

TONGANI TEACOMPANYLIMITED

Annual Report 2023-2024

BOARD OF DIRECTORS

Mr. Manoj Kumar Daga, *Chairman & Non-Executive Director*
Mr. Ashok Vardhan Bagree, *Independent Director*
Mr. Ravindra Kumar Murarka, *Independent Director*
Mrs. Sumana Raychaudhuri, *Non-Executive Director*

COMPANY SECRETARY

Mr. Arindam Roy Chowdhury

AUDITORS

M/s. Lilha & Associates
Chartered Accountants
Kolkata

BANKER

State Bank of India

REGISTRAR & SHARE TRANSFER AGENT

Niche Technologies Pvt. Ltd.
CIN: U74140WB1994PTC062636
3A, Auckland Place, 7th Floor, Room No.7A & 7B,
Kolkata - 700017
Telephone: 033 2280-6616/17/18; Fax: 033 2280-6619
E-mail: nichetechpl@nichetechpl.com, Website: www.nichetechpl.com

TONGANI TEA COMPANY LIMITED

CIN: L01132WB1893PLC000742
REGISTERED OFFICE & ADMINISTRATIVE OFFICE
15B, Hemanta Basu Sarani, 3rd Floor, Kolkata-700 001
Phone: 2248 7685, Fax: 2210 0541.
E-mail: info@tonganitea.com, Website: www.tonganitea.com

TONGANI TEA ESTATE

P.O. Dhula, Dist.Darrang,
Pin-784 146, Assam.

TONGANI TEA COMPANY LIMITED

CIN : L01132WB1893PLC000742

NOTICE

NOTICE is hereby given that the 131st Annual General Meeting of the Members of the Company will be held on Friday, the 9th August, 2024, at 3:00 P.M. IST through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2024 together with the Report of Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2024 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 Mr. Manoj Kumar Daga (DIN:00123386), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Manoj Kumar Daga (DIN:00123386), who retires by rotation at this meeting and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. **Appointment of Mr. Ranjan Kumar Jhalaria (holding DIN: 05353976), as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to appoint Mr. Ranjan Kumar Jhalaria (holding DIN:05353976), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. Jhalaria's candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, for a 1st term of five consecutive years to hold office commencing from the conclusion of the Annual General Meeting for the Financial Year ended 31st March, 2024 till the Annual General Meeting for the Financial Year ended 31st March, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. Appointment of Mrs. Swati Agarwal (holding DIN: 06804522), as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to appoint Mrs. Swati Agarwal (holding DIN:06804522), who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mrs. Agarwal’s candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, for a 1st term of five consecutive years to hold office commencing from the conclusion of the Annual General Meeting for the Financial Year ended 31st March, 2024 till the Annual General Meeting for the Financial Year ended 31st March, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised 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 ratify and approve related party transactions undertaken during the ordinary course of business of the Company for the financial year 2023-24

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s) and Materiality of Related Party Transactions, and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the shareholders hereby ratify and approve the following material related party transactions which are entered in the ordinary course of business & on arms’ length basis for the financial year 2023-24:

Name of related party	Nature of relationship	Nature of transaction	Amount (in Rs.)
Norben Tea & Exports Limited	Promoter Group Company	Loan Advanced	5,00,00,000

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, to finalize any documents and writings related thereto and to sign and file necessary documents, e-form with Registrar of Companies/MCA Portal, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any Officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

6. **Prior approval for related party transactions repetitive in nature and in the ordinary course of business of the Company for the financial year 2024-25**

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s) and Materiality of Related Party Transactions, and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s. Norben Tea & Exports Ltd., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, to advance loan, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.5 Crore for the financial year 2024-25 in one or more tranches, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, to finalize any documents and writings related thereto and to sign and file necessary documents, e-form with Registrar of Companies/MCA Portal, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any Officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board

Regd. Office :
15B, Hemanta Basu Sarani, 3rd Floor
Kolkata – 700 001

For **TONGANI TEA COMPANY LIMITED**

Sd/-
MANOJ KUMAR DAGA
Chairman
DIN: 00123386

Date: 24th May, 2024

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act'), setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Ministry of Corporate Affairs ("MCA") vide its Circular Nos.20/2020, 10/2022 and 09/2023 dated May 5, 2020, 28th December, 2022 and 25th September, 2023, respectively, and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before 30th September 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No.20/2020. Securities and Exchange Board of India (SEBI) also vide its Circular No.SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 131st AGM of the Company is being held through VC/OAVM, which does not require physical presence of members at a common venue.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 3rd August, 2024 to Friday, 9th August, 2024 (both days inclusive) for annual closing.
4. Since the physical attendance of Members has been dispensed with, the facility for appointment of proxies by the members will not be available for this AGM and hence the Attendance Slip, Route Map and Proxy Form are not annexed to this notice.
5. The Company will conduct the AGM through VC/OAVM from its Registered Office i.e.15B Hemanta Basu Sarani, 3rd Floor, Kolkata – 700001 which shall be deemed to be venue of the meeting.
6. Corporate members intending to authorize their representative(s) to attend the Meeting are requested to send a scanned copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Board Resolution/Authorization shall be sent to the Company by email through its registered email address to investorcare@tonganitea.com
7. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are provided in the Notice under Note No.21.
8. Members are requested to note that under section 124 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) the amount of dividend if any unpaid or unclaimed for a period of 7 (seven) years from the due date is required to be transferred to Investor Education and Protection Fund (IEPF) constituted by the Central Government of India. Further, all shares in respect of which dividend remain unclaimed for 7 consecutive years or more, are also required to be transferred to the IEPF.

The Company had accordingly transferred final dividend pertaining to the Financial Year 2015-16 and Interim Dividend pertaining to the Financial Year 2016-17 to the IEPF within the stipulated time period. The unclaimed final dividend in respect of financial year 2016-17 is due for transfer to the IEPF in October, 2024. Further, no claim shall lie against the Company in respect of any amount of unpaid dividend transferred to IEPF after completion of seven years.

Members who have neither received nor encashed their dividend warrant(s) for the financial year 2016-17 or subsequent years, are requested to write to the Company, mentioning the relevant Folio number of DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).

9. Members holding shares in physical form may intimate the Company necessary particulars for ECS credit of the dividend directly to their bank accounts wherever ECS facility is available, or, for printing of their bank account details on the dividend warrants to prevent possibilities of fraud in encashing the warrants.
10. Members holding shares in physical mode are requested to intimate changes in their address alongwith proof of address/bank mandate to the Registrar and Share Transfer Agents (RTA), Niche Technologies Pvt. Ltd. Members holding shares in electronic mode are requested to send the intimation for change of address / bank mandate to their respective Depository Participant.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's RTA, enclosing their share certificates to enable the Company to consolidate their holdings into a single folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
12. Shareholders are also requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory demat mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate (if already complied with, please ignore this).

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated 18th May 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the Company and RTA.

13. The Securities and Exchange Board of India ("SEBI") vide its Circular dated 16th March, 2023 has mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by physical holders of securities in prescribed forms. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.tonganitea.com.

14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
15. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Para 1.2.5 of Secretarial Standard 2, issued by The Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at the Annual General Meeting, form an integral part of the notice. The Director has furnished the requisite declaration for his re-appointment.
16. Electronic copy of the Notice and Annual Report of the 131st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes.

In terms of SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and MCA Circulars owing to the difficulties involved in despatching of physical/hard copies of full annual report to shareholders are being sent in electronic mode to members whose email address is registered with the Company or the Depository Participant (s). The members who have not updated their email address are requested to do so immediately since the requirement of sending physical copies of annual report are dispensed with.

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.
18. Members holding shares in physical form can now avail the facility of nomination in respect of shares held by them Pursuant to section 72 of the Companies Act 2013. The prescribed Form (Form SH 13) can be obtained from the website of the company i.e. www.tonganitea.com as well as from the Share Department of the Company. Members desiring to avail this facility, may send their Nomination Form (in duplicate) duly filled in, to the Company or its Share Transfer Agents M/s. Niche Technologies Pvt. Ltd. of 3A, Auckland Place, 7th Floor, Room No.7A & 7B, Kolkata – 700 017 by quoting their respective Folio Numbers.
19. SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail address to the RTA for receiving all communications including annual reports, notices, circulars etc. from the company electronically. Members who wish to register their e-mail id can download the green initiative form from the company's website www.tonganitea.com.
20. Members may also note that the Notice of the 131st Annual General Meeting and the Annual Report for 2023-24 will also be available on the Company's website www.tonganitea.com for their download. For any communication, the shareholders may also send requests to the Company's investor email id: investorcare@tonganitea.com.

21. CDSL e-Voting System – Fore-voting and Joining Virtual meetings.

1. As you are aware, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 20/2020, 10/2022 and 09/2023 dated May 5, 2020, 28th December, 2022 and 25th September, 2023, respectively. The forthcoming Annual General Meeting will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing Annual General Meeting through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the Annual General Meeting will be provided by CDSL.
3. The Members can join the Annual General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Annual General Meeting through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis.
4. The attendance of the Members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this Annual General Meeting. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the Annual General Meeting, through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the Annual General Meeting has been uploaded on the website of the Company at www.tonganitea.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. CSE Limited at www.cse-india.com. The Annual General Meeting Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the Annual General Meeting) i.e. www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on 6th August, 2024 (9.00 a.m.) and ends on 8th August, 2024 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 2nd August, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars, as amended, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- (iv) In terms of SEBI Circulars on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;investorcare@tonganitea.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the Annual General Meeting is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed, after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the Annual General Meeting.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at-least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investorcare@tonganitea.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investorcare@tonganitea.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the Annual General Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Annual General Meeting.
10. If any Votes are cast by the shareholders through the e-voting available during the Annual General Meeting and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

- I. Members who have cast their vote by remote e-voting prior to the AGM and are attending the meeting will not be entitled to cast their vote again.
- II. Investors who became members of the Company subsequent to the Notice of Annual General Meeting by Email and holds the shares as on the cut-off date i.e. 2nd August, 2024 are requested to send the written / email communication to the Company at investorcare@tonganitea.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- III. Shareholder can also update his/her mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 2nd August, 2024. A person who is not a member as on cut off date should treat this notice for information purpose only.
- V. Agarwal A & Associates, Company Secretaries of Plot No.IID/31/1, Street No. 1111, PS Qube, Unit No. 1015A, 10th Floor, Kolkata- 700161 has been appointed as the Scrutinizer to scrutinize the remote e-voting and voting process to be carried out at the Annual General Meeting in a fair and transparent manner.
- VI. The Scrutinizer will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company within 2 working days from the conclusion of the meeting.

- VII. The Chairman shall declare the result forthwith. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tonganitea.com and on the website of CDSL and communicated to Stock Exchange, immediately.

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

Name of the Director	Mr. Manoj Kumar Daga	Ranjan Kumar Jhalaria	Swati Agarwal
Director Identification Number (DIN)	00123386	05353976	06804522
Date of Birth	06-01-1963	08-08-1955	07-06-1985
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	31-07-1998	-	-
Designation	Non-Executive Director	Independent Director	Independent Director
Qualifications	Bachelor of Commerce	FCA	CA, CS
Terms of Appointment	Appointment as NED liable to retire by rotation	Appointment as an Independent Director not liable to retire by rotation	Appointment as an Independent Director not liable to retire by rotation
Expertise in specific functional area	Accounts, Finance	Accounts, Finance	Accounts, Finance
Number of shares held in the Company	43383	Nil	Nil
List of the directorships held in other companies	Norben Tea & Exports Ltd.	Norben Tea & Exports Ltd.	Norben Tea & Exports Ltd.
Number of Board Meetings attended during the year 2023-24	6 (Six)	Nil	Nil
Chairmanships / Memberships of Committees of other listed companies*	<u>Stakeholders Relationship Committee</u> Norben Tea & Exports Ltd. (Member)	<u>Audit Committee</u> Norben Tea & Exports Ltd. (Chairman) <u>Stakeholders Relationship Committee</u> Norben Tea & Exports Ltd. (Chairman)	<u>Audit Committee</u> Norben Tea & Exports Ltd. (Member) <u>Stakeholders Relationship Committee</u> Norben Tea & Exports Ltd. (Member)
Relationships between Directors inter-se	None	None	None
Remuneration details (Including Sitting Fees & Commission)	Rs.17,000/-	Nil	Nil

* Committee positions only Audit Committee and Stakeholders' Relationship Committee in Public Companies have been considered.

Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("Act")

IN RESPECT OF ITEM NO.3 & 4

The Board of Directors of the Company (based on the recommendation of Nomination and Remuneration Committee) at its meeting held on May 24, 2024, recommended for the approval of the Members, the appointment of Mr. Ranjan Kumar Jhalaria (holding DIN: 05353976) & Mrs. Swati Agarwal (holding DIN: 06804522) as an Independent Director of the Company, in terms of Section 149 read with Schedule IV of the Companies Act, 2013.

- Mr. Ranjan Kumar Jhalaria, aged about 69 years is a fellow member of the Institute of Chartered Accountants of India (ICAI). His area of specialization includes audit, business consultancy, business valuation, corporate management, financial management, pre-acquisition studies, and corporate law. He was involved in audit and taxation of wide selection of Indian and multi-national clients.

The Board considers that the appointment of Mr. Ranjan Kumar Jhalaria as an Independent Director of the Company would be of immense benefit. Accordingly, the Board of Directors recommends his appointment as an Independent Director on the Board of Directors of the Company whose period of office is not liable to retirement by rotation.

He is a Director in Ascot Digital Private Limited and Norben Tea & Exports Ltd. He is not a member in any other Company in India. Mr. Jhalaria does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Mr. Ranjan Kumar Jhalaria's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.3 of this Notice relating to the appointment of Mr. Ranjan Kumar Jhalaria as an Independent Director, not liable to retire by rotation, for your approval.

Except Mr. Jhalaria being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3.

- Mrs. Swati Agarwal, aged about 39 years is a fellow member of The Institute of Chartered Accountants of India (ICAI) and an Associate member of The Institute of Company Secretaries of India (ICSI). She has worked with ICICI Bank Limited for 3 years and thereafter, since 2009 is working in a private firm, dealing in matters of finance and taxation.

The Board considers that the appointment of Mrs. Swati Agarwal as an Independent Director of the Company would be of immense benefit. Accordingly, the Board of Directors recommends her appointment as an Independent Director on the Board of Directors of the Company whose period of office is not liable to retirement by rotation.

She is a Director in Norben Tea & Exports Ltd. She is not a member in any other Company in India. Mrs. Agarwal does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Mrs. Swati Agarwal's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.4 of this Notice relating to the appointment of Mrs. Swati Agarwal as an Independent Director, not liable to retire by rotation, for your approval.

Except Mrs. Agarwal being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

The other details of Mr. Ranjan Kumar Jhalaria & Mrs. Swati Agarwal in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are annexed to this Notice. Mr. Ranjan Kumar Jhalaria & Mrs. Swati Agarwal are not related to any Director of the Company.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Ranjan Kumar Jhalaria & Mrs. Swati Agarwal fulfills the conditions specified in the Act for their appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. Ranjan Kumar Jhalaria & Mrs. Swati Agarwal vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.3 & 4 of this Notice relating to the appointment of Mr. Ranjan Kumar Jhalaria & Mrs. Swati Agarwal as an "Independent Director", not liable to retire by rotation for a 1st term of five consecutive years commencing from the conclusion of the Annual General Meeting for the Financial Year ended 31st March, 2024 till the Annual General Meeting for the Financial Year ended 31st March, 2029, for your approval.

Mr. Ranjan Kumar Jhalaria & Mrs. Swati Agarwal have given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. The Company has also received:-

- (i) the consent in writing to act as Director and
- (ii) intimation that he/she is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) a declaration to the effect that he/she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

A copy of the draft letter for the appointment of Mr. Ranjan Kumar Jhalaria & Mrs. Swati Agarwal, as Independent Director setting out the terms & conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Mr. Ranjan Kumar Jhalaria & Mrs. Swati Agarwal respectively are concerned or interested in the resolutions of the accompanying notice relating to their own appointment.

None of the other Directors, Key Managerial Personnel and relatives thereof is concerned or interested in the Resolutions at item nos.3 to 4.

IN RESPECT OF ITEM NO.5&6

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs.1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned

company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not. Further, transactions entered into with the related party which are in the ordinary course of business & on arms' length basis during financial year 2023-24 and contract(s)/ arrangement(s)/ transaction(s) proposed to be entered into with the related party in the ordinary course of business of the Company & on arms' length basis for the financial year 2024-25 are required to be ratified or placed before the Members for their approval before such contract(s)/ arrangement(s)/ transaction(s) are given effect to as may be applicable.

It is in the above items that, Resolution No(s) 5 and 6 are placed for the approval of the Members of the Company.

Item No. 5:

Background, details and benefits of the transaction

M/s Norben Tea & Exports Ltd (NTEL) is engaged in the business of growing & manufacturing of tea, is your Promoter Group Company. To make a short term investment earning a competitive rate of interest, your Company has approached and entered into transaction(s) with M/s Norben Tea & Exports Ltd (NTEL), which is a Promoter Group Company of your Company. Accordingly, transaction(s) entered into with NTEL comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations. The amount advanced in one or more tranches (upto a value of Rs. 1 crore per transaction) to NTEL till March 31st, 2024 amounts to Rs.4,03,65,293 out of which Rs.3,42,50,000 has been repaid. The interest on same is due to be paid at the end of the year.

The Management has provided the Audit Committee with the relevant details, as required under law, of RPTs entered into by your Company with NTEL in the financial year 2023-24 including rationale, material terms and basis of pricing. The Audit Committee, after discussion and deliberation, has granted approval for RPTs with NTEL for an aggregate value of up to Rs. 5 crore for the FY 2023-24. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Now, approval of the shareholders is being sought to ratify the said Related Party Transaction(s) entered into by your Company with NTEL in the financial year 2023-24.

Details of the transactions with NTEL, being a related party of the Company, including the information Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and SEBI Circular No.SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as follows:

Sl.	Description	Details
1	Details of Summary of information provided by the Management to the Audit Committee	
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	M/s Norben Tea & Exports Ltd. is a Promoter Group Company of M/s Tongani Tea Company Ltd. ("Company")

b	Name of the Director or KMP who is related	Manoj Kumar Daga, Director of M/s Tongani Tea Company Ltd. ("Company")
c	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract to grant loan not exceeding Rs.5 crore in one or more tranches (upto a value of Rs.1 Crore per transaction). Loan shall be unsecured, repayable on demand and rate of interest shall be 10% per annum.
d	Tenure of the Transaction	Not fixed. The loan obtained is repayable on availability of liquidity.
e	Value of transaction	Up to Rs. 5 crore
f	Percentage of annual consolidated turnover of M/s Tongani Tea Company Ltd. considering FY2022-23 as the immediately preceding financial year.	64.32%
2	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the statement to the resolution no.5
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
i.	details of the source of funds in connection with the proposed transaction	Retained Earnings
ii.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	NA
iii.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Loan shall be unsecured, repayable on demand and rate of interest shall be 10% per annum.
iv.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The fund shall be used for short term business purpose.
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	Not Applicable
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No.5.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution mentioned at Item No.5 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution forming part of Item No.5 of the accompanying Notice to the shareholders for approval.

Item No. 6

Background, details and benefits of the transaction

M/s. Norben Tea & Exports Ltd (NTEL) is engaged in the business of growing & manufacturing of tea, is your Promoter Group Company. To make a short term investment earning a competitive rate of interest, your Company proposes to enter into transaction(s) with M/s Norben Tea & Exports Ltd., which is a Promoter Group Company of your Company. Accordingly, transaction(s) with NTEL comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations. The amount to be advanced to NTEL will be unsecured and re-payable on demand at an interest rate prevailing in the market. The total value of the proposed transaction(s) could reach Rs. 5 Crore during financial year 2024-25.

The Management has provided the Audit Committee with the relevant details, as required under law, of RPTs proposed to be entered into by your Company with NTEL in the financial year 2024-25 including rationale, material terms and basis of pricing. The Audit Committee, after discussion and deliberation, has granted approval for RPTs with NTEL for an aggregate value of up to Rs. 5 crore to be entered during FY2024-25. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Now, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with NTEL in the financial year 2024-25.

Details of the transactions with NTEL, being a related party of the Company, including the information Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and SEBI Circular No.SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as follows:

Sl.	Description	Details
1	Details of Summary of information provided by the Management to the Audit Committee	
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	M/s Norben Tea & Exports Ltd. is a Promoter Group Company of M/s Tongani Tea Company Ltd. ("Company")
b	Name of the Director or KMP who is related	Manoj Kumar Daga, Director of M/s Tongani Tea Company Ltd. ("Company")

c	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract to grant loan not exceeding Rs.5 crore in one or more tranches (up to a value of Rs.1 Crore per transaction). Loan shall be unsecured, repayable on demand and rate of interest shall be 10% per annum.
d	Tenure of the Transaction	Not fixed. The loan shall be repayable on availability of liquidity.
e	Value of transaction	Up to Rs. 5 crore
f	Percentage of annual consolidated turnover of M/s Tongani Tea Company Ltd considering FY2023-24 as the immediately preceding financial year.	60.32%
2	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the statement to the resolution No.6
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
i.	details of the source of funds in connection with the proposed transaction	Retained Earnings
ii.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	NA
iii.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Loan shall be unsecured, repayable on demand and rate of interest shall be 10% per annum.
iv.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The fund shall be used for short term business purpose.
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	Not Applicable

5.	Any other information that may be Relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.
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The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No.6.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution mentioned at Item No.6 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution forming part of Item No.6 of the accompanying Notice to the shareholders for approval.

Regd.Office :
15B, Hemanta Basu Sarani, 3rd Floor,
Kolkata – 700 001

By Order of the Board
For TONGANI TEA COMPANY LIMITED

Date :24th May, 2024

Sd/-
MANOJ KUMAR DAGA
Chairman
DIN:00123386

TONGANI TEA COMPANY LIMITED
CIN : L01132WB1893PLC000742
REPORT BY THE BOARD OF DIRECTORS

TO THE MEMBERS

The Directors are pleased to present the One Hundred Thirty First Annual Report together with the Company's Audited Accounts for the Financial Year ended 31st March, 2024.

1. FINANCIAL SUMMARY OR HIGHLIGHTS

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

FINANCIAL SUMMARY	(Rupees)	
	Year Ended March 31, 2024	Year Ended March 31, 2023
Total Revenue	86254848	81823184
Profit(Loss) before Finance Cost, Depreciation and Taxation	10083941	9434776
Less : Finance Cost	5810614	5190406
Profit(Loss) before Depreciation and Tax	4273327	4244370
Less : Depreciation	2796631	2598011
Profit(Loss) before tax	1476696	1646359
Less : Provision for Taxation		
Current Tax	193209	216795
MAT Credit	-	-
Deferred Tax	(576)	(23688)
Income Tax for earlier years	-	-
Profit(Loss) after tax	1284063	1453252
Other Comprehensive Income		
Item that will not be reclassified to profit or loss	386441	385277
Income tax relating to these items	(100475)	(100172)
Total Comprehensive Income for the period	1570029	1738357
Add : Balance brought forward from previous year	21670320	20675063
Surplus available for Appropriation	23240349	22413420
APPROPRIATIONS :		
Interim Dividend on Equity Shares	-	-
Final Dividend on Equity Shares	928875	743100
Balance carried to Balance Sheet	22311474	21670320

2. STATE OF COMPANY'S AFFAIRS

The Company invested heavily last year and this year in recovering the flood affected portions of plantation by putting in new plants and drainage and allied works. Production has recovered from these areas. In the current year the Company is expecting further improvement in revenue from operations inspite of tea production of North India in current cropping season up to May being affected by extremely erratic weather conditions.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY,

There has been no change in the nature of Business of the Company during the reported financial year.

4. DIVIDEND

With a view to conserve resources, your directors do not recommend any dividend for the reported Financial Year.

5. TRANSFER TO RESERVE

No amount was transferred to general reserve during the financial year ended 31st March, 2024.

6. MATERIAL CHANGES / COMMITMENTS

There are no material changes or commitments affecting the financial position of the company which has occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

7. SHARE CAPITAL

During the year under review the Company has not altered its share capital.

8. INTERNAL CONTROL SYSTEM

Your Company has in place, an adequate system of internal controls commensurate with its size, requirements and the nature of operations. These systems are designed keeping in view the nature of activities location and various business operation.

9. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Being a listed entity, the financial statements are passing through the Audit Committee and the processes of Internal and External (Tax and Statutory) Audits, before being approved at the meeting of the Board of Directors of the Company. The financial statements are regularly updated on the Company's website and available to all stakeholders.

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

As on 31st March, 2024, your company has no subsidiaries, joint ventures or associate Companies.

11. PUBLIC DEPOSITS

The Company has not accepted/renewed any deposits covered under Chapter V of the Companies Act, 2013.

12. AUDITOR AND AUDITORS' REPORT

M/s. Lilha & Associates, Chartered Accountants (Firm Registration No.328627E) the statutory auditors of the Company, will hold office till the conclusion of the Annual General Meeting for the financial year 2025-26.

The report by the Auditors is self-explanatory and has no qualification, reservation, adverse remark or disclaimer; hence no explanation or comments by the Board were required.

13. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Pursuant to provisions of Section 204 of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board has appointed CS Ajay Kumar Agarwal, Proprietor of Agarwal A & Associates, Company Secretaries, Practising Company Secretary as its Secretarial Auditor to undertake Secretarial Audit for the FY 2023-24. The Secretarial Audit Report in specified form MR-3 is annexed herewith as **Annexure A** in the **Annexure forming part of this Report**. The Secretarial Audit Report has no qualification, reservation, adverse remark or disclaimer; hence no explanation or comments by the Board were required.

14. REPORTING OF FRAUD BY AUDITORS

There were no instances of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or the Board under Section 143(12) of the Companies Act, 2013 and the rules made thereunder.

15. CONSERVATION OF ENERGY, ABSORPTION OF TECHNOLOGY, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pursuant to Section 134(3)(m) of the Companies Act, 2013 and Rule 8 of Companies (Accounts) Rules, 2014, is given as **Annexure B** in the **Annexure forming part of this Report**.

16. EXTRACT OF THE ANNUAL RETURN

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company at www.tonganitea.com/pdf/extractoftheannualreturn_March_2024.pdf

17. POLICY ON CORPORATE SOCIAL RESPONSIBILITY

The level of operations of the Company is below to the minimum threshold of Corporate Social Responsibility reporting.

18. DIRECTORS

At present your Board is duly constituted comprising of 4 (Four) Directors, Mr. Manoj Kumar Daga (DIN: 00123386), Mr. Ashok Vardhan Bagree (DIN: 00421623), Mr. Ravindra Kumar Murarka (DIN: 00823611) and Mrs. Sumana Raychaudhuri (DIN: 07308451). In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Manoj Kumar Daga, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

19.DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR

There has been no change in the composition of the Board of Directors during the financial year.

There has been no change in the Key Managerial Personnel during the financial year.

20.NO. OF MEETINGS OF THE BOARD AND BOARD'S COMMITTEE

The Board of Directors have met 6 (six) times on 28-04-2023, 16-05-2023, 02-08-2023, 10-10-2023, 03-11-2023 and 02-02-2024 during the Financial Year ended 31st March, 2024. The gap between any two consecutive meetings of the Board of the Company was not more than One Hundred and Twenty Days (120 days) as stipulated under SEBI's Listing Requirements, 2015. There was no resolution by circulation passed by the Board during F.Y.2023-24. The details of the number of board meetings and committee meetings attended by each Directors during the financial year 2023-24is annexed herewith as **Annexure C** in the **Annexure forming part of this Report**.

21.SEPARATE MEETING OF INDEPENDENT DIRECTORS

A Separate meeting of the Independent Directors was held on 03-11-2023, Mr. Ashok Vardhan Bagree the lead Independent Director presided the meeting. The Independent Directors at said meeting reviewed the performance of the non-Independent Directors.

22. DECLARATION BY INDEPENDENT DIRECTORS

Every Independent Director has, at the first meeting of the Board and at the first meeting of the Board after his/her appointment, in the financial year 2023-2024, given a declaration as required u/s.149 (7) of the Companies Act, 2013 that he/she meets the criteria of Independence.

23. AUDIT COMMITTEE AS REQUIRED U/S.177(8) OF COMPANIES ACT, 2013

The Audit Committee of the Board comprises of 3 (three) Directors viz: Mr. Ashok Vardhan Bagree (Independent Director), Mr. Ravindra Kumar Murarka (Independent Director) and Mrs. Sumana Raychaudhuri (Non-Executive Director). Mr. Ashok Vardhan Bagree, Chairman of the Committee, has expert knowledge of finance and accounting.

Further, during the year there was no recommendation of the Audit Committee which had not been accepted by the Board.

24. VIGIL MECHANISM (WHISTLE BLOWER POLICY)

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees in conformation with Section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations, to report concerns about unethical behavior.

The Vigil Mechanism (Whistle Blower Policy) has been uploaded on the Company's website at www.tonganitea.com/pdf/vigil_mechanism_tongani_2014.pdf

25. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION ETC.

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided u/s.178(3) of the Companies Act, 2013 is given as **Annexure D** in the **Annexure forming part of this Report**.

26. RELATED PARTY TRANSACTION

The Company has a well-defined process of identification of related parties and transactions with related parties, its approval and review process. The Policy on Related Party Transactions as formulated by the Audit Committee and the Board is hosted on the Company's website at https://www.tonganitea.com/pdf/rpt_tongani.pdf.

All contracts, arrangements and transactions entered by the Company with related parties during FY 2023- 24 (including any material modification thereof), were in the ordinary course of business and on an arm's length basis and were carried out with prior approval of the Audit Committee. All related party transactions that were approved by the Audit Committee were periodically reported to the Audit Committee. Prior approval of the Audit Committee was obtained periodically for the transactions which were planned and/or repetitive in nature and omnibus approvals were also taken as per the policy laid down for unforeseen transactions.

The Shareholders approval was obtained under Section 188(1) of the Act and Regulation 23(4) of the Listing Regulations for material related party transaction. The information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 are disclosed as **Annexure E** in the **Annexure forming part of this Report**.

27. DETAILS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

The particulars of loans, guarantees and investments as per Section 186 of the Act by the Company, have been disclosed in the financial statements.

28. FORMAL ANNUAL EVALUATION OF BOARD

Formal annual evaluation by the Board of its own performance and that of its committees and individual directors had been done during the year in the manner stated in the Criteria for Performance Evaluation of the Directors of the Company as framed by the Nomination and Remuneration Committee of the Company is given as **Annexure F** in the **Annexure forming part of this Report**.

29. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a) INDUSTRY STRUCTURE & DEVELOPMENT, OPPORTUNITIES & THREATS AND OUTLOOK

Global Tea production in the calendar year 2023 was higher by around 100 million Kgs compared to previous year with Sri Lanka and Africa being the driving forces behind the surge. The Indian tea crop for the financial year 2023-24 was 1382.03 million Kgs as compared to 1370.83 million kgs in financial year 2022-23. India's Tea exports, which rose by almost 15% in 2022, was lower in 2023 on the back of the geopolitical situation as India faced challenges in some of the traditional markets including Iran, Russia and Turkey. The double whammy of sluggish domestic consumption and low exports dampened the overall price realisation. Average tea prices at auction centres in North India witnessed a decline of around Rs.17/- per Kg, while average tea prices at auction centres in South India decreased by approximately Rs.6/- per Kg compared to previous year.

Indian tea industry has been grappling with an acute financial crisis for the past few years as tea prices have failed to keep pace with the increasing cost of production. Indian tea prices have exhibited a compound annual growth rate (CAGR) of approximately 4% over the past decade while the cost of essential inputs have surged at a CAGR of 9-15% during the same period. The exponential increase in production over the past decade following the emergence of small tea gardens has resulted in surplus teas remaining in the system as domestic consumption levels and exports have not matched the increase in production. The organised industry has lost 1% of the crop every year for a decade majorly due to changing weather patterns and extreme climatic conditions.

The pie of quality tea in total tea production has shrunk over the years. With its aim to improve quality control and transparency through centralised auctions, the Ministry of Commerce recently issued notification mandating the sale of 100 percent dust grade teas through public auctions starting April, 1, 2024. This step where impartial testing for MRL compliance can be conducted will help to identify and map chemical misuse in cultivation of tea. It would lead to better price realisation with a positive impact on the revenue for tea producers, both big and small and also help in providing a safe and sustainable product to the consumer.

b) RISKS AND CONCERN

The plantation industry is largely dependent on the vagaries of nature with factors like rainfall, its distribution, temperature, relative humidity and light intensity having its impact on yield. Since timely information of weather plays a vital role for initiating steps towards application of fertilizers, chemicals and pesticides, steps are taken at the estates to get the weather information well in advance.

c) SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The Company is a Single Business Segment Company.

d) INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The Company has adequate internal control system commensurate with the size, scale and complexity of its operations which provides reasonable assurance with regard to safeguarding the Company's assets, promoting operational efficiency by cost control, preventing revenue leakages and ensuring adequate financial and accounting controls and compliance with various statutory provisions.

A qualified and independent Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements for strengthening them.

e) **FINANCIAL & OPERATIONAL PERFORMANCE**

The details of Financial Performance and Operational Performance have been provided in the Report of the Directors.

f) **HUMAN RESOURCE DEVELOPMENT / INDUSTRIAL RELATIONS**

The Company has built its workforce with a diverse background of individuals - essential for the kind of organization that it is. The company constantly endeavours to provide a platform where people have opportunities to actualize their maximum potential through work which helps to stretch their intellect. Continuous efforts are on for a work-culture which encourages innovation, transparency in communication, trust and amity.

g) **CAUTIONARY STATEMENT**

The statements made in the Management's Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be "Forward Looking Statements" within the meaning of applicable Securities Laws & Regulations and are based on the currently held beliefs and assumptions of our management, which are expressed in good faith and in their opinion, reasonable. Actual results could differ from those expressed and implied since the Company's operations are influenced by many external and internal factors beyond the control of the Company. Several factors could make a significant difference to the Company's operations which includes climatic conditions, economic conditions affecting demand and supply, government regulations and taxation, natural calamities, raw material price changes, domestic supply and prices conditions, company's success in attracting and retaining Key Personnel, integration and re-structuring activities, general business and economic conditions over which the Company does not have any direct control.

30. RISK MANAGEMENT POLICY

The Board of Directors of the Company has developed and implemented a risk management policy for the Company including identification therein of elements of risk, which in the opinion of the Board, may threaten the existence of the Company. The Board monitors and reviews periodically various aspects of Risk Management policy. At present no particular risk whose adverse impact may threaten the existence of the Company is visualized.

31. PREVENTION OF SEXUAL HARASSMENT AT WORK PLACE

Your Company is committed to provide a work environment which ensures that every women employee is treated with dignity, respect and equality. There is zero-tolerance towards sexual harassment inviting serious disciplinary action.

The Company has established a policy against sexual harassment for its employee. The policy allows every employee to freely report any such act and promote action thereon. The policy lays down severe punishment for any such act. Further, your Directors state that during the year under review, there were no cases of sexual harassment reported to the Company pursuant to the sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

32. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/TRIBUNALS

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

33. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of the Section 134(3)(c) & 134(5) of the Companies Act, 2013, your Directors confirm that:

- Applicable accounting standards have been followed in the preparation of the Annual Accounts for the year ended 31st March, 2024 with proper explanation relating to material departures, if any.
- Accounting policies have been selected and applied consistently and judgments and estimates have been made which are reasonable and prudent and have been applied so as to give a true and fair view of the state of affairs of the Company in respect of the financial year ended 31st March, 2024 and of the profit of the Company for that period.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- Annual Accounts for the year ended 31st March, 2024 have been prepared on the basis of going concern concept.
- The Directors have laid down the internal financial controls to be followed by the Company detailing the policies and procedures to be followed and these internal financial controls are adequate and are operating effectively.
- Proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

34. PARTICULARS OF DIRECTORS' REMUNERATION U/S.197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

S.No.	Name	Designation	% increase in remuneration	Ratio of the remuneration of each director : median remuneration of the employees
1	Manoj Kumar Daga	Director	^	0.16 : 1
2	Ashok VardhanBagree	Director	^	0.13 : 1
3	Ravindra Kumar Murarka	Director	^	0.13 : 1
4	SumanaRaychaudhuri	Director	^	0.10 : 1
5	Sukh Pal Singh	CEO	0.00	-
6	Ajay Kumar Agarwala	CFO	1.70	-
7	Arindam Roy Chowdhury	Company Secretary	0.00	-

^ Director's sitting fees is not considered for the purpose of this calculation.

The Company has 297 employees as on 31st March, 2024.

The Company affirms that the remuneration is as per the remuneration policy of the Company.

Percentage increase in the median remuneration of employees in the financial year: 5.39%.

Average percentile increase in the salaries of employees compared with percentile increase in managerial remuneration is 10.19:1.

Wages of the Tea Garden employees are decided through a Tripartite Agreement between Workers Associations, State Government and Representatives of the Tea Industry. Remuneration paid to other Employees are fixed. No variable remuneration is paid. Remuneration paid is as per the Remuneration Policy of the Company.

35. PARTICULARS OF EMPLOYEES

As on March 31, 2024 the Company did not have any employee in the category specified in Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

36. PREVENTION OF INSIDER TRADING

Your Company has adopted a Code of Conduct for Prevention of Insider Trading in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. All Directors, employees and other designated persons, who could have access to unpublished price sensitive information of the Company are governed by this code.

The trading window for dealing with equity shares of the Company is duly closed during declaration of financial results and occurrence of any other material events as per the code. During the year under review there has been due compliance with the code.

37. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).

38. SAFETY, HEALTH & ENVIRONMENT

The Company has committed to maintaining highest standard of safety, health environment protection and has complied with all applicable statutory requirements and prevention of pollution. It always strives to keep the estates greener and cleaner and committed to the safety and health of its employees.

39. LISTING OF SHARES

The Company's shares are listed with The Calcutta Stock Exchange Ltd. and the listing fees for the year 2024-2025 have not yet been paid.

40. APPRECIATION

The Directors wish to place on record their appreciation for the support received from the Local Gram Panchayat, Government Departments, Banks and all others. Special thanks and appreciation are conveyed to State Bank of India, our banker for providing Covid line of credit to tide over difficult times.

Regd. Office :
15B, Hemanta Basu Sarani, 3rd Floor
Kolkata – 700 001

Date : 24th May, 2024

By Order of the Board
For **TONGANI TEA COMPANY LIMITED**

Sd/-
MANOJ KUMAR DAGA
Chairman
DIN:00123386

ANNEXURE TO REPORT BY BOARD OF DIRECTORS

ANNEXURE A

**FORM No.MR3
SECRETARIAL AUDIT REPORT
For The Financial Year Ended on 31st March, 2024**

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

To,
The Members,
Tongani Tea Company Limited
15-B, Hemanta Basu Sarani,
3rd Floor, Kolkata-700001

We have been appointed by the Board of Directors of **Tongani Tea Company Limited (L01132WB1893PLC000742)** (hereinafter called the Company) to conduct Secretarial Audit of the Company for the financial year ended 31st March, 2024.

We have conducted the secretarial audit for the compliance of applicable statutory provisions and the adherence to good corporate practices by **Tongani Tea Company Limited** (hereinafter called the Company) having its Registered Office at 15-B, Hemanta Basu Sarani, 3rd Floor, Kolkata-700001, West Bengal. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2024, generally 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. We have examined the books, papers, minute books, registers, forms, and returns filed and other records maintained by **Tongani Tea Company Limited** ("the company") for the financial year ended on 31st March, 2024 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made there under;
 - (ii) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (v) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;-(*Not applicable to the Company during the Audit Period*)

(vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;
- (e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (f) The following Acts, over and above other laws are specifically applicable to the Company as per the Management Representation Letter issued by the Company of even date:
 - (i) The Tea Act, 1953 and rules thereunder
 - (ii) The Food Safety and Standards Act, 2006 and Food Safety and Standards Rules 2011
 - (iii) The Tea Waste Control (Order) 1959
 - (iv) The Tea Marketing Control Order, 2003
 - (v) The Assam Plantation Labour Act, 1951

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') which are *not* applicable to the Company during the financial year under report:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (c) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.
- (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018

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

- (i) Secretarial Standards with respect to the board and general meetings issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with The Calcutta Stock Exchange Limited, read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

4. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.
5. We further report that:
 - a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the audit period under review.
 - b. Adequate notice is given to all 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting.
 - c. All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.
6. We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the laws applicable specifically to the Company.
7. We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

No actions have been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder.

We further report that, to the best of our understanding, that during the audit period there are no specific events / actions which have a major bearing on the Company's affairs.

Place: Kolkata
Date: 23rd May, 2024

For AGARWAL A & ASSOCIATES
Company Secretaries

Sd/-
CS Ajay Kumar Agarwal
Proprietor
C.P No.:13493
M.No. : F7604
Peer Review No. 1592/2021

UDIN: F007604F000430422

This report is to be read with our letter of even date which is annexed as Annexure –A and forms an integral part of this report.

ANNEXURE TO REPORT BY BOARD OF DIRECTORS

'ANNEXURE A'
(An integral part of Form No.MR3)

To,
The Members,
Tongani Tea Company Limited
15-B, Hemanta Basu Sarani,
3rd Floor, Kolkata-700001

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. 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.

Place: Kolkata
Date : 23rd May, 2024

For AGARWAL A & ASSOCIATES
Company Secretaries

Sd/-
CS Ajay Kumar Agarwal
Proprietor
C.P No.:13493
M.No.: F7604
Peer Review No. 1592/2021

UDIN: F007604F000430422

ANNEXURE TO REPORT BY BOARD OF DIRECTORS

ANNEXURE “B”

STATEMENT OF PARTICULARS UNDER THE COMPANIES (ACCOUNTS) RULES 2014

A.	Conservation of energy		
i)	The steps taken or impact on conservation of energy;	:	NIL
ii)	The steps taken by the company for utilizing alternate sources of energy;	:	NIL
iii)	The capital investment on energy conservation equipments'	:	NIL
B.	Technology absorption		
i)	The efforts made towards technology absorption;	:	NIL
ii)	The benefits derived like product improvement, cost reduction, product development or import substitution;	:	NIL
iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –		NIL
	a) The details of technology imported;		
	b) The year of import;		
	c) Whether the technology been fully absorbed;		
	d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and		
iv)	The expenditure incurred on Research and Development.	:	NIL
C.	Foreign exchange earnings and Outgo		
	The Foreign Exchange earned in terms of actual inflows during the year	:	NIL
	The Foreign Exchange Outgo during the year in terms of actual outflows	:	NIL

ANNEXURE TO REPORT BY BOARD OF DIRECTORS

ANNEXURE "C"

NO. OF MEETINGS OF THE BOARD AND BOARD'S COMMITTEE

The details of the number of board meetings and committee meetings attended by each Directors during the financial year 2023-24 as follows:

Board Meeting

S.No.	Date of Meeting	Attended by
1	28-04-2023	Mr. Manoj Kumar Daga, Mr. Ashok VardhanBagree, Mr. Ravindra Kumar Murarka, Mrs.SumanaRaychaudhuri
2	16-05-2023	Mr. Manoj Kumar Daga, Mr. Ashok VardhanBagree, Mr. Ravindra Kumar Murarka, Mrs.SumanaRaychaudhuri
3	02-08-2023	Mr. Manoj Kumar Daga, Mr. Ashok VardhanBagree, Mr. Ravindra Kumar Murarka, Mrs.SumanaRaychaudhuri
4	10-10-2023	Mr. Manoj Kumar Daga, Mr. Ashok VardhanBagree, Mr. Ravindra Kumar Murarka, Mrs.SumanaRaychaudhuri
5	03-11-2023	Mr. Manoj Kumar Daga, Mr. Ashok VardhanBagree, Mr. Ravindra Kumar Murarka, Mrs.SumanaRaychaudhuri
6	02-02-2024	Mr. Manoj Kumar Daga, Mr. Ashok VardhanBagree, Mr. Ravindra Kumar Murarka, Mrs.SumanaRaychaudhuri

Audit Committee

S.No.	Date of Meeting	Attended by
1	16-05-2023	Mr. Ashok VardhanBagree, Mr. Ravindra Kumar Murarka, Mrs. SumanaRaychaudhuri
2	02-08-2023	Mr. Ashok VardhanBagree, Mr. Ravindra Kumar Murarka, Mrs. SumanaRaychaudhuri
3	03-11-2023	Mr. Ashok VardhanBagree, Mr. Ravindra Kumar Murarka, Mrs. SumanaRaychaudhuri
4	02-02-2024	Mr. Ashok VardhanBagree, Mr. Ravindra Kumar Murarka, Mrs. SumanaRaychaudhuri

Nomination & Remuneration Committee

S.No.	Date of Meeting	Attended by
1	16-05-2023	Mr. Ashok VardhanBagree, Mr. Manoj Kumar Daga, Mr. Ravindra Kumar Murarka

Stakeholders Relationship Committee

S.No.	Date of Meeting	Attended by
1	16-05-2023	Mr. Manoj Kumar Daga, Mr. Ashok VardhanBagree, Mr. Ravindra Kumar Murarka
2	02-08-2023	Mr. Manoj Kumar Daga, Mr. Ashok VardhanBagree, Mr. Ravindra Kumar Murarka
3	03-11-2023	Mr. Manoj Kumar Daga, Mr. Ashok VardhanBagree, Mr. Ravindra Kumar Murarka
4	02-02-2024	Mr. Manoj Kumar Daga, Mr. Ashok VardhanBagree, Mr. Ravindra Kumar Murarka

ANNEXURE TO REPORT BY BOARD OF DIRECTORS

ANNEXURE "D"

REMUNERATION POLICY

Introduction

The Remuneration Policy of Tongani Tea Company Ltd. (the "Company"), is designed to attract, motivate and retain exceptional employees in a competitive market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

Remuneration to Directors, Key Managerial Personnel and other employees involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

APPOINTMENT OF DIRECTORS

Appointment of Director(s) will be done as per the applicable provisions and schedules of the Companies Act, 2013.

BOARD REMUNERATION

Efforts are made to ensure that the remuneration of the Board of Directors matches the level with comparable companies, whilst also taking into consideration board members' required competencies, effort and the scope of the board function, including the number of meetings.

Fixed remuneration

Whole Time Director(s) of the Board of Directors will receive a fixed salary, alongwith basic perquisites which is approved by the shareholders of the Company at a General Meeting.

Sitting Fees

The Board shall fix the sitting fees for the Directors and Members of the various Committees, taking into account the extent of responsibilities and time commitment, the results of the Company keeping in view fees paid by other peer companies, which are similar in size and complexity.

Incentive programme, bonus pay, etc.

Presently, the Company does not have any incentive programme.

Reimbursement of expenses

Expenses in connection with board and committee meetings are reimbursed as per account rendered.

Pension scheme

The Board of Directors is not covered by any pension scheme or a defined benefit pension scheme.

REMUNERATION TO OTHER KEY MANAGERIAL PERSONNEL

The Nomination & Remuneration Committee submits proposals concerning the remuneration of the other Key Managerial Personnel ensures that the remuneration is in line with the conditions in comparable companies.

Other Key Managerial Personnel are entitled to a competitive remuneration package consisting of the following components:

- .. Fixed salary
- .. Bonus
- .. Benefits, e.g. use of company car, telephone, broadband, etc.

Fixed salary

The fixed salary shall be based on the market level and increase therein shall be periodically reviewed based on performance appraisal.

Variable components

Presently, the Company does not have a fixed policy for any incentive based pay or any variable component in the salary structure.

Personal benefits

Other Key Managerial Personnel will have access to a number of work-related benefits, including company car, free telephony, broadband at home, and work-related newspapers and magazines. The extent of individual benefits are not necessarily same for each individual member of the Executive Management.

Other Key Managerial Personnel may be covered by insurance policies:

- .. Accident insurance
- .. Health insurance
- .. Directors and Officers Liability Insurance

Notice of termination

The employment relationship is terminable by giving a months' notice. A member of the Executive Management can terminate the employment relationship with the Company by giving a months' notice.

Redundancy pay

As per the prevailing laws of the State Government.

Retirement Benefits

Other Key Managerial Personnel are not covered by any employer administered pension plan or a defined benefit pension scheme. However, pension scheme under provident fund is provided. Gratuity is covered as per the Act.

Disclosure

The total remuneration of the Key Managerial Personnel is stated in the Annual Report.

REMUNERATION TO OTHER EMPLOYEES

The Nomination & Remuneration Committee submits proposals concerning the remuneration of other employees and ensures that the remuneration is in line with the conditions in comparable companies.

Other Employees entitled to a competitive remuneration package consisting of the following components:

- .. Fixed salary
- .. Bonus

Fixed salary

The fixed salary shall be based on the market level and increase therein shall be periodically reviewed based on performance appraisal.

Variable components

Presently, the Company does not have a fixed policy for any incentive based pay or any variable component in the salary structure.

Other benefits

Housing/Housing Repair Allowance.

Notice of termination

As per the prevailing laws of the State Government.

Redundancy pay

As per the prevailing laws of the State Government.

Retirement Benefits

Other Key Managerial Personnel are not covered by any employer administered pension plan or a defined benefit pension scheme. However, pension scheme under provident fund is provided. Gratuity is covered as per the Act.

THE CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF DIRECTOR OF THE COMPANY

Criteria for determining qualifications, positive attributes and independence of director

The Company will follow the guidelines as mentioned in Schedule IV of the Companies Act, 2013 and under Regulation 19(4) of the Listing Regulation with the Stock Exchange(s) in determining qualifications, positive attributes and independence of director.

ANNEXURE TO REPORT BY BOARD OF DIRECTORS

ANNEXURE "E"

FORM NO. AOC.2

Particulars of contracts/ arrangements made with related parties (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

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

The Company has not entered into any contract or arrangement or transaction which is not at arm's length basis during the year under review.

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

The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2024 are as follows:

Name of the related party Nature of Relationship	Nature of Contracts/ Arrangements/ Transactions	Duration of the Contracts/ Arrangements/ Transactions	Salient terms of the Contracts/ Arrangements/T ransactions	Date(s) of approval by the Board, if any	Amount (Rs. In Lakhs)	Amount paid as advances, if any (Rs. in Lakhs)
M/s Norben Tea & Exports Limited (Promoter group Company)	Purchase of tea plant/ cutting	12 months	Purchase of tea leaves at prevailing market price based on standard industry terms.	NA	14.85	Nil
M/s Norben Tea & Exports Limited (Promoter group Company)	Loan Given	12 months	Contract of loan not exceeding Rs. 5 crore in one or more tranches (upto a value of Rs. 1 Crore per transaction). Loan amount shall be unsecured, repayable on demand and rate of interest shall be 10% per annum.	16.05.2023	* 348.65	

* The opening balance of Rs.60,13,629/- as on 01.04.2023 stood at Rs.61,15,293/- as on 31.03.2024.

ANNEXURE TO REPORT BY BOARD OF DIRECTORS

ANNEXURE "F"

THE CRITERIA FOR PERFORMANCE EVALUATION OF THE DIRECTORS OF THE COMPANY

The Board will assess its performance each year. The Nomination and Remuneration Committee is responsible to create a process by which this will occur and will report annually to the Board on the results of the assessment process. The purpose of the assessment is to increase the effectiveness of the Board. The various Committees of the Board shall annually conduct a self-assessment of their performance and respective Terms of Reference.

Formal annual evaluation by the Board of its own performance and that of its Committees and Individual Directors shall also be done as outlined below:

The Company will follow a seven step system of the following processes for evaluation:

METHODOLOGY

What the Company hopes to achieve?

Clearly identified objectives will enable the Company to set specific goals for the evaluation and make decisions about the scope of the review. Such issues as the complexity of the performance problem, the size of the board, the stage of organisational life cycle and significant developments in the firm's competitive environment will determine the issues the Company wishes to evaluate.

Who will be evaluated?

With the objectives for the evaluation set, the Company needs to decide whose performance will be reviewed to meet them.

The Company needs to consider three groups: the Board as whole (including board committees), individual directors (including the roles of chairperson and/or lead independent director), and key governance personnel (generally the CFO and company secretary).

What will be evaluated?

Having established the objectives of the evaluation and the people/groups that will be evaluated to achieve those objectives, the next stage involves the evaluation becoming specific. It is now necessary to elaborate these objectives into a number of specific topics to ensure that the evaluation (1) clarifies any potential problems, (2) identifies the root cause(s) of these problems, and (3) tests the practicality of specific governance solutions, wherever possible. This is necessary whether the board is seeking general or specific performance improvements and will suit boards seeking to improve areas as diverse as board processes, director skills, competencies and motivation, or even boardroom relationships.

Who will be asked?

Internally, Board members, the CEO, senior managers and, in some cases, other management personnel and employees may have the necessary information to provide feedback on elements of a company's governance system.

Externally, owners/members and even financial markets can provide valuable data for the review. Similarly, in some situations, government departments, major customers and suppliers may have close links with the board and be in a position to provide useful information on its performance.

What techniques will be used?

Depending on the degree of formality, the objectives of the evaluation, and the resources available, boards may choose between a range of qualitative and quantitative techniques.

Who will do the evaluation?

The next consideration in establishing evaluation framework is to decide who the most appropriate person is to conduct the evaluation. If the review is an internal one, the chairperson commonly conducts the evaluation. However, there are times when it may be more appropriate to delegate either to a non-executive or lead director, or to a board committee. In the case of external evaluations, specialist consultants or other general advisers with expertise in the areas of corporate governance and performance evaluation may lead the process.

What do you do with the results?

Since the Board as a whole is responsible for its performance, the results of the review will be released to the board in all but the most unusual of circumstances. Where the evaluation objectives are focused entirely on the board, board members will simply discuss the results among themselves.



LILHA & ASSOCIATES

CHARTERED ACCOUNTANTS

78, Bentinck Street, Block-B, 2nd Floor, Room No.5B, Kolkata-700001;

Contact No.: +91 9748331553; E-mail:

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
TONGANI TEA COMPANY LIMITED
CIN: L01132WB1893PLC000742

Report on the Audit of the Standalone Financial Statements:

Opinion:

We have audited the accompanying Standalone financial statements of TONGANI TEA COMPANY LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit & Loss and the Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date, and notes to Standalone Financial Statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024 and its profit 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 specified under section 143(10) of the Act (SAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the 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 the 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. As per our audit and verification of books and records and fact finding etc. We have determined that there are no separate key audit matters applied to this company which are communicated to the audit's report. Our audit report is unmodified and self-explanatory.

Information other than the Standalone Financial Statements and Auditor's Report thereon:

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



Our opinion on 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. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements:

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("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 Accounting Standards 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, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility 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 misstatements, 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 this standalone financial statements.

As a 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 risk of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risk, 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 control systems 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 exist 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's 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 relationship and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit we report:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The **Balance Sheet**, the **Statement of Profit and Loss** 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 Accounting Standards 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, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act;
- (f) With respect to the adequacy of the internal financial controls 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 Auditor's Report in accordance with requirement 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 does not have any pending litigations which impact its financial position in its **Standalone financial statements**;
 - (ii) The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - (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;
 - (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.
 - (d) As stated in Notes to the standalone 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) No interim dividend was declared by the Company during the Year.

(c) No final dividend was declared by the Company during the Year.,

As required by the Companies (Auditors' Report) Order, 2020 ('the Order'), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "ANNEXURE- B", a statement on the matters specified in paragraph 3 and 4 of the said Order.

Kolkata - 700 001

The 24th day of May, 2024

UDIN: 24315421BKCXHH7414



For LILHA & ASSOCIATES
Firm Registration No. 328627E
Chartered Accountants

Lovkush Lilha
Lovkush Lilha
Membership No: 315421

**ANNEXURE - A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE
STANDALONE FINANCIAL STATEMENTS OF TONGANI TEA COMPANY LIMITED**

Report on the Internal Financial Control under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") - Referred to in paragraph (f) on the Report on Other Legal & Regulatory Requirements of our report of even date to the Standalone financial statements of the Company for the year ended March 31, 2024:

We have audited the internal financial controls over financial reporting of **TONGANI TEA COMPANY LIMITED ("the Company")**, as of **March 31, 2024**, in conjunction with our audit of the **Standalone financial statements** of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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



Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, 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.

Kolkata - 700 001
The 24th day of May, 2024



For **LILHA & ASSOCIATES**
Firm Registration No. 328627E
Chartered Accountants

Lovkush Lilha
Membership No: 315421

"ANNEXURE - B" TO THE INDEPENDENT AUDITORS' REPORT

Referred to in Our Report under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date to the Standalone financial statements of the Company for the year ended March 31, 2024:

1. In respect of the Company's - Property, plant and equipment:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets. The company does not have any intangible assets.
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and nature of its business. Pursuant to the program, a portion of the fixed assets has physically verified by the management during the year and no material discrepancies between the book records and the physical fixed assets have been noticed.
 - (c) According to the information and explanations given to us the records examined by us and based on examination of the conveyance deeds/registered sale deeds provided to us, we report that the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the Balance Sheet date.
 - (d) The Company has not revalued any of its Property, Plant and Equipment during the year.
 - (e) According to information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
2. In respect of its Inventories:
 - (a) The management has conducted the physical verification of inventory at reasonable intervals.
 - (b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate from banks or financial institutions on the basis of security of current assets. Further, the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of accounts
 - (c) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
3.
 - (a) According to the information and explanations given to us, the Company has not granted loan or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year except an existing loan to a company under same promoter group the aggregate during the year and balance outstanding at the balance sheet date amounted to Rs 52.20 lakhs.
4. The Company has not accepted any deposits from public and hence the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from public are not applicable.
5. The cost records pursuant to Companies (Cost Records and Audit) Rules, 2014 read with Companies (Cost Records and Audit) Amendment Rules, 2014 prescribed by the Central Government under Section 148 of the Companies Act, 2013 are not applicable to the company and hence the same has not been commented upon.



6. (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident fund, Employees State Insurance, Income Tax, Goods and Service Tax and other statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees State Insurance, Income Tax, Goods and Service Tax and other statutory dues were outstanding at the year end, for a period of more than six months from the date on when they become payable.
- (c) According to the information and explanations given to us and on the basis of the documents and records the disputed statutory dues which have not been deposited with the appropriate authorities are as under:

<u>Serial No</u>	<u>Name of Statute</u>	<u>Nature of Dues</u>	<u>Financial Year to which the matter pertains</u>	<u>Amount in (Rs)</u>	<u>Forum where dispute is pending</u>
1	Department of Income Tax	Income Tax	2013-14	24,71,730	C.I.T. (Appeals) - 2
2	Department of Income Tax	Income Tax	2017-18	8,36,775	C.I.T. (Appeals) - 2
3	Department of Income Tax	Income Tax	2018-19	10,16,330	C.I.T. (Appeals) - 2

7. There were no transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Hence comment on Paragraph 3(viii) of the said Order is not applicable.
8. a) As per the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Hence comment on Paragraph 3(ix) of the said Order is not applicable.
- b) The Company has not been declared willful defaulter by any bank or financial institution or any other lender.
- c) The Company has not taken term loan during the year.
- d) On an overall examination of the financial statements of the Company, no funds have been raised by the Company.
- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, hence reporting on clause 3(ix)(f) of the Order is not applicable.
9. 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



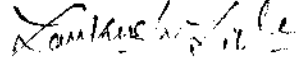
11. a) According to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.
- c) There has been no instance of whistle-blower complaints received by the company during the year under audit.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Hence comment on paragraph 3(xii)(a)(b)(c) of the Order is not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. 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 period under audit.
15. According to the information and explanation provided by the management, the company has not entered in any non-cash transactions with the directors or persons connected with them as referred in section 192 of the Act.
16. a) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) (a), (b) & (c) of the Order are not applicable to the Company and hence not commented upon.
- 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.
17. Based upon the audit procedures performed and according to the information and explanations given to us, the company has not incurred any cash losses in the financial year covered by our audit and in the immediately preceding financial year;
18. There has been no resignation of the statutory auditors of the Company during the year. Hence, comment on paragraph 3(xviii) of the said Order is not applicable.
19. According to the information and explanation given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, we are of the opinion that no material uncertainty exists as on the date of audit report that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We 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;



20. The Company is not required to spend any amount in Corporate Social Responsibilities under the act. Hence, comment on paragraph 3(xx)(a) and 3(xx)(b) of the said Order is not applicable
21. The company does not have any subsidiary or associate company hence the said clause is not applicable.

Kolkata - 700 001
The 24th day of May, 2024



For LILHA & ASSOCIATES
Firm Registration No. 328627E
Chartered Accountants

Lovkush Lilha
Membership No: 315421

TONGANI TEA COMPANY LIMITED
CIN No. L01132WB1893PLC000742
BALANCE SHEET as at 31st March, 2024

	Note No.	As at 31st March, 2024 Amount (Rs. in hundreds)	As at 31st March, 2023 Amount (Rs. in hundreds)
ASSETS			
NON-CURRENT ASSETS			
Property, Plant and Equipment	5	9,71,315.83	8,02,105.70
Financial Assets			
Trade Receivables	6	1,176.37	1,096.37
Loans & Advances	7	-	-
Other Financial Assets	8	3,63,074.14	3,66,074.14
Other Non-Current Assets	9	68,000.00	68,000.00
Non-Current Tax Asset (Net)	10	29,759.48	29,759.48
CURRENT ASSETS			
Inventories	11	81,797.79	93,068.76
Biological Assets other than bearer plants	12	726.88	726.88
Financial Assets			
Investments	13	79,400.00	68,500.00
Trade Receivables	6	2,195.80	6,141.18
Cash and Cash Equivalents	14	29,808.91	24,116.10
Bank balances other than Note 14	15	884.76	1,118.84
Loans & Advances	7	2,63,200.00	2,81,000.00
Other Financial Assets	8	31,025.96	11,881.96
Other Current Assets	9	2,21,197.66	2,35,165.33
Total Assets		21,43,563.58	19,88,754.74
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	16	18,577.50	18,577.50
Other Equity	17	11,91,514.89	11,85,103.35
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial Liabilities			
Borrowings	18	2,30,341.60	2,01,234.81
Trade Payables	19	-	-
Other Financial Liabilities	20	914.31	1,153.50
Provisions	21	64,498.55	63,518.16
Deferred Tax Liabilities (Net)	22	45,610.72	44,611.73
Other Liabilities	23	-	-
CURRENT LIABILITIES			
Financial Liabilities			
Borrowings	24	4,24,503.05	3,83,512.34
Trade Payables	19	1,17,508.86	48,517.16
Other Financial Liabilities	20	13,266.64	16,170.71
Provisions	21	20,540.00	20,552.83
Other Liabilities	23	14,355.37	3,634.70
Current Tax Liabilities (Net)	25	1,932.09	2,167.95
Total Equity and Liabilities		21,43,563.58	19,88,754.74

Corporate Information

Basis of Accounting

Significant Accounting Policies

Significant Judgements & Estimates

The Notes are an integral part of the Financial Statements

As per our Report annexed of even date

For Lilha & Associates

Chartered Accountants

Firm Registration No.328627E

Lovkush Lilha

Lovkush Lilha

Partner

Membership No.315421

Kolkata

The 24th day of May 2024



Ajay Kumar Agarwala
AJAY KUMAR AGARWALA
Chief Financial Officer

Arindam Roy Chowdhury
ARINDAM ROYCHOWDHURY
Company Secretary
Membership No.A37602

Manoj Kumar Daga
MANOJ KUMAR DAGA
CHAIRMAN
(DIN: 00123386)

Ashok Vardhan Bagree
ASHOK VARDHAN BAGREE
Independent Director
(DIN: 00421623)

TONGANI TEA COMPANY LIMITED
CIN No. L01132WB1893PLC000742
STATEMENT OF PROFIT & LOSS for the year ended 31st March, 2024

	Note No.	For the year ended 31st March, 2024 Rs. in hundreds	For the year ended 31st March, 2023 Rs. in hundreds
INCOME			
Revenue from Operations	26	8,28,862.71	7,77,377.29
Other Income	27	33,685.77	40,854.55
Total Income		8,62,548.48	8,18,231.84
EXPENSES			
Goods Purchased from Garden		-	1,032.00
Cost of Materials Consumed	28	-	-
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	29	4,580.40	(10,410.50)
Employee Benefits Expense	30	5,60,547.94	5,26,014.09
Finance Costs	31	58,106.14	51,904.06
Depreciation and Amortisation Expense	32	27,966.31	25,980.11
Other Expenses	33	1,96,580.73	2,07,248.49
Total Expenses		8,47,781.52	8,01,768.25
Profit before Tax		14,766.96	16,463.59
Tax Expense:	34		
Current Tax		1,932.09	2,167.95
Mat Credit		-	-
Deferred Tax		(5.76)	(236.88)
Profit/(Loss) for the period		12,840.63	14,532.52
Other Comprehensive Income	35		
i. Items that will not be reclassified to profit or loss	35	3,864.41	3,852.77
ii. Income tax relating to these items (Net of Tax)		(1,004.75)	(1,001.72)
		2,859.66	2,851.05
Total Comprehensive Income for the period		15,700.29	17,383.57
Earnings Per Share			
Nominal Value of Shares (Rs 10)			
Weighted Average Number of Ordinary Shares outstanding during the year		1,85,775	1,85,775
Basic & Diluted Earnings Per Share		0.07	0.08
Basis of Accounting	2		
Significant Accounting Policies	3		
Significant Judgements & Estimates	4		

The Notes are an integral part of the Financial Statements

As per our Report annexed of even date

For Lilha & Associates
Chartered Accountants
Firm Registration No.328627E

Lovkush Lilha

Lovkush Lilha
Partner
Membership No.315421
Kolkata

The 24th day of May 2024



Ajay Kumar Agarwala
AJAY KUMAR AGARWALA
Chief Financial Officer

Arindam Roy Chowdhury
ARINDAM ROYCHOWDHURY
Company Secretary
Membership No.A37602

Manoj Kumar Daga
MANOJ KUMAR DAGA
CHAIRMAN
(DIN: 00123386)

Ashok Vardhan Bagree
ASHOK VARDHAN BAGREE
Independent Director
(DIN: 00421623)

TONGANI TEA COMPANY LIMITED

CIN : L01132WB1893PLC000742

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

	For the Year ended 31st March 2024 Amount (Rs. in hundreds)	For the Year ended 31st March 2023 Amount (Rs. in hundreds)
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) before tax and extraordinary items	14,766.96	16,463.59
Adjustments for :		
Depreciation & Amortisation Expenses	27,966.31	25,980.11
(Gain)/Loss on Disposal of Assets	737.76	103.50
(Gain)/Loss on Disposal of Investment	(85.19)	(14,500.00)
Excess Liabilities Written back	726.63	(347.40)
Miscellaneous Income	-	(404.43)
Finance Cost	58,106.14	51,904.06
Interest Received	(32,753.95)	(25,482.72)
Operating Profit before working capital changes	69,464.66	53,716.71
Adjustments for :		
(Increase)/Decrease In Trade Receivable	3,865.38	2,333.75
(Increase)/Decrease In Inventories	11,270.97	(10,728.07)
(Increase)/Decrease In Investments	(10,900.00)	34,500.00
(Increase)/Decrease In Other Financial Assets	(19,304.50)	(1,845.91)
(Increase)/Decrease In Other Current Assets	13,967.67	15,060.54
Increase/(Decrease) In Trade Payable	68,991.70	10,166.50
Increase/(Decrease) In Provisions (Net)	3,832.98	(47,146.05)
Increase/(Decrease) In Other Current Liabilities	10,720.67	(1,716.39)
Increase/(Decrease) In Other Financial Liabilities	(2,144.27)	6,670.22
Cash generated from operations	1,49,765.26	61,011.30
Direct Tax (paid) / Refund (Net)	-	-
Net Cash from operating activities	(A) 1,49,765.26	61,011.30
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets including Capital WIP (net of subsidy)	(1,99,253.50)	(1,24,863.10)
Proceeds from Sale of Assets	1,339.30	2,203.40
Proceeds from Sale of Investments	585.19	49,500.00
Interest Received	32,753.95	25,482.72
Net Cash used in Investing activities	(B) (1,64,575.06)	(47,676.98)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds/(Repayment) of Borrowings		
Proceeds/(Repayment) of Secured Current Borrowings from Bank	40,990.71	60,772.13
Proceeds/(Repayment) Secured Non Current borrowing from Bank & Financial Institution	(20,893.21)	(67,742.47)
Proceeds/(Repayment) Non Current Unsecured Borrowings	50,000.00	85,000.00
Unsecured Loans (Extended) / Recovered	17,800.00	(15,000.00)
Dividend Paid	(9,288.75)	(7,431.00)
Interest & Finance Charges	(58,106.14)	(51,904.06)
Net Cash used in Financing Activities	(C) 20,502.61	3,694.60
Net increase/(Decrease) in cash and cash equivalents (A+B+C)	5,692.81	17,028.92
Cash and cash equivalents at the beginning of the year	24,116.10	7,087.18
Cash and cash equivalents at the end of the year	29,808.91	24,116.10
Earmark Balances with Bank	884.76	1,118.84
Cash & Bank Balances at the end of the year	30,693.67	25,234.94



Note : 1. Figures shown in bracket shows cash outflow.

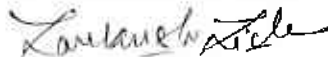
2. Previous year's Figures have been regrouped/rearranged wherever necessary.

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

For Lilha & Associates

Chartered Accountants

Firm Registration No.328627E



Lovkush Lilha

Partner


Membership No.315421

Kolkata

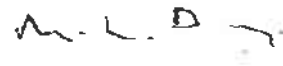
The 24th day of May 2024



AJAY KUMAR AGARWALA
Chief Financial Officer



ARINDAM ROYCHOWDHURY
Company Secretary
Membership No.A37602



MANOJ KUMAR DAGA
CHAIRMAN
(DIN: 00123386)



ASHOK VARDHAN BAGREE
Independent Director
(DIN: 00421623)

TONGANI TEA COMPANY LIMITED
CIN No. L01132WB1893PLC000742

Statement of Change In Equity for the year ended 31st March, 2024

a Equity Share Capital

Balance as at 1st April 2023

18,577.50

Add/(Less): Changes in Equity Share Capital during the year

Balance as at 31st March 2024

18,577.50

b Other Equity

• Amount (Rs. in hundreds)

	General Reserve	Securities Premium Reserve	Capital Redemption Reserve	Capital Reserve	Retained Earnings	Other Comprehensive Income		Total
						Equity Instrument through Other Comprehensive Income	Remeasurement of Defined Benefit Plans	
Balance as at 1st April, 2022	4,38,067.61	-	6,000.00	600.00	7,30,483.17			11,75,150.78
Profit for the Year	-	-	-	-	17,383.57			17,383.57
Transfer from Retained Earnings	-	-	-	-				-
Mark to market Gain/(Loss)	-	-	-	-				-
Remeasurement Gain/(Loss)	-	-	-	-				-
Impact of Tax	-	-	-	-				-
Total Comprehensive Income	4,38,067.61	-	6,000.00	600.00	7,47,866.74			11,92,534.35
Interim Dividend	-	-	-	-	-			-
Final Dividend	-	-	-	-	7,431.00			7,431.00
Adjustments Regarding Buy Back	-	-	-	-	-			-
Transfer to General Reserve	-	-	-	-	-			-
Balance as at 31st March, 2023	4,38,067.61	-	6,000.00	600.00	7,40,435.74			11,85,103.35



TONGANI TEA COMPANY LIMITED
CIN No. L01132WB1893PLC000742

Statement of Change in Equity for the year ended 31st March, 2024

	Amount (Rs. in hundreds)					
	General Reserve	Securities Premium Reserve	Capital Redemption Reserve	Capital Reserve	Retained Earnings	Other Comprehensive Income
						Equity Instrument through Other Comprehensive Income
						Remeasurement of Defined Benefit Plans
						Total
Balance as at 31st March, 2023	4,38,067.61	-	6,000.00	600.00	7,40,435.74	11,85,103.35
Profit for the Year					15,700.29	15,700.29
Transfer from Retained Earnings						
Mark to market Gain/(Loss)						
Remeasurement Gain/(Loss)						
Impact of Tax						
Total Comprehensive Income	4,38,067.61	-	6,000.00	600.00	7,56,136.03	12,00,803.64
Interim Dividend						
Final Dividend						
Adjustments Regarding Buy Back					9,288.75	9,288.75
Transfer to General Reserve						
Balance as at 31st March, 2024	4,38,067.61	-	6,000.00	600.00	7,46,847.28	11,91,514.89

The Notes are an integral part of the Financial Statements

As per our Report annexed of even date

For Lilha & Associates
Chartered Accountants
Firm Registration No.328627E

Lovkush Lilha

Lovkush Lilha
Partner
Membership No.315421
Kolkata

The 24th day of May 2024



Ajay Kumar Agarwala
AJAY KUMAR AGARWALA
Chief Financial Officer

Manoj Kumar Daga
MANOJ KUMAR DAGA
CHAIRMAN
(DIN: 00123386)

Arindam Roy Chowdhury
ARINDAM ROYCHOWDHURY
Company Secretary
Membership No.A37602

Ashok Vardhan Bagree
ASHOK VARDHAN BAGREE
Independent Director
(DIN: 00421623)

NOTES TO THE STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2024

1. CORPORATE INFORMATION

Tongani Tea Company Limited ("the Company") is an entity incorporated in India having CIN No. L01132WB1893PLC000742. The registered address of the company is 15B, Hemanta Basu Sarani, Kolkata – 700 001. Udyam registration number under Ministry of Micro, Small and Medium Enterprises (MSME) is UDYAM-WB-10-0008246. The principal business of the company is manufacturing of tea. As per Section 148 of the Companies Act, 2013 read with Companies (Cost records and Audit) Rules, 2014, the company is not required to maintain cost records.

2. Basis of Preparation of Financial Statements and Presentation

The financial statements of the company have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act.

Company's financial statements are presented in Indian Rupees, which is also its functional currency.

The standalone Ind AS financial statements have been prepared on historical cost basis except the following items:

- a) Financial Assets – Current Investments in Shares - Valued at book value instead of market.
- b) Deferred Tax Assets/Liabilities – Valued at fair value on Balance Sheet approach.
- c) Unrealised Gain/Loss on Current Investments – The management is of the opinion that the investment is long term and strategic in nature. The management does not foresee any diminution in value of these investments; hence no provision is required to be made. Any Profit / Loss on investment on this will be recognised in the year of sale.

3. SIGNIFICANT ACCOUNTING POLICIES

3.1. Measurement of Fair Values

The company has financial assets: a) Investment in Quoted Shares, b) Investment in unquoted Shares, - at purchase cost c) Loans & Advances, d) Trade Receivables – at fair value, Financial Liabilities - Trade Payables at fair value. Impact of fair value changes, if any as on the date of transition, is recognised in the opening reserves and changes thereafter are recognised in the Statement of Profit & Loss during the period.

3.2. Cash Flow Statement and Cash & Cash Equivalents

Cash Flow Statements are reported using indirect method, where profit before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on available information.



Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk or changes in value.

3.3. Property, Plant & Equipment and Depreciation

Property, Plant and Equipment, i.e. Tangible Fixed Assets are stated at cost less allowable net recoverable taxes, trade discounts and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, overheads directly attributable to bringing the assets to working condition for its intended use. Depreciation on such tangible assets have been provided on straight line method as per the useful life estimated by the management. The management estimates the useful lives of the fixed assets as follows:

SERIAL NUMBER	DESCRIPTION OF ASSETS	USEFUL LIFE (In Years)
1.	Non – Factory Buildings & Bridges	60
2.	Machinery*, Electric Installations and Factory Buildings	30
3.	Furniture & Fittings*, Laboratory & Other Equipment* & Tubewell	20
4.	Motor Vehicles	15
5.	Computer*	6
6.	Bearer Plants*	50

*For these class of assets, based on internal assessment and independent technical evaluation carried out by external valuers, the management believes that the useful lives as given above best represent the period over which management expects to use these assets.

Hence the useful lives for the assets is different from the useful lives as prescribed under Part C of the schedule of the Companies Act, 2013. Freehold and Leasehold land are not depreciated.

3.4. Impairment of Assets

The carrying amount of the property, plant & equipment, i.e. Tangible Fixed Assets are reviewed at each balance sheet date. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised. An impairment loss is charged to the Depreciation Schedule and Statement of Profit & Loss in the year in which the asset is identified as impaired.

3.5. Deferred Tax Assets/Liabilities and Provision for Deferred Tax

Deferred Tax Assets/Liabilities valued on Balance Sheet approach on availability of future taxable profit against which tax losses and tax benefit carried forward can be used. Provision for deferred tax recognised on timing differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods enacted as at the reporting date.

3.6. Inventories

Items of inventories are measured as per "Valuation of Inventories" guidelines issued by the Institute of Chartered Accountants of India and Institute of Cost Accountants of India. The details are as follows:

- a) Stock of Raw Materials, Stock of Spares & consumables are valued at Cost on FIFO (First In First Out) basis (excluding the amount of Cenvat/ITC of Excise/Custom/Service Tax/GST/State Tax Allowable).
- b) Stock of Finished Goods are valued at lower of Cost (excluding the amount of GST/ credit allowable) or net realizable value.
- c) There is no deviation in method of valuation of stock as prescribed under section 142A of the Income Tax Act, 1961. The financial statements are presented as per Accounting Standards under IND AS.

3.7. Financial Assets and Financial Liabilities

Financial Assets and Liabilities are valued at fair market value. The details are as below:

1. Investments are valued at book value. Unrealised Loss and their deferred tax assets/liabilities are not provided in the Statement of Profit & Loss as per Ind AS method of presentation as the management is of the opinion that the unrealised loss is not permanent in nature and that the investment is strategic in nature.
2. Trade Payables and Trade Receivables are valued at fair market value.

3.8. Provisions and Contingencies

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on best estimates required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

However as per implementation of Ind AS there are no provision made for proposed dividend, which will be approved in the forthcoming Annual General Meeting. Only the actual declaration of dividend will be provided on the date Annual General Meeting.

3.9. Revenue Recognition

Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from operations is measured at the fair value of the consideration received or receivable, taking into account defined terms of payment and excluding taxes or duties collected on behalf of the government.

Other Income & Expenditure

- a) Investment Income on actual transaction are recognized on actual basis.
- b) Interest Income are recognized on accrual basis.
- c) Other Expenses (other than Borrowing Cost and Employee benefit expenses, which are shown separately) are recognized on accrual basis.

3.10. Finance Cost

Finance Cost includes interest, amortization and other ancillary cost incurred in regard to borrowings including GECL and GECL extension loan. All borrowing costs are charged to the Statement of Profit & Loss for the period for which they are incurred.

During the year the company has been granted interest subvention of Rs.10,60,600/- under Assam Tea Industry Special Incentive Scheme(ATISIS)2020, which has been credited against interest paid to Bank.

3.11. Borrowings

Borrowing Costs consists of interest and other costs incurred in connection with the borrowing of funds.

3.12. Employee Benefit Cost

Short Term Employee Benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services

Long Term Employee Benefits

a) Defined Contribution Plans

The Company's contribution to provident fund are considered as defined contribution plans and the charges as an expense as they fall due based on the amount of contribution required to be made. The Company makes regular contribution to Recognised Provident Fund which are fully funded and administered by the Central Government.

b) Defined Benefit Plans

As per the new Gratuity policy of the Government of Assam, payments are made towards gratuity for garden employees on a monthly basis with the Assam Tea Employees Provident Fund Organization.

For employees at the Head office in west Bengal the gratuity liability amount is directly paid by the company to the retiring or leaving employee out of own fund and is also having group gratuity fund in nationalised bank.

Re-measurement of Defined Benefit Plans in respect of post –employment are charged to other Comprehensive.

3.13. GST Input Credit:

Goods and Services Tax payment elements on purchase/reverse charge/services received, whichever applied, covered and allowable as IGST/SGST/CGST credit are accounted for in the books in the period in which the underlying service is received and accounted.



3.14. Taxes on Income

The provision for current income tax is the amount of tax payable on taxable income for the year as determined in accordance with the current provisions of Income Tax Act, 1961. Provision for deferred tax assets/liabilities is charged to Statement of Profit and Loss, measured on differences of Valuation of Deferred Tax Assets/Liabilities from one Balance Sheet date to the next Balance Sheet date.

The company is also liable to pay Agricultural Income Tax on the agricultural income generated during the year. However, as per the notification dated 28/06/2023, the Government of Assam has provided a Tax Holiday on Agricultural Income for the period of 3 years, i.e. F.Y.2023-24, 2024-25 & 2025-26.

3.15. Earnings Per Share

The basic earnings per share is computed by dividing the Net Profit/(Loss) after Tax including Other Comprehensive Income, i.e. Total Comprehensive Income, by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the Net Profit/(Loss) after tax including other comprehensive income, i.e. Total Comprehensive Income as adjusted for dividend, interest and other charges to expense or income relating to dilutive potential equity shares, by weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. The Company has not issued any shares during the year and no extraordinary expenses incurred, hence the basic and diluted earnings per shares are same.

3.16. Dividend

As per Ind AS presentation the Dividend appropriated is reflected on actual dividend declared. There are no provisions made for proposed dividend, which will be approved in the forthcoming Annual General Meeting.

3.17. Segment Reporting

The company has only one primary business segment, i.e. manufacturing of tea.

Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

4. Use of Estimates and Judgments

In preparation of these Standalone Ind AS Financial Statements, the management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.



TONGANI TEA COMPANY LIMITED

CIN No. L01132WB1893PLC000742

Notes to Financial Statements as on and for the year ended 31st March, 2024

5 Property, Plant and Equipment

Amount(Rs. in hundreds)

Particulars	Year Ended 31st March 2024									
	Gross Block					Accumulated Depreciation				
	As at 1st April, 2023	Additions	Disposals	Other Adjust ments	As at 31st March 2024	As at 1st April, 2023	For the Year	Deductions	Other Adjust ments	As at 31st March 2024
Land Freehold	3,730.39	-	-	-	3,730.39	-	-	-	-	-
Buildings & Water Supply Installation	3,42,206.32	93,740.00	-	-	4,35,946.32	59,051.10	11,078.40	-	-	70,129.50
Plant & Equipments	1,49,001.44	-	-	-	1,49,001.44	26,163.51	4,792.36	-	-	30,955.87
Furniture and Fixtures	1,969.75	-	-	-	1,969.75	584.57	83.51	-	-	668.08
Motor Vehicles	57,567.64	-	2,564.26	-	55,003.38	22,248.81	3,989.20	487.20	-	25,750.81
Office Equipments	7,025.73	-	-	-	7,025.73	4,316.91	46.71	-	-	4,363.62
Bearer Plants	4,01,097.24	1,05,513.50	-	-	5,06,610.74	48,127.91	7,976.13	-	-	56,104.04
Total	9,62,598.51	1,99,253.50	2,564.26	-	11,59,287.75	1,60,492.81	27,966.31	487.20	-	1,87,971.92
Previous Year	8,45,795.41	1,24,863.10	8,060.00	-	9,62,598.51	1,40,265.80	25,980.11	5,753.10	-	1,60,492.81



TONGANI TEA COMPANY LIMITED
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Notes to Financial Statements as on and for the year ended 31st March, 2024

	Refer Note No.	Non Current		Current	
		As at	As at	As at	As at
		31/03/2024	31/03/2023	31/03/2024	31/03/2023
		Amount(Rs. in hundreds)		Amount(Rs. in hundreds)	
6 Trade Receivables					
Trade Receivables	6.1 & 6.2	1,176.37	1,096.37	2,195.80	6,141.18
Less: Provision for doubtful receivables		-	-	-	-
Total Trade Receivables		1,176.37	1,096.37	2,195.80	6,141.18
Break Up of Security Details					
Secured, considered good		-	-	-	-
Unsecured, considered good		1,176.37	1,096.37	2,195.80	6,141.18
Doubtful		-	-	-	-
Total		1,176.37	1,096.37	2,195.80	6,141.18
Less: Provision for doubtful receivables		-	-	-	-
Total Trade Receivables		1,176.37	1,096.37	2,195.80	6,141.18

6.1 Trade receivables are non-interest bearing.

6.2 No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

6.3 **The ageing analysis of the Trade Receivable**

Particulars	Outstanding as at 31st March, 2024 (31st March, 2023) from the due date				
	Less than 6 months	6 months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years
(i) Undisputed Trade receivables-considered good	2,195.80	-	-	1,176.37	-
(i) Undisputed Trade receivables-considered doubtful	-	-	-	-	-
(iv) Disputed Trade receivables-considered good	-	-	-	-	-
(iv) Disputed Trade receivables-considered doubtful	-	-	-	-	-
Undisputed Trade receivables-considered good (2022-23)	6,141.18	-	-	1,096.37	-

7 **Loans & Advances**

Security Deposits

Unsecured, considered good

Loans & Advances

Unsecured, considered good

7.1 & 7.2

Loans & Advances to related parties

Loans & Advances to other parties

Total Loans

Non Current		Current	
As at	As at	As at	As at
31/03/2024	31/03/2023	31/03/2024	31/03/2023
Amount(Rs. in hundreds)		Amount(Rs. in hundreds)	
-	-	-	-
-	-	52,200.00	55,000.00
-	-	2,11,000.00	2,26,000.00
-	-	2,63,200.00	2,81,000.00

7.1 No Loans are due from directors or other officers of the company either severally or jointly with any other person. Nor any loan are due from firms or private companies respectively in which any director is a partner, a director or a member.

7.2 Details of loans and advances to related parties as required by sec. 186 of the Companies Act, 2013

i Norben Tea & Exports Limited

Balance Outstanding		Maximum Outstanding	
As at	As at	As at	As at
31/03/2024	31/03/2023	31/03/2024	31/03/2023
Amount(Rs. in hundreds)		Amount(Rs. in hundreds)	
52,200.00	55,000.00	1,44,000.00	85,000.00

ii. **Purpose for which the loan was provided**

Financial assistance to enterprise over which KMP have significant influence

52,200.00 55,000.00 1,44,000.00 85,000.00



TONGANI TEA COMPANY LIMITED
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Notes to Financial Statements as on and for the year ended 31st March, 2024

	Refer Note No.	Non Current		Current	
		As at 31/03/2024	As at 31/03/2023	As at 31/03/2024	As at 31/03/2023
		Amount(Rs. in hundreds)		Amount(Rs. in hundreds)	
8 Other Financial Assets					
Other Financial Assets		1,44,000.00	1,47,000.00		
Security & Other Deposits		1,276.80	1,276.80		
Unbilled Revenue		9.00	9.00		
<u>Non-Current investments</u>					
Investments in Equity Instruments (Valued at Cost)					
<u>Other than Trade</u>					
Quoted Investment (Fully paid up)					
22,60,650 (22,60,650) Equity Shares of Norben Tea & Exports Ltd. of Rs.10/- each		2,17,778.34	2,17,778.34		
<u>Other non-current investments</u>					
National Defence Certificates	8.1	10.00	10.00		
Interest Receivable				30,742.76	11,740.36
Rent Receivable				283.20	141.60
		3,63,074.14	3,66,074.14	31,025.96	11,881.96
Book Value of Quoted Investments		2,17,788.34	2,17,788.34		
Market Value of Quoted Investments *		2,93,884.50	1,80,852.00		
*The investment is long term and strategic in nature. The management does not foresee any diminution in value of these investments ; hence no provision is required to be made					
8.1 Include Rs.1000/- marked lien in favour of Government Authorities.					
9 Other Non-Current Assets					
		Non Current		Current	
		As at 31/03/2024	As at 31/03/2023	As at 31/03/2024	As at 31/03/2023
		Amount(Rs. in hundreds)		Amount(Rs. in hundreds)	
Advances other than Capital Advances					
Advance against supply of Goods & Services				2,157.64	2,691.41
Prepaid Expenses				2,909.55	2,909.55
Amount Paid Under Protest					
Balances with Government & Statutory Authorities				18,951.48	17,450.22
<u>Other Advances</u>					
Advances to others		68,000.00	68,000.00	1,80,214.27	1,84,259.43
Advance to Employees				16,964.72	27,854.72
		68,000.00	68,000.00	2,21,197.66	2,35,165.33
Less : Provision for Doubtful Advances					
Total Other Assets		68,000.00	68,000.00	2,21,197.66	2,35,165.33
10 Non-Current Tax Asset (Net)					
				As at 31/03/2024	As at 31/03/2023
				Amount(Rs. in hundreds)	
Mat Credit Entitlements				29,759.48	29,759.48
Less: Credit Utilised					
				29,759.48	29,759.48
11 Inventories					
(As valued and certified by the Management)					
Finished Goods				39,249.60	43,830.00
Stores and Spares etc.				42,548.19	49,238.76
				81,797.79	93,068.76

11.1 Refer note no. 37 for information on inventories pledged as securities by the Company.



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Notes to Financial Statements as on and for the year ended 31st March, 2024

		As at 31/03/2024		As at 31/03/2023			
		Amount(Rs. in hundreds)					
12	Biological Assets other than bearer plants						
	Fair Value of Biological Assets Other than Bearer Plants (Unharvested Tea Leaves)		726.88		726.88		
			726.88		726.88		
12.1	Unharvested tea leaves on bushes as on 31st March 2024 was 13429 kgs (31.03.2023 -5197 kgs)						
13	Investments	Face Value	As at 31-03-2024		As at 31-03-2023		
			Qty	Amount	Qty	Amount	
			Amount(Rs. in hundreds)		Amount(Rs. in hundreds)		
13.1	Investments at Fair Value through Profit or Loss						
	Investments in Unquoted Shares						
	Equity Shares of Newar Securities Pvt Ltd	10	50,000	25,000.00	50,000	25,000.00	
	Equity Shares of Satyam Ores Pvt Ltd	10	16,500	33,000.00	16,500	33,000.00	
	Equity Shares of Auckland Trading Pvt Ltd	10	20,000	10,000.00	20,000	10,000.00	
	Equity Shares of GRC Securities Pvt. Ltd.	10	30,000	11,400.00	-	-	
				79,400.00		68,000.00	
	Investment in quoted Mutual Fund						
	SBI Equity Hybrid Fund Regular Growth			-	236.02	500.00	
	Total Current Investments			79,400.00		68,500.00	
	Aggregate Book Value of the Investment			79,400.00		68,500.00	
				As at 31/03/2024		As at 31/03/2023	
				Amount(Rs. in hundreds)			
14	Cash and Cash Equivalents						
	Balances With Banks :						
	In Current Account - with Scheduled Banks			4,754.30		6,748.79	
	Cheque in Hand			-		2,256.77	
	Cash In Hand			25,054.61		15,110.54	
				29,808.91		24,116.10	
15	Bank balances other than Note 14						
	Unpaid Dividend Account						
	BOB Dividend A/c			9.44		9.44	
	BOB Unclaimed Dividend A/c			3.45		3.45	
	HDFC Dividend A/c - 2016			-		100.88	
	HDFC (Interim Dividend - 2017)			5.00		201.05	
	HDFC (Final Dividend - 2017)			81.84		81.84	
	HDFC (Final Dividend - 2018)			106.63		106.63	
	HDFC (Final Dividend - 2019)			110.58		110.58	
	SBI (Interim Dividend - 2021)			185.94		185.94	
	SBI (Final Dividend - 2021)			131.15		131.15	
	SBI (Interim Dividend - 2022)			85.92		85.92	
	SBI (Final Dividend - 2022)			101.94		101.96	
	SBI (Final Dividend - 2023)			62.87		-	
				884.76		1,118.84	



TONGANI TEA COMPANY LIMITED
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Notes to Financial Statements as on and for the year ended 31st March, 2024

Refer Note No.	As at 31-03-2024		As at 31-03-2023	
	No. of Shares	Amount	No. of Shares	Amount
	Amount(Rs. in hundreds)		Amount(Rs. in hundreds)	
16 Equity Share Capital				
16.1 Authorised Share Capital				
Equity Share Capital of Rs.10/- each	8,00,000	80,000.00	8,00,000	80,000.00
Preference Shares of Rs.100/- each	20,000	20,000.00	20,000	20,000.00
	8,20,000	1,00,000.00	8,20,000	1,00,000.00
16.2 Issued Share Capital				
Ordinary Shares of Rs.10/- each	1,85,775	18,577.50	1,85,775	18,577.50
	1,85,775	18,577.50	1,85,775	18,577.50
16.3 Subscribed and Paid-up Share Capital				
Ordinary Shares of Rs.10/- each fully paid-up	1,85,775	18,577.50	1,85,775	18,577.50
	1,85,775	18,577.50	1,85,775	18,577.50

16.4 Reconciliation of the number of shares at the beginning and at the end of the year

Opening Number of Shares as on 01/04/2023	1,85,775
Add: Change during the year	-
Closing as on 31/3/2024	1,85,775

There has been no change/ movements in number of shares outstanding at the beginning and at the end of the year.

16.5 Terms/ Rights attached to Equity Shares :

The Company has only one class of Ordinary shares having a face value of Rs.10 per share and each holder of Ordinary shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meetings. The claim of Ordinary Shareholders on earnings and on assets in the event of liquidation, follows all others, in proportion to their shareholding.

16.6 Shareholding Pattern with respect of Holding or Ultimate Holding Company

The Company does not have any Holding Company or Ultimate Holding Company.

16.7 Details of Equity Shareholders holding more than 5% shares in the Company

	As at 31-03-2024		As at 31-03-2023	
	No. of Shares	% Holding	No. of Shares	% Holding
Ordinary Shares of Rs.10/- each fully paid				
Manoj Kumar Daga	43,383	23.35%	43,383	23.35%
Shanti Devi Daga	42,732	23.00%	42,732	23.00%
Jyoti Devi Daga	42,355	22.80%	42,355	22.80%
Visioncraft Industries (India) Private Limited	20,400	10.98%	20,400	10.98%

No ordinary shares have been reserved for issue under options and contracts/ commitments for the sale of shares/ disinvestment as at the Balance Sheet date.

16.8 The Company has not allotted any equity shares against consideration other than cash nor has allotted any shares as fully paid up by way of bonus shares. The company bought back 60,000 equity shares @ 500 per share during the year ended 31.03.2018.

16.9 No securities convertible into Equity/ Preference shares have been issued by the Company during the year.

16.10 No calls are unpaid by any Director or Officer of the Company during the year.

16.11 Disclosure of shareholdings by Promoters

Shares held by promoters at the end of the year

Promoter's Name	As at 31st March, 2024			As at 31st March, 2023	
	No. of Shares In hundreds	% of total shares	% Change during the year	No. of Shares in hundreds	% of total shares
MANOJ KUMAR DAGA	43383	23.352	-	43383	23.352
SHANTI DEVI DAGA	42732	23.002	-	42732	23.002
MANOJ KUMAR DAGA(HUF)	1080	0.581	-	1080	0.581
DIVISHA DAGA	4500	2.422	-	4500	2.422
JYOTI DEVI DAGA	42355	22.799	-	42355	22.799
PALLAVI DAGA	4500	2.422	-	4500	2.422
ANJUM INVESTMENTS PVT. LTD.	650	0.350	-	650	0.350



TONGANI TEA COMPANY LIMITED

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Notes to Financial Statements as on and for the year ended 31st March, 2024

	As at 31/03/2024	As at 31/03/2023
	Amount(Rs. in hundreds)	
17 Other Equity		
General Reserve	4,38,067.61	4,38,067.61
Retained Earnings	7,46,847.28	7,40,435.74
Other Reserves	6,600.00	6,600.00
	11,91,514.89	11,85,103.35
17.1 General Reserve		
Balance at the beginning of the year	4,38,067.61	4,38,067.61
Other Adjustments	-	-
Balance at the end of the year	4,38,067.61	4,38,067.61
17.2 Retained Earnings		
Balance at the beginning of the year	7,40,435.74	7,30,483.17
Add: Profit for the year	15,700.29	17,383.57
Add: Reclassification of financial instruments from OCI to Retained Earnings	-	-
	7,56,136.03	7,47,866.74
Less: Appropriation		
Final Dividend	9,288.75	7,431.00
	9,288.75	7,431.00
	(9,288.75)	(7,431.00)
Balance at the end of the year	7,46,847.28	7,40,435.74
17.3 Other Reserves		
Capital Reserves		
Balance at the end of the year	600.00	600.00
Capital Redemption Reserve		
Balance at the end of the year	6,000.00	6,000.00
Total Other Reserve	6,600.00	6,600.00
Total Reserve & Surplus	11,91,514.89	11,85,103.35
NON-CURRENT LIABILITIES		
Financial Liabilities		
	As at 31/03/2024	As at 31/03/2023
	Amount(Rs. in hundreds)	
18 Borrowings		
18.1 Term Loans		
Secured		
Rupee Loans		
From Banks:		
Guaranteed Emergency Credit Line From SBI	-	5,909.64
Guaranteed Emergency Credit Line Extn From SBI	21,649.69	34,979.55
Vehicle Loan from SBI	4,294.77	5,948.48
From Others:		
Machinery under Tea Board Hire Purchase Scheme	19,397.14	19,397.14
(Secured by Hypothecation of the related assets		
(The entire Principal amount is overdue)		
Unsecured		
From Body Corporates	1,60,000.00	1,10,000.00
From Others	25,000.00	25,000.00
Total Amount disclosed under the head "Other Financial Liability"	2,30,341.60	2,01,234.81
Break Up of Security Details		
Secured	45,341.60	66,234.81
Unsecured	1,85,000.00	1,35,000.00
Total	2,30,341.60	2,01,234.81



TONGANI TEA COMPANY LIMITED
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Notes to Financial Statements as on and for the year ended 31st March, 2024

19 Trade Payables	Refer Note No.	Non Current		Current	
		As at	As at	As at	As at
		31/03/2024	31/03/2023	31/03/2024	31/03/2023
		Amount(Rs. in hundreds)		Amount(Rs. in hundreds)	
Dues to Micro and Small Enterprises	19.2				
Dues to Creditors other than Micro & Small Enterprises					
For Goods		-	-	-	-
For Services & Others		-	-	1,17,508.86	48,517.16
		-	-	1,17,508.86	48,517.16

19.1 The ageing analysis of the Trade Payable

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	1,17,508.86	-	-	-	1,17,508.86
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-
(v) Others (2022-23)	48,517.16	-	-	-	48,517.16

19.2 Disclosure as required under the Micro, Small and Medium Enterprises Development Act, 2006, to the extent ascertained, and as per notification number GSR 679 (E) dated 4th September, 2015. The Company has compiled this information based on intimation received from the suppliers of their status as Micro or Small Enterprises and/or its registration with appropriate authority under the Micro, Small and Medium Enterprises Act, 2006 ("MSMED Act").

Sl. No.	Particulars	As at 31-03-2024	As at 31-03-2023
		Amount(Rs. in hundreds)	
1	Principal Amount Due and remaining unpaid	-	-
2	Interest due on (1) above and unpaid interest	-	-
3	Interest paid on all delayed payments under MSMED Act	-	-
4	Payment made beyond the appointed day during the year	-	-
5	Interest due and payable for the period of delay other than (3) above	-	-
6	Interest Accrued and remaining unpaid	-	-
7	Amount of further Interest remaining due and payable in succeeding years	-	-

20	Other Financial Liabilities	Refer Note No.	Non Current		Current	
			As at	As at	As at	As at
			31/03/2024	31/03/2023	31/03/2024	31/03/2023
			Amount(Rs. in hundreds)		Amount(Rs. In hundreds)	
	Unpaid and unclaimed dividends	20.1	843.06	1,082.25	-	
	Employees related Liabilities				13,266.64	16,170.71
	Amount payable for Capital Goods					
	Other Payables		71.25	71.25	-	-
			914.31	1,153.50	13,266.64	16,170.71

20.1 There are no amounts due for payment to the Investor Education and Protection Fund at the year end.

21 Provisions

Provisions	Non Current		Current	
	As at	As at	As at	As at
	31/03/2024	31/03/2023	31/03/2024	31/03/2023
	Amount(Rs. in hundreds)		Amount(Rs. in hundreds)	
Provision for Employee Benefits	64,498.55	63,518.16	20,540.00	20,552.83
Provision for Taxes	-	-	-	-
	64,498.55	63,518.16	20,540.00	20,552.83

Contingent Liability (acquired from Business Combinations, if any)

As per AS 15 - Provision for gratuity



Notes to Financial Statements as on and for the year ended 31st March, 2024



TONGANI TEA COMPANY LIMITED
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Notes to Financial Statements as on and for the year ended 31st March, 2024

	For the year ended 31-03-2024	For the year ended 31-03-2023
	Amount(Rs. in hundreds)	
26 Revenue from Operations		
Sale of Products		
- Tea	8,28,862.71	7,77,377.29
Other Operating Revenues	8,28,862.71	7,77,377.29
	-	-
	8,28,862.71	7,77,377.29
27 Other Income		
Interest Income		
On Loans	32,753.95	25,482.72
Rent	120.00	120.00
Profit on Sale of Investments	85.19	14,500.00
Excess Liabilities Written back	726.63	347.40
Other Miscellaneous Income	-	404.43
	33,685.77	40,854.55
28 Cost of Materials Consumed		
Value of Consumption of Raw Materials represents only Green Leaf purchased from third parties.		
29 Changes in Inventories of Finished Goods, Stock-In-Trade and Work-in-Progress		
Finished Goods		
Opening Inventories	43,830.00	33,419.50
Closing Inventories	39,249.60	43,830.00
Total changes in inventories of work-in-progress, stock-in-trade and finished goods	4,580.40	(10,410.50)
30 Employee Benefits Expense		
Salaries, Wages and Bonus	4,05,522.70	3,95,009.13
Contribution to Provident and Other Funds	49,626.58	45,906.67
Staff Welfare Expenses	91,698.00	72,523.63
Gratuity	13,700.66	12,574.66
	5,60,547.94	5,26,014.09
31 Finance Costs		
Interest Expenses		
To Banks on Term Loans	13,420.04	11,029.94
" Banks On Working Capital Loans	22,947.43	27,789.50
" Others	20,012.43	10,846.14
Other Borrowing Costs		
Other Financial Charges	1,726.24	2,238.48
	58,106.14	51,904.06
32 Depreciation and Amortisation Expense		
On Tangible Assets	27,966.31	25,980.11
	27,966.31	25,980.11
33 Other Expenses		
Manure, Stores, Spare Parts & Packing Materials Consumed	37,572.11	43,258.64
Power & Fuel	77,305.34	81,115.32
Repairs to Buildings	2,565.17	1,544.59
Repairs to Machinery	8,437.79	11,284.87
Repairs to Other Assets	179.62	99.64
Selling and Distribution Expenses	16,284.27	16,585.78
Commission & Brokerages	16,937.97	5,167.19
Auditors' Remuneration	1,500.00	1,500.00
Rent, Rates & Taxes	3,021.58	7,606.86
Insurance	440.52	357.25
Loss on Sale of Asset	737.76	103.50
Donation	-	235.00
Directors' Fees & Commission	770.00	1,010.00
Legal and Professional Charges	1,856.60	1,581.29
Travelling & Conveyance Expenses	704.80	1,336.91
Administrative Expenses	28,267.20	34,461.65
	1,96,580.73	2,07,248.49



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	For the year ended 31-03-2024	For the year ended 31-03-2023
	Amount(Rs. in hundreds)	
33.1 Auditors' Remuneration		
Statutory Auditors		
Audit Fees	700.00	700.00
Tax Audit Fees	300.00	300.00
Others	500.00	500.00
	<u>1,500.00</u>	<u>1,500.00</u>
34 Tax Expense:		
Current Tax	1,932.09	2,167.95
Mat Credit	-	-
Deferred Tax	(5.76)	(236.88)
	<u>1,926.33</u>	<u>1,931.07</u>
Income Tax for earlier years	-	-
35 Other Comprehensive Income		
35.1 Items that will be not be reclassified to profit or loss		
Remeasurement of the defined benefit plans	3,864.41	3,852.77
Less: Tax expense on the above	(1,004.75)	(1,001.72)
	<u>2,859.66</u>	<u>2,851.05</u>
Items that will be reclassified to profit or loss		
35.2 Others	-	-
Less: Tax expense on the above	-	-
	<u>-</u>	<u>-</u>
Total	<u><u>2,859.66</u></u>	<u><u>2,851.05</u></u>



36 Contingent Liabilities and Contingent Assets:

36.1 Claims/Disputes/Demands not acknowledged as debts -

Sl. No.	NAME OF STATUTE	NATURE OF DUES	PERIOD	FORUM	As at 31-03-2024 Rs. in hundreds	As at 31-03-2023 Rs. in hundreds
a	Department of Income Tax	Income Tax	2013-14	C.I.T (APPEALS) - 2	24,717.30	24,717.30
b	Department of Income Tax	Income Tax	2017-18	C.I.T (APPEALS) - 2	8,367.75	8,367.75
c	Department of Income Tax	Income Tax	2018-19	C.I.T (APPEALS) - 2	10,163.30	10,163.30

36.2 In respect of the matters in note no. 36.1, future cash outflows are determinable only on receipt of judgements/decisions pending at various forums/ authorities. Furthermore, there is no possibilities of any reimbursements to be made to the company from any third party.

37 Assets pledged as security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Particulars	Refer Note No.	As at 31-03-2024 Rs. in hundreds	As at 31-03-2023 Rs. in hundreds
Current			
Financial assets		3,372.17	7,237.55
First charge			
Trade Receivables		3,372.17	7,237.55
Floating charge			
Cash and cash equivalents			
Receivables			
Non-financial assets		81,797.79	93,068.76
First charge			
Inventories		81,797.79	93,068.76
Total current assets pledged as security		85,169.96	1,00,306.31
Non-current			
First charge			
Freehold land		2,316.05	2,316.05
Freehold buildings		3,65,816.82	2,83,155.22
Furniture, fittings and equipment acquired under finance lease		6,01,768.62	5,15,220.09
Total non-currents assets pledged as security		9,69,901.49	8,00,691.36
Total assets pledged as security		10,55,071.45	9,00,997.67

38 In accordance with the Guidance Note on Accounting for Expenditure on Corporate Social Responsibility Activities, the requisite disclosure is as follows:

38.1 Particulars	Amount
Gross Amount Required to be spent by the company during the year	N.A
Related Party transactions as per Ind AS 24 in relation to CSR Expenditure	N.A
Provision made in relation to CSR expenditure	N.A

38.2 Amount spent during the year on:

Sl. No.	Particulars	In Cash	Yet to be paid in cash	Total
i	Construction/ Acquisition of any asset			
ii	On purpose other above			



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39 Certain trade receivables , loans & advances and creditors are subject to confirmation. In the opinion of the management, the value of trade receivables and loans & advances on realisation in the ordinary course of business, will not be less than the value at which these are stated in the balance sheet.

40 Related Party Disclosures

40.1 Other related parties with whom transactions have taken place during the year and previous year are:

Nature	Name of the Company
Name of the Company in which Directors/ Key Managerial Personnel and their relatives have significant influence	NORBEN TEA & EXPORTS LIMITED

Nature	Name	Designation
Key Management Personnels	MANOJ KUMAR DAGA	DIRECTOR
	ASHOK VARDHAN BAGREE	DIRECTOR
	RAVINDRA KUMAR MURARKA	DIRECTOR
	SUMANA RAYCHAUDHURI	DIRECTOR
	SUKH PAL SINGH	CEO
	AJAY KUMAR AGARWALA	CFO
	ARINDAM ROYCHOWDHURY	COMPANY SECRETARY

Nature	Name
INDIVIDUALS HAVING SIGNIFICANT INFLUENCE OVER REPORTING ENTITY	JYOTI DEVI DAGA
	SHANTI DEVI DAGA

40.2 Transactions during the year

Particulars	2023-24			2022-23		
	KMP	Individuals having Significant Influence over reporting entity	Companies in which KMP are Interested	KMP	Individuals having Significant Influence over reporting entity	Companies in which KMP are Interested
Agricultural Purchases	-	-	14,850.00	-	-	16,875.00
Irrigation Equipments Sold	-	-	-	-	-	-
Directors Sitting Fees	770.00	-	-	1,010.00	-	-
Dividend Paid	2,180.40	4,254.35	-	1,744.32	3,403.48	-

40.3 Balance Outstanding as at the balance sheet date

Particulars	As at 31-03-2024	As at 31-03-2023
Agricultural Purchases	NIL	NIL
Directors Sitting Fees	NIL	NIL



40.4 Terms and Conditions of transaction with Related Parties

No specific terms & conditions.

41 No undisputed statutory dues remained outstanding as on 31.03.2024 for the period more than six months from the date from which they became payable.

42 During the Financial Year 2015-16 ITAT passed an order vide ITA No. 1122/KOL/2012 dated 24-11-2015 in favour of the Company, whereby the Hon'ble Authority allowed Rs 5,84,05.26 (Rs. in hundreds) as total unabsorbed depreciation loss to be carried forward which comprises:

Serial No.	Nature of Loss	Assessment Year	Amount (Rs. In hundreds)
1	Unabsorbed Depreciation Loss	1986-87	8,071.33
2	Unabsorbed Depreciation Loss	1987-88	12,020.80
3	Unabsorbed Depreciation Loss	1988-89	20,080.75
4	Unabsorbed Depreciation Loss	1998-99	18,232.38

43a No provision for Agricultural Income Tax has been made for the current year in view of the Agricultural Income Tax Holiday for three years granted by the state of Assam since Financial Year 2022-2023.

43b Tax Expenses every year reckoned after taking into account deduction u/s 80IE of the Income Tax Act, 1962, upto the Financial Year 2020-2021, due to substantial expansion in the value of plant & machinery in the Financial Year -2011-2012.

44 During the year the Company has been granted interest Subvention of Rs.10,606.00 (Rs. in hundreds) under Assam Tea Industries Special Incentives Scheme (ATISIS), 2020, extended upto F.Y.2027-28, which has been credited against interest paid to Bank.

45 The company has sufficient liquidity for continuing its business operations. The company is also confident about its ability to service its debt and other financial liabilities.

46 Ratio Analysis:-

Ratios	Numerator	Denominator	Current Reporting Period	Previous reporting period	% of Change
Current ratio	Total Current Asset	Total Current Liabilities	1.20	1.52	-0.32
Debt Equity Ratio	Debt Capital	Shareholder's Equity	0.54	0.49	0.05
Debt Service coverage ratio	EBITDA-CAPEX	Debt Service (Int+Principal)	0.14	0.15	-0.01
Return on Equity Ratio	Profit for the year	Average Shareholder's Equity	0.01	0.01	0.00
Inventory Turnover Ratio	Net Turnover	Average Inventory	9.48	8.86	0.62
Trade Receivables turnover ratio	Net Turnover	Average trade receivables	156.25	92.50	63.75
Trade payables turnover ratio	Total Purchases (Fuel Cost + Other	Average Trade Payables	2.42	2.94	-0.52
Net capital turnover ratio	Sales	Working capital (CA-CL)	7.02	3.15	3.87
Net profit ratio	Net Profit	Sales	0.02	0.02	0.00
Return on Capital employed	Earnings before interest and tax	Capital Employed	0.05	0.05	0.00
Return on investment	Net Profit	Investment	0.01	0.01	0.00



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- 47 There are no proceeding initiated or pending against the Company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Hence no disclosure required.
- 48 The Company has not traded or invested in Crypto or Virtual Currency during the financial year hence no disclosure required for the same.
- 49 Previous year figures have been reclassified / regrouped to confirm the presentation requirements under IND AS and the requirements laid down in the Schedule-III of the Companies Act, 2013.

The Notes are an integral part of the Financial Statements
As per our Report annexed of even date


For Lilha & Associates
Chartered Accountants
Firm Registration No.328627E



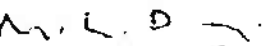
Lovkush Lilha
Partner
Membership No.315421
Kolkata
The 24th day of May 2024




AJAY KUMAR AGARWALA
Chief Financial Officer



ARINDAM ROYCHOWDHURY
Company Secretary
Membership No.A37602



MANOJ KUMAR DAGA
CHAIRMAN
(DIN: 00123386)



ASHOK VARDHAN BAGREE
Independent Director
(DIN: 00421623)

If undelivered please return to
TONGANI TEA COMPANY LIMITED
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