



## 32nd ANNUAL GENERAL MEETING



## INDONG TEA COMPANY LIMITED

(Formerly Known as Indong Tea Company Private Limited)

**Annual Report 2021-22**

## TABLE OF CONTENTS

<b>Corporate Information</b>	<b>1</b>
<b>Notice</b>	<b>2</b>
<b>Director's Report</b>	<b>17</b>
<b>Independent Auditor's Report</b>	<b>38</b>
<b>Balance Sheet</b>	<b>47</b>
<b>Statement of Profit &amp; Loss</b>	<b>48</b>
<b>Cash Flow Statement</b>	<b>49</b>
<b>Notes forming part of the Financial Statements</b>	<b>51</b>

The Annual Report can be accessed at the Company's website [www.indongteaco.com](http://www.indongteaco.com)

## **INDONG TEA COMPANY LIMITED**

(Formerly Known as Indong Tea Company Private Limited)

**CIN NO. U01122WB1990PLC050506**

### **CORPORATE INFORMATION**

Board of Directors	: 1. Sri Hariram Garg, Managing Director cum Chairman 2. Sri Madanlal Garg, Executive Director 3. Sri Rajesh Garg, Non-Executive Non-Independent Director 4. Smt. Rama Garg, Non-Executive Woman Director 5. Sri Sushil Kr. Nevatia, Non-Executive Independent Director 6. Shri Akhil Kumar Mangalik, Non-Executive Independent Director
Company Secretary	: Sri Chandan Gupta (W.e.f. 01.02.2022)
Chief Financial Officer	: Sri Manoj Kumar Ganguly (W.e.f. 01.02.2022)
Auditors	: Agarwal Kejriwal & Co. Chartered Accountants 1, Ganesh Chandra Avenue, 4 <sup>th</sup> Floor, Kolkata- 700 013
Bankers'	: Kotak Mahindra Bank Limited
Registered Office	: "Sikkim Commerce House" 5 <sup>th</sup> Floor, 4/1, Middleton Street Kolkata- 700 071
ISIN	: INE0KN201016
Website	: <b>www.indongteaco.com</b>
E-Mail	: <b>cs@indongteaco.com</b> <b>indongtea@asiangroup.in</b>
Registrar & Transfer Agent	: Cameo Corporate Services Limited. Subramanian Building, No. 1, Club House Road, Chennai – 600 002

## NOTICE

**NOTICE** is hereby given that the Thirty-Second Annual General Meeting of the members of Indong Tea Company Limited ("Company") will be held on Thursday, September, 29, 2022 at 12:30 P.M. IST at the Registered Office of the company situated at Sikkim Commerce House. 4/1, Middleton Street. Kolkata - 700 071, India to transact the following businesses:

### **ORDINARY BUSINESS**

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2022, THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE AND THE REPORT OF THE DIRECTORS AND AUDITORS' THEREON.**

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company comprising of the Balance sheet as at March 31, 2022, the statement of profit and loss, cash flow statement for the financial year ended on that date, together with the notes on accounts thereto, report of the Board of Directors ("Board") and Auditors' Report thereon, as circulated to the members and laid before the meeting, be and are hereby considered and adopted.

2. **TO APPOINT A DIRECTOR IN PLACE OF SRI MADANLAL GARG (DIN NO: 00670278) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.**

**"RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Sri Madanlal Garg (DIN 00670278) who is liable to retire by rotation and being eligible has offered himself for appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. **TO APPOINTMENT OF M/S AGARWAL KEJRIWAL & CO AS A STATUTORY AUDITORS & FIXING THEIR REMUNERATION.**

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the recommendation of the Audit Committee and as approved by the Board of Directors of the Company, M/s. Agarwal Kejriwal & Co, Chartered Accountants (Firm Registration No. 316112E), be and are hereby appointed as statutory auditors of the Company, to hold office from the conclusion of Thirty Second Annual General Meeting until the conclusion of the Thirty Six Annual General Meeting to be held in the year 2026, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

**SPECIAL BUSINESS****4. TO REGULARISATION OF ADDITIONAL DIRECTOR, SMT. RAMA GARG (DIN NO: 00471845) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and Rules framed there under, including any enactment, re-enactment or modifications thereof, Smt. Rama Garg (DIN: 00471845), who was appointed as Additional Director of the Company and whose term of office as an additional director expires at the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as the Director of the Company."

**"RESOLVED FURTHER THAT** any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution."

**5. TO INCREASE IN REMUNERATION OF SRI HARIRAM GARG, MANAGING DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provision(s) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), subject to such sanctions as may be necessary and on the recommendation of the Nomination and Remuneration Committee and on the recommendation of the Board, approval of the members be and is hereby accorded to revise the terms of remuneration payable to Sri Hariram Garg, (DIN - 00216053) [who was originally appointed for a period of 5 (Five) years with effect from 1st February, 2022] with effect from 1st October, 2022 for the period of Three years ending on 30th September, 2025 upon the terms and conditions and payment of remuneration and other perquisites/benefits up to Rs. 2,00,000/- (Rupees Two Lakh) Per Month with a yearly Payment of Rs. 24,00,000/- (Rupees Twenty Lakh) Per annum (Subject to deduction of all type of applicable taxes for the time being force) for the remaining period subject to variation/ revision as may be considered by the Board from time to time.

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed thereunder by the Government of India from time to time.

**RESOLVED FURTHER THAT** in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the Managing Director the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment in this regard will be recovered by the Company.



**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company, as approved by the resolution passed at the meeting of the Board of Directors of the Company held on 1st February, 2022 shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof be and are hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any change(s) or modification(s) in the aforesaid resolution from time to time.

By Order of the Board  
For and behalf of Indong Tea Company Limited

Sd/-  
Chandan Gupta  
(Company Secretary cum Compliance Officer)

Place: Kolkata  
Date: 3<sup>rd</sup> September, 2022

**NOTES:**

1. **IN TERMS OF SECTION 105 OF THE COMPANIES ACT, 2013, A MEMBER OF A COMPANY ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy, in order to be effective, must be deposited at the Registered office of the company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

2. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. A statement setting out material facts pursuant to section 102 of the Companies Act, 2013 (the Act) with respect to the items covered under special business of the notice is annexed hereto.
4. The relevant details of Director seeking re-appointment and Brief Profile of Appointment of Auditor are annexed in Annexure 1.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 23, 2022 to Thursday, September 29, 2022 (both days inclusive).
6. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
8. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Corporate office of the Company during the business hours on all working days up to the date of Annual general Meeting
9. Ballot Form in Form No MGT 12, Proxy Form in Form No MGT 11 & Attendance Slip are annexed to the Notice.
10. A route map giving directions to reach the venue of the AGM is given at the end of the Notice.
11. **PROCESS AND MANNER FOR MEMBERS FOR VOTING BY BALLOT**
  - i. Ballot Form in Form No MGT 12 are distributed to the members/Shareholders on the day of Annual General Meeting. Members desiring to cast their vote by Ballot Form (no other form or photocopy thereof is permitted) should complete and sign the Ballot Form and the same should be submitted to the Company Secretary of the Company. Ballot Form received after the conclusion of AGM will be treated as invalid.
  - ii. The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. There will

be one Ballot Form for every Folio / Client ID irrespective of the number of joint holders. A Power of Attorney ("POA") holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.

- iii. For shares held by corporate and institutional shareholders (companies, mutual funds, trusts, societies, etc.), the duly completed Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/Authorization together with attested specimen signature(s) of the duly authorized signatory(ies).
- iv. Votes should be cast in case of each resolution, either in favour or against, by putting the tick (✓) mark in the column provided in the Ballot Form for assent / dissent.
- v. A Shareholder need not use all the votes or cast all the votes in the same way.
- vi. The voting rights of the Members shall be in proportion to their shares of the paid-up equity capital of the Company as on Tuesday, September 20, 2022 ("Cut-off Date") as per the Register of Members and as informed to the Company by the depositories in case of Beneficial Owners.
- vii. A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to [cs@indongteaco.com](mailto:cs@indongteaco.com) .in mentioning their Folio / DP ID and Client ID No.
- viii. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the concerned person to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- ix. The results declared shall be placed on the Company's website viz. [www.indongteaco.com](http://www.indongteaco.com) and immediately after the results are declared by the Chairman or any other Director authorized in this behalf.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM No 4**

The Board of Directors of the Company at their meeting dated July 27, 2022 has appointed as Additional Director of the Company and Smt. Rama Garg holds office of the Director till the conclusion of next Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company are required for regularization of Smt. Rama Garg as Director of the Company

Accordingly, The Board of Directors at their meeting held on 3<sup>rd</sup> September, 2022, on receipt of her consent, a notice in writing from a member proposing his candidature as a Non-Executive Director of the Company.



**Details of Director seeking Appointment at the General Meeting as per requirements of Secretarial Standard 2 (SS-2)**

Particulars	Information
Name	Smt. Rama Garg
Age	55 Years
Qualification	Science Intermediate
Experience	More than 14 Years
Terms and conditions of appointment	As set out in the resolution
Remuneration sought to be paid	As set out in the resolution
Remuneration last drawn	Nil
Date of first appointment on the board	27.07.2022
Shareholding in the company	54,550 shares representing 0.55% of the total shareholding
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Related to all the Executive and Non-executive non-independent directors
Number of Meetings of the Board attended during the year	8
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<b><u>Directorship in Other Company</u></b> 1. Asian Tea & Exports Limited 2. Caravan Vinimay Private Limited 3. Ultrashine Marketing Private Limited 4. Inspire Tie Up Private Limited  <b><u>Member in the Following Committee of this Company</u></b> 1. Internal Complaint Committee

**Note:** - Following Companies have not been considered in Other Directorships, Membership/ Chairmanship of Committees of other Boards and presently Smt. Rama Garg has not been associated with the companies: -

- 1) Zillion Dealcom Private Limited has been merged with Greenol Laboratories Private Limited and
- 2) Possible Dealers Private Limited, Attractive Dealtrade Private Limited & Aware Vinimay Private Limited has been converted into LLP and their new name are Possible Dealers LLP, Attractive Dealtrade LLP & Aware Vinimay LLP respectively.

**Memorandum of Interest**

None of the Directors, Key Managerial Personnel and their relatives except Sri Hariram Garg (Managing Director and Shareholder) Sri Rajesh Garg (Director and Shareholder), Sri Madanlal Garg (Director and Shareholder), are concerned or interested financially or otherwise in the above resolution.

The Board of Directors recommended the passing of the Ordinary Resolution as set out in Item No. 4 of the Notice.

**ITEN No 5**

The Board of Directors at their meeting held on 1<sup>st</sup> February 2022 has approved the Change in designation from Executive Promoter Director cum Chairman to Managing Director cum Chairman, recommended the members of the Company and the same was approved on the Extraordinary General Meeting dated 04<sup>th</sup> February 2022 appointment with no remuneration and later on the Board of Directors at their meeting held on 28<sup>th</sup> May 2022 has recommended the revision of remuneration from no remuneration to Rs 1,50,000/- (Rupees One Lakh Fifty Thousand only) and its approved by the members on Extra- Ordinary General Meeting held on 29<sup>th</sup> June 2022. On the Board of Directors meeting held on 3<sup>rd</sup> September, 2022 has recommended the revision of remuneration of Sri Hariram Garg as Managing Director of the Company w.e.f.

1st October, 2022 Rs. 2,00,000/- (Rupees Two Lakh Only) Per Month with a yearly Payment of Rs. 24,00,000/- (Rupees Twenty-Four Lakh) Per annum subject to the approval of the members at the General Meeting.

1. **Tenure:** 1<sup>st</sup> February, 2022 to 31<sup>st</sup> January, 2027
2. **Nature of Duties:** Sri Hariram Garg shall devote his attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interest of the Company.
3. **Remuneration (with effect from 1st October, 2022)** Rs. 2,00,000/- Per Month (Rupees Two Lakh Only) with a yearly Payment of Rs. 24,00,000/- Per annum (Rupees Twenty-Four Lakh) Subject to deduction of all type of applicable taxes for the time being force.
4. **Other terms of appointment:**
  - i. Sri Hariram Garg will be entitled to reimbursement of all travelling, hotel and other expenses actually incurred for the purpose of business of the Company.
  - ii. He shall not be paid any sitting fees for attending Board/Committee meetings.
  - iii. He shall not be liable to retire by rotation.
  - iv. The Tenure will be subject to termination by 3 months' prior notice in writing on either side.

The disclosures as required under Section II, Part II of the Schedule V of the Companies Act, 2013 for item No. 5 of the notice are stated herein below:

5. **General Information:**

1	Nature of Industry	:	The Company is engaged in the business of Manufacturing of Tea			
2	Date or expected date of commencement of commercial production	:	The Company was incorporated on 28.12.1990			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	:	Not Applicable			
4	Financial performance based on given indicators	:	(Rs. in Lakh)			
			<b>Particulars</b>	<b>2019-20</b>	<b>2020-21</b>	<b>2021-22</b>
			Total Revenue	1672.64	2313.00	1992.97
			Depreciation	91.48	90.44	103.22
			Total Expenses (Incl Dep.)	1676.87	2150.34	1880.24
			Profit before Tax	(4.23)	162.66	112.74
			Tax Expenses	-1.64	-	20.25
			Profit after Tax	2.59	162.66	132.99
5	Foreign investments or collaborations, if any	:	Nil			

6. **Information about the Appointee:**

1	Background details	:	<ul style="list-style-type: none"> <li>• <b>Sri Hariram Garg (DIN: 00216053), a planter in the real sense of the word, the founder of the group, was born and brought up in the very heart of the tea belt in Northern Bengal.</b> The vast expanse of the lush tea gardens fascinated him since his early childhood. He gained great insight into the nature of tea- its cultivation and manufacture.</li> <li>• Not content with blindly following age-old practices, Hariram Garg sought new techniques and modern methods of cultivation while retaining the effective ones to improve quality and increase productivity. He set up new tea plantation on virgin land and replanted the older sections.</li> <li>• Inspired by his passion and foresight, the company progressed, not only manufacturing quality teas but also procuring, blending and packaging some of the finest tea blends. He created a company culture that is an amalgam of the old and the new, combining traditional values with modern technology - always quick to take advantage of technological advancements, emphasizing the need for product excellence coupled with eco-friendliness and hygiene</li> </ul>
2	Past remuneration	:	Rs. 1.50 Lakh Per Month
3	Recognition of awards	:	<ul style="list-style-type: none"> <li>• In one of the events of Rotary International Districts Conference 2015, Dr. Subramanian Swamy, Honorable Minister of Parliament &amp; Member of Rajya Sabha facilitated him with the honour as “<b>TEA MAN</b>” of the year.</li> <li>• He is also recipient of the award of ICON of North Bengal in the year 2021 for his excellence work in Tea Industry</li> </ul>
4	Job profile and his suitability	:	Managing Director
5	Remuneration Proposed	:	As set out in the Explanatory Statement under section 102 of Companies Act 2013.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	:	The proposed remuneration is commensurate with the size and nature of business of the Company and the functions and responsibility of the appointee. The remuneration is comparable with the remuneration drawn by the peers and is necessitated due to complexities of business.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	:	Apart from receiving remuneration as stated above, he does not receive any emoluments from the Company. No other managerial personnel have any relationship with Sri Hariram Garg.

7. **Other Information:**

1.	Reasons of loss or inadequate profits	:	Due to Current Pandemic of Covid 19, total sale has been decreased
----	---------------------------------------	---	--

2.	Steps taken or proposed to be taken for improvement	:	Necessary steps will be taken to improve the productivity and profit of the company. Further Company is planning to increase the Production Capacity of the Factory.
3.	Expected increase in productivity and profits in measurable terms	:	Due to current pandemic of Covid -19, management is anticipating medium to long term impact on the business.

8. **Disclosure:**

1	Remuneration package of the managerial personnel	As set out in the Explanatory Statement
2	Disclosures to be mentioned in the Board of Director's Report	The details of appointment are mentioned in the Directors' Report.

The Board recommends the resolution for your approval.

**Details of Director seeking Appointment at the General Meeting as per requirements of Secretarial Standard 2 (SS-2)**

Particulars	Information
Name	Sri Hariram Garg
Age	77 Years
Qualification	Diploma in Mechanical Engineering
Experience	More than 50 Years
Terms and conditions of appointment	As set out in the resolution
Remuneration sought to be paid	As set out in the resolution
Remuneration last drawn	Rs. 1.50 Lakh Per Month
Date of first appointment on the board	14.08.2014
Shareholding in the company	12,99,473 shares representing 13% of the total shareholding
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Related to all the Executive and Non-executive non-independent directors
Number of Meetings of the Board attended during the year	8
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<b>Directorship in Other Committee</b> <ol style="list-style-type: none"> <li>1. Asian Tea &amp; Exports Ltd</li> <li>2. Kesavatsapur Tea Company Private Limited</li> <li>3. Greenex Chemicals Private Limited</li> <li>4. Greenol Laboratories Private Limited</li> <li>5. Roseberry Tradelink Private Limited</li> <li>6. Hurdeodass Company Private Limited</li> <li>7. Ganadhip Tradecom Private Limited</li> <li>8. Asian Capital Market Limited</li> <li>9. Abhilasha Plaza Private Limited</li> <li>10. Confinex Developer Private Limited</li> <li>11. Vikat Promoters LLP</li> <li>12. HRG Merchants LLP</li> <li>13. HRPK Impex LLP</li> <li>14. HGRS Exmip LLP</li> </ol> <b>Member in the Following Committee of this Company</b> <ol style="list-style-type: none"> <li>1. Audit Committee</li> <li>2. Stakeholder Relationship Committee</li> <li>3. Internal Complaint Committee</li> </ol>

	<b><u>Chairman/Member in the Following Committee of Asian Tea &amp; Exports Limited</u></b> 1. Stakeholder Relationship Committee, Member 2. Share Transfer & Grievance Committee, Chairperson
--	--

### Memorandum of Interest

None of the Directors, key managerial personnel and their relatives except Sri Madanlal Garg (Director and Shareholder), Sri Rajesh Garg (Director and Shareholder) and Smt. Rama Garg (Director and Shareholder) are concerned or interested financially or otherwise in the above resolution.

The Board of Directors recommended the passing of the Special Resolution as set out in Item No. 5 of the Notice.

### ANNEXURE 1

The relevant details of Director seeking re-appointment and Brief Profile of Appointment of Auditor are given below: -

### FOR ITEM NO- 2

The Board of Directors at their meeting held on 3<sup>rd</sup> September, 2022, on receipt of his consent from his, who is liable to retire by rotation and being eligible has offered himself for appointment, a member proposing his candidature as an Executive Director of the Company

Sri Madanlal Garg is the younger brother of Sri Hariram Garg. Like Hariram Garg, He is also actively participated in Tea Garden of the Company. Apart of this tea Garden, he is also managing the state of affairs of other Tea Gardens like Debijhora Tea Estate & Azamabad Tea Estate. He has shared his views and implement new technique in the Tea Garden which resulted that we have produced finest CTC Tea leaves over the India. He brings some new technology in the state of affairs. Apart from the above, he is also holding position of directorship in the Group Company.

### Details of Director seeking Redesignation at the General Meeting as per requirements of Secretarial Standard 2 (SS-2)

Particulars	Information
Name	Sri Madanlal Garg
Age	73 Years
Qualification	B com
Experience	50 Years
Terms and conditions of appointment	As set out in the resolution
Remuneration sought to be paid	As set out in the resolution
Remuneration last drawn	Nil
Date of first appointment on the board	15.01.2015
Shareholding in the company	4,66,488 shares representing 4.67% of the total shareholding
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Related to all the Executive and Non-executive non-independent directors
Number of Meetings of the Board attended during the year	8
Others Directorship Membership / Chairmanship of Committees of the Board	<b><u>Directorship in Other Company/LLP</u></b> 1. Debijhora Tea Co Ltd 2. Azamabad Tea Co Pvt Ltd 3. Kanchan Dairies Limited 4. Sriram Tokhram Tea Vanijya Private Limited

**Memorandum of Interest**

None of the Directors, Key Managerial Personnel and their relatives except Sri Hariram Garg (Managing Director and Shareholder), Sri Rajesh Garg (Director and Shareholder), Smt. Rama Garg (Director and Shareholder), are concerned or interested financially or otherwise in the above resolution.

The Board of Directors recommended the passing of the Ordinary Resolution as set out in Item No. 2 of the Notice.

**FOR ITEM NO- 3**

M/s. Agarwal Kejriwal & Co. Chartered Accountants, Kolkata letter dated August 25, 2022 has given the consent to appoint as Statutory Auditor Company along with a confirmation that, their appointment, if made, would be with under the Companies Act, 2013 in the upcoming Annual General Meeting.

The Board of Directors at its meeting held on 3<sup>rd</sup> September 2022, as per the recommendation of the Audit Committee, and pursuant to the provisions of Sec139(1) of the Companies Act, 2013, have appointed M/s. Agarwal Kejriwal & Co., Partner Mr. Mahadev Lal Agarwal ,Chartered Accountants, Kolkata (Firm Registration Number: 316112E), to hold office as the Statutory Auditors of the Company till the conclusion of 36<sup>th</sup> AGM of the company subject to the approval by the members remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditor.

Further, pursuant to recommendation of Audit Committee, Board also approved appointment of M/s. Agarwal Kejriwal & Co., as Statutory Auditors of the Company to hold office for a period of four consecutive years, from the conclusion of the 32<sup>nd</sup> (Thirty-Two) Annual general Meeting to till the Conclusion of the 36<sup>th</sup> Annual General Meeting of the Company to be held on the year 2026. Accordingly, your board of directors also recommend passing of resolution for appointment of M/s. Agarwal Kejriwal & Co.; for a period of 4 consecutive years.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for appointment and payment of remuneration to the Statutory Auditor.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives concerned or interested, in the aforesaid Resolution.

By Order of the Board  
For and behalf of Indong Tea Company Limited

Sd/-  
Chandan Gupta  
(Company Secretary cum Compliance Officer)

Place: Kolkata  
Date: 3<sup>rd</sup> September, 2022



**Form No. MGT- 12****POLLING PAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

**INDONG TEA COMPANY LIMITED**

CIN No.: U01122WB1990PLC050506

Registered office: - Sikkim Commerce House. 4/1, Middleton Street. Kolkata - 700 071, India

Phone: 91-33 4006 3601 / 3602, E-mail: [cs@indongteaco.com](mailto:cs@indongteaco.com), Website: [www.indongteaco.com](http://www.indongteaco.com)

<b>BALLOT PAPER</b>		
<b>SL NO.</b>	<b>PARTICULARS</b>	<b>DETAILS</b>
1	Name of the First named Shareholders (in Block Letters)	
2	Postal Address	
3	Registered Folio No./ *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	Equity Shares
5	No. of Shares held	

I hereby exercise my vote in respect of Ordinary/ Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Items	Type of Resolution	No. of shares held by me	I assent to the resolution	I dissent to the resolution
<b>ORDINARY BUSINESS</b>					
1	To receive, consider and adopt the Audited Balance Sheet as at 31 <sup>st</sup> March, 2022 and the Statement of Profit & Loss for the year ended on that date together with the Director's Report and the Auditor's Report thereon.	Ordinary			
2	To appoint a director in place of Sri Madanlal Garg (DIN No: 00670278) who retires by rotation and being eligible offers herself for re-appointment.	Ordinary			
3	To Appointment of M/S Agarwal Kejriwal & Co as a Statutory Auditors & fixing their remuneration.	Ordinary			
<b>SPECIAL BUSINESS</b>					
4	To Regularisation of Additional Director, Smt. Rama Garg (DIN No: 00471845) as Non-Executive Director of the Company	Ordinary			
5	To Increase in remuneration of Sri Hariram Garg, Managing Director of the Company	Special			

Date:

Place:

Signature of the Shareholder

**Form No. MGT- 11**  
**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

**INDONG TEA COMPANY LIMITED**

CIN No.: U01122WB1990PLC050506

Registered office: - Sikkim Commerce House. 4/1, Middleton Street. Kolkata - 700 071, India  
Phone: 91-33 4006 3601 / 3602, E-mail: [cs@indongteaco.com](mailto:cs@indongteaco.com), Website: [www.indongteaco.com](http://www.indongteaco.com)

Name of the First named Shareholders (in Block Letters)	
Registered Address	
Email id:	
Registered Folio No./ *Client ID No. (*Applicable to investors holding shares in dematerialized form)	

I/We, being the Member(s) of Indong Tea Company Limited, holding..... Equity Shares of hereby appoint:

1. Name.....

Address: .....

Email id .....

Signature ..... or failing him/her

2. Name.....

Address: .....

Email id .....

Signature ..... or failing him/her

3. Name.....

Address: .....

Email id .....

Signature ..... or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 32<sup>nd</sup> Annual General Meeting of members of the Company, to be held on ..... at the..... registered office of the Company at ....., and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Items	Type of Resolution	No. of shares held by me	I assent to the resolution	I dissent to the resolution
<b>ORDINARY BUSINESS</b>					
1	To receive, consider and adopt the Audited Balance Sheet as at 31 <sup>st</sup> March, 2022 and the Statement of Profit & Loss for the year ended on that date together with the Director's Report and the Auditor's Report thereon.	Ordinary			
2	To appoint a director in place of Sri Madanlal Garg (DIN No: 00670278) who retires by rotation and being eligible offers herself for re-appointment.	Ordinary			
3	To Appointment of M/S Agarwal Kejriwal & Co as a Statutory Auditors & fixing their remuneration.	Ordinary			
<b>SPECIAL BUSINESS</b>					
4	To Regularisation of Additional Director, Smt. Rama Garg (DIN No: 00471845) as Non-Executive Director of the Company	Ordinary			
5	To Increase in remuneration of Sri Hariram Garg, Managing Director of the Company	Special			

Signed this .....day of .....2022

Affix  
Revenue  
Stamp

Signature of the Shareholder

Note :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Person can act as Proxy on behalf of members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the company, A member holding more than 10% of the share capital of the company may appoint a single person act as a proxy and such person cannot act as a proxy for other person or shareholder.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all 'Resolutions' your proxy will be entitled to vote in the manner as he/she thinks appropriate.

## INDONG TEA COMPANY LIMITED

CIN No.: U01122WB1990PLC050506

Registered office: - Sikkim Commerce House, 4/1, Middleton Street, Kolkata - 700 071, India  
Phone: 91-33 4006 3601 / 3602, E-mail: [cs@indongteaco.com](mailto:cs@indongteaco.com), Website: [www.indongteaco.com](http://www.indongteaco.com)

### 32<sup>nd</sup> ANNUAL GENERAL MEETING - SEPTEMBER 29, 2022 at 12:30 PM

#### ATTENDANCE SLIP

Name of the First named Shareholders (in Block Letters)	:	
Registered Address	:	
Email id:	:	
Registered Folio No./ *Client ID No. (*Applicable to investors holding shares in dematerialized form)	:	
No. of Shares held	:	

I being a member/proxy for the member of the Company, hereby record my presence at the 32<sup>nd</sup> Annual General Meeting of the Company at Sikkim Commerce House, 4/1 Middleton Street, Kolkata – 700 071 on Thursday, September 29, 2022 at 12:30 PM.

Name of the Member/Proxy#	Signature of the Member/Proxy#

#Stikeout whichever is not applicable.

1. Please hand over the attendance slip at the entrance of the meeting venue.
2. This attendance is valid only in case shares are held on the date of the meeting.

As per section 118(10) of the Companies Act, 2013 read with the Secretarial Standards for General Meeting issued by Institute of Company Secretaries of India “No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting”.

## THE BOARD OF DIRECTOR'S REPORT

To  
The Member's of

Your Director's are pleased to present the Thirty-Two Annual Report and the audited accounts for the year ended 31<sup>st</sup> March, 2022.

## 1. FINANCIAL RESULT (Rs. In Lakh)

Particulars	31.03.2022	31.03.2021
<b>INCOME</b>		
Revenue from Operation	1,948.66	2,306.74
Other Income	44.32	6.26
<b>Total Income</b>	<b>1,992.97</b>	<b>2,313.00</b>
<b>EXPENSES</b>		
Cost of Material Consumed	25.10	186.72
Changes in inventories of finished goods	15.88	(36.17)
Employee benefits expense	1,053.32	1,071.03
Finance Costs	161.01	210.43
Depreciation and Amortization Expense	103.22	90.44
Other Operative expenses	521.70	627.89
<b>Total Expenses</b>	<b>1,880.24</b>	<b>2,150.34</b>
<b>Profit Before tax</b>	<b>112.74</b>	<b>162.66</b>
Tax Expense	(20.25)	-
<b>Profit/(Loss) After Taxation</b>	<b>132.99</b>	<b>162.66</b>
<b>Profit Attributable to: -</b>		
Shareholders of the Company	<b>132.99</b>	<b>162.66</b>
Surplus brought forward from Previous Year	(651.20)	(813.86)
Adjustment made	(155.17)	-
<b>Balance as at the end of the year</b>	<b>(673.39)</b>	<b>(651.20)</b>
Securities Premium Received on Conversion of Loan into Equity Shares	537.36	-
Revaluation of Land and Plantation	2,107.50	2,107.50
<b>Balance available in Reserve in Surplus</b>	<b>1,971.48</b>	<b>1,456.30</b>

## 2. REVIEW OF OPERATIONS

During the year under review the company has recorded a Turnover of Rs. 1948.66 Lakh as compared to Rs. 2,306.74 Lakh in the Previous Year. The Company has recorded a net profit to the tune of Rs. 132.99 Lakh as compared to Rs. 162.66 Lakh in the previous year. The Director mentioned that continuous efforts are being made to improve the operation and the overall outlook in the coming years appears would be more promising and encouraging.

Details of Tea Crop (Green leaf) harvested, Tea Leaves Purchased from small growers and Tea made are as follows: -

Particulars	31.03.2022	31.03.2021
Tea Crop (Green leaf) harvested (In KG)	40,90,545	47,19,476
Tea Leaves Purchased from small growers (In KG)	1,04,297	5,83,960
Tea Produced (In KG)	9,82,589	12,10,232

## 3. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed to this report as **Annexure - I** and the weblink for it is <http://www.indongteaco.com/MGT-9/>

**4. DIVIDEND**

The Board has not declared any dividend as it has decided to capitalize the profits of the Company of this Financial Year 2021-22 for the growth of the Company.

**5. SHARE CAPITAL**

During the year under review, your company has increased paid up share capital of Rs. 2,55,35,720/- Comprising of 25,53,572/- no of Equity Shares @ Rs. 10/- per Shares on Right basis to the existing Shares holders on 21.12.2021.

On 29.01.2022, the Company has converted their unsecured loan of Rs. 7,70,99,781/- into 23,36,357/- no of equity shares at a price of Rs. 33/- per equity shares including a premium of Rs. 23/- per Shares. The Price of valuation of Shares is finalized by the Registered valuer in their Report dated 26.01.2022.

Thus, the Paid-up Equity Share Capital of the Company as on March 31, 2022 was Rs. 9,99,70,480/- Comprising of 99,97,048/- no of Equity Shares @ Rs. 10/- per Shares.

**6. DEPOSITS**

Your Company has not accepted any deposit during the year under review in terms of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014 and there were no unpaid deposits with the Company.

**7. TRANSFER TO GENERAL RESERVE**

The Company proposes not to transfer any funds to the General Reserve for the F.Y. 2021-22.

**8. FUTURE OUTLOOK:**

Outlook remains stable for the current year.

**9. CHANGE IN NATURE OF BUSINESS, IF ANY:**

There has been no change in the nature of business of the Company.

**10. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

The information under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2022 is given here below:

**A. Conservation of Energy:**

- I. In line with the Company's commitment towards conservation of energy, tea estate and units continue with their efforts aimed at improving energy efficiency through improved operational and maintenance practices. The steps taken in this direction at tea estate and unit are as under:
  - Reducing power consumption by providing coal savers, wind ventilators and VFBD driers.
  - Replacement of inefficient motors with energy efficient motors.
  - Upgradation of Machineries and installation of new machineries based on fuel or power efficiency.
  - Maintenance and overhauls of generators to achieve a high unit per litre. delivery
  - Monitoring the maximum demand and power load factor on daily basis.
  - Installation of adequate power capacitors for efficient utilization of available power.
  - Optimum power factor is being maintained to avoid surcharge on power factor as well as to get maximum rebate on electricity consumption bills.
- II. Your Company has installed of solar pump set for irrigation and street lighting at workers colony as well as factory compound for utilizing alternate source of energy.



**B. Technology Absorption:**

- I. Managerial Staff are encouraged to attend seminars and training programmes for agricultural practices in the field and manufacturing process in the factories.
- II. Managerial staff are encouraged to adapt a new software PACE (Plantation Administration in Critical Environment) is being recognized as transparent, dependable and user-friendly ERP system for accounting system.
- III. We also added an artificial intelligence service from soft web Blue Eye & Blue Eye Dashboard for integrated one stop solution for managing Plantation operations.
- IV. The benefits derived like increase in productivity and cost reduction in tea estate.
- V. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – NOT APPLICABLE.
- VI. Expenditure on R&D – Research & Development activities are being carried out as part of the Company's normal business activities. Hence, no separate expenditure figures are available.

In addition, the Company contributes for the activities of Tea Research Association regularly. The Company has incurred an expenditure of Rs 4.58 lakh being amount paid to TRA as above.

**11. QUALITY UPGRADATION**

- The Company is continuously trying to improve the quality of the tea and has received quality approval certificates from **Trust Tea, SGS 22000** and **Rain Forest Alliance**.
- The company has been assessed and Complied with the requirement of Food Safety Management System and obtained ISO 22000: 2018 Certificate from MS Certification Services Pvt Ltd, an eminent Certification Body in the State of West Bengal.
- The company has been complied with the requirement of Good Manufacturing Practices and obtained CODEX GMP Certificate from MS Certification Services Pvt Ltd, an eminent Certification Body in the State of West Bengal.
- The company has been complied with the requirement of Hazard Analysis and Critical Point System and obtained HACCP Codex Certificate from MS Certification Services Pvt Ltd, an eminent Certification Body in the State of West Bengal.

**12. MAJOR DEVELOPMENT MADE TILL DATE IN TEA ESTATE****A) Factory**

Substantial work has been done in upgradation & modernisation of Tea Processing Machines in the Factory.

- i) Humidification plant has been all upgraded.
- ii) Sorting room has been modernised for smooth sorting.
- iii) Workshop has been upgraded & 2 more machines have been added.
- iv) Substantial no. of roofing sheets has been replaced.
- v) Filter Machines for Safe drinking water has been installed.
- vi) Washroom, changing rooms, Toilets have been made as per RFA Guidelines.

**B) Plantation/ Garden**

77285 No's of Plants have been infilled during the year. A nursery with a capacity of more than 6.28 lakhs plants is maintained.

**C) Organic Manure**

It is very much essential to enrich and improve the soil structure. A large set up has been created to produce Vermi Compost manure in house, which will be utilised for new & extended plantations.

**D) Dairy Farm**

The estate has started a well-planned “Dairy Farm Project” having comfortable accommodation facility for around 72 bovines. All “Deshi” Cows have already been brought from Gir, Gujarat which is considered to be the best species available in the country as its Milk, Urine and Cow-dung are repleted with tremendous medicinal properties. The Dairy Farm once starts functioning in full swing, it will generate employment for the eligible dependents of the permanent garden workers.

**E) Water Supply and Sanitation**

Three Nos. of Piped Water Supply Scheme has also been Sanctioned for the workers’ colonies of this estate by the P.H.E. Department, Government of West Bengal. NOC has already been issued by the garden authority and survey work by the concerned department has been carried out.

Piped Water Supply Scheme in being executed at the Garden as per Order of the Executive Engineer, Public Health Engineering Directorate, Govt. of West Bengal, Jalpaiguri Division under his Memo No. 1825/JD, dated – 18.11.2021. Two Nos of Deep Tube Wells have already been dug and laying of underground HDPE Pipes also nearing completion. Concrete overhead Tank is due to be Constructed which is delayed because of Heavy rains. Materials for the same already Supplied.

**F) Co-Operate Society**

A co-operative shop is constructed by WB Govt for the availability of essential goods to workers at reasonable price. The estate had given NOC for land.

**G) New Buildings**

Pukka Store Godowns for Ration, Fuel, Pesticide and Chemicals, Fertilizers, Sprayers, Stores have been constructed for safe and proper storage. A new modern pucca creche has been built in Sec No B-6 having all facilities like latrine, Electricity, with Sufficient Ceiling Fans, Light etc. for the convenience of the working mother and their children.

**H) Labour Welfare**

- i) Workers Recreation Club has been built for the entertainment / recreation of the labourers.
- ii) One Vocational Training Centre has been built up for giving vocational training to the children of the workers. Already sewing machine & computers are installed for their training.
- iii) Regular periodical Health check-up is organised in the garden Hospital.
- iv) Labour Quarters are constantly under repairs & maintenance.
- v) 626 Toilets have been constructed (including 1 in the Creche).
- vi) Pukka Road consisting approx. 6kms has been built up under the PMGSY (Pradhan Mantri Gram Sadak Yojna).

**13. BUSINESS RISK MANAGEMENT**

The company has been following the principle of risk minimization since very long, thus required modification has been done as per Companies Act, 2013.

Therefore, in accordance with the applicable law/Regulation, the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for developing, implementing and monitoring the risk management policy for the company.

The policy consists of identification of risk elements which may threaten the company such as Business risk, financial risk, fidelity risk, legal risk and many more and thus establishes a pro-active approach in structuring Risk Management policy so as to guide decision on risk related issues.

#### **14. INTERNAL CONTROL AND THEIR ADEQUACY**

The Internal control of the company lies with the Senior Management & Internal auditor who checks and verifies the internal control and monitors them in accordance with policy adopted by the company. The Company is following all the applicable Indian Accounting Standards for properly maintaining the books of accounts and reporting financial statements.

#### **15. VIGIL MECHANISM**

The company has adopted a Whistle Blower Policy, as a part of Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the applicable Law/Regulation, includes an Ethics & Compliance Task Force comprising senior executives of the Company. In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior of the company has adopted a vigil mechanism policy. This policy can be accessed on the Company's Website at the link: <http://www.indongteaco.com/investors/code-conduct/Vigil-Mechanism-Policy.pdf>

#### **16. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

##### **A. Directors**

- As per provisions of Section 152 of the Companies Act, 2013, Sri Madanlal Garg (DIN 00670278) retires by rotation and being eligible offers himself for reappointment.
- As per provisions of Sections 196, 197, 198 and 203 read with Schedule V, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013, Company has approved redesignation of Sri Hariram Garg (Din No: 00216053) & Sri Madanlal Garg (DIN 00670278) as Managing Director & Executive Director of the Company at the Extraordinary General Meeting held on 04.02.2022.
- As per provisions of Section 152 of the Companies Act, 2013, Smt. Seema Mitruka (DIN 00571550) is appointed on 6<sup>th</sup> December, 2021 as Non - Executive Women Director at the Extraordinary General Meeting held on 06.12.2021.
- Sri Sanjay Mitruka (DIN No 00571550) has resigned from the post of Directorship on 02.12.2021 and his resignation has accepted by the Board of Director.
- Smt. Seema Mitruka (DIN No 00571550) has resigned from the post of Directorship on 27<sup>th</sup> July 2022 and her resignation has accepted by the Board of Director.
- Smt. Rama Garg (Din: 00471845) is appointed on 27<sup>th</sup> July 2022 as an Additional Non- Executive Non-Independent Woman Director subject to approval of shareholder in the upcoming AGM.
- As per provisions of Section 152 of the Companies Act, 2013, Sri Akhil Kumar Manglik (DIN 01344949) & Sri Sushil Kumar Nevatia (DIN 06391023) are appointed on 4<sup>th</sup> February, 2022 as Non - Executive Independent Director at the Extraordinary General Meeting held on 04.02.2022.
- The independent directors have submitted the declaration of independence as required under Section 149 of the Companies Act, 2013 and the Board is of the opinion that they are independent within the meaning of the said requirement of the Act.

- The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under the Act and Listing Regulations.
- None of the Directors of the Company suffers from any disqualification under Section 164(2) of the Companies Act, 2013 and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

#### **B. Key Managerial Personnel**

- Sri Manoj Kumar Ganguly (PAN No: - ADLPG6567A) has been appointed as Chief Financial Officer of the Company w.e.f. 01.02.2022.
- Sri Chandan Gupta (PAN No: - ANXPG119G) has been appointed as Company Secretary cum Compliance Officer & Accounts Executive of the Company w.e.f. 01.02.2022.

### **17. DECLARATION OF INDEPENDENCE**

The Company has received necessary declarations from each Independent Directors of the Company pursuant to provisions of Section 149(7), confirming that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and applicable Law/Regulation. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management.

Your Company has also received necessary declaration from all the directors, as enumerated in section 164(2) and 184(1) of the Companies Act, 2013.

### **18. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to requirement under sub-section (3) and (5) of Section 134 of the Companies Act, 2013, with respect to Directors' Responsibility Statement, your directors state that:

- In the preparation of the Annual Accounts, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- The Directors have, in the selection of Accounting Policies, consulted the statutory Auditor and have 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 as on 31<sup>st</sup> March 2022 and of the Profit and Loss for the financial year ended 31<sup>st</sup> March, 2022.;
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the annual accounts on a 'going concern' basis.
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively

### **19. BOARD EVALUATION**

Pursuant to the provisions of Companies Act, 2013 and applicable Law/Regulation, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder Committee.

## 20. ANNUAL EVALUATION OF BOARD OF DIRECTORS, COMMITTEES OF THE BOARD AND INDEPENDENT DIRECTORS:

The evaluation framework for assessing the performance of Directors comprises the following key areas:

- Attendance at Board Meetings and Committee Meetings;
- Quality of contribution to Board deliberations;
- Strategic perspectives or inputs regarding future growth of Company and its performance;
- Providing perspectives and feedback going beyond information provided by the management;
- Commitment to shareholder and other stakeholder interests.

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his / her evaluation.

The Directors expressed their satisfaction over the evaluation process.

## 21. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

## 22. MEETINGS

### A. Board Meeting

During the year 16 meetings of the Board of Directors were held during the year. The Provisions of Companies Act 2013 and applicable Law/Regulation were adhered to while considering the time gap between meetings. Details of the same are as follows:

Date	Board Strength	No. of Directors present
01.04.2021	5	5
26.06.2021	5	5
12.07.2021	5	5
30.07.2021	5	5
01.10.2021	5	5
02.12.2021	4	4
14.12.2021	5	5
21.12.2021	5	5
05.01.2022	5	5
15.01.2022	5	5
24.01.2022	4	4
26.01.2022	4	4
01.02.2022	4	4
08.02.2022	6	6
22.03.2022	6	6
29.03.2022	6	6

### B. Committee Meeting

During the year 1 no of each meeting were held by Audit Committee, Nomination & Remuneration, Stakeholder Committee during the year. The Provisions of Companies Act 2013 and applicable Law/Regulation were adhered to while considering the time gap between meetings.

### C. Annual General Meeting/Extra Ordinary General Meeting

During the year 6 meetings of the Board of Directors were held during the year. Details of the same are as follows:

Date	Board Strength	No. of Directors present	Total Number of Members entitled to attend meeting	Number of members attended
28.09.2021	5	5	37	37
06.12.2021	4	4	37	24
22.12.2021	5	5	37	24
19.01.2022	5	5	32	28
29.01.2022	4	4	32	28
04.02.2022	4	4	35	28

**23. FORMATION & COMPOSITION OF VARIOUS COMMITTEE****A. AUDIT COMMITTEE**

The company is having an audit committee comprising of the following directors:

Name	Status	Category
Akhil Kumar Manglik	Chairman	Non-Executive Independent Director
Sushil Kumar Nevatia	Member	Non-Executive Independent Director
Hariram Garg	Member	Promotor & Managing Director

**B. NOMINATION AND REMUNERATION COMMITTEE**

Name	Status	Category
Sushil Kumar Nevatia	Chairman	Non-Executive Independent Director
Akhil Kumar Manglik	Member	Non-Executive Independent Director
Rajesh Garg	Member	Non-Executive Promoter Director

**C. STAKEHOLDERS RELATIONSHIP COMMITTEE**

Name	Status	Category
Akhil Kumar Manglik	Chairman	Non-Executive Independent Director
Hariram Garg	Member	Promotor & Managing Director
Rajesh Garg	Member	Non-Executive Promoter Director

**D. INTERNAL COMPLAINTS COMMITTEE ON PREVENTION OF SEXUAL HARASSMENT (POSH) OF WOMEN AT WORKPLACE**

Name	Status	Category
Seema Mitruka	Chairman	Non-Executive & Independent Director
Hariram Garg	Convener	Promotor & Managing Director
Rajesh Garg	Member	Non-Executive Promoter Director
Akhil Kumar Manglik	Member	Non-Executive Independent Director

**Note:** - Reconstituted the POSH committee dated 08-08-2022 in which Rama Garg is a new chairman in place of Seema Mitruka.

**24. RELATED PARTY TRANSACTIONS**

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interests of the Company at large. All related party transactions are placed before the Audit Committee and the Board for approval, if applicable. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are verified by the Internal Auditor and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval. The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.



None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company. Particulars of Contracts or Arrangements with Related Parties referred to in Section 188(1) of the Companies Act 2013, in the prescribed form AOC-2 is appended as *Annexure-II* to the Board's Report.

## 25. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS & SECURITIES

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are provided in the financial statement. (Please refer to Note 3, 4, & 13).

## 26. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes and commitment affecting the financial position of the Company have occurred between the end of the financial year to which the financial statements relate and the date of the report except the following mentioned below.

- i. The Company have resubmitted Draft Prospectus dated 19th August 2022 on BSE – SME Platform and the Board has authorized to create, offer, issue and allot 50,04,000 (Fifty Lakh Four Thousand) Equity shares of the face value of Rs. 10/- (Rupees Ten Only) each at an Issue Price of Rs. 26/- (Rupees Twenty-Six Only) each including a share premium of Rs. 16/- (Rupees Sixteen Only) each aggregating to Rs. 13,01,04,000/- (Rupees Thirteen Crore One Lakhs Four Thousand Only) by way of a fresh issuance of Public Issue of Equity Shares. The Company had filed Draft Prospectus dated 10<sup>th</sup> May 2022 with NSE – Emerge Platform and the same has been withdrawn on 4<sup>th</sup> August 2022.
- ii. The company had received a letter from Sri Sanjay Mitruka on 14.07.2022 and in this letter, he had expressed himself to remove his name from the list of shareholders as well as promoters of the company. The same was also placed in the Board Meeting held on 15.07.2022 wherein the approval of the Board was accorded for his removal as Promoter. Sri Sanjay Mitruka does not hold any shares as on date of this meeting of the members and his entire shares have been transferred to Sri Hariram Garg Ji on 03.08.2022 through off market sale. The same has also been approved from the members in its EGM dated 04.08.2022. Sri Sanjay Mitruka does not have any control over the affairs of Indong Tea Company Limited, directly or indirectly whether as a shareholder, director or otherwise.

## 27. AUDITORS

### A. Statutory Auditors

M/s Dhrewa & Co., Chartered Accountants, who are the statutory Auditor of the company, expresses their unwillingness to continue as a Statutory Auditor of the Company and resigned due to pre occupation in other assignment on 02.12.2021. The Board of Director's have accepted their resignation on the same date.

In order to fulfil the casual vacancy in the office The Board of Director's have approached to CA Mahadev Agarwal (M. No. 052474), Partner of Agarwal Kejriwal & Co (FRN No 316112E) to do Audit of the FY 2021-22 and consent has been received from by the Auditor on 13.12.2021. The Board of Director's have intimated to the Shareholders regarding casual vacancy and Consent have been received for holding Extra Ordinary General Meeting on Shorter notice and after receiving the consent from Shareholders Auditor has been appointed in the Extra Ordinary General Meeting held on the 22.12.2021.

M/S Agarwal Kejriwal & Co (FRN No 316112E), Chartered Accountants, who are the present statutory Auditor of the company, holds office to the conclusion of the ensuing Annual General Meeting and is eligible for reappointment. Pursuant to the provision of Sec 139 of the Companies Act, 2013 and the Company (Audit and Auditor) Rules, 2014, it is proposed to appoint Agarwal Kejriwal & Co (FRN No 316112E), as the statutory Auditor of the company till the conclusion of the forthcoming AGM to be held in the year 2026 subject to approval from shareholders at the Upcoming Annual General Meeting

of the company be and are hereby authorized to fix such remuneration as may be determined in consultation of auditors.

They have confirmed their eligibility to the effect that their reappointment if made would be within the prescribed limits under the Act and that they are not disqualified for reappointment.

**B. Secretarial Auditor**

As the company is not listed as on the date signing of Balance Sheet so the provisions of Section 204 of the Companies Act, 2013 relating to submission of Secretarial Audit Report is not applicable to the Company

**C. Annual Secretarial Compliance Audit**

As the company is not listed as on the date signing of Balance Sheet, the provisions relating to Annual Compliance Audit are not applicable to the company.

**D. Cost Audit**

The provisions of section 148 are not applicable to the company.

**E. Internal Audit**

M/s Yash & Associates, Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee & Board of Directors from time to time.

**28. EXPLANATION ON AUDITOR'S REMARKS**

The Notes to Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments. The Auditors' report does not contain any qualification, reservation or adverse remark. Instead of that an opinion para has been inserted in the para of Key Audit matters in the Audit Report.

**29. INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS**

There have been no instances of any fraud reported by the statutory auditors under section 143(12) of Companies Act 2013.

**30. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

The provisions of Section 204 of the Companies Act, 2013 relating to submission of Secretarial Audit Report is not applicable to the Company.

**31. COMPLIANCE WITH APPLICABLE SECRETARIAL STANDARDS**

The provisions of Section 204 of the Companies Act, 2013 relating to submission of Secretarial Audit Report is not applicable to the Company.

**32. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to the provisions of the Companies Act, 2013, the Company is not required to transfer any amount to Investor Protection and Education Fund as the Company has not declared any Dividend and as such there is no amount of dividend which was due and payable and remained unclaimed and unpaid for a period of seven years.

**33. POLICIES:**

All applicable policies are available on the website of the Company at <http://www.indongteaco.com/corporate-code-conduct-policies.html>. The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

**34. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

The Company has in total 764 women labour class worker 8 Staff/Sub-staff Women Employee respectively worked in the Factory and Office respectively during the year.

Your Company has formed the Internal Complaints Committee as per the above referred Act. Details of Committee members are provided in other part of this Report.

During the financial year 2021-22, no complaint of sexual harassment has been received by the Company.

**35. HUMAN RESOURCES AND INDUSTRIAL RELATIONS:**

During the year, your company maintained harmonious and cordial Industrial Relations. Your director's acknowledge and appreciate the efforts and dedication of employees of the company.

**36. PARTICULARS OF EMPLOYEE**

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

Details Pertaining to Remuneration as required U/S 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016:

S. No	Name of the Director/KMP	Remuneration of Director/ KMP for FY 2021-22 (Rs. in Lakh)	% Increase / (Decrease) in Remuneration in FY 2021-22	Ratio of remuneration of each director/ to the median remuneration of employees	Comparison of the remuneration of the KMP against the performance of the company
1	Hariram Garg, Managing Director	12 (P.Y. 18 Lakh)	(33.33) %	11.73	Profit after tax decreased by Rs. 29.67 Lakh in FY 2020-21 due to COVID 19
2	Madanlal Garg, Executive Director	Nil (P.Y. Nil)	-	-	
3	Manoj Kumar Ganguly, Chief Financial Officer (w.e.f 01.02.2022)	0.60 (P.Y. Nil)	-	-	
4	Chandan Gupta, Company Secretary cum Compliance officer & Accounts Executive (w.e.f 01.02.2022)	0.72 (P.Y. Nil)	-	-	

- The median remuneration of employees of the company during the financial year was Rs. 1.02 Lakh.
- There were 1307 employees (including 1129 permanent labour & 158 temporary labour) on the rolls of the company as on 31.03.2022.

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

- Employed throughout the year : Nil
- Employed for part of the year : 1. Sri Manoj Kumar Ganguly has been appointed as Chief Financial Officer on 01.02.2022
2. Sri Chandan Gupta has been appointed as Company Secretary cum compliance officer on 01.02.2022

#### STATEMENT PERSUANT TO RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULE 2014

##### LIST OF TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN

S. No	Name of Employees	Designation of the employee	Remuneration drawn during the financial year 2021-22 (Rs. in lakhs)	Nature of employment, whether contractual or otherwise	Qualifications and experience	Date of commencement of employment	Age	Last employment held before joining the Company	% of equity shares held in the Company	Whether relative of any Director or Manager of the Company and if so, name of such Director or Manager
1	Raunak Garg	Marketing Manager	11.77	Permanent	B.A. (3 Years)	01.08.20	26	Nil	Yes, 0.55 %	Grandson of Hariram Garg
2	Rajat Deb	Superintendent Manager	8.46	Permanent	B.Sc. (25 Years)	01.10.14	64	Nil	Nil	No
3	Jayeeta Deb	Sr. Secretarial Asst.	5.56	Permanent	Graduate (25 Years)	01.10.14	60	Nil	Nil	No
4	Mritunjay Pandit	Commercial Assistant	4.19	Permanent	B. Com (8 Years)	01.02.20	37	Torsha Tea Co. Ltd	Nil	No
5	Sandip Majumdar	Factory Assistant Manager	4.18	Permanent	B. Com 15 Years)	20.06.19	42	Nil	Nil	No
6	Kishore Dey	Sr. Asst. Manager Factory	3.58	Permanent	B. Com 7 Years)	21.01.21	58	Nil	Nil	No
7	Sunanda Dey	Secretarial Asst.	3.58	Permanent	B. Com 7 Years)	21.01.21	54	Nil	Nil	No
8	Prasanna Hazarika	Factory Assistant	3.17	Permanent	B.A 5 Years)	20.05.19	32	Nil	Nil	No
9	Bidyut Talukdar	Store Assistant	2.98	Permanent	B.A 5 Years)	01.04.20	34	Nil	Nil	No
10	Sanchita Santra	Sr. Manager	2.94	Permanent	B. Arch. (30 Years)	01.07.20	57	Nil	Nil	No

The remuneration paid to all Key Managerial personnel was in accordance with remuneration policy adopted by the company.

**37. ACKNOWLEDGEMENT**

Your Director`s take this opportunity to thank the Financial Institutions, Banks, Central and State Governments authorities, Regulatory authorities, Stock Exchanges and all the various esteemed stakeholders for their continued co-operation and support to the Company.

Your Director`s wish to convey their sincere appreciation to all of the Company`s employees and workers at all level for their enormous personal efforts as well as their collective contribution to the Company`s performance.

**For and on Behalf of the Board**

**Registered Office:**

4/1, Middleton Street,  
Sikkim Commerce House  
5<sup>th</sup> Floor, Kolkata-700071

**Date: 03<sup>rd</sup> September 2022**

**Sd/-**

**Hariram Garg  
(DIN: 00216053)  
Managing Director**

**Sd/-**

**Madanlal Garg  
(DIN: 00670278)  
Director**

**Sd/-**

**Rajesh Garg  
(DIN: 00471803)  
Director**

## Annexure – I to Director Report

## FORM NO. MGT 9

**EXTRACT OF ANNUAL RETURN**  
as on financial year ended on 31.03.2021

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

**I. REGISTRATION AND OTHER DETAILS**

i	CIN	U01122WB1990PLC050506
ii	Registration Date	28 <sup>th</sup> December, 1990
iii	Name of the Company	INDONG TEA COMPANY LIMITED
iv	Category/Sub-category of the Company	Public Company / Limited by shares
v	Address of the Registered office & contact details	4/1, Middleton Street, Sikkim Commerce House, 5th Floor, Kolkata-700 071, Phone No- 033 40063601/3602 Email- <a href="mailto:cs@indongteaco.com">cs@indongteaco.com</a> Website: <a href="http://www.indongteaco.com">www.indongteaco.com</a>
vi	Whether listed Company	Draft Prospectus is submitted on 19 <sup>th</sup> August 2022 in BSE – SME Platform
vi i	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Cameo Corporate Services Limited. Subramanian Building, No. 1, Club House Road, Chennai – 600 002

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

SL No	Name & Description of main products/services	NIC Code of the Product / service	% to total turnover of the company
1	Tea Plantation and Manufacturing	01132	100 %

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

S. No	Name And Address of The Company	CIN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section
Nil					

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

Category of Shareholders	No of Shares held at the beginning of the year [As on 01/Apr/2021]				No of Shares held at the end of the year [As on 31/Mar/2022]				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	-	1,160,629	1,160,629	22.73%	-	3,091,113	3,091,113	30.92%	166.33%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	3,946,490	3,946,490	77.27%	-	6,514,671	6,514,671	65.17%	65.08%
e) Banks/Fi	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (A)(1)</b>	-	5,107,119	5,107,119	100.00%	-	9,605,784	9,605,784	96.09%	88.09%
<b>(2) Foreign</b>									



a) NRIs - Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other - Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Banks/FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (A)(2)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Total shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	-	5,107,119	5,107,119	100.00%	-	9,605,784	9,605,784	96.09%	88.09%
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks/FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FII	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total(B)(1):-</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	-	-	-	0.00%	-	90,909	90,909	0.91%	0.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals	-	-	-		-	-	-		
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	0.00%	-	163,980	163,980	1.64%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	0.00%	-	136,375	136,375	1.36%	0.00%
<b>c) Others (Specify)</b>	-	-	-		-	-	-		
Non-Resident Indians/ OCB	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Member	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trust	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Portfolio Investor	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total(B)(2):-</b>	-	-	-	0.00%	-	391,264	391,264	3.91%	0.00%
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	-	-	-	0.00%	-	391,264	391,264	3.91%	0.00%
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Grand Total (A+B+C)</b>	-	5,107,119	5,107,119	100.00%	-	9,997,048	9,997,048	100.00%	88.09%

**ii) Shareholding of Promoters-**

Sl No	Shareholder's Name	Shareholding at the beginning of the year [As on 01/Apr/2021]			Shareholding at the end of the year [As on 31/Mar/2022]			% Change in shareholding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1	Hariram Garg	54,992	1.08%	0	1,299,163	13.00%	0	2262.24%
2	Asian Tea & Exports Limited	1,637,798	32.07%	0	2,637,798	26.39%	0	61.06%
3	Madanlal Garg	375,579	7.35%	0	466,488	4.67%	0	24.21%
4	Sanjay Mitruka	132,421	2.59%	0	132,421	1.32%	0	0.00%

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

SN	Particulars	Shareholding at the beginning of the year		Date	Reason	Increase/Decrease in Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares			No. of Shares	% of total shares	No. of shares	% of total shares
<b>1</b>	<b>Hariram Garg</b>								
	At the beginning of the year	54,992	1.08%						
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)								
	- Allotment on a Rights Basis			21-Dec-21	Allot	753,572	7.54%	808,564	8.09%
	- Transfer of Shares			21-Dec-21	Transfer	(310)	0.00%	808,254	8.08%
	- Conversion of Loan into Equity Share			29-Jan-22	Allot	490,909	4.91%	1,299,163	13.00%
	<b>At the end of the year</b>							<b>1,299,163</b>	<b>13.00%</b>
<b>2</b>	<b>Asian Tea &amp; Exports Ltd</b>								
	At the beginning of the year	1,637,798	32.07%						
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)								
	- Allotment on a Rights Basis			21-Dec-21	Allot	1,000,000	10.00%	2,637,798	26.39%
	<b>At the end of the year</b>							<b>2,637,798</b>	<b>26.39%</b>
<b>3</b>	<b>Madanlal Garg</b>								
	At the beginning of the year	375,579	7.35%						
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)								
	- Conversion of Loan into Equity Share			29-Jan-22	Allot	90,909	0.91%	466,488	4.67%
	<b>At the end of the year</b>							<b>466,488</b>	<b>4.67%</b>
<b>4</b>	<b>Sanjay Mitruka</b>								
	At the beginning of the year	1,32,421	2.59%				-		
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)								
	- Nil								
	<b>At the end of the year</b>							<b>132,421</b>	<b>1.32%</b>

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

SN	Particulars	Shareholding at the beginning of the year		Date	Reason	Increase/Decrease in Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares			No. of Shares	% of total shares	No. of shares	% of total shares
<b>1</b>	<b>Sukh Deo Sanjeev Kumar (HUF)</b>								
	At the beginning of the year	-	0.00%	-		-	-	-	0.00%
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)								
	- Conversion of Loan into Equity Share			29-Jan-22	Allot	109,090	1.09%	109,090	1.09%
	<b>At the end of the year</b>					<b>-</b>		<b>109,090</b>	<b>1.09%</b>

<b>2</b>	<b>Forever Commodore Pvt. Ltd.</b>							
	At the beginning of the year	-	0.00%	-		-	-	0.00%
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)							
	- Allotment on a Rights Basis			21-Dec-21	Allot	1,000,000	10.00%	2,637,798 26.39%
	<b>At the end of the year</b>							<b>2,637,798 26.39%</b>
<b>3</b>	<b>Satish Chandra Agarwal</b>							
	At the beginning of the year	-	0.00%	-		-	-	0.00%
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)							
	- Transfer of Shares			27-Dec-21	Transfer	100	0.00%	100 0.00%
	- Conversion of Loan into Equity Share			29-Jan-22	Allot	54,545	0.55%	54,545 0.55%
	<b>At the end of the year</b>					-		<b>54,645 0.55%</b>
<b>4</b>	<b>Satish Chandra Amit Kumar HUF</b>							
	At the beginning of the year	-	0.00%	-		-	-	0.00%
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)							
	- Transfer of Shares			27-Dec-21	Transfer	100	0.00%	100 0.00%
	- Conversion of Loan into Equity Share			29-Jan-22	Allot	54,545	0.55%	54,545 0.55%
	<b>At the end of the year</b>					-		<b>54,645 0.55%</b>
<b>5</b>	<b>Shobha Agarwal</b>							
	At the beginning of the year	-	0.00%	-		-	-	0.00%
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)							
	- Transfer of Shares			27-Dec-21	Transfer	100	0.00%	100 0.00%
	- Conversion of Loan into Equity Share			29-Jan-22	Allot	54,545	0.55%	54,545 0.55%
	<b>At the end of the year</b>					-		<b>54,645 0.55%</b>
<b>6</b>	<b>Sukh Deo Verma</b>							
	At the beginning of the year	-	0.00%	-		-	-	0.00%
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)							
	- Conversion of Loan into Equity Share			29-Jan-22	Allot	27,272	0.27%	27,272 0.27%
	<b>At the end of the year</b>					-		<b>27,272 0.27%</b>

**(v) Shareholding of Directors & KMP**

SN	Particulars	Shareholding at the beginning of the year		Date	Reason	Increase/Decrease in Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares			No. of Shares	% of total shares	No. of shares	% of total shares
1	Hariram Garg								
	At the beginning of the year	54,992	1.08%						
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)								
	- Allotment on a Rights Basis			21-Dec-21	Allot	753,572	7.54%	808,564	8.09%
	- Transfer of Shares			21-Dec-21	Transfer	(310)	0.00%	808,254	8.08%
	- Conversion of Loan into Equity Share			29-Jan-22	Allot	490,909	4.91%	1,299,163	13.00%
	At the end of the year							1,299,163	13.00%
2	Madanlal Garg								
	At the beginning of the year	375,579	7.35%						
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)								
	- Conversion of Loan into Equity Share			29-Jan-22	Allot	90,909	0.91%	466,488	4.67%
	At the end of the year							466,488	4.67%
4	Rajesh Garg								
	At the beginning of the year	60,000	1.17%						
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)								
	- Conversion of Loan into Equity Share			27-Dec-21	Transfer	345,454	3.46%	405,454	4.06%
	At the end of the year							405,454	4.06%

<b>4</b>	<b>Seema Mitruka</b>								
	At the beginning of the year	0.00%					-	0.00%	0.00%
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)								
	- Transfer of Shares		12-Jul-21	Transfer	70,553		0.71%	70,553	0.71%
	<b>At the end of the year</b>							70,553	0.71%

## V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness (In Rs.)
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	74,618,437.82	109,554,179.00	-	184,172,616.82
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>74,618,437.82</b>	<b>109,554,179.00</b>	<b>-</b>	<b>184,172,616.82</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	525,454,208.32	201,132,329.00	-	726,586,537.32
Reduction	531,185,834.25	283,564,308.00	-	814,750,142.25
<b>Net Change</b>	<b>(5,731,625.93)</b>	<b>(82,431,979.00)</b>	<b>-</b>	<b>(88,163,604.93)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	68,886,811.89	27,050,000.00		95,936,811.89
ii) Interest due but not paid	-	72,200.00	-	72,200.00
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>68,886,811.89</b>	<b>27,122,200.00</b>		<b>96,009,011.89</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. REMUNERATION TO MANAGING DIRECTOR, WHOLE TIME DIRECTOR AND/OR MANAGER:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (Rs/Lac)
	Name	Hariram Garg	Madanlal Garg	
	Designation	Managing Director	Executive Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12.00	-	12.00
	(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	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	12.00	-	12.00
	Ceiling as per the Act			

**B. REMUNERATION TO OTHER DIRECTORS:**

SN.	Particulars of Remuneration	Name of Directors		Total Amount (Rs/Lac)
1	<b>Independent Directors</b>	<b>Akhil Kumar Manglik</b>	<b>Sushil Kumar Nevatia</b>	
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	-	-	-
2	<b>Other Non-Executive Directors</b>	<b>Rajesh Garg</b>	<b>Seema Mitruka</b>	-
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration			-
	Overall Ceiling as per the Act			

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs. in lakh)
	Name		Manoj Kumar Ganguly	Chandan Gupta	
	Designation	CEO	CFO	CS	
1	Gross salary		0.60	0.72	1.32
	(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		-	-	-
2	Stock Option		-	-	-
3	Sweat Equity		-	-	-
4	Commission		-	-	-
	- as % of profit		-	-	-
	- others, specify		-	-	-
5	Others, please specify		-	-	-
	<b>Total</b>		0.60	0.72	1.32

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

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCL T/Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

For and on Behalf of the Board

**Registered Office:**

4/1, Middleton Street,  
Sikkim Commerce House  
5<sup>th</sup> Floor, Kolkata-700071

**Date: 03<sup>rd</sup> September 2022**

Sd/-  
**Hariram Garg**  
(DIN: 00216053)  
Managing Director

Sd/-  
**Madanlal Garg**  
(DIN: 00670278)  
Director

Sd/-  
**Rajesh Garg**  
(DIN: 00471803)  
Director

## Annexure-II to the Director's Report

## Particulars of Contracts/Arrangement made with Related Parties

Form No. 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]

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

1.	Details of contracts or arrangements or transactions not at arm's length basis		:	There were no Contracts or arrangements entered into during the year ended 31 <sup>st</sup> march 2022 which were not at arm's length basis.
2.	Details of material contracts or arrangement or transactions at arm's length basis:			
A	(a)	Name(s) of the related party and nature of relationship	:	Nil
	(b)	Nature of contracts/ arrangements/ transactions	:	
	(c)	Duration of the contracts / arrangements/ transactions	:	
	(d)	Salient terms of the contracts or arrangements or transactions including the value	:	
	(e)	Date(s) of approval by the Board, if any	:	
	(f)	Amount paid as advances, if any	:	
B	(a)	Name(s) of the related party and nature of relationship		
	(b)	Nature of contracts/ arrangements/ transactions		
	(c)	Duration of the contracts / arrangements/ transactions		
	(d)	Salient terms of the contracts or arrangements or transactions including the value		
	(e)	Date(s) of approval by the Board, if any		
	(f)	Amount paid as advances, if any		

For and on Behalf of the Board

## Registered Office:

4/1, Middleton Street,  
Sikkim Commerce House  
5<sup>th</sup> Floor, Kolkata-700071  
Date: 03<sup>rd</sup> September 2022

Sd/-  
Hariram Garg  
(DIN: 00216053)  
Managing Director

Sd/-  
Madanlal Garg  
(DIN: 00670278)  
Director

Sd/-  
Rajesh Garg  
(DIN: 00471803)  
Director



# STANDALONE FINANCIALS

## INDEPENDENT AUDITORS' REPORT

To  
The Members of  
Indong Tea Company Limited

### **Report on the Financial Statements**

#### **Opinion**

We have audited the accompanying financial statements of **Indong Tea Company Limited (Formerly Known as Indong Tea Company Private Limited)** ("the Company") which comprises the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and gives a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and profit for the year ended on that date and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, 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.

The company had been earlier accounting for gratuity on Cash basis and no provision was made for total liability. During the current financial year the company has ascertained gratuity liability on the basis of actuarial valuation report. The liability of Rs. 28,25,298/- relating to current year has been charged to Profit & loss account and liability of Rs. 1,55,16,944/- for earlier year has been adjusted with Reserve & Surplus.

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

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

Our opinion on the 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.

### **Responsibilities of Management and those charged with governance for the financial statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, change in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgements 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibilities for the Audit of Financial Statement**

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 Standards on Auditing, we exercise professional judgement and maintain professional skepticism 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 control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the 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.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure "A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - i) 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.
  - ii) 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.
  - iii) The Balance Sheet and the Statement of Profit and Loss and the cash flow statement dealt with by this Report are in agreement with the books of accounts.
  - iv) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rule, 2014.
  - v) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
  - vi) 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 read with Companies (Audit and Auditors)

Amendment Rules,2021, in our opinion and to the best of our information and according to the explanations given to us:

- a. The Company does not have any pending litigations which would impact its financial position.
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- d. This clause relates to disclosure relating to deposit of Specified Bank Notes and has been deleted w.e.f. 01.04.2021 by Companies (Audit and Auditors) Amendment Rules,2021
- e. (i) The management has represented that, to the best of it's knowledge and belief, 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;  
  
(ii) The management has represented, that, to the best of it's knowledge and belief 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 or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and  
  
(iii) Based on such audit procedures we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- f. No dividend declared or paid during the year by the company, hence this clause is not applicable.
- g. The clause relating to accounting software for maintaining books of accounts which has a feature of recording audit trail, is effective from 01/04/2023, hence this clause is not applicable to the company.

**For, AGARWAL KEJRIWAL & CO.**

*Chartered Accountants*

Firm's Registration No.: 316112E

**Sd/-**

**(M. Agarwal)**

Partner

Membership No.: 052474

Place: Kolkata

Date: 28/05/2022

**UDIN: 22052474AKVRCL6135**

## INDONG TEA COMPANY LIMITED

### ANNEXURE - A

(Referred to in paragraph 1 on Report on other Legal and Regulatory Requirements in our report of even date on Balance Sheet as at March 31, 2022 and Statement of Profit and Loss for the year ended on that date.)

- (i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of plant, property & equipment.  
  
 (B) The company has no intangible assets, so clause relating to maintenance of proper records showing full particulars of intangible assets is not applicable to the company.  
  
 (b) All the fixed assets have been physically verified by the management during the year. No material discrepancies were noticed on such verification.  
  
 (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable property are held in the name of the company.  
  
 (d) The Company has not revalued its Properties, Plant and Equipment (including right to use assets) during the year. The company does not have any intangible assets during the year, so the provisions of clause 3 (i)d of the Companies (Auditors' Report) Order, 2020 is not applicable to the company.  
  
 (e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) The inventory has been physically verified during the period by the management. In our opinion, coverage and procedure of such verification by the management is appropriate. The discrepancies noticed on physical verification were not more than 10% in the aggregate for each class of inventory.  
  
 (b) During any point of time of the period, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets.
- (iii) The Company has not granted secured/unsecured loans & advances to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provision of Sub Clause (a) (b) (c) (d) (e) and (f) to the clause (iii) are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not given any loans and made any investments and hence provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security is not applicable.
- (v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits or amounts which are deemed to be deposits from public. Therefore, the provisions of clause 3 (v) of the Companies (Auditors' Report) Order, 2020 are not applicable to the company.
- (vi) In our opinion and according to the information and explanations given to us, maintenance of cost records has not been prescribed by the Central Government under sub section (1) of section 148 of the

Companies Act, 2013 and hence the provisions of clause 3 (vi) of the Companies (Auditors' Report) Order, 2016 are not applicable to the company.

- (vii)** (a) The Company is generally regular in depositing undisputed statutory dues including Income Tax and any other statutory dues applicable to it with the appropriate authorities. No undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2022 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, there are no material dues on account of Income Tax and any other statutory dues that have not been deposited with appropriate authorities on account of any dispute.
- (viii)** During the period, no transactions which were not recorded in the books of account have been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during the reporting period.
- (ix)** (a) The company has not defaulted in repayment of any loans and borrowings.
- (b) The company is not declared wilful defaulter by any bank or financial institution or other lender.
- (c) The term loans taken during the year were applied for the purpose for which loans were obtained.
- (d) In our opinion, funds raised on short term basis have not been utilised for long term purposes.
- (e) 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 period on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x)** (a) In our opinion and as per information and explanations given to us, during the period the company has not raised moneys by way of initial public offer or further public offer including debt instruments.
- (b) In our opinion and according to the information and explanations given to us, the Company has issued shares on right basis to the existing shareholders. The company has also converted their unsecured loan to equity during the year. In our opinion, the said funds have been utilized for the purposes for which it has been raised.
- (xi)** (a) In our opinion and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the period.
- (b) Since there are no instances of any fraud by the company or on the company, the provisions of clause 3 xi(b) of the companies (Auditor's Report) Order, 2020 are not applicable to the company.
- (c) There were no whistle-blower complaints, received by the auditors during the period by the company.
- (xii)** In our opinion, the Company is not a Nidhi Company. Hence, the provisions of clauses 3 (xii) (a), (b) & (c) of the Companies (Auditors' Report) Order, 2020 are not applicable to the company.



- (xiii) In our opinion and according to the information and explanations given to us, all the transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) In our opinion, the company is not required to have an internal audit system in commensurate with the size and nature of its business because it is an unlisted Public Company having
- (i) Paid up Share Capital below fifty Crore rupees during the preceding financial year; or
  - (ii) turnover below two hundred crore rupees during the preceding financial year; or
  - (iii) does not have any outstanding loans or borrowings from banks or public financial institutions exceeding one hundred crore rupees at any point of time during the preceding financial year. or
  - (iv) Does not have any outstanding deposits of twenty-five crore rupees at any point of time during the preceding financial year.
- Accordingly, the provisions of clause 3 (xiv)(a) &(b) of the Companies (Auditors' Report) Order, 2020 are not applicable to the company.
- (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 directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Companies (Auditors' Report) Order, 2020 are not applicable to the company.
- (xvi) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and hence the clause 3 (xvi)(a),(b),(c) & (d) of the Companies (Auditors' Report) Order, 2020 are not applicable to the company.
- (xvii) The company has not incurred any cash losses during the current financial year as well as in the immediately preceding financial year.
- (xviii) During the year the statutory auditors M/s. D. C. Dharewa & Co. have resigned due to their pre-occupation and have not expressed any adverse reservation.
- (xix) On the basis of Financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of directors and management plans, in view of the continuous profits and positive net worth, no 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 period from the balance sheet date;

(xx) In our opinion, the provision for CSR as provided in sub-section (5) of section 135 of the Companies Act is not required to be maintained; therefore, the clause 3 (xx) of the Companies (Auditors' Report) Order, 2020 is not applicable to the company.

(xxi) The company is not required to prepare CFS, hence this clause is not applicable to the company.

**For, AGARWAL KEJRIWAL & CO.**

*Chartered Accountants*

Firm's Registration No.: 316112E

**Sd/-**

**(M. Agarwal)**

Partner

Membership No.: 052474

Place: Kolkata

Date: 28/05/2022

**UDIN: 22052474AKVRCL6135**

BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2022

[Rs. In Lakh]

Particulars	Notes	31st March 2022	31st March 2021
<b><u>EQUITY AND LIABILITIES</u></b>			
<b><u>1. Shareholders Fund</u></b>			
a) Share capital	2	999.70	510.71
b) Reserves and surplus	3	1,971.48	1,456.30
<b>Total Shareholders' Funds</b>		<b>2,971.18</b>	<b>1,967.01</b>
<b><u>2. Non-Current Liabilities</u></b>			
a) Long Term Borrowings	4	353.36	1,295.72
b) Long Term Provision	6	152.93	-
<b>Total Non-Current Liabilities</b>		<b>506.29</b>	<b>1,295.72</b>
<b><u>3. Current Liabilities</u></b>			
a) Short Term Borrowings	7	606.73	546.01
b) Trade Payables	8	105.32	93.50
c) Other Current Liabilities	9	58.42	66.17
d) Short Term Provisions	10	77.02	90.00
<b>Total Current Liabilities</b>		<b>847.49</b>	<b>795.69</b>
<b>Total Equity &amp; Liability</b>		<b>4,324.96</b>	<b>4,058.42</b>
<b><u>ASSETS</u></b>			
<b><u>4. Property, Plant &amp; Equipment and Intangible Assets</u></b>	11		
- Property, Plant & Equipment		3,899.67	3,724.69
- Intangible Assets			
- Capital Work-In-Progress		4.06	4.06
<b>Total Fixed Assets</b>		<b>3,903.73</b>	<b>3,728.75</b>
b) Non - current Investments	12	-	-
c) Deferred Tax Assets (Net)	5	27.92	3.70
d) Long Term Loans and Advances	13	11.11	14.96
e) Other Non- current Assets	14	47.46	34.35
<b>Total Non-Current Assets</b>		<b>3,990.22</b>	<b>3,781.76</b>
<b><u>5. Current assets</u></b>			
a) Inventories	15	183.85	198.55
b) Trade Receivables	16	56.70	12.90
c) Cash and Cash Equivalents balances	17	10.88	7.54
d) Short Term Loans and advances	18	82.73	57.36
e) Other Current Assets	19	0.58	0.32
<b>Total Current Assets</b>		<b>334.74</b>	<b>276.66</b>
<b>Total Assets</b>		<b>4,324.96</b>	<b>4,058.42</b>

Significant Accounting Policies

1

Notes on Financial Statements

2 to 36

As per our Report of even date

For on or behalf of the Board

For AGARWAL KEJRIWAL &amp; CO.

Chartered Accountants

Firm Reg. No.: 316112E

Sd/-

M. AGARWAL

Partner

Mem No. 052474

Place: Kolkata

Date: 28-05-2022

Sd/-

(HARIRAM GARG)

Managing Director

DIN: 00216053

Sd/-

(MANOJ KUMAR GANGULY)

Chief Financial Officer

Sd/-

(RAJESH GARG)

Director

DIN: 00471803

Sd/-

(CHANDAN GUPTA)

Company Secretary

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022

[Rs. In Lakh]

Particulars	Notes	Year ended 31st March 2022	Year ended 31st March 2021
<b>Income:</b>			
Revenue from operations	20	1,948.66	2,306.74
Other Income	21	44.32	6.26
<b>Total Income</b>		<b>1,992.97</b>	<b>2,313.00</b>
<b>Expenses:</b>			
Cost of Material Consumed	22	25.10	186.72
Changes in inventories of finished goods	23	15.88	(36.17)
Employee benefits expense	24	1,053.32	1,071.03
Finance Costs	25	161.01	210.43
Depreciation and Amortization Expense	26	103.22	90.44
Other Operative expenses	27	521.70	627.89
<b>Total Expenses</b>		<b>1,880.24</b>	<b>2,150.34</b>
<b>Profit before extraordinary items and tax</b>		<b>112.74</b>	<b>162.66</b>
Extraordinary Items - Prior Period Expenses	28	-	-
<b>Profit Before tax</b>		<b>112.74</b>	<b>162.66</b>
<b>Tax Expense</b>			
(1) Current Tax		3.98	-
(2) Deferred Tax		(24.23)	-
(3) Taxes for Earlier Years		-	-
<b>Total Tax Expense</b>		<b>(20.25)</b>	<b>-</b>
<b>Profit (Loss) For the Period from Continuing Operations</b>		<b>132.99</b>	<b>162.66</b>
<b>Profit/(Loss) for the Period</b>		<b>132.99</b>	<b>162.66</b>
Earning per equity share (Face Value of Rs.10 each)			
(1) Basic		1.33	3.18
(2) Diluted		1.33	3.18

Significant Accounting Policies

1

Notes on Financial Statements

2 to 36

As per our Report of even date

For on or behalf of the Board

**For AGARWAL KEJRIWAL & CO.**

Chartered Accountants

Firm Reg. No.: 316112E

Sd/-

**M. AGARWAL**

Partner

Mem No. 052474

Place: Kolkata

Date: 28-05-2022

Sd/-

**(HARIRAM GARG)**

Managing Director

DIN: 00216053

Sd/-

**(MANOJ KUMAR GANGULY)**

Chief Financial Officer

Sd/-

**(RAJESH GARG)**

Director

DIN: 00471803

Sd/-

**(CHANDAN GUPTA)**

Company Secretary

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022****[Rs. In Lakh]**

Particulars	31st March 2022	31st March 2021
<b>Cash flow from Operating Activities</b>	112.74	162.66
Profit before tax		
<b>Non-cash adjustment to reconcile profit before tax to net cash flows</b>		
Depreciation / amortization on continuing operation	103.22	90.44
Interest & Other Income	-	1.76
Profit on sale of Fixed Assets	-0.14	-
<b>Operating profit before working capital changes</b>	215.81	254.86
Movements in working capital:		
Increase / (Decrease) in Long Term Borrowings	-	-4.34
Increase / (Decrease) in Short Term Borrowings	60.72	-284.80
Increase / (Decrease) in Trade Payables	11.81	-19.12
Increase / (Decrease) in Other Current Liabilities	-7.75	36.30
Increase / (Decrease) in Short Term Provisions	-12.98	30.00
Increase / (Decrease) in Long Term Provisions	152.93	-
Decrease / (Increase) in Trade Receivables	-43.81	-10.18
Decrease / (Increase) in Inventories	14.70	-30.30
Decrease / (Increase) in Long Term Loans and Advances	3.86	-3.16
Decrease / (Increase) in Short Term Loans and Advances	-25.37	86.50
Decrease / (Increase) in Other Non- Current Assets	-13.12	-
Decrease / (Increase) in Other Current Assets	-0.26	0.14
Decrease / (Increase) in Non-Current Investment	-	-
<b>Cash Generated from/ (used in) Operations</b>	356.55	55.90
Direct Taxes paid (Net of Refunds)	-3.98	
<b>Net Cash Flow from/ (used in) Operating Activities (A)</b>	352.57	55.90
<b>Cash flow from Investing Activities</b>		
Purchase of Fixed Assets, CWIP and Capital Advances	-278.52	-67.93
Sale of Fixed Assets	0.47	-
Interest & Other Income	-	-1.76
<b>Net cash flow from/ (used in) Investing Activities (B)</b>	-278.05	-69.70
<b>Cash flow from Financing Activities</b>		
Repayment of Long-Term Borrowings	-942.37	
Proceeds from issuance of share capital	871.19	-
<b>Net cash flow from/(used in) financing activities (C)</b>	-71.18	-
<b>Net Increase/ (decrease) in cash and cash equivalents (A+B+C)</b>	3.34	-13.80
<b>Cash and cash equivalents at the beginning of the year</b>	7.54	21.33
<b>Cash and cash equivalents at the end of the year</b>	10.88	7.54
<b>Components of Cash and Cash Equivalents</b>		
Cash in Hand	10.71	6.24
Cheques/drafts on hand	-	-
With Banks in Current Account	0.17	1.30
<b>Total Cash and Cash Equivalents (Note 17)</b>	10.88	7.54

**Explanatory notes to Cash Flow Statement**

- (1) The above Cash Flow Statement has been compiled from and is based on the Balance Sheet as at 31st March 2021 and the related Statement of Profit and Loss for the period ended on that date.

- (2) The above Cash Flow Statement has been prepared under 'indirect Method' as set out in Accounting Standard (AS-3) on "Cash Flow Statement", and reallocations required for this purpose are as made by the Company.
- (3) Figures in Parenthesis represents outflows.

This is the Cash Flow referred to in our report of even date.

**For AGARWAL KEJRIWAL & CO.**

*Chartered Accountants*

Firm Reg. No.: 316112E

*Sd/-*

**M. AGARWAL**

*Partner*

Mem No. 052474

Place: Kolkata

Date: 28-05-2022

*Sd/-*

**(HARIRAM GARG)**

*Managing Director*

DIN: 00216053

*Sd/-*

**(MANOJ KUMAR GANGULY)**

*Chief Financial Officer*

For on or behalf of the Board

*Sd/-*

**(RAJESH GARG)**

*Director*

DIN: 00471803

*Sd/-*

**(CHANDAN GUPTA)**

*Company Secretary*

**NOTE: 1: SIGNIFICANT ACCOUNTING POLICIES FOR YEAR ENDED 31<sup>st</sup> MARCH 2022****A. Background of the company:**

The Company has been incorporated in the year 1990. The main business of company is growing tea leaves and manufacturing of Tea.

The name of the company has been changed from Indong Tea Company Private Limited to Indong Tea Company Limited with effect from 14.01.2022

**B. Statement of Significant Accounting Policies****1.1 Basis of Preparation of Financial Statements:**

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with rule 7 of the companies (Accounts) rules 2015.

The financial statements are prepared on accrual basis under the historical cost convention, except for certain fixed assets which are carried at revalued amounts. The financial statements are presented in Indian rupees. All Financial Figures are nearest to Rupees in Lakhs.

The Company has revalued the value of Land & Plantation as on 31st March 2016 to Rs. 24,84,00,000/- which has resulted in increase in value of Land & Plantation by Rs. 21,07,50,492/- and Revaluation Reserve had created by same amount. Net Worth has been considered after adjustment of Revaluation Reserves

**1.2 Use of Estimates:**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting periods. Although these estimates are based upon management's knowledge of current events and actions, actual results could differ from those estimates and revisions, if any, are recognized in the current and future periods.

**1.3 Property Plant & Equipment's & Intangible Assets:****a) Property Plant & Equipment's**

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes purchase price and any directly attributable cost of bringing the assets to working condition for the intended use.

**b) Intangible Assets**

Expenses incurred on research are expended as and when incurred and development expenses which satisfy the assets criteria are amortized over a period of 10 year.

**1.4 Depreciation:**

- a) Depreciation on fixed assets is provided under WDV method at the rates determined based on the useful lives of the respective assets and the residual values in accordance with the Schedule II of the Companies Act, 2013.
- b) Depreciation on fixed assets added/disposed off during the year is provided on pro-rata basis with reference to the date of addition/disposal.



## 1.5 **Revenue Recognition:**

### **Sale of goods**

Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales exclude Goods & Services Tax, Sales Tax, VAT, trade discounts and rebates.

Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is reasonably certain, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably and stated net of Goods & Services Tax, Sales Tax, VAT, trade discounts and rebates.

### **Interest Income**

Interest income is recognized on time proportion basis, taking into account outstanding amount and the applicable interest rate. Dividend income is accounted when the company's right to receive dividend is established

### **Government grants, subsidies**

Revenue grants including subsidy / rebates are accounted for on cash basis.

### **Income from services**

Company follows the mercantile system of accounting and recognizes its income and expenditure on accrual basis.

## 1.6 **Taxes on Income:**

Provision for Current income tax is calculated at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income for the year and reversal of timing differences of earlier years.

Deferred Tax is calculated at current statutory income tax rate and is recognized on timing difference between income and accounting income that originates in one period and are capable of being reversal in one or subsequent period. Deferred tax assets subject to consideration of prudence, are recognized and carried forward only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets/liabilities are reviewed at each Balance Sheet date based on development during the year and available case laws to reassess realization / liabilities.

Minimum Alternate Tax credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

## 1.7 **Earnings per Share:**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equities shares outstanding during the period. Diluted earnings per share is calculated by dividing net profit attributable to equity Shareholders (after adjustment for diluted earnings) by average number of weighted equities shares outstanding during the year.

**1.8 Provisions/Contingencies:**

A provision is recognized when there is a present obligation as a result of past event, and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are determined (as provided/charged to the Statement of Profit and Loss) based on estimate of the amount required to settle the obligation at the Balance Sheet date and are not discounted to present value. Contingent assets are neither recognized nor disclosed in the financial statements.

**1.9 Borrowing Cost:**

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

**1.10 Inventory:**

- Stock of Tea is valued at the lower of cost or the net realizable value. Cost is comprised of Materials, Labour and total Garden Overheads.
- Stock of Food grain, Consumable Stores and Nursery are valued at cost.
- As per consistent practice followed by the Company value of green leaves in stock as at the close of the year are not taken into accounts.

**1.11 Foreign Currency Transactions:**

There are no foreign currency transactions during the year.

**1.12 Segment Information:**

Based on the principles for determination of segments given in Accounting Standard 17 "Segment Reporting" issued by accounting standard notified by Companies (Accounting Standard) Rules, 2008, the company is mainly engaged in the activity surrounded with main business of the Company hence there is no reportable segment.

**1.13 Impairment of Assets:**

The Company assesses at each Balance Sheet whether there is any indication that an asset may be impaired, if any such indication exist, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or recoverable amount of the Cash Generating Unit to which the asset belongs, is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit and Loss Account. If at the Balance Sheet date, there is any indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

As on the Balance Sheet date the carrying amount of the assets net of accumulated depreciation is not less than the recoverable amount of those assets. Hence there is no impairment loss on the assets of the company.

**1.14 Prior Period Expenditure:**

The change in estimate due to error or omission in earlier period is treated as prior period items. The items in respect of which liability has arisen/crystallized in the current year, though pertaining to earlier year is not treated as prior period expenditure.

**1.15 Extraordinary Items:**

The income or expenses that arise from event or transactions which are clearly distinct from the ordinary activities of the Company and are not recurring in nature are treated as extra ordinary items.

The extra ordinary items are disclosed in the statement of profit and loss as a part of net profit or loss for the period in a manner so as the impact of the same on current profit can be perceived.

## 1.16 Employee Benefits:

### 1.16.1 Gratuity

The company had been earlier accounting for gratuity on Cash basis and no provision was provided for total liability. During the current financial year, the company has ascertained gratuity liability on the basis of actuarial valuation report. The liability of Rs. 28,25,298/- relating to current year has been charged to Profit & loss account and liability of Rs. 1,55,16,944/- for earlier year has been adjusted with Reserve & Surplus.

### 1.16.2 DEFINED BENEFIT PLAN- GRATUITY

- The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.
- The Company is not contributing to any approved Gratuity Fund.
- The Company contributes to Provident Fund which is administered by duly constituted and approved authorities of Government.
- The Company has adopted the Accounting Standard 15 on Employee Benefits as per an actuarial valuation carried out by an independent actuary. The disclosures are envisaged under the standard are as under

Particular	For the year ended 31.03.2022	for the year ended 31.03.2021
The Company has classified the benefits provided to employees as under: -		
<b>I. Present Value of obligation</b>		
(a) Present value of obligation at the beginning of the period	1,55,16,944	1,17,23,417
(b) Acquisition cost	-	-
(c) Interest Cost	10,05,149	8,30,018
(d) Past Service Cost	-	-
(e) Current Service Cost	22,18,476	24,93,018
(f) Curtailment Cost / (Credit)	-	-
(g) Settlement Cost / (Credit)	-	-
(h) Benefits paid	(25,59,412)	-
(i) Actuarial (gain)/ loss on obligations	(3,98,327)	4,70,491
<b>(j) Present value of obligation at the end of the period</b>	<b>1,57,82,830</b>	<b>1,55,16,944</b>
<b>II. Amount recognized in the Balance Sheet</b>		
Present value of obligation at the end of the period	1,57,82,830	1,55,16,944
Fair value of plan assets at the end of the period	-	-
Unrecognized Actuarial (gains) / losses	-	-
Funded Status	(1,57,82,830)	(1,55,16,944)
<b>II. Expenses to be recognized in Profit &amp; Loss statement</b>		
Current Service Cost	22,18,476	24,93,018
Past Service Cost	-	-
Interest Cost	10,05,149	8,30,018
Expected Return on Plan Assets	-	-
Curtailment Cost / (Credit)	-	-

Particular	For the year ended 31.03.2022	for the year ended 31.03.2021
Settlement Cost / (Credit)	-	-
Net actuarial (gain)/ loss recognized in the year	(3,98,327)	4,70,491
<b>Expense recognized in P&amp;L</b>	<b>28,25,298</b>	<b>37,93,527</b>
<b>III. Assumptions employed for calculations</b>		
Discount Rate	7.51%	7.06%
Rate of increase in Compensation levels	-	-
Average future service (in Years)	19.41	19.65
<b>TOTAL LIABILITY</b>	<b>1,57,82,830</b>	<b>1,55,16,944</b>

#### 1.17 Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2nd October 2006, certain disclosures are required to be made relating to Micro and Small Enterprises.

The Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31st March, 2022 as Micro, Small or Medium enterprises. Consequently, the amount paid/payable to these parties could not be ascertainable.

There are no micro and small enterprises, as defined in the micro and small enterprises development act, 2006, to whom the company owes dues on account of principal amount together with the interest and accordingly no additional disclosures have been made. The above information regarding micro and small enterprises has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the auditors.

#### 1.18 The balance of Sundry Creditors, Sundry Debtors, Loans Advances, Unsecured Loans, and Current Liabilities are subject to confirmation and reconciliation.

#### 1.19 Details of Ratios

Ratio	Particulars (Formula for FY)	Amount (Rs. In Lakh)		Ratio FY		% Variance	Reason for Variance
		2021-22	2020-21	2021-22	2020-21		
Current Ratio	Current Assets	334.74	276.66	0.30	0.15	100.00	Normal Variance
	Current Liabilities	1,118.71	1,891.23				
Debt-Equity Ratio	Total Debt	960.09	1,841.74	0.32	0.94	(65.49)	Normal Variance
	Shareholders' Equity	2,971.18	1,967.01				
Debt Service Coverage Ratio	Earnings available for Debt Service	375.34	461.70	0.39	0.25	56.00	Normal Variance
	Debt Services	960.09	1,841.74				
Return on Equity Ratio	Net Profit after taxes - Preference Dividend	132.99	162.66	0.05	0.09	(44.44)	Normal Variance
	Average Shareholder's Equity	2,469.10	1,885.68				
Inventory Turnover Ratio	Cost of Goods Sold or Sales	1,948.66	2,306.74	10.19	12.58	(19.00)	Normal Variance
	Average Inventory	191.20	183.40				
Trade Receivables Turnover Ratio	Net Credit Sales	1,948.66	2,306.74	55.99	295.36	(81.04)	Normal Variance
	Average Accounts Receivable	34.80	7.81				
Trade Payables Turnover Ratio	Net Credit Purchase	25.10	186.72	0.25	1.81	(86.19)	Normal Variance
	Average Accounts Payable	99.41	103.06				

Net capital Turnover Ratio	Net Sales	1,948.66	2,306.74	(1.62)	(1.35)	(20.00)	Normal Variance
	Average Working Capital	-1,199.27	-1703.40				
Net Profit Ratio	Net Profit	132.99	162.66	0.07	0.07	0.00	Normal Variance
	Net Sales	1,948.66	2,306.74				
Return on Capital Employed	Earnings Before Interest and Tax	272.12	371.26	0.09	0.19	(52.63)	Normal Variance
	Capital Employed	2,971.18	1,967.01				
Return on Investment	Net Income	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Cost of Investment						

**1.20 Title deeds of Immovable property not held in the name of the company:**

Title deeds of Immovable property are held in the name of the company.

**1.21 Details of Benami Property held**

The company is not holding any Benami Property under the Benami Transactions (Prohibition) Act, 1998.

**1.22 Wilful Defaulter**

The company has not been declared a wilful defaulter by any Bank or Financial Institution or any other lender.

**1.23 Relationship with Struck off Companies**

The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013.

**1.24 Registration of charges or satisfaction with Registrar of Companies**

The company does not have any charges or satisfaction that is yet to be registered with Registrar of Companies.

**1.25 Utilization of Borrowed Fund and Share Premium**

The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity (ies).

**1.26 Undisclosed Income**

As per management the company does not have any transactions which were not recorded in the books of accounts.

**1.27 Corporate Social Responsibility (CSR)**

The company is not covered under section 135 of the Companies Act, 2013. Hence, this clause is not applicable

**1.28 Details of Crypto Currency or Virtual Currency**

The company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**1.29 Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.****1.30 The information as required to be furnished pursuant to the General Instructions to Part I & Part II of the Schedule III to the Companies Act, 2013 have been given to the extent applicable.**

**1.31 Impact of Covid19:**

On the basis of assessment of the impact of the outbreak of COVID-19 on business operations of the entity, the entity's management may conclude that no adjustment is required in the financial statement as it does not impact the current financial year. However, the situation with COVID-19 is still evolving. Also, some of the various preventive measures taken are still in force, leading to highly uncertain economic environment. Due to these circumstances, the management's assessment of the impact on the subsequent period is dependent upon the circumstances as they evolve.

**NOTE: 2: SHARE CAPITAL****(Amount Rs. In Lakh)****a)**

Particulars	31st March 2022	31st March 2021
<b>Authorized</b>		
16000000 (P.Y. 60,00,000 @ 10 EACH) Equity Shares of Rs. 10/- each	1,600.00	600.00
<b>Total</b>	<b>1,600.00</b>	<b>600.00</b>
<b>Issued, Subscribed &amp; Paid-Up Capital</b>		
9997048 (P.Y.: 51,07,119) Equity Shares of ` 10/- each fully Paid-Up	999.70	510.71
<b>Total</b>	<b>999.70</b>	<b>510.71</b>

**b) Reconciliation of Number of Shares**

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	Amount Rs. In Lakh	No. of Shares	Amount Rs. In Lakh
Balance as at the beginning of the year	5,107,119	510.71	5,107,119	510.71
Add: Bonus shares issued during the year	-	-	-	-
Add: Shares issued during the year	4,889,929	488.99	-	-
Balance as at the end of the year	9,997,048	999.70	5,107,119	510.71

**c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	Amount Rs. In Lakh	No. of Shares	Amount Rs. In Lakh
Sri Madan Lal Garg		0.00%	375,579	7.35%
Asian Tea & Exports Ltd	2,637,798	26.39%	1,637,798	32.07%
Azamabad Tea Company Pvt Ltd		0.00%	431,579	8.45%
IBM Finance & Investment Pvt. Ltd.	1,233,970	12.34%	588,616	11.53%
Brahmputra Commodities Pvt. Ltd.		0.00%	440,000	8.62%
Asian Capital Market Limited	991,814	9.92%	319,087	6.25%
Sri Hariram Garg	1,299,163	13.00%		

**d) Shareholding of Promoters**

Name of the Promoters	No. of shares as on 31.03.2022	% of Total Share	% Change during the year	No. of shares as on 31.03.2021
Sri Hariram Garg	1,299,163	13.00%	12.45%	54,992
Asian Tea & Exports Ltd	2,637,798	26.39%	10.00%	1,637,798
Madanlal Garg	466,488	4.67%	0.91%	375,579
Sri Sanjay Mitruka	132,421	1.32%	0.00%	132,421

**e) Rights, Preferences and Restrictions attached to shares**

The Company has only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting except in case of interim



dividend. In the event of Liquidation, the shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

**f) Issuance of Equity Share (on Right basis & Conversion of loan into Equity shares)**

- i) on 21.12.2021, The Company has issued 2553572/- no of Equity Shares @ Rs. 10/- per Shares on Right basis to the existing Shares holders.
- ii) On 29.01.2022, the Company has converted their unsecured loan of Rs. 7,70,99,781/- into 2336357 no of equity shares at a price of Rs. 33/- per equity shares including a premium of Rs. 23/- per Shares. The Price of valuation of Shares is finalized by the Registered valuer in their Report dated 26.01.2022.

**NOTE: 3: RESERVES AND SURPLUS**

(Amount Rs. In Lakh)

Particulars	31st March 2022	31st March 2021
<b>Revaluation Surplus</b>		
Revaluation of Land and Plantation	2,107.50	2,107.50
<b>Securities Premium</b>		
Securities Premium Received on Conversion of Loan into Equity Shares	537.36	-
<b>Surplus in Statement of Profit and Loss</b>		
Balance as at the beginning of the year	-651.20	-813.86
Profit/(Loss) for the year	132.99	162.66
Less: Adjustment made	-155.17	-
<b>Balance as at the end of the year</b>	<b>-673.39</b>	<b>-651.20</b>
<b>Total</b>	<b>1,971.48</b>	<b>1,456.30</b>

**NOTE: 4: LONG TERM BORROWINGS**

(Amount Rs. In Lakh)

Particulars	31st March 2022	31st March 2021
<b>Secured:</b>		
Term Loan (No.1)		
From Kotak Mahindra Bank [Refer WN 1 (a)]	53.35	89.79
Term Loan (No.2)		
From Kotak Mahindra Bank [Refer WN 1 (b)]	26.20	62.39
Term Loan (No.3)		
From Kotak Mahindra Bank [Refer WN 1 (c)]	-	28.08
Irrigation Loan:		
From Kotak Mahindra Bank [Refer WN 1 (d)]	-	15.63
Vehicle Loan:		
From Kotak Mahindra Bank [Refer WN 1 (e)]	2.58	4.29
<b>Total Secured</b>	<b>82.13</b>	<b>200.18</b>
<b>Unsecured:</b>		
From West Bengal Housing Development Board	-	0.39
From Director	-	526.66
From Related Parties	100.40	164.50
From Body Corporate	170.82	146.00
From Others	-	258.00
<b>Total Unsecured</b>	<b>271.22</b>	<b>1,095.54</b>
<b>Total</b>	<b>353.36</b>	<b>1,295.72</b>



## WN: 1

**Nature of Security and terms of repayment for secured borrowings**

Nature of Security	Terms of Repayment
<b>a) Kotak Mahindra Bank Term Loan (No. 1) -</b> Primary Security: All existing & Future Current Assets of the Firm Collateral Security: Nil Personal Guarantee: Personal Guarantee of Mr. Sanjay Mitruka, Mr. Hariram Garg, Mr. Madanlal Garg and Mr. Rajesh Garg	Name of the Bank: Kotak Mahindra Bank Term Loan (No. 3) (A/C No 0005) Facility : Term Loan Loan Limit: 112.52 Lakh (Earlier 112.52 Lakh) Date of Sanction: 14.09.2021 (Revised date) Rate of Interest : 8% Fixed Repayment Terms: Repayment will be made in 48 equal monthly installments.
<b>b) Kotak Mahindra Bank Term Loan (No.2) -</b> Primary Security: All existing & Future Current Assets of the Firm Collateral Security: Nil Personal Guarantee: Personal Guarantee of Mr. Sanjay Mitruka, Mr. Hariram Garg, Mr. Madanlal Garg and Mr. Rajesh Garg	Name of the Bank: Kotak Mahindra Bank Term Loan (No. 2) (A/C No 0037) Facility : Term Loan Loan Limit: 86.18 Lakh (Revised limit) (Earlier 150 Lakh) Date of Sanction: 14.09.2021 (Revised date) Rate of Interest: MCLR 6M i.e. 8.80%+0.85% (Spread) P.a. Repayment Terms: Repayment will be made in 48 equal monthly installments.
<b>c) Kotak Mahindra Bank Term Loan (No.3) -</b> Primary Security: All existing & Future Current Assets of the Firm Collateral Security: Nil Personal Guarantee: Personal Guarantee of Mr. Sanjay Mitruka, Mr. Hariram Garg, Mr. Madanlal Garg and Mr. Rajesh Garg	Name of the Bank: Kotak Mahindra Bank Term Loan (No. 1) (A/C No 0076) Facility : Term Loan Loan Limit: 53.10 Lakh (Revised) (Earlier 100 Lakh) Date of Sanction: 14.09.2021 (Revised date) Rate of Interest: RPRR+3.60% (Spread) P.a. Repayment Terms: Repayment will be made in 36 equal monthly installments.
<b>d) Kotak Mahindra Bank - Irrigation Loan -</b> Primary Security: All existing & Future Current Assets of the Firm Collateral Security: Nil Personal Guarantee: Personal Guarantee of Mr. Sanjay Mitruka, Mr. Hariram Garg, Mr. Madanlal Garg and Mr. Rajesh Garg	Name of the Bank: Irrigation Loan from Kotak Mahindra Bank (A/C No 0010) Facility: Working Capital Loan Loan Limit: 41.28 Lakh (Revised limit) (Earlier 150 Lakh) Date of Sanction: 14.09.2021 (Revised date) Rate of Interest: MCLR 6M i.e. 8.80%+0.75% (Spread) P.a. Repayment Terms: Repayment will be made in 48 equal monthly installments.
<b>e) Kotak Mahindra Bank - Car Loan</b> Primary Security: Auto Car Collateral Security: Nil Personal Guarantee: Nil	Name of the Bank: Auto Loan from Kotak Mahindra Bank Facility: CAR Loan Loan Limit: 7 Lakh (Earlier 7 Lakh) Date of Sanction: 21.10.2020 Rate of Interest: Repayment Terms: Repayment will be made in 60 equal monthly installments.

**NOTE: 5: DEFERRED TAX ASSETS/(LIABILITIES) (NET)** (Amount Rs. In Lakh)

Particulars	31st March 2022	31st March 2021
<b>Deferred Tax Assets</b>		
Deferred Tax Assets / (Liabilities)	27.92	3.70
<b>Total</b>	<b>27.92</b>	<b>3.70</b>

**NOTE: 6: LONG TERM PROVISIONS** (Amount Rs. In Lakh)

Particulars	31st March 2022	31st March 2021
Provision for Gratuity (As per Actuarial Valuation)	152.93	-
<b>Total</b>	<b>152.93</b>	<b>-</b>

**NOTE: 7: SHORT TERM BORROWINGS** (Amount Rs. In Lakh)

Particulars	31st March 2022	31st March 2021
<b>Secured:</b>		
Working Capital Loans repayable on demand from Bank from Kotak Mahindra Bank - CC A/c [Refer WN 2 (a)]	490.05	421.01
Current Maturities of Long-Term Borrowings	116.69	125.01
<b>Total</b>	<b>606.73</b>	<b>546.01</b>

**WN: 2****Nature of Security and terms of repayment for secured borrowings**

Nature of Security	Terms of Repayment
<b>a) Kotak Mahindra Bank Term Loan (No.2) -</b>	
Primary Security: All existing & Future Current Assets of the Firm	Name of the Bank: Kotak Mahindra Bank - CC Loan
Collateral Security: Nil	Facility: Working Capital Loan
Personal Guarantee: Personal Guarantee of Mr. Sanjay Mitruka, Mr. Hariram Garg, Mr. Madanlal Garg and Mr. Rajesh Garg	Loan Limit: 450 Lakh (Revised limit) (Earlier 300 Lakh)
	Date of Sanction: 14.09.2021 (Revised date)
	Rate of Interest: RPRR+2.75% (Spread) P.a.
	Repayment Terms: Repayment on demand.

**NOTE: 8: TRADE PAYABLES** (Amount Rs. In Lakh)

Particulars	31st March 2022	31st March 2021
Outstanding dues of Creditors		
- Due to Micro & Small Enterprises	-	-
- Other than Micro & Small Enterprises	105.32	93.50
<b>Total</b>	<b>105.32</b>	<b>93.50</b>

Trade Payable Age-wise Analysis - Outstanding for the following periods from the due date of payment are given in Annexure - Note -8A

**Annexure - Note -8A****Trade Payable Ageing as on 31.03.2022**

Particulars	Outstanding for the following periods from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total (Amount in Rs. In Lakh)
i) MSME	-	-	-	-	-
ii) Others	104.77	0.54	-	-	105.32
iii) Disputed dues-MSME	-	-	-	-	-
iv) Disputed dues-others	-	-	-	-	-
<b>Total</b>	<b>104.77</b>	<b>0.54</b>	<b>-</b>	<b>-</b>	<b>105.32</b>

## Trade Payable Ageing as on 31.03.2021

Particulars	Outstanding for the following periods from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total (Amount in Rs. In Lakh)
i) MSME	-	-	-	-	-
ii) Others	93.13	-	-	-	93.13
iii) Disputed dues-MSME	-	-	-	-	-
iv) Disputed dues-others	-	-	-	-	-
<b>Total</b>	<b>93.13</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>93.13</b>

## NOTE: 9: OTHER CURRENT LIABILITIES

(Amount Rs. In Lakh)

Particulars	31st March 2022	31st March 2021
Salary, Wages & Employee Benefit	38.82	47.21
Statutory Dues	15.48	17.82
Other Payable	4.12	1.13
<b>Total</b>	<b>58.42</b>	<b>66.17</b>

## NOTE: 10: SHORT TERM PROVISIONS

(Amount Rs. In Lakh)

Particulars	31st March 2022	31st March 2021
Other Provisions		
For Bonus	68.14	90.00
Provision for Gratuity	4.90	
Provision for Income Tax AY 2022-23	3.98	-
<b>Total</b>	<b>77.02</b>	<b>90.00</b>

## NOTE: 11: PROPERTY, PLANT &amp; EQUIPMENT

(Amount Rs. In Lakh)

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount as at 31st March, 2022
	Original Cost as at 1st April, 2021	Additions during the year	Disposals during the year	As at 31st March, 2022	As at 1st April, 2021	Depreciation for the year	Disposals during the year	As at 31st March, 2022	
Tangible Assets (Not Under Lease)									
Leasehold Land & Plantations	3,105.25	159.68	-	3,264.93	-	-	-	-	3,264.93
Tree Plantations Infillings	-	45.23	-	45.23	-	-	-	-	45.23
Building									
Building	305.49	4.15	-	309.64	159.45	14.46	-	173.91	135.74
Plant & Machinery									
Plant & Machinery	718.51	62.50	-	781.01	388.05	63.57	-	451.62	329.39
Irrigation	102.54	-	-	102.54	57.40	8.74	-	66.14	36.39
Office Equipment	20.45	2.16	-	22.61	17.44	1.78	-	19.23	3.38
Vehicles	147.01	3.21	7.25	142.98	117.68	9.71	6.91	120.48	22.50
Electrical Equipment	27.03	-	-	27.03	23.50	0.47	-	23.96	3.07
Furniture & Fixtures									
Furniture & Fixtures	9.66	0.62	-	10.28	9.01	0.14	-	9.14	1.13

<b>Others</b>									
Computer	1.46	0.97	-	2.43	1.09	0.55	-	1.64	0.79
<b>DIARY UNIT</b>									
Live Stock	29.87	-	-	29.87	-	-	-	-	29.87
Building	35.11	-	-	35.11	11.50	2.32	-	13.82	21.28
Electrical Installation	1.53	-	-	1.53	1.09	0.13	-	1.21	0.31
Furniture & Fixtures	0.31	-	-	0.31	0.22	0.03	-	0.25	0.06
Machinery	14.22	-	-	14.22	7.31	1.33	-	8.64	5.58
<b>Total (A)</b>	<b>4,518.42</b>	<b>278.52</b>	<b>7.25</b>	<b>4,789.70</b>	<b>793.73</b>	<b>103.22</b>	<b>6.91</b>	<b>890.04</b>	<b>3,899.67</b>
<b>Intangible Assets</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Capital Work - In - Progress</b>	<b>4.06</b>	<b>-</b>	<b>-</b>	<b>4.06</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4.06</b>
<b>Total (C)</b>	<b>4.06</b>	<b>-</b>	<b>-</b>	<b>4.06</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4.06</b>
<b>Total (A+B+C)</b>	<b>4,522.48</b>	<b>278.52</b>	<b>7.25</b>	<b>4,793.76</b>	<b>793.73</b>	<b>103.22</b>	<b>6.91</b>	<b>890.04</b>	<b>3,903.73</b>
<b>Previous Year</b>	<b>4,454.55</b>	<b>139.86</b>	<b>71.92</b>	<b>4,522.48</b>	<b>703.29</b>	<b>90.44</b>	<b>-</b>	<b>793.73</b>	<b>3,728.75</b>

**NOTE: 12: NON CURRENT INVESTMENT**

(Amount Rs. In Lakh)

Particulars	31st March 2022	31st March 2021
Investment in Unquoted Shares (At Cost)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**NOTE: 13: LONG TERM LOANS AND ADVANCES**

(Amount Rs. In Lakh)

Particulars	31st March 2022	31st March 2021
<b>Unsecured and Considered Good</b>		
<b>Other Loans and Advances</b>		
Balances with Revenue Authorities	11.11	14.96
<b>Total</b>	<b>11.11</b>	<b>14.96</b>

**Details of Loans and Advances given (Repayable on Demands)**

Type of Borrower	Amount of Loan Outstanding	% to the total loans and advances in the nature of loans
Promoters	Nil	-
Directors	Nil	-
Other Related Parties as per Companies Act	Nil	-

**NOTE: 14: OTHER NON - CURRENT ASSETS**

(Amount Rs. In Lakh)

Particulars	31st March 2022	31st March 2021
<b>Secured and Considered Good</b>		
Security Deposits	23.69	10.57
<b>Others Bank Deposit</b>		
Fixed Deposits (Deposit with Indian Bank)	0.66	0.66
Fixed Deposits (Collateral)	23.12	23.12
	-	-
<b>Total</b>	<b>47.46</b>	<b>34.35</b>

**NOTE: 15: INVENTORIES (Amount Rs. In Lakh)**

Particulars	31st March 2022	31st March 2021
<b>Valued At Cost</b>		
Finished Goods (Tea)	112.60	134.06
Vermi Compost	6.75	-
Ghee	-	1.17
Consumable Stores	50.58	43.00
Nursery Stock	13.92	20.31
<b>Total</b>	<b>183.85</b>	<b>198.55</b>

**NOTE: 16: TRADE RECEIVABLES (Amount Rs. In Lakh)**

Particulars	31st March 2022	31st March 2021
<b>Unsecured, Considered Good</b>	<b>56.70</b>	<b>12.90</b>
<b>Total</b>	<b>56.70</b>	<b>12.90</b>

Trade Receivable Agewise Analysis - Outstanding for the following periods from the due date of payment are given in Annexure - Note -16A

Annexure - Note -16A

**Trade Receivable Ageing as on 31.03.2022**

Particulars	Outstanding for the following periods from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total (Amount in Rs. In Lakh)
i) Undisputed-Considered good	56.70	-	-	-	56.70
ii) Undisputed-Considered doubtful	-	-	-	-	-
iii) Disputed-Considered good	-	-	-	-	-
iv) Disputed-Considered doubtful	-	-	-	-	-
<b>Total</b>	<b>56.70</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>56.70</b>

**Trade Receivable Ageing as on 31.03.2021**

Particulars	Outstanding for the following periods from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total (Amount in Rs. In Lakh)
i) Undisputed-Considered good	12.90	-	-	-	12.90
ii) Undisputed-Considered doubtful	-	-	-	-	-
iii) Disputed-Considered good	-	-	-	-	-
iv) Disputed-Considered doubtful	-	-	-	-	-
<b>Total</b>	<b>12.90</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>12.90</b>

**NOTE: 17: CASH AND BANK BALANCES (Amount Rs. In Lakh)**

Particulars	31st March 2022	31st March 2021
<b>Cash and Cash equivalents</b>		
Cash on hand (As Certified)	10.71	6.24
<b>Balances with Scheduled Bank in Current Accounts</b>		
- HDFC Bank Camac Street Branch	0.00	0.08
- HDFC Bank Siliguri Branch	0.07	0.14
- SBI Malbazar Branch	-	0.95
- Central Bank of India Chalsa Branch	0.05	0.04

- Kotak Bank Dairy Division	0.05	0.09
- HDFC Cash Credit Debit Balance	-	0.01
<b>Total</b>	<b>10.88</b>	<b>7.54</b>

**NOTE: 18: SHORT TERM LOANS AND ADVANCES (Amount Rs. In Lakh)**

Particulars	31st March 2022	31st March 2021
<b>Unsecured and Considered Good</b>		
<b>Other Loans and Advances</b>		
Advance to staff	0.12	0.39
Prepaid Expenses	1.56	0.71
Others	45.71	33.49
Tax Deducted at Source	35.33	22.78
<b>Total</b>	<b>82.73</b>	<b>57.36</b>

**NOTE: 19: OTHER CURRENT ASSETS (Amount Rs. In Lakh)**

Particulars	31st March 2022	31st March 2021
<b>Others</b>		
Accrued Int. On Fixed Deposits	0.58	0.32
<b>Total</b>	<b>0.58</b>	<b>0.32</b>

**NOTE: 20: REVENUE FROM OPERATIONS (Amount Rs. In Lakh)**

Particulars	31st March 2022	31st March 2021
<b>Sale of Products</b>		
<b>Domestic-Finished Goods</b>		
Tea	1,927.42	2,306
Plant & Clonal Cutting	21.24	1.10
<b>Total Net Sales</b>	<b>1,948.66</b>	<b>2,307</b>
Less: Cess on Tea	-	-
<b>Total Sales</b>	<b>1,948.66</b>	<b>2,307</b>

**NOTE: 21: OTHER INCOME (Amount Rs. In Lakh)**

Particulars	31st March 2022	31st March 2021
Income from Dairy Product	35.30	2.98
Interest on Fixed Deposit	1.47	1.76
Interest received from Security Deposit	0.54	-
Interest on IT refund	0.50	0.01
Misc Receipts	0.16	
Sundry Balance Written off	5.11	0.31
Discount Received	1.10	0.01
Profit on Sale of Fixed Assets	0.14	-
Sale of Scrap	-	1.20
<b>Total</b>	<b>44.32</b>	<b>6.26</b>

**NOTE: 22: COST OF MATERIAL CONSUMED (Amount Rs. In Lakh)**

Particulars	31st March 2022	31st March 2021
<b>Opening Stock</b>	<b>-</b>	<b>-</b>
Add: Purchase during the Years	25.10	186.72
Less: Closing Stock	-	-
<b>Cost of Material Consumed</b>	<b>25.10</b>	<b>186.72</b>

**NOTE: 23: CHANGES IN INVENTORY OF FINISHED GOODS (Amount Rs. In Lakh)**

Particulars	31st March 2022	31st March 2021
<b>(Increase)/ Decrease in Finished Stocks</b>		
<b>A. Tea</b>		
Stock at the end of the Year:	112.60	135.23
Stock at the beginning of the Year:	135.23	99.05
<b>Finished Stock of Tea (A)</b>	22.63	-36.17
<b>B. Vermi Compost</b>		
Stock at the end of the Year:	6.75	-
Stock at the beginning of the Year:	-	-
<b>Stock of Vermi Compost (B)</b>	-6.75	-
<b>Total (A+B)</b>	<b>15.88</b>	<b>-36.17</b>

**NOTE: 24: EMPLOYEE BENEFIT EXPENSES (Amount Rs. In Lakh)**

Particulars	31st March 2022	31st March 2021
Salaries, Wages, Bonus & Gratuity	918.95	980.02
PF Contributions	81.42	67.98
Staff Welfare Expenses	12.69	5.03
Provision for Gratuity (Both Paid and Payable)	28.25	-
Directors Remuneration	12.00	18.00
<b>Total</b>	<b>1,053.32</b>	<b>1,071.03</b>

**NOTE: 25: FINANCE COST (Amount Rs. In Lakh)**

Particulars	31st March 2022	31st March 2021
Interest On Secured Loan		
- Bank Loan	47.65	44.11
Interest On Unsecured Loan		
- From Director	27.96	16.29
- From Others	83.78	148.20
Loan Processing Charges	0.60	-
Brokerage on Finance	1.03	1.83
<b>Total</b>	<b>161.01</b>	<b>210.43</b>

**NOTE: 26: DEPRECIATION AND AMORTIZATION EXPENSES (Amount Rs. In Lakh)**

Particulars	31st March 2022	31st March 2021
Depreciation on Tangible Assets	103.22	90.44
<b>Total</b>	<b>103.22</b>	<b>90.44</b>

**NOTE: 27: OTHER EXPENSES (Amount Rs. In Lakh)**

Particulars	31st March 2022	31st March 2021
Advertisement Expense	1.36	0.30
<b>Audit Fees</b>		
- As Statutory Audit	0.90	0.50
- As Tax Audit	0.10	0.10
- As GST Audit	0.51	0.20
- As Internal Audit	0.10	0.10
Bank Charges	0.29	1.54
Consumption of Store and Spares Parts	107.71	204.28
Consumption Cost of Tea Plant	10.03	-



CDSL& NSDL Admission/ Annual Custody Fee	0.44	-
Dairy Expense	22.86	27.60
Donation	0.50	-
Electricity & Fuel Charges	212.29	213.85
General Expenses	8.99	6.82
Insurance exp.	2.45	3.65
Membership & Subscription	9.24	6.04
Misc. Expenses	12.25	9.45
Postage & Telegram	1.28	0.55
Printing & Stationery	1.27	0.88
Profession Tax	0.03	-
Professional & Technical Charges	5.12	2.34
Rent, Rates & Taxes	3.78	2.78
Repairs & Maintenance	42.12	53.57
ROC Filing Fees	7.74	0.05
Selling & Distribution Expense	35.37	69.02
Salami of Renewal of Lease Deed	-	1.45
Telephone Expenses	0.02	0.02
Trade License & Other Authority License Fees	1.67	-
Travelling & Conveyances	8.22	2.19
Vehicle Running & Maintenance	24.86	20.61
Website Maintenance Charges	0.20	-
<b>Total</b>	<b>521.70</b>	<b>627.89</b>

**NOTE: 28: EXTRAORDINARY ITEMS (Amount Rs. In Lakh)**

Particulars	31st March 2022	31st March 2021
Prior Period Expenses	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**NOTE: 29: DETAILS OF PAYMENT TO AUDITOR (Amount Rs. In Lakh)**

Particulars	31st March 2022	31st March 2021
Statutory Audit Fees	0.90	0.50
Tax Audit Fees	0.10	0.10

**NOTE: 30: DISCLOSURE AS PER AS-20 "EARNINGS PER SHARE (Amount Rs. In Lakh)**

Particulars	31st March 2022	31st March 2021
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	132.99	162.66
Weighted Average Number of Equity Shares used as denominator for calculating EPS	9,997,048	5,107,119
Basic and Diluted Earnings Per Share (Rs.)	1.33	3.18
Face Value Per Equity Share (Rs.)	10.00	10.00

**NOTE: 31: EXPENDITURE IN FOREIGN CURRENCY (Amount Rs. In Lakh)**

Particulars	31st March 2022	31st March 2021
Import of Goods & Plant and Machinery	Nil	Nil

**NOTE: 32: EARNINGS IN FOREIGN CURRENCY (Amount Rs. In Lakh)**

Particulars	31st March 2022	31st March 2021
Earnings in Foreign Currency	Nil	Nil

**NOTE: 33: CONTINGENT LIABILITY (Amount Rs. In Lakh)**

Particulars	31st March 2022	31st March 2021
Contingent Liability under Income Tax		
- AY 2009-10	0.03	0.03
- AY 2015-16	82.12	82.12
Contingent Liability under TDS	0.89	0.89
Total Demand from Income Tax Department	83.03	83.03

**NOTE: 34: RELATED PARTY DISCLOSURES (Amount Rs. In Lakh)**

Related Party Disclosure as required by Accounting Standard 18 "Related Party Disclosure" issued by the Institute of Chartered Accountants of India:

**(A) List of Related Parties:****(a) Enterprises over which Key Management Personnel/Directors/Relatives have significant influence:**

- (i) Asian Capital Market Limited
- (ii) Greenex Chemicals Private Limited
- (iii) Bengal Enterprises
- (iv) Asian Tea & Exports Limited

**(b) Key Management Personnel & Relatives of Key Management Personnel:**

- (i) Sri Hariram Garg (Managing Director)
- (ii) Sri Madan Lal Garg (Executive Director)
- (iii) Sri Rajesh Garg (Director)
- (iv) Smt. Seema Mitruka (Director)
- (v) Smt. Nisha Garg (Relative of Director)
- (vi) Smt. Rama Garg (Relative of Director)
- (vii) Smt. Sita Garg (Relative of Director)
- (viii) Sri Raunak Garg (Relative of Director)
- (ix) Sri Manoj Kumar Ganguly – Chief Financial Officer (W.e.f. 01.02.2022)
- (x) Sri Chandan Gupta (Company Secretary cum Compliance Officer & Accounts Executive) (W.e.f. 01.02.2022)

**(B) Transaction with Related Parties:**

Particulars	31st March 2022	31st March 2021
<b>Remuneration Paid to Managing Directors</b>		
- Sri Hariram Garg	12.00	18.00
<b>Remuneration Paid to Relative of Directors</b>		
- Sri Raunak Garg	11.77	-
<b>Remuneration Paid to Key Managerial Personnel</b>	-	-
- Sri Manoj Kumar Ganguly – Chief Financial Officer	0.60	-
- Sri Chandan Gupta, Company Secretary cum Compliance Officer & Accounts Executive	0.72	-
<b>Purchase of Stores</b>		
- Bengal Enterprise	95.92	100.12
<b>Unsecured Loans Received</b>		
From KMP or Relative of KMP		
- Sri Hariram Garg	222.74	204.23
- Sri Madan Lal Garg	30.00	-
- Sri Rajesh Garg	72.31	73.00
- Smt. Nisha Garg	9.00	-

- Smt. Rama Garg	18.00	-
- Sita Garg	38.83	-
<b>From Company owned or significantly influenced by KMP</b>		
- Asian Capital Market Limited	322.60	91.50
- Greenex Chemicals Private Limited	17.00	-
- Asian Tea & Exports Limited	99.00	63.50
<b>Unsecured Loans Paid</b>		
<b>From KMP or Relative of KMP</b>		
- Sri Hariram Garg	777.29	69.67
- Sri Madan lal Garg	30.06	-
- Sri Rajesh Garg	143.50	9.13
- Smt. Nisha Garg	9.00	-
- Smt. Rama Garg	18.00	-
- Sita Garg	77.00	-
<b>From Company owned or significantly influenced by KMP</b>		
- Asian Capital Market Limited	252.60	250.96
- Greenex Chemicals Private Limited	17.00	9.44
- Asian Tea & Exports Limited	69.00	164.82
<b>Interest Paid on Unsecured Loan (Net of TDS)</b>		
<b>From KMP or Relative of KMP</b>		
- Sri Hariram Garg	25.10	11.93
- Sri Madan lal Garg	0.06	-
- Sri Rajesh Garg	4.19	3.13
- Smt. Nisha Garg	-	-
- Smt. Rama Garg	-	-
- Sita Garg	2.17	
<b>From Company owned or significantly influenced by KMP</b>		
- Asian Capital Market Limited	0.28	11.25
- Greenex Chemicals Private Limited	-	0.81
- Asian Tea & Exports Limited	0.12	4.90
<b>Outstanding Balance of Loan Taken as on date</b>		
<b>From KMP or Relative of KMP</b>		
- Sri Hariram Garg	-	526.66
- Sri Madan lal Garg	-	-
- Sri Rajesh Garg	-	67.00
- Smt. Nisha Garg	-	-
- Smt. Rama Garg	-	-
- Sita Garg	-	
<b>From Company owned or significantly influenced by KMP</b>		
- Asian Capital Market Limited	70.28	-
- Greenex Chemicals Private Limited	-	-
- Asian Tea & Exports Limited	30.12	-
<b>Outstanding Balance against Purchase of Store as on date</b>		
- Bengal Enterprise	13.17	33.73

**NOTE: 35: MSME DISCLOSURES**

In terms of Sec.22 of the Micro, Small and Medium Enterprises Development Act, 2006, the company has no additional information to furnish, as the company has no such enterprises amongst its suppliers of goods and services.

**NOTE: 36:**

Previous year's figures have been regrouped and/or rearranged wherever necessary, to confirm to current year's classification.

**For AGARWAL KEJRIWAL & CO.**

*Chartered Accountants*

Firm Reg. No.: 316112E

*Sd/-*

**M. AGARWAL**

*Partner*

Mem No. 052474

Place: Kolkata

Date: 28-05-2022

*Sd/-*

**(HARIRAM GARG)**

*Managing Director*

DIN: 00216053

*Sd/-*

**(MANOJ KUMAR GANGULY)**

*Chief Financial Officer*

For on or behalf of the Board

*Sd/-*

**(RAJESH GARG)**

*Director*

DIN: 00471803

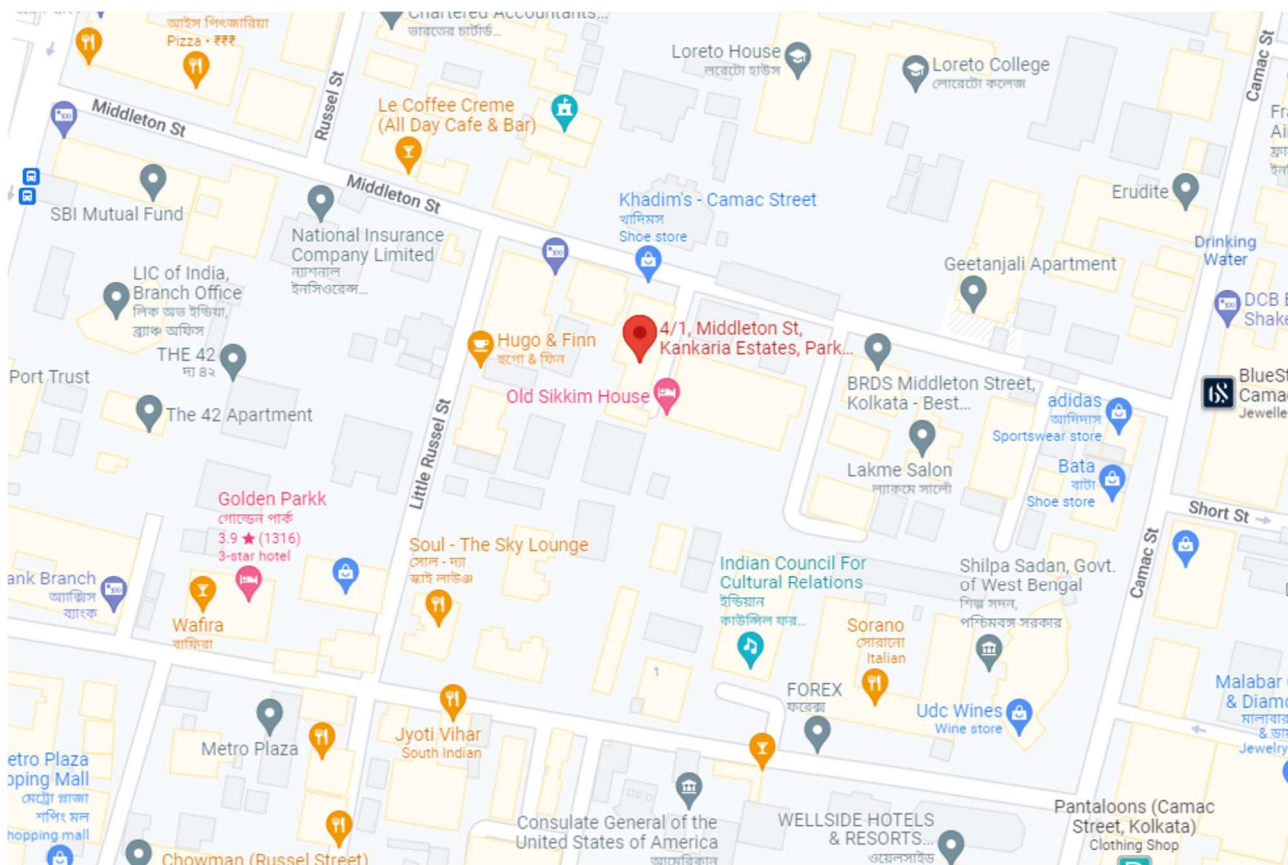
*Sd/-*

**(CHANDAN GUPTA)**

*Company Secretary*

## ROUTE MAP OF VENUE OF 32<sup>nd</sup> AGM

**Venue:** Sikkim Commerce House, 4/1 Middleton Street, Kolkata – 700 071





# **INDONG TEA COMPANY LIMITED**

Sikkim Commerce House,  
4/1 Middleton Street, Kolkata - 700 072  
Phone No: +91 33 4006 3601  
Email: [cs@indongteaco.com](mailto:cs@indongteaco.com)  
Website: [www.indongteaco.com](http://www.indongteaco.com)