

ANNUAL REPORT 2022-23



BHATKAWA TEA INDUSTRIES LIMITED



BHATKAWA TEA INDUSTRIES LIMITED

CIN : L01132WB1911PLC002077

ANNUAL REPORT AND ACCOUNTS 2022-23

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BOARD OF DIRECTORS :

Padmanabh Jalan
Krishna Prasad Bagaria
Rashmi Chitlangia
Arjun Mitra

KEY MANAGERIAL PERSONNEL :

Krishnendu Basu - CFO
Dharini Mehta - Company Secretary

AUDITORS :

M/s. Das & Prasad
Chartered Accountants
4, Chowringhee Lane
Kolkata - 700 016

GARDEN :

Bhatkawa Tea Estate
P.O. Garopara
Dist. Alipurduar
West Bengal - 735 217

REGISTRARS & SHARE TRANSFER AGENTS

S. K. Infosolutions Pvt. Ltd.
D/42, Katju Nagar, Jadavpur
Kolkata - 700 032
Phone : 033-2412 0027 / 29
E-mail : contact@skcinfo.com
Website : www.skcinfo.com

REGISTERED OFFICE :

Nicco House, 6th Floor
2, Hare Street, Kolkata - 00 001
Phone : 2248 9916 / 5422
E-mail : contact@bhatkawa.com
Website : www.bhatkawatea.com

BHATKAWA TEA INDUSTRIES LIMITED

NOTICE

NOTICE is hereby given that the Annual General Meeting (AGM or Meeting) of the members of BHATKAWA TEA INDUSTRIES LIMITED will be held on September 25, 2023, Monday at 12:00 PM through Video Conferencing (VC) for which purpose the Registered Office of the Company situated at 6th Floor, Nicco House, 2 Hare Street, Kolkata - 700 001 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made there at, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2023 and the reports of Board of Directors and Auditors thereon and in this regard pass the following resolution as **Ordinary Resolution**:
"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
2. To appoint a Director in place of Mr. P. Jalan (DIN 01651268) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:
"RESOLVED THAT Mr. Arjun Mitra, (DIN: 06967237) who was appointed as an Additional Director of the company by the Board of Directors with effect from 16th December, 2022 under the provisions of section 161 of the Companies Act, 2013 and pursuant to the Articles of the Association of the Company and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and has given consent to act as a Director of the company and in respect of whom the company has received a Notice in writing from a member U/s. 160 of the Act, proposing his candidature for office of Director, be and is hereby appointed as Director of the Company.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules 2014 (Including any modifications or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (LODR) Regulations, 2015, as amended from time to time, Ms. Rashmi Chitlangia, (DIN: 07171476) non-executive Independent Director of the Company, whose term ends on 30th September, 2023 be and is hereby re-appointed as independent Director of the Company, not liable to retire by rotation, to hold office for a another term of 5 (five) consecutive years from 1st October, 2023 up to 30th September, 2028.
"RESOLVED FURTHER THAT the Board of Directors of the Company and/ or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."
5. 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 sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the company and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appointment of Mr. Padmanabh Jalan (DIN - 01651268) as Whole-time Director of the Company for a period of three years w.e.f 1st April, 2023 upon the terms and conditions noted hereunder:

BHATKAWA TEA INDUSTRIES LIMITED



A. SALARY & BONUS

- | | |
|-----------|--|
| a) Salary | Rs. 3,10,000 - 30,000 ² - 3,70,000 per month
(Increase in salary will take effect from 1st April every year) |
| b) Bonus | One-month Salary for 12 months service |

B. PERQUISITES

- | | | | | | | | | | | | |
|--|--|----|--|----|--|----|---|----|-------------------------------------|----|---|
| i) Re-imbursement of hospital / Medical expenses | For self and family up to one-month salary. | | | | | | | | | | |
| ii) Leave travel concession | For self and family once in a year up to one month salary. | | | | | | | | | | |
| iii) Membership of Club Fees | Subject to maximum 2 club, excluding admission fees. | | | | | | | | | | |
| iv) Contribution to Provident Fund and Superannuation Fund | Not exceeding 27% of Salary. | | | | | | | | | | |
| v) Gratuity | Not exceeding half a month's salary for each completed year of service. | | | | | | | | | | |
| vi) Leave | One month's leave with full remuneration for every eleven months of service. Encashment of leave at the end of the tenure will be allowed and will not be included in the computation of ceiling of perquisites. | | | | | | | | | | |
| vi) Others | <table border="0"><tr><td>a)</td><td>Car with driver for use on the company's business.</td></tr><tr><td>b)</td><td>Domestic help, maximum 2 persons, at residence</td></tr><tr><td>c)</td><td>Telephone and other communication facilities shall be provided at residence for Company's business.</td></tr><tr><td>d)</td><td>Reimbursement of Electricity bills.</td></tr><tr><td>e)</td><td>Any other facility as per the rules of the Company.</td></tr></table> | a) | Car with driver for use on the company's business. | b) | Domestic help, maximum 2 persons, at residence | c) | Telephone and other communication facilities shall be provided at residence for Company's business. | d) | Reimbursement of Electricity bills. | e) | Any other facility as per the rules of the Company. |
| a) | Car with driver for use on the company's business. | | | | | | | | | | |
| b) | Domestic help, maximum 2 persons, at residence | | | | | | | | | | |
| c) | Telephone and other communication facilities shall be provided at residence for Company's business. | | | | | | | | | | |
| d) | Reimbursement of Electricity bills. | | | | | | | | | | |
| e) | Any other facility as per the rules of the Company. | | | | | | | | | | |

The following shall not be included in the perquisites:

- Use of Company's car for official purpose.
- Company's contribution to Provident Fund and Superannuation fund to the extent these singly for put together are not taxable under The Income Tax Act, 1961.
- Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- Encashment of leave at the end of the tenure of office.
- Reimbursement of telephone and electricity bills.
- Reimbursement of leave travel and club expenses.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and vary remuneration payable to Mr. Padmanabh Jalan, as Whole-time Director of the Company or any other terms and conditions thereof as may be agreed to by the Board and Mr. Padmanabh Jalan."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the above resolution."

Place: Kolkata
Date: 12th August, 2023

By order of the Board
For BHATKAWA TEA INDUSTRIES LTD
Dharini Mehta
Company Secretary
(ACS-26814)

BHATKAWA TEA INDUSTRIES LIMITED

NOTES & INFORMATION TO SHAREHOLDERS

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/2020, dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020, dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022, dated December 28, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the Annual General Meeting ("Meeting" or "AGM") of the Company for the Financial Year 2022-2023 is being held through VC / OAVM on Monday, 25th September, 2023, at 12:00 p.m. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at Nicco House, 6th Floor, 2 Hare Street, Kolkata - 700 001.

2. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.

ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies(Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
4. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/DPs, members are requested to get their email id registered. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2022-23 will also be available on the Company's website at www.bhatkawatea.com, websites of the Stock Exchanges, i.e., Calcutta Stock Exchange Limited at www.cse-india.com and on the website of NSDL at www.evoting@nsdl.co.in. Members may also note that pursuant to Sections 101 and 136 of the Act read with the Rules framed there under, the Notice calling the AGM along with the Annual Report for the Financial Year 2022-23 are being sent by electronic mode to those Members whose e-mail addresses are registered with the DPs or the Company/RTA, unless the Members have requested for a physical copy of the same.
5. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting, pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address at pcsmonalisa16@gmail.com with a copy marked at cs@bhatkawa.com.



6. CLOSURE OF REGISTER OF MEMBERS

Register of members and the Transfer Books of the company will be closed for the purpose of AGM from Thursday, 21st September, 2023 to Monday, 25th September, 2023 (both days inclusive).

7. SEBI has mandated the submission of PAN, KYC and nomination details by members holding shares in physical form by 30th September, 2023 vide its circular dated 3rd November, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company. The forms for updating the same are available at the website of the Company as well as the Registrar & Share Transfer Agent. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant(s).

8. TDS ON DIVIDEND

The Board of Directors have not recommended any dividend for the financial year 2022-2023. For information purpose attention of members is drawn to following provision:

Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income is taxable in the hands of Members with effect from 1st April, 2020 and therefore, whenever dividend is declared, the Company shall be required to deduct tax at source (TDS) from dividend paid to Members at the prescribed rates. Members are requested to update their Permanent Account Number ("PAN") with the Company / S.K.Infosolution Pvt. Ltd. (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

For Resident Shareholders, tax shall be deducted at source under Section 194 of the Income-tax Act, 1961 @ 10% on the amount of Dividend declared and paid by the Company during a Financial Year ("FY") provided PAN is furnished by the Shareholder. If PAN is not submitted, TDS would be deducted @ 20% as per Section 206AA of the Income-tax Act, 1961. However, no Tax shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during a financial year does not exceed Rs. 5,000.

Separately, in cases where the Shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years), no tax at source shall be deducted provided that the eligibility conditions are being met. Needless to say, PAN is mandatory. Members are requested to note that in case their PAN is not linked with Aadhar, tax will be deducted at a higher rate of 20%.

Additional information in connection to TDS on dividend, including taxability of non-resident shareholders, and newly introduced Section 206AB of the Income tax Act, 1961 can be accessed at the Company's web link: www.bhatkawatea.com.

9. ELECTRONIC CREDIT OF DIVIDEND

The Board of Directors have not recommended any dividend for the financial year 2022-2023. For information purpose attention of members is drawn to following provision:

The Securities and Exchange Board of India ("SEBI") has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/National Electronic Fund Transfer (NEFT)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.

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Members holding shares held in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend, as and when declared, as per the applicable regulations of the Depositories and the Company will not be able to accede to any direct request from such Members for change/ addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/bankers' cheque/demand draft to such Members by post/courier at the address registered with the Company/RTA.

Complete process for registering the Bank Mandate along with the form is available on the Company's web link: www.bhatkawatea.com.

10. CUT-OFF DATE

Members holding shares either in physical or dematerialized form, as on cut-off date, i.e., 20th September, 2023 cast their votes electronically. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e., 20th September, 2023. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

11. TRANSFER OF SHARES PERMITTED IN DEMATFORM ONLY

As per Regulation 40 of the Listing Regulations as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities.

In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the RTA, M/s. S. K. Infosolutions Pvt. Ltd. to seek guidance with respect to the demat procedure. Members may also visit the website of depositories viz. National Securities Depository Limited: <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited: <https://www.cdslindia.com/investors/open-demat.html>.

12. NOMINATION OF SHARES

Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the RTA M/s. S. K. Infosolution Pvt. Ltd. having their office at D/42, Katju Nagar, Ground Floor, Jadavpur, Kolkata - 700 032. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

If a member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14. Both the forms are also available on the Company's website at the web-link: www.bhatkawatea.com.

13. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

Members are hereby informed that pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 read with the Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016 applicable w.e.f 7th September, 2016, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investor Education & Protection Fund (the fund) established by the Central Government.

As per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (hereinafter referred to as the IEPF Rules, 2016) read with Section 124 of the Companies Act, 2013, in addition to the transfer of the unpaid or unclaimed dividend to Investor Education and Protection Fund (hereinafter referred to as "IEPF"), the Company shall be required to transfer the underlying shares on which dividends have remained unpaid or unclaimed for a period of seven consecutive years to IEPF Demat Account.

In accordance with the aforesaid IEPF Rules, the Company has regularly sent communication to all such shareholders whose dividends are lying unpaid/unclaimed against their name for seven consecutive years or more and whose shares are due for transfer to the IEPF Authority and has also published notice(s) in leading newspapers in English and regional language having wide circulation.

The details of such dividends/shares and other unclaimed moneys to be transferred to IEPF are uploaded on the website of the Company at the web-link: www.bhatkawatea.com.

Shareholders are informed that once the unpaid/ unclaimed dividend or the shares are transferred to IEPF, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents as specified in Form IEPF-5 which is available on the website of IEPF at www.iepf.gov.in.

14. EXPLANATORY STATEMENT

The explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of the special business under item no's 3, 4 and 5 is annexed hereto and forms part of this Notice.

15. MEMBERS ARE REQUESTED TO:

- (a) intimate to RTA, M/s. S. K. Infosolution Pvt. Ltd., changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in physical form;
- (b) intimate to respective Depository Participant, changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in electronic/dematerialized form;
- (c) quote their folio numbers/ Client ID and DP ID in all correspondence;
- (d) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;
- (e) register their Permanent Account Number(PAN) with their Depository Participants, in case of Shares held in dematerialised form and RTA, M/s. S. K. Infosolution Pvt. Ltd. /Company, in case of Shares held in physical form, as directed by SEBI, and

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- (f) to support the Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (incase of Shares held in dematerialised form) or by writing to RTA, M/s. S.K. Infosolution Pvt. Ltd. (in case of Shares held in physical form).

16. UPDATION OF MEMBER'S DETAILS

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. A form for compiling additional details is available on the Company's website at the web-link: www.bhatkawatea.com.

17. PROCEDURE FOR INSPECTION OF DOCUMENTS

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and relevant documents referred to in this Notice of AGM and Explanatory Statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 25th September, 2023. Members seeking to inspect such documents can send an email to Company's investor email id: cs@bhatkawa.com.

18. MEMBER'S QUERIES & SPEAKER REGISTRATION

Members desiring any additional information or having any question or query pertaining to the business to be transacted at the AGM are requested to send the same at the Registered Office of the Company at Nicco House, 2 Hare Street, 6th Floor, Kolkata - 700 001 or write from their registered e-mail addresses, mentioning their name, DP ID and Client number/folio number and mobile number to the Company's investor email id: cs@bhatkawa.com so as to reach the Company at least seven days in advance of the Meeting to enable the management to keep the information ready. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date.

Also, members of the Company, holding shares as on the cut-off date i.e. Wednesday, 20th September, 2023 and who would like to speak or express their views may register as speakers by sending a request to the Company at least 5 days prior to meeting mentioning their name, demataccount number/folio number, email id, mobile number at Company's investor email id: cs@bhatkawa.com. Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

19. All NRI members of the Company are hereby requested to get their Indian Postal Addresses, e-mail id's and bank details with their NRI/NRE account nos. registered with their respective DP's/RTA of the Company, so as to facilitate to provide smooth, faster, cost effective and proper service to them by the Company.
20. In terms of the provisions of Section 107 of the Companies Act, 2013 e-voting is being offered in respect of the resolutions set out in this Notice. Those Members who will be present in the AGM through VC facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., Wednesday, 20th September, 2023.

21. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING

The remote e-Voting period begins on Friday, September 22, 2023 at 10:00 A.M. and ends on Sunday, September 24, 2023 at 5:00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. September 20, 2023 may cast their vote electronically.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode -

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

(I) Individual Shareholders holding securities in demat mode with NSDL.

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

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(II) Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi and then use your existing myeasi user name & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

(III) Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Help desk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-2305 8738 or 022-2305 8542/43

- B) Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DPID followed by 8Digit Client ID For example if your DPID is IN300***and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Shareholders other than Individual Shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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- (ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders who see mail ID sare not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - "Physical UserResetPassword?" (If you are holding share sinphysical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (OneTime Password) based login for casting the vote son the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Termsand Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.How tocast yourvote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step1, you will be able to see all the Companies "EVEN" in which you are holdings hare sand whose voting cycle and General Meeting is in active status.
- Select "EVEN" of Company for which you wish to cast your vote during the remotee-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under"Join General Meeting".
- Now you are ready fore-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e.assent or dissent,verify/modifythenumberof shares for which you wish to cast your vote and click on "Submit" and also "Confirm" whenprompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the print out of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirmy our vote on there solution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

- Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authorityletteretc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to pcsmonalisa16@gmail.com with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful

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attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000.
4. Mrs. Monalisa Datta, practicing Company Secretaries (Mem. No. FCS 30368) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the E-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forward to the Chairman of the Company.
6. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of NSDL within two (2) days of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to CSE Limited where the shares of the Company are listed.

Process for those Shareholders whose email ID are not registered with the depositories for procuring user id and password and registration of email IDs for e-Voting for the resolutions set out in this notice and for obtaining Notice and Annual Report:

1. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@bhatkawa.com or the RTA skcdilip@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID+CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@bhatkawa.com or the RTA skcdilip@gmail.com. If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities Alternatively, mode.
3. Alternatively Shareholders/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
4. Interm of SEBI circular dated December 9, 2020 one-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update the irmobile number and email ID correctly in their demat account in order to access e-Voting facility.

22. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ Shareholders, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

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3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.

23. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC

1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VCLink" placed under "Join General meeting" menu against Company name. You are requested to click on VC link placed under Join General Meeting menu. The link for VC will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the UserID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hot spot may experience Audio/Video loss due to fluctuation in the irrespective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

24. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.

Place: Kolkata
Date: 12th August, 2023

By order of the Board
For BHATKAWA TEA INDUSTRIES LTD
Dharini Mehta
Company Secretary
(ACS-26814)

BHATKAWA TEA INDUSTRIES LIMITED



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

As required under Section 102 of the Companies Act, 2013 (as amended) (the "Act") the following Explanatory Statement sets out all material facts relating to the Special Businesses relating to Item No. 3, 4 and 5 of the accompanying Notice dated August 12, 2023.

Item no. 3 :

On recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Arjun Mitra, (DIN: 06967237) as Additional Director on 16.12.2022. He holds office up to the date of forthcoming Annual General Meeting u/s. 161 of the Companies Act, 2013. He is eligible for appointment and has consented to act as a Director of the Company. The Company has received a notice in writing from a member u/s. 160 of the Act proposing his candidature for the office of the Director. The requisite deposit has been received. His details are given as under:

Particulars	Appointment
Name	Arjun Mitra
DIN	06967237
Date of Birth	03.11.1962
Date of Appointment	16.12.2022
Qualification	BA
Experience	39 years in Tea Industry
Directorship of other Companies (Excluding foreign Companies and Private Limited Companies)	NIL
Chairman / Member of Committee of the Boards of Companies of which he is a Director	NIL
Shareholding in the Company (Nos.)	NIL

The Board is of the firm view that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Arjun Mitra as a non-executive Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Arjun Mitra as Director, for the approval by the shareholders of the Company.

Except Mr. Arjun Mitra, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in item No.3. This Explanatory Statement may also be regarded as a disclosure under Listing Regulations with the Stock Exchange.

Item no. 4 :

At the Annual General Meeting held on 27th September, 2019, Mrs. Rashmi Chitlangia (DIN 07171476) was appointed as an Independent Director of the Company, for a period of 5 years with effect from 1st October, 2018, pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules").

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The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation during her first term of 5 (five) years and considering her knowledge, acumen, expertise, experience and contribution and time commitment, has recommended to the Board for her reappointment for a second term of 5 (five) years. Based on the recommendation of the NRC, the Board, recommended the reappointment of Mrs. Chitlangia as an independent director, not liable to retire by rotation, for a second term of 5 (five) years effective from 1st October, 2023, to 30th September, 2028 (both days inclusive).

In accordance with Section 149 (10) of the Companies Act, 2013 she is eligible for re-appointment as an Independent Director for her second tenure, upon passing of a Special Resolution by the members at the General Meeting of the Company.

Mrs. Chitlangia fulfils the requirements of an independent director as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations. Her re-appointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

Mrs. Chitlangia is B.A qualified with 17 years of experience in School Management and administration. Given her vast experience in management and administration, the Board considers her re-appointment to be in the interest of the Company and recommends the resolution contained in Item No. 4 of the Convening notice for approval of the members as a special resolution.

In accordance with Regulation 17 (10) of SEBI-(LODR) and Schedule IV of the Companies Act, 2013, the Board of Directors at their meeting held on 12th August, 2023 have evaluated the performance of Mrs. Rashmi Chitlangia and found the same to be satisfactory and her contributions to the deliberations were beneficial in Board/ Committee Meetings.

In accordance with Proviso to Section 152 (5) of the Companies Act, 2013, the Board of Directors have also formed an opinion that Mrs. Rashmi Chitlangia fulfils the conditions specified in the Companies Act, 2013 for such reappointment.

In accordance with Part D (A) (5) of Schedule II, read with Regulation 19 (4) of SEBI (LODR) and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 12th August, 2023 had recommended to extend the term of office of Mrs. Rashmi Chitlangia by re-appointing her for another period of 5 years from 01.10.2023 to 30.09.2028.

She holds no shares in Bhatkawa Tea Industries Limited.

The draft letter of re-appointment for Mrs. Rashmi Chitlangia as an Independent Director, setting out the terms and conditions is available for inspection without any fee by the Members at the registered Office of the Company during normal business hours on any working day upto the date of the Annual General Meeting. However, the member is requested to seek prior appointment, to ensure availability of Company personnel.

The resolution set out in Item No.4, of the convening notice is to be considered accordingly and the Board recommends the same. Except Mrs. Rashmi Chitlangia being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36 (3) of SEBI (LODR) 2015.

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Item no. 5:

Mr. Padmanabh Jalan was re-appointed as whole-time director of the Company by the Board of Directors on the recommendation of Nomination & Remuneration Committee at the meeting of Board of Directors held on 10th February, 2023 for a period of 3 years with effect from 1st April, 2023 subject however, to the approval of members. The terms of appointment have been mentioned in the resolution laid under item no. 5 in the Notice. Mr. Padmanabh Jalan has been Director of the Company since 31.07.2009 and was appointed as a whole-time director to strengthen the management structure of the Company and provide much needed impetus, efficiency and speed in implementation of various projects of the Company resulting in improvement in quality and quantity of production at Garden. The Information as required by the Act is adequately given in the resolution.

In view of the above, approval of members is sought through special Resolution to re-appoint him as Wholetime Director for period of 3 years. None of the Directors is concerned or interested in the resolution except Mr. Padmanabh Jalan himself. The Board recommends for passing of the resolution.

Details of Director seeking re-appointment:

Particulars	Re-appointment
Name	Padmanabh Jalan
DIN	01651268
Date of Birth	17.02.1987
Date of re-appointment	01.04.2023
Qualification	B.Sc Management Science, UK
Experience	14 years in Tea Industry
Directorship of other Companies (Excluding foreign Companies and Private Limited Companies)	Kirti Industrial Co. Limited
Chairman / Member of Committee of the Boards of Companies of which he is a Director	Member of Investor Grievance Committee of Bhatkawa Tea Industries Ltd
Shareholding in the Company (Nos.)	2,44,090 shares

By order of the Board
For BHATKAWA TEA INDUSTRIES LTD

Dharini Mehta

Company Secretary
(ACS-26814)

Place: Kolkata
Date: 12th August, 2023

BHATKAWA TEA INDUSTRIES LIMITED

DIRECTORS' REPORT

TO THE MEMBERS

The Directors have pleasure in presenting the Annual Report and the Audited Accounts for the year ended 31st March, 2023 (Rs. in Lakhs)

FINANCIAL RESULTS	31st March 2023	31st March 2022
Gross Revenue	3860.16	3840.65
Profit before Depreciation Finance Cost & Taxation	395.01	725.77
Less: Depreciation & Amortization expenses	94.56	87.30
Finance Cost	34.42	31.96
Taxation (incl. Deferred Tax)	40.19	56.94
Profit after taxation	225.84	549.57
Other comprehensive income	85.21	259.24
Total Comprehensive income for the period	311.05	808.81

BUSINESS REVIEW & PROSPECTS:

The company's manufactured own crop was 15.86 lakh kg against last year's own crop of 16.45 lakh kg. The Directors hope that with the present market trend and barring unforeseen circumstances, the company will show better result in the current year. The company has achieved the production of 6.74 lakh kg up to 31st July, 2023 which is marginally higher than corresponding figures of the previous year.

CHANGE(S) IN NATURE OF BUSINESS

There has been no change in the nature of business of the Company and it continues to concentrate on its own business with growth plans in short to medium terms.

DIVIDEND

Keeping in mind the current constraints prevailing in the teaindustry, the Board has not recommended payment of dividend for the financial year 2022-23. In the previous year a dividend of Re. 0.50 (Rupee Fifty paise) per equity shares of face value of Rs. 10/- each was declared by the Board.

TRANSFER TO RESERVES

The Board of Directors of your Company has decided not to transfer any amount to the Reserves for the year under review.

SHARE CAPITAL

During the year under review there is no change in the issued, subscribed and paid-up share capital of the Company. The paid-up capital as on 31st March, 2023 stood at Rs. 2,24,00,000/- divided into 22,40,000 equity shares of Rs. 10/- each.

DEPOSITS

As per Section 74 of the Companies Act, 2013 the Company has neither accepted nor renewed any deposits during the Financial Year 2022-23.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

Unclaimed dividend amounting to Rs. 93,058/- for Financial Year 2014-15 was transferred to Investor Education & Protection Fund on 27th December, 2022. In terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, the Company will be transferring the corresponding shares to the IEPF, where the dividends for the last seven consecutive years have not been claimed by the concerned shareholders.

Further, the unclaimed dividend in respect of Financial Year 2015-16 amounting to Rs. 86,175/- must be claimed by shareholders on or before 2nd November, 2023, failing which the Company will be transferring the unclaimed dividend and the corresponding shares to IEPF within a period of 30 days from the said date.

DIRECTORS RESPONSIBILITY STATEMENT

The Board of Directors states:

- That in the preparation of the Annual Accounts for the year ended 31st March, 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31st March, 2023 and the profit of the company for that period.
- That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- That the Directors had prepared the Annual Accounts for the year ended 31st March, 2023 on a going concern basis.
- That the Directors have laid down internal financial control to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

STATEMENT OF DECLARATION GIVEN BY THE INDEPENDENT DIRECTORS

All the Independent Directors of the Company have given their respective declarations/disclosures under Section 149(7) of the Companies Act, 2013 ('Act') and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and have confirmed that they fulfill the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

Further, the Board after taking these declarations/disclosures on record and acknowledging the veracity of the same, concluded that the Independent Directors are persons of integrity and possess the relevant proficiency, expertise and experience to qualify as Independent Directors of the Company and are Independent of the Management of the Company.

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MEETINGS OF INDEPENDENT DIRECTORS

The Independent Directors met once during the year under review, on 10th February, 2023. The meeting was conducted in an informal manner without the presence of the Whole-time Director, the Non-Executive Non-Independent Directors, or any other Management Personnel.

ANNUAL PERFORMANCE EVALUATION

In terms of provisions of Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out the annual evaluation of its own performance and that of its Directors individually. The evaluation criteria as laid down by the Nomination and Remuneration Committee included various aspects of functioning of the Board such as composition, process and procedures including adequate and timely information, attendance, delegation of responsibilities, decision-making, roles and responsibilities including monitoring, benchmarking, feedback, stakeholder relationship and Committees.

The performance of individual Directors including the Chairman was evaluated on various parameters such as knowledge and experience, interest of stakeholders, time devoted etc. The evaluation of Independent Directors was based on aspects like participation in and contribution to the Board decisions, knowledge & experience and judgment.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Act, the Articles of Association of the Company and for the limited purpose of complying with provisions of rotation of Directors, Mr. P. Jalan retires by rotation and being eligible offers himself for re-appointment.

During the financial year 2022-23, Mr. Alok Gupta had tendered his resignation for personal reasons and consequently ceased to be Director of the Company w.e.f 28.12.2022. The Company puts on records his contribution and association with the company. The Board of Directors at its meeting held on 16.12.2022 have appointed Mr. Arjun Mitra as Additional Director of the Company. He holds office till the conclusion of the ensuing AGM. Regularisation of his Directorship has been proposed in the accompanying Notice of ensuing AGM.

Mr. Padmanabh Jalan, Wholetime Director along with Mr. K. Basu being the Chief Financial Officer and Mrs. Dharini Mehta the Company Secretary are the Key Managerial Personnel of the Company.

The Board confirms that it has the required number of Independent Directors as envisaged u/s 149(4) of the Act and Clause 49 of the Listing Agreement with CSE and Regulation 17 of SEBI (LODR) Regulations, 2015. A detail of composition of Board and Directors is given in the Report on Corporate Governance annexed to this report.

The Company has received declarations from all Independent Directors of the Company that they meet criteria of independence as stipulated u/s 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (LODR) Regulations, 2015.

AUDITORS

M/s. Das & Prasad, Chartered Accountants, (Firm Registration No. 303054E) were appointed as the Statutory Auditors of the Company to hold office from the conclusion of the Annual General Meeting held on 24th September, 2022, for a period of 5 years. They have submitted a certificate confirming that their appointment and continuance is in accordance with Section 139 read with Section 141 of the Companies Act, 2013 for the financial year 2023-2024.

The Auditors' Report on the financial statements of the Company for the financial year ended March 31, 2023 is

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unmodified i.e. it does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements forming part of the annual report. Further no frauds have been reported under section 143(12) of the Companies Act, 2013 by the Auditors of the Company.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company believes that CSR is a way of creating shared value and contributing to social and environmental good. Our endeavour is to mainstream economically, physically and socially challenged groups and to draw them into the cycle of growth, development and empowerment. To achieve this, your Company collaborates with development-focused NGOs, involves local communities in the development process and works with systems & frontline staff to achieve desirable social outcomes in a sustainable manner.

The Company's CSR interventions are designed to strengthen the healthcare services and infrastructure, impart skill training and basic literacy for better livelihoods and to promote environmentally sustainable initiatives. All CSR initiatives are implemented in accordance with the Schedule VII of the Companies Act, 2013.

The Company's CSR activities are guided and monitored by its Board of Directors. Since the total CSR spending of the Company does not exceed Rs. 50 lakhs during the year, pursuant to provisions of Section 135(9) of the Companies Act, 2013, it is not mandatory for the Company to constitute a CSR committee. The functions of such committee shall be discharged by the Board of Directors of the Company.

During the FY 2022-23, your Company has spent an amount of Rs. 8.50 lakhs on CSR activities as against prescribed CSR expenditure of Rs. 8.16 lakhs. The Annual Report on CSR activities is annexed herewith as 'Annexure - A'.

PARTICULAR OF EMPLOYEES

The Information as required under Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are given in the 'Annexure - B' forming part of the Report.

The company has 1708 permanent employees on roles of the company. The percentile increases in salary of non-Managerial persons as against Managerial persons is fair.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange / outgo stipulated under Sec. 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rule, 2014 is annexed as 'Annexure - C'.

SECRETARIAL AUDITOR

Pursuant to the Provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed Mrs. Shiksha Bhavik Sheth, Practicing Company Secretary, to undertake the Secretarial Audit of the Company for the year 2022-23. The report of the secretarial auditor is annexed herewith as 'Annexure -D' to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

In compliance with Section 204 of the Act, the Company has appointed Mrs. Shiksha Bhavik Sheth, Practicing Company Secretary as Secretarial Auditor for the financial year 2023-24.

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INTERNAL AUDITORS

During the year under review, M/s. B. Nath & Co., Chartered Accountants the internal auditors of the Company conducted periodic audits of the Company. The Audit Committee reviews the detailed Internal Audit reports submitted by the Internal Auditors and takes stock of the actions taken on observations of and recommendations made by them.

Your directors are confident that there are adequate internal control systems and procedures which are being followed and complied with.

PARTICULARS OF COMPLIANCE OF CONTRACTS OR ARRANGMENTS MADE WITH RELATED PARTIES

All contracts/arrangements/transactions entered into by the Company during the Financial Year with Related Parties were in the ordinary course of business and on an arm's length basis. During the year under review, your Company had not entered into any contract/arrangement/transaction with related Parties which could be considered material in accordance with the Policy on Related Party Transactions. Pursuant to Section 134 (3) (h) read with Rule 8 (2) of the Companies (Accounts) Rules, 2014, there are no transactions to be reported under Section 188 (1) of the Companies Act, 2013. Accordingly, the disclosure of Related Party Transactions, as required under Section 134 (3) (h) of the Companies Act, 2013 in Form AOC-2 is not applicable to the Company.

The Policy on Related Party Transactions as approved by the Board of Directors of the Company is uploaded on the website of the Company and same can be accessed on the web-link: www.bhatkawatea.com

Further details on the transactions with Related Parties are provided in the accompanying Financial Statements.

MEETING OF THE BOARD & COMMITTEES

The meeting dates are circulated in advance to the Directors. During the year eight Board Meetings, five Audit Committee meetings, two Nomination & Remuneration Committee meetings and one meeting of the Independent Directors were convened and held, the details of which are given in corporate governance report. Intervening gap between the meetings was within the period prescribed under the Act and the listing agreement.

PARTICULARS OF LOAN, GUARANTEE OR INVESTMENT

The particulars of loans, guarantees or investments made under section 186(4) of the Companies Act, 2013 are covered in the notes of the financial statements for the year ended 31st March, 2023.

INTERNAL CONTROL SYSTEMS

The Company has adequate system of internal controls that commensurate with the size and nature of business. Detailed procedures are in place to ensure that all assets are safeguarded and protected against loss, all transactions are authorised, recorded and appropriately reported. The Company has a process in place to continuously monitor the same and identify gaps, if any, and implement new and/or improved controls wherever the effect of such gaps would have a material effect on the Company's operations.

RISK MANAGEMENT POLICY

The Company has laid down the procedures to inform to the Board about the risk assessment and minimization procedures, which shall be responsible for framing, implementing and monitoring the risk management plan of the company. The Company is committed to manage its risk in a proactive manner. Though risks cannot be

completely eliminated, an effective risk management plan ensures that risks are reduced, avoided, retained or shared. The Risk Management Policy is available on the website of your Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an analysis of the Company's performance is discussed in the Management Discussion and Analysis Report, annexed herewith as 'Annexure -E' and which forms part of this Annual Report.

CORPORATE GOVERNANCE

Your Company practices a culture that is built on core values and ethical governance practices. Your Company is committed to transparency in all its dealings and places high emphasis on business ethics.

In accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance, annexed herewith as 'Annexure - F' along with a Certificate from Practicing Company Secretary, Shiksha B Sheth, regarding compliance with the conditions of Corporate Governance as stipulated pursuant to said Regulation, annexed herewith as 'Annexure F-1' forms part of the Annual Report.

CERTIFICATE REGARDING NON-DEBARMENT AND NON-DISQUALIFICATION OF DIRECTORS FROM PRACTISING COMPANY SECRETARY

A certificate issued by Shiksha B. Sheth, Practicing Company Secretary, pursuant to Regulation 34(3) read with Clause 10 (i) of Paragraph C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, certifying that none of the Directors on the Board of the Company as on 31st March, 2023, has been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such Statutory Authority is attached at the end of the Corporate Governance Report as 'Annexure - G'.

ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return as on 31st March, 2022 in Form No. MGT-7, is available on the Company's website and can be accessed at the web-link: www.bhatkawatea.com.

The Annual Return of the Company for the financial year ended 31st March, 2023 will be uploaded, once filed with the Ministry of Corporate Affairs.

COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARD - 1 AND SECRETARIAL STANDARD - 2

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

The applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied with, by your Company.

BHATKAWA TEA INDUSTRIES LIMITED

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATOR OR COURTS

No significant and material order has been passed by the regulator or courts or tribunal which would impact the going concern status of the company and its future operation.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company promotes ethical behaviour in all its business activities and has established a vigil mechanism for its Directors, Employees and Stakeholders associated with the Company to report their genuine concerns. The Vigil Mechanism as envisaged in the Companies Act, 2013 and the Rules prescribed thereunder and the Listing Regulations is implemented through the Whistle Blower policy, to provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee. The Audit Committee is apprised on the vigil mechanism on a periodic basis. During the year, no personnel have been denied access to the Audit Committee.

The Whistle Blower Policy has been appropriately communicated within the Company and is available on the website of your Company.

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

The Company has always believed in providing a safe and harassment free workplace for every individual working in premises through various interventions and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment. The Directors of the company are responsible for prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of sexual harassment. There were no complaints of sexual harassment received by the Board in 2022-23.

ACKNOWLEDGEMENTS

Your directors wish to place on record their grateful appreciation for the excellent support and co-operation received from all stakeholders, Banks, Financial Institutions and Investors, Government authorities, Stock Exchanges, Central and State Governments. Your directors also wish to place on record their deep appreciation of the dedication and contributions made by employees, last but not the least the members of the Company at all levels and look forward to their continued and unstinted support in the future as well.

Place: Kolkata
Date: 12th August, 2023

For and on behalf of the Board
Padmanabh Jalan
Wholetime Director
(DIN: 01651268)



ANNEXURE - A

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES
FOR THE FINANCIAL YEAR 2022-23**

1. Brief outline on CSR Policy of the Company:

The CSR Policy of the Company is the guiding document to optimally allocate, manage and supervise pre-scribed CSR funds of the Company. The document spells out the Company's CSR mission of contributing towards social and economic development of the community.

The Company shall focus on the following key areas for its CSR Activities:

- a) Livelihood enhancement and poverty alleviation
- b) Education including skill development for empowerment of women and others.
- c) Healthcare, sanitation & safe drinking water
- d) Rural development and transformation
- e) Environment sustainability & climate change
- f) Disaster management

2. Composition of CSR Committee:

The Company's CSR activities are guided and monitored by its Board of Directors. Since the total CSR spending of the Company does not exceed Rs. 50 lakhs during the year, pursuant to provisions of Section 135(9) of the Companies Act, 2013, it is not mandatory for the Company to constitute a CSR committee. The functions of such committee shall be discharged by the Board of Directors of the Company.

- 3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company - www.bhatkawatea.com
- 4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report) - Not Applicable
- 5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any - The Company has spent in excess of the mandatory requirement under the Companies Act, 2013.
- 6. Average net profit of the company as per section 135(5) - Rs. 487.17 lakhs
- 7.
 - (a) Two percent of average net profit of the company as per section 135(5) - Rs. 9.75 lakhs
 - (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years-NIL
 - (c) Amount required to be set off for the financial year, if any -Rs. 1.59 lakhs
 - (d) Total CSR obligation for the financial year (7a+7b-7c) - Rs. 8.16 lakhs
- 8.
 - (a) CSR amount spent or unspent for the financial year - Rs.8.50 lakhs
 - (b) Details of CSR amount spent against ongoing projects for the financial year - NIL
 - (c) Details of CSR amount spent against other than ongoing projects for the financial year:

BHATKAWA TEA INDUSTRIES LIMITED

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No)	Location of the project		Amount spent for the project (in. Lakhs)	Mode of implementation - Director (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Construction of Multi-speciality Hospital	Healthcare, Sanitation and Safe drinking water	No	Mumbai,	Maharashtra	8.50	No	Omkar Andh Apang Samajik Sanstha	CSR00003196
	Total					8.50			

(d) Amount spent in Administrative Overheads - NIL

(e) Amount spent on Impact Assessment, if applicable - NA

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) - Rs. 8.50 lakhs

(g) Excess amount for set off, if any -

Sl. No.	Particular	Amount (in lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	Rs. 9.75
(ii)	Total amount spent for the Financial Year	Rs. 8.50
(iii)	Excess amount spent for the financial year [(ii)-(i)]	(Rs.1.25)
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Rs. 1.59
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Rs. 0.34

9. (a) Details of Unspent CSR amount for the preceding three financial years: - NIL

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s) - NIL

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year - NIL capital assets are created or acquired in the name of the Company.

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). - Not Applicable

For and on behalf of the Board

Padmanabh Jalan

Wholetime Director

(DIN: 01651268)

Place: Kolkata

Date: 12th August, 2023

Annexure to the Directors' Report**ANNEXURE - B**

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year ended 31.03.2023 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year ended 31.03.2023 are as under:

Sl. No.	Name of Director / KMP	Designation	Remuneration of Director / KMP for the financial year 2022-23 and (2021-22) (Rs. in Lakhs)	% increase in remuneration for the financial year 2022-23	Ratio of remuneration of each director to the median remuneration of the employees for the financial year 2022-23 (Median remuneration- Rs. 1.06 Lakhs)
1	Mr. Padmanabh Jalan	Wholetime Director	43.23	12%	40.78:1
2	Mrs. Rashmi Chitlangia	Independent Director	NIL (NIL)	NA	NA
3	Mr. Krishna Prasad Bagaria	Independent Director	NIL (NIL)	NA	NA
4	Mr. Arjun Mitra	Director	NIL (NA)	NA	NA
5	Mr. Krishnendu Basu	Chief Financial Officer	5.02	3.53%	NA
6	Mrs. Dharini Mehta	Company Secretary	2.04	11.79%	NA

The median remuneration of employees of the Company during the financial year was Rs. 1.06 Lakhs.

- (ii) During the Financial year, there was an increase of 14.93% in the median remuneration of employees.
- (iii) There were 1708 permanent employees on the rolls of Company as on March 31, 2023.
- (iv) Average percentage increase made in the salaries of employees other than the key managerial personnel in the last financial year was 10.28% whereas the increase in the key managerial remuneration for the same financial period was 7.30 %
- (v) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

There were no employee who was employed for throughout and part of the year and was in receipt of remuneration exceeding the limits laid down in the Companies Act, 2013.

BHATKAWA TEA INDUSTRIES LIMITED

The names of the Top 10 employees in terms of the remuneration drawn:

Name	Designation	Remuneration (in lakhs)	Qualifi- cation of the employee	Date of Commence- ment of employment	Age of othe employee	Last employment held by such employee before joining the company	% of equity shares held by the employee
Mr. Padmanabh Jalan	Wholetime Director	43.23	B Sc.	01-04-2011	36 Yrs.	-	10.90
Mr. Sudarshan Jalan	President	20.84	B. Com	28-08-1990	63 Yrs.	-	19.38
Mr. T.N Pandey	Garden Manager	14.71	B. Com	25-09-2014	57 Yrs.	Atiabari Tea Co Ltd	
Mr Subrata Jana	Deputy Manager (Factory)	12.15	B Sc.	13-12-2021	47 Yrs.	Nepuchapur Tea CoLtd	
Mrs Kanchan Pandey	Hospital Supervisor	6.92	B. Com	25-09-2014	55 Yrs.	-	
Mr Pabitra Mandal	Asst Manager (Factory)	6.92	B. Com	01-06-2021	34 Yrs.	-	
Mr. Ashok Kumar Singh	Deputy Manager	6.60	B.A., LLB	01-01-2017	54 Yrs.	Bagdogra Tea Co. Pvt Ltd.	
Mr. Pankaj Kumar Jha	Accountant	6.47	B. Com	01-01-2007	48 Yrs.	-	
Mr. Pratap Chhetri	Asst. Manager(Field)	5.75	M.A.	01-09-2021	48 Yrs.	Tea Promoter India	
Mr. Krishnendu Basu	Chief Financial Officer	5.02	B. Com	01-03-2009	63 Yrs	Global System Technologies Pvt Ltd	

Notes:

1. Nature of Employment and duties of Mr. Sudarshan Jalan is Contractual. All other employees are permanent their employment is in accordance with terms and conditions as per Company's rules.
2. Remuneration received includes salary, allowances and monetary value of other perquisites computed on the basis of Income Tax Act and Rules.
3. Mr. Sudarshan Jalan is relative (as per Section 2(77) of the Companies Act, 2013] to Mr. Padmanabh Jalan. No other employee is a relative of any Director or Key Managerial Personnel of the Company, Rule 5 (2) (iii) of the captioned Rules is not applicable to any other employee.

For and on behalf of the Board

Padmanabh Jalan

Wholetime Director

(DIN: 01651268)

Place: Kolkata

Date: 12th August, 2023

Annexure to the Directors' Report**ANNEXURE - C****CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO**

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, 2023 is given here below and forms part of the Directors' Report.

A. CONSERVATION OF ENERGY

- (i) The steps taken or impact on conservation of energy:
 - 1. Installation of low wattage LED lights to reduce Power Consumption.
 - 2. Replacement of inefficient motors with energy efficient motors.
 - 3. Replacement of obsolete machineries with energy and cost saving machineries.
 - 4. Monitoring the maximum demand and power load factor on daily basis.
- (ii) The steps taken by the company for utilizing alternate sources of energy: During the financial year under review the company has not utilized any other alternate sources of energy for its operation. The Company is in process of setting up solar power generation plant for its captive energy use.
- (iii) The capital investment/ CWIP on energy conservation equipment is NIL.

B) TECHNOLOGY ABSORPTION

- i) The efforts made by the Company towards technology absorption during the year under review are:
 - 1. Managerial staff are engaged to attend seminars and training programmes for agricultural practices in the field and manufacturing process in the factories.
 - 2. Usage of low voltage LED light.
 - 3. Use of fuel-efficient Tractors & Lorries.
 - 4. Usage of efficient Irrigation System.
- ii) The benefits derived resulted in increase in productivity and optimization of capacity utilization resulting in cost savings in our tea estate.
- iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - NOT APPLICABLE
- iv) 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. 5.49 lakhs being amount paid to TRA for the financial year ended 31st March, 2023.

C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the financial year, the foreign exchange outgo was Rs. 3.36 Lakhs and the foreign exchange earning was NIL.

For and on behalf of the Board
Padmanabh Jalan
Wholetime Director
(DIN: 01651268)

Place: Kolkata
Date: 12th August, 2023

BHATKAWA TEA INDUSTRIES LIMITED

Annexure to the Directors' Report

ANNEXURE - D

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

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

To
The Members,
Bhatkawa Tea Industries Limited
NICCO HOUSE, 6th Floor,
2, Hare Street,
Kolkata-700 001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bhatkawa Tea Industries Limited (hereinafter called the company). Secretarial Audit was conducted in accordance with the Guidance Note issued by the Institute of Company Secretaries of India (a statutory body constituted under the Company Secretaries Act, 1980) and in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Bhatkawa Tea Industries Limited for the financial year ended on 31st March, 2023 according to the provisions as may be applicable to the company of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under.
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under.
- (iii) The Depositors Act, 1996 and the Regulations and By-laws framed there under.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under.
- (v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") (to the extent applicable to the Company):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (not applicable to the company during the audit period)
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. (not applicable to the company during the audit period)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (not applicable to the company during the audit period)

BHATKAWA TEA INDUSTRIES LIMITED



- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the company during the audit period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and (not applicable to the company during the audit period)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the company during the audit period)
- (vi) The Tea Act, 1953 and Tea Warehouse (Licensing) Order, 1989
- (vii) The Tea Rules, 1954

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Observations:

Note: Please report specific non compliances / observations / audit qualification, reservation or adverse remarks in respect of the above para wise.

N.A.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review are carried out in compliance with the provisions of the Act. Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. The Resolution passed by the Board of Directors and Committees thereof had no dissenting views which were required to be captured and minuted.

I further report that

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the Company has not incurred any specific event/action that can have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

This Report is to be read with my letter of even date which is annexed as "Annexure D-1" and forms as an integral part of this Report.

Place: Kolkata
Date: 23rd June, 2023

SHIKSHA B SHETH
Practicing Company Secretaries
Mem. No. A28387 C.P. 15781
UDIN: A028387E000699497

BHATKAWA TEA INDUSTRIES LIMITED

Annexure to the Directors' Report

ANNEXURE - D-1

(To the Secretarial Audit Report of Bhatkawa Tea Industries Limited for the
Financial Year Ended 31st March, 2023)

To
The Members
Bhatkawa Tea Industries Limited
NICCO HOUSE, 6th Floor,
2, Hare Street
Kolkata-700 001

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

1. It is the responsibility of the management of the Company to maintain the Secretarial records and to devise proper systems to ensure compliance of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively. The Compliance of the provisions of the Act, and other applicable laws, rules, regulations, standards is the responsibility of management. My responsibility is to express an opinion on these Secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for our opinion.
3. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
4. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
5. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

Place: Kolkata
Date: 23rd June, 2023

SHIKSHA B SHETH
Practicing Company Secretaries
Mem. No. A28387 C.P. 15781
UDIN: A028387E000699497

Annexure to the Directors' Report**ANNEXURE - E****MANAGEMENT DISCUSSION & ANALYSIS REPORT**

The year 2022-23, in terms of crop, the Company has sustained its production with an increase as compared to the previous year with overall improvement in quality which resulted in higher price than the previous year.

Crop

The Company's manufactured saleable crop was at 15.86 lakh kgs as compared to 16.45 lakh kgs in the previous year. The frequency of pest infestation and attacks has increased in the garden in the last three years.

Market Scenario

The all-India average tea prices for Dooars garden, has marginally increased than the previous year's prices. The substantial increases in input cost of fuel, fertilizer, chemicals and employee costs, however, are major causes for concerns for the Company's profitability. The average per kg price realized by the Company over the three years is given below: (In Rs.)

Sales through	2022-23	2021-22	2020-21
Average price realisation per kg	235.68	229.59	228.63

Corporate Governance & Internal Control System

The Company is complying with the norms laid down in SEBI (LODR) Regulations, 2015 on Corporate Governance. Some of the key mandatory compliances in place are:

The Audit Committee consisted of Directors well versed in financial aspects of a tea industry.

The Audit committee had met formally during the committee meetings as well as separately with the Internal Auditor and Statutory Auditors. It reviewed the quarterly and annual financial statements analyzed internal control systems and other activities' as per the terms of reference. In respect of non-mandatory clauses, the Company has a Remuneration committee which ensures finalization of all issues related to the employees in the interest of the Company.

Human Resource Development

The Company employs about 1708 persons including both in Tea Estate and the Head Office. It is complying with the policies adopted on Health & Safety, Waste Management, Environment and Social activities. Regular forestation and Staff welfare schemes have provided healthy environment at the gardens.

Financials

The internal surplus funds generated by the Company are being fully utilized to upgrade and modernize the tea factories, irrigation facilities. The favorable impact on quality and cost of production from the recently upgraded factories has started giving encouraging returns on investment.

General

Tea industry historically is cyclic in nature in terms of crop and price. Having regard to the overall effective demand, modernized factory set up and quality teas, the favorable prices for the Company's teas are expected to continue.

Place: Kolkata
Date: 12th August, 2023

on behalf of the Board
Padmanabh Jalan
Wholetime Director
(DIN: 01651268)

BHATKAWA TEA INDUSTRIES LIMITED

Annexure to the Directors' Report

ANNEXURE - F

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Company's Philosophy on Code of Governance:

Bhatkawa's philosophy is based on transparency, professionalism, accountability, integrity, efficient conduct of its operations and in meeting its obligations towards various stakeholders such as customers, Vendors, Employees, Shareholders and the Society as a whole. Your Company has implemented and continuously tries to improve the Corporate Governance Practices with an attempt to meet stakeholders' expectations and Company's societal commitments through high standards of ethics, sound business decisions, prudent financial management practices, professionalism in decision making and conducting the business and finally with strict compliance of regulatory guidelines on Corporate Governance. The Company's core business is the cultivation and production of tea. The Company strives to produce teas of premium quality, which are acceptable to the discerning domestic market. Likewise, the Company endeavors to care for all its employees by providing medical, educational and welfare facilities way beyond the basic requirements.

2. Board of Directors - Composition:

The Board is headed by young energetic Wholtime Director, Mr. Padmanabh Jalan and comprises of persons with considerable professional and practical experience in their respective fields.

During the Financial Year 2022-23 Mr. Alok Gupta ceased to be Director due to resignation on 28th December, 2022 and Mr. Arjun Mitra was appointed as Additional Director on 16th December, 2022. At present the Board consists of two Non-Executive Independent Directors.

Composition of Board as at 31st March, 2023 and Membership in Boards & Board Committees other than Bhatkawa Tea Industries Limited:

Director	Category	DIRECTORSHIP OF OTHER COMPANIES		
		Member of Board	Board Committees	
			Chairman	Member
Mr. Padmanabh Jalan (DIN - 01651268)	Wholtime Director Promoter Director	1	NIL	1
Ms. Rashmi Chitlangia (DIN - 07171476)	Non-Executive Independent Woman Director	1	NIL	NIL
Mr. Krishna Prasad Bagaria (DIN - 00938163)	Non - Executive Additional Director	1	NIL	1
Mr. Arjun Mitra (DIN - 06967237)	Non - Executive Non Independent Director	NIL	NIL	NIL

Excludes directorships in Private Limited Companies, Foreign Companies and Companies u/s 8 of the Companies Act, 2013.

Board Meetings & General Meeting:

During the year under review, eight Board Meetings were held, the dates being 30th May, 2022, 13th August, 2022, 29th September, 2022, 11th November, 2022, 16th December, 2022, 28th December, 2022, 10th February, 2023 and 27th March, 2023. The last Annual General Meeting was held on 24th September, 2022 and an Extra Ordinary General Meeting was held on 5th November, 2022.

BHATKAWA TEA INDUSTRIES LIMITED



Details of attendance

Director	No. of Board Meetings Attended	Whether attended last AGM
Mr. Padmanabh Jalan	8	Yes
Ms. Rashmi Chitlangia	8	Yes
Mr. Krishna Prasad Bagaria	8	Yes
Mr. Alok Gupta	5	Yes
Mr. Arjun Mitra	3	No

3. Audit Committee:

The constitution of Audit Committee is as per requirement of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. The Audit committee is comprised of three non-executive Directors of the Company out of which two are Independent Directors. The Chairman of the Audit Committee has in depth knowledge in the areas of Accounts, Taxation, Law, Tea Plantation and Administration.

The terms of reference of the Committee are:

- To review with the management, statutory auditors and internal Auditors on the adequacy of the internal control systems.
- To review the adequacy of the internal audit function, including the nature and scope of internal audit and approve the internal audit plan for the year.
- To review the internal audit reports, to discuss with the internal auditors and management about their findings and suggest corrective action wherever necessary.
- To recommend appointment of statutory auditors, fixation of audit fees and approval for payment for any other services.
- To consider the nature and scope of statutory audit and review significant audit observations, if any
- To review the financial reporting process and disclosure of financial information.
- To review the quarterly, half yearly and annual financials before submission to the Board.
- To review the Company's financial and risk management policies.
- To analysis substantial defaults in respect of payments to stakeholders, if any
- To investigate into any other matters covered by Section 177 of the Companies Act, 2013.
- To review the statement of application of funds used.

During the year under review, five meetings of the Audit committee were held, the dates being 30th May, 2022, 13th August, 2022, 11th November, 2022, 16th December, 2022 and 10th February, 2023. The composition and attendance at the Audit committee meetings are as follows:

Director	No. of Audit Committee Meetings Attended
Mrs. Rashmi Chitlangia, Chairman	5
Mr. Krishna Prasad Bagaria	5
Mr. Arjun Mitra (w.e.f. 28.12.2022)	1
Mr. Alok Gupta (till 28.12.2022)	4

BHATKAWA TEA INDUSTRIES LIMITED

4. Remuneration Committee:

The Nomination and Remuneration Committee is constituted as per Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178(1) of the Companies Act, 2013.

Terms of reference of this committee are:

- i) Determining/recommending the criteria for appointment of Executive, Non- Executive and Independent Directors to the Board.
- ii) Determining/recommending the criteria for qualification, positive attributes and Independence of Directors and recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees.
- iii) Formulation of criteria for evaluation of performance of independent directors and the Board of Directors.
- iv) Identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal.
- v) Reviewing and determining all elements of remuneration package of all Executive Directors i.e. salary, benefits etc.
- vi) Determining policy on service contract, notice period, severance fees for Directors and Senior Management.

The composition and attendance at Committee meeting during the year ended 31st March 2023 is as follows.

Name	No. of meetings attended
Mr. Krishna Prasad Bagaria, Chairman	2
Mrs. Rashmi Chitlangia, Member	2
Mr. Arjun Mitra, Member (w.e.f. 28.12.2022)	1
Mr. Alok Gupta, Member (till 28.12.2022)	1

The Committee had met twice on 16th December, 2022 and 10th February, 2023.

a. Remuneration paid to Wholetime Director during the year ended 31st March, 2022. (Rs. In lakhs)

Name	Salary & Bonus	Value of Perquisites	Provident Fund	Total
Mr. Padmanabh Jalan Wholetime Director	36.40	6.16	4.03	46.59

Service contract : Wholetime Director - 1st April 2023 to 31st March, 2026.

Severance fees : Not applicable

b. No other Directors were paid any sum during the year.

5. Stakeholder Relationship Committee:

The Stakeholder Relationship Committee is constituted as per Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 (5) of the Companies Act, 2013. The composition and attendance at Committee meeting during the year ended 31st March, 2023 is as follows.

Name	No. of meetings attended
Mrs. Rashmi Chitlangia (Chairman)	2
Mr. Padmanabh Jalan, Member	2
Mr. Krishna Prasad Bagaria, Member (w.e.f. 28.12.2022)	1
Mr. Alok Gupta, Member (till 28.12.2022)	1

BHATKAWA TEA INDUSTRIES LIMITED



The Committee had met twice on 13th August 2022 and 10th February, 2023.

a)	No. of complaints received from Stock Exchange/SEBI/Shareholders	4
b)	No. of complaints resolved	4
c)	No. of pending complaints	Nil

Name and designation of Compliance Officer:-

Mrs. Dharini Mehta, Company Secretary

6. General Body Meetings:

Location and time where last three AGMs and EOGM were held:

Date	Location	Time
28th September, 2020	Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700 020.	10.30 A.M.
20th September, 2021	Registered Office: 2, Hare Street, Nicco House, Kolkata - 700 001 (Deemed Venue, since AGM was held via video conferencing)	12.00 PM
24th September, 2022	Registered Office: 2, Hare Street, Nicco House, Kolkata - 700 001 (Deemed Venue, since AGM was held via video conferencing)	12.00 PM
5th November, 2022 (EOGM)	Registered Office: 2, Hare Street, Nicco House, Kolkata - 700 001	12.00 PM

Among the General Meetings held in course of the last three years one special resolution was passed each at the AGM held in 2020 and 2021 and four special resolutions were passed in EOGM held on 05.11.2022.

7. Other Disclosures:

A. Related party transactions:

There were no materially significant transactions with related parties as defined under Listing Regulations, "Related Party Transactions" entered into by the Company that may have potential conflict with the interests of the Company at large. The Register of Contracts containing the transactions in which Directors are interested is regularly placed at the Board meetings. Attention of Members is drawn to the disclosures of transactions with the related parties set out in notes of the Standalone Financial Statements, forming part of the Annual Report. Related Party Transaction Policy is available on the Company's website, at the web link: www.bhatkawatea.com.

B. No penalties/strictures have been imposed on the Company by SEBI or any regulatory authority for non-compliance of any laws on any matter related to capital markets, during the last three years.

C. The Company has followed Ind-AS as specified under section 133 of the Companies Act 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 while preparing Financial Statements

BHATKAWA TEA INDUSTRIES LIMITED

- D. The Company has complied with all the applicable mandatory requirements stipulated under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- E. The Annual Secretarial Compliance Report has been submitted to the Stock Exchange within prescribed time limit.
- F. Details relating to fees paid to the Statutory Auditors are given in Notes to Financial Statements.

8. Means of Communication:

- a) No half-yearly report is sent to the shareholders directly.
- b) Quarterly results, Half-yearly results and annual results are generally published in newspapers and uploaded on the company website at www.bhatkawatea.com.
- c) Management Discussion and Analysis Report forms part of the Directors' Report.
- d) No formal presentation has been made to institutional investors or analysts during the year.

9. Shareholder Information:

(a) AGM date, time and venue:

Monday 25th September, 2023 at 12.00 PM Via Video Conference.

Registered office of the Company would be considered deemed venue for the purpose of the AGM. Cut-off date will be Wednesday, 20th September, 2023.

(b) Listing on Stock Exchange:

The Company's securities are listed at:

The Calcutta Stock Exchange Limited

7, Lyons Range, Kolkata-700 001

Stock Exchange

The Calcutta Stock Exchange Ltd.

Stock Code

12018

(c) Stock Price Data: Year 2022-23

There were no transaction in the equity shares of the Company listed at The Calcutta Stock Exchange, hence there is no monthly high and low quotations and volumes of shares traded on the Stock Exchange during the year.

(d) Stock Performance:

Company's Share Price in relation to CSE SENSEX: (April 2022 to March 2023) N.A.

(e) Share Transfer System:

The Company's shares are compulsory traded in the demat form for all categories of shareholders. All transfers are debited/credited through the respective accounts maintained with the Depository Participants (DPs) of the Investor. The shares received for transmission in physical mode, if in order in all respects are registered within 2 weeks from the date of lodgment.

(f) Dematerialisation of Shares:

89.07% of total holdings have been dematerialized as on 31st March, 2023.

BHATKAWA TEA INDUSTRIES LIMITED**(g) (i) Distribution of shareholding as on 31st March, 2023**

Group of Shares	No. of Shareholders	%	No. of Shares held	% of Total Shares
1 to 500	200	62.70	28945	1.29
501 to 1000	35	10.97	24577	1.10
1001 to 2000	47	14.73	65138	2.91
2001 to 3000	11	3.45	29854	1.33
3001 to 4000	3	0.94	9906	0.44
4001 to 5000	6	1.88	25900	1.16
5001 to 10000	5	1.57	39480	1.76
10001 to higher	12	3.76	2016200	90.01
Total	319	100	2240000	100

(ii) Shareholding pattern as at 31st March, 2023

Category	No. of Shareholders	No. of Shares held	% of Shareholding
Foreign Investors	15	52388	2.34
Banks & Insurance Companies	8	59556	2.66
Resident individuals	274	147080	6.57
Directors & their relatives	5	1362786	60.84
Bodies Corporate	17	618190	27.60
Total	319	2240000	100

(iii) Estate Locations:

The Company owns Tea Garden with own processing factory at
Bhatkawa tea Estate,
P.O. Garopara, Dist. Alipurduar, West Bengal

(iv) Address for correspondence:

Registrars & Share Transfer Agents,
S. K. Infosolutions Pvt. Ltd.,
D/42, Kotju Naar, Jadavpur, Kolkata - 700 032
Phone 2219-2412 0027/29, E-mail: contact@skininfo.com

In case of continuing difficulty, the Compliance Officer at the Registered Office to be intimated at contact@bhatkawa.com.

Place: Kolkata
Date: 12th August, 2023

On behalf of the Board
Padmanabh Jalan
Wholesale Director
(DIN: 01651268)

BHATKAWA TEA INDUSTRIES LIMITED

Annexure to the Directors' Report

ANNEXURE - E1

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 BY BHATKAWA TEA INDUSTRIES LIMITED

To the members of **BHATKAWA TEA INDUSTRIES LIMITED**

1. I have examined the compliance of conditions of Corporate Governance by Bhatkawa Tea Industries Ltd. for the year ended 31st March, 2023, as stipulated in relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. My examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.
3. In my opinion and to the best of my information and according to my examination of the relevant records and the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated under above mentioned regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Date: 23rd June, 2023

SHIKSHA B SHETH
Practicing Company Secretaries
Mem. No. A28387 C.P. 15781
Peer Review Certificate No. 2454/2022
UDIN: A028387E000699411

BHATKAWA TEA INDUSTRIES LIMITED



ANNEXURE - F

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To
The Members of
Bhatkawa Tea Industries Ltd.
Nicco House, 6th Floor
2 Hare Street, Kolkata - 700 001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of BHATKAWA TEA INDUSTRIES LIMITED having CIN L01132WB1911PLC002077 and having registered office at Nicco House, 6th Floor 2 Hare Street, Kolkata - 700 001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority under Schedule V, Part C, Clause (10) (i).

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Date: 23rd June, 2023

SHIKSHA B SHETH
Practicing Company Secretaries
Mem. No. A28387 C.P. 15781
Peer Review Certificate No. 2454/2022
UDIN: A028387E000697517

BHATKAWA TEA INDUSTRIES LIMITED

COMPLIANCE CERTIFICATE FURNISHED BY WHOLETIME DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY AS FOR FIANNCIAL YEAR ENDED 31ST MARCH, 2023 AS PER PART -B OF SCHEDULE II OF REGULATION 17(8) AND 33 OF THE SEBI (LODR) 2015

To
The Members of
Bhatkawa Tea Industries Ltd.

We, the undersigned, in our respective capacities as Whole time Director and Chief Financial Officer of Bhatkawa Tea Industries Limited (the Company), to the best of our knowledge and belief certify that:

- a) We have reviewed the financial statements and the Cash Flow Statement for the financial year ended 31st March, 2023. and that to the best of our knowledge and belief, we state that:
 - i) these statements do not contain any materially untrue statement or omit any material fact nor contain statement that might be misleading,
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative to the Company's code of conduct.
- c) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and that have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of which such internal controls, if any, of which we are aware, and the steps we have taken or, proposed to take to rectify these deficiencies.
- d) We have indicated, based on our recent evaluation wherever applicable, to the auditors and the Audit Committee:
 - i) Significant changes, if any, in internal controls over financial reporting during the year;
 - ii) Significant changes, if any, in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Kolkata
Date: 29th May, 2023

Padmanabh Jalan
Wholetime Director
(DIN : 01651268)

Krishnendu Basu
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF "BHATKAWA TEA INDUSTRIES LIMITED"****Report on the Standalone Ind AS Financial Statements****Opinion**

We have audited the accompanying standalone financial statements of Bhatkawa Tea Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

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

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter (KAM)	Auditor's Response
1.	Estimation of Useful Life of Bearer Plants Useful life of Bearer Plants requires the management to exercise significant judgement in relation to the estimate thereof. Nature, timing and likelihood of changes to the natural factors may affect the useful life expectancy of the assets and therefore could have a material impact on the depreciation expense for the year. As per the Ind AS 16 - "Property, Plant and Equipment", the	Assessed the management's estimates of the useful life of Bearer Plants with reference to: (1) the consistency with the Company's pattern of economic benefits embodied in such assets and future operating plans including acquisitions and requirements of the Bearer Plants; (2) the comparison to the useful life estimates adopted by the comparable tea producers; and (3) consideration of the Company's historical experience.

BHATKAWA TEA INDUSTRIES LIMITED

	management reviews the estimated useful life and the residual value of Bearer Plants annually and adjust for changes, where appropriate. Accordingly, the matter has been identified as key audit matter	• Evaluated the assumptions and critical judgements used by the management through testing of underlying documents / details. • Assessed the related disclosures included in the standalone Ind AS financial statements in this regard.
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Information Other than the Standalone Financial Statements and Auditor's Report Thereon

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

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

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

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

Responsibilities of Management and Those Charged With Governance for the Standalone Financial Statement

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

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

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in

accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

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- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements as stated in Note No 27 to the Ind AS financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

BHATKAWA TEA INDUSTRIES LIMITED



- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v) As stated in Note No. 38 to the financial statements:
 - a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
 - b) The Board of Directors of the Company have not proposed any dividend for the year.
- vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
- 2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Place: Kolkata
Date: May 29, 2023

For **Das & Prasad**
Chartered Accountants
(Firm's Registration No.303054E)
Pramod Kumar Agarwal
(Partner)
(Membership No.056921)
UDIN - 23056921BGYPCA1072

Annexure - A to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of Bhatkawa Tea Industries Limited ("the Company") as of 31st March 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

BHATKAWA TEA INDUSTRIES LIMITED

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2023, based on the internal control over financial reporting criteria established by the Company considering the

BHATKAWA TEA INDUSTRIES LIMITED



essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Kolkata
Date: May 29, 2023

For **Das & Prasad**
Chartered Accountants
(Firm's Registration No.303054E)
Pramod Kumar Agarwal
(Partner)
(Membership No.056921)
UDIN - 23056921BGYPCA1072

Annexure - B to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the Ind AS financial statements for the year ended 31st March 2023, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the title deeds of immovable properties, as disclosed in Note 3 to the standalone financial statements, are held in the name of the Company.
- (d) The company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.
- (e) As per information and explanation given to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) a) The inventories were physically verified during the period by the management and discrepancies noticed on verification between the physical stocks and the book records were adjusted in books and no discrepancies of 10% or more were noticed in such verification.
- b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) a) During the year the Company has provided loans to parties other than subsidiaries, associates and joint ventures as follows:

BHATKAWA TEA INDUSTRIES LIMITED

Aggregate amount loan granted/ provided during the year	Loans (Rs. in lakhs)
- Subsidiaries	-
- Joint ventures	-
- Associates	-
- Others	Rs.342.05

Balance Outstanding as at balance sheet date	
- Subsidiaries	-
- Joint ventures	-
- Associates	-
- Others	Rs.342.05

- b) In respect of the aforesaid loans, the terms and conditions under which such guarantees provided, and loans were granted are not prejudicial to the Company's interest, based on the information and explanations provided by the Company.
- c) In respect of loans granted, the schedule of repayment of principal and payment of interest has not been stipulated in the agreement. Hence, we are unable to make a specific comment on the regularity of repayment of principal and payment of interest in respect of such loans.
- d) There are no amounts of loans and advances in the nature of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.
- e) There are no amounts of loans and advances in the nature of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.
- f) As disclosed in Note No 11.1 and 20.1 to the financial statements, the Company has granted loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Of these following are the details of the aggregate amount of loans or advances in the nature of loans granted to promoters or related parties as defined in clause (76) of section 2 of the Companies Act, 2013:

Particulars	All Parties (Rs. in Lakhs)	Promoters (Rs. in Lakhs)	Related Parties (Rs. in Lakhs)
Aggregate amount of loans/ advances in nature of loans - Repayable on demand	Rs.342.05	-	Rs.160.00
Percentage of loans/ advances in nature of loans to the total loans	100%	-	46.78%

- (iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- (v) The Company has not accepted any deposit from the public covered under Section 73 to 76 of the Companies Act, 2013. Therefore, the provisions of paragraph 3(v) of the Order is not applicable to the Company.
- (vi) According to the information and explanations given to us, in our opinion, the Company have, prima facie, made and maintained the prescribed cost records pursuant to the Companies (Cost Records and Audit) Rules,

BHATKAWA TEA INDUSTRIES LIMITED



2014, as amended, prescribed by the Central Government under subsection (1) of Section 148 of the Companies Act, 2013. We have, however, not made a detailed examination of the cost records with a view to determining whether they are accurate or complete.

- (vii) a) According to the information and explanation given to us and on the basis of our examination of the records of the company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Income Tax, GST, Cess or other material statutory dues have been generally regularly deposited during the period by the Company with appropriate authorities.

According to the information and explanation given to us no undisputed statutory dues including Provident Fund, Income Tax, GST, cess or other material statutory dues were in arrears as at March 31, 2023 for a period of more than six months from the date they become payable.

- c) According to the information and explanation given to us, the following dues of vat, sales-tax, central sales tax, income taxes and agricultural taxes have not been deposited by the company on account of dispute as at March 31, 2023:

Name of the Statute	Nature of dues	Amount (Rs. in Lakhs)	Period to which the amount relates	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax	7.70	2004-05 and 2005-06	Hon'ble High Court of Calcutta
West Bengal Agricultural Income Tax Act, 1944	Agricultural Income Tax	5.47	1999-2000	West Bengal Appellate Tribunal

- viii) As per information and explanation given to us we have not come across any such any transactions which was not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Hence this clause is not applicable to the Company.

- ix) a) According to the records of the Company examined by us and the information and explanations given to us the Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.
- c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- d) On an overall examination of the financial statements of the Company, during the year under audit, no funds have been raised for short term purpose by the Company.
- e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that 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.

BHATKAWA TEA INDUSTRIES LIMITED

- f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x) a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi) a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
c) As per information and explanation given to us, the Company has not received any whistle-blower complaints during the year, hence reporting under this clause is not applicable.
- xii) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company and hence the paragraph 3(xii) is not applicable.
- xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business
b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi) a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii) The Company has not incurred cash losses during the financial year as well as in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors of the Company during the year.

BHATKAWA TEA INDUSTRIES LIMITED



- xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx) The Company has during the year spent the amount of Corporate Social Responsibility as required under subsection (5) of Section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- xxi) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

Place: Kolkata
Date: May 29, 2023

For **Das & Prasad**
Chartered Accountants
(Firm's Registration No.303054E)
Pramod Kumar Agarwal
(Partner)
(Membership No.056921)
UDIN - 23056921BGYPCA1072

BHATKAWA TEA INDUSTRIES LIMITED

BALANCE SHEET AS AT 31ST MARCH 2023

(Rs. in Lakhs)

	Note	As at 31.03.2023	As at 31.03.2022
ASSETS			
Non-Current Assets			
(A) Property, plant and equipment	3.1	919.21	855.56
(B) Capital work-in-progress	3.2	111.80	14.84
(C) Other Intangible Assets	3.1	-	0.78
(D) Financial assets :			
(i) Investments	4	1,012.34	948.32
(ii) Other Financial assets	5	49.30	251.82
(D) Deferred Tax Assets (net)	16	-	3.40
(F) Other Non Current Assets	6	10.00	10.00
Total Non-Current Assets		2,102.65	2,084.72
Current Assets			
(A) Inventories	7	298.25	336.73
(B) Financial assets:			
(i) Investments	4	1,715.95	1,487.54
(ii) Trade receivables	8	226.30	121.44
(iii) Cash and cash equivalents	9	124.52	120.32
(iv) Bank balance other than (iii) above	10	180.32	278.75
(v) Loans	11	342.05	220.45
(vi) Other Financial assets	5	95.18	109.48
(C) Other Current Assets	6	148.38	66.43
Total Current Assets		3,130.95	2,741.14
Total Assets		5,233.60	4,825.86
EQUITY AND LIABILITIES			
Equity			
(A) Equity Share capital	12	224.00	224.00
(B) Other Equity	13	3,672.28	3,372.43
Total Equity		3,896.28	3,596.43
Liabilities			
Non-Current Liabilities			
(A) Financial liabilities:			
(i) Borrowings		-	-
(B) Provisions	14	489.32	476.65
(C) Deferred Tax Liabilities (net)	15	15.22	-
(D) Other Non-Current Liabilities	16	1.70	1.94
Total Non-Current Liabilities		506.24	478.59
Current liabilities			
(A) Financial liabilities:			
(i) Borrowings		-	-
(ii) Trade payables	15		
(a) total outstanding dues of micro enterprises and small enterprises		5.27	11.29
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		122.42	144.39
(iii) Other financial Liabilities	18	173.45	157.68
(B) Provisions	14	456.34	418.08
(C) Other current liabilities	16	73.60	19.40
Total Current Liabilities		831.08	750.84
Total Equity and Liabilities		5,233.60	4,825.86

Summary of significant accounting policies

1-2

The accompanying notes referred to above form an integral part of the financial statements.

In terms of our report of even date

For and on behalf of the Board of Directors

For **DAS & PRASAD**

Chartered Accounts

Firm Registration No. 303054E

Pramod Kumar Agarwal

(Partner)

Padmanabh Jalan

Wholtime Director

(DIN :01651268)

Rashmi Chitlangia

Director

(DIN : 07171476)

Krishnendu Basu

Chief

Financial Officer

Dharini Mehta

Company Secretary

(ACS-26814)

Place : Kolkata

Date : 29th May, 2023

Membership No. 056921

BHATKAWA TEA INDUSTRIES LIMITED



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

			(Rs. in Lakhs)
	Note	For the year ended 31.03.2023	For the year ended 31.03.2022
Income			
Revenue from operations	19	3,689.17	3,704.68
Other income	20	170.99	135.97
Total revenue		3,860.16	3,840.65
Expenses			
Change in inventories of Finished Goods	21	(2.70)	(48.55)
Employee benefits expenses	22	2,310.22	2,055.31
Finance costs	23	34.42	31.97
Depreciation and amortization expenses	24	94.56	87.30
Other expenses	25	1,157.63	1,108.11
Total expenses		3,594.13	3,234.14
Profit/(Loss) before tax		266.03	606.51
Less: Tax expenses :			
Current tax		54.40	72.92
MAT Credit Entitlement		(21.97)	
Deferred Tax	15	7.76	(15.98)
MAT credit entitlement			
Income Tax relating to earlier years			
Profit/(Loss) for the year		225.84	549.57
Other Comprehensive Income/(Expenses) (OCI)			
Items that will not be reclassified to profit or loss:			
Remeasurement gains/ (losses) on defined benefit plans		107.75	89.88
Less: Tax effect	15	(29.98)	(23.37)
		77.77	66.51
Net (loss)/gain on FVTOCI equity securities		10.31	214.14
Less: Tax effect	15	(2.87)	(21.41)
		7.44	192.73
Other Comprehensive Income/(Expenses) (OCI), net of taxes		85.21	259.24
Total Comprehensive Income /(Loss) for the year		311.05	808.81
Earnings per equity share			
[nominal value: Rs. 10 per share]	26		
Basic (Rs.)		10.08	24.54
Diluted (Rs.)		10.08	24.54

Summary of significant accounting policies 1-2

The accompanying notes referred to above form an integral part of the financial statements.

In terms of our report of even date

For **DAS & PRASAD**

Chartered Accounts

Firm Registration No. 303054E

Pramod Kumar Agarwal

(Partner)

Place : Kolkata

Date : 29th May, 2023

Membership No. 056921

For and on behalf of the Board of Directors

Padmanabh Jalan

Wholtime Director

(DIN :01651268)

Rashmi Chitlangia

Director

(DIN : 07171476)

Krishnendu Basu

Chief

Financial Officer

Dharini Mehta

Company Secretary

(ACS-26814)

BHATKAWA TEA INDUSTRIES LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023

A. Equity Share Capital

(Rs. in Lakhs)

	As at 31st March 2023	As at 31st March 2022
At the beginning of the year	224.00	224.00
Add: Addition during the year	-	-
At the End of the year	224.00	224.00

B. Other Equity

(Rs. in Lakhs)

	Reserve & Surplus		Other Reserves	Total Equity
	General Reserve	Retained Earning	FVOCI Equity Investments	
Balance as at 31st March, 2021	371.68	1,932.17	282.17	2,586.02
Add: Profit/(Loss) for the year	-	549.60	-	549.57
Add/Less: Other Comprehensive Income	-	66.51	192.73	259.24
Add/Less: Profit on sale of Investments	-	9.60	(9.60)	-
Add/Less: Transfer to General Reserve	-	-	-	-
Less: Dividend Payable	22.40	-	-	22.40
Balance as at 31st March, 2022	349.28	2,557.88	465.29	3,372.43
Add: Profit/(Loss) for the year	-	225.84	-	225.84
Add/Less: Other Comprehensive Income	-	77.77	7.44	85.21
Add/Less: Profit on sale of Investments	-	-	-	-
Add/Less: Transfer to General Reserve	-	-	-	-
Less: Dividend Payable	11.20	-	-	11.20
Balance as at 31st March, 2023	338.08	2,861.49	472.73	3,672.28

Description of reserves in statement of changes in equity

i) General Reserve:

General reserve is created and utilised in compliance with the provisions of the Act.

ii) Retained Earnings:

Retained earnings represents accumulated profits earned by the company and remaining undistributed as on date.

iii) Revaluation Reserve:

Revaluation Surplus, is the excess of market value over the carrying value of certain assets. The said reserve is utilised for adjustment of depreciation attributable to such excess amount and is credited to retained earnings.

iv) FVOCI Equity Investments:

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

In terms of our report of even date

For **DAS & PRASAD**

Chartered Accounts

Firm Registration No. 303054E

Pramod Kumar Agarwal

(Partner)

Place : Kolkata

Date : 29th May, 2023

Membership No. 056921

For and on behalf of the Board of Directors

Padmanabh Jalan

Wholetime Director

(DIN : 01651268)

Rashmi Chitlangia

Director

(DIN : 07171476)

Krishnendu Basu

Chief

Financial Officer

Dharini Mehta

Company Secretary

(ACS-26814)

BHATKAWA TEA INDUSTRIES LIMITED



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs)

	Year ended 31st March, 2023	Year ended 31st March, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before tax	266.03	606.51
Adjustments for :		
Depreciation & Amortization Expense	94.56	87.30
Finance Costs	34.42	31.97
Remeasurement gains/(losses) on defined benefit plans	107.75	89.88
Provision on Doubtful Debts	-	16.08
Loss on Uprooting of Plants	0.60	1.45
Profit on Sale of Fixed Asset (Net)	(1.40)	-
Profit on Sale of Mutual Funds	(28.99)	(12.92)
Deferred Government Grants	(0.24)	(7.13)
Dividend Income	(9.59)	(8.27)
Liabilities no longer required written back	-	(6.32)
Interest Income	(106.43)	90.68
Operating Profit before Working Capital Changes	356.71	699.21
Adjustments for:		
(Increase)/Decrease in Inventories	38.48	(124.73)
(Increase)/Decrease in Trade and other receivables	(196.54)	(84.43)
Increase/(Decrease) in Trade and other payables	(21.53)	(179.59)
Cash Generated from Operations	177.12	639.89
Tax Paid	(46.33)	82.52
Net Cash (Outflow)/Inflow from Operating Activities	223.45	557.37
B. CASH FLOW FROM INVESTING ACTIVITIES		
Acquisition of Property, Plant & Equipment	(143.19)	(219.50)
Work In Progress of Bearer Plant	(111.80)	(14.84)
Sale of Property, Plant & Equipment	1.40	-
Maturity of Term Deposit	210.00	-
Subsidy Received	-	-
Capital Expenditure	-	(8.57)
Dividend Received	9.59	8.27
Sale of Investments	-	-
Acquisition of Investments	(288.29)	(262.83)
Interest Received	114.34	(207.95)
Net Cash (Outflow)/Inflow from Investing Activities	(207.95)	(433.50)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Profit on sale of bonds	-	12.92
Proceeds/ (Repayment) of Long-Term Borrowings	-	(17.95)
Profit on sale of mutual funds & Shares	-	-
Dividend Paid (including tax on dividend)	(11.20)	(22.40)
Interest and Other Finance charges paid	(0.10)	(31.97)
Net Cash Inflow/(Out flow) from Financing Activities	(11.30)	(59.40)
Net Increase/ (Decrease) in Cash & Cash Equivalents (A + B + C)	4.20	64.47
Cash & Cash Equivalents as at Opening	120.32	55.85
Cash & Cash Equivalents as at Closing	124.52	120.32

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS 7 on 'Statement of Cash Flow'.
- Previous Year figures have been recast/regrouped wherever considered necessary to make them comparable with current period figures.

BHATKAWA TEA INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2022 (*contd.*)

	As at 31st March, 2023	(Rs. in Lakhs) As at 31st March, 2022
Components of Cash and Cash Equivalents		
Balances with banks:		
On current accounts	4.96	6.12
Deposits with original maturity of less than 3 months	116.54	110.85
Cash in hand	3.02	3.35
Total Cash & Cash Equivalents	124.52	120.32

In terms of our report of even date For DAS & PRASAD Chartered Accounts Firm Registration No. 303054E Pramod Kumar Agarwal (Partner) Place : Kolkata Date : 29th May, 2023 Membership No. 056921	For and on behalf of the Board of Directors <table style="width: 100%; border: none;"> <tr> <td style="width: 25%; vertical-align: top;"> Padmanabh Jalan Wholetime Director (DIN : 01651268) </td> <td style="width: 25%; vertical-align: top;"> Rashmi Chittlangia Director (DIN : 07171476) </td> <td style="width: 25%; vertical-align: top;"> Krishnendu Basu Chief Financial Officer </td> <td style="width: 25%; vertical-align: top;"> Dharini Mehta Company Secretary (ACS-26814) </td> </tr> </table>	Padmanabh Jalan Wholetime Director (DIN : 01651268)	Rashmi Chittlangia Director (DIN : 07171476)	Krishnendu Basu Chief Financial Officer	Dharini Mehta Company Secretary (ACS-26814)
Padmanabh Jalan Wholetime Director (DIN : 01651268)	Rashmi Chittlangia Director (DIN : 07171476)	Krishnendu Basu Chief Financial Officer	Dharini Mehta Company Secretary (ACS-26814)		

**NOTES TO FINANCIAL STATEMENTS AS AT AND
FOR THE YEAR ENDED 31ST MARCH, 2023****1. CORPORATE INFORMATION**

Bhatkawa Tea Industries Limited (the Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its equity shares are listed on stock exchanges in India. It is engaged in the business of manufacturing of tea and having its tea estate in the state of West Bengal. The estate have processing factories capable of producing CTC tea with installed combined capacity of 1,700 tones.

2. SIGNIFICANT ACCOUNTING POLICIES**A) Statement of compliance**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013. The Company adopted Ind AS from 1st April, 2017.

B) Basis of Preparation

"The financial statements of the Company have been prepared in accordance with the relevant provisions of the Companies Act, 2013, Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013. "All assets and liabilities have been classified as current or non-current as per Company's operating cycle and other criteria set out in Schedule-III of the Companies Act 2013. Based on the nature of business, the Company has ascertained its operating cycle as 12 months for the purpose of Current or non-current classification of assets and liabilities. "The financial statements have been prepared on historical cost basis, except for financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. "Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. "Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. "Fair value for measurement and/or disclosures in these financial statements is determined on such a basis, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 – Inventories or value in use in Ind AS 36 – Impairment of Assets. "In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

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C) Use of estimates and critical accounting judgments

The preparation of the financial statements require the use of accounting estimates which, by definition, will seldom equal the actual result. Management also needs to exercise judgment in applying the Company's accounting policies. "This note provides an overview of the areas that involved a high degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

Critical estimates and judgments

The areas involving critical estimates and judgments are:

i) Taxation

The Company is engaged in agricultural activities and also subject to tax liability under MAT provisions. Significant judgment is involved in determining the tax liability for the Company. Also there are many transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain. Further judgment is involved in determining the deferred tax position on the balance sheet date.

ii) Depreciation and amortisation

Depreciation and amortisation is based on management estimates of the future useful lives of the property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the depreciation and amortisation charges.

iii) Employee Benefits

The present value of the defined benefit obligations and long term employee benefits depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) include the discount rate. Any changes in these assumptions will impact the carrying amount of defined benefit obligations.

The Company determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the obligations. In determining the appropriate discount rate, the Company considers the interest rates of Government securities that have terms to maturity approximating the terms of the related defined benefit obligation. Other key assumptions for obligations are based in part on current market conditions.

iv) Provisions and Contingencies

Provisions and contingencies are based on Management's best estimate of the liabilities based on the facts known at the balance sheet date.

v) Estimation uncertainty relating to the global health pandemic on COVID-19

The Company has considered internal and external information up to the date of approval of financial statements. In assessing the recoverability of property plant and equipments, receivables, intangible assets, cash and cash equivalent and investments. The Company has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions; the Company expects to recover the carrying amount of these assets. The Company has concluded that the impact of COVID – 19 is not material based on these estimates. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

D) Property, plant and equipment

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognised as at 1st April, 2016 measured as per the previous Generally Accepted Accounting Principles (GAAP).

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

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

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

E) Intangibles

Subsequent to initial recognition, intangible assets with definite useful lives are reported at cost less accumulated amortisation and accumulated impairment losses.

F) Depreciation and amortisation of property, plant and equipment and intangible assets

(i) Depreciation is provided on prorata basis on straight line method at the rates determined based on estimated useful lives of tangible assets where applicable, specified in Schedule II to the Act. These charges are commenced from the dates the assets are available for their intended use and are spread over their estimated useful economic lives or, in the case of leased assets, over the lease period, if shorter. The estimated useful lives of assets and residual values are reviewed regularly and, when necessary, revised. No further charge is provided in respect of assets that are fully written down but are still in use. Depreciation on assets under construction commences only when the assets are ready for their intended use.

(ii) Bearer Plants are depreciated from the date when they are ready for commercial harvest.

G) Government Grants

"Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions." Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other operating income. "Government grants relating to the acquisition/ construction of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other operating income."

H) Impairment

At each balance sheet date, the Company reviews the carrying values of its property, plant and equipment and

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intangible assets to determine whether there is any indication that the carrying value of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. An impairment loss is recognised in the statement of profit and loss as and when the carrying value of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying value of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount so that the increased carrying value does not exceed the carrying value that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised in the statement of profit and loss immediately.

I) Leases

The Company determines whether an arrangement contains a lease by assessing whether the fulfillment of a transaction is dependent on the use of a specific asset and whether the transaction conveys the right to use that asset to the Company in return for payment. Where this occurs, the arrangement is deemed to include a lease and is accounted for either as finance or operating lease.

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

The Company as lessee

- (i) **Operating lease** – Rentals payable under operating leases are charged to the statement of profit and loss on a straight line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred. In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.
- (ii) **Finance lease** – Finance leases are capitalised at the commencement of lease, at the lower of the fair value of the property or the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in the statement of profit and loss over the period of the lease.

J) Financial instruments

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

Effective interest method

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

a) Financial assets**Cash and bank balances**

Cash and bank balances consist of:

- (i) **Cash and cash equivalents** - which includes cash in hand, deposits held at call with banks and other short term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have maturities of less than one year from the date of such deposits. These balances with banks are unrestricted for withdrawal and usage.
- (ii) **Other bank balances** - which includes balances and deposits with banks that are restricted for withdrawal and usage.

Financial assets at amortised cost

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

Financial assets measured at fair value

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

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

Financial asset not measured at amortised cost or at fair value through other comprehensive income is carried at fair value through the statement of profit and loss.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits and trade receivables
- Financial assets that are debt instruments and are measured as at FVTOCI
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it

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recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cashflows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Derecognition of financial assets

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

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

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

b) Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

Financial Liabilities

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

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

Derecognition of financial liabilities

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

K) Employee benefits**Defined contribution plans**

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

Defined benefit plans

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

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

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by the fair value plan assets.

Compensated absences

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

L) Inventories

- a) Stock of Tea is valued at lower of cost computed on annual average basis or net realisable value. Stock of Tea Waste is valued at estimated realisable value.

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- b) Stock of stores and spares are valued at cost on weighted average basis or net realisable value.
- c) As per practice followed by the Company the value of green leaf in stock as at the close of the year are not taken into accounts.
- d) Provision is made for obsolete and slow moving stores wherever necessary.

M) Provision

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

Constructive obligation is an obligation that derives from an entity's actions where:

- (a) by an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated to other parties that it will accept certain responsibilities and;
- (b) as a result, the entity has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

N) Onerous contracts

A provision for onerous contracts is recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

O) Income taxes

Tax expense for the year comprises current and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying values of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. In contrast, deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

The carrying value of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on the tax rates and tax laws that have been enacted or substantially enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to cover or settle the carrying value of its assets and liabilities.

Deferred tax assets and liabilities are offset to the extent that they relate to taxes levied by the same tax authority and there are legally enforceable rights to set off current tax assets and current tax liabilities within that jurisdiction.

Current and deferred tax are recognised as an expense or income in the statement of profit and loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. MAT is recognised as deferred tax assets in the Balance Sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

P) Revenue Recognition

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

Sale of Goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognised if there are significant uncertainties regarding recovery of the amount due, associated costs or the possible return of goods.

Interest Income

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

Q) Borrowing Costs

Borrowings costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for the intended use or sale.

R) Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

S) Trade Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment, if any.

T) Segment Reporting

Identification of Segments

The Company has identified Tea products as its sole operating segment and the same has been treated as primary segment. The Company's secondary geographical segments have been identified based on the location of customers and then demarcated into Indian and overseas revenue earnings.

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U) Earnings Per Share

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

V) Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The company does not recognize a contingent liability but discloses its existence in the financial statements.

W) Recent accounting pronouncements

- a) The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1, Presentation of Financial Statements – This amendment requires the entities to disclose their material accounting policies

The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.

- b) Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors – This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its Standalone financial statements.
- c) Ind AS 12, Income Taxes- This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its Standalone financial statements.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

3.1 Property, Plant & Equipment And Intangibles

(Rs. in Lakhs)

	Tangible Assets											Tangible Assets		Total
	Land (Leasehold) & Development	Bearer Plant	Buildings	Plant & Equipments	Electrical Installations and Equipments	Office Equipments	Furniture & Fixtures	Vehicles	Irrigation Equipments	Water Supply System	Total	Computer Software	Total	
Gross Block (At Cost):														
As at 31st March 2021	59.40	252.24	144.06	352.25	4.50	8.80	9.14	116.64	107.51	16.99	1,071.53	5.04	5.04	1,076.57
Additions	-	51.17	49.53	103.72	-	0.82	20.27	26.09	19.06	-	270.66	-	-	270.66
Disposals/ Discard	-	(1.43)	-	-	-	-	-	-	-	-	(1.43)	-	-	(1.43)
As at 31st March 2022	59.40	301.98	193.59	455.97	4.50	9.62	29.41	142.73	126.57	16.99	1,340.76	5.04	5.04	1,345.80
Additions	-	50.54	50.79	35.54	3.68	0.43	11.57	5.48	-	-	158.03	-	-	158.03
Disposals/ Discard	-	0.60	-	-	-	-	-	-	-	-	0.60	-	-	0.60
As at 31st March 2023	59.40	351.92	244.38	491.51	8.18	10.05	40.98	148.21	126.57	16.99	1,498.19	5.04	5.04	1,503.23
Accumulated Depreciation/Amortisation:														
As at 31st March 2021	42.27	32.35	56.00	135.67	4.40	7.61	4.83	63.28	45.69	6.85	398.94	3.22	3.22	402.16
Charge for the year	8.57	9.22	11.95	27.84	0.01	0.88	1.02	16.62	8.78	1.37	86.26	1.04	1.04	87.30
Adjustment for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Discard	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2022	50.84	41.57	67.95	163.51	4.41	8.49	5.85	79.90	54.47	8.22	485.20	4.26	4.26	489.46
Charge for the year	8.57	10.03	12.22	35.58	0.31	0.68	3.64	12.63	8.77	1.35	93.78	0.78	0.78	94.56
Adjustment for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals/ Discard	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2023	59.40	51.60	80.17	199.09	4.72	9.17	9.49	92.53	63.24	9.57	578.98	5.04	5.04	584.02
Net Block	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2022	8.57	260.41	125.63	292.46	0.09	1.13	23.56	62.84	72.10	8.77	855.56	0.78	0.78	856.34
As at 31st March 2023	-	300.32	164.21	292.42	3.46	0.88	31.49	55.68	63.33	7.42	919.21	-	-	919.21

i) Land (leasehold) and Development includes Rs. 70.54 Lakhs in represent of levy of Salami by Government of West Bengal on renewal of lease of tea estates for the period from 24.04.2002 to 25.04.2032. The salami is payable in 20 equal annual installments of Rs. 3.53 Lakhs including one installment on execution of lease deeds. However during the financial year 2015-16, Order was received from " The Office of District Magistrate, Alipurduar" for realisation of Salami in a single installment in terms of Order No. 2531(5)-LP dated 28.08.2015 against which the company had represented before the Additional District Magistrate in respect of the above representation an order dated 13th January, 2017 has been passed, according to which the balance amount is payable is seven equal annual installments of ? 8,56,570/- from the date of the Order.

ii) Also refer Note 29 For creation of charge against fixed assets of the company.

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NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

3.2 Capital Work in Progress

(Rs. in Lakhs)

	As at 31st March 2023	As at 31st March 2022
Opening Balance		
Bearer Plant	14.84	51.17
	14.84	51.17
Add: Addition during the year	111.80	14.84
	126.64	66.01
Less: Transfer to Fixed Assets	(14.84)	(51.17)
Closing Balance	111.80	14.84

3.3 Capital Work in Progress (CWIP) ageing schedule

(Rs. in Lakhs)

CWIP	Amount in CWIP for a period of				Total
	<1 Year	1-2 Years	2-3 Years	>3 Years	
Projects in progress					
As at 31st March, 2023	111.80	-	-	-	111.80
As at 31st March, 2022	14.84	-	-	-	14.84
Projects temporarily suspended					
As at 31st March, 2022	-	-	-	-	-
As at 31st March, 2021	-	-	-	-	-

3.4 The Company has not revalued its property, plant and equipment, intangible assets and right of use assets as such disclosure requirement as per amendment to Schedule - III on revaluation of property, plant and equipment is not applicable.

3.5 The Company does not have Capital work in Progress (CWIP) at the end of current and previous financial year, whose completion is overdue or has exceeded its cost compared to its original plan.

3.6 All the immovable properties in the Company are held in the name of the Company.

4. Investments

(Rs. in Lakhs)

	As at 31st March 2023		As at 31st March 2022	
	No.	Amount	No.	Amount
A. Non-Current				
a. Quoted				
Larsen & Toubro Limited (Face Value: Rs. 2 each)	5493	118.88	5493	97.10
State Bank of India (Face Value: Rs. 1 each)	6000	31.43	6000	29.61
Balrampur Chini Mills Limited (Face Value: Rs. 1 each)	9253	36.62	9253	45.28
Steel Authority of India Limited (Face Value: Rs. 10 each)	12000	9.92	12000	11.83
Public Sector Undertaking Bonds (at cost)				
8.38% India Infrastructure Finance Co. Limited (Face Value: Rs. 1000 each)	3100	31.00	3100	31.00
8.26% India Infrastructure Finance Co. Limited (Face Value: Rs. 10 Lakhs each)	1	10.11	1	10.11
8.76% National Housing Bank (Face Value: Rs. 5000 each)	231	11.55	231	11.55
8.50% National Highway Authority of India (Face Value: Rs. 1000 each)	2100	21.00	2100	21.00
Total (I)		270.51		257.48

BHATKAWA TEA INDUSTRIES LIMITED



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

(Rs. in Lakhs)

	As at 31st March 2023		As at 31st March 2022	
	No.	Amount	No.	Amount
b Unquoted				
Government Securities (at Cost)				
12 Year National Defence Certificates (Deposited with Central Excise)	1	0.01	1	0.01
Shares (at Cost)				
ABC Tea Workers Welfare Services (Face Value: Rs. 10 each)	50	0.01	50	0.01
Jalpaiguri Club Limited (Face Value: Rs. 10 each)	10	0.00	10	0.00
Pahargoomiah Tea Industries Private Limited (Face Value:Rs. 10 each)	180000	27.00	180000	27.00
"Purple Style Labs Private Limited (Face Value: Rs. 10 each)				
"(Compulsory Convertible Preference Shares)"	120	16.40	120	16.40
Pureearth Beverages Pvt Ltd.	100	5.01	100	5.01
Debentures (at Cost)				
Woodland Hospital And Medical Research Centre (*)	24	0.02	24	0.02
Public Sector Undertaking Bonds (at cost)				
9.75% IFCI Limited (Face Value: Rs. 10 Lakhs each)	1	10.40	1	10.40
8.76% Housing & Urban Dev Corp Limited (Face Value: Rs. 1000 each)	3000	30.00	3000	30.00
7.35% National Highway Authority of India (Face Value: Rs. 1000 each)	571	5.71	571	5.71
9.75% IFCI Limited 2030 Bond (Face Value: Rs. 10 Lakhs each)	1	10.45	1	10.45
8.3% National Highway Authority of India (Face Value: Rs. 1000 each)	4200	48.38	4200	48.38
7.60% Bharat Bond (Face Value: Rs. 1000 each)	3000	37.44	3000	36.09
7.38% Rural Electrification Corpn Ltd (Face Value: Rs. 1000 Each)	538	6.28	538	6.28
8.75 % State Bank Fixed Interest Perpetual Bond (Face Value: Rs. 100000 Each)	10	103.35	10	103.35
6.83% Housing Development Financial Corporation Limited ((Face Value:Rs. 1000000 Each)	4	39.63	4	39.63
7.39% HUDCO Tax Free Bonds ((Face Value: Rs. 1000000 Each)	4024	49.71	4024	49.71
7.74 % State Bank Fixed Interest Bond	1	101.30	1	101.30
7.72 % State Bank Fixed Interest Bond	1	100.70	1	100.70
7.95% Bank of Baroda Fixed Interest Bond	1	100.37	1	100.37
7.80% Housing Development Finance Coro Fixed Interest Bond 2032	5	49.66	-	-
Total (II)		741.83		690.84
(I+II)		1,012.34		948.32
Aggregate amount of quoted investments and market value there of		270.51		257.48
Aggregate amount of unquoted investments		741.83		690.84
B. Current at fair value through Other Comprehensive Income (FVOCI)				
a. Quoted Share				
Tata Consumer Products Ltd (Face Value: Rs. 1 each)	14000	99.24	14000	108.84
Tata Consultancy Services Limited (Face Value: Rs. 1 each)	230	7.37	230	8.60
Ultratech Ltd (Face Value: Rs. 10 each)	400	30.49	400	26.41
Link Pen & Plastic Limited (Face Value: Rs. 10 each)	1000	5.28	1000	2.77
Reliance Industries Limited (Face Value: Rs. 10 each)	1250	29.14	1250	32.93
Star Cement Limited (Face Value: Rs. 10 each)	10182	11.39	10182	9.12
Shyam Century Ferrous Limited (Face Value: Rs. 10 each)	8500	1.40	8500	2.11
Tata Steel Limited (Face Value: Rs. 10 each)	19000	19.86	1900	24.84
Maharashtra Seamless Ltd (Face Value: Rs. 5 each)	2000	7.15	1000	5.52
Jindal Steel & Power Limited (Face Value: Rs. 1 each)	2500	13.66	2500	13.32
Motherson Sumi System Limited (Face Value: Rs. 1 each)	2520	1.22	1800	2.51
Kotak Mahindra Bank (Face Value: Rs. 5 each)	200	3.47	200	3.51
Mahindra & Mahindra Limited (Face Value: Rs. 5 each)	200	2.32	200	1.61
RBL Bank Limited (Face Value: Rs. 10 each)	3200	4.52	2100	2.73
Kanpur Fertilizers & Cement Limited (Face Value:Rs.10 each)	429	0.04	429	0.04
ITC Ltd.(Face Value: Rs.10 each)	5000	19.18	5000	12.53
Texmoco Rail and Engineering Ltd.(Face Value: Rs. 10 each)	14000	5.94	14000	5.84
Coal India Limited (Face Value: Rs. 10 each)	7000	14.96	7000	12.81
Motherson Sumi wiring India Limited (Face Value: Rs. 1 each)	2700	1.81	1800	1.16
Poonawalia Fincorp Ltd. (Magma Fincorp Ltd.) (Face Value: Rs. 2 each)	6000	17.55	6000	16.31
Astra Microwave Ltd. (Face Value: Rs. 2 each)	6500	14.61	14000	31.49
Mcleod Russel India Ltd. (Face Value: Rs. 5 each)	5000	0.85	5000	1.14
Venus Pipes And Tubes Limited (Face Value: Rs. 10 each)	100	0.75	-	-
Abb India Limited (Face Value: Rs. 2 each)	41	1.38	-	-
Abbott India Limited (Face Value: Rs. 10 each)	16	3.53	-	-

BHATKAWA TEA INDUSTRIES LIMITED

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

(Rs. in Lakhs)

	As at 31st March 2023		As at 31st March 2022	
	No.	Amount	No.	Amount
Ajanta Pharma Limited (Face Value: Rs. 2 each)	134	1.62	-	-
Ambuja Cements Limited (Face Value: Rs. 2 each)	178	0.65	-	-
Asian Paints Limited (Face Value: Rs. 1 each)	69	1.91	-	-
Astral Limited (Face Value: Rs. 1 each)	129	1.72	-	-
Axis Bank Limited (Face Value: Rs. 2 each)	255	2.19	-	-
Bajaj Finance Limited (Face Value: Rs. 2 each)	20	1.12	-	-
Bajaj Finserv Limited (Face Value: Rs. 1 each)	238	3.01	-	-
Balkrishna Industries Limited (Face Value: Rs. 2 each)	83	1.62	-	-
Beml Land Assets Limited (Face Value: Rs. 10 each)	35	0.00	-	-
Beml Limited (Face Value: Rs. 10 each)	83	1.04	-	-
Campus Activewear Limited (Face Value: Rs. 5 each)	246	0.82	-	-
Cartrade Tech Limited (Face Value: Rs. 10 each)	15	0.06	-	-
Cg Power And Industrial Solutions Limited New (Face Value: Rs. 2 each)	698	2.09	-	-
Cholamandalam Investment And Fin. Co. Ltd (Face Value: Rs. 2 each)	729	5.55	-	-
Cipla Limited (Face Value: Rs. 2 each)	225	2.03	-	-
Coforge Limited (Face Value: Rs. 10 each)	88	3.36	-	-
Computer Age Management Services Limited (Face Value: Rs. 10 each)	41	0.83	-	-
Container Corporation Of India Ltd. (Face Value: Rs. 5 each)	225	1.31	-	-
Craftsman Automation Limited (Face Value: Rs. 5 each)	29	0.94	-	-
Data Patterns (India) Limited (Face Value: Rs. 2 each)	71	0.98	-	-
Dodla Dairy Limited (Face Value: Rs. 10 each)	25	0.12	-	-
Dr. Lal Pathlabs Limited (Face Value: Rs.10 each)	67	1.22	-	-
Eicher Motors Limited (Face Value: Rs. 1 each)	79	2.33	-	-
Fine Organic Industries Limited (Face Value: Rs. 5 each)	7	0.30	-	-
Five-Star Business Finance Limited (Face Value: Rs. 1 each)	236	1.28	-	-
Fsn E-Commerce Ventures Limited (Face Value: Rs. 1 each)	706	0.88	-	-
Garware Technical Fibres Limited (Face Value: Rs. 10 each)	12	0.35	-	-
Grindwell Norton Limited (Face Value: Rs. 5 each)	120	2.25	-	-
Hdfc Bank Limited (Face Value: Rs. 1 each)	837	13.47	-	-
Hdfc Life Insurance Company Limited (Face Value: Rs. 10 each)	168	0.84	-	-
Hindalco Industries Limited (Face Value: Rs. 1 each)	461	1.87	-	-
Hindustan Aeronautics Limited (Face Value: Rs. 10 each)	34	0.93	-	-
Honeywell Automation India Limited (Face Value: Rs. 10 each)	2	0.73	-	-
Icici Bank Limited (Face Value: Rs. 2 each)	1481	12.99	-	-
Icici Lombard Gen Insurance Co Ltd (Face Value: Rs. 10 each)	64	0.68	-	-
Iifi Finance Limited (Face Value: Rs. 2 each)	219	1.07	-	-
Indiamart InterMesh Limited (Face Value: Rs. 10 each)	21	1.05	-	-
Indigo Paints Limited (Face Value: Rs. 10 each)	25	0.25	-	-
Info Edge India Limited (Face Value: Rs. 10 each)	55	2.05	-	-
Infosys Limited (Face Value: Rs. 5 each)	574	8.20	-	-
Ipca Laboratories Limited (Face Value: Rs. 1 each)	132	1.07	-	-
Kotak Mahindra Bank Limited (Face Value: Rs. 5 each)	244	4.23	-	-
L&T Technology Services Limited (Face Value: Rs. 2 each)	12	0.41	-	-
L&T Technology Services Limited (Face Value: Rs. 2 each)	3	0.10	-	-
Larsen And Toubro Limited (Face Value: Rs. 2 each)	235	5.09	-	-
Ltimindtree Limited (Face Value: Rs. 1 each)	20	0.95	-	-
Maruti Suzuki India Limited (Face Value: Rs. 5 each)	48	3.98	-	-
Metropolis Healthcare Limited (Face Value: Rs. 2 each)	40	0.50	-	-
Navin Fluorine International Ltd (Face Value: Rs. 2 each)	53	2.26	-	-
Nestle India Limited (Face Value: Rs. 10 each)	32	6.31	-	-
Page Industries Limited (Face Value: Rs. 10 each)	3	1.14	-	-
Persistent Systems Limited (Face Value: Rs. 10 each)	71	3.27	-	-
Poly Medicure Limited (Face Value: Rs. 5 each)	108	1.03	-	-

BHATKAWA TEA INDUSTRIES LIMITED



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

(Rs. in Lakhs)

	As at 31st March 2023		As at 31st March 2022	
	No.	Amount	No.	Amount
Rainbow Children'S Medicare Limited (Face Value: Rs. 10 each)	210	1.53	-	-
Rhi Magnesita India Limited (Face Value: Rs. 1 each)	125	0.79	-	-
Saregama India Ltd. (Face Value: Rs. 1 each)	442	1.46	-	-
Sbi Life Insurance Company Limited (Face Value: Rs. 10 each)	13	0.14	-	-
Sequent Scientific Limited (Face Value: Rs. 2 each)	117	0.08	-	-
Syngene International Limited (Face Value: Rs. 10 each)	233	1.39	-	-
Tata Steel Limited (Face Value: Rs. 1 each)	1194	1.25	-	-
The Phoenix Mills Limited (Face Value: Rs. 2 each)	124	1.61	-	-
Titan Company Limited (Face Value: Rs.1 each)	198	4.98	-	-
Tube Investments Of India Limited (Face Value: Rs. 1 each)	55	1.40	-	-
Vedant Fashions Limited (Face Value: Rs. 1 each)	136	1.55	-	-
Total (I)		449.31		326.16

	As at 31st March 2023		As at 31st March 2022	
	No.	Amount	No.	Amount
b. Mutual fund				
DSP Blackrock Micro Chip (Regular Plan)	9670.521	10.48	9670.521	10.64
DSP Blackrock Micro Chip (Direct plan Growth)	50401.501	58.79	30020.371	35.26
ICICI Prudential Value Discovery Funds	17508.379	47.93	17508.379	44.39
ICICI Prudential Value Discovery Direct Fund Growth	2092.289	6.22	2092.289	5.73
Aditya Birla Sunlife Frontline Equity Fund Growth Direct Plan	10715.715	39.44	10715.715	39.08
HDFC Index Fund Nifty 50 Plan	68483.482	112.49	46369.82	75.92
INVESCO India Contra Fund Direct Plan Growth	67125.443	58.41	54492.897	46.38
SUNDARAM Rural & Consumotion Fund	43552.787	25.76	43552.787	25.89
SBI Magnum Medium Duration Fund Regular Growth	-	-	256708.285	105.74
HDFC Index Fund Nifty 50 Plan Regular Plan	72203.473	116.44	49713.035	80.07
HDFC Low Duration Fund - Regular Plan - Growth	-	-	223067.194	104.43
ICICI Prudential Ultra Short Term Fund Growth	216300	51.07	-	-
ICICI Prudential Multicap Fund Direct Plan Growth	1785.577	8.89	-	-
ICICI Prudential Multicap Fund Growth	7851.456	35.67	-	-
ICICI Prudential Balanced Advantage Fund Direct Plan Growth	569862.501	304.70	480879.141	260.44
ICICI Prudential Short Term Fund Direct Plan Growth	368277.032	200.23	424112.211	216.49
IIFL Focused Equity Fund Regular Plan Growth	135594.73	40.62	-	-
UTI Flexi Capital Fund	19138.757	42.16	-	-
Nippon India ETF Nifty 50 Bees	9300	17.38	-	-
Aditya Birla Sunlife Savings Fund Growth Regular Plan	-	-	13029.749	57.37
AdityaBirla Sunlife Frontline Equity Fund Growth Plan	21838.205	73.85	14669.404	49.49
INVESCO India Contra Fund Growth	21157.079	16.12	5362.047	4.05
Total (II)		1,266.64		1,161.36
(I+II)		1,715.95		1,487.52
Aggregate amount of quoted investments and market value there of		1,715.95		1,487.52
Aggregate amount of unquoted investments		-		-

(*) Pending receipt of equity shares on conversion thereof, these have been continued to be disclosed as Debentures

Note: Cost of unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

BHATKAWA TEA INDUSTRIES LIMITED

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

5. Other Financial Assets (Unsecured, considered good unless stated otherwise) (Rs. in Lakhs)

	As at 31st March 2023	As at 31st March 2022
A. Non Current		
Security Deposits	49.30	41.82
Tea Board Default Reserve	-	-
Bank Deposits (#)	-	210.00
Total	49.30	251.82
B. Current		
Interest Receivable on :		
ICD	54.92	59.76
Other Advances	24.86	27.93
Security Deposits	6.00	6.00
Advance to Staffs	3.78	6.87
Advance to Others	5.62	8.92
	95.18	109.48

Margin Money Deposits are with SBI against Guarantee given by Bank.

6. Other Assets (Unsecured, considered good unless stated otherwise) (Rs. in Lakhs)

	As at 31st March 2023	As at 31st March 2022
A. Non Current		
Capital advances		
Considered good - To Others	10.00	10.00
Tea Board Subsidy Receivable *		
Total	10.00	10.00
B. Current		
Advances recoverable in cash or kind		
Considered good - To Others	98.94	23.07
Prepaid expenses	3.72	5.05
Balances with statutory / Government authorities	23.58	17.51
Advance Income-Tax (Net of Provision)	-	7.17
Advance to Suppliers	22.14	13.63
Total	148.38	66.43

BHATKAWA TEA INDUSTRIES LIMITED



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

7. Inventories (valued at lower of cost and net realizable value) (Rs. in Lakhs)

	As at 31st March 2023	As at 31st March 2022
Stock of Finished Goods - Tea	193.32	190.62
Stores & Spares	92.27	118.35
Stock in transit	12.66	27.76
Total	298.25	336.73

8. Trade receivables (Rs. in Lakhs)

	As at 31st March 2023	As at 31st March 2022
At amortised cost		
- Trade Receivables considered good - Secured	-	-
- Trade Receivables considered good - Unsecured	226.30	121.44
- Trade Receivables which have significant increase in credit risk	-	-
- Trade Receivables - credit impaired	16.07	16.07
Less: Loss Allowance	16.07	16.07
Total trade receivables	226.30	121.44
- Receivables from related parties	-	-
- Others	226.30	121.44
Total trade receivables	226.30	121.44

Trade receivables Ageing Schedule (Rs. in Lakhs)

Particulars	Outstanding from due date of payment as on March 31, 2023						
	Not Due	Upto 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed							
Considered good	-	219.39	0.66	6.25	-	-	226.30
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	16.07	16.07
Disputed							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Less: Loss allowance	-	-	-	-	-	16.07	16.07
Total	-	219.39	0.66	6.25	-	-	226.30

BHATKAWA TEA INDUSTRIES LIMITED

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

Trade receivables Ageing Schedule

(Rs. in Lakhs)

Particulars	Outstanding from due date of payment as on March 31, 2022						Total
	Not Due	Upto 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed							
Considered good	-	107.72	11.10	-	2.38	0.24	121.44
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	13.01	3.06	16.07
Disputed							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Less: Loss allowance	-	-	-	-	13.01	3.06	16.07
Total	-	107.72	11.10	-	2.38	0.24	121.44

The credit period on sales of goods ranges from 14 to 60 days without security. No interest is charged on trade receivables upto the end of the credit period.

In determining the allowances for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix. There has been no significant change in the credit quality of receivables past due for more than 180 days.

The Company does not generally hold any collateral or other credit enhancements over these balances nor does it have a legal right of offset against any amounts owed by the Company to the counter-party.

In determining the recoverability of a trade receivable, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

9. Cash and Cash Equivalents

(Rs. in Lakhs)

	As at 31st March 2023	As at 31st March 2022
Balances with banks:		
On current accounts	4.96	6.12
Deposits with original maturity of less than 3 months	116.54	110.85
Cash in hand (As certified by management)	3.02	3.35
Total	124.52	120.32

10. Bank Balance Other Than Cash and Cash Equivalents

(Rs. in Lakhs)

	As at 31st March 2023	As at 31st March 2022
Unpaid dividend account	5.32	3.75
Deposits with original maturity for more than 3 months but less than 12 months	175.00	275.00
Total	180.32	278.75

BHATKAWA TEA INDUSTRIES LIMITED



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

11. Loans (Unsecured, considered good unless stated otherwise) (Rs. in Lakhs)

	As at 31st March 2023	As at 31st March 2022
Current		
Loans to Related Party	160.00	-
Loan to other bodies corporate	182.05	220.45
Total	342.05	220.45

*These loans are bearing interest ranging from 10% to 15% and given for the business purpose and are repayable on demand.

11.1 Loans granted to promoters, directors, KMPs and the related parties as defined under Companies Act, 2013, which are either repayable on demand or without specifying any terms or period of repayment: (Rs. in Lakhs)

Type of borrower	Amount of Loan or advance in the nature of loan outstanding	Percentage to the total loans and advance in the nature of loans
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Parties	160.00	46.78%

12. Share capital (Rs. in Lakhs)

	As at 31st March 2023	As at 31st March 2022
Authorized shares		
4,000,000 Ordinary Shares of Rs.10 each	400.00	400.00
Issued, subscribed and fully paid-up shares		
22,40,000 Ordinary Shares of Rs.10 each fully paid up	224.00	224.00
	224.00	224.00

(a) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

	As at 31st March 2023	As at 31st March 2022
At the beginning of the year	2,240,000	2,240,000
Issued during the period	-	-
At the end of the year	2,240,000	2,240,000

(b) Terms/rights attached to equity shares

The company has one class of equity shares having per value of Rs. 10 per share. Each share holder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval

BHATKAWA TEA INDUSTRIES LIMITED

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation the equity share holder are eligible to receive the remaining assets after discharging all liabilities of the Company, in proportion to their shareholding.

- (c) Aggregate number of bonus shares issued and shares issued for consideration other than cash during the period of five years immediately preceding the reporting date is Nil.

(d) Details of shareholders holding more than 5% shares in the Company

	As at 31st March 2023		As at 31st March 2022	
	Share Holding (in Number)	Share Holding (%)	Share Holding (in Number)	Share Holding (%)
Equity shares of Rs. 10 each fully paid				
Minakshi Jalan	574,544	25.65	574,544	25.65
Sudarshan Jalan	434,152	19.39	434,152	19.39
Kirti Industrial Company Limited	316,105	14.11	316,105	14.11
Padmanabh Jalan	244,090	10.90	244,090	10.90
Uphaar Financial Services Pvt. Ltd	166,109	7.42	166,109	7.42

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

(e) Disclosure of shareholding of promoters :

	As at 31st March 2023			As at 31st March 2022		
	No. of Shares	% of total	% Change	No. of Shares	% of total	% Change
Minakshi Jalan	574,544	25.65	-	574,544	25.65	-
Sudarshan Jalan	434,152	19.39	-	434,152	19.39	-
Padmanabh Jalan	244,090	10.90	-	244,090	10.90	-
Shivank Jalan Family Trust	110,000	4.91	-	110,000	4.91	-

13. Other Equity

(Rs. in Lakhs)

	As at 31st March 2023	As at 31st March 2022
Reserves & Surplus		
General Reserve (A)	338.08	349.28
Retained Earnings (B)	2,861.46	2,557.85
Total (A to B)	3,199.54	2,907.13
Other Reserves		
FVOCI Equity Investments (C)	472.74	465.30
Total (C)	472.74	465.30
Total Other Equity	3,672.28	3,372.43

BHATKAWA TEA INDUSTRIES LIMITED



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

14. Provisions

(Rs. in Lakhs)

	As at 31st March 2022	As at 31st March 2021
A. Non Current		
Provision for employee benefits:		
Gratuity (Refer Note No. 28)	489.32	476.65
	489.32	476.65
B. Current		
Provision for employee benefits:		
Gratuity	159.10	143.02
For Leave & Bonus	282.24	272.12
Provision for Taxation	9.50	-
For Tax on Dividend	-	-
For Staff welfare	5.50	2.94
	456.34	418.08

15. Deferred Tax (Assets)/ Liability (net)

(Rs. in Lakhs)

	As at 31st March 2023	As at 31st March 2022
Deferred Tax Liabilities		
Property, Plant & Equipment	15.19	35.98
Financial Asset at FVOCI	2.87	128.19
Remeasurement gains/ (losses) on defined benefit plans	29.98	-
(A)	48.04	164.17
Deferred Tax Assets		
Timing Difference u/s 43B	10.85	167.57
MAT Credit Entitlement	21.97	-
(B)	32.82	167.57
Net Deferred Tax (Assets)/ Liabilities	15.22	(3.40)

Movement in Deferred Tax Assets

(Rs. in Lakhs)

	Property, Plant & Equipment	Financial Asset at FVOCI	Remeasurement gains/ (losses) on defined benefit plans	Timing Difference u/s 43B	Total
As at 31st March 2022	35.98	128.19	-	(167.57)	(3.40)
Charged/ (Credit) to					
- profit & loss	(20.78)	(125.32)	29.98	156.72	40.59
- other comprehensive income		(0.00)		(0.00)	(0.00)
As at 31st March 2023	15.20	2.87	29.98	(10.85)	37.19
Less: MAT Credit Entitlement					(21.97)
Net Deferred Tax Liability/(Assets)					15.22

BHATKAWA TEA INDUSTRIES LIMITED

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

16. Other Liabilities

(Rs. in Lakhs)

	As at 31st March 2023	As at 31st March 2022
A. Non Current		
Deferred Government Grant	1.70	1.94
	1.70	1.94
B. Current		
Liability for Capital Expenditure (*)	-	8.57
Advance from customers	17.56	5.01
Statutory Liabilities	56.04	5.82
	73.60	19.40

* Liability for capital expenditure amounting to Rs. Nil (PY Rs. 8.57 Lakhs) represents balance amount of levy of salami Rs. 70.54 Lakhs by Government of West Bengal on renewal of lease of tea estate payable in equal annual installment of Rs. 3.53 Lakhs commencing from 3rd September, 2013. However during the financial year 2015-16, Order was received from The Office of District Magistrate, Alipurduar for realisation of Salami in a single installment in terms of Order No. 2531(5)-LP dated 28.08.2015 against which the company had represented before the Additional District Magistrate in respect of the above representation an order dated 13th January, 2017 has been passed, according to which the balance amount is payable is seven equal annual installments of Rs. 8.57 Lakhs from the date of the Order.

17. Trade Payables

(Rs. in Lakhs)

	As at 31st March 2023	As at 31st March 2022
(a) Total outstanding dues of micro enterprises and small enterprises	5.27	11.29
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	122.42	144.39
	127.69	155.68

Note: The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. The amount of principal and interest outstanding during the year is given below :

BHATKAWA TEA INDUSTRIES LIMITED



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

(Rs. in Lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
i. The principal amount remaining unpaid to any supplier as at the end of each accounting year;	5.27	11.29
ii. The interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	-	-
iii. The amount of interest paid by the buyer under MSMED Act, 2006	-	-
iv. The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006);	-	-
v. The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-
vi. The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

Trade Payables Ageing

(Rs. in Lakhs)

Particulars	Outstanding as on March 31, 2023 from due date of payment					
	Not Due	<1 Year	1-2 Years	2-3 Years	>3 Years	Total
Total outstanding dues of micro enterprises and small enterprises	-	5.27	-	-	-	5.27
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	105.58	15.61	0.16	1.07	122.42
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	-	110.85	15.61	0.16	1.07	127.69

(Rs. in Lakhs)

Particulars	Outstanding as on March 31, 2022 from due date of payment					
	Not Due	<1 Year	1-2 Years	2-3 Years	>3 Years	Total
Total outstanding dues of micro enterprises and small enterprises	-	11.29	-	-	-	11.29
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	136.31	2.34	1.82	3.92	144.39
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	-	147.60	2.34	1.82	3.92	155.68

BHATKAWA TEA INDUSTRIES LIMITED

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

18. Other financial Liabilities

(Rs. in Lakhs)

	As at 31st March 2023	As at 31st March 2022
Current		
Bank Book Overdraft	20.74	29.43
Unpaid Dividend	5.32	3.75
Others	147.39	124.50
	173.45	157.68

19. Revenue from operations

(Rs. in Lakhs)

Revenue from operations	Year ended 31st March, 2023	Year ended 31st March, 2022
Sale of products		
Finished goods	3,674.50	3,691.82
Other operating revenue	-	-
Misc. Income	14.67	12.86
Revenue from operations	3,689.17	3,704.68

20. Other Income

(Rs. in Lakhs)

Revenue from operations	Year ended 31st March, 2023	Year ended 31st March, 2022
Interest income on		
Bonds	55.18	41.06
Others	51.24	58.29
Dividend income	9.59	8.27
Liabilities no longer required written back	23.02	6.32
Profit on Sale of Mutual Funds	28.99	12.92
Rent	1.32	1.27
Deferred Government Grant Income	0.24	7.13
Surplus on tangible assets sold (net)	1.40	-
Miscellaneous Income	0.01	0.71
	170.99	135.97

BHATKAWA TEA INDUSTRIES LIMITED



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

21. Change in inventories of work-in-progress, stock-in-trade, by-products and finished goods (Rs. in Lakhs)

	Year ended 31st March, 2023	Year ended 31st March, 2022	(Increase) Decrease
Inventories at the end of the year: Finished Goods	193.32	190.62	(2.70)
(A)	193.32	190.62	(2.70)
Inventories at the beginning of the year: Finished Goods	190.62	142.07	(48.55)
(B)	190.62	142.07	(48.55)
(B-A)	(2.70)	(48.55)	

22. Employee benefits expense (Rs. in Lakhs)

	Year ended 31st March, 2023	Year ended 31st March, 2022
Salaries, wages and bonus	2,038.13	1,808.85
Contribution to provident fund and other fund	153.76	135.33
Gratuity expense (Refer Note No. 28)	97.85	90.92
Workmen and Staff Welfare Expenses	20.48	20.21
	2,310.22	2,055.31

23. Finance costs (Rs. in Lakhs)

	Year ended 31st March, 2023	Year ended 31st March, 2022
Interest:		
- To Bank and Others	-	0.43
- On Fixed Loans & Deposits	0.10	0.05
- Net Interest Expenses on DBO (Refer note no. 28)	34.32	31.49
	34.42	31.97

24. Depreciation & amortization expense (Rs. in Lakhs)

	As at 31st March 2023	As at 31st March 2022
Depreciation on Tangible assets	94.56	78.73
Other amortization	-	8.57
	94.56	87.30

BHATKAWA TEA INDUSTRIES LIMITED

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

25. Other Expenses

(Rs. in Lakhs)

	Year ended 31st March, 2023	Year ended 31st March, 2022
Stores, Spares and Packing Material consumed-Indigenous	392.34	321.42
Power & Fuel	386.44	376.61
Repairs & Maintenance :		
- Plant & Machinery	44.07	60.33
- Buildings	21.27	31.64
- Others	12.08	5.59
Rent	12.82	13.47
Rates and Taxes	3.50	2.41
Insurance	4.89	4.79
Carriage outward	76.69	70.73
Brokerage and Commission	41.71	41.68
Selling and Distribution Expenses	29.44	33.19
Subscription	16.08	18.93
Service Charges	4.85	4.80
Professional charges	31.33	20.25
Loss on Uprooting of Plants	0.60	1.43
- Audit fees	2.05	2.05
- Tax Audit	0.25	0.25
- Others	0.13	0.08
Travelling Expenses	12.28	7.49
CSR Expense	9.75	5.41
Provision for Bad Debt	-	16.07
Miscellaneous Expenses	55.06	69.49
	1,157.63	1,108.11

26. Earnings per Share

Particulars	2022-23	2021-22
Net Profit / (Loss) after tax for calculation of basic and diluted EPS (Rs.)	225.84	549.57
Weighted average number of equity shares	2,240,000	2,240,000
Nominal Value of equity shares (Rs.)	10.00	10.00
Basic Earnings Per Share (Rs.)	10.08	24.54
Diluted Earnings Per Share (Rs.)	10.08	24.54

BHATKAWA TEA INDUSTRIES LIMITED



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

27. Contingent Liabilities

(Rs.)

Particulars	2022-23	2021-22
Default in Payment of TDS	1.32	1.32
Income Tax	7.70	7.70
Agricultural Income Tax under appeal	5.47	5.47
Total	14.49	14.49

The Company's pending litigation comprise of proceeding with income tax and sales tax authorities. The company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The company does not expect the outcome of these proceedings to have material impact on its financial position. Future cash outflows if any in respect of above are dependent upon the outcome of the decision/judgments.

28. EMPLOYEE BENEFITS

a) Defined Contribution Plan

(Rs. in Lakhs)

	2022-23	2021-22
Employer's Contribution to Provident Fund	148.26	136.11
Employee's Contribution to Provident Fund	142.83	126.49

b) Defined Benefit Plan (DBO) - Gratuity

The Gratuity scheme is a final salary defined benefit plan, that provides for lumpsum payment at the time of separation; based on scheme rules the benefits are calculated on the basis of last drawn salary and the period of service at the time of separation and paid as lumpsum. There is a vesting period of 5 years.

Description of Risk Exposures :

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary overtime. Thus, the Company is exposed to various risks in providing the above gratuity benefit which are as follows:

- i) **Interest Rates Risk:** The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).
- ii) **Liquidity Risk :** This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non-availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.
- iii) **Salary Escalation Risk :** The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

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NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

- iv) **Demographic Risk** : The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.
- v) **Regulatory Risk** : Gratuity benefit is paid in accordance with the requirements of the payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (e.g. Increase in the maximum limit on gratuity of Rs. 20 Lakhs/-.)

(Rs. in Lakhs)

	As at 31st March 2023	As at 31st March 2022
(A) Changes in Defined Benefit Obligation		
Present Value of Defined Benefit Obligation as at the beginning of the year	1,156.37	1,148.30
Current Service Cost	86.10	78.67
Interest Cost	83.26	79.23
Actuarial (gains)/loss	(112.02)	(107.08)
Benefits Paid	(43.94)	(42.75)
Present Value of Defined Benefit Obligation as at the end of the year	1,169.77	1,156.37
(B) Changes in the Fair Value of Assets		
Fair Value of Plan Assets at the beginning of the year	679.72	691.92
Expected Return on Plan Assets	48.94	47.75
Actuarial (gains)/loss	(4.26)	(17.20)
Contributions	-	-
Benefits Paid	(43.94)	(42.75)
Fair Value of Plan Assets at the end of the year	680.46	679.72
(C) Amount recognised in the Balance Sheet		
Present Value of Defined Benefit Obligation	1,169.77	1,156.37
Fair Value of Plan Assets	680.46	679.72
Net Assets/ (Liability) recognised in the Balance Sheet	(489.32)	(476.65)
(D) Current and Non Current Liability and Asset		
Current Defined Benefit Obligation	145.50	163.94
Non-Current Defined Benefit Obligation	1,024.27	992.43
Total Defined Benefit Obligation	1,169.77	1,156.37

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NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

(Rs. in Lakhs)

	As at 31st March, 2023	As at 31st March, 2022
(E) Expense recognized in Statement of Profit and Loss		
Total Service Cost	86.10	78.67
Net Interest (Income)/ Cost	34.32	31.49
Total Expense required to be recognized in Statement of Profit and Loss	120.42	110.16
(F) Expense recognized in the Other Comprehensive Income (OCI) for Current Year		
Actuarial (Gain) / Losses due to Demographic Assumption changes in DBO	-	-
Actuarial (Gain) / Losses due to Financial Assumption changes in DBO	(60.66)	(35.44)
Actuarial (Gain)/ Losses due to Experience on DBO	(51.35)	(71.65)
Return on Plan Assets , excluding amount recognised in net interest expense	4.26	17.20
Net (Income)/ Expense for the period to be recognized in OCI	(107.75)	(89.89)

(G) Sensitivity Analysis :

(Rs. in Lakhs)

	As at 31st March 2023		As at 31st March 2022	
	% increase in DBO	Liability	% increase in DBO	Liability
Discount Rate				
+1%	(9.20%)	1,062.11	(9.15%)	1,050.55
-1%	10.91%	1,297.35	10.88%	1,282.14
Salary Growth				
+1%	10.78%	1,295.89	10.69%	1,280.04
-1%	(9.28%)	1,061.23	(9.18%)	1,050.17
Attrition Rate				
+50%	(1.06%)	1,157.41	(1.38%)	1,140.43
-50%	1.21%	1,183.87	1.58%	1,174.60
Mortality Rate				
+10%	(0.16%)	1,167.86	(0.21%)	1,153.90
-10%	0.17%	1,171.72	0.22%	1,158.89

BHATKAWA TEA INDUSTRIES LIMITED

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

(H) Maturity profile of Defined Benefit Obligation

(Rs. in Lakhs)

Particulars	31st March 2023	31st March 2022
i) 1year	145.50	163.94
ii) 2 to 5 years	308.49	298.06
iii) 6 to 10 years	413.84	378.06
iii) >10 years	2,096.67	2,107.15

(I) The Major Categories of Plan Assets as a Percentage of Total Plan

(Rs. in Lakhs)

	As at 31st March 2023		As at 31st March 2022	
	Rs.	%	Rs.	%
Qualifying Insurance Policy with HDFC Life	680.46	100%	679.72	100%

(J) The principal assumptions used in determining gratuity obligations for the company's plans are shown below:

	31st March 2023	31st March 2022
Discount rate (per annum)	7.20%	7.20%
Salary increase (per annum)	8.75%	9.25%
Mortality Rate	100.00%	100.00%
Attrition Rate	2.00%	2.00%
Mortality	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)

BHATKAWA TEA INDUSTRIES LIMITED



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

29. Capital Management

The Company aims at maintaining a strong capital base, maximising shareholders' wealth, safeguarding business continuity and augments its internal generations with a judicious use of borrowing facilities to fund spikes in working capital that arise from time to time as well as requirements to finance business growth.

The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

(Rs. in Lakhs)

	As at 31st March, 2023	As at 31st March, 2022
i) Equity share capital	224.00	224.00
ii) Other equity	3,672.28	3,372.43
Total Equity (a)	3,896.28	3,596.43
i) Borrowings	-	-
ii) Current Maturity of long term debt	-	-
Total debt (b)	-	-
i) Cash and cash equivalents	124.52	120.32
ii) Bank balance other than above	180.32	278.75
Total cash (c)	304.84	399.07
Net debt {d=(b-c)}	(304.85)	(399.06)
Total capital (equity + net debt)	3,591.44	3,197.37
Net debt to equity ratio	(0.08)	(0.11)

30. Financial Risk Management and Policy

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company continues to focus on a system-based approach to business risk management. The Company's financial risk management process seeks to enable the early identification, evaluation and effective management of key risks facing the business. Backed by strong internal control systems, the current Risk Management System rests on policies and procedures issued by appropriate authorities; process of regular reviews / audits to set appropriate risk limits and controls; monitoring of such risks and compliance confirmation for the same.

a) Market risk

The Company's business primarily agricultural in nature, exposes it to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of adverse weather conditions and lack of future markets. The Company closely monitors the changes in market conditions and select the sales strategies to mitigate its exposure to risk.

i) Interest rate risk

Interest rate risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The objectives of the Company's interest rate risk management processes are to lessen the impact of adverse interest rate movements on its earnings and cash flows and to minimise counter party risks.

BHATKAWA TEA INDUSTRIES LIMITED

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

The Company is exposed to interest rate volatilities primarily with respect to its short terms borrowings from banks and others. Such volatilities primarily arise due to changes in money supply within the economy and/or liquidity in banking system due to asset/liability mismatch, poor quality assets etc. of banks. The Company manages such risk by operating with banks having superior credit rating in the market as well as financial institutions.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

	Increase/ decrease in basis points	Effect on profit before tax	Effect on post- tax equity	Effect on post-tax equity
31st March, 2023				
Amount in Rs.	-	-	-	-
Amount in Rs.	-	-	-	-
31st March, 2022				
Amount in Rs.	+ 100	-	-	-
Amount in Rs.	(-) 100	-	-	-

ii) Price risk

The Company invests its surplus funds primarily in debt mutual funds measured at fair value through other comprehensive income. Aggregate value of such investments as at 31st March, 2023 is Rs. 1266.64 Lakhs. (Rs. 1161.36 Lakhs/-).

Investments in the mutual fund schemes are measured at fair value. Accordingly, these do not pose any significant price risk.

b) Credit risk

Credit risk is the risk that counterparty will not meet its obligations leading to a financial loss. The Company has its policies to limit its exposure to credit risk arising from outstanding receivables. Management regularly assess the credit quality of its customer's basis which, the terms of payment are decided. Credit limits are set for each customer which are reviewed on periodic intervals. The credit risk of the Company is low as the Company largely sells its teas through the auction system which is on cash and carry basis.

The risk relating to trade receivables is shown under note no 8.

c) Liquidity risk

Liquidity risk is the risk that the Company may encounter difficulty, including seasonality in meeting its obligations. The Company mitigates its liquidity risks by ensuring timely collections of its trade receivables, close monitoring of its credit cycle and ensuring optimal movements of its inventories.

The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date.

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NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

(Rs. in Lakhs)

	On Demand	Less than 1 Year	1 to 5 Years	> 5 Years	Total
31st March, 2023					
Borrowings					
Trade payables	127.69	-	-	-	127.69
Other financial liabilities		173.46	-	-	173.46
		301.15	-	-	301.15
31st March, 2022					
Borrowings	-	-	-	-	-
Trade payables	-	155.68	-	-	155.68
Other financial liabilities	-	157.68	-	-	157.68
	-	313.36	-	-	313.36

d) Agricultural Risk

Cultivation of tea being an agricultural activity, there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions resulting in less harvestation, logistic problems inherent to remote areas, and fluctuation of selling price of finished goods (tea) due to effective volume of demand.

The Company manages the above financial risks in the following manner :

- > Sufficient irrigation facility is made available to cope up the adverse weather conditions.
- > Sufficient inventory levels of agro chemicals, fertilisers and other inputs are maintained so that timely corrective action can be taken in appropriate manner.
- > Slightly higher level of consumable stores viz. packing materials, coal and HSD are maintained in order to mitigate financial risk arising from logistics problems.
- > Sufficient working-capital-facility is obtained from banks in such a way that cultivation, manufacture and sale of tea is not adversely affected even in times of adverse conditions.

e) Other Risk-Impact of the COVID 19 pandemic

The Company has assessed and considered the impact of the ongoing Covid-19 pandemic on carrying amounts of Property Plant & Equipment, Investments, Trade receivables, Inventories, other assets and its business operations including all relevant internal and external information available up to the date of approval of these financial results. Basis such evaluation, the management does not expect any adverse impact on its future cash flows, its liquidity position and shall be able to continue as a going concern. However, the eventual outcome of the impact of the Covid-19 pandemic may be different from those estimated as on the date of approval of these financial results owing to the nature and duration of the pandemic.

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NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

31. Financial Instruments

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

(Rs. in Lakhs)

	31st March 2023		31st March 2022	
	FVOCI	Amortised cost	FVOCI	Amortised cost
Assets:				
Trade receivables	-	226.30	-	121.44
Investments	2,728.29	-	2,435.86	-
Loans	-	342.05	-	220.45
Cash and cash equivalents	-	304.84	-	399.07
Other financial assets	-	144.48	-	361.31
Total	2,728.29	1,017.67	2,435.86	1,103.27
Liabilities:				
Borrowings	-	-	-	-
Trade payables	-	127.69	-	155.68
Total	-	127.69	-	155.68

Fair value hierarchy:

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

The investments included in Level 2 of fair value hierarchy have been valued using quotes available for similar assets and liabilities in the active market. The investments included in Level 3 of fair value hierarchy have been valued using the cost approach to arrive at their fair value. The cost of unquoted investments approximate the fair value because there is a range of possible fair value measurements and the cost represents estimate of fair value within that range.

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosure are required):

BHATKAWA TEA INDUSTRIES LIMITED



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

(Rs. in Lakhs)

	Level 1	Level 2	Level 3
As at 31st March, 2023			
Financial Assets:			
Financial investments at FVOCI	-	-	-
Quoted Investments	1,986.46		-
Unquoted Investments	-	-	741.83
Total	1,986.46	-	741.83
As at 31st March, 2022			
Financial Assets:			
Financial investments at FVOCI	-	-	-
Quoted Investments	1,745.02	-	-
Unquoted Investments	-	-	690.84
Total	1,745.02		690.84

32. Segment Information

The Company is engaged in the business of integrated activities of manufacture and sale of tea, predominantly in the domestic market. Hence there are no disclosures to be made under Ind AS -108, other than those already provided in the financial statements.

33. Capital Commitments

As at 31st March, 2023, the company has commitments of Rs. 103.34 Lakhs./- (Rs. 103.34 Lakhs./-) net of advances relating to estimated amount of contracts to be executed on capital account and not provided for.

34. Disclosure pursuant to SEBI's (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Since the company has no holding/ subsidiary relationship with any other company, hence no disclosure is required.

35. Details of Loans and Guarantees given covered under section 186(4) of the Companies Act, 2013:

The Company has made investments in the shares of different companies and given loans to different parties which are general in nature. The loans given are interest bearing which are not lower than the prevailing yield of related government security close to the tenure of the respective loans.

36. Trade receivables and trade payables with respect to few parties are subject to confirmation and reconciliation, if any.

37. Expenditure in Foreign Currency

(Rs. in Lakhs)

	As at 31st March 2023	As at 31st March 2022
Travelling & Others	-	-

BHATKAWA TEA INDUSTRIES LIMITED

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

38. Events occurring after Balance Sheet date:

Dividend

(Rs. in Lakhs)

	As at 31st March 2023	As at 31st March 2022
Proposed Dividend for FY 2022-23 @ Rs. Nil Per share (Last Year Rs. 0.50 Per share)	-	11.20

39. Corporate and social responsibility (CSR) Expenditure

(Rs. in Lakhs)

	For the year Ended	
	As at 31st March 2023	As at 31st March 2022
Amount required to be spent by the company during the year	9.75	5.41
Amount spent during the year on:		
Construction/acquisition of any asset	-	-
On purposes other than (i) above	8.50	7.00
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Contribution to a trust controlled by the company	-	-
The nature of CSR activities undertaken by the Company	Environment Sustainability & Animal Welfare, Healthcare,	Environment Education Sustainability & Animal Welfare, Healthcare. Education

For movement in CSR, refer below:

(Rs. in Lakhs)

	For the year Ended	
	As at 31st March 2023	As at 31st March 2022
Gross amount to be spent during the year	9.75	5.41
Actual spent	8.50	7.00
(Excess) /short spent*	(0.34)	(1.59)

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023**40. Benami Property**

The Company does not have any benami property. Further there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transaction Act, 1988 and rules made there under.

41. Relationship with Struck-off Companies

The Company does not have transactions with any struck off company's during the year.

42. Details of Crypto Currency or Virtual Currency.

The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year

43. Disclosure related to Borrowed Funds

The Company has not advanced or loaned or invested funds to any other person(s) or entity(s) including foreign entities (intermediaries) with the understanding that the intermediaries shall:

- a. directly or indirectly lend or invest in other persons or entities in any manner what so ever by or on behalf of the Company (ultimate beneficiaries); or
- b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

44. Disclosure related to Utilised Funds

The Company has not received any fund from any person(s) or entity(s), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company will:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner what so ever by or on behalf of the funding party (ultimate beneficiaries); or
- b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

45. Disclosure related to undisclosed income.

The Company has not done any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

46. Wilful Defaulter.

The Company has not been declared as a willful defaulter by any Bank or Financial Institution or Government or any Government Authority.

47. Compliance of approved scheme of arrangements.

The Company has not filed any scheme of arrangements in terms of section 230 to 237 of the Company's Act, 2013 with any Competent Authority.

BHATKAWA TEA INDUSTRIES LIMITED

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

48. Ratio Analysis and its elements

(Rs. in Lakhs)

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance
Current ratio	Current Assets	Current Liabilities	3.77	3.65	3.29%	
Debt-equity ratio	Total Debt	Shareholder's Equity	-	-	-	
Debt service coverage ratio	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.	Debt service = Interest & Lease Payments + Principal Repayments	-	34.69	-100.00%	Due to full payment for debt
Return on equity ratio	Earning available for equity shareholders (EAFESH)	Equity share capital+ reserves and surplus	5.80%	15.28%	-62.04%	Due to decrease in profitability
Inventory turnover ratio	Sales (Revenue from operations)	Average inventory= (Opening + Closing balance / 2)	11.62	13.50	-13.93%	
Trade receivables turnover ratio	Net Credit Sales=Net credit sales consist of gross credit sales minus sales return. Trade receivables includes sundry debtors and bill's receivables	Average trade debtors = (Opening + Closing balance / 2)	21.22	32.18	-34.06%	Due to decrease in trade receivables
Trade payables turnover ratio	Net Credit Purchases = Net credit purchases consist of gross credit purchases minus purchase return	Average trade Payables	8.15	8.26	-1.33%	
Net capital turnover ratio	Sales (Revenue from operations)	Working Capital = Working capital shall be calculated as current assets minus current liabilities.	160.41%	186.14%	-13.82%	
Net profit ratio	Net profit shall be after tax	Net Sales =Net sales shall be calculated as total sales minus sales returns.	6.12%	14.83%	-58.73%	Due to decrease in profits
Return on capital employed	Earning before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	7.68%	17.75%	-56.73%	Due to decrease in profits
Return on investment	Income generated from invested funds	Average invested funds	4.49%	4.90%	-8.37%	

BHATKAWA TEA INDUSTRIES LIMITED



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

49. Related party Disclosures

(a) Name of the related party:

Party	Relationship
I. Key Managerial Personnel (KMP)	
A. Mr. Padmanabh Jalan	Wholetime Director
B. Mr. Krishna Prasad Bagaria	Executive Director
C. Mrs. Rashmi Chitlangia	Non Executive Director
D. Mr. Alok Gupta	Non Executive Director
E. Mr. Krishnendu Basu	Chief Financial Officer
F. Mrs. Dharini Mehta	Company Secretary
II. Relative of Key Managerial Personnel	
A. Mr. Sudarshan Jalan	Relative (President)
B. Mrs. Siddhika. Jalan	Relative
III. Enterprises over which Key Managerial Personnel / Share Holders / Relatives have significant influence	
A. M/s Bhakti Fiscal Pvt. Ltd.	Significant Influence by Key Managerial Personnel or their relatives
B. M/s Uphaar Financial Services Pvt. Ltd.	Significant Influence by Key Managerial Personnel or their relatives
C. M/s Kriti Industries Co. Ltd.	Significant Influence by Key Managerial Personnel or their relatives
D. M/s Lake View Dealers Pvt Ltd.	Significant Influence by Key Managerial Personnel or their relatives
E. M/s Pahargoomiah Tea Industries Pvt. Ltd.	Significant Influence by Key Managerial Personnel or their relatives

BHATKAWA TEA INDUSTRIES LIMITED

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

(b) Transaction during the period

(Rs. in Lakhs)

Sl. No.	Nature of Transaction	Key Management Personnel		Relatives of Key Management Personnel		Enterprises owned/ influenced by Key Managerial Personnel or their relatives	
		2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
1	Remuneration Paid						
	Mr. Padmanabh Jalan	43.23	38.60	-	-	-	-
	Mr. Krishnendu Basu	5.01	4.84	-	-	-	-
	Mrs. Dharini Mehta	2.04	1.82	-	-	-	-
	Mr. Sudarshan Jalan	-	-	20.84	20.84	-	-
	Mrs. Siddhika Jalan	-	-	3.14	3.10	-	-
2	Purchases						
	M/s Pahargoomiah Tea Industries Pvt. Ltd.	-	-	-	-	0.75	2.75
	M/s Uphaar Financial Services Pvt. Ltd.	-	-	-	-	58.27	12.14
3	Rent & Service Charge Paid						
	M/s Uphaar Financial Services Pvt. Ltd.	-	-	-	-	1.92	1.92
	M/s Kriti Industries Co. Ltd.	-	-	-	-	14.40	14.40
4	Reimbursement of Expenses						
	M/s Kriti Industries Co. Ltd. (Electricity)	-	-	-	-	0.75	-
5	Telephone & Internet Expenses Recovered						
	M/s Pahargoomiah Tea Industries Pvt. Ltd.	-	-	-	-	0.12	0.18
6	Misscellaneous Receipt on Account of Sales of Store						
	M/s Pahargoomiah Tea Industries Pvt. Ltd.	-	-	-	-	0.17	0.96
7	Purchase of Capital Items						
	M/s Pahargoomiah Tea Industries Pvt. Ltd.	-	-	-	-	0.45	-

BHATKAWA TEA INDUSTRIES LIMITED



NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED 31ST MARCH, 2023

(b) Transaction during the period (Contd.)

(Rs. in Lakhs)

8	Sale of Capital Items						
	M/s Pahargoomiah Tea Industries Pvt. Ltd.	-	-	-	-	1.25	-
9	Interest Income						
	M/s. Lake View Dealers Pvt. Ltd.	-	-	-	-	2.25	-
10	Balances on account of						
	Advance paid						
	M/s. Lake View Dealers Pvt. Ltd.			-	-	160.00	-
	Security Deposit						
	Mr. Padmanabh Jalan	0.02	0.02	-	-	-	-
	M/s Kriti Industries Co. Ltd.	-	-	-	-	6.00	6.00
	Interest Receivable						
	M/s. Lake View Dealers Pvt. Ltd.			-	-	2.25	-
	Bonus/ Leave Salary Payable						
	Mr. Padmanabh Jalan	2.80	2.50	-	-	-	-
	Mr. Sudarshan Jalan	-	-	1.35	1.35	-	-
	Mrs. Siddhika Jalan	-	-	0.22	0.22	-	-
	Mr. Krishnendu Basu	0.24	0.25	-	-	-	-

In terms of our report of even date

For DAS & PRASAD

Chartered Accounts

Firm Registration No. 303054E

Pramod Kumar Agarwal

(Partner)

Place : Kolkata

Date : 29th May, 2023 Membership No. 056921

For and on behalf of the Board of Directors

Padmanabh Jalan

Wholetime Director

(DIN : 01651268)

Rashmi Chitlangia

Director

(DIN : 07171476)

Krishnendu Basu

Chief

Financial Officer

Dharini Mehta

Company Secretary

(ACS-26814)

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