished goods:					
Class of Goods	2022-23		2021-22		
	Quantity	Value (Rs.000's)	Quantity	Value (Rs.000's)	
	Kg.		Kg.		
A Opening Stock					
i) Loose Tea	197,955	32,383.66	212,833	33,459.89	
ii) Packet Tea	39,036	6,415.57	35,542	5,686.70	
iii) Tea waste	322	8.05	5,858	146.45	
iv) Coffee	4,111	533.95	-	-	
v) Pepper & Waste	1,338	236.11	755	181.90	
B Closing Stock					
	Quantity	Value (Rs.000's)	Quantity	Value (Rs.000's)	
	Kg.		Kg.		
i) Loose Tea	69,000	10,209.35	197,955	32,383.66	
ii) Packet Tea	16,275	2,422.86	39,036	6,415.57	
iii) Tea waste	877	30.70	322	8.05	
iv) Coffee	9,667	1,026.75	4,111	533.95	
v) Pepper & Waste	1	0.69	1,338	236.11	
d. Turnover:					
Sl. No.	Class of Goods	2022-23		2021-22	
		Quantity	Value (Rs.000's)	Quantity	Value (Rs.000's)
		Kg.		Kg.	
i)	Loose Tea	702,498	82,877.53	871,832	105,252.10
ii)	Packet Tea	620,655	110,538.21	575,317	105,721.69
iii)	Samples /Gratis	571	-	11,519	-
iv)	Sale of Tea waste	20,000	670.00	35,000	830.00
v)	Coffee	113,496	11,260.56	236,101	22,163.66
vi)	Pepper	25,355	5,028.99	5,767	3,688.77
	Total	1,482,575	210,375.30	1,735,537	237,656.22
40 Earning and Expenditure in foreign Currency.					
a. There were no earnings in foreign exchange during this year					
b. Expenditure in foreign currency during the financial year is – Nil.					
41 Investment in Govt. Securities consists of 6 year NSC VIII issue, which is pledged with Sales Tax Authorities.					
42 No adjustments in accounts have been made in respect of 83.94 hectares of land in Company's possession for which petition for assignment thereof in favour of the Company is still pending before the Govt. of Kerala. Notice to vacate part of the area has been received from the Revenue Department against which action has been taken up with appropriate Authority.					
43 Short term loans and advances include Rs.60,68,730/- being the balance of the amount advanced to a plantation concern based on an agreement for supply of Green leaves for a period of five years, with a view to increase the bought leaf operation volume. The advance given is in the nature of trade advance to carry out pruning and development of the estate, so as to increase the yield. However, regular supply of green leaves was disrupted due to internal disputes in the management of the concern and the subsequent stay order issued by the trial Court. Currently the decision of court was not in favour of the Company. Therefore, provision has been made for the entire amount of advance.					
44 Disclosure required under of Ind As					
(a) Ind As 33 - Earnings Per Share					
For the purpose of calculation of Basic and Diluted Earnings per Share, the following amounts are considered:					
	Particulars	Rs.000's			
		2022-23	2021-22		
a)	Net Profit/ (Loss)	(38,478.36)	(50,608.94)		
b)	Weighted average no: of Equity Shares	1,575.0	1,575.0		
c)	Earnings Per Share	(24.43)	(32.13)		
(b) Disclosure required under Ind As 19 "Employees Benefits"					
a) Defined Contribution Plans:					
During the year, the following amounts have been recognized in the Profit and Loss Account on account of defined contribution plans:					
	Particulars	Rs.000's			
		2022-23	2021-22		
	Employers contribution to Provident Fund	7,861.13	8,512.46		
b) Defined Benefit Plans: Gratuity Funded Obligation					
		Rs.000's			



Particulars	Gratuity (Funded)	
	2022-23	2021-22
Discounted rate (p.a)	7.40%	6.90%
Rate of increase in compensation Levels (p.a)	4.50%	4.50%
Rate return of plan assets (p.a)	0.00%	0.00%
Reconciliation of Opening and Closing balances of present value of defined benefit obligations	2022-23	2021-22
Obligations at the beginning of the year	36,323.49	44,741.64
Current Service Cost	2,507.43	2,555.22
Past Service Cost	-	-
Interest Cost	1,970.40	2,180.61
Actuarial (Gain)/loss	4,047.14	-12,033.89
Benefits Paid	(2,566.3)	(1,120.09)
Obligations at the end of the year	42,282.12	36,323.49
	Rs.000's	
Reconciliation of Opening and Closing balances of fair value of plan assets.	2022-23	2021-22
Plan assets at the beginning of the year, at fair value	189.79	157.22
Expected return on plan assets	(453.82)	(695.96)
Actuarial gain/(loss)	455.55	699.89
Contributions	2,516.34	1,148.73
Benefits Paid	(2,566.34)	(1,120.09)
Plan assets at the end of the year, at fair value	141.52	189.79
	Rs.000's	
Reconciliation of the present value of defined benefit obligation & Fair value of Plan assets	2022-23	2021-22
Obligations at the end of the year	42,282.12	36,323.49
Plan assets at the end of the year, at fair value	(141.52)	(189.79)
Liability recognized in Balance sheet as on 31.03.21	42,140.61	36,133.70
	Rs.	
Gratuity Cost for the year	2022-23	2021-22
Current Service Cost	2,507.43	2,555.22
Past Service Cost	-	-
Interest Cost	1,970.40	2,180.61
Expected return on plan assets	-	-
Net Actuarial (Gain)/loss	-	-
Net Gratuity cost as per actuarial valuation	4,477.83	4,735.83
Gratuity cost on retired employees not covered in actuarial valuation	1,095.47	2,611.14
Net Gratuity Cost	4,931.65	5,431.79
The above disclosures are based on the information furnished by the independent Actuary .		
(c) Disclosure of transactions with related parties (as identified by Management) as required by Indas -24 on related party disclosures as prescribed by Companies (Accounting standards) Rules, 2006 are set out in the table below.		
a. Related Parties		
(A) Companies and Firms in which Directors/or their relatives exercise control or significant influence:		
Name of the Related Parties having transactions with us:		
a)	Herbicides (India) Limited.	
b)	R And R Tech Mach Ltd.	
c)	Rikhabchand Sohanlall Ltd.	
d)	Lookad (India) Pvt Ltd	
e)	Periyar Plantations Pvt Ltd	
(B). Key Managerial Personnel		
1	Ashok Kumar Dugar	Managing Director
2	Yash Dugar	Chief Financial Officer
3	Neha Chaurasia	Company Secretary (From 01.04.2019)
(C) Relatives of the director/ Key Managerial Personnel		
1	Shreshth Dugar	Chief Marketing Officer
2	Sarita Dugar	Women Director
3	Vinod Kumar Dugar	Chairman
b. Transactions carried out with related parties referred to above in the ordinary course of business:		
a) Transactions with related parties referred to in (A) above.		
	Rs.000's	
	2022-23	2021-22
(i) Herbicides India Limited		
Opening balance	895.11	(100.00)
Purchase of Chemicals & Pesticides for the year	-	1,293.16
Loan for the year	3,724.21	3,519.00
Payment for the Year	2,014.22	3,817.05
Balance	2,605.11	895.11
(ii) Inter corporate Loan from R And R Tech Mach Ltd		
Opening balance	35.30	53.10
Godown Rent for Uttar Pradesh	119.48	159.30
Loan for the year	-	100.00
Payment for the Year	114.95	277.10
Balance	39.83	35.30



(iii)	Inter corporate Loan from Rikhabchand Sohanlall			
	Opening balance	1,421.32	1,278.53	
	Loan Received During the year	-	-	
	Repaid During the Year	17.71	15.87	
	Interest charges to Rikhabchand Sohanlall	177.09	158.65	
	Closing Balance	1,580.69	1,421.32	
(iv)	Advertisement Charges to Lookad (India) Pvt. Ltd.			
	Opening balance	185.22	130.29	
	Transaction for the Year	84.78	188.81	
	Payment For the year	51.62	133.88	
	Closing Balance	218.38	185.22	
(v)	Loan From Sarita Dugar			
	Opening balance	16,612.76	15,322.74	
	Loan Received During the year	-	-	
	Sitting Fee	12.00	16.00	
	Repaid During the Year	672.52	695.59	
	Interest charges to Sarita Dugar	2,143.65	1,969.61	
	Closing Balance	18,095.89	16,612.76	
(vi)	Loan From Ashok Kumar Dugar			
	Opening balance	62.63	29.42	
	Expenses Reimbursed During the year	298.36	364.60	
	Repaid During the Year	360.99	331.39	
	Closing Balance	-0.00	62.63	
(vii)	Periyar Plantations Pvt Ltd Loan			
	Opening balance	19,620.11	17,399.57	
	Loan Received During the year	7,596.83	874.76	
	Interest charges to Periyar Plantations	2,502.65	2,176.76	
	Repaid During the Year	7,382.22	830.97	
	Balance	22,337.37	19,620.11	
(viii)	Periyar Plantations Pvt Ltd- Trading			
	Opening balance	4,344.46	-	
	Trading -Sold	31,589.73	30,352.83	
	Trading -Purchased	1,140.90	-	
	Service charges	430.02	-	
	Fund Rcvd	36,412.84	26,008.37	
	Balance	(2,049.56)	4,344.46	
	b) Transaction with related parties referred to in (B) & (C) above.	Rs.000's		
		2022-23	2021-22	
	Remuneration to Managing Director	1,461.41	1,435.48	
	Remuneration to Chief Financial Officer	1,019.51	954.84	
	Remuneration to Chief Marketing Officer	1,370.02	1,253.23	
	Remuneration to Company Secretary	480.00	429.41	
	Directors Sitting Fees	32.00	48.00	
(d)	Lease Hold Land-Ind AS 116 Lease - The Company has taken on Lease 35.66 Cents of Land from trustee of the port of Cochin for a period from 03.08.1991 to 31.3.2002 The company had made a representation for the extension of the renewal period. The Cochin Port Authority has agreed for extension of period for a period of 30 years subject to the remittance of Rs.10,41,637 with penal interest 15 % as on time as non refundable premium . The Company has remitted Rs.3,84,517			
(e)	No provision for Taxation ,including MAT for the year is considered necessary in view of carried forward losses/depreciation. The computation of Deferred Tax in accordance with Ind AS -12 results in deferred tax asset . Since there is no virtual certainty that there will be sufficient future profits to absorb carried forward loss/depreciation based on the future projections,Deferred Tax asset has not been taken in to books of accounts.			
(f)	The details of Contingent liabilities are as under. Disclosed in terms of IndAS 37 on Provisions, Contingent Liabilities & Contingent Assets notified by Companies (Accounting Standard) Rules, 2006.			
	Particulars	As at 31.03.2023	As at 31.03.2022	
		Rs.	Rs.	
A		Rs. 000's		
	1. Demand notice for Water Cess issued by Assistant Executive engineer of Kerala Water Authority in dispute and stayed by Executive Engineer. (Amount as per the Notice of Kerala Water Authority)	-	4,201.70	



	2. Case Pending before Hon'ble Munsiffs court ,Peerumedu for payment of value of improvements on the land of the company by a third party.	411.86	411.86
	3. TDS default on short deduction and short payments	395.10	395.10
	4. Sales Tax Ay 2015-16 Appeal before Dy Commissioner Appeals ,Kottayam	520.11	520.11
	B Bank Guarantee	Rs.	
	1. The Bankers have Issued a Guarantee to Kerala State Electricity Board Ltd for Security Deposit	178.84	178.84
	C Contigent Assets	NIL	NIL
	45 Other Current Liabiliteis		
	This includes the following major over due liabilities		
	a Plantations Tax Rs.36,33,525		
	b Gst Rs .12,66,831		
	c Employee Provident Fund Contributions Rs.3,77,36,248		
	d Disputed Employee Provident fund Rs.29,41,577		
	e Super Annuation contribution trust Fund Rs.31,52,650		
	F Gratuity to Retired Employees Rs.1,80,08,030		
	g Gratuity Liability (Exempt Retired Amount) Rs.2,41,32,575		
	h Kerala State Electricity Board -Rs.1,32,44,724.90		
	i Kerala Water Authority -Rs.26,73,239		
	j Land Tax -Rs.8,55,102		
	The Company has filed petition for wavier of interest/penalty in respect of plantations tax, Employee provident fund contribution, disputed employee provident fund and is pending for disposal. Therefore no provision for the same has been made. The aforesaid liabilities are pending for payments due to fund shortage and company has taken all efforts to clear the liabilities at the earliest.		
	46 Financial Risk Management		
	The company's operations expose it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the company, it has risk management policies detailed below:		
	Agricultural Risk		
	Cultivation of tea being an agricultural activity, there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions, logistic problems, and fluctuation of selling price of finished goods (tea) due to increase in supply/availability.		
	The Company manages the above financial risks in the following manner :		
	<ul style="list-style-type: none"> • Sufficient inventory levels of agro chemicals, fertilisers and other inputs are maintained so that timely corrective action can be taken in case of adverse weather conditions. • Slightly higher level of consumable stores viz. packing materials, coal and HSD are maintained in order to mitigate financial risk arising from logistic problems. • Sufficient working-capital-facility is obtained from banks in such a way that cultivation, manufacture and sale of tea is not adversely affected even in times of adverse conditions. 		
	Liquidity risk		
	Liquidity risk refers to the risk that the Company fails to honour its financial obligations in accordance with terms of contract. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.		
	Management monitors rolling forecasts of the company's liquidity position (including the undrawn credit facilities extended by banks and financial institutions) and cash and cash equivalents on the basis of expected cash flows. In addition, the Company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.		
	Credit risk		
	Credit risk refers to the risk of financial loss arising from default / failure by the counterparty to meet financial obligations as per the terms of contract. The Company is exposed to credit risk for receivables, cash and cash equivalents, financial guarantees and derivative financial instruments. None of the financial instruments of the Company result in material concentration of credit risks.		
	Credit risk on receivables is minimum since sales through different mode (eg. auction, consignment, private - both domestic and export) are made after judging credit worthiness of the customers, advance payment or against letter of credit by banks. The history of defaults has been minimal and outstanding receivables are regularly monitored. For credit risk on the advances to parties , the Company is not expecting any material risk on account of non-performance by any of the parties.		
	47 Previous year figures have been re-grouped and recast wherever necessary to be in conformity with the current year's classification and rounded off to the nearest rupees. Significant accounting policies and Notes 1 to 47 which form integral part of accounts.		

As per our Report of even date annexed
For Menon & Menon
Chartered Accountants
(FRN NO:002060S)

(Sd/-)

M.PITTYRAH
Partner
Membership No. 018483

For and on behalf of Board of Directors

(Sd/-)

Ashok Dugar
Managing Director
DIN (00559035)

(Sd/-)

P.I. Chacko
Director
DIN (00631315)

(Sd/-)

Yash Dugar
Chief Financial Officer

(Sd/-)

Neha Chaurasia
Company Secretary

Place: Kochi
Date: 10/05 /2023



HAILEYBURIA TEA ESTATE LIMITED
CASH FLOW STATEMENT

	For the year ended 31/03/2023	For the year ended 31/03/2022
A. CASH FLOW FROM OPERATING ACTIVITIES	<i>(Amount in Rupees 000's)</i>	
Net Profit Before Taxation and Extraordinary items	(49,797.57)	(50,608.94)
Adjustments for		
Depreciation	2,706.41	3,431.78
Interest paid	20,673.42	18,349.89
Miscellaneous income	(776.50)	(2,196.14)
Dividend & Other Income	(167.61)	(57.00)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(27,361.85)	(31,080.41)
Adjustments for		
Decrease in Trade Receivables	4,269.08	939.21
Increase/ Decrease in Other receivables	(603.22)	2,413.75
Decrease in Inventories	20,495.19	1,432.15
Increase in Trade Payable	6,044.85	3,892.32
Increase in other Payable	9,838.86	26,665.64
CASH GENERATED FROM OPERATIONS	12,682.91	4,262.66
LESS INCOME TAX PAID	191.47	914.67
CASH FLOW BEFORE EXCEPTIONAL ITEMS	12,491.44	3,347.99
PROCEEDS FROM EXCEPTIONAL ITEM	11,337.97	-
NET CASH FROM OPERATING ACTIVITIES	23,829.41	3,347.99
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(246.85)	(4,613.88)
Sale of Fixed Assets / Adjustment	-	5,217.86
Miscellaneous income	776.50	2,196.14
Rental Income	167.61	57.00
NET CASH USED IN INVESTING ACTIVITIES	697.26	2,857.12
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from borrowings	(3,760.22)	11,446.01
Interest paid	(20,673.42)	(18,349.89)
NET CASH USED/GENERATED FROM FINANCING ACTIVITIES.	(24,433.64)	(6,903.88)
NET (DECREASE)/INCREASE IN CASH & CASHEQUIVALENTS	93.03	(698.75)
Cash & Cash equivalents at beginning of year.	114.81	813.56
Cash & Cash equivalents at close of year.	207.84	114.81

NOTES:-

- The cash flow statement has been prepared following the indirect method except in case of Interest received/paid, Dividend paid/received, purchase and sale of investments and taxes paid which have been considered on the basis of actual movements of cash, with necessary adjustments in Receivables and Payables.
- Previous year's figures have been regrouped/reclassified wherever deemed necessary

As per our Report of even date annexed

For and on behalf of Board of Directors

For Menon & Menon
Chartered Accountants
(FRN NO:002060S)

(Sd/-)

M.PITTYRAH

Partner

Membership No. 018483

(Sd/-)

Ashok Dugar
Managing Director
DIN (00559035)

(Sd/-)

Yash Dugar
Chief Financial Officer

(Sd/-)

P.I. Chacko
Director
DIN (00631315)

(Sd/-)

Neha Chaurasia
Company Secretary

Place: Kochi

Date: 10/05 /2023





100
YEARS

Since 1923