



TERAI TEA COMPANY LIMITED

REGD. OFFICE : EAST INDIA HOUSE, 2ND FLOOR, 20B, BRITISH INDIAN STREET
(Also Known as 20B, Abdul Hamid Street) KOLKATA-700069, WEST BENGAL, INDIA
Telephones : +91 (033) 4064-5789 • E-mail : teraitea@gmail.com • Website : www.terraigroup.com
CIN : L51226WB1973PLC029009 • GSTIN : 19AABCT0258P1ZW



To
The Secretary
Bombay Stock Exchange Ltd.
Phiroza jeejeebhoy Towers
25th Floor, Dalal Street, Mumbai 400 001
Scrip Code: 530533

Date: 02.09.2026

The Secretary
Calcutta Stock Exchange Association Ltd.
7, Lyons Range, Kolkata-700001
Scrip Code: 30105

Sub: Submission of Annual Report for financial year 2025-26

Dear Sir,

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Annual Report of the Company for the financial year 2025-26.

The aforesaid Annual Report has also been placed on the Company's website at www.terraigroup.com.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For Terai Tea Company Limited

RAJESH
SINGHANIA

Digitally signed by
RAJESH SINGHANIA
Date: 2026.09.02
16:06:17 +05'30'

Rajesh Singhania
Company Secretary & Compliance Officer

Encl: As above



NURTURING NATURE.
DELIVERING EXCELLENCE.



TERAI TEA COMPANY LIMITED

A LEGACY OF QUALITY.
A FUTURE OF GROWTH.

ANNUAL REPORT & ACCOUNTS

2025-26



SUSTAINABLE
BY NATURE



EMPOWERING
COMMUNITIES



DRIVING
LONG-TERM VALUE

BSE : 530533
www.teraignroup.com



TRUSTED SINCE 1973

TEA ESTATES UNDER “TERAI GROUP”



BAGDOGRA TEA ESTATE



KIRAN CHANDRA TEA ESTATE



LOHAGARH TEA ESTATE



RAJA TEA ESTATE



SACHINDRA CHANDRA TEA ESTATE



SAYEDABAD TEA ESTATE



JALDACCA ALTADANGA TEA ESTATE



KANCHANVIEW TEA ESTATE



Corporate Information

BOARD OF DIRECTORS

Mr. Ajit Kumar Agarwala

Managing Director

DIN : 00265775

Mrs. Shashikala Agarwala

Non-Independent Director

DIN : 00260171

Mr. Rajendra Kanodia

Non-Executive Director & CFO

DIN : 00175574

Mr. Debasis Chakrabarti

Independent Director

DIN : 10712064

Mr. Ratan Kumar Goel

Independent Director

DIN : 01625981

Mr. Dhruv Bajoria

Independent Director

DIN : 07935582

KEY MANAGERIAL PERSONNEL

Mr. Ajit Kumar Agarwala

Managing Director

Mr. Rajendra Kanodia

Chief Financial Officer

Mr. Rajesh Singhania

Company Secretary & Compliance Officer

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Rajesh Singhania

BOARD COMMITTEE

a) AUDIT COMMITTEE

Mr. Dhruv Bajoria (Chairman)

Mr. Debasis Chakrabarti

Mr. Ratan Kumar Goel

b) NOMINATION & REMUNERATION COMMITTEE

Mr. Ratan Kumar Goel (Chairman)

Mr. Debasis Chakrabarti

Mr. Dhruv Bajoria

c) STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Debasis Chakrabarti (Chairman)

Mr. Dhruv Bajoria

Mr. Ratan Kumar Goel

STATUTORY AUDITOR

Saha & Majumder

Chartered Accountants

Hill Cart Road,

Siliguri - 734001

Dist. Darjeeling

SECRETARIAL AUDITOR

Prity Bishwakarma & Co.

Company Secretaries

J/G 7, Aswini Nagar, Baguiati, Bidhannagar,

Kolkata - 700159, West Bengal

COST AUDITOR

Mr. Debabroto Banerjee

63, Radha Bazar Street, 2nd Floor,

Kolkata - 700001, West Bengal

BANKERS

Central Bank of India

Bank of India

Union Bank

Yes Bank Ltd

ICICI Bank

REGISTERED OFFICE

East India House

20B, British Indian Street, 2nd Floor

Kolkata -700069

Phone : (033) 4064-5789

E-mail : teraitea@gmail.com

Website: www.teragroup.com

CORPORATE OFFICE

"Agarwala House"

Sevoke Road, 2nd Mile

Siliguri - 734 001, West Bengal

Phone : (0353) 2543-857/8

E-mail : teraisiliguri@gmail.com

SHARE TRANSFER AGENT

Maheshwari Datamatics Pvt. Ltd.

23, R.N. Mukherjee Road, 5th Floor

Kolkata - 700001, West Bengal

Phone : (033) 2248-2248, 2343-5029

E-mail : mdpldc@yahoo.com

SOLICITORS & LEGAL ADVISORS

Jhunhunwala & Co.

Solicitors & Advocates

7C, K.S.Roy Road

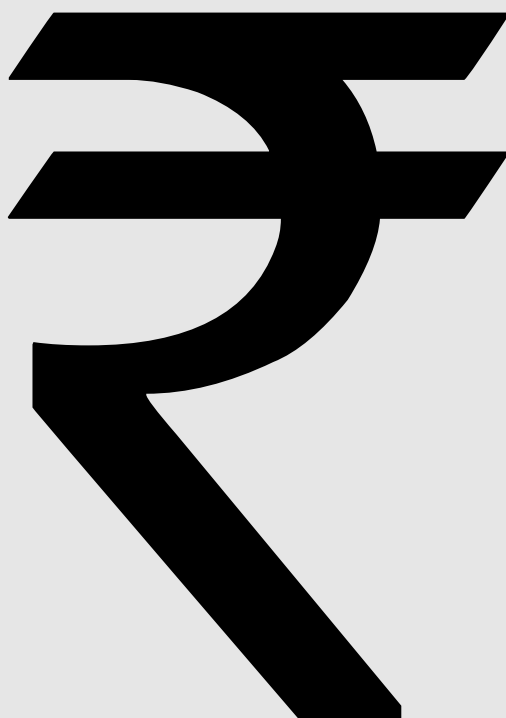
Kolkata - 700001, West Bengal

CIN : L51226WB1973PLC029009

GST : 19AABCT0258P1ZW



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TERAI TEA COMPANY LIMITED

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CIN : L51226WB1973PLC029009 • GSTIN: 19AABCT0258P1ZW

Notice

Notice is hereby given that the **53rd Annual General Meeting** of the members of “**TERAI TEA COMPANY LIMITED**” will be held on **Wednesday, the 30th September, 2026 at 10.30 A.M.** at its **Registered Office - East India House, 20B, British Indian Street, 2nd Floor, Kolkata - 700 069** to transact the following business:

ORDINARY BUSINESS :

1) To Receive, Consider and Adopt :

- a) The Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2026 with the reports of the Board of Directors' and Auditors thereon.
- b) The Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2026 together with report of the Auditors thereon.

- 2) To appoint a Director in place of **Mr. Rajendra Kanodia (DIN: 00175574)**, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3) Approval of Remuneration to the Cost Auditor of the Company for the Financial Year 2026-27.

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

Ordinary Resolution :

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), consent of the Company be and is hereby accorded for payment of remuneration of Rs.15,000/- (Rupees Fifteen Thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost accounting records of the Company for the financial year 2026-27 as may be applicable to the Company to M/s. Debabrota Banerjee & Associates, Cost Accountants (Firm Registration No. 003850) who were re-appointed as Cost Auditors of the Company by the Board of Directors of the Company at its meeting held on 30th May, 2026.”

4) Change in Designation of Mr. Rajendra Kanodia, the Non-Executive Director of the Company as Whole Time Director.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 (“Act”), read with the Rules made thereunder and Schedule V to the Act, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, and the Articles of Association of the Company, and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the approval of the members be and is hereby accorded for change in designation of Mr. Rajendra Kanodia (DIN: 00175574) from Non-Executive Director to Whole-time Director of the Company with effect from 25th August 2026, for a period of five years, i.e. up to 24th August 2031, on such terms and conditions as set out in the explanatory statement annexed hereto, with liberty to the Board of Directors of the Company (including its committees thereof) to alter and vary the terms and conditions of the said appointment and/or remuneration, as it may deem fit and as may be acceptable to Mr. Rajendra Kanodia, provided that such alteration or variation shall not exceed the limits specified under Sections 196 and 197 read with Schedule V and other applicable provisions of the Act.

RESOLVED THAT pursuant to the provisions of Section 196(3)(a), Schedule V and other applicable provisions of the Companies Act, 2013, and the applicable provisions of the SEBI LODR Regulations, as amended from time to time, and subject to such approvals as may be required, the approval of the members of the Company by way of a Special Resolution be and is hereby accorded for the continuation of Mr. Rajendra Kanodia (DIN: 00175574) as Whole-time Director of the Company notwithstanding that he shall attain the age of 70 years on 20th February 2027, and to continue to hold office as Whole-time Director up to 24th August 2031, i.e. up to the expiry of his term of office approved by the members of the Company at the 53rd Annual General Meeting of the Company held on 30th September 2026.

RESOLVED FURTHER THAT in the event that in any financial year during the tenure of Mr. Rajendra Kanodia as Whole-time Director, the Company has no profits or its profits are inadequate, the Company may pay him the remuneration as specified in the terms and conditions of his appointment as the minimum remuneration, subject to compliance with and receipt of such approvals as may be required under the applicable provisions of the Companies Act, 2013, including Schedule V thereto, and other applicable laws, and all other terms and conditions of his appointment shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committees thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**By order of the Board
For Terai Tea Company Limited**

Registered Office :

East India House
20B, British Indian Street,
2nd Floor, Kolkata – 700 069
Date: 25th August, 2026

**Sd/-
Rajesh Singhania
Company Secretary
M. No. F7746**

Notice (Contd.)

NOTES :

- 1) **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. The proxy forms should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the meeting.**

In terms of Rules 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint single person as proxy and such persons cannot act a proxy for any other person or shareholder.

- 2) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and pursuant to relevant Regulations of SEBI (Listing Obligations and Disclosure Requirements) which sets out details relating to Ordinary/ Special business to be transacted at the meeting is annexed hereto.
- 3) The Equity Share transfer Registers of the Company will remain closed from **Thursday, September 24th, 2026 to Wednesday, September 30th, 2026** (both days inclusive) for the purpose of Annual General Meeting.
- 4) Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories for communication purpose unless any members has requested for a hard copy of the same. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website <http://www.teragroup.com>, website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com and on website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. Interested Members may download the Notice and Annual Report from the website of the Company and Exchanges as stated above.
- 5) Members desiring any information as regard accounts are requested to intimate the Company at least 10 days before the meeting to enable the management to keep the information required readily available at the meeting.
- 6) The Company's shares are enlisted with NSDL and CDSL for participation into Electronic Depository System operated by them. Its shares are compulsorily to be traded in Electronic Form and the security bears Code ISIN INE 390D01011.
- 7) Members are requested to notify immediately any change of their address, if any, to the Company in case shares are held in physical form or to the DP's, where the account is maintained, if held in demat form.
- 8) Information about the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 is annexed separately.

- 9) **REGISTRATION OF EMAIL ADDRESSES** – Eligible members who have not registered their e-mail addresses are requested to register the same with their Depository Participant ('DP'), if the shares are held in demat form and members holding shares in physical form are requested to provide the same to the Registrar and Transfer Agent by visiting this link - www.mdpl.in.

Nomination : As per the provisions of Section 72 of the Companies Act, 2013 the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are advised to register the same by submitting Form No. SH13. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the weblink - www.mdpl.in

- 10) To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules 2014, the Company shall be required to update its database by incorporating members' designated e-mail ID in its records.
- 11) Members are requested to quote folio numbers in all their correspondence. Equity Share of the Company are under compulsory Demat trading by all investors. Considering the advantage of scripts trading, members are encouraged to consider dematerialization of their shareholding so as to avoid inconvenience in future.
- 12) Members/Proxies should bring the attendance slip duly filled in for attending the Meeting.
- 13) Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/ jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/ Authorization shall be sent to the CDSL by email at helpdesk.evoting@cdslindia.com. with a copy marked to teraitea@gmail.com.
- 14) Electronic copy of the Notice of this Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose e-mail IDs are registered with the Company/Depositories for communication purpose unless any members has requested for a hard copy of the same. Member may also note that Notice of this meeting and the Annual Report will also be available on Company's website www.teragroup.com for their download.
- 15) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days

Notice (Contd.)

except Saturdays, up to the date of the Annual General Meeting of the Company.

- 16) In terms of Section 152 of the Act, Mr. Rajendra Kanodia (DIN: 00175574) retires by rotation at this meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. The Relevant details of the Director proposed to be appointed/ re-appointed, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) is annexed to this notice.
- 17) 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 accounts(s) for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and the holding should be verified.
- 18) Proxy holders are requested to carry valid ID proof such as PAN Card, Voter Card, Passport, Driving License, Aadhar Card etc. along with the printed attendance slip.
- 19) Voting through electronic means **e-voting to enable the shareholders to cast their vote electronically.**

I. General Information and Instructions Relating to remote e-voting

- a) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is providing its members, the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services. The facility of casting votes by a member using remote e-voting as well as e-voting during the AGM will be provided by CDSL.
- b) The **remote e-voting period commences on Sunday, 27th September, 2026 (9:00 am) and ends on Tuesday, 29th September, 2026 (5:00 pm).** During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on **the cut-off date of Wednesday, 23rd September, 2026** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue by physical ballot.
 - (ii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on 'e-Voting facility provided by Listed Companies', e-Voting process has been

enabled to all the Individual demat account holders by way of single login credential through their demat account(s) / websites of Depositories / Depository Participant(s) (DPs) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

- (iii) 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 for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on Login icon and select New System My Easi New (Token) Tab.
	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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/ Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authenti-

Notice (Contd.)

	cation, 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	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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
	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
	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.

	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note:

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 21 09911
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.: 022-4886 7000 & 022-2499 7000

(iv) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.

Notice (Contd.)

- 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	(i) Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) (ii) 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)	(iii) 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. (iv) 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.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login 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 to send the relevant Board Resolution/

Notice (Contd.)

Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer or to the Company at the email address viz; teraitea@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 at teraitea@gmail.com /RTA email id at mdpldc@yahoo.com
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 through Depository.

If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 21 09911.

OTHER GUIDELINES

- I) Any person, who acquires shares of the Company and becomes a member of the Company after mailing of the Notice and is holding shares as on the cut off date, may obtain the login ID and password by sending an email to mdpldc@yahoo.com.
- II) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting.
- III) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542) or contact Mr. Ravi Kumar Bahl, Compliance Officer, M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, Telephone :

(033)22435029, (033)22433809, (033) 22482248, Mobile - 80170 58433, E-mail – mdpldc@yahoo.com.

18. The shareholders shall have one vote per equity share held by them as on the cut-off date, i.e. Wednesday, 23rd September, 2026. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
19. The Securities and Exchange Board of India ("SEBI") 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 holders of securities. Effective from 1 January 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1 October 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on weblink www.mdpl.in.
20. 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 to issue securities in dematerialized form only while processing service request, viz. issue of duplicate securities certificate, renewal/ exchange of securities certificate, endorsement, subdivision / splitting of securities, certificates, consolidation of securities certificates / folios, transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD_ RTSMB/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 and ISR-5, as the case may be.
21. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form. In view of this, members are advised to dematerialize shares held by them in physical form.
22. Shri Mohan Ram Goenka, Practicing Company Secretary, (FCS - 4515) of MR & Associates, Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the voting at the venue of the AGM and the remote e-voting process in a fair and transparent manner.
23. The results shall be declared on or after the AGM. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within and will be communicated to the Stock Exchange where the Company's Shares are listed.
24. **Updation of Members details :**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company/Registrar and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. A form for capturing additional details is appended at the

Notice (Contd.)

end of this Annual Report. Members holding shares in physical form are requested to submit the filled in the form to the Company or RTA in physical mode or in electronic mode, as per instructions mentioned on the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.

I. STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3

In pursuance of section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint a Cost Accountant in practice on the recommendations of the Audit Committee, which shall also recommended remuneration for such Cost Auditors. The Remunerations recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of Audit Committee and its meeting held on Saturday, 30th day of May, 2026, the Board has considered and approved re-appointment of **Mr. Debabrota Banerjee & Associates**, Cost Accountant, for conducting the Cost Audit of the Company at a remuneration of Rs. 15,000/- plus GST applicable and reimbursement of actual travel and out of pocket expenses for the financial year ended March 31, 2027.

The Resolution at Items No. 3 of the notice is set out as an Ordinary Resolution for approval and ratification by the members in term of section 148 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the Resolution mentioned at item No. 3 in the notice.

Item No. 4

The Board of Directors at its meeting held on 25th August, 2026, on the recommendation of Nomination and Remuneration Committee, approved the change in designation of Mr. Rajendra Kanodia from Non-Executive Director to Whole Time Director with effect from 25th August, 2026 subject to approval of shareholders. The terms and conditions of the remuneration of the Whole Time Director is for a period of 5 (five) years commencing from 25th August, 2026 to 24th August, 2031, subject to the approval by the members of the Company at this ensuing AGM.

A brief profile of Mr. Rajendra Kanodia is included as an annexure to the Notice as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms and conditions relating to the change in designation and terms of remuneration of Mr. Rajendra Kanodia as the Whole Time Director of the Company are as follows:

- A. Tenure of Appointment:** The appointment as an Whole Time Director is for a period of five years commencing from August 25, 2026 to August 24, 2031.

- B. Nature of Duties :** Mr. Rajendra Kanodia shall devote his time and attention to the business of the Company and perform such duties as entrusted by the Managing Director and/or the Board of Directors. Under their supervision and control, he shall manage the affairs of the Company and exercise the powers delegated to him by the Board.

- C. Salary :** Rs. 1,35,000 (Rupees One Lakh Thirtyfive Thousand) per month. The Salary will be subject to applicable deductions for Income Tax and Professional Tax as per Income Tax Act, 1961. Annual Incentive will be decided by the Board in consultation with Mr. Rajendra Kanodia, within in limits prescribed under the Companies Act, 2013.

D. Benefits:

- i) Leave: On full pay and allowances as per the rules of the Company but not more than one month's leave for every eleven months' of services. However, leave accumulated but not availed of shall be dealt with as per the Income Tax Rules, 1962, Casual and sick leave on full pay and allowance as per rules of the Company.
- (ii) The Whole Time Director shall be entitled to reimbursement of traveling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.
- (iii) The Whole Time Director shall be reimbursed actual out of pocket expenses incurred by him in the course of discharging his duties in the capacity of Whole Time Director.

E. Other Terms:

- (i) Mr. Rajendra Kanodia, as long as he functions as such, shall not be paid any sitting fee for attending meeting of the Board of Directors or any Committee thereof.
- (ii) Either party may terminate the agreement by giving 3 (Three) months notice to other party in writing or remuneration in lieu thereof without showing any reason.

- F. Minimum Remuneration:** In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Rajendra Kanodia as Whole time Director of the Company, the above salary shall remain payable to him, notwithstanding that such remuneration may exceed the limits prescribed under Section 197, read with Schedule V of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any other applicable law for the time being in force. Provided that the approval for such minimum remuneration shall be valid for a period of three years and shall be subject to re-approval by the members thereafter, in accordance with Schedule V.

Mr. Rajendra Kanodia completed his Graduation in Commerce. He has more than 40 years of experience in Tea Plantation,

Notice (Contd.)

Marketing Business and Financial Business. He has been a member of the Board since 28th January, 1987.

Mr. Rajendra Kanodia holds 14,700 equity shares of the Company.

Section 196(3) of the Act, inter alia, provides that no Company shall employ or continue the employment of a person who has attained the age of seventy years, as Managing Director, Whole time Director or Manager unless it is approved by the members by passing a Special Resolution. Part I of Schedule V to the Act also contains similar provisions.

Mr. Rajendra Kanodia, is set to attained the age of seventy years on 20th February, 2027 and hence continuation of his employment as Whole time Director requires the approval of members by means of special resolution.

Registered Office:

East India House
20B, British Indian Street,
2nd Floor, Kolkata – 700 069
Date: 25th August, 2026

Keeping in view that Mr. Rajendra Kanodia has enormous experience in the industry and has been involved in the operations of the Company; it would be in the interest of the Company to continue Mr. Rajendra Kanodia as Whole Time Director of the Company.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested in the said Resolution mentioned at item No.4 in the notice.

The Board recommends the special resolution as set forth in Item no. 4 for the approval of the members of the Company.

The letters of Appointment issued to Mr. Rajendra Kanodia setting out the terms of his appointment is open for inspection by the members at the Registered Office of the Company during business hours on all working days except Saturday and also at the Annual General Meeting in physical mode.

**By order of the Board
For Terai Tea Company Limited**

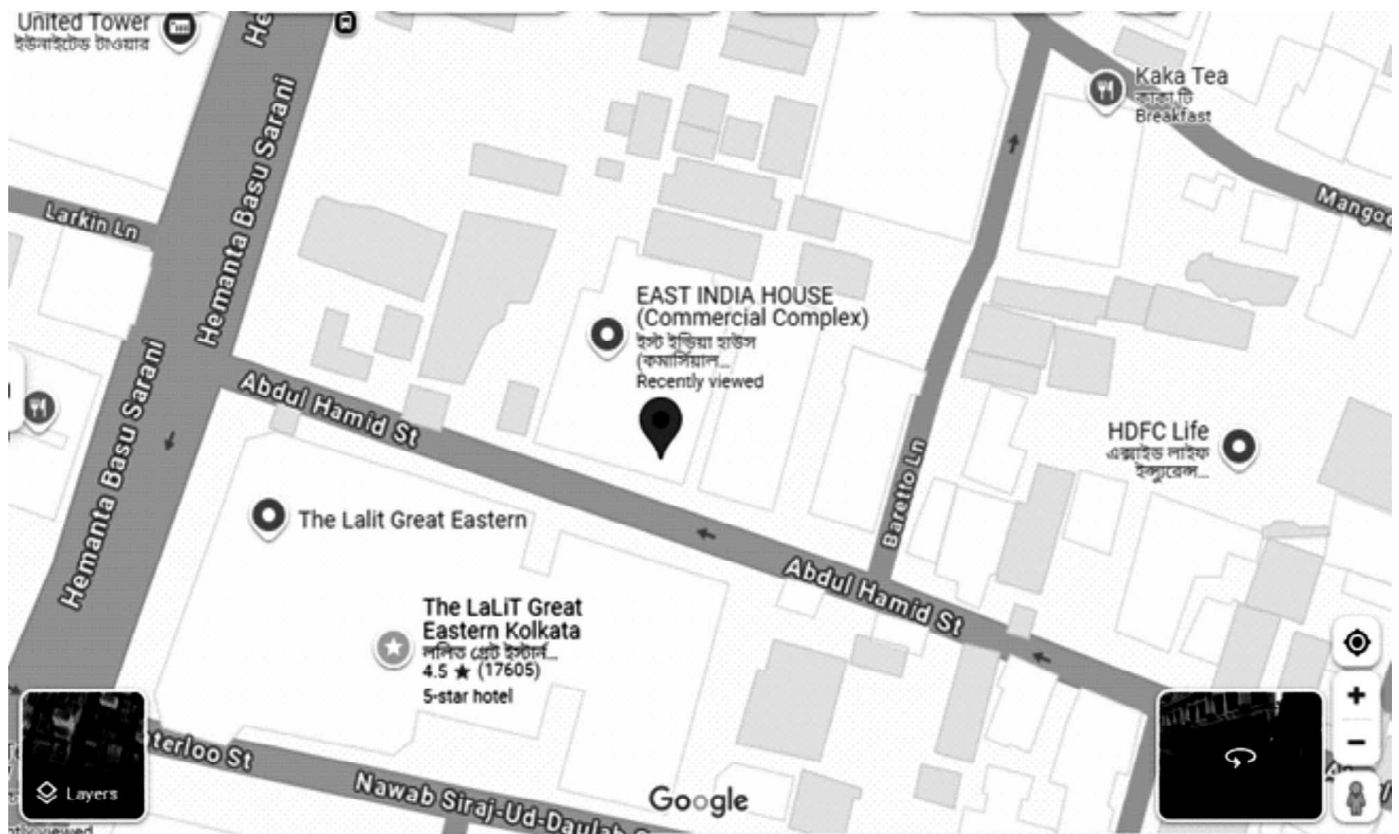
**Sd/-
Rajesh Singhania
Company Secretary
M. No. F7746**

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT IN THE 53RD ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015 & Secretarial Standard-2)

Name of the Director	Mr. Rajendra Kanodia
DIN	00175574
Date of Birth/ Age	February 20, 1957/69 years
Date of First Appointment on the Board of the Company	January 28, 1987
Designation / Category of Director	Whole Time Director
Nationality	Indian
Qualification	Graduate
Brief Resume of Director	He completed his Graduation in Commerce. He has more than 40 years of experience in Tea Plantation, Marketing and Financial. He has been a member of the Board since 28th January, 1987.
Nature of Expertise in Specific Functional Areas	Overall Management
Terms and conditions of appointment	Proposed to be appointed as Whole Time Director for a period of 5 (five) years and shall be liable to retire by rotation.
The Remuneration Last Drawn, (2025-26)	Rs. 16.20 Lakhs per annum
Remuneration sought to be paid	As stated in Explanations Statement for Item No. 4
List of Other Public Companies in which outside Directorship held (excluding in Foreign Companies)	1. The Kharibari Tea Co. Ltd. 2. Terai Infrastructures Ltd. 3. East Indian Produce Ltd. 4. Terai Tea Resorts Ltd. 5. New Darjeeling Union Tea Co. Ltd 6. Sayedabad Tea Co. Ltd.
List of Other listed Companies in which Directorship held	NIL
Chairman/ Member of the Committees of the Board of Directors of Other Companies in which he is a Director (excluding in Foreign Companies)	NIL
Chairman/ Member of the Committees of the Board of Directors of Other Listed Companies	NIL
Disclosure of Relationship between Directors inter-se and Key Managerial Personnel	N/A
No. of shares held including shareholding as beneficial owner	14,700 Equity Shares Held
The number of Meetings of the Board attended during the Financial Year	14 (Forteen)
Name of listed entities from which the person has resigned in the past three years	NIL

Road Map to the Venue of 53rd AGM of “Terai Tea Company Limited”



TERAI TEA COMPANY LIMITED

East India House,
20B, British Indian Street,
2nd Floor,
Kolkata – 700 069

Directors' Report

For the year ended 31st March, 2026

Dear Shareholders,

The Board of Directors of your Company have pleasure in presenting their **53rd Annual Report** on the business and operations of the company together with Audited Financial Statement for the year ended 31st March, 2026.

1. CORPORATE OVERVIEW

Terai Tea Company Ltd. ('Your Company') is a leading Tea Manufacturing Company of West Bengal. The Group has its Corporate Head Quarter at "Agarwala House", Sevoke Road, 2nd Mile, Siliguri, West Bengal-734001.

FINANCIAL SUMMARY

(₹ In Lakhs)

Particulars	STANDALONE		CONSOLIDATED	
	2025-26	2024-25	2025-26	2024-25
Revenue from Operations	8,871.39	10,299.49	8,871.39	10,299.49
Other Income	1,395.24	1,094.93	1,395.40	1,095.46
Total Income	10,266.63	11,394.42	10,266.79	11,394.95
Profit / (Loss) Before Depreciation Financial Cost and Tax	954.88	909.27	954.89	909.31
Less : Financial Cost	324.45	350.08	324.45	350.08
Profit / (Loss) Before Depreciation	630.43	559.19	630.44	559.23
Less : Depreciation	116.71	129.08	116.71	129.08
Profit / (Loss) Before Taxation	513.72	430.11	513.72	430.15
Less : Taxation Expenses				
a) Current Tax	—	4.64	—	4.65
b) Deferred Tax	(425.95)	51.86	(425.95)	51.86
c) Tax Expenses for Earlier Year	(20.25)	5.55	(20.26)	5.55
Profit After Taxation	959.92	368.06	959.93	368.08
Other Comprehensive Income				
Add : Share of Profit/(Loss) in Associate Company	—	—	318.76	585.05
Add: Re-measurement gain/(Losses) from Associate Companies	—	—	(760.23)	—
Other Comprehensive Income, Net of Tax	—	—	(441.47)	585.05
Total Comprehensive Income for the Period	959.92	368.06	518.46	953.13
Basic and Diluted Earnings Per Share	13.95	5.35	7.54	13.86
Paid up Share Capital	687.93	687.93	687.93	687.93
Reserve	9,064.34	8,104.42	15,880.58	15,362.29
Net Worth	9,752.27	8,792.35	16,568.68	16,050.22

2. OVERVIEW OF THE COMPANY PERFORMANCE FINANCIAL REVIEW

The Financial Statement of your Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Indian Accounting Standards (IND AS) and the relevant provisions of the Companies Act, 2013 and rule made therein, as applicable and regulation 48 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accounting Policies have been consistently applied except where a newly issued accounting standards, if initially adopted or a revision to an existing accounting standard requires a change in the accounting Policy. Your Company discloses

unaudited financial results on quarterly basis, which are subjected to limited review, and audited financial results on an annual basis.

Standard Financial Performance:

Some of the Key Highlights of your Company's performance during the year under review are:

- Your Company's turnover is **Rs. 8,871.39 Lacs** as against Rs. 10,299.49 lacs in the previous year.
- The Company has achieved profit before tax during the current financial year of **Rs. 513.72 Lacs** as against Rs. 430.11 lacs in the previous year.
- Net profit after taxation is **Rs. 959.92 Lacs** as against Rs. 368.06 lacs in the previous year.
- Earnings per share is **Rs. 13.95** as against Rs. 5.35 in the previous year.

Directors' Report (Contd.)

Consolidated Financial Performance:

On Consolidated basis, your company has achieved consolidated net profit after tax of **Rs. 518.46 Lacs** as against Rs. 953.13 lacs in the previous year.

3. OPERATIONS REVIEW

During the year under review, the Company's total tea production was at 26.94 Lacs kg. of Black Tea compared to 21.22 Lacs Kg. in last year. The total sales quantity was 26.32 Lacs kg as against 18.10 Lacs kg in last year 2024-25. The average price realization was Rs. 120.99 per kg. against realization of Rs. 161.36 Per kg in previous year. The decrease in tea prices were due to various factors namely higher supply of tea with lower domestic consumptions, quality issues, not sufficient international demand, adverse weather affecting quality of tea, low cost import from neighbour countries etc.

Your Company is engaged in the Manufacturing and Selling of Tea and Trading in Agri Merchandise.

Your Company is having the following units under its fold :

- a) **Bagdogra Tea Estate:** The tea garden is in Terai Region of North Bengal, about 15 kms from Siliguri and Airport. The total grant area is 687.17 acres and has capacity to produces 30 lacs kgs. of made tea annually out of its own leaves and brought tea leaves. Total Tea Production during the year ended 2025-26 is 5.15 Lacs Kg.
- b) **CTC Tea Factory (Terai Tea Factory Unit):** The Company has set up this unit in the month of November 1997 with an objective to produce CTC tea from the green leaf purchased from different suppliers. Total Tea Production during the year ended 2025-26 is 8.65 Lacs Kg.
- c) **Adhikari Tea Factory Unit:** This unit was commissioned on 17th February 2002. The present installed capacity of the unit 25 lacs kgs. of CTC tea per annum. Total Tea Production during the year ended 2025-26 is 13.14 Lacs Kg.

4. SCENARIO AT TEA INDUSTRY

Tea being an agricultural product, the plantation operations are subject to the fluctuating fortunes of weather. The crop yield depends on the climatic conditions to a very large extent. The steps initiated by the management for increasing the crop yields by implementation of improved agricultural practices are not only necessary, but also important for the sustainability of the Industry. Tea continues to be savoured globally and remains the most popular beverage in the country contributing substantially to the country's income by way of foreign exchange

earnings. Indian tea industry provides employment to more than one million people, more than half of whom are women. Tea Industry supports a large population comprising of workers, dependents and others residing in the tea estates. Originally, the tea plantation sector consisted of tea estates with factories to manufacture their teas but over the last decade or so, there has been an emergence of small tea growers and bought leaf factories contributing to almost 50% of the total country's tea production.

India Tea Market is projected to grow at a CAGR of 4.5% between 2024 and 2032. Aided by the growing consumer preference for premium tea products and the increasing prominence of health and wellness beverages, the market is expected to grow significantly by 2032.

Tea is an integral part of India's cultural and social fabric, offering a diverse range of varieties such as Assam, Darjeeling, and Nilgiri, each with its unique flavour profile. Apart from traditional consumption, the market has seen a significant shift towards specialty and health-focused teas, catering to the evolving preferences of health-conscious consumers.

Substantial increase in labour wages, high social cost over most other tea producing countries, high infrastructure costs and increasing energy and other input costs remain the major problems for the Indian Tea Industry. Shortage of labour during peak season in some pockets is also a cause for concern. The Company has made substantial investment in irrigation to minimize the impact on crop due to change in climatic conditions.

Weather is also of prime importance for the industry to achieve desired production levels. Due to erratic weather conditions the production of tea fluctuates within a given range. However, inspite of this scenario the outlook for the tea industry is positive, due to its increasing demand, consumption and acceptance of the same as a wellness drink globally.

5. INDIAN ECONOMY AND STATE OF AFFAIRS

India's economic momentum remains strong, underpinned by resilient domestic demand and sustained macroeconomic stability. In FY2025-26, Real GDP (GDP at Constant Prices) is estimated to reach Rs. 3,23,12,034 crore (US\$ 3.66 trillion), rising from Rs. 2,99,88,619 crore (US\$ 3.55 trillion) in FY2024-25, reflecting a robust growth of 7.70%. At current prices, Nominal GDP is estimated to reach Rs. 3,46,35,638 crore (US\$ 3.92 trillion) in FY2025-26, from Rs. 3,18,07,309 crore (US\$ 3.76 trillion) in the previous year, registering a growth of 8.90%. On the production side, Real Gross Value Added (GVA) is estimated at Rs. 2,94,91,088 crore (US\$ 3.34 trillion), up from Rs. 2,73,36,495 crore (US\$ 3.23

Directors' Report (Contd.)

trillion) in FY 2024–25, indicating a growth of 7.9%, while Nominal GVA is estimated to expand to Rs. 3,14,86,840 crore (US\$ 3.56 trillion) from Rs. 2,88,54,467 crore (US\$ 3.41 trillion), marking a growth of 9.1%. In Q3 FY26, Real GDP was estimated at Rs. 84,64,935 crore (US\$ 957.84 billion) against Rs. 78,40,573 crore (US\$ 927.22 billion) in Q3 FY25. In Q4 FY26, Real GDP increased to Rs. 87,77,104 crore (US\$ 993.16 billion) from Rs. 81,39,598 crore (US\$ 962.58 billion) in Q4 FY25, registering a growth of 7.8%, highlighting continued quarterly momentum.

India is the second-largest producer of tea globally. Indian tea is one of the finest in the world owing to strong geographical indications, heavy investment in tea processing units, continuous innovation, augmented product mix, and strategic market expansion. As of 2022, a total of 6.19 lakh hectares of area was cultivated in India for tea production. India is also among the world's top tea-consuming countries, with 80% of the tea produced in the country consumed by the domestic population. In FY25 (April-January 2025), India's tea production stood at 1,203 million kgs.

Assam Valley and Cachar are the two tea-producing regions in Assam. In West Bengal, Dooars, Terai and Darjeeling are the three major tea producer regions. The southern part of India produces about 17% of the country's total production with the major producing states being Tamil Nadu, Kerala, and Karnataka.

6. SUBSIDIARY & ASSOCIATES COMPANIES

A list of the Subsidiaries/Associates/Joint Ventures as on the 31st March, 2026 are as follows:

I) Subsidiaries:

1. Terai Retailors Private Limited

II) Associates:

1. East Indian Produce Ltd.
2. Abhijit Tea Co Pvt. Ltd.
3. Terai Infrastructures Ltd.
4. Sayedabad Tea Co. Ltd.
5. The Kharibari Tea Co. Ltd.
6. Terai Overseas Pvt. Ltd.
7. Amit Paridhan Pvt. Ltd.
8. New Darjeeling Union Tea Co. Ltd.
9. Terai Ispat & Trading Pvt. Ltd.
10. Terai Financial Services Pvt. Ltd

Performance and Financial Position of Subsidiary and Associates Companies-

I) Subsidiaries:

Terai Retailors Private Limited, wholly-owned subsidiary (WOS)

Terai Retailors Private Limited continues to be the Wholly-Owned Subsidiary (WOS) of the Company.

The Company is engaged in the exploration and expansion of the Real Estate Business in the West Bengal Market.

Your Company is holding 100 % of the equity share capital in Terai Retailors Private Limited.

Some of the Key Highlights during the year under review are: (₹ in Lacs)

Sl.	Particulars	2025-26	2024-25
1	Total Gross Revenue	0.16	0.53
2	Profit before Taxation	0.01	0.03
3	Net Profit after Taxation	0.01	0.03
4	Earnings Per Share	0.03	0.05

II) Associates:

East Indian Produce Ltd:

The Company is engaged in the manufacturing and selling of Tea. This company owns one tea garden namely Lohagarh Tea Estate. The Tea Estate is situated in the foothills of Himalayan range of mountains having plantation areas of 814.37 acres and during the financial year, Company produced 2.95 Lacs kg of Specialty Tea (Green Tea).

Some of the Key Highlights during the year under review are: (₹ in Lacs)

Sl.	Particulars	2025-26	2024-25
1	Total Gross Revenue	824.72	1051.98
2	Profit before Taxation	(48.11)	133.23
3	Net Profit after Taxation	(48.59)	108.85
4	Earnings Per Share	(30.19)	75.23

New Darjeeling Union Tea Co. Ltd.:

The Company is engaged in the manufacturing and selling of Tea. This company is the owner of Kiran Chandra Tea Estate near to Bagdogra Airport, in the District of Darjeeling having an area of 878.41 acres. The Company is owing a Green Tea bought leaf factory within the premises of Kiran Chandra Tea Estate. The combined annual production during the financial year was 9.38 Lacs kg Tea.

Some of the Key Highlights during the year under review are : (₹ in Lacs)

Sl.	Particulars	2025-26	2024-25
1	Total Gross Revenue	2802.89	2064.07
2	Profit before Taxation	1027.75	154.71
3	Net Profit after Taxation	1017.23	141.71
4	Earnings Per Share	2893.15	403.03

Directors' Report (Contd.)

Sayedabad Tea Co. Ltd.:

The Company is engaged in the manufacturing and selling of Tea. This company owns Sayedabad Tea Estate having 1,450 acres of grant area. The Company is also owning a bought leaf factory within the premises of Sayedabad Tea Estate. The combined annual production during the year of 15.37 Lacs Kg. of CTC Tea.

Some of the Key Highlights during the year under review are: (₹ in Lacs)

Sl.	Particulars	2025-26	2024-25
1	Total Gross Revenue	2336.41	2799.67
2	Profit before Taxation	8.29	360.91
3	Net Profit after Taxation	(4.41)	339.37
4	Earnings Per Share	(8.11)	624.07

Abhijit Tea Company Private Ltd.:

The Company is engaged in the manufacturing and selling of Tea and real estate business. This company is owning Raja Tea Estate in the heart of Mal Bazar town in the District of Jalpaiguri having an area of 1482.83 acres. During the financial year, Company produced 6.28 Lacs kg of CTC Tea.

The company has various real estate projects in the city of Siliguri and Falakata town, West Bengal.

Some of the Key Highlights during the year under review are: (₹ in Lacs)

Sl.	Particulars	2025-26	2024-25
1	Total Gross Revenue	1141.30	1618.91
2	Profit before Taxation	(324.88)	380.13
3	Net Profit after Taxation	(324.53)	391.90
4	Earnings Per Share	(2036.33)	2459.29

The Kharibari Tea Company Ltd. :

The Company is engaged in the manufacturing and selling of Tea. The Company owns tea garden namely Sachindra Chandra Tea Estate having an area of 882.09 acres with production capacity of 5 lacs kgs. of made tea per annum. During the Current Financial year, the Company produced 4.51 Lacs kgs. Speciality Tea (Green Tea).

Some of the Key Highlights during the year under review are : (₹ in Lacs)

Sl.	Particulars	2025-26	2024-25
1	Total Gross Revenue	1091.69	1233.95
2	Profit before Taxation	144.12	394.92
3	Net Profit after Taxation	123.28	363.09
4	Earnings Per Share	61.64	181.55

Amit Paridhan Pvt. Ltd. :

The Company is engaged in the Processing and Bleaching of Hosiery Clothes. It is located in Bira, North 24 Paraganas. It started its Commercial Production on 29th June, 2012. It processes approx. 1500 M.T of Fabrics annually. The Company uses state of Art machineries for manufacturing it's Product. The Company produced quality product by way of Job work trading and is supplying to the leading manufacturer of the country.

Some of the Key Highlights during the year under review are: (₹ in Lacs)

Sl.	Particulars	2025-26	2024-25
1	Total Gross Revenue	1019.01	1161.13
2	Profit before Taxation	9.76	5.35
3	Net Profit after Taxation	0.20	16.55
4	Earnings Per Share	0.04	3.41

Terai Infrastructures Ltd. :

The Company's main objective is to deal in real estate business.

Some of the Key Highlights during the year under review are: (₹ in Lacs)

Sl.	Particulars	2025-26	2024-25
1	Total Gross Revenue	2.00	232.00
2	Profit before Taxation	0.02	1.89
3	Net Profit after Taxation	0.51	1.42
4	Earnings Per Share	0.01	0.03

Terai Ispat & Trading Pvt. Ltd.:

The Company is engaged in the trading of various merchandise.

Some of the Key Highlights during the year under review are: (₹ in Lacs)

Sl.	Particulars	2025-26	2024-25
1	Total Gross Revenue	4496.41	1606.50
2	Profit before Taxation	18.33	2.05
3	Net Profit after Taxation	17.78	1.59
4	Earnings Per Share	1.24	0.11

Terai Overseas Pvt. Ltd. :

The company is engaged in the Import, Export and trading of various merchandise.

Directors' Report (Contd.)

Some of the Key Highlights during the year under review are: (₹ in Lacs)

Sl.	Particulars	2025-26	2024-25
1	Total Gross Revenue	1301.70	3,830.05
2	Profit before Taxation	(300.08)	8.39
3	Net Profit after Taxation	(299.55)	6.23
4	Earnings Per Share	(53.09)	1.09

Terai Financial Services Pvt. Ltd.:

This Company is the financial arm of the group engaged in providing financial and investment services.

Some of the Key Highlights during the year under review are: (₹ in Lacs)

Sl.	Particulars	2025-26	2024-25
1	Total Gross Revenue	0.01	0.43
2	Profit before Taxation	(7.41)	0.12
3	Net Profit after Taxation	(7.41)	0.00
4	Earnings Per Share	(8.04)	0.00

Other Reviews

- A. Learned Sole Arbitrator has passed an award in the matter of compensation regarding valuation of trees for the plots of Land abandoned by the defense authorities. Appeals have been filed by the Company as well as by the defence authorities against the award and the same are pending in circuit Bench at Jalpaiguri of the Hon'ble High Court, Calcutta. The matter of rent compensation paid short by the defense authorities is also pending before the Circuit Bench at Jalpaiguri of the Hon'ble High Court, Calcutta.
- B. Kumlai Tea & Industries Ltd.: Our Company has submitted a Resolution Plan in the Corporate Insolvency Resolution Process (CIRP) of Kumlai Tea & Industries Ltd. which is yet to be considered and approved by Committee of Creditors (COC) and the matter is pending for approval before NCLT, Kolkata Bench.

CONSOLIDATED FINANCIAL STATEMENT

In compliance with Section 129(3) of the Companies Act, 2013 and Rules made there under, Indian Accounting Standard (Ind AS) 110 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Consolidated Financial Statement form part of this Annual Report. Consolidated Financial Statement presented by your Company include financial information about its aforesaid Associates and Subsidiary.

DHARANIPUR TEA ESTATE

The specific performance suit is in final hearing before the Hon'ble High Court at Calcutta and your company is hopeful to get the decree in its favour resulting in the revival of the sale deed of Dharanipur Tea Estate executed by the erstwhile owners, Bhowmicks in the year 1991 in favour of your Company. In the meantime, an application under Article 227 of the Constitution of India was filed by your company which is pending now before the Circuit Bench, Jalpaiguri of Hon'ble Calcutta High Court to allow your company to run and manage the said Dharanipur Tea Estate in the district of Jalpaiguri which is being run illegally by 3rd parties.

PROJECTS UNDER THE TEA TOURISM AND ALLIED BUSINESS POLICY 2019

The Company has made separate applications for the two projects, one on 3.20 acres of vacant land of the tea estate and another on 0.83 acres of vacant land. Once the same are sanctioned, your Company will tie up with some developer to develop our hospitality project and shall enter into the agreement with leading Hotel chain for its operation.

Your company has also applied, under the "Tea Tourism Policy" of the Government of West Bengal for a Hospital on 3.60 acres vacant land adjacent to the Bagdogra Airport and also Airforce domestic quarters which was "in-principle" sanctioned by the Screening Committee under Tourism Policy of the Government of West Bengal and further laid down the conditions to construct the approach road through the tea garden land to the proposed hospital and to declare the same as a Public Road by handing over the same to the local Panchayat authorities. Your Company has already constructed the approach road and final sanction is pending only for the NOC from the Airforce authorities.

LAND AT BANGALORE

The company has an agreement to acquire a few plots of land at Bangalore for which arbitration proceedings are pending. All the expenses incurred for the litigation in respect of the said land are considered as deemed cost of land as per the agreement. However, there are remote chances of your Company to succeed in the matter.

COMMERCIAL REAL ESTATE PROJECT

You are aware that the Company has entered into a Development Agreement for establishing a Commercial Real Estate Project (shopping mall) at Sevoke Road, Siliguri on approx. 174 Katha of land in which your Company has a land share of about 32%. The Company is glad to inform that after obtaining all the statutory permissions and also

Directors' Report (Contd.)

sanction plan from the Municipal Corporation, the developer Dwarika Group has already started the full-fledged construction of the project and it was launched for booking on 25th January, 2026. The management is glad to inform that there is overwhelming response of the project.

8. CHANGE IN NATURE OF BUSINESS

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

9. DETAILS OF SUBSIDIARY / JOINT VENTURES/ ASSOCIATES COMPANIES

The Statement in Form AOC-1 containing the salient features of the financial statement of your company's subsidiary and associates pursuant to first proviso to section 129 (3) of the Companies Act, 2013 (Act) read with rule 5 of the Companies (Accounts) Rules, 2014, forms part of the Annual Report as an "Annexure-D". Further, in line with section 129 (3) of the Act read with the aforesaid Rules, SEBI Listing Regulations, 2015 and in accordance with (Indian Accounting Standards) Rules, 2015 (IND AS Rules) of the schedule III of the Companies Act, 2013, Consolidated Financial Statements prepared by your company includes the financial informations of its Subsidiary and Associates Companies.

The policy for determining material subsidiary as approved may be accessed from the Company website at www.teraigroup.com

10. SHARE CAPITAL

The paid-up Equity Share Capital of the Company as at 31st March, 2026 was Rs. 6,87,93,000 divided into 68,79,300 Equity Shares of Rs.10 each. There have not been any changes in the Equity Share Capital of the Company during the financial year ended 31st March, 2026. During the year under review, the Company has neither issued shares with differential voting rights nor issued sweat equity or granted stock options or sweat equity.

11. CHANGE OF REGISTERED OFFICE OF THE COMPANY:

During the year under review, registered office of the Company has been shifted from 10, Government Place (East), Kolkata- 700069 to East India House, 20B, British Indian Street, 2nd Floor, Kolkata - 700069 with effect from 7th April, 2025.

12. DIRECTORS & KEY MANAGERIAL PERSONNEL (KMP) :

During the year under review, following are the changes in the Directors & Key Managerial Personnel (KMP) of the Company:-

Mr. Ajit Kumar Agarwala (DIN: 00265775) was re-appointed as Managing Director for a term of three (3) years w.e.f. 12th August, 2025, subject to shareholders approval at the 52nd Annual General Meeting.

The present Wholetime KMPs of the Company stands as follows –

- Mr. Ajit Kumar Agarwala
- Managing Director (MD)
- Mr. Rajendra Kanodia
- Chief Financial Officer (CFO)
- Mr. Rajesh Singhania
- Company Secretary & Compliance Officer (CS)

None of the Directors of the Company are disqualified as per section 164(2) of the Companies Act, 2013 and rules made thereunder or any other provisions of the Companies Act, 2013. The Directors have also made necessary disclosures to the extent as required under provisions of section 184(1) of the Companies Act, 2013.

13. RETIREMENT BY ROTATION:

Pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Rajendra Kanodia (DIN: 00175574), Non-executive Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible offered himself for re-appointment.

14. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, and the Listing Regulation 17 (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board has carried out an annual evaluation of its own performance, the Directors individually as well as the evaluation of the working of various Committees. The Independent Directors also carried out the evaluation of the Chairman and the Non-Independent Directors, the details of which are covered in the Corporate Governance Report.

Induction and Training of Board Members

The process followed by the Company for induction and training to Board members has been explained in the corporate Governance Report.

15. INDEPENDENT DIRECTOR'S DECLARATION

Pursuant to the provisions of Section 149 of the Companies Act, 2013 ('the Act') and Regulation 25(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations"), the

Directors' Report (Contd.)

Independent Directors have given declarations that they meet the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations.

The Independent Directors have also declared that they have registered their name with the data bank maintained by the Indian Institute of Corporate Affairs as required under the provisions of Section 150 of the Act read with Rule 6(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfill the conditions specified in the Act as well as the Rules made thereunder and are Independent of the management.

16. DIRECTORS RESPONSIBILITY STATEMENT

As required by Section 134(3) (c) of the Companies Act, 2013 your Directors state that

- a) In the preparation of the Annual Accounts for the year ended 31st March, 2026, the applicable accounting standards have been followed with proper explanation relating to material departures, if any;
- b) The Accounting Policies adopted in the preparation of the annual accounts have been applied consistently except as otherwise stated in the Notes to Financial Statements and reasonable and prudent judgments and estimates have been made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2025-26 and of the profit for the year ended 31st March, 2026.
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Annual Accounts for the year ended 31st March, 2026, have been prepared on a going Concern basis.
- e) That proper Internal Financial Control was in place and that the financial controls were adequate and were operating effectively.
- f) That system to ensure compliance with the provisions of all applicable laws was in place and were adequate and operating effectively.

17. COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

Pursuant to provisions of Section 178 of Companies Act, 2013 and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has formulated a Remuneration Policy.

The criteria for identification of the Board Member including that for determining the qualification, positive attributes, independence etc. are summarily given hereunder

- a) The Board Members shall possess appropriate skills, qualification, characteristics and experience. The objective is to have a Board with diverse background and experience in business, government, academics, technology, human resources, social responsibilities, finance, law etc. and in such other area as may be considered relevant or desirable to conduct the Company's business in a holistic manner.
- b) Independent directors shall be persons of integrity and possess expertise and experience and/or someone who the Committee/Board believes could contribute to the growth/ philosophy/ strategy of the Company.
- c) In evaluating the suitability of Individual Board Members, the Committee takes into account many factors, including General Understanding of the Company's business dynamics, Global business, Social Perspective, Educational and Professional Background and Personal Achievements.
- d) Directors should possess high level of personal and professional ethics, integrity and values. Each should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular constituent.
- e) Directors must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust.
- f) The Committee evaluates each individual with the objective of having a group that best enables the success of the Company's business and achieve its objectives.

Directors' Report (Contd.)

18. EXTRACT OF THE ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, the Annual Return as on March 31, 2026 is available on the Company's Website at www.teraigroup.com

19. DETAILS RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is marked as "Annexure-C" which is annexed hereto and forms part of the Directors' Report.

20. DIVIDEND

Considering the financial requirements towards the funding of the ongoing expansion plan, which we believe will enhance the shareholder's value in the long term, no dividend is recommended by the Directors of your company for the year ended 31st March, 2026.

21. TRANSFER TO RESERVE

No amount is proposed to be transferred to General Reserve for the year ended 31st March, 2026.

22. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

23. AUDITORS

STATUTORY AUDITORS

M/s. Saha & Majumder, Chartered Accountants, were appointed as the Statutory Auditors of the Company in the Annual General Meeting held on 24th September, 2022 in terms of Section 139 of the Companies Act, 2013 till the conclusion of Annual General Meeting to be held in 2027.

SECRETARIAL AUDITORS

M/s. Prity Bishwakarma & Co., a Peer Reviewed Firm of Company Secretaries in Practice would continue to hold the office of Secretarial Auditors till the conclusion of the 57th AGM of the Company to be held for the FY 2029-30.

The Secretarial Audit Report (MR-3), issued by M/s. Prity Bishwakarma & Co, for the FY 2025-26, is given in "Annexure B" to this Report.

Our response to observations in the Secretarial Audit Report are as follows :

The Secretarial Compliance Report for the financial year ended 31st March, 2026, in relation to

compliance of all applicable SEBI Regulations / circulars / guidelines issued thereunder, pursuant to the requirement of Regulation 24A of the Listing Regulations, is available on the website of the Company at www.teraigroup.com

COST AUDITORS

Pursuant to Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014 the Board of Directors on the recommendation of the Audit Committee re-appointed M/s. Debabroto Banerjee & Associates, Cost Accountant, Kolkata, as the Cost Auditor of the Company for the year under review relating to manufacturing activities by the Company. The remuneration proposed to be paid to the Cost Auditor requires ratification of the shareholders of the Company. In view of this, your ratification for payment of remuneration to the Cost Auditor is being sought at the ensuing Annual General Meeting.

Mr. Debabrota Banerjee has confirmed that his appointment is within the limits of Section 139 of the Companies Act, 2013 and has certified that he is free from any disqualifications specified under Section 148(5) and all other applicable provisions of the Companies Act, 2013.

INTERNAL AUDITORS

Internal Auditors Based on the recommendation of the Audit Committee and pursuant to the provisions of Section 138 of the Companies Act, 2013, the Board of Directors has re-appointed M/s. Tamakhubala & Associates, Practicing Chartered Accountants, as the Internal Auditors of the Company to conduct the internal audit of the Company for FY 2026-27.

24. AUDITORS' OBSERVATIONS AUDITOR'S REPORT

The notes to the Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments. The Statutory Auditor M/s. Saha & Majumder, Chartered Accountants has submitted an Un-qualified Audit Report for the financial year 2025-26.

25. FINANCE

The present bankers of the Company are Central Bank of India, Bank of India, Union Bank, ICICI Bank and Yes Bank Ltd providing credit facilities to the Company. The Directors express their appreciation for the assistance and co-operation provided by them.

26. CREDIT RATING

The Company continues to have the domestic credit rating of BBB -/stable from CRISIL which means

Directors' Report (Contd.)

sufficient safety with regard to timely payment of financial obligations.

27. INSURANCE

Adequate insurance cover has been taken for properties of the Company including Buildings, Plant and Machineries and Stocks against fire, and other risks as considered necessary.

28. INTERNAL CONTROL SYSTEMS AND AUDIT

Responsibility for the Internal Control system lies with the Board of Directors as a whole, which establishes policies and periodically verifies its adequacy and effective functioning. The internal control system is first of all a "management" tool, in that it is useful and necessary for the Board of Directors, Executive Directors and managers in general for correctly and effectively performing the tasks assigned them. The internal control system permits monitoring of compliance with the rules and procedures governing performance of all the Company's business activities.

Your directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively. The Systems have been laid to ensure that all transactions are executed in accordance with management's general and specific authorization. No assets of the Company are allowed to be used for personal purposes, except in accordance with terms of employment or except as specifically permitted.

Your Company has appointed an Internal Auditor as Independent Auditor who directly reports to Audit Committee of the Board. An Internal Auditor constantly evaluates the risk management and Internal Control system and also suggests the ways to improve the same. The Report of the Internal Auditor facilitates to take corrective action in respective areas and thereby strengthens the controls.

29. PARTICULARS OF EMPLOYEES

The prescribed particulars of remuneration of employees pursuant to Section 134(3) (q) and Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out as "Annexure-C" to the Directors' Report.

30. ENVIRONMENT

The Company is conscious of clean environment and safety operations. It ensures safety of all concerned, compliance with environmental regulations and preservation of natural resources.

31. DISCLOSURE OF PARTICULARS WITH REGARD TO CONSERVATION OF ENERGY, TECHNOLOGY AND FOREIGN EXCHANGES AND OUTGO

The particulars as prescribed under sub-section (3) of the Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, are given at "Annexure A" to the Directors' Report.

32. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

The details of the number of meetings of the Board held during the financial year 2025-26 forms part of the Corporate Governance Report.

33. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In compliance with provisions of Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has framed a Vigil Mechanism/Whistle Blower Policy to deal with unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy, if any. The Vigil Mechanism/Whistle Blower Policy has also been uploaded on the website of the Company www.teraigroup.com

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

There are no material changes and commitment affecting financial position of your Company, which has occurred between the end of the financial year of your Company i.e. March 31, 2026 and the date of this Report.

35. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

In order to comply with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has formulated and implemented a policy on prevention, prohibition and redressal of complaints related to sexual harassment of women at the workplace. All women employees permanent, temporary or contractual are covered under the above policy. An Internal Complaint Committee (ICC) has been set up in compliance with the said Act and no complaint has been received till date. The said policy is available on your Company's website www.teraigroup.com and a link to the said policy has been provided. The Company is committed to provide a safe and conducive work environment to its employees.

Directors' Report (Contd.)

Details of Sexual Harassment Complaints (FY 2025-2026):

Particulars	Number of Complaints
Number of sexual harassment complaints received during the year	Nil
Number of sexual harassment complaints disposed of during the year	Nil
Number of cases pending for more than 90 days	Nil

36. STATEMENT ON COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961

The Company confirms that it complies with all provisions of the Maternity Benefit Act, 1961. All eligible women employees are provided maternity benefits as per the law.

37. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNALS

No significant and material orders has been passed by the Regulators / Courts / Tribunals during the year under review.

38. POLICY ON MATERIALITY OF AND DEALING WITH THE RELATED TRANSACTIONS

The Company's Policy on Materiality of and Dealing with Related Party Transactions was reviewed in order to bring it in conformity with the Listing Regulations. The said policy may be referred to at the Company's website at www.teraigroup.com.

39. OTHER POLICIES

Pursuant to the requirement of Listing Regulations, the Board of Directors has adopted a Policy for Preservation of Documents, Archival Policy and Policy for determining Materiality of Events/ Information. The said policy may be referred to at the Company's website at www.teraigroup.com

40. COMMITTEES OF THE BOARD

The Board of Directors has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

41. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Corporate Social Responsibility (CSR) is not applicable on our Company in terms of section 135 of the Companies Act, 2013. However, the Company continues to support the "**Amit Agarwala Foundation**", a Public Charitable Trust with a vision of creating permanent institutes for use by the needy masses in the field of education, medical facilities and other public utilities and to provide quality services in all such institutes in affordable cost. The following projects are running successfully: -

"**Amit Agarwala Smriti Bhawan**" a multipurpose facility which provides various facilities for attendants of patients admitted at North Bengal Medical College & Hospital.

"**Amit Agarwala Bang Bhawan**" having constructed area 17000 sq. ft. approx. The Bhawan has multifarious facilities for the residents of the underprivileged society of Siliguri.

"**Amit Agarwala Old Age Recreation Centre**" which provided facilities to the weaker and under privileged citizens of the city of Siliguri and entire North Bengal. There is a library and a reading room basically to provide a meeting place for elderly persons, who meet, enjoy company of each other reading newspaper and books etc.

"**Amit Agarwala Table Tennis Academy**" is other charitable units in the in the said center apart from vocational training. The Academy provides Table Tennis coaching under the supervision of one of the renowned coaches of Siliguri.

"**Amit Agarwala School for Blind**" to provide the sphere of education and other activities to blind boys and girls free of cost at Girish Park, Kolkata.

"**Shree Shree Mahamaya Kalibari Naat Mandir, Desbandhu Para**" opposite Amit Agarwala Bang Bhawan.

"**Amit Agarwala Learning Cum Resource Centre**" was established having constructed area of 25000 sq. ft. within the premises of Surya Sen Mahavidyalaya at Siliguri and inaugurated on 15th May 2022. The Centre consists of classrooms, library, common room and other educational facilities.

42. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and Designated Employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and

Directors' Report (Contd.)

prohibits the purchase or sale of Company shares by the Directors and the Designated Employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

The Board of Directors and the Designated Employees have confirmed compliance with the Code. The policy on Prevention of Insider Trading as approved by the Board is uploaded on the Company's website www.teraignroup.com

43. RELATED PARTY TRANSACTIONS

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

Your directors draw attention of the members to Note 34 to the Notes on Accounts to the Financial Statement which sets out related party disclosures.

All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted along with a statement giving details of all related party transactions is placed before the Audit Committee.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website www.teraignroup.com.

44. RISK MANAGEMENT

The Company has laid down the procedures to inform to the Board about the risk assessment and minimization procedures, which shall be responsible for framing, implementing and monitoring the risk management plan of the company.

45. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Details of Loans, Guarantees and Investment covered under the provision of section 186 of the Companies Act, 2013 is given in the Financial Statement forming part of the Annual Report.

46. REPORT ON CORPORATE GOVERNANCE

At Terai Tea, we ensure that we evolve and follow the corporate governance guidelines and best practices diligently, not just to boost long-term shareholder value, but also to respect rights of the minority. We consider it our inherent responsibility to disclose timely and accurate information regarding the operations and performance, leadership, and governance of the Company.

In accordance with Regulation 34 (3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, a Report on Corporate Governance together with Practicing Chartered Accountant Certificate regarding Compliance of Conditions of Corporate Governance are attached as "**Annexure-E**", forming parts of this report.

47. MANAGEMENT DISCUSSION & ANALYSIS REPORT

In accordance with Regulation 34 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 a Management Discussion and Analysis Report is attached as "**Annexure-F**" forming part of this report.

48. BUSINESS RESPONSIBILITY REPORT

In terms of SEBI (LODR) Regulations 2015, Top 1000 listed entities are required to submit as part of their Annual Reports, Business Responsibility Reports, describing the initiatives taken by them from an environmental, Social and Corporate perspective. Your Company does not fall under this Category.

49. THE DETAILS OF AN APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, there were no applications made or proceedings pending in the name of the Company under the Insolvency and Bankruptcy Code, 2016.

50. DETAILS OF THE DIFFERENCE BETWEEN THE VALUATION AMOUNT ON ONE-TIME SETTLEMENT AND THE VALUATION WHILE AVAILING LOAN FROM THE BANKS AND FINANCIAL INSTITUTIONS

During the year under review, there has been no One-Time Settlement (OTS) of Loans taken from Banks and Financial Institutions.

Directors' Report (Contd.)

51. COMPLIANCE WITH THE APPLICABLE SECRETARIAL STANDARDS

Your Company has complied with the applicable Secretarial Standards issued by the Institute of the Company Secretaries of India.

52. FRAUD REPORTING

Pursuant to the provisions of Section 134(3) (ca) of the Companies (Amendment) Act, 2015, no fraud has been reported by the Auditors under sub-section (12) of Section 143 of the Companies Act, 2013 read with Rule 13 of the Companies (Audit and Auditors) Rules, 2014.

53. ACKNOWLEDGEMENT

The Directors would like to convey their sincere gratitude for the invaluable support and collaboration extended to the Company by its diverse stakeholders, including financial institutions, banks, government agencies, and business partners. We are equally thankful for the encouragement and trust shown by our esteemed shareholders.

Additionally, the Directors wish to express their profound appreciation for the dedication, professionalism, and unwavering commitment demonstrated by our employees at every level, whose hard work and enthusiasm have significantly contributed to the Company's success throughout the year.

Registered Office :

East India House
20B, British Indian Street,
2nd Floor, Kolkata 700 069
Date: 13th August, 2026
Place: Kolkata

By order of the Board of Directors
For Terai Tea Company Limited

Sd/-
Ajit Kumar Agarwala
Managing Director
DIN : 00265775

Sd/-
Rajendra Kanodia
Non-Executive Director & CFO
DIN : 00175574

Annexure “A” to the Directors’ Report

The Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, in the manner as prescribed in Rule 8(3) of the Companies (Accounts) Rules, 2014 (Chapter IX)

A. CONSERVATION OF ENERGY

a) Energy Conservation Measures Taken:

- Stove tubes of the Coal Fired Heaters are cleaned on regular basis.
- Nozzles and Fuels Injectors are cleaned regularly.
- Bearings and Machines are checked and greased regularly.
- Fuel Filters and Mobil Filters are replaced regularly.

B. TECHNOLOGY ABSORPTION

Trials were carried out on pruning cycles, growth regulators, optimal fertilizer use etc. The Company is adopting the general expert advices published by TRA.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO (₹ in Lakhs)

Sales (FOB Value) : **NIL** (NIL)

Expenditure (Others) : **NIL** (NIL)

With respect to Conservation of Energy are given in Form-A as attached.

Form-A

Form for Disclosure of Particulars with respect to Conservation of Energy :

Particulars	CURRENT YEAR 31st March, 2026	PREVIOUS YEAR 31st March, 2025
(I) POWER & FUEL CONSUMPTION		
1 ELECTRICITY		
Purchased (Units KWH)	27,21,825	23,97,905
Total Amount (₹ in Lakhs)	271.47	244.98
Rates / Unit (₹ / KWH)	9.97	10.22
Own Generation (Unit / KWH)	N.A.	N.A.
2 COAL		
Quantity (Tonnes)	2,084.89	1,659.70
Total Amount (₹ in Lakhs)	221.12	197.16
Average Rate (₹ / Tonne)	10,606	11,879
3 FURNACE OIL / H.S.D.		
Quantity (Ltrs.)	9,006	6,588
Total Amount (₹ in Lakhs)	8.13	6.04
Average Rate (₹ / Ltrs.)	90.31	91.63
(II) CONSUMPTION PER UNIT OF PRODUCTION		
Total Production of Tea	26,938.07	21,224.85
Electricity (KWH / Qtls)	101.04	112.98
Coal (Qtls. / Qtls)	0.77	0.78
Furnace Oil/H.S.D. (Ltr. / Qtls.)	0.33	0.31

Registered Office :

East India House
20B, British Indian Street,
2nd Floor, Kolkata 700 069
Date: 13th August, 2026
Place: Kolkata

By order of the Board of Directors
For Terai Tea Company Limited

Sd/-
Ajit Kumar Agarwala
Managing Director
DIN : 00265775

Sd/-
Rajendra Kanodia
Non-Executive Director & CFO
DIN : 00175574

Annexure “B” to the Directors’ Report

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

[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
TERAI TEA CO. LTD.
East India House,
20B, British Indian Street, 2nd Floor,
Kolkata - 700069

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TERAI TEA CO. LIMITED** having **CIN: L51226WB1973PLC029009**. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information, explanations, clarifications and representations provided by the Company, its officers and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, subject to the observations stated herein, the Company has, during the audit period covering the financial year ended 31st March, 2026 (“Audit Period”), complied with the statutory provisions listed hereunder and also has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2026 according to the provisions of:

- The Companies Act, 2013 (the Act) and the rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- The 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, as applicable, if any; **Not applicable during the Audit period.**
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act), to the extent applicable to the Company during the Audit Period:
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable during the Audit Period**
- SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- SEBI (Buy-back of Securities) Regulations, 2018 - **Not applicable during the Audit Period;**
- SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not applicable during the Audit Period;**
- SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable during the Audit Period;**
- SEBI (Prohibition of Insider Trading) Regulations, 2015;
- SEBI (Depositories and Participants) Regulations, 2018;
- SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 2025, to the extent applicable in relation to the Registrar and Share Transfer Agent of the Company; **Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent and hence there was no reportable event during the financial year under review.**
- SEBI (Delisting of Equity Shares) Regulations, 2021 - **Not applicable during the Audit Period;**
- Circulars, notifications and guidelines issued there under, to the extent applicable.

2. I have also examined compliance with the applicable clauses/provisions of:

- Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of the Companies Act, 2013; and
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further report that having regard to the compliance system prevailing in the Company, I have relied upon the representation made by the Management, for compliance with the other applicable laws. The Company had identified following other laws as specifically applicable to the Company namely:

- a. Food Safety and Standards Act, 2006,
- b. Essential Commodities Act, 1955
- c. Agricultural Produce (Grading and Marking) Act, 1937
- d. Plantations Labour Act, 1951

- e. Tea Act, 1953
- f. Tea Waste (Control) Order, 1959
- g. Legal Metrology Act, 2009
- h. Tea (Marketing) Control Order, 2003
- i. Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981
- j. The Occupational Safety, Health and Working Conditions Code, 2020.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to the observations stated below:

- Certain penalties relating to alleged delays under the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are reflected on the portal of the Calcutta Stock Exchange Limited ("CSE"). As represented by the Management, the Company has disputed the said penalties and has submitted representations to CSE seeking correction thereof. The matter remained pending before CSE as on the date of this Report. The Company has been advised to pursue the matter with CSE for its early resolution and to ensure timely compliance with the applicable requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Stock Exchange.

I report that the Board of Directors of the Company was duly constituted with proper balance of Executive Director, Non-Executive Director and Independent Directors during the Audit Period. The changes in the composition of the Board of Directors that took place during the Audit Period, including resignation, appointment/regularisation and re-designation of directors, were carried out based on the records, forms and minutes made available for verification.

Adequate notice was given to all directors to schedule the Board and Committee Meetings, agenda and detailed notes on agenda were generally sent in advance, and a system exists for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.

Majority decision was carried through while the dissenting members' views, if any, were captured and recorded as part of the minutes.

I further report that, as represented by the Company and relied upon by me, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the Audit Period, the following specific events/actions having a major bearing on the Company's affairs took place in pursuance of the above-referred laws, rules, regulations, guidelines and standards:

- The Company convened its 52nd Annual General Meeting on 26th September, 2025 and obtained shareholders' approvals, inter alia, for appointment/re-appointment of directors, Adoption of Accounts.
- Re-appointment of Mrs. Shashi Kala Agarwala (DIN: 00260171), who retired by rotation and, being eligible, offered herself for re-appointment.
- Re-Appointment of Mr. Ajit Kumar Agarwala (DIN: 00265775) as the Managing Director of the Company.
- Appointment of M/s. Prity Bishwakarma & Co., Practising Company Secretaries as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years.
- Approval of Remuneration to the Cost Auditor of the Company for the Financial Year 2025-26.

I further report that during the Audit Period there were no instances of:

- Public issue of securities;
- Redemption/buy-back of securities;
- Delisting of equity shares;
- Foreign technical collaboration.

I further report that the compliance by the Company of applicable financial laws, including direct and indirect tax laws, and compliance with Accounting Standards, has not been reviewed in this audit, since the same is subject to review by designated professionals during the course of statutory financial audit and other audits.

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

For Prity Bishwakarma & Co.
(Peer Reviewed Firm)

PRITY BISHWAKARMA

Proprietor
Practising Company Secretary
Membership No. A63580
C. P. No. 27227
Peer Review No. 5738/2024
UDIN : A063580H001105104

Date: 13/08/2026
Place: Kolkata

Annexure “B” to the Directors’ Report (Contd.)

Annexure “A”

To,
The Members
TERAI TEA CO. LTD.
East India House,
20B, British Indian Street, 2nd Floor,
Esplanade, Kolkata - 700069

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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 a test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of account of the Company.
4. Wherever required, I have obtained management representation about compliance of laws, rules and regulations and occurrence of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of management. My examination was limited to the verification of procedures on a 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.

For Prity Bishwakarma & Co.
(Peer Reviewed Firm)

PRITY BISHWAKARMA
Proprietor
Practising Company Secretary
Membership No. A63580
C. P. No. 27227
Peer Review No. 5738/2024
UDIN : A063580H001105104

Date: 13/08/2026
Place: Kolkata

Annexure “C” To Directors’ Report

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

- A. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2025-26, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2025-26:

Sl. No.	Name of Directors	Designation	Remuneration (₹ in Lakhs)	% Increase in Remuneration in the FY 2025-26	Ratio of Remuneration of each Director / remuneration to median of employees
1.	Ajit Kumar Agarwala	Managing Director	60.72	-	1050:1
2.	Shashi Kala Agarwala	Non-Executive & Non-Independent Director	-	-	NA
3.	Rajendra Kanodia	Non-Executive Director & CFO	16.20	8.00%	259:1
4.	Debasis Chakrabarti	Non-Executive Independent Director	-	-	NA
5.	Ratan Kumar Goel	Non-Executive Independent Director	-	-	NA
6.	Dhruv Bajoria	Non-Executive Independent Director	-	-	NA
7.	Rajesh Singhania	Company Secretary & Compliance Officer	16.20	8.00%	259:1

- The median remuneration of employees of the Company during the financial year was Rs. 6,266/-
- In the financial year, there is no change in median remuneration of employees.
- There were 350 permanent employees on the rolls of the Company as on March 31, 2026.
- The average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2025-26 was 11.91% whereas the increase in the managerial remuneration for the same financial year was 2.62%.
- It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Registered Office :

East India House
20B, British Indian Street,
2nd Floor, Kolkata 700 069
Date: 13th August, 2026
Place: Kolkata

By order of the Board of Directors
For **Terai Tea Company Limited**

Sd/-
Ajit Kumar Agarwala
Managing Director
DIN : 00265775

Sd/-
Rajendra Kanodia
Non-Executive Director & CFO
DIN : 00175574

Annexure “D” To Directors’ Report

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part “A”: Subsidiaries

Statement Containing Salient Features of the Financial Statement of Subsidiaries / Associate Companies / Joint Ventures

(Information in respect of each subsidiary to be presented with amounts in Rs)

Sl.	Particulars	Details
1.	Name of the Subsidiary	Terai Retailors Private Limited
2.	The date since when Subsidiary was acquired	19.03.2024
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2025-2026
4.	Reporting Currency and Exchange Rate as on the last date	INR
5.	Share Capital	5,00,000
6.	Reserves & Surplus	3,915
7.	Total Liabilities	20,143
8.	Total Assets	5,24,058
9.	Investment	-
10.	Turnover	-
11.	Profit/ (loss) before taxation	567
12.	Provision for taxation	-
13.	Profit/(loss) after taxation	1,303
14.	Proposed dividend	-
15.	% of shareholding	100%

- Notes :**
- Names of subsidiaries which are yet to commence operations: **Not Applicable.**
 - Names of subsidiaries which have been liquidated or sold during the year: **Not Applicable.**

Part “B”: Associates and Joint Ventures

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

(Amount in ₹)

Sl.	Name of Associates/Joint Ventures	Abhijit Tea Co. Pvt. Ltd.	East Indian Produce Ltd.	Terai Infrastructures Ltd.	The Kharibari Tea Co. Ltd.
1.	Latest Audited Balance Sheet Date	31/03/2026	31/03/2026	31/03/2026	31/03/2026
2.	Shares of Associate/Joint Ventures held by the Company on the year end :-				
	- No.	7,338	63,380	21,84,500	96,937
	- Amount of Investment in Associates/ Joint Venture	3,32,40,230	44,21,863	17,20,000	44,22,000
	- Extent of Holding %	46.04%	21.90%	41.57%	48.47%
3.	Description of how there is significant influence	Associate	Associate	Associate	Associate
4.	Reason why the associate/joint venture is not consolidated	N.A.	N.A.	N.A.	N.A.
5.	Networth attributable to Shareholding as per latest audited Balance Sheet (As per IND AS)	27,12,74,239	5,81,44,996	4,62,14,947	6,06,29,608
6.	Profit / Loss for the year				
	i. – Considered in Consolidation	(1,49,42,620)	(10,64,207)	21,046	59,75,433
	ii. – Not Considered in Consolidation	N.A.	N.A.	N.A.	N.A.

Annexure “D” To Directors’ Report (Contd.)

Part “B”: Associates and Joint Ventures (Contd.)

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

(Amount in ₹)

Sl.	Name of Associates/Joint Ventures	Sayedabad Tea Co. Ltd.	Terai Overseas Pvt. Ltd.	Amit Paridhan Pvt. Ltd.
1.	Latest Audited Balance Sheet Date	31/03/2026	31/03/2026	31/03/2026
2.	Shares of Associate/Joint Ventures held by the Company on the year end			
	- No.	15,070	3,79,585	1,75,000
	- Amount of Investment in Associates/Joint Venture	1,50,700	40,90,435	3,10,000
	- Extent of Holding %	27.71%	30.48%	36.08%
3.	Description of how there is significant influence	Associate	Associate	Associate
4.	Reason why the associate / joint venture is not consolidated	N.A.	N.A.	N.A.
5.	Networth attributable to Shareholding as per latest audited Balance Sheet (As per IND AS)	2,75,76,812	13,16,19,489	1,09,92,521
6.	Profit / Loss for the year			
	- Considered in Consolidation	(1,22,161)	(78,96,662)	7,256
	- Not Considered in Consolidation	N.A.	N.A.	N.A.

(Amount in ₹)

Sl.	Name of Associates/Joint Ventures	Terai Financial Services Pvt. Ltd.	New Darjeeling Union Tea Co. Ltd	Terai Ispat & Trading Pvt. Ltd
1.	Latest Audited Balance Sheet Date	31/03/2026	31/03/2026	31/03/2026
2.	Shares of Associate/Joint Ventures held by the company on the year end			
	- No.	22,554	17,085	7,01,273
	- Amount of Investment in Associates/Joint Venture	22,554	1,24,76,190	22,82,730
	- Extent of Holding %	24.50%	48.59%	49.00%
3.	Description of how there is significant influence	Associate	Associate	Associate
4.	Reason why the associate/ joint venture is not consolidated	N.A.	N.A.	N.A.
5.	Networth attributable to Shareholding as per latest audited Balance Sheet (As per IND AS)	26,37,792	11,42,11,157	7,87,36,209
6.	Profit / Loss for the year			
	- Considered in Consolidation	(3,48,522)	4,94,29,542	8,16,708
	- Not Considered in Consolidation	N.A.	N.A.	N.A.

- Notes :**
- Names of Associates or Joint Ventures which are yet to commence operations : NIL
 - Names of Associates or Joint Ventures which have been liquidated or sold during the year : 2 (Two)
 - M/s. Terai Dooars Tea Co. Private Limited ceased to be an associate Company w.e.f. 30.03.2026.
 - M/s. Jaldacca Tea Plantations Private Limited ceased to be an associate Company w.e.f. 28.01.2026.

For and on behalf of the Board of Directors
For Terai Tea Company Limited

Registered Office :

East India House,
20B, British Indian Street,
2nd Floor, Kolkata – 700 069
Date : 13th August, 2026

Sd/-
Ajit Kumar Agarwala
Managing Director
DIN : 00265775

Sd/-
Rajendra Kanodia
Director & CFO
DIN : 00175574

Sd/-
Rajesh Singhania
Company Secretary
M. No. F7746



Annexure “E” to the Directors’ Report

Report on Corporate Governance

Pursuant to part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 “Listing Regulation.”

1) COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE

“Terai Tea’s” philosophy is based on transparency, professionalism, accountability, integrity, efficient conduct of its operations and in meeting its obligations towards various stakeholders such as Customers, Vendors, Employees, Shareholders and the Society as a whole. Your Board of Directors unequivocally support the principles of Corporate Governance. The Company endeavours to produce quality tea that consistently commands respect, trust and loyalty throughout the world by way of sustained efforts, research and development in plantation and adoption of latest technology. Your Company believes that good Corporate Governance emerges from the application of the best and

sound management practices and compliance with laws coupled with adherence to the highest standards of professionalism and business ethics; great emphasis is placed on values such as empowerment and integrity of its employees, transparency in decision making process, fairness, honesty, accountability in dealings with its dealers, customers, business associates, government and all its stakeholders.

2) BOARD OF DIRECTORS

a) Composition and Category of Directors

The composition of the Board of Directors and also the number of other Board of Directors or Board Committees of Which he/she is a member/ Chairperson are as under :

Name of the Director	DIN	Category	No. of other Directorship Excluding Pvt. & Foreign Companies	No. of Membership/ Chairpersonship held in all Companies
MR. AJIT KUMAR AGARWALA	00265775	Promoter, Executive	6	NIL
MRS. SHASHIKALA AGARWALA	00260171	Promoter, Non-Executive, Non- Independent	5	NIL
MR. RAJENDRA KANODIA	00175574	Non-Executive, Non-Independent	6	NIL
MR. RATAN KUMAR GOEL	01625981	Non-Executive, Independent	2	2
MR. DHARUV BAJORIA	07935582	Non-Executive, Independent	5	6
MR. DEBASIS CHAKRABARTI	10712064	Non-Executive, Independent	0	2

- Pursuant to Regulation 26 of the SEBI Listing Regulations, only memberships of the Audit Committee and the Stakeholders’ Relationship Committee in all Public Limited Companies (including Terai Tea Company Limited) have been considered. Likewise, only chairmanships of these two committees in all public limited companies (including Terai Tea Company Limited) have been taken into account.
- None of the Independent Directors of the Company serve as an independent Director in more than seven listed Companies and where any Independent Director is serving as whole time director in more than three listed companies.
- None of the Directors is a member of more than ten Committees or Chairman of more than five Committees across all Companies.

Annexure “E” to the Directors’ Report (Contd.)

b) Details of Directorship in Listed Companies as on 31st March, 2026

Name of the Director	Name of Listed Company	Category
Shri Ajit Kumar Agarwala	Terai Tea Co Ltd.	Promoter, Executive
Smt. Shashikala Agarwala	Terai Tea Co Ltd.	Promoter, Non-Executive, Non-Independent
Shri Rajendra Kanodia	Terai Tea Co Ltd.	Non-Executive, Non-Independent
Shri Dhruv Bajoria	1. Terai Tea Co Ltd. 2. The Bormah Jan Tea (1936) Limited 3. Teesta Valley Tea Co Ltd. 4. Classique Trade Holdings Ltd. 5. Huldibari Industries & Plantation Co. Ltd.	Non-Executive, Independent Non-Executive, Non-Independent Non-Executive, Independent Non-Executive, Independent Non-Executive, Non-Independent
Shri Ratan Kumar Goel	Terai Tea Co Ltd.	Non-Executive, Independent
Mr. Debasis Chakrabarti	Terai Tea Co Ltd.	Non-Executive, Independent

c) MEETINGS

The table below gives the details of Directors’ attendance at the Board Meetings and at the last Annual General Meeting. Attendance of each Director at the Board Meeting and the last Annual General Meetings (AGM) are as follows:

NAME OF DIRECTORS	NO. OF BOARD MEETINGS HELD	NO. OF BOARD MEETINGS ATTENDED	ATTENDANCE IN LAST AGM
Shri Ajit Kumar Agarwala	14	14	Present
Smt. Shashikala Agarwala	14	14	Present
Shri Rajendra Kanodia	14	14	Present
Shri Dhruv Bajoria	14	11	Present
Shri Ratan Kumar Goel	14	14	Present
Shri Debasis Chakrabarti	14	11	Absent

d) During the year under review, 14 (Forteen) Board Meetings were held. The maximum time-gap between any two meetings did not exceed 120 Days. The dates on which meetings were held are given below:

2nd April, 2025	7th June, 2025	25th October, 2025	10th March, 2026
7th April, 2025	8th July, 2025	14th November, 2025	30th March, 2026
20th May, 2025	13th August, 2025	28th January, 2026	-
30th May, 2025	6th September, 2025	13th February, 2026	-

e) SEPARATE MEETINGS OF INDEPENDENT DIRECTORS

Independent Directors meeting was held on 13th February, 2026 without the presence of the Managing Director and other Non-Executive, Non-Independent Directors. The meeting was attended by all the Independent Directors and enabled them to:

- Review the performance of Non-Independent Directors and the Board as a whole.
- Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors.
- Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Annexure “E” to the Directors’ Report (Contd.)

The composition and the attendance of Directors at these meetings are under :

NAME	No. of Meetings Attended
Mr. Dhruv Bajoria *	1
Mr. Debasis Chakrabarti	1
Mr. Ratan Kumar Goel	1

*Mr. Dhruv Bajoria was unanimously elected as the Chairman of the Meeting.

f) Disclosure of relationship between Directors:

No Director is related to any other Directors on the Board in term of definition of relatives given under the Companies Act, 2013, except Smt. Shashikala Agarwala who is the wife of Shri Ajit Kumar Agarwala.

g) Number of Shares held by Non-Executive Directors as on 31st March, 2026

NAME OF DIRECTORS	CATEGORY	No. of Share Held
Smt. Shashikala Agarwala	Non-Executive, Non-Independent Director and Promoter (Women Director)	20,26,300
Shri Rajendra Kanodia	Non-Executive, Non-Independent Director	14,700
Shri Dhruv Bajoria	Non-Executive and Independent Director	—
Shri Ratan Kumar Goel	Non-Executive and Independent Director	—
Shri Debasis Chakrabarti	Non-Executive and Independent Director	—

Note:-Company has not issued any convertible instruments/ securities during the f.y. 2025-26

h) Familiarizations Programme for IDs

i) Induction & Training of Board Members

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through a formal induction program including the presentation from the Chairman/the Managing Director on the Company’s manufacturing, marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. The induction for Independent Directors include interactive sessions with Executive Committee Members, Business and Functional Heads, visit to the manufacturing site, etc. On the matters of specialised nature, the Company engages outside experts/ consultants for presentation and discussion with the Board members.

ii) Familiarisation Programmes for Independent Directors

Independent Directors have been explained about their roles, rights, responsibilities in the Company through detailed presentations on the changes in backdrop of Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The Board including all Independent Directors were provided with relevant documents, reports and internal policies to enable them to familiarise with the Company’s procedures and practices from time to time. Updates on relevant statutory changes on laws concerning the Company are informed to the entire Board on regular intervals. The Independent Directors are facilitated to meet without the presence of the Company’s management to discuss matters pertaining to the Company’s affairs. The Board including Independent Directors is also updated periodically on Related Party Transactions and the irrational, Litigation update, various Policies and Standard Operating Procedures of the Company, Entity Level Risk, Risk Mitigation Plans, etc.

The details of such familiarization programs for Independent Directors are posted on the website of the Company and can be accessed at www.teraigroup.com.

iii) Skills/Expertise/Competence of the Board of Directors

Matrix setting out the list of skills/expertise/competence identified by the board of directors as required in the context of the Company’s business (es) and sector(s) for it to function effectively and those actually available with the board are given in below:

Annexure “E” to the Directors’ Report (Contd.)

- i) List of skills/expertise/competence identified by the board of directors as required in the context of the Company’s business (es) and sector(s):

Part A : Collective Skills		
Skill Area	Description	Skill/expertise/competence available with the Board
Strategy and Planning	Ability to think strategically; identify and critically assess strategic opportunities and threats. Develop effective strategies in the context of the strategic objectives of Terai Tea Co. Ltd. relevant policies and priorities.	Yes
Policy Development	Ability to identify key issues and opportunities for Terai Tea Co. Ltd. and develop appropriate policies to define the parameters within which the organisation should operate.	Yes
Governance, Risk and Compliance	Experience in the application of corporate governance principles in a commercial enterprise or other regulated entity.	Yes
	Ability to identify key risks to Terai Tea Co. Ltd. in a wide range of areas including legal and regulatory compliance.	Yes
	Experience in the appointment and evaluation of senior executive managers.	Yes
Financial Performance	Qualifications and experience in accounting and / or finance and the ability to:	
	• Analyse key financial statements;	Yes
	• Critically assess financial viability and performance;	Yes
	• Contribute to strategic financial planning;	Yes
	• Oversee budgets and the efficient use of resources;	Yes
	• Oversee funding arrangements and accountability.	Yes
Government Relations (policy & process)	Experience in managing government relations and industry advocacy strategies.	Yes
Member and Stakeholder Engagement	High level reputation and established networks in the consumer or business groups, and the ability to effectively engage and communicate with key stakeholders.	Yes
Commercial Experience	A broad range of commercial/business experience, in areas including communications, marketing, branding and business systems, practices and improvement.	Yes
Legal	Qualification and experience in legal practice with emphasis on:	
	• Tea Industry	Yes
	• Employment Law	Yes
	• Health & Safety Legislation	Yes
Human Resource Management	Qualification and experience in human resource management with an understanding of:	
	• Tea Industry	Yes
	• Employment Law	Yes
Information Technology / Digital Skills	Qualification and Experience in IT Digital skills with an ability to apply new technology to the Tea Industries.	Yes

Annexure “E” to the Directors’ Report (Contd.)

Part B : Collective Skills		
Skill Area	Description	Skill/expertise/ competence available with the Board
Integrity (ethics)	A commitment to:	
	• Understanding and fulfilling the duties and responsibilities of a Director, and maintaining knowledge in this regard through professional development;	Yes
	• Putting Terai Tea Co. Ltd. interests before any personal interests;	Yes
	• Acting in a transparent manner and declaring any activities or conduct that might be a potential conflict;	Yes
	• Maintaining Board confidentiality at all times.	Yes
Effective Communicator	• The ability to: • Listen to, and constructively and appropriately debate, other people’s viewpoints;	Yes
	• Develop and deliver cogent arguments;	Yes
	• Communicate effectively with a broad range of stakeholders.	Yes
Constructive Questioner	The preparedness to ask questions and challenge Terai Tea Co. Ltd. management and peer Directors in a constructive and appropriate way about key issues.	Yes
Contributor and Team Player	The ability to work as part of a team, and demonstrate the passion and time to make a genuine and active contribution to the Terai Tea Co. Ltd. Board.	Yes
Commitment	A visible commitment to the purpose for which the Company has been established and operates, and its ongoing success.	Yes
Leader	Innate leadership skills, including the ability to:	
	• Appropriately represent Terai Tea Co. Ltd.	Yes
	• Set appropriate Board and organisation culture;	Yes
	• Make and take responsibility for decisions and actions.	Yes

j) Skill / Expertise / Competence of the Board of Directors:

- **Shri Ajit Kumar Agarwala, Managing Director:**
He is one of our Promoters. He completed his Graduation in Arts & Doctor of Philosophy in Business Management from Burkes University, U.K. He has more than 40 years experience in Tea Plantation, Marketing Business and Financial Business and is responsible for overall operations of our Company.
- **Smt. Shashikala Agarwala, Non-Independent, Non-Executive:**
She is one of our promoters. She completed her Graduation in Arts. She has more than 40 years experience in Tea Plantation, Marketing Business and Financial Business and she has been member of our Board since 28 January 1987.
- **Shri Rajendra Kanodia, Non-Independent, Non-Executive:**
He has been a member of our Board of Directors since 28 January 1987. He completed his Graduation in Commerce. He has more than 33 years experience in Tea Plantation, Marketing Business and Financial Business.
- **Shri Debasis Chakrabarti, Independent, Non-Executive:**
He has been a member of our Board of Directors since 25th July 2024 and an Independent Director and Chairman of Stakeholders Committee of the Company. He is an institution by himself having achieved all heights in medical science and who has devoted his life for care of the sick people.
- **Shri Ratan Kumar Goel, Independent, Non- Executive:**
He has been a member of our Board of Directors since 9th December, 2022 and an Independent Director and Chairman of Nomination & Remuneration Committee of the Company with wide experience in Manufacturing and trading of various commodities. He holds his expertise in Marketing and Administration, which is one of the major requirement for excellence for being a board member.
- **Shri Dhruv Bajoria, Independent, Non- Executive:**
He has been a member of our Board of Directors since 9th December, 2022 and an Independent Director and Chairman of Audit Committee of the Company. He has several years of experience in Tea Industry. He has also undergone a training of tea testing course of 6 months under Parcon India Pvt. Ltd. in the year 2018. He holds his expertise in accounts and finance, which is one of the major requirement for excellence for being a board member.

Annexure “E” to the Directors’ Report (Contd.)

k) Confirmations of the Board Regarding Independent Directors

In the opinion of the Board, the Independent Directors fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

l) Resignation of Independent Directors before the expiry of his/her tenure

None of the Independent Director has resigned before the expiry of his/her tenure.

m) Details of Directors seeking appointment / reappointment

The details of Directors seeking appointment / reappointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in Annexure to the Notice calling Annual General Meeting.

3) AUDIT COMMITTEE

The constitution of Audit Committee is as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act, 2013.

a) Composition, Meeting and Attendance during the year

The terms of reference, role and scope of Audit Committee are in line with the provisions of Section 177 of the Companies Act, 2013 and Regulations 18 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The Audit Committee of the Board, inter alia, provides reassurance to the Board on the existence of an effective internal control environment.

The Audit Committee is constituted by Three Non-Executive Independent Directors (NEID), all of whom are financially literate and they have accounting or related financial management expertise. The Company Secretary acts as the Secretary of the Audit Committee. During the year, 4 (Four) meetings of the Audit Committee were held on May 30, 2025, August 13, 2025, November 14, 2025 and February 13, 2026. The maximum time gap between any two consecutive meetings did not exceed 120 Days. Moreover, the quorum of minimum 2 (Two) Independent Directors, as required by the Listing Regulations, was present in all the meetings of the Audit Committee held during the year. The constitution of the Committee, number of meetings held and attendance of the members are given below:

Names of the Directors	Position Held	Period of Membership	Category	No. of Meetings	
				Held	Attended
Mr. Debasis Chakrabarti	Member	From 26th July, 2024	Independent, Non-Executive	4	4
Mr. Ratan Kumar Goel	Member	From 9th December, 2022	Independent, Non-Executive	4	4
Mr. Dhruv Bajoria	Chairman	a) From 9th December, 2022 - As Member. b) From 13th January, 2023 - As Chairman	Independent, Non-Executive	4	4

b) Terms of Reference:

The Audit Committee functions as a bridge between the administration of the Company and its Board in all financial and accounting matters including budget. The terms of reference for Audit Committee include:

- The recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Review and monitor the auditor’s independence and performance, and effectiveness of audit process;
- Examination of the financial statement and the auditors’ report thereon;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;

(vii) Evaluation of internal financial controls;

(viii) Monitoring the end use of funds raised through public offers and related matters.

c) Statutory Audit Observations

While reviewing the financial records for the year under report, the Audit Committee took note that there were no observations of the Statutory Auditors.

4) STAKEHOLDERS RELATIONSHIP COMMITTEE

a) Composition & Terms of Reference

The Stakeholders Relationship Committee is constituted as per Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 178 (5) of the Companies Act, 2013. Stakeholders Relationship Committee comprises of Three (3) Non-Executive Independent Directors. The Committee additionally monitors the relationship with Stakeholders including Shareholders, Employees, Customers, Vendors,

Annexure “E” to the Directors’ Report (Contd.)

Government and Society. Shareholders’ complaints and grievances are reviewed in detail by the Committee and prompt and effective directions are given to the Registrars for proper disposal. During

the Financial Year 2025-26 the Company has not received any complaint from the Shareholders / Investors of the Company and no queries are pending to be resolved as on date.

Status of Investors’ Complaints :	
Number of complaints received during the year	Nil
Number of complaints resolved up to 31st March, 2026	Nil
Number of complaints not solved to the satisfaction of shareholders	Nil
Number of complaints pending as on 31st March, 2026	Nil

Composition, Meeting and Attendance during the year

During the financial year 4 (Four) meeting of the Stakeholders Relationship Committee were held on May 30, 2025, August 13, 2025, November 14, 2025 and February 13, 2026 for the year ended 31st March, 2026 and attendance of the members are given below :

Names of the Directors	Position Held	Period of Membership	Category	No. of Meetings	
				Held	Attended
Mr. Debasis Chakrabarti	Chairman	From 26th July, 2024	Independent, Non-Executive	4	4
Mr. Ratan Kumar Goel	Member	From 9th December, 2022	Independent, Non-Executive	4	4
Mr. Dhruv Bajoria	Member	From 9th December, 2022	Independent, Non-Executive	4	4

The Company Secretary acts as the Secretary to the Committee. The minutes of each SRC meeting are placed in the next meeting of the Board.

5) NOMINATION AND REMUNERATION COMMITTEE

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

a) Composition:

The Nomination & Remuneration Committee of the Company comprises of 3 (Three) Non-Executive Independent Directors and the Company Secretary acts as the Secretary of the Nomination & Remuneration Committee.

b) Terms of Reference:

This Committee recommends and reviews the Compensation packages, commission payable to Directors/ Executives and Managing Director of the company, thereof within the limit approved by the shareholders from time to time.

c) The Composition, Attendance of the Nomination & Remuneration Committee Meeting:

During the financial year 2 (Two) meetings of Nomination and Remuneration Committee were held on 30th May, 2025 & 13th February, 2026 and attendance of the members are given below :

Names of the Directors	Position Held	Period of Membership	Category	No. of Meetings	
				Held	Attended
Mr. Debasis Chakrabarti	Member	From 26th July, 2024	Independent, Non-Executive	2	2
Mr. Ratan Kumar Goel	Chairman	a) From 9th December, 2022 - As Member. b) From 13th January, 2023 - As Chairman	Independent, Non-Executive	2	2
Mr. Dhruv Bajoria	Member	From 9th December, 2022	Independent, Non-Executive	2	2

The Company Secretary acts as the Secretary to the Committee. The minutes of each NRC meeting are placed in the next meeting of the Board.

Annexure “E” to the Directors’ Report (Contd.)

d) Remuneration Policy

Remuneration policy of Terai Tea Co. Ltd. comprising members of the Board of Directors (“Board”), Key Managerial Personnel and the Senior Management Personnel of the Company.

The objective of the remuneration policy is to enable the Company to attract, motivate, and retain qualified industry professionals for the Board of Management and other executive level in order to achieve the Company strategic goals. The remuneration policy acknowledges the internal and external context as well as the business needs and long term strategy. The policy is designed to encourage behavior that is focused on long-term value creation, while adopting the highest standards of good Corporate Governance.

e) Evaluation of the Board’s Performance

During the financial year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and Individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues, etc. Separate exercise was carried out to evaluate the performance of individual Director, including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgement safeguarding of minority shareholders interest, etc. The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and Non-independent Directors were carried out by the Independent Directors. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

f) Performance evaluation criteria for Independent Directors

The criteria for performance evaluation cover the areas such as Qualifications, Experience, Knowledge and Competency, Fulfilment of functions, Ability to function as a team, Initiative, Availability and Attendance, Commitment, Integrity, Preparedness for the Meeting, Staying updated on developments, Active participation at the meetings, Constructive contribution, Engaging with and challenging the management team without being confrontational or obstructionist, Speaking one’s mind and being objective, Protection of interest of all stakeholders, Independence and Independent views and Judgement. The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Director being evaluated based on the above evaluation criteria laid down by the Nomination and Remuneration Committee. The Board expressed that each of the Independent Director continued to perform effectively.

Particulars of Senior Management

Details of Senior Management Personnel as on March 31, 2026 as defined under Regulation 16(1)(d) of SEBI (LODR) Regulations, 2015 are as follows:

Sl.	Name	Designation
1.	Mr. Rajendra Kanodia	Chief Financial Officer
2.	Mr. Rajesh Singhanian	Company Secretary & Compliance Officer

6) REMUNERATION OF DIRECTORS

a) Remuneration of Executive Director

The Committee recommends to the Board remuneration of Executive Directors subject to approval by the Members and such other authorities, as may be necessary. While recommending the remuneration, the Committee considers various factors such as qualifications, experience, expertise, position, leadership qualities, prevailing remuneration in the industry, volume of the Company’s business and profits earned by it and the responsibilities taken by the director concerned. The remuneration is within the limits as prescribed under Section 197 and Schedule V of the Act and Rules made there under. Executive Directors are not paid sitting fees for attending the Meetings of the Board and its Committees thereon. The details of remuneration paid to Executive Directors during the financial year 2025-26 are as: -

Name of the Director	Category	Gross Salary (₹ in Lacs)	Value of Perquisites (₹ In Lacs)	No. of Shares Held as on 31.03.2026
Mr. Ajit Kumar Agarwala	Managing Director (DIN:00265775)	60.00	0.72	25,76,800

b) Criteria of making payments to Non-Executive Directors

With changes in the Corporate Governance norms brought by the Companies Act, 2013 as well as the Listing Regulations, the role of Non-Executive Directors particularly the Independent Directors and the degree and quality of their engagement with the Board and the Company has undergone significant changes. The Company is being hugely benefited from their expertise, advice and inputs. They devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give valuable advice, suggestions and guidance to the management of the Company from time to time.

Annexure “E” to the Directors’ Report (Contd.)

The Company believes that remuneration paid to its Non- Executive Independent Directors should be reflective of the size of the Company and complexity of the Sector/ Industry/Company’s operations and should be consistent with recognized best practices. Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company, taking into consideration the challenges faced by the Company and its future growth imperative. There is no other pecuniary relationship or transaction of Non-Executive Directors with the Company which has potential conflicts with the interest of the Company at large.

Contribution of the Non-Executive Directors in Board and Committee Meetings, time devoted by them, participation in strategic decision making, timely guidance to the Board on important policy matters of the Company, performance of the Company and industry practices and benchmarks forms the main criteria for determining payments to Non- Executive Directors.

c) Sitting fees

Independent Directors are paid a sitting fees of 20,000/- for the meeting attended during the financial year 2025-26. These fees have been decided taking into consideration the extend of business transacted at various meetings.

7) GENERAL BODY MEETINGS

a) Annual General Meeting :

Date and Time of Annual General Meetings held during the preceding Three (3) years are as follows:

LOCATION	DATE	TIME
East India House, 20B, British Indian Street, 2nd Floor, Kolkata – 700 069	September 26, 2025	10.30 A.M.
10, Government Place (East) , Kolkata – 700 069	September 30, 2024	10.30 A.M.
10, Government Place (East) , Kolkata – 700 069	September 29, 2023	10.30 A.M.

b) Special Resolution passed in the last three AGM:

- In the AGM on 26th September, 2025: One Special Resolutions was transacted under the provisions of Section 196 of the Companies Act, 2013.
- In the AGM on 30th September, 2024: Two Special Resolutions was transacted under the provisions of Section 196 & 149 of the Companies Act, 2013.
- In the AGM on 29th September, 2023: No Special Resolution was transacted at the meeting as per Companies Act, 2013.

c) All the resolutions set out in the respective notices were passed by the shareholders.

d) During the F.Y. 2025-26 no resolutions were passed by the Company by means of Postal Ballot.

8) MEANS OF COMMUNICATION:

Quarterly / Half-yearly report	The Result of the Company are published in the News-Paper and uploaded on the Website of the Company
Any website, where displayed	Yes, at www.teraigroup.com
Whether, it also displays official news releases	No
The presentations made to institutional investors the analysts	No
Newspapers in which results are normally published	“Echo of India” in English and published in “Arthik Lipi in Bengali.
Whether Management Discussion & Analysis Report is a part of Annual Report or not	Yes

9) SHAREHOLDER INFORMATION:

a) Annual General Meeting

Date	Wednesday, September 30, 2026
Time	10.30 A.M.
Venue	TERAI TEA CO. LTD. “East India House” 20B, British Indian Street, 2nd Floor, Kolkata-700 069

Annexure “E” to the Directors’ Report (Contd.)

b) Financial Year

April, 2025 - March, 2026

c) Dividend Payment Date

The Board has not recommended any Dividend on Equity Shares for the financial year ended on 31st March, 2026.

d) Financial Calendar (Tentative and subject to change)

Particulars	Date of Board Meeting for Approval
Annual Accounts for 2025-26	May, 2026
Financial results for First Quarter	August, 2026
Financial results for Second Quarter	November, 2026
Financial results for Third Quarter	February, 2027
Financial Result for the year ended	May, 2027

e) Book Closure

Books shall remain closed from **Thursday, September 24th, 2026 to Wednesday, September 30th, 2026** (both days inclusive)

f) Listing in Stock Exchange

i) The Equity Shares of the Company are listed with the following stock exchanges:

The Stock Exchange	Stock Code
Bombay Stock Exchange Limited (BSE) Phiroza Jeejeebhoy Tower, 25th Floor Dalal Street, Mumbai-400 001	530533
Calcutta Stock Exchange Association Limited (CSE) 7, Lyons Range, Kolkata-700001	30105
ISIN Number for NSDL/CDSL	INE 390D01011
CIN No	L51226WB1973PLC029009

The Company has paid Annual Listing fees to Bombay Stock Exchange for the year 2026-27.

g) Depositories :

Name of Depositories	Address of Depositories
National Securities Depository Ltd. (NSDL)	Trade World, “A” Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg Lower Parel, Mumbai-400001
Central Depository Services Ltd. (CDSL)	Phiroza Jeejeebhoy Tower, 28th Floor, Dalal Street, Mumbai - 400 001

The annual custody / issuer fees for the Financial Year 2026-27 have been paid to both, NSDL and CDSL.

h) Demat ISIN Numbers:

NSDL	ISIN INE 390D01011
CDSL	ISIN INE 390D01011

Registrar and Share Transfer Agents	Maheshwari Datamatics Pvt. Ltd. 23, R. N. Mukherjee Road, 5th Floor, Kolkata-700001 Tel. (033) 2248-2248, 2343-5029 E-mail : mdpldc@yahoo.com
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i) Share Transfer System

The request for the transfer of shares held in physical mode should be lodged at the Company’s Registrar Share Transfer Agents, Maheshwari Datamatics Pvt. Ltd. The Board of Directors has unanimously delegated the powers of share transfer, transmission, sub-division and consolidation to a Share Transfer Committee in order to expedite transfer, transmission, etc in the physical form. Share transfers are registered and returned in normal course within an average period of 15 days, if the transfer documents are found technically in order and complete in all respects.

Annexure “E” to the Directors’ Report (Contd.)

j) **Shareholding as on March 31, 2026:**
Distribution of Shareholding as on 31st March, 2026

No. of Shares Held	No. of Holders	% of Holders	No. of Shares	% of Capital
Upto 500	2124	92.11	1,70,430	2.48
501-1000	89	3.86	69,114	1.00
1001-2000	27	1.17	40,583	0.59
2001-3000	16	0.69	40,420	0.59
3001-4000	18	0.78	61,746	0.90
4001-5000	3	0.13	13,701	0.20
5001-10000	12	0.52	81,483	1.18
10001 and above	17	0.74	64,01,823	93.06
Total	2306	100.00	68,79,300	100.00

Shareholding Pattern as on 31st March, 2026

Name of the Shareholders	No. of Shares Held	% Holding
Promoter & Promoter Group	51,03,101	74.18
Non-Promoters Holding		
- Financials Institutions	Nil	Nil
- Bodies Corporate	11,39,749	16.57
- NRI/Foreign Company	5,220	0.07
- Clearing Member	3,235	0.05
Indian Public	6,27,995	9.13
Total	68,79,300	100

k) **Dematerialization of Shares and Liquidity as on 31st March, 2026**

Particulars of Shares	Equity Shares of ₹ 10 Each	
	Number	% of Total
Dematerialized Form		
a) NSDL	56,65,080	82.35
b) CDSL	11,55,690	16.80
Sub Total	68,20,770	99.15
Physical Form	58,530	0.85
Total	68,79,300	100.00

l) **Outstanding GDRs/ ADRS/Warrants or any Convertible Instruments:**

No GDRS/ADRS/Warrants or Convertible Instruments are issued during the year.

m) **Details of Public Funding Obtained in Last Three Years:**

No capital has been raised by way of public funding in past three years.

n) **Plant Locations:**

Bagdogra Tea Estate	P.O. Bagdogra, Dist. Darjeeling, West Bengal
Terai Tea Factory Unit	P.O. Kharibari, Dist. Darjeeling, West Bengal
Adhikari Tea Factory	P.O. Adhikari, Dist. Darjeeling, West Bengal

Annexure “E” to the Directors’ Report (Contd.)

o) Insider trading Regulation

The Company adopted a code of internal procedures for prevention of any unauthorized trading in the shares of the Company by insiders, as required under SEBI (Prohibition of Insider Trading) Regulations, 2015. The Company has in existence a Structured Digital Database as mandated under the above regulations.

p) Address for Correspondence:

Any assistance regarding share transfer and transmission, change of address, non- receipt of share certificate/ duplicate share certificate, demat and other matters and for redressal of all share-related complaints and grievances, the Members are requested to write to or contact the Registrar & Share Transfer Agents or the Share Department of the Company for all their queries or any other matter relating to their shareholding in the Company at the addresses given below:

1. The Company's Registered Office :	TERAI TEA COMPANY LIMITED East India House 20B, British Indian Street, 2nd Floor, Kolkata- 700 069 Tele: (033) 4064-5789 Email: teraitea@gmail.com Website: www.teragroup.com
2. Registrar and Share Transfer Agent :	Maheshwari Datamatics Pvt. Ltd. 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001 Tel. (033) 2248-2248, 2343-5029 E-mail : mdpldc@yahoo.com
3. Compliance Officer :	Mr. Rajesh Singhania TERAI TEA COMPANY LIMITED East India House, 20B, British Indian Street, 2nd Floor, Kolkata- 700 069. Tele : (033) 4604-5789 E-mail : teraitea@gmail.com Website : www.teragroup.com

q) Credit Rating by Crisil Ratings Ltd.

Crisil Ratings Ltd. had reviewed and reaffirmed the Credit rating of Crisil A3 to Short Term Bank Facilities and Crisil BBB- / Stable to Long Term Bank Facilities of the Company.

10) OTHER DISCLOSURES:

a) Disclosure on Materially Significant Related Party Transactions :

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and under Listing Regulation, during the financial year were in the ordinary course of business and on an arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosures as required by the Accounting Standards (AS18) have been made in the Note No. 34 to the Financial Statements.

The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and may be accessed at the link www.teragroup.com

b) Details of Non-Compliance by the Company, Penalties, Structures Imposed on the Company by the Stock Exchanges, SEBI or any Statutory Authority on any matter related to Capital Markets:

The Company has complied with all the requirements of the Listing Regulations, with the Stock Exchanges as well as regulations and guidelines of SEBI. No penalties or structures were imposed by SEBI, Stock Exchanges or any authority on matters relating to Capital Markets during the last three years.

c) Vigil Mechanism/Whistle Blower Policy:

In compliance with provisions of Section 177(9) of the Companies Act, 2013, the Company has framed a Vigil Mechanism/ Whistle Blower Policy and the same has also been placed in the website of the Company. None of the employees of the Company has been denied access to the Audit Committee.

d) Details of Compliance with Mandatory Requirements and adoption of Non-Mandatory Requirements :

The Company has complied with all the applicable mandatory requirements. The Company has not adopted the non-mandatory requirements of the Listing Agreement.

e) Policy for determining 'Material' Subsidiaries

The Company has laid policy for determining 'material' subsidiaries as defined in Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is displayed in the website of the Company at <http://www.teragroup.com>.

Annexure “E” to the Directors’ Report (Contd.)

f) Policy on Materiality of and Dealing with Related Party Transactions

Related Party Transactions can present a potential or actual conflict of interest which may be against the best interest of the Company and its shareholders. Considering the requirements for the approval of related party transactions as prescribed under the Companies Act, 2013 and Regulations 23 of the Listing Regulations, the Company has formulated a ‘Policy on Materiality of and Dealing with Related Party Transactions’ for identification of related parties, setting out the materiality threshold and the proper conduct and documentation of all laws and regulations. The Policy on Materiality of the Dealing with Related Party Transactions’ has been put up on the website of the Company at: <http://www.teraigroup.com>.

g) Disclosures of commodity price risks and commodity hedging activities

The Company is not associated with any hedging activities.

h) Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

There was no such instance held during the financial year under review.

i) Certificate from Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority

A Certificate from a Company Secretary in practice has been obtained that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/ Ministry of Corporate Affairs or any such Statutory Authorities.

The aforementioned certificate is annexed herewith as a part of this Report.

j) Disclosure of non-acceptance of recommendation of Committee

The Company has accepted all the recommendation made by the Committees during the period under review.

k) Fees paid to Statutory Auditors:

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditors and all entities in the network firm / network entity of which the Statutory Auditors is a part, is given below:

(₹ Lakhs)

Payment to Statutory Auditors	FY 2025-26	FY 2024-25
Audit Fees	2.00	2.00
Tax Audit Fees	0.50	0.50
Other Services	-	-
Total	2.50	2.50

l) Disclosures as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has constituted an Internal Complaints Committee (ICC) in accordance with Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. During the financial year ended 31st March 2026, no complaint pertaining to sexual harassment was received by the Committee.

Details of Complaints received and redressed during the financial year 2025-26 are as follows:

- Number of complaints outstanding at the beginning of financial year – Nil
- Number of complaints filed during the financial year – Nil
- Number of complaints disposed of during the financial year – Nil
- Number of complaints pending as on end of the financial year - Nil

m) Disclosure on Accounting Treatment:

In the preparation of the Financial Statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

n) Risk Management:

The Company has laid a comprehensive Risk Assessment and Minimization Procedure which was presented to the Audit Committee and reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework.

Annexure “E” to the Directors’ Report (Contd.)

- o) **Details of Loans and Advances by the Company and its Subsidiaries in the nature of loans to firms/ companies in which Directors are interested:**

The Company has not provided any loan or advance to its subsidiary or firms/companies in which Directors are interested.

- p) **Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries**

The Company does not have material subsidiaries as defined under Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- q) **MD / CFO CERTIFICATION :**

The Managing Director and Chief Financial Officer of the Company have issued necessary certificate pursuant to the provisions of Regulations 17 (8) of the Listing Regulations certifying that the financial statement do not contain any materially untrue statement and these statements represent a true and fair view of the Company’s affairs. The same is attached and forms part of the Annual Report.

- r) **ANNUAL SECRETARIAL COMPLIANCE REPORT**

Pursuant to the SEBI circular no.CIR/CFD/ CMD1/27/2019 dated 8th February, 2019, the Company has obtained an Annual Secretarial Compliance Report from M/s. Prity Bishwakarma & Co., (Membership No.:63580 ; CP No.: 27227), Practicing Company Secretary, confirming compliance of SEBI Regulations / Circulars /Guidelines issued thereunder and applicable to the Company. There are no observations or adverse remarks in the said report.

- s) **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto which forms part of this report.

- 11) **DISCLOSURE OF NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) ABOVE, WITH REASONS THEREOF**

There is no non-compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) above, thus no explanations need to be given.

- 12) **DISCLOSURE OF THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015 HAVE BEEN ADOPTED**

Shareholders’ Rights:

The quarterly, half-yearly and annual financial results of the Company are posted on the Company’s website and extracts of these results are published in the newspapers. These are not sent individually to the Shareholders.

Unmodified Audit Opinion

During the year under review, there were no audit qualifications in the Company’s financial statements. The Company continues to follow best practices to ensure the presentation of financial statements with unmodified audit opinions.

Meeting of Independent Directors

During the financial year ended 31st March 2026, the Independent Directors met once without the presence of non-independent directors and members of the management.

Reporting of Internal Auditor

The Company has appointed the Internal Auditors for conducting the internal audit who report to CFO and has direct access to the Audit Committee.

- 13) **DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 OF (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015 AND CLAUSES (B) TO (I) OF SUB – REGULATION (2) OF REGULATION (46) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015**

The Company is in compliance with the requirements of aforesaid Regulations.

D. CODE OF CONDUCT

The Company has adopted a Code of Conduct specifically for the members of the Board of Directors and/or members of the Senior Management of the Company, which sets out as follows:

1. Conflict of Interest

- To conduct them ethically and honestly and act in the interests of the Company.
- To avoid situations that might lead to a conflict between his personal interests and the interests of the Company.

Annexure “E” to the Directors’ Report (Contd.)

Although it is difficult to describe all situations, which could create a conflict of interest, the following are some examples:

1. Working for a competitor/ supplier/ client while working for the Company.
2. To serve as a Director/Employee in Top Executive Management of any Company that competes with the Company.
3. One may accept Directorship or Employment of a Company / Supplier or Business Partner only after obtaining approval from the Company’s Legal Department.
4. Accepting gifts/ receiving discounts from competitors.
5. Personally taking a business opportunity that arises due to a Senior Manager’s position.
6. Receiving a loan or a guarantee or an obligation arising due to his position.

2. Confidential Information

- Each Director & Senior Manager is expected to protect the Company’s confidential proprietary business information.
- Each Director & Senior Manager’s commitment is evidenced by a confidentiality agreement.
- Being a Director / Senior Member, one is expected to keep certain information confidential which have been discussed in the Senior Management Meetings.
- Re-enforcing the confidentiality agreement as stated in the appointment terms and conditions as well as in the service rule of the Organization.
- Only authorized Company spokesperson may communicate with the press on behalf of the Company.

3. Public Disclosures

The Company is committed to all of its public disclosures and reports being full, fair, accurate, timely and understandable.

4. Legal Compliance

The Company recognizes to conduct its business with honesty, integrity and in full compliance with all applicable laws, rules and regulations. All Directors & Senior Managers are required to abide by the statutory requirements.

5. Share Transactions

All Board Members & Senior Managers should report their holding in the Company. There should exist a block period of two weeks (before the quarterly results etc.) when one cannot trade in the Company’s securities.

In accordance with the SEBI Guidelines, one is expected to refrain from “Insider trading” by misusing any unpublished price-sensitive information.

6. Fair Business Practices

Each Director / Senior Manager of the Organization is committed to conduct business fairly without engaging in corrupt practices and unfair competition. Therefore, manipulation, concealment, abuse of privileged information, misrepresentation of facts is not considered as fair business practice.

7. Supporting Loyalty & Respect

Each Director & Senior Manager will abide by and promote Company’s environment of mutual trust and loyalty. If any Director / Senior Member breach this trust, then he/ she will be subject to appropriate corrective action including dismissal or removal from office.

8. Open Communication

Each Senior Manager is encouraged to discuss concerns raised by anyone in the Company, or report any suspected breach to CMD. The Company will not tolerate any form of retaliation for reports or concerns that were made in good faith.

9. Corporate Policy Awareness

All Senior Managers must be aware of all the corporate policies governing the Code of Conduct of employees and the Company’s Management System.

10. Company Branding

All Director & Senior Managers are expected to give responsible views about the Company and its performance.

11. Black out Period

All Directors & Senior Managers are expected to adhere to black out policy during which trading window is closed for them.

12. Amendment of the Code

The Company recognizes that only the Managing Director of the Company may amend this Code as and when required.

13. Violation of the Code of Conduct

If there is a violation of the above-mentioned Code of Conduct by any of the Senior Managers, depending on the seriousness/ severity of the issue will be taken up by a Committee, headed by the MD of the Company for appropriate action as deemed fit.

Annexure “E” to the Directors’ Report (Contd.)

The Company Code of Conduct has been posted on the website of the Company. The members of the Board and Senior Management of the Company have submitted their affirmation on compliance with the Code for the effective period. The Declaration by the Chairman to that effect forms part of this Report.

14. Prevention of Insider Trading Code

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, employees at Senior Management and other employees who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. During the financial year under review, there has been due compliance with the said code.

E. COMPLIANCE CERTIFICATE

Certificate from the Independent Auditor Messrs Saha & Majumder, Chartered Accountants, Siliguri, Membership No. 010767, confirming compliance with conditions of Corporate Governance as stipulated of the Listing Regulations is attached and forms part of Annual Report.

F. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

There are no Equity Shares currently held in the suspense account or unclaimed suspense account that were issued, either in demat form or physical form.

15. RECONCILIATION OF SHARE CAPITAL AUDIT:

As stipulated by SEBI, a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued / paid up Equity Share capital is in agreement with the total number of Equity Shares in physical form and total number of Equity Shares in dematerialized form held with NSDL and CDSL.

16. VIGIL MECHANISM POLICY

In accordance with the provisions of the Companies Act, 2013 and the applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has implemented a robust mechanism to allow employees to report concerns related to unethical conduct, actual or suspected fraud, or violations of the code of conduct and ethics. This mechanism is designed to provide a secure and confidential environment, ensuring that employees can raise issues without fear of retaliation. Adequate safeguards are in place to protect employees who utilize this system. Additionally, the policy grants direct access to the Chairman of the Audit Committee. The Audit Committee is fully committed to fostering a transparent and ethical work environment, offering a platform for the reporting of any suspected or confirmed instances of fraud or misconduct.

17. SECURITIES EXCHANGE BOARD OF INDIA (‘SEBI’) COMPLAINTS REDRESS SYSTEM (‘SCORES’)

All the investor complaints pertaining to the listed Companies will be electronically sent through SCORES and the Companies or their appointed Registrar & Share Transfer Agent (R&TA/ STA) are required to view the pending complaints and submit ‘Action Taken Report’ (‘ATRs’) along with necessary documents electronically in SCORES. Further, there is no need to file any physical ATRs with SEBI. The Company had completed the required registration under SCORES to efficiently and effectively redress the investors/shareholders complaints on time.

Registered Office :

East India House, 20B, British Indian Street,
2nd Floor, Kolkata – 7000 69
Date: 13th August 2026

By order of the Board
For Terai Tea Company Limited

Sd/-
Ajit Kumar Agarwala
Managing Director
DIN: 00265775

Sd/-
Rajendra Kanodia
Director & CFO
DIN: 00175574

Annexure “E” to the Directors’ Report (Contd.)

Independent Auditor Certificate Regarding Compliance of Corporate Governance

To
The Board of Directors
TERAI TEA COMPANY LIMITED
East India House,
20B, British Indian Street,
2nd Floor, Kolkata 700 069

To the Members of Terai Tea Company Limited

Independent Auditor’s Certificate on Compliance of Corporate Governance Report

Terai Tea Company Limited (‘the Company’) requires Independent Auditor’s Certificate on Corporate Governance as stipulated in Regulations 17 to 27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C,D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) for the period 1 April 2025 to 31 March 2026.

Management Responsibility

The preparation of the Corporate Governance Report is the responsibility of the management of the Company along with the maintenance of all its relevant supporting records and documents. The Management is responsible for ensuring that the Company complies with the requirements as stipulated in Regulations 17 to 27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the Listing Regulations for the period 1 April 2025 to 31 March 2026. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the report and applying an appropriate basis of preparation and presentation of the report and applying an appropriate basis of preparation.

Auditor’s Responsibility

Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance as to whether the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the period 1 April 2025 to 31 March 2026.

We have examined the compliance of conditions of Corporate Governance by the Company for the period 1 April 2025 to 31 March 2026 as per Regulations 17 to 27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, Guidance note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India (“the ICAI”) and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate.

The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

Opinion

In our opinion and to the best of information and according to the explanations given to us and representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17 to 27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing

Annexure “E” to the Directors’ Report (Contd.)

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

Restriction on use

This certificate is issued solely for the purpose of complying with Regulations 17 to 27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations for the period 1 April 2025 to 31 March 2026 and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or in to whose hands it may come without our prior consent in writing.

Place : Siliguri
Date : 27th July, 2026

For **SAHA & MAJUMDER**
Chartered Accountants
FRN : 303087E
Sd/-

S.N. Bhattacharjee
Partner
Membership No. 010767
ICAI UDIN : 26010767MQXJNJ1923

Declaration of Compliance with the Code of Conduct

To

The Members

Terai Tea Company Limited

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management personnel, affirmation(s) that they have complied with the code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended 31st March, 2026.

Place : Kolkata

Date : 13th August, 2026

Sd/-

Ajit Kumar Agarwala
Managing Director & CEO
DIN : 00265775

MD/CFO CERTIFICATION

(Pursuanr Reg. 17(8) of SEBI (LODR) Regulations, 2015)

**To
The Board of Directors
TERAI TEA COMPANY LIMITED
East India House,
20B, British Indian Street,
2nd Floor, Kolkata 700 069**

- a) We, Ajit Kumar Agarwala, Managing Director and Rajendra Kanodia, CFO of Terai Tea Co. Ltd. have reviewed Financial Statements and the Cash Flow Statement for the year 2025-26 duly audited by **Saha & Majumder**, Chartered Accountants, Siliguri and that to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- b) To the best of our knowledge and belief, there are no transactions entered into by the Company during the year 2025-26 which are fraudulent, illegal or violative of the Company's code of conduct;
- c) We do accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that -
- There has not been any significant changes in internal control over the financial reporting during the year under review;
 - There has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - There were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

For Terai Tea Company Limited

Registered Office :

East India House,
20B, British Indian Street,
2nd Floor, Kolkata 700 069
Date : 13th August, 2026

Sd/-
Ajit Kumar Agarwala
Managing Director
DIN : 00265775

Sd/-
Rajendra Kanodia
Director & CFO
DIN : 00175574

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members,
Terai Tea Company limited
East India House,
20B, British Indian Street,
2nd Floor, Esplanade
Kolkata -700069

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Terai Tea Co. Ltd.** having **CIN No. L51226WB1973PLC029009** and having registered office at East India House, 20B, British Indian Street, 2nd Floor, Esplanade, Kolkata 700069 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and knowledge and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company for the financial year ended March 31, 2026, as detailed below, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name of the Directors	DIN	Date of Appointment in Company
1.	Rajendra Kanodia	00175574	28/01/1987
2.	Shashi Kala Agarwala	00260171	28/01/1987
3.	Ajit Kumar Agarwala	00265775	28/01/1987
4.	Ratan Kumar Goel	01625981	09/12/2022
5.	Dhruv Bajoria	07935582	09/12/2022
6.	Debasis Chakrabarti	10712064	25/07/2024

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the same, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company and only cover the details of directors existing on the Board of the company as on 31.03.2026.

Place : Kolkata
Date : 13.08.2026

For **Anand Khandelia**
Practicing Company Secretary
C.P. No. : 5841
M. No. : 5803
UDIN : F005803H00112994
Peer Review No. 3985/2023



Annexure “F” to the Directors’ Report

Management Discussion and Analysis Report

Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates disclosure under specific heads which are given in the following paragraphs and which continue to be followed in the usual course of the Company’s business over the years in discussion amongst the Directors and Senior Management Personnel.

INDUSTRY STRUCTURE AND DEVELOPMENT

The Company’s main business is manufacture and sale of Tea. Tea being a seasonal industry manufacture of tea commences from around mid-March and continues till around mid-December. The crop yield depends to a large extent on the weather conditions. The plantation area being constant the yield depends on irrigation facilities, better soil management techniques, weather etc. Necessary steps are initiated by the Company for improving the yield and quality of crop in its gardens. The Company lays stress on improving the quality. Use of vermi compost in the plantation areas is in vogue for sustaining the quality of soil as well as for improving the yield. The Company adopts good tea plantation practices to maintain the yield and has embarked on production of quality teas. We have initiated Integrated Pest and Nutrient Management practices on the estates as part of our improvement drive.

OPPORTUNITIES AND THREATS:

The continuous promotional efforts and better marketing and brand building initiatives taken jointly by the Government/Tea Board including TRUSTEA programmes are likely to benefit the industry in the long term. Erratic weather conditions and shortage of labour are the main threats to the industry. In spite of all technological advancement tea remain totally a rain dependent crop.

Global Warming induced drastic climate change is effecting all agriculture crop including tea.

Climate change have changed the character of monsoon to no rain for long period with heavy rain for short periods.

RISK AND CONCERN:-

The Management has to constantly monitor the risks and concerns associated with the industry by ensuring adequate irrigation facilities to the Plantation areas, soil enrichment, protection of plantation against attacks by pests etc and is also subject to changing market conditions and the trends. Further increased supply in the global market and slowdown of the economic growth may also adversely affect the Company’s business prospects.

SEGMENT ANALYSIS AND REVIEW

The Company is engaged in the Manufacturing of Tea, and Trading of Sugar, Raw Jute and other Merchandise.

INDIAN TEA MARKET OUTLOOK

The tea industry in India is being driven by the high penetration of the beverage in the country across socio-economic classes. India’s healthy economic growth and the subsequent rise in the middle-class population are also proving to be catalysts for the industry’s growth as the consumers are preferring premium brands. The rising demand for the packaged variety of the beverage in both urban and rural areas due to lesser chances of adulteration, convenient storage, and their superior quality is further aiding the tea industry in India. The demand for packaged varieties with natural ingredients is also witnessing a growth.

The Tea market is projected to grow at a CAGR of nearly 4.5% in the forecast period of 2023-2028. The market in the country is projected to witness a further growth in the

forecast period of 2023-2028, growing at a CAGR of 4.2%. In 2026, the tea industry in India is expected to attain 1.40 million tons.

FINANCIAL REVIEW & ANALYSIS

The Company's financial position is strong enough which has helped Company to pass through in turbulent times. The development work in garden is always given top priority for improvement in quality as well as quantity. The surplus fund of the Company is deployed in such a way that reasonable returns are derived.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has laid down guidelines, procedures and policies for better management control which are periodically tested and supplemented by an extensive internal audit programme. Significant findings are placed before the Audit Committee and the corrective measures

are recommended for implementation. In the opinion of the management, the existing internal checks and controls are effective and adequate.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The relationships were cordial with the employees throughout the year. Tea Industry being highly labour intensive, prime focus is always on the Labour class. The Company carries out various program for development of its executives at all levels. During the year the Company carried out restructuring exercise at key level for improvement in plantation activities and overall corporate performance. The Company would like to record appreciation of the whole hearted support and dedication from employees at all levels in maintaining smooth production and manufacture of tea from all the Tea Estates during the year.

RATIO ANALYSIS

Following are ratios for the current financial year and their comparison with preceding financial year along with explanations:

Sl.	Ratios	2026	2025	% Change	Explanation if the change is more than 25%
1.	Debtors Turnover (Times)	34.25	100.98	(66.08)%	The decline is due to slower collection from customers and a higher level of outstanding receivables at the year-end.
2.	Inventory Turnover (Times)	70.36	88.36	(20.38)%	-
3.	Interest Coverage Ratio	2.58	2.22	16.21%	-
4.	Current Ratio	2.77	3.89	(28.90)%	The decline is due to the company using part of its liquid resources to repay borrowings during the year, which reduced the assets available in the short term.
5.	Debt Equity Ratio	0.39	0.77	(49.15)%	The improvement is due to repayment of loans during the year along with an increase in reserves from profits earned, which strengthened the company's own funds compared to borrowed funds.
6.	Net Profit Margin	10.82	3.57	202.79%	The improvement is due to higher profits during the year, supported by lower input costs and income earned from investments.
7.	Return on Net Worth (%)	10.35	4.28	142.13%	The improvement is due to higher profits earned during the year, resulting in better returns and resulting in increased return on equity ratio.

CAUTIONARY STATEMENT

The forward-looking statements and the views expressed in the Management Discussion and Analysis Report are based on certain assumptions. The actual results, performances or achievements may differ materially from those stated therein. The Company would not be held liable, in any manner, if the future turns out to be quite different, even materially.

Financial Highlights : Standalone Balance Sheet

(For Five Years)

(₹ in Lakh)

	2025-26	2024-25	2023-24	2022-23	2021-22
ASSETS					
Non-Current Assets					
Property Plant and Equipment	5153.86	5130.83	5237.20	4930.08	5069.98
Capital Work-In-Progress	30.57	135.09	-	8.09	14.35
Financial Assets					
(a) Investments	680.40	705.97	715.52	1723.01	1708.60
(b) Loans	-	-	-	16.99	10.23
(c) Other Financial Assets	39.94	42.35	10.22	01.00	16.02
Other Non-Current Assets	419.37	414.87	342.63	324.21	321.14
Deferred Tax Assets	384.20	-	-	-	-
Income-Tax Assets	17.94	32.42	72.67	34.29	37.25
Total Non-Current Assets	6726.27	6461.53	6388.35	7037.67	7177.57
Current Assets					
Inventories	128.25	73.37	118.64	236.47	155.37
Financial Assets					
(a) Investments	5332.66	3996.34	3675.44	2498.96	3167.56
(b) Trade Receivables	461.03	56.85	146.26	305.43	1541.11
(c) Cash and Cash Equivalents	55.85	5150.33	92.20	118.73	63.68
(d) Loans					
Other Financial Assets	43.15	28.51	28.51	19.00	19.00
Other Current Assets	1697.30	372.57	1666.26	2163.30	562.43
Total Current Assets	7718.25	9677.96	5727.31	5341.90	5509.16
Total Assets	14444.52	16139.48	12115.66	12379.57	12686.72
EQUITY AND LIABILITIES					
Equity					
Equity Share Capital	687.93	687.93	687.93	687.93	687.93
Other Equity	9064.34	8104.41	7736.36	7427.56	7295.72
TOTAL EQUITY	9752.27	8792.34	8424.29	8115.49	7983.65
LIABILITIES					
Non-Current Liabilities					
Financial Liabilities					
Borrowings	1447.57	4623.55	1634.17	1538.56	1531.75
Provisions	137.10	147.57	130.72	129.66	119.11
Deferred Tax Liabilities (Net)	-	41.76	-	16.96	40.31
Other Non-Current Liabilities	320.43	49.39	54.37	59.84	65.96
Total Non-Current Liabilities	1905.10	4862.27	1819.27	1745.02	1757.13
Current Liabilities					
Financial Liabilities					
(a) Borrowings	2395.02	2043.23	1443.96	1969.17	1483.88
(b) Trade Payables	225.18	148.97	139.44	209.85	1130.05
(c) Other Financial Liabilities	-	146.36	135.94	113.74	129.04
Other Current Liabilities	71.71	65.20	64.91	140.83	127.18
Provisions	95.24	81.11	87.86	85.48	75.78
Current Tax Liabilities (Net)	-	-	-	-	-
Total Current Liabilities	2787.15	2484.87	1872.10	2519.06	2945.94
Total Liabilities	4692.25	7347.14	3691.37	4264.08	4703.07
Total Equity and Liabilities	14444.52	16139.48	12115.66	12379.57	12686.72
Net Worth per Equity Shares of Rs. 10/- each (in Rs.)					
Earnings per Equity Share:					
(1) Basic	13.95	5.35	4.49	1.92	13.66
(2) Diluted	13.95	5.35	4.49	1.92	13.66

Financial Highlights : Standalone Profit & Loss A/c

(For Five Years)

(` in Lakh)

	2025-26	2024-25	2023-24	2022-23	2021-22
A. INCOME					
1. Revenue from Operations	8871.39	10299.49	10806.44	9315.60	7318.38
2. Other Income	1395.24	1094.93	759.54	472.88	1532.09
Total Income	10266.63	11394.42	11565.98	9788.48	8850.47
B. EXPENDITURE					
1. Change in Inventories of Finished Goods, Work-in-progress and Stock-in-trade	(61.99)	57.41	107.08	(116.91)	147.29
2. Purchase of Stock-in-trade	5575.73	6750.79	8161.31	6265.57	4161.52
3. Cost of Material Consumed	1530.30	1732.11	879.06	1160.58	1583.81
4. Employee Benefits Expenses	733.36	720.24	805.88	675.98	631.83
5. Consumption of Stores & Spare Parts	165.26	131.33	120.08	201.28	158.91
6. Excise Duty	-	-	-	-	-
7. Power & Fuel	520.44	465.00	461.91	602.47	552.17
8. Manufacturing & Other Miscellaneous Exp.	43.99	32.98	21.17	36.30	28.87
9. Selling & Distribution Expenses	79.43	70.69	56.37	59.42	61.92
10. Depreciation and Amortisation Expenses	116.71	129.08	143.93	165.92	158.24
11. Interest (Net)	324.45	350.08	253.23	248.19	149.47
12. Other Expenses	725.22	524.60	268.83	380.25	274.87
Total Expenditure	9752.91	10964.31	11278.85	9679.06	7908.90
C. Profit / (Loss) Before Taxation (A-B)	513.72	430.11	287.13	109.42	941.57
D. Tax Expenses					
Current Tax	-	4.64	-	-	-
MAT Credit Entitlement		-	-	39.85	-
Tax Adjustment for Earlier Years	(20.25)	5.55	5.40	0.93	12.12
Provision for Taxation-Deferred Tax	(425.95)	51.87	(27.07)	(63.20)	(8.30)
Total Tax Expenses	(446.20)	62.06	(21.67)	(22.42)	1.83
E. Profit / (Loss) After Taxation (C-D)	959.92	368.05	308.81	131.84	939.74
F. Other Comprehensive Income	-	-	-	-	-
G. Total Comprehensive Income (Net of Tax) (E-F)	959.92	368.05	308.81	131.84	939.74

Independent Auditors' Report

To
The Members of
TERAI TEA COMPANY LIMITED
East India House,
20B, British Indian Street, 2nd Floor,
Kolkata - 700 069

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

We have Audited the Standalone Financial Statements of **Terai Tea Company Limited** ("the Company") which comprise the Standalone Balance Sheet as at 31 March 2026, the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act"), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026 and its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Estimation of Useful Life of Bearer Plants

See note 3(a) to the Standalone Financial Statements-

The key Audit Matter	How the Matter was Addressed in our Audit
Useful life of Bearer Plants requires the management to exercise significant judgement in relation to the estimate thereof. Nature, timing and likelihood of changes to the natural factors may affect the useful life expectancy of the assets and therefore could have a material impact on the depreciation expense for the year.	✓ Assessed the management's estimates of the useful life of Bearer Plants with reference to: (a) the consistency with the Company's pattern of economic benefits embodied in such assets and future operating plans including acquisitions and retirements of the Bearer Plants; (b) the comparison to the useful life estimates adopted by the comparable tea producers; and (c) consideration of the Company's historical experience.
As per Note 4 – "Property, Plant and Equipment", the management reviews the estimated useful life and the residual value of Bearer Plants annually and adjusts for changes, where appropriate. Accordingly, the matter has been identified as key audit matter.	✓ Evaluated the assumptions and critical judgements used by the management through testing of underlying documents / details.
The written down value of such Bearer Plants as on 31 March 2026 is Rs. 1,583.23 lakhs.	✓ Assessed the related disclosures included in the standalone financial statements in this regard.

Independent Auditors' Report (Contd.)

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

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the financial statements and our auditors' report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

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

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

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate 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, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

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

Independent Auditors' Report (contd.)

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Companies Act, 2013 we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone cash flow statement dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31 March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the Internal Financial Controls with reference to these standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations which would impact its financial position.
 - 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;

Independent Auditors' Report (Contd.)

- (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.
- v) With respect to the matter to be included in the auditors' report under Section 197(16), in our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.
- vi) Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

Place : Siliguri
Date : 30th May, 2026

For **SAHA & MAJUMDER**

Chartered Accountants

FRN : 303087E

Sd/-

S.N. Bhattacharjee

Partner

Membership No. 010767

ICAI UDIN : 26010767ONRHCD3435

Independent Auditors' Report (Contd.)

Annexure - "A" to the Independent Auditors' Report

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that :

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company does not have any intangible asset. Accordingly, reporting under clause 3(i)(a)(B) of the order is not applicable.
 - (b) The Company has a program of physical verification to cover all the items of Property, Plant and Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were identified on such physical verification.
 - (c) According to the information and explanations given to us, and on the basis of our examination of the records provided to us, we report that, the title deeds, comprising all the immovable properties which are freehold, are held in the name of the Company as at the balance sheet date. In respect of leasehold land that have been taken on lease the lease agreements are in the name of the Company. In respect of leasehold land that have been taken on lease, the Company has not recognized as Right of Use asset in Property, Plant and Equipment in the financial statements.
 - (d) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventories except stocks lying at warehouse or consignment agents have been physically verified by the Management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stock and the book records were not material and have been appropriately dealt with in the books of accounts. For stocks lying at warehouse or consignment agents at the year-end has been verified on the basis of subsequent sales.
- (b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crores in aggregate from banks or financial institutions during the year on the basis of security of current assets and we report that the quarterly statements submitted to the Bank are in agreement with the books of accounts except the value of standing tea crop which is provided on estimate.
- (iii) The Company has made investments in companies and granted certain loans and advances in the nature of loans, in respect of which based on the audit procedures carried by us and as per the information and explanations given to us, we report as follows-
 - (a) The Company has provided loans or advances in the nature of loans during the year-
 - A. The aggregate amount of loans and/or advances in the nature of loans during the year to any subsidiary company and associates was Rs. 284.00 Lakhs.
 - B. The aggregate amount of loans and/or advances in the nature of loans provided to any other entity/ies during the year was Rs. 188.86 Lakhs and the balance outstanding at the year-end was Rs. 292.30 Lakhs.
 - (b) According to information and explanations given to us, the terms and conditions of the grant of such advances in the nature of loans is not considered prejudicial to the interest of the Company.
 - (c) According to information and explanations given to us, there was no stipulation as to repayment of principal and interest in respect of advances in the nature of loans.
 - (d) According to information and explanations given to us, no amount is overdue, for more than ninety days.
 - (e) According to information and explanations given to us, there were no loans or advances in the nature of loans which has fallen due during the year, and which has been renewed or extended or for the repayment of which fresh loan has been granted.
 - (f) According to the information and explanations given to us, in terms of Clause 3(iii)(f), we are to report-
 - a. The aggregate of loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment was Rs. 472.86 Lakhs which is 100% of such advances in the nature of loans.
 - b. Gross amount of loans or advances in the nature of loan granted to Directors/Relatives as defined in Section 2(76) of the Companies Act, 2013 was Rs. 472.86 Lakhs.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 with respect to the loans given, investments made, guarantees and security given.

Independent Auditors' Report (Contd.)

- (v) According to information and explanation given to us, the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to manufacture of goods, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees State Insurance, Income-tax, Goods and Services tax, Duty of customs, cess and any other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.
- According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employee State Insurance, Income-tax, Goods and Services tax, Duty of customs, cess and any other material statutory dues were in arrears, as at 31 March 2026, for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues which have not been deposited by the Company on account of disputes, except for the following:

Name of Statute	Nature of Dues	Amount (₹)	Period to which the amount relates	Forum where Dispute is Pending
Income tax Act, 1961	TDS interest and short deduction claim	2,40,922	Up to Financial year 2025-26	Rectification proceedings initiated and pending
West Bengal Sales Tax Act, 1994	Sales tax/ Value added tax	27,24,449*	FY: 2004-2005	Hon'ble High Court, Calcutta
West Bengal Sales Tax Act, 1994	Sales tax/ Value added tax	34,42,775	2009-2010 and 2011-2012	Appellate & Revisional Board
Central Sales Tax Act, 1956	Sales tax/ Value added tax	13,10,610*	FY: 2004-2005	Hon'ble High Court, Calcutta
Central Sales Tax Act, 1956	Sales tax/ Value added tax	30,450	2011-2012	Appellate & Revisional Board
West Bengal Sales Tax Act, 1994	Sales tax/ Value added tax	12,61,694	FY: 2007-2008 and 2008-2009	Commissioner (Appeals)
Central Sales Tax Act, 1956	Sales tax/ Value added tax	10,95,010	FY: 2007-2008 and 2008-2009	Commissioner (Appeals)

*Demand stayed by Hon'ble High Court, Calcutta.

- (viii) According to the information and explanations given to us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) In our opinion and according to the information and explanations given to us, the Company did not default on any loans or borrowings or interest thereon due to any lender during the year. Accordingly, the requirement to report on clause ix(a) of the Order is not applicable to the Company.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) No term loan has been raised during the year. Hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.
- (d) In our opinion and according to the information and explanations given to us, the funds raised on short term basis have not been utilised for long term purposes.
- (e) On and overall examination of the financial statements of the Company, the Company has not taken funds from any entity or person on account of or to meet the obligations of its Associate Companies as well as Subsidiary Companies.
- (f) According to the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instrument) and term loans during the year. Thus, the paragraph 3(x)(a) of the Order is not applicable to the Company.

Independent Auditors' Report (contd.)

- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
- (xiv) (a) According to the information and explanations given to us and based on our examination, 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 issued to the Company during the year and covering the period up to December 2025 and the final internal audit report issued subsequent to 31st March 2026 covering the period from January 2026 to March 2026.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) According to the information and explanation given to us and in our opinion the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
(b) According to the information and explanation given to us and in our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
(c) According to the information and explanation given to us and in our opinion, the Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanation given to us and in our opinion, there are no other Company, part of the Group which is a Core Investment Company and hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) According to the information and explanations given to us, the Company does not have any unspent amount in respect of any ongoing or other than ongoing project as at the expiry of the financial year. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable to the Company.
(b) The reporting under clause 3(xx)(b) of the Order is not applicable in respect of the Company.
- (xix) There was no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) order (CARO) report of the Companies included in the Stadalone financial statements.

Place : Siliguri
Date : 30th May, 2026

For **SAHA & MAJUMDER**
Chartered Accountants
FRN : 303087E
Sd/-

S.N. Bhattacharjee
Partner

Membership No. 010767
ICAI UDIN : 26010767ONRHCD3435

Independent Auditors' Report (contd.)

Annexure B to the Independent Auditors' Report of even date on the Financial Statements of Terai Tea Company Limited

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

We have Audited the Internal Financial Controls with reference to the financial statements of **Terai Tea Company Limited** ("the Company") as of 31 March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the financial statements 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 with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to the financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to the Financial Statements

A company's internal financial control with reference to the financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to the financial statements includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to the Financial Statements

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

Independent Auditors' Report (contd.)

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as at 31 March 2026, based on the internal control with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

Place : Siliguri
Date : 30th May, 2026

For **SAHA & MAJUMDER**

Chartered Accountants

FRN : 303087E

Sd/-

S.N. Bhattacharjee

Partner

Membership No. 010767

ICAI UDIN : 26010767ONRHCD3435

BALANCE SHEET (Standalone) as at 31st March, 2026 (₹ in Lakhs)

Particulars	Note No.	As at 31st March, 2026	As at 31st March, 2025
I ASSETS			
A Non-Current Assets			
(a) Property, Plant and Equipment	4	5,153.86	5,130.83
(b) Capital Work-in-Progress	4	30.57	135.09
(c) Financial Assets			
(i) Investments	5	680.40	705.97
(ii) Other Financial Assets	6	39.94	42.35
(d) Other Non-Current Assets	7	419.37	414.87
(e) Deferred Tax Assets		384.20	-
(f) Income-Tax Assets	30	17.94	32.42
Total Non-Current Assets (a+b+c+d+e+f)		6,726.27	6,461.53
B Current Assets			
(a) Inventories	8	128.25	73.37
(b) Financial Assets			
(i) Investments	9	5,332.66	3,996.34
(ii) Trade Receivables	10	461.03	56.85
(iii) Cash and Cash Equivalents	11	55.85	5,150.33
(iv) Other Financial Assets	12	43.15	28.51
(c) Other Current Assets	13	1,697.30	372.57
Total Current Assets (a+b+c)		7,718.25	9,677.96
Total Assets (A+B)		14,444.52	16,139.48
II EQUITY AND LIABILITIES			
C Equity			
(a) Equity Share Capital	14	687.93	687.93
(b) Other Equity	15	9,064.34	8,104.42
Total Equity (a+b)		9,752.27	8,792.35
Liabilities			
D Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	1,447.57	4,623.55
(b) Provisions	17	137.10	147.57
(c) Deferred Tax Liability (Net)	30	-	41.75
(d) Other Non-Current Liabilities	18	320.43	49.39
Total Non-Current Liabilities (a+b+c+d)		1,905.10	4,862.26
E Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	2,395.02	2,189.59
(ii) Trade Payables	20		
– Total outstanding dues of micro and small enterprises		-	-
– Total outstanding dues of creditors other than Micro and Small Enterprises		225.18	148.97
(b) Other Current Liabilities	21	71.71	65.20
(c) Provisions	22	95.24	81.11
Total Current Liabilities (a+b+c)		2,787.15	2,484.87
Total Liabilities (D+E)		4,692.25	7,347.14
Total Equity and Liabilities (C+D+E)		14,444.52	16,139.48
Significant Accounting Policies	3		

The Accompanying Notes form an integral part of these Financial Statements.

For **Saha & Majumder**

Chartered Accountants

FRN 303087E

Sd/-

S.N. Bhattacharjee

Partner

Membership No 010767

ICAI UDIN : 26010767ONRHCD3435

Place : Siliguri

Dated : 30th May, 2026

Sd/-

Ajit Kumar Agarwala

Managing Director

DIN : 00265775

For and on behalf of the Board of Directors

Terai Tea Company Limited

Sd/-

Rajendra Kanodia

Director & CFO

DIN : 00175574

Sd/-

Rajesh Singhania

Company Secretary

M. No. : F7746

STATEMENT OF PROFIT & LOSS (Standalone) for the year ended 31st March, 2026 (₹ in Lakhs)

PARTICULARS	Note No.	For the Year ending on 31st March, 2026	For the Year ending on 31st March, 2025
I Revenue from Operations			
Sale of Goods	23	8,871.39	10,299.49
		8,871.39	10,299.49
II Other Income	24	1,395.24	1,094.93
III Total Income(I+II)		10,266.63	11,394.42
IV Expenses			
Cost of Material Consumed	25	1,530.30	1,732.11
Purchase of Stock-In-Trade	25	5,575.73	6,750.79
Change in Inventories of Finished Goods and Stock-In-Trade	26	(61.99)	57.41
Employee Benefits Expense	27	733.36	720.24
Finance Costs	28	324.45	350.08
Depreciation Expense	4	116.71	129.08
Other Expenses	29	1,534.35	1,224.59
Total Expenses		9,752.91	10,964.31
V Profit Before Tax (III-IV)		513.72	430.11
VI Tax Expense :			
(1) Current Tax	30	-	4.64
(2) Tax Expense for Earlier Year	30	(20.25)	5.55
(3) Deferred Tax	30	(425.95)	51.86
		(446.20)	62.05
VII Profit for the Year (V-VI)		959.92	368.06
VIII Other Comprehensive Income			
<i>Items that will not be reclassified subsequently to statement of profit or loss</i>			
Remeasurements of the Net Defined Benefit Liability / Asset		-	-
Income-Tax Relating to Items not to be Reclassified Subsequently to Statement of Profit or Loss		-	-
Other Comprehensive Income, Net of Tax		-	-
IX Total Comprehensive Income for the Period (VII+VIII)		959.92	368.06
Earnings Per Share (Nominal Value of Rs. 10 each)			
Basic [in Rs]	32	13.95	5.35
Diluted [in Rs]	32	13.95	5.35
Weighted Average Number of Equity Shares Used in Computing Earnings Per Share			
- Basic	32	68,79,300	68,79,300
- Diluted	32	68,79,300	68,79,300

The Accompanying Notes form an integral part of these Financial Statements.

For **Saha & Majumder**

Chartered Accountants

FRN 303087E

Sd/-

S.N. Bhattacharjee

Partner

Membership No 010767

ICAI UDIN : 26010767ONRHCD3435

Place : Siliguri

Dated : 30th May, 2026

Sd/-

Ajit Kumar Agarwala

Managing Director

DIN : 00265775

For and on behalf of the Board of Directors

Terai Tea Company Limited

Sd/-

Rajendra Kanodia

Director & CFO

DIN : 00175574

Sd/-

Rajesh Singhania

Company Secretary

M. No. : F7746

CASH FLOW STATEMENT (Standalone) for the Year Ended 31st March, 2026 (₹ in Lakhs)

PARTICULARS	For the Year Ended 31st March, 2026	For the Year Ended 31st March, 2025
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Profit Before Tax	513.72	430.11
<u>Adjustments for:</u>		
Depreciation	116.71	129.08
Dividend Income	(0.21)	(1.52)
Provision for Doubtful Debts	2.04	(33.05)
Profit on Sale of Mutual Fund	(350.21)	(160.02)
Profit / Loss on Future & Options	-	7.49
Loss on Fixed Assets	3.52	-
Profit on Buy Back of Shares	-	(476.09)
Gain on Financial Asset Measured at Fair Value	306.64	(87.68)
Interest Income	(19.70)	(83.18)
Interest Expense	324.45	350.08
Provision no longer required, written back	(21.12)	132.75
	875.84	207.98
<u>Changes in :</u>		
Trade Receivables	(406.23)	122.46
Inventories	(54.89)	45.28
Loans, Other Financial Assets and Other Assets	(1,341.46)	1,189.32
Liabilities and Provisions	378.53	(117.80)
Cash Generated from Operations	(548.20)	1,447.24
Income Tax Paid, Net of Refund	34.73	30.06
Net Cash from Operating Activities	(513.47)	1,477.30
<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
Acquisition of Property, Plant and Equipment	(35.22)	(157.80)
Purchase / (Sale) of Investments, Net	(1,310.74)	(311.35)
Profit on Sale of Investments	350.21	160.02
Loss on Fixed Assets	(3.52)	-
Profit on Buy Back of Shares	-	476.09
Profit / Loss on Future & Options	-	(7.49)
Gain on Financial Asset Measured at Fair Value	(306.64)	87.68
Dividend Received	0.21	1.52
Interest Received	19.70	83.18
Net Cash Provided Used in Investing Activities	(1,286.00)	331.84
<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
Proceeds / (Repayment) of Borrowings	(2,970.56)	3,599.07
Interest Paid	(324.45)	(350.08)
Net Cash Used in Financing Activities	(3,295.01)	3,248.99
Net Change in Cash and Cash Equivalents	(5,094.48)	5,058.13
Cash and Cash Equivalents at the Beginning of the Year	5,150.33	92.20
Cash and Cash Equivalents at the End of the Year	55.85	5,150.33

The Accompanying Notes form an integral part of these Financial Statements.

For **Saha & Majumder**
Chartered Accountants
FRN 303087E

Sd/-
S.N. Bhattacharjee
Partner
Membership No 010767
ICAI UDIN : 26010767ONRHCD3435
Place : Siliguri
Dated : 30th May, 2026

Sd/-
Ajit Kumar Agarwala
Managing Director
DIN : 00265775

For and on behalf of the Board of Directors
Terai Tea Company Limited

Sd/-
Rajendra Kanodia
Director & CFO
DIN : 00175574

Sd/-
Rajesh Singhania
Company Secretary
M. No. : F7746

Notes to Standalone Financial Statements (Contd.)

(₹ in Lakhs)

Statement of Changes in Equity for the year Ended 31st March, 2025

Particulars	Equity Share Capital	Other Equity				Other Comprehensive Income	Total Equity Attributable to Equity Holders of the Company
		Reserves and Surplus					
		Securities Premium	Retained Earnings	General Reserve	Share Forfeiture	Other items of OCI	
Balance as at 1 April 2024	687.93	764.56	6,919.32	49.88	11.81	(9.21)	8,424.30
Remeasurement of the Net Defined Benefit Liability/Asset, Net of Tax Effect	-	-	-	-	-	-	-
Profit for the year	-	-	368.06	-	-	-	368.06
Balance as at 31 March 2025	687.93	764.56	7,287.37	49.88	11.81	(9.21)	8,792.35

Statement of Changes in Equity for the year Ended 31st March, 2026

(₹ in Lakhs)

Particulars	Equity Share Capital	Other Equity				Other Comprehensive Income	Total Equity Attributable to Equity Holders of the Company
		Reserves and Surplus					
		Securities Premium	Retained Earnings	General Reserve	Share Forfeiture	Other Items of OCI	
Balance as at 1 April 2025	687.93	764.56	7,287.37	49.88	11.81	(9.21)	8,792.35
Remeasurement of the Net Defined Benefit Liability/Asset, Net of Tax Effect	-	-	-	-	-	-	-
Profit for the year	-	-	959.92	-	-	-	959.92
Balance as at 31 March 2026	687.93	764.56	8,247.29	49.88	11.81	(9.21)	9,752.27

The Accompanying Notes form an integral part of these Financial Statements.

For **Saha & Majumder**

Chartered Accountants

FRN 303087E

Sd/-

S.N. Bhattacharjee

Partner

Membership No 010767

ICAI UDIN : 26010767ONRHCD3435

Place : Siliguri

Dated : 30th May, 2026

For and on behalf of the Board of Directors

Terai Tea Company Limited

Sd/-

Rajendra Kanodia

Director & CFO

DIN : 00175574

Sd/-

Rajesh Singhania

Company Secretary

M. No. : F7746

Notes to Standalone Financial Statements (Contd.)

NOTE - 1 : REPORTING ENTITY

Terai Tea Company Limited (the 'Company') is a public limited company domiciled in India, with its registered office situated at East India House, 20B, British Indian Street, 2nd Floor, Kolkata, West Bengal - 700069. The Company has been incorporated under the provisions of Indian Companies Act, 1956 and its equity shares are listed on the Bombay Stock Exchange (BSE) and Calcutta Stock Exchange Limited in India. The Company is primarily engaged in production, distribution and trading of tea and other agricultural merchandise.

NOTE - 2 : BASIS OF PREPARATION

A. Statement of Compliance

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

The standalone financial statements were authorised for issue by the Company's Board of Directors on 30.05.2026.

Details of the Company's Accounting Policies are included in Note 3.

B. Functional & Presentation Currency

These standalone financial statements are presented in Indian Rupees (Rs.), which is also the Company's functional currency. All amounts have been rounded-off to two decimal places to the nearest lakhs, unless otherwise indicated.

C. Basis of Measurement

The Standalone Financial Statements have been prepared on the historical cost basis except for the following items:

Items	Measurement Basis
Certain Financial Assets and Liabilities	Fair Value
Net Defined Benefit (Asset) / Liability	Fair Value of Plan Assets less present value of Defined Benefit Obligations

D. Use of Estimates and Judgments

In preparing these Standalone Financial Statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the standalone financial statements.

Assumptions and Estimation Uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2026 is included in the following notes:

- Note 30 - Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used;
- Note 35 - Measurement of defined benefit obligations: key actuarial assumptions;
- Note 31 - Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 4 - Useful life of property, plant and equipment
- Note 10 - Impairment of financial assets.

E. Measurement of Fair Values

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Notes to Standalone Financial Statements (Contd.)

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into a different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Further information about the assumptions made in the measuring fair values is included in the Note 36 - financial instruments.

NOTE - 3 : SIGNIFICANT ACCOUNTING POLICIES

(a) Property, Plant and Equipment

i. Recognition and Measurement

Items of property, plant and equipment, are measured at cost (which includes capitalised borrowing costs, if any) less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment includes its non refundable purchase price, duties, taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials, direct labour and any other costs directly attributable to bringing the item to its intended working condition and estimated costs of dismantling, removing and restoring the site on which it is located, wherever applicable.

Bearer Plants which is used in the production or supply of agriculture produce and expected to bear produce for more than a period of twelve months are capitalized as a part of Property, Plant and Equipment. The cost of Bearer Plant includes all cost incurred till the plants are ready for commercial harvest. Bearer Plants are depreciated from the date when they are ready for commercial harvest.

The Company recognises Tea bushes and shade trees as bearer plant, bearer plants with further classification as mature bearer plants and immature bearer plants. Mature bearer plants are those that have attained harvestable stage.

Bearer assets are carried at historical cost of acquisition less accumulated depreciation and impairment loss, if any. Subsequent expenditure on bearer assets are added to its book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Cost incurred for new plantations and immature areas are capitalised. The cost of immature areas coming into bearing is transferred to mature plantations and depreciated over their estimated useful life.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

ii. Subsequent Expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii. Depreciation

Depreciation is the systematic allocation of the depreciable amount of property, plant and equipment over its useful life and is provided on a written down value basis over the useful lives as prescribed under Schedule II to the Companies Act, 2013. Land is not depreciated.

Depreciable amount for property, plant and equipment is the cost of property, plant and equipment less its estimated residual value. The useful life of property, plant and equipment is the period over which property, plant and equipment is expected to be available for use by the Company, or the number of production or similar units expected to be obtained from the asset by the Company.

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition. Depreciation on deductions/disposals is provided on a pro-rata basis up to the month preceding the month of deduction /disposal.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

Notes to Standalone Financial Statements (Contd.)

iv. Capital Work-In-Progress

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

(b) Assets held for Sale and Disposal

Non-Current Assets, or disposals group comprising assets and liabilities are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such Assets, or disposals groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any resultant loss on a disposal group is allocated first to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to inventories, financial assets, employee benefit assets, and biological assets, which continue to be measured in accordance with the Group's other accounting policies. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss.

Once classified as held-for-sale, intangible assets, property, plant and equipment and investment properties are no longer amortised or depreciated, and any equity-accounted investee is no longer equity accounted.

(c) Impairment

(i) Financial Assets

The Company recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit or loss.

(ii) Non-Financial Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units' (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

(d) Leases

The Company has adopted Ind AS 116 and has elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets). Adoption of Ind- AS 116 doesn't have any material impact on the financial statements of the Company.

The Company has adopted Ind AS 116 using the modified retrospective method of adoption under the transitional provisions of the Standards, with the date of initial application on 1st April 2019. The Company also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets). Adoption of Ind- AS 116 doesn't have any material impact on the financial statements of the Company.

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right of Use Assets

The Company does recognise right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use).

Lease Liabilities

Lease payments for tea garden land are accounted for on an annual basis and present value of liabilities for long term lease is not provided for.

Notes to Standalone Financial Statements (Contd.)

Short-Term Leases and Leases of Low-Value Assets

The Company applies the short-term lease recognition exemption to its short-term leases of office, machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of offices, equipment, etc. that are of low value. Lease payments on short term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(e) Borrowings

Borrowings are measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

(f) Inventories

Raw materials, traded goods and finished goods are stated at the lower of cost and net realisable value.

Stores and spares are carried at cost. Provision is made for obsolete, slow-moving and defective stocks, where necessary.

Cost is determined on weighted average method for all categories of inventories other than for stores and spares and auction/privately bought teas in which case, cost is determined on FIFO basis and cost is considered as actual cost of manufacturing. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition, where applicable, include appropriate overheads based on normal level of activity. Provision is made for obsolescence and other anticipated losses wherever considered necessary.

(g) Financial Instruments

i. Recognition and Initial Measurement

The Company initially recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are measured at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition.

ii. Classification and Subsequent Measurement

Financial Assets

Financial Assets Carried at Amortised Cost

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

Financial Assets at Fair Value Through Other Comprehensive Income

A Financial Asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets at Fair Value through Profit or Loss

A Financial Asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Financial Liabilities

Financial Liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Investments representing equity interest in associates are carried at cost in the financial statements.

iii. Derecognition

Financial Assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and

Notes to Standalone Financial Statements (Contd.)

rewards of ownership of the financial assets are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby the transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial Liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and a new financial liability with modified terms is recognised in the statement of profit and loss.

iv. Offsetting

Financial Assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or realise the asset and settle the liability simultaneously.

(h) Borrowing Costs

Borrowing Costs directly attributable to the acquisition or construction of those property, plant and equipment which necessarily takes a substantial period of time to get ready for their intended use are capitalised. All other borrowing costs are expensed in the period in which they incur in the Statement of Profit and Loss.

(i) Foreign Currencies

Transactions in foreign currencies are initially recorded by the Company at their functional currency spot rates at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rates are recognised as income or expenses in the period in which they arise. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rates at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

(j) Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to revenue, it is recognised in the Statement of Profit and Loss on a systematic basis over the periods to which they relate. When the grant relates to an asset, it is treated as deferred income and recognised in the Statement of Profit and Loss on a systematic basis over the useful life of the asset.

(k) Revenue Recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Revenue is measured at the fair value of the consideration received or receivable, net of returns, discounts, volume rebates, outgoing sales taxes including goods and service tax. The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company regardless of when the payment is being made.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of Products

Revenue from sale of goods is recognized when the Company transfers the control of goods to the customer as per the terms of contract. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component, non-cash considerations and consideration payable to the customer (if any).

Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Rental Income

Rental Income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms and is included in revenue in the Statement of Profit or Loss. The Company has determined that it does not meet criteria for recognition of lease rental income on a basis other than straight-line basis.

Notes to Standalone Financial Statements (Contd.)

Interest Income

Interest Income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income from debt instruments is recognised using the effective interest rate method.

Dividends

Dividend Income is recognised in the statement of profit and loss only when the right to receive payment is established, which is generally when shareholders approve the dividend.

(l) Income Tax

Income Tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

i. Current Tax

Current Tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

ii. Deferred Tax

Deferred Tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for :

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of transaction.
- temporary differences related to investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred Tax assets recognised or unrecognized are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

Deferred Tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

The Company offsets, the current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

(m) Provisions and Contingent Liabilities

i. General

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. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

ii. Contingent Liabilities

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

iii. Onerous Contracts

Provision for onerous contracts, i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

Notes to Standalone Financial Statements (Contd.)

(n) Employee Benefits

i. Short-Term Employee Benefits

All Employee Benefits falling due wholly within twelve months of rendering the services are classified as short-term employee benefits, which include benefits like salaries, wages, short-term compensated absences and performance incentives and are recognised as expenses in the period in which the employee renders the related service.

ii. Post-Employment Benefits

Contributions to defined contribution schemes such as Provident Fund, Pension Fund, etc., are recognised as expenses in the period in which the employee Contributions to defined contribution schemes such as Provident Fund, Pension Fund, etc., are recognised as expenses in the period in which the employee renders the related service. In respect of contributions made to government administered Provident Fund, the Company has no further obligations beyond its monthly contributions. The Company also provides for post-employment defined benefit in the form of gratuity and medical benefits. The cost of providing benefit is determined using the projected unit credit method, with actuarial valuation being carried out at each balance sheet date. Remeasurement of the net benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interests) and the effect of the assets ceiling (if any, excluding interest) are recognised in other comprehensive income. The effect of any plan amendments are recognized in the statement of profit and loss.

iii. Other Long-Term Employee Benefits

All Employee Benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date.

(o) Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with the financial institutions, other short term, highly liquid investments with original maturities of three months or less (except the instruments which are pledged) that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

(p) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is responsible for allocating resources and assessing performance of the operating segments and has been identified as the Managing Director of the Company. As per Ind AS 108 if a financial report contains both the consolidated financial statements of a parent that is within the scope of this Indian Accounting Standard as well as the parent's separate financial statements, segment information is required only in the consolidated financial statements. Accordingly the company has presented segment only for consolidated financial statements.

(q) Earnings Per Share

Basic Earnings Per Share ('EPS') is computed by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits.

(r) Cash Flow Statement

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated.

Notes on Standalone Financial Statements for the Year ended 31st March, 2026 (Contd.)

NOTE 4 — PROPERTY, PLANT AND EQUIPMENT FOR THE YEAR 2025-26

(₹ in Lakhs)

Description	Gross Carrying Amount			Accumulated Depreciation			Carrying Amounts (Net)
	As at 1st April 2025	Additions	Disposals	As at 1st April 2025	Additions	Disposals	As at 31st March 2026
Freehold Land	2,557.61	-	-	-	-	-	2,557.61
Leasehold Building	443.00	-	-	4.47	4.47	-	434.05
Buildings	694.46	-	-	382.75	30.37	-	281.34
Plant and Machinery	550.35	-	-	438.02	14.12	-	98.21
Furniture and Fixtures	170.79	154.69	31.30	139.16	5.82	27.79	176.99
Motor Vehicles	102.45	-	-	75.70	7.72	-	19.03
Office Equipment	11.58	0.36	-	8.69	0.92	-	2.33
Computer and Data Processing Units	8.11	0.10	-	6.91	0.24	-	1.07
Bearer Plants	1,946.00	-	11.89	297.82	53.06	-	1,583.23
Total	6,484.35	155.15	43.20	1,353.52	116.71	27.79	5,153.86
Capital Work-In-Progress	135.09	48.86	153.38	-	-	-	30.57
Total	6,619.44	204.01	196.58	1,353.52	116.71	27.79	5,184.42

NOTE 4 — PROPERTY, PLANT AND EQUIPMENT FOR THE YEAR 2024-25

(₹ in Lakhs)

Description	Gross Carrying Amount			Accumulated Depreciation			Carrying Amounts (Net)
	As at 1st April 2024	Additions	Disposals	As at 1st April 2024	Additions	Disposals	As at 31st March 2025
Freehold Land	2,557.61	-	-	-	-	-	2,557.61
Leasehold Building	443.00	-	-	-	4.47	-	438.53
Buildings	673.76	20.71	-	349.99	32.77	-	311.71
Plant and Machinery	550.35	-	-	419.98	18.04	-	112.33
Furniture and Fixtures	170.18	0.61	-	131.57	7.59	-	31.63
Motor Vehicles	102.45	-	-	64.12	11.58	-	26.75
Office Equipment	10.46	1.12	-	7.37	1.31	-	2.89
Computer and Data Processing Units	7.83	0.28	-	6.65	0.25	-	1.20
Bearer Plants	1,946.00	-	-	244.76	53.06	-	1,648.18
Total	6,461.64	22.71	-	1,224.44	129.08	-	5,130.83
Capital Work-In-Progress	-	135.09	-	-	-	-	135.09
Total	6,461.64	157.80	-	1,224.44	129.08	-	5,265.92

AGEING ANALYSIS OF CAPITAL WORK-IN-PROGRESS

(₹ in Lakhs)

Particulars	As on 31st March 2026			As on 31st March 2025		
	Project in Progress	Project Temporarily Suspended	Project in Progress	Project Temporarily Suspended	Project Temporarily Suspended	Project Temporarily Suspended
Less than 1 year	-	-	135.09	-	-	-
1-2 years	30.57	-	-	-	-	-
2-3 years	-	-	-	-	-	-
More than 3 years	-	-	-	-	-	-
	30.57	-	135.09	-	-	-

Notes to Standalone Financial Statements (Contd.)

NOTE 5 - NON-CURRENT INVESTMENTS

(₹ in Lakhs)

Particulars	Face Value per Share/Unit	Units/Nos.		Amount	
		As at 31st March 2026	As at 31st March 2025	As at 31st March 2026	As at 31st March 2025
At Cost					
<u>Unquoted</u>					
Investment in Equity Instruments (Fully Paid)					
Associates					
Abhijit Tea Company Private Limited	100	7,338	7,338	332.40	332.40
Amit Paridhan Private Limited	10	1,75,000	1,75,000	3.10	3.10
East Indian Produce Limited	10	63,380	63,380	44.22	44.22
Jaldacca Tea Plantations Private Limited	1000	-	850	-	43.13
New Darjeeling Union Tea Company Limited	25	17,085	17,085	124.76	124.76
Sayedabad Tea Company Limited	10	15,070	15,070	1.51	1.51
Terai Dooars Tea Company Private Limited	10	-	2,62,500	-	24.23
Terai Financial Services Private Limited	10	22,554	22,554	0.23	0.33
Terai Infrastructures Limited	10	21,84,500	21,84,500	17.20	17.20
Terai Ispat & Trading Private Limited	10	7,01,273	7,01,273	22.83	22.83
Terai Overseas Private Limited	10	3,79,585	1,51,210	40.90	18.40
The Kharibari Tea Company Limited	10	96,937	96,937	44.22	44.22
Sub-Total (a)				631.37	676.32
Subsidiary					
Terai Retailors Private Limited	10	49,999	49,999	5.00	5.00
Sub-Total (b)				5.00	5.00
Others					
Techno Steel India Private Limited	10	-	2,500	-	1.25
Jaldacca Tea Plantations Private Limited	1000	850	-	43.13	-
Terai Tea Resorts Limited	10	20,000	20,000	0.91	0.91
Shilpam Dealcom Private Limited	10	-	9,13,500	-	22.50
Sub-Total (c)				44.03	24.66
Total Non-Current Investment (a+b+c)				680.40	705.97
Aggregate Amount of Unquoted Non-Current Investment				680.40	705.97

Notes to Standalone Financial Statements (Contd.)

NOTE 6 - OTHER FINANCIAL ASSETS (NON-CURRENT)

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Unsecured		
<i>Considered Good :</i>		
Security Deposits	27.27	30.46
Fixed Deposit with Bank Maturing After 1 year	12.66	11.88
	39.94	42.35

NOTE 7 - OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Unsecured		
– Advance Against Land	3.51	-
– Assets held for Investment	203.23	206.73
– Gold and Silver	212.63	208.14
	419.37	414.87

NOTE 8 - INVENTORIES

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Finished Goods	98.57	36.58
Stores and Spare Parts	29.69	35.73
Raw Materials	-	1.06
	128.25	73.37

Notes to Standalone Financial Statements (Contd.)

NOTE 9 - CURRENT INVESTMENTS

(₹ in Lakhs)

At Fair Value Through Profit and Loss

Particulars	Face value per share / unit	Units/Nos.		Amount	
		As at 31st March 2026	As at 31st March 2025	As at 31st March 2026	As at 31st March 2025
Quoted					
Investment in Equity Instruments (Fully Paid)					
Bharat Heavy Electricals Limited	2	-	1,000	-	2.16
GOL Offshore Limited	10	5,000	5,000	0.50	0.50
Hotel Leela Venture Limited	2	1,05,000	1,05,000	6.01	12.62
UCO Bank	10	5,000	5,000	1.12	1.79
Varun Shipping Company Limited	10	25,000	25,000	0.25	0.25
Punjab National Bank	10	7,000	7,000	7.04	6.73
Bajaj Hindustan	10	3,799	3,799	0.63	0.74
Central Bank of India	10	2,620	2,620	0.82	1.12
IFCI	10	2,000	2,000	0.96	0.86
State Bank of India	10	13,500	-	132.22	-
U.Y. Fincorp Limited	10	50,000	-	5.79	-
IDBI Bank	10	-	25,000	-	19.43
Sub-Total (a)				155.33	46.20
Investment in Mutual Funds					
Aditya Birla Balanced Advantage Fund Regular (Growth)		6,36,877.453	4,47,561.132	651.21	448.59
Axis Balanced Advantage Fund (Growth)		16,15,576.123	29,74,568.785	326.51	598.48
Axis Multi Asset Allocation Fund - Reg - G		11,32,518.802	-	473.44	-
DSP Dynamic Asset Allocation Fund Regular (Growth)		-	3,51,284.210	-	93.04
DSP Banking And Financial Services Fund - Reg - G		5,39,114.731	-	67.50	-
DSP Flexicap Fund - Reg - G		47,399.596	-	42.85	-
DSP Multicap Fund - Reg - G		4,08,643.238	-	42.38	-
Edelweiss Mutual Fund Collection (Growth)		5,30,871.736	5,30,871.736	316.98	316.88
HSBC Equity Hybrid Fund (Growth)		2,18,021.144	2,18,021.144	111.85	108.11
HSBC Focused Fund (Growth)		3,94,485.819	1,10,574.797	89.18	45.21
ICICI Prudential Balanced Advantage Fund (Growth)		-	1,42,716.881	-	98.99
ICICI Prudential Business Cycle Fund - (Growth)		-	3,14,908.286	-	98.13
ICICI Focused Equity Fund Regular (Growth)		1,12,015.966	-	92.86	-
ICICI Pru Thematic Advantage Fund Regular (Growth)		48,913.669	-	99.54	-
ITI Balanced Advantage Fund (Growth)		21,48,674.207	21,48,674.207	291.55	296.26
ITI Banking And Financial Services Fund Regular		6,02,978.866	-	83.35	-
ITI Large Cap Fund Regular (Growth)		2,85,879.696	-	43.70	-
Kotak Balanced Advantage Fund (Growth)		4,64,823.583	4,64,823.583	89.95	90.22
Kotak Banking And Financial Services Fund - Reg - G		8,67,923.390	-	121.32	-
Kotak Consumption (Growth)		-	9,76,635.009	-	120.46
LIC Multi Asset Allocation Fund Regular (Growth)		15,66,577.701	-	174.84	-
Nippon India Equity Hybrid Fund (Growth)		-	49,240.442	-	0.03
Nippon India Flexicap Fund (Growth)		12,85,931.291	12,85,931.291	189.59	195.98
Nippon India Equity Hybrid Fund (Growth)		-	3,46,456.808	-	337.84
Nippon India Aggressive Hybrid Fund Regular (Growth)		3,45,686.623	-	340.87	-
Sundaram Balanced Advantage Fund Regular (Growth)		5,74,910.239	-	189.55	-
Sundaram Equity Saver Fund (Growth)		4,33,386.095	4,33,386.095	295.18	292.41
Tata Resources And Energy Growth Fund (Growth)		7,52,276.473	7,52,276.473	323.81	314.81
Tata Large Cap Fund Regular (Growth)		23,527.322	-	106.34	-
Tata Multi Assets Opportunities Fund (Growth)		-	5,63,396.209	-	123.57
Tata Dividend Yield Fund (Growth)		13,29,861.993	5,71,197.508	222.02	92.99
Tata Innovation Fund (Growth)		10,70,923.668	10,70,923.668	89.51	95.72
Union Value Fund Regular (Growth)		1,73,723.072	-	44.58	-
UTI Quant Fund Regular (Growth)		8,56,368.721	-	80.42	-
UTI India Consumer Fund (Growth)		3,47,019.650	3,47,019.650	176.45	182.43
Sub-Total (b)				5,177.33	3,950.15
Total Current Investment (a + b)				5,332.66	3,996.34
Aggregate Amount of Quoted Current Mutual Fund				5,177.33	3,950.15
Aggregate Market Value of Current Investment in Quoted Shares				155.33	46.20

Notes to Standalone Financial Statements (Contd.)

NOTE 10 - TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Unsecured		
<i>Considered Good*</i>	461.03	56.85
<i>Considered Doubtful</i>	78.10	76.06
	539.13	132.90
Less : Allowance for Doubtful Debts	(78.10)	(76.06)
	461.03	56.85

Age-wise Trade Receivables-

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					TOTAL
	Less than 6 months	6 months- 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Year ended 31st March 2026						
Undisputed Trade Receivable-						
Considered Good	431.18	-	-	5.87	23.99	461.03
Considered Doubtful	-	-	-	-	78.10	78.10
	431.18	-	-	5.87	102.09	539.13
Less : Allowance for Doubtful Debts	-	-	-	-	78.10	78.10
	431.18	-	-	5.87	23.99	461.03
Year ended 31st March 2025						
Undisputed Trade Receivable-						
Considered Good	23.17	-	6.87	-	26.81	56.85
Considered Doubtful	-	-	0.78	-	75.28	76.06
	23.17	-	7.65	-	102.09	132.90
Less : Allowance for Doubtful Debts	-	-	0.78	-	75.28	76.06
	23.17	-	6.87	-	26.81	56.85

The Company's exposure to credit and loss allowances related to Trade Receivables are Disclosed in Note 36.

NOTE 11 - CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
- Cash on Hand	18.45	26.50
- Current Accounts	20.10	1.86
- Short Term Deposits*	17.30	5,121.96
	55.85	5,150.33

*Includes deposits worth ₹ 5,000 Lakhs deposited pursuant to Supreme Court order against bid for land, encashed within May 2025.

NOTE 12 - OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Unsecured		
<i>Considered Good</i>		
Grants Receivable	43.15	28.51
	43.15	28.51

NOTE 13 - OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Unsecured		
<i>Considered Good</i>		
Advances for Supply of Goods and Services	1,294.38	65.17
Prepayments	5.48	5.81
Other Advances	396.52	286.94
Balances with Statutory Authorities	0.93	14.65
	1,697.30	372.57

Notes to Standalone Financial Statements (Contd.)

NOTE 14 - EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Authorised [1,00,00,000 Equity Shares of Rs. 10 each (31 March 2025: 1,00,00,000 Equity Shares of Rs. 10 each)]	1,000.00	1,000.00
	1,000.00	1,000.00
Issued and Subscribed Capital [68,79,300 Equity Shares of Rs. 10 each (31 March 2025 : 68,79,300 Equity Shares of Rs. 10 each)]	687.93	687.93
Paid-up Capital [68,79,300 Equity Shares of Rs. 10 each (31 March 2025 : 68,79,300 Equity Shares of Rs. 10 each)]	687.93	687.93
	687.93	687.93

Notes : a) Reconciliation of Number of Equity Shares Outstanding at the Beginning and at the End of the Reporting Year:

Particulars	31 March 2026		31 March 2025	
	No of Shares	Amount (in Lakhs)	No of Shares	Amount (in Lakhs)
Opening Balance at the Beginning of the Reporting Year	68,79,300	687.93	68,79,300	687.93
Movement During the Reporting Year	-	-	-	-
Closing Balance at the End of the Reporting Year	68,79,300	687.93	68,79,300	687.93

b) Details of Shareholders Holding More Than 5% of the Aggregate Shares in the Company :

Particulars	31 March 2026		31 March 2025	
	No of Shares	% Holding	No of Shares	% Holding
Ajit Kumar Agarwala	25,76,800	37.46%	25,76,800	37.46%
Shashikala Agarwala	20,26,300	29.46%	19,78,287	28.76%
Abhijit Tea Company Pvt. Ltd.	4,70,000	6.83%	4,70,000	6.83%
Rangan Projects Pvt Ltd	3,97,505	5.78%	3,97,505	5.78%
Sambhav Mercantiles Pvt. Ltd.	3,65,548	5.31%	3,41,305	4.96%

c) Details of Promoters Holding and Changes :

Period Ended on	31 March 2026			31 March 2025		
Equity Shares	Number	% of Shares	% Change	Number	% of Shares	% Change
Ajit Kumar Agarwala	25,76,800	37.46%	0.00%	25,76,800	37.46%	0.00%
Shashikala Agarwala	20,26,300	29.46%	0.70%	19,78,287	28.76%	0.00%
Abhijit Tea Comopany Private Limited	4,70,000	6.83%	0.00%	4,70,000	6.83%	0.00%
Jaladacca Tea Platations Private Ltd.	30,000	0.44%	0.00%	30,000	0.44%	0.00%
Pradip Kumar Kajaria	1	0.00%	0.00%	-	-	-

d) Rights, Preferences and Restrictions Attached to Equity Shares :

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity 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 ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

e) The Company has not allotted any fully paid up equity shares by of bonus shares during the period of five years immediately preceding the balance sheet date nor has issued shares for consideration other than cash.

Notes to Standalone Financial Statements (Contd.)

NOTE 15 - OTHER EQUITY

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Refer Statement of Changes in Equity for Detailed Movement in Equity Balance		
A. Summary of Other Equity Balance		
Securities Premium	764.56	764.56
Retained Earnings	8,247.29	7,287.37
General Reserve	49.88	49.88
Share Forfeiture	11.81	11.81
Items of Other Comprehensive Income	(9.21)	(9.21)
	9,064.34	8,104.42

B. Nature and Purpose of Reserves

Securities Premium Reserve : Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

General Reserve : The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

Retained Earnings : Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Items of Other Comprehensive Income : Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in 'Other comprehensive income' and subsequently not reclassified to the statement of profit and loss.

NOTE 16 - NON-CURRENT BORROWINGS- SECURED

(₹ in Lakhs)

Particulars	As at 31 March 2026			As at 31 March 2025		
	Total Liability	Current	Non-Current	Total Liability	Current	Non-Current
Central Bank Against Plantation	71.33	47.79	23.54	83.23	38.80	44.42
Central Bank COVID 20%	-	-	-	5.71	5.71	-
Central Bank of India GECL Loan	-	-	-	112.00	44.00	68.00
Bank of India GECL	-	-	-	107.00	27.23	79.77
Punjab National Bank Car Loan	27.17	9.29	17.87	35.64	8.48	27.17
ICICI Loan against Office premises	258.72	27.56	231.16	281.80	22.15	259.66
Yes Bank Term Loan	1,000.00	-	1,000.00	1,000.00	-	1,000.00
	1,357.22	84.64	1,272.57	1,625.38	146.36	1,479.02
Unsecured Loans	175.00	-	175.00	3,144.52	-	3,144.52
Grand total	1,532.22	84.64	1,447.57	4,769.91	146.36	4,623.55

Note:

Facility Category	Security Details	Rate of Interest (pa)	Repayment Terms
Central Bank Plantation Loan	i) Equitable mortgage on Company's Bagdogra Tea Estate ii) Personal Guarantee of Mr. Ajit Kumar Agarwala and Mrs. Shashikala Agarwala.	MCLR + 0.15%	28 Quarterly Instalments to be liquidated by the year 2027-28
Covid and GECL Loan from all Banks	Co-extension of all securities against working capital limits as per Note below.	MCLR +1% (Max 9.25%)	Repayable in 18 Quarterly Instalments - Full repayment by the year 2025-26
Term Loan Yes Bank	i) Secured against equitable mortgage of Abhijit Tea Company Private Limited's immovable land and building and personal guarantee of Sri Ajit Kumar Agarwala and Smt. Shashikala Agarwala and Abhijit Tea Company Private Limited	Repo Rate plus 2.80%	Repayable in the year 2027-28
ICICI Loan	Secured against equitable mortgage of leasehold office premises acquired during the year 2023-24	RBIPLR plus 2.65%, Present Rate being 7.90%	Repayable in 120 Equal Installments
Vehicle Loans	Secured by Vehicle	Rates from 7.00% to 8.10%	Repayable in 60 Equal Installments

Notes to Standalone Financial Statements (Contd.)

NOTE 17 - PROVISIONS (NON-CURRENT)

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2026
Provision for Employee Benefits (Refer Note 35)		
– Gratuity	137.10	147.57
	137.10	147.57

NOTE 18 - OTHER NON-CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2026
Long Term Advance Against Land Development	275.22	–
Deferred Income	45.21	49.39
	320.43	49.39

NOTE 19 - CURRENT-BORROWINGS

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2026
Secured		
Working Capital Loan from Central Bank of India	815.96	536.14
Working Capital Loan from Bank of India	285.97	333.50
Working capital loan from Union Bank of India	1,208.44	1,173.59
Current Maturities of Long Term Debts (Refer Note 16 above)	84.64	146.36
	2,395.02	2,189.59

Note :

Name of the Bank & Facility	Security Details	Rate of Interest
Central Bank of India Cash Credit	i) Equitable mortgage on Company's Bagdogra Tea Estate ii) Personal Guarantee of Mr. Ajit Kumar Agarwala and Mrs. Shashikala Agarwala.	MCLR +0.15%
Bank of India Cash Credit	i) Equitable mortgage on Company's Adhikary Tea Unit ii) Personal Guarantee of Mr. Ajit Kumar Agarwala and Mrs. Shashikala Agarwala.	RBLR
Union Bank of India Cash Credit, Kolkata Account Trading Division	Secured against equitable mortgage of Terai Infrastructures Limited's immovable land building and Personal Guarantee of Sri Ajit Kumar Agarwala and Smt. Shashikala Agarwala and Corporate Guarantee of Terai Infrastructures Ltd.	EBLR between 8.50% - 7.75%
Union Bank of India, A/c Tea Factory Unit	Secured against equitable mortgage of Land and Building of Terai Tea Factory at Kharibari, District, Darjeeling and Personal Guarantee of Sri Ajit Kumar Agarwala and Smt. Shashikala Agarwala.	EBLR

NOTE 20 - TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Total Outstanding Dues of Micro and Small Enterprises (Refer Note below)	–	–
Total Outstanding dues of other than Micro and Small Enterprises*	225.18	148.97
	225.18	148.97

Agewise Analysis- Trade Payables

Particulars	Outstanding for Following Periods from Due Date of Payment					TOTAL
	Not Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Year Ended 31st March 2026						
Undisputed Dues						
i) MSME	–	–	–	–	–	–
ii) Others	2.50	220.07	2.61	–	–	225.18
Year ended 31st March 2025						
Undisputed Dues						
i) MSME	–	–	–	–	–	–
ii) Others	2.50	144.42	0.88	1.00	0.17	148.97

Notes to Standalone Financial Statements (Contd.)

NOTE 20 - TRADE PAYABLES (Contd.)

Note: There are no material dues owed by the Company to Micro and Small enterprises, which are outstanding for more than 45 days during the year and as at 31 March 2026. This information as required under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company and has been relied upon by the auditors.

The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the year:

– Principal	-	-
– Interest	-	-

The amount of interest paid by the Company in terms of Section 16 of the MSMED Act, 2006 alongwith the amount of the payment made to the supplier beyond the appointed date during the year

- -

The amount of the payments made to micro and small suppliers beyond the appointed day during each accounting year

- -

The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.

- -

The amount of interest accrued and remaining unpaid at the end of each accounting year.

The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purposes of disallowance as a deductible expenditure under the MSMED Act, 2006

- -

The Company's exposure to liquidity risks related to trade payables is disclosed in note 36.

NOTE 21 - OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Statutory Dues Payable	11.49	7.58
Liability for Expenses and Goods	60.21	57.62
	71.71	65.20

NOTE 22 - PROVISIONS

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Provision for Employee Benefits (Refer Note 35)		
– Gratuity	14.24	11.61
– Bonus	81.00	69.50
	95.24	81.11

NOTE 23 - REVENUE FROM OPERATION

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Sale of Products	3,245.21	3,493.24
Sale of Traded Goods	5,617.10	6,802.82
Other Sales	9.08	3.43
	8,871.39	10,299.49

NOTE 24 - OTHER INCOME

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Government Grant	4.19	4.98
Dividend	0.21	1.52
Interest Income from Financial Assets Carried at Amortised Cost	19.70	83.18
Liabilities no Longer Required, Written Off	21.12	6.38
Sale of Rights in Agricultural Land	988.11	272.50
Profit on Sale / Redemption of Mutual Fund	350.21	160.02
Gains on Fair Valuation of Investments	-	87.68
Insurance Claim	2.71	2.49
Miscellaneous Income	0.00	0.10
Profit on Buyback of Shares	-	476.09
Rent Received	9.00	-
	1,395.24	1,094.93

Notes to Standalone Financial Statements (Contd.)

NOTE 25 - COST OF MATERIAL CONSUMED & TRADED GOODS

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Purchases of Raw Material	1,530.30	1,732.11
Purchases of Traded Goods	5,575.73	6,750.79
	7,106.03	8,482.90

NOTE 26 - CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening Inventory		
– Finished Goods	36.58	93.99
	36.58	93.99
Closing Inventory		
– Finished Goods	98.57	36.58
	98.57	36.58
(Increase) / Decrease in Inventory	(61.99)	57.41

NOTE 27 - EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Salaries, Wages and Bonus	687.13	675.91
Contribution to Provident and Other Funds (Refer Note 35)	31.80	30.59
Staff Welfare Expenses	14.43	13.75
	733.36	720.24

NOTE 28 - FINANCE COSTS

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Interest Expense on Financial Liability Measured at Amortised Cost	324.45	350.08
	324.45	350.08

NOTE 29 - OTHER EXPENSES

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Consumption of Stores and Spares	165.26	131.33
Allowances for Doubtful Receivables	2.04	(33.05)
Power and Fuel	520.44	465.00
Rent	0.30	10.26
Rates and Taxes	11.03	6.98
Insurance	9.53	8.16
Travelling and Conveyance	50.45	79.69
Bad Debts Written off	-	139.13
Repairs and Maintenance:		
– Building	22.74	6.91
– Plant and Machinery	8.96	11.87
– Others	27.12	7.06
– Plantation Maintenance	163.86	167.89
Professional Fees (Refer Note 33)	57.63	91.31
Miscellaneous	43.99	32.98
Communication Expense	0.44	2.81
Selling Expenses	79.43	70.69
Printing and Stationery	2.18	2.14
Subscription and Donation	4.38	8.44
Bank Charges	4.53	7.52
Loss on Fair Valuation of Investments	306.64	-
Loss on F & O Derivatives	-	7.49
Loss on Fixed Assets	3.52	-
Business Promotional Expenses	49.86	-
	1,534.35	1,224.59

Notes to Standalone Financial Statements (Contd.)

NOTE 30 - INCOME-TAX

(₹ in Lakhs)

For the Period Ended		31-03-2026	31-03-2025
(a) Amounts Recognised in Statement of Profit and Loss			
Current Tax		-	4.64
Tax Expense for Earlier Year		(20.25)	5.55
Attributable to Origination and Reversal of Temporary Differences		(425.95)	51.86
		(446.20)	62.05
(b) Reconciliation of Effective Tax Rate		31-03-2026	31-03-2025
Profit Before Tax		513.72	430.11
Profit / (Loss) Before Tax			
Tax using the Company's Domestic Tax Rate:	25.17%	129.29	25.17% 108.25
Tax Effect of :			
Agricultural Income		(245.37)	(70.76)
Other Exempt Income		(1.73)	(183.42)
Provisions Disallowed		(1.46)	(3.76)
Impact on Account of Depreciation Difference		5.81	11.10
Computation Difference for Capital Gains		47.77	-
Notional Losses Disallowed		78.06	143.24
Adjustment Against Brought Forward Losses		(12.37)	-
Current Tax		-	4.64

(c) Recognised Deferred Tax Assets and Liabilities

(₹ in Lakhs)

Deferred Tax Assets and Liabilities are Attributable to the following:

Particulars	Deferred Tax Assets		Deferred Tax Liabilities		Deferred Tax (Liabilities)/Asset, (Net)	
	31-03-2026	31-03-2025	31-03-2026	31-03-2025	31-03-2026	31-03-2025
Property, Plant and Equipment	-	-	73.61	100.95	(73.61)	(100.95)
Carried Forward Losses	400.07	-	-	-	400.07	-
Provision for Employee Benefits	38.09	40.06	-	-	38.09	40.06
Other Items	19.66	19.14	-	-	19.66	19.14
	457.81	59.21	73.61	100.95	384.20	(41.75)

(d) Movement in Temporary Differences

(₹ in Lakhs)

Particulars	As at 1st April 2025	Recognised in Statement of Profit and Loss	As at 31st March 2026	As at 1st April 2024	Recognised in Statement of Profit and Loss	As at 31st March 2025
Property, Plant and Equipment	(100.95)	27.34	(73.61)	(71.98)	28.97	(100.95)
Provision for Employee Benefits	40.06	(1.97)	38.09	54.63	14.57	40.06
Carried Forward Losses	-	400.07	400.07	-	-	-
Other Items	19.14	0.51	19.66	27.46	8.32	19.14
	(41.75)	425.95	384.20	10.11	51.86	(41.75)

(e) The Following Table Provides the Details of Income Tax Assets and Income Tax Liabilities

(₹ in Lakhs)

As at	31 March 2026	31 March 2025
Income Tax Assets (Net)	17.94	37.06
Current tax Liabilities (net)	-	4.64
Net Current Income Tax Asset / (Liability) as at 31 March	17.94	32.42

Notes to Standalone Financial Statements (Contd.)

NOTE 31 - CONTINGENT LIABILITIES AND COMMITMENTS

(i) Contingent liabilities

- (a) Claims against the Company not acknowledged as debt in respect to income tax, sales tax and other matters-
- VAT and Sales Tax Demand on Assessment aggregating Rs 98.65 Lakhs (31 March 2025 : 98.65 Lakhs) being disputed.
 - Income Tax demands - Rs. Nil (31st March 2025 : Rs. 39.25 Lakhs)
 - Income tax demands relating to TDS compliance - Rs. 2.40 Lakhs (31st March 2025 : Rs. 2.27 Lakhs)
 - Claims against the Company not acknowledged as Debts - Nil (31st March 2025 : Rs. Nil)
- (b) Bank guarantees outstanding as at 31 March 2026 : Rs. 116.19 Lakhs (31 March 2025 : Rs. 227.60 Lakhs)

Note : Contingent liabilities disclosed above represent possible obligations where possibility of cash outflow to settle the obligations is remote.

(ii) Commitments:

The Company has extended corporate guarantees and equitable mortgage on Company's immovable properties created to secure the loans limit sanctioned in favour of the following Companies (₹ in Lakhs)

Name of the Company	Name of the Bank	Limit Sanctioned		Outstanding as at	
		31-03-2026	31-03-2025	31-03-2026	31-03-2025
Abhijit Tea Company Pvt. Ltd.	Bank of India	751.00	811.00	358.74	593.72

Regarding items (i) and (ii) (b) above, it is not practicable to disclose information in respect of the estimate of the financial effect, an indication of the uncertainties relating to outflow and the possibility of any reimbursement as it is determinable only on occurrence of uncertain future events / receipt of judgements pending at various forums.

NOTE 32 - EARNINGS PER SHARE

(₹ in Lakhs)

A. Computation of Earnings Per Share is as follows:

For the Period	31-03-2026	31-03-2025
Net Profit Attributable to the Equity Shareholders	959.92	368.06
Nominal Value of Equity Shares	10	10
Number of Weighted Average Shares Considered for Calculation of Basic and Diluted Earnings Per Share	68,79,300	68,79,300
Earnings Per Share:		
- Basic	13.95	5.35
- Diluted	13.95	5.35

NOTE 33 - AUDITOR'S REMUNERATION (INCLUDED IN LEGAL AND PROFESSIONAL FEES, EXCLUDING APPLICABLE TAXES)

(₹ in Lakhs)

For the Period	31-03-2026	31-03-2025
Statutory Audit Fees	2.00	2.00
Tax Audit Fees	0.50	0.50
	2.50	2.50

Notes to Standalone Financial Statements (Contd.)

NOTE 34 - RELATED PARTIES

1. Relationships		
	Associate Companies	Abhijit Tea Company Private Limited Amit Paridhan Private Limited East Indian Produce Limited New Darjeeling Union Tea Company Limited Sayedabad Tea Company Limited Terai Dooars Tea Company Private Limited* Terai Financial Services Private Limited Terai Infrastructures Limited Terai Ispat & Trading Private Limited Terai Overseas Private Limited The Kharibari Tea Company Limited
	Subsidiary Company	Terai Retailors Private Limited
2. Key Management Personnel (KMP) :	Managing Director	Shri Ajit Kumar Agarwala
	Chief Financial Officer	Shri Rajendra Kanodia
	Company Secretary	Shri Rajesh Singhania
3. Entities where Key Management Personnel and their Relatives are Able to Exercise Significant Influence		Ajit Kumar Agarwala and Others (HUF) Jaldacca Tea Plantations Private Limited Bagdogra Tea Company Private Limited Kanchanview Resorts Private Limited Terai Tea Resorts Limited Terai Resorts & Country Club Private Limited
4. The following are significant transactions with related parties by the Company :- (₹ in Lakhs)		
Particulars	For the Year Ended	
	31-03-2026	31-03-2025
<u>Sale of Green Leaf , Machinery Items, Fertilizers etc</u>		
Sayedabad Tea Company Limited	0.56	6.32
The Kharibhari Tea Company Limited	8.75	10.90
East Indian Produce Limited	2.67	2.33
New Darjeeling Union Tea Company Limited	10.39	2.69
Jaldacca Tea Plantations Private Limited	0.15	-
<u>Sale of Services</u>		
Terai Overseas Private Limited (Rent)	10.62	-
Total	33.14	22.24
<u>Salary & Rent</u>		
Ajit Kumar Agarwala	60.72	60.72
Ajit Kumar Agarwala & Others (HUF)	6.50	6.00
Rajesh Singhania	16.20	15.00
Rajendra Kanodia	16.20	15.00
Total	99.62	96.72

* Part of the year

Notes to Standalone Financial Statements (Contd.)

NOTE 34 - RELATED PARTIES (Contd.)

(₹ in Lakhs)

4. The following are significant transactions with related parties by the Company : (Contd.)		
Particulars	For the Year Ended	
	31-03-2026	31-03-2025
Purchase of Green Leaf , Machinery Items, Tea , Coal etc.		
Sayedabad Tea Company Limited	10.11	36.03
New Darjeeling Union Tea Company Limited	12.79	1.36
East Indian Produce Limited	17.74	4.69
The Kharibhari Tea Company Limited	4.11	28.60
Terai Dooars Tea Company Private Limited	0.17	1.61
Jaldacca Tea Plantations Private Limited	0.07	-
Terai Overseas Private Limited	7.50	-
Total	52.49	72.29
Loan Refunded		
Terai Overseas Private Limited	0.08	-
Rajendra Kanodia	10.00	-
Terai Resorts & Country Club Pvt Ltd	25.45	-
Terai Tea Resorts Limited	153.00	-
Ajit Kumar Agarwala	-	50.00
Shashikala Agarwala	-	18.00
Terai Ispat and Trading Private Limited	-	0.15
Total	188.53	68.15
Loan Given		
Terai Overseas Private Limited	282.92	-
Terai Tea Resorts Limited	156.17	-
Rajendra Kanodia	10.00	-
Ajit Kumar Agarwala	-	50.00
Shashikala Agarwala	-	18.00
Terai Ispat and Trading Private Limited	-	0.15
Terai Resorts & Country Club Pvt Ltd	22.70	2.75
Total	471.79	70.90
Loan Received		
Terai Overseas Private Limited	-	1,052.95
Shashikala Agarwala	10.00	-
Amit Paridhan Private Limited	5.00	-
New Darjeeling Union Tea Company Limited	200.00	-
Total	215.00	1,052.95
Loan Repaid		
Shilpam Dealcom Private Limited	292.95	500.00
Shashikala Agarwala	10.00	-
Amit Paridhan Private Limited	5.00	-
New Darjeeling Union Tea Company Limited	200.00	-
Total	507.95	500.00
Investment in Associates		
Terai Overseas Private Limited	22.50	-
Total	22.50	-
5. The balance receivable from and payable to related parties are as follows: (₹ in Lakhs)		
Particulars	For the Year Ended	
	31-03-2026	31-03-2025
Payable against Purchases/Services		
Rajesh Singhania	1.20	1.05
Rajendra Kanodia	1.20	1.05
Ajit Kumar Agarwala	-	3.48
Ajit Kumar Agarwala HUF	-	0.45
Total	2.40	6.03
Loans Payable		
Terai Infrastructures Limited	-	15.00
Shilpam Dealcom Private Limited	-	292.95
Total	-	307.95
Advances Receivable		
Terai Overseas Private Limited	283.92	-
Terai Tea Resorts Limited	3.17	2.75
Terai Financial Services Pvt Ltd	0.10	-
Bagdogra Tea Co.Pvt.Ltd	0.10	0.10
Total	287.29	2.85
Note : The sales and purchases from related parties are made on the terms equivalent to those that prevail in arm's length transactions. Outstanding balance at the year end are unsecured and interest free and settlement occurs in cash. This assessment is undertaken at each financial year through examining the financial position of the related party and the market in which the related party operates		

Notes to Standalone Financial Statements (Contd.)

NOTE 35 - EMPLOYEE BENEFITS

(a) Defined Contribution Plans

The Company has recognised an amount of **Rs. (4.32) Lakhs** (31 March 2025: Rs. 36.84 Lakhs) as expenses under the defined contribution plans in the statement of profit and loss for the year:

(b) Defined Benefit Plans

(₹ in Lakhs)

1. Reconciliation of Net Defined Benefit Asset / (Liability)	31-03-2026	31-03-2025
(i) Reconciliation of Present Value of Defined Benefit Obligation		
Obligations as at 1 April	159.18	141.08
Current Service Cost	10.95	12.10
Interest Cost	10.49	9.63
Benefits Settled	-	(18.73)
Actuarial (Gain) / Loss Due to Financial Assumptions	(8.32)	7.92
Actuarial (Gain) / Loss Due to Experience Adjustments	(20.96)	7.18
Obligations at the Year End 31 March	151.35	159.18
(ii) Reconciliation of Present Value of Plan Asset:		
Plan Assets as at 1 April	-	-
Expected Return on Plan Assets	-	-
Return on Assets Excluding Interest Income	-	-
Contributions	-	18.73
Benefits Settled	-	(18.73)
Plan Assets at 31 March at Fair Value	-	-
(iii) Reconciliation of Net Defined Benefit Asset / (Liability)		
Present Value of Obligation as at 31 March	151.35	159.18
Plan Assets at 31 March at Fair Value	-	-
Amount Recognised in Balance Sheet Asset / (Liability)	(151.35)	(159.18)
Non-Current	137.10	147.57
Current	14.24	11.61
2. Expenses Recognised in the Statement of Profit and Loss Under		
Employee Benefit Expense :		
Current Service Cost	10.95	12.10
Gratuity Settled / Provided	3.52	18.73
Benefits Settled / Liabilities Provided	-	(18.73)
Interest Cost	10.49	9.63
Changes in Financial Assumptions	(8.32)	7.92
Experience Adjustments	(20.96)	7.18
Net Cost	(4.32)	36.84
3. Remeasurements Recognised in Statement of Other Comprehensive Income		
Changes in Financial Assumptions	-	-
Net Loss / (Gain) Recognised in Statement of Other Comprehensive Income	-	-
4. Principal Actuarial Assumptions		
Discount Factor [Refer Note (i) Below]	7.25%	6.59%
Salary Escalation Rate [Refer Note (iii) Below]	6.00%	6.00%
Retirement Age (in Years)	60	60

Notes : (i) The discount rate is based on the prevailing market yield on Government Securities as at the balance sheet date for the estimated term of obligations.

(iii) The estimate of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

(₹ in Lakhs)

Sensitivity Analysis	31 March 2026	31 March 2025
A. Discount Rate		
Discount Rate -1%	164.31	173.50
Discount Rate +1%	140.03	146.73
B. Salary Escalation Rate		
Salary Rate -1%	140.47	146.60
Salary Rate +1%	163.57	173.40

Notes to Standalone Financial Statements (Contd.)

NOTE 36 - FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT

Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at 31 March 2026, including their levels in the fair value hierarchy. (₹ in Lakhs)

Particulars	Note	FVTPL	Carrying Amount				Fair Value			
			FVOCI	Other Financial Assets Amortised Cost	Other Financial Liabilities	Total Carrying Amount	Level-1	Level-2	Level-3	Total
Financial Assets Measured at Fair Value										
Investment in Mutual Funds	9	5,177.33	-	-	-	5,177.33	5,177.33	-	-	5,177.33
Investment in Equity Shares	9	155.33	-	-	-	155.33	155.33	-	-	155.33
		5,332.66	-	-	-	5,332.66	5,332.66	-	-	5,332.66
Financial Assets not Measured at Fair Value										
Investment in Equity Shares	5	-	-	680.40	-	680.40	-	680.40	-	680.40
Other Financial Assets	6,12,13	-	-	1,780.39	-	1,780.39	-	1,780.39	-	1,780.39
Trade Receivables	10	-	-	461.03	-	461.03	-	461.03	-	461.03
Cash and Cash Equivalents	11	-	-	55.85	-	55.85	-	55.85	-	55.85
		-	-	2,977.67	-	2,977.67	-	2,977.67	-	2,977.67
Financial Liabilities not Measured at Fair Value										
Borrowings	16,19	-	-	-	3,842.59	3,842.59	-	-	-	3,842.59
Trade Payables	20	-	-	-	225.18	225.18	-	-	-	225.18
Other Current Liabilities	21	-	-	-	71.71	71.71	-	-	-	71.71
		-	-	-	4,139.48	4,139.48	-	-	-	4,139.48

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at 31 March 2025, including their levels in the fair value hierarchy. (₹ in Lakhs)

Particulars	Note	FVTPL	Carrying Amount				Fair Value			
			FVOCI	Other Financial Assets Amortised Cost	Other Financial Liabilities	Total Carrying Amount	Level-1	Level-2	Level-3	Total
Financial Assets Measured at Fair Value										
Investment in Mutual Funds	9	3,950.15	-	-	-	3,950.15	3,950.15	-	-	3,950.15
Investment in Equity Shares	9	46.20	-	-	-	46.20	46.20	-	-	46.20
		3,996.34	-	-	-	3,996.34	3,996.34	-	-	3,996.34
Financial Assets not Measured at Fair Value										
Investment in Equity Shares	5	-	-	705.97	-	705.97	-	705.97	-	705.97
Other Financial Assets	6,7	-	-	443.42	-	443.42	-	-	-	-
Trade Receivables	10	-	-	56.85	-	56.85	-	-	-	-
Cash and Cash Equivalents	11	-	-	5,150.33	-	5,150.33	-	-	-	-
		-	-	6,356.57	-	6,356.57	-	705.97	-	705.97
Financial Liabilities not Measured at Fair Value										
Borrowings	16,19	-	-	-	6,813.14	6,813.14	-	-	-	6,813.14
Trade Payables	20	-	-	-	148.97	148.97	-	-	-	148.97
Other Current Liabilities	21	-	-	-	65.20	65.20	-	-	-	65.20
		-	-	-	7,027.31	7,027.31	-	-	-	7,027.31

Notes to Standalone Financial Statements (Contd.)

NOTE 36 - FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT (Contd.)

The fair value of cash and cash equivalents, trade receivables, loans, trade payables and other financial assets and liabilities approximate their carrying amount largely due to the short-term nature of these instruments. The Company's loans have been contracted at market rates of interest. Accordingly, the carrying value of such loans approximate fair value. Investments in equity shares in associates is not appearing as financial asset in the table above being investment in associates accounted under Ind AS 27, Separate Financial Statements is scoped out under Ind AS 109, Financial Instruments.

Investments in liquid and short-term mutual funds which are classified as FVTPL are measured using net assets value at the reporting date multiplied by the quantity held.

Investments in equity shares which are classified as FVTPL are measured using market price of share at the reporting date multiplied by the quantity held.

Financial Risk Management

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's management risk policy is set by the Board. The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. A summary of the risks have been given below.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers

Financial Assets that are not Credit Impaired

The Company has financial assets which are in the nature of cash and cash equivalents, other bank balances, loans, security deposits, interest accrued on fixed deposits and other receivables which are not credit impaired. These are contractually agreed where the probability of default is negligible.

Financial Assets that are Credit Impaired

Trade Receivables

The Company's exposure to credit risk is influenced mainly by the type of each customer. In monitoring customer credit risk, customers are grouped according to their credit characteristics, industry, trading history with the Company and existence of previous financial difficulties.

The Company has calculated the impairment loss arising on account of past trends in the default rate for time bucket.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Out of the total trade receivables of **Rs 539.13 Lakhs** (31 March 2025 : Rs. 132.90 Lakhs), the exposure considered for expected Credit Loss is **Rs. 78.10 Lakhs** (31 March 2025 : Rs. 76.06 Lakhs). (₹ in Lakhs)

Movement in the Allowance for Impairment in Trade Receivables	31-03-2026	31-03-2025
Opening Balance	76.06	109.11
Amount Provided for	2.04	(33.05)
Net Remeasurement of Loss Allowance	78.10	76.06

Liquidity Risk

Liquidity Risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

The table below provides details regarding the contractual maturities of significant financial liabilities- (₹ in Lakhs)

Particulars	As at 31 March 2026		As at 31 March 2025	
	Less than 1 year	More than 1 year	Less than 1 year	More than 1 year
Non-Derivative Financial Liabilities				
Trade Payables	222.57	2.61	146.92	2.05
Other Current Liabilities	71.71	-	65.20	-
Borrowings	2,395.02	1,447.57	2,189.59	4,623.55
	2,689.29	1,450.19	2,401.71	4,625.60

Notes to Standalone Financial Statements (Contd.)

NOTE 36 - FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT (Contd.)

Market Risk

Market risk is the risk that changes in market prices – such as interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest Rate Risk

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rates. The Company is carrying its borrowings primarily at variable rate. The Company expects the variable rate to decline, accordingly the Company is currently carrying its loans at variable interest rates. (₹ in Lakhs)

Particulars	31 March 2026	31 March 2025
Variable Rate Borrowings	3,842.59	6,813.14
Fixed Rate Borrowings	-	-
Total	3,842.59	6,813.14

Sensitivity Analysis

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

(₹ in Lakhs)

31 March 2026	Profit or Loss		Equity, Net of Tax	
	Strengthening	Weakening	Strengthening	Weakening
Movement by 50 Basis Points	19.21	(19.21)	14.22	(14.22)
	19.21	(19.21)	14.22	(14.22)

31 March 2025	Profit or Loss		Equity, Net of Tax	
	Strengthening	Weakening	Strengthening	Weakening
Movement by 50 Basis Points	34.07	(34.07)	25.21	(25.21)
	34.07	(34.07)	25.21	(25.21)

Agricultural Risk

Cultivation of tea being an agricultural activity, there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions, logistic problems inherent to remote areas, and fluctuation of selling price of finished goods (tea) due to increase in supply/availability.

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

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

NOTE 37 : The Company acquired by way of purchase Dharnipur Tea Estate as a "Going Concern" from its owner Sri Dharendra Nath Bhowmick (since deceased) and Dharnipur Tea Industries (P) Ltd. as confirming party and the Deed of conveyance was duly executed and registered in the name of the Company. The said Deed of Conveyance was cancelled in view of certain pending disputes between the seller and another party. However the agreement for purchase of the said Tea Estate subsists and is subject matter of a specific performance suit pending before Hon'ble Calcutta High Court. The Company is not in possession of the said Tea estate and has accordingly not accounted for the profit and loss on account of the operation or ownership of the said Tea Estate. The value of Dharnipur Tea estate represents the costs paid at the time of purchase and the legal expenses incurred thereafter on behalf of Bhowmicks and/or legal heirs for contesting their suit which was pending. All advocate fees at High Court and at Supreme Court were paid by this Company and capitalized. On the basis of Hon'ble Supreme Court order dated 1.10.1991, if Bhowmick's title is confirmed in their pending suit then the rights of this company remains intact. The title of Bhowmicks/legal heirs was confirmed by Hon'ble Calcutta High Court. A suit for declaration and title in favour of the Company is pending.

Notes to Standalone Financial Statements (Contd.)

(₹ in Lakhs)

NOTE 38 : The Company acquired certain interest in a plot of land at Bangalore for which registration in the name of the Company has not been done. All expenses of litigation in respect of the said land are considered as deemed cost of land and the same has been accounted as advance given for land.

NOTE 39 : In accordance with Ind AS 108, Operating segments, segment information has been provided in the consolidated financial statements of the Company and no separate disclosure on segment information is given in these standalone financial statements.

NOTE 40 - WORKING RATIOS

The ratios for the years ended 31st March 2026 and 31st March 2025 are as follows -

Sl.	Particulars	31st March 2026	31st March 2025	Variance in %	Reasons for change
1.	Current Ratio	2.77	3.89	(28.90%)	The decline is due to the company using part of its liquid resources to repay borrowings during the year, which reduced the assets available in the short term.
2.	Debt- Equity Ratio	0.39	0.77	(49.15%)	The improvement is due to repayment of loans during the year along with an increase in reserves from profits earned, which strengthened the company's own funds compared to borrowed funds.
3.	Debt Service Coverage Ratio	0.39	(0.28)	(237.36%)	The improvement is due to higher profits earned during the year and repayment of a substantial part of the loans, which improved the company's ability to service its debt compared to the previous year.
4.	Return on Equity (ROE)	10.35%	4.28%	142.13%	The improvement is due to higher profits earned during the year, resulting in increased return on equity ratio.
5.	Inventory Turnover Ratio	70.36	88.36	(20.38%)	The decline is due to lower production and sales activity during the year, which reduced the movement of inventory.
6.	Trade Receivables Turnover Ratio	34.25	100.98	(66.08%)	The decline is due to slower collection from customers and a higher level of outstanding receivables at the year-end.
7.	Trade Payables Turnover Ratio	0.02	0.02	49.19%	The change is due to the company availing a slightly longer credit period from its suppliers during the year.
8.	Net Capital Turnover Ratio	2.02	1.86	8.31%	The improvement is due to a reduction in working capital deployed during the year relative to the level of business operations.
9.	Net Profit Ratio	10.82%	3.57%	202.79%	The improvement is due to higher profits during the year, supported by lower input costs and income earned from investments.
10.	Return on Capital Employed	9.45%	4.59%	105.85%	The improvement is due to higher profits earned during the year, resulting in better returns and resulting increased return on capital employed ratio.
11.	Return on Investments Quoted	7.78%	6.50%	-	Increase in value of investments has increased the return on investment ratio.

Notes to Standalone Financial Statements (Contd.)

(₹ in Lakhs)

NOTE 41: OTHER STATUTORY INFORMATION :

- i. The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- ii. The Company do not have any transactions with struck off companies under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.
- iii. The Company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.
- iv. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v. The Company has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) 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
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vi. The Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall :
 - (a) 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
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vii. The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- viii. The Company has not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

NOTE 42

The Company has availed of working capital limits from Central Bank of India, Union Bank of India and Bank of India against security of current assets. There was no material discrepancy between the figures reported in quarterly statements and the books of account except the value of standing crop which is not recorded in books.

NOTE 43

Raw Materials consumed represent only green tea leaves purchased from the green leaf suppliers.

NOTE 44

Previous year figures have been reclassified / regrouped / rearranged wherever necessary.

As per our Report of even date attached

For **Saha & Majumder**
Chartered Accountants
FRN 303087E

Sd/-

S.N. Bhattacharjee

Partner

Membership No 010767

ICAI UDIN : 26010767ONRHCD3435

Place : Siliguri

Dated : 30th May, 2026

Sd/-

Ajit Kumar Agarwala

Managing Director

DIN : 00265775

For and on behalf of the Board of Directors
Terai Tea Company Limited

Sd/-

Rajendra Kanodia

Director & CFO

DIN : 00175574

Sd/-

Rajesh Singhania

Company Secretary

M. No. : F7746

Independent Auditors' Report on Consolidated Statements

To
The Members of
TERAI TEA COMPANY LIMITED
East India House,
20B, British Indian Street, 2nd Floor,
Kolkata - 700 069

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have Audited the Consolidated Financial Statements of **Terai Tea Company Limited** ("the Company") which comprise the consolidated balance sheet as at 31 March 2026, the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements") and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of the associates and the subsidiary, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2026 and its consolidated profit and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Estimation of Useful Life of Bearer Plants

See note 3(a) to the Consolidated Financial Statements

The key Audit Matter	How the Matter was Addressed in our Audit
Useful life of Bearer Plants requires the management to exercise significant judgement in relation to the estimate thereof. Nature, timing and likelihood of changes to the natural factors may affect the useful life expectancy of the assets and therefore could have a material impact on the depreciation expense for the year. As per the Ind AS 16 – "Property, Plant and Equipment", the management reviews the estimated useful life and the residual value of Bearer Plants annually and adjust for changes, where appropriate. Accordingly, the matter has been identified as key audit matter. The written down value of such Bearer Plants as on 31 March 2026 is Rs. 1,583.23 Lakhs.	✓ Assessed the management's estimates of the useful life of Bearer Plants with reference to: (a) the consistency with the Company's pattern of economic benefits embodied in such assets and future operating plans including acquisitions and retirements of the Bearer Plants; (b) the comparison to the useful life estimates adopted by the comparable tea producers; and (c) consideration of the Company's historical experience. ✓ Evaluated the assumptions and critical judgements used by the management through testing of underlying documents / details. ✓ Assessed the related disclosures included in the consolidated financial statements in this regard.

Independent Auditors' Report on Consolidated Statements (Contd.)

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. The information included in the annual report is expected to be made available to us after the date of the auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

Responsibilities of Management and those Charged with Governance for the Consolidated Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows of the group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective board of directors of the Company and its associates and subsidiary are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the Company and its associates and subsidiary are responsible for assessing the ability of each Company to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors is also responsible for overseeing the financial reporting process of each Company.

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

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. 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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based

Independent Auditors' Report on Consolidated Statements (Contd.)

on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its associates and subsidiary to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Company and its associates and subsidiary to express an opinion on the consolidated financial statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such entities. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.

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

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone 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 standalone financial statements.

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

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

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

Other Matters

The consolidated financial statements include the share of net loss of Rs. 441.47 lakhs for the year ended 31 March 2026, in respect of ten associates and one subsidiary. The subsidiary whose financial statements reflect total assets of Rs. 5.24 lakhs and total revenues of Rs. 0.15 Lakhs have not been audited by us. These financial statements of ten associates and other financial information have been audited by other auditors, whose financial statements, other financial information and auditor's report have been furnished to us by the Management. Our opinion on the consolidated financial statement, in so far as it relates to the amounts and disclosures included in respect of these associates and subsidiary is based solely on the report of the other auditors. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such associates and subsidiary as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (Ind AS)" specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Company as on 31 March 2026 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its associate and subsidiary companies incorporated in India, none of the directors of the Company and its associate companies and subsidiary incorporated in India is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act.
- f) The Company has neither declared nor paid any dividend during the year, and hence reporting on compliance with Section 123 of the Act is not applicable.

Independent Auditors' Report on Consolidated Statements (Contd.)

- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company, its associate companies and subsidiary incorporated in India and the operating effectiveness of such controls, refer to our separate Report in “Annexure-A”.

With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the associates and subsidiary, as noted in the 'Other Matters' paragraph:

- i) The Company and its associates and subsidiary, do not have any significant pending litigations which would impact its financial position.
- ii) The Company and its associates and subsidiary 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) With respect to the matter to be included in the auditors' report under Section 197(16), in our opinion and according to the information and explanations given to us, the remuneration paid by the Company and its associates and subsidiary to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.
- v) With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 (“CARO”/ “the Order”) issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by statutory auditors of each Associate Company and subsidiary included in the consolidated financial statements to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in the CARO reports of the said companies included in the consolidated financial statements.
- vi)
 - (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.
- vii) Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. The audit trail has been preserved by the Company as per the statutory requirements for record retention.

Place : Siliguri
Date : 30th May, 2026

For **SAHA & MAJUMDER**

Chartered Accountants

FRN : 303087E

Sd/-

S.N. Bhattacharjee

Partner

Membership No. 010767

ICAI UDIN : 26010767GBZJCO3860

Independent Auditors' Report on Consolidated Statements (Contd.)

Annexure A to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Terai Tea Company Limited.

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

In conjunction with our Audit of the Consolidated Financial Statements of the Company as of and for the year ended 31 March 2026, we have audited the internal financial controls with reference to consolidated financial statements of Terai Tea Company Limited (hereinafter referred to as "the Company") and such companies incorporated in India under the Companies Act, 2013 which are its associate companies and subsidiary, as of that date. In our opinion, the Company and such companies incorporated in India which are its associate companies and subsidiary, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant associate companies and subsidiary in terms of their reports referred to in the 'Other Matters' paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to the Consolidated Financial Statements

A company's internal financial control with reference to the financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to the financial statements includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Independent Auditors' Report on Consolidated Statements (Contd.)

Inherent Limitations of Internal Financial Controls with reference to the Financial Statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company and its associate companies and subsidiary, which are companies incorporated in India, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : Siliguri
Date : 30th May, 2026

For **SAHA & MAJUMDER**
Chartered Accountants
FRN : 303087E
Sd/-

S.N. Bhattacharjee
Partner
Membership No. 010767
ICAI UDIN : 26010767GBZJCO3860

BALANCE SHEET (Consolidated) as at 31st March, 2026 (₹ in Lakhs)

Particulars	Note No.	As at 31st March, 2026	As at 31st March, 2025
I ASSETS			
A Non-Current Assets			
(a) Property, Plant and Equipment	4	5,153.86	5,130.83
(b) Capital Work-in-Progress	4	30.57	135.09
(c) Financial Assets			
(i) Investments	5	7,491.77	7,958.81
(ii) Other Financial Assets	6	39.94	42.35
(d) Other Non-Current Assets	7	419.37	414.87
(e) Deferred Tax Assets		384.20	-
(f) Income-Tax Assets	30	17.94	32.42
Total Non-Current Assets (a+b+c+d+e+f)		13,537.64	13,714.37
B Current Assets			
(a) Inventories	8	128.25	73.37
(b) Financial Assets			
(i) Investments	9	5,332.66	3,996.34
(ii) Trade Receivables	10	461.03	56.85
(iii) Cash and Cash Equivalents	11	56.63	5,155.46
(iv) Other Financial Assets	12	47.61	28.51
(c) Other Current Assets	13	1,697.30	372.57
Total Current Assets (a+b+c)		7,723.49	9,683.09
Total Assets (A+B)		21,261.13	23,397.46
II EQUITY AND LIABILITIES			
C Equity			
(a) Equity Share Capital	14	687.93	687.93
(b) Other Equity	15	15,880.75	15,362.29
Total Equity (a+b)		16,568.68	16,050.22
Liabilities			
D Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	1,447.57	4,623.55
(b) Provisions	17	137.10	147.57
(c) Deferred Tax Liability (Net)	30	-	41.75
(d) Other Non-Current Liabilities	18	320.43	49.39
Total Non-Current Liabilities (a+b+c+d)		1,905.10	4,862.26
E Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	2,395.02	2,189.59
(ii) Trade Payables	20		
– Total outstanding dues of micro and small enterprises		-	-
– Total outstanding dues of creditors other than micro and small enterprises		225.18	148.97
(b) Other Current Liabilities	21	71.91	65.30
(c) Provisions	22	95.24	81.12
Total Current Liabilities (a+b+c)		2,787.35	2,484.98
Total Liabilities (D+E)		4,692.45	7,347.25
Total Equity and Liabilities (C+D+E)		21,261.13	23,397.46
Significant Accounting Policies	3		

The Accompanying Notes form an integral part of these Financial Statements.

For **Saha & Majumder**

Chartered Accountants

FRN 303087E

Sd/-

S.N. Bhattacharjee

Partner

Membership No 010767

ICAI UDIN : 26010767GBZJCO3860

Place : Siliguri

Dated : 30th May, 2026

Sd/-

Ajit Kumar Agarwala

Managing Director

DIN : 00265775

For and on behalf of the Board of Directors

Terai Tea Company Limited

Sd/-

Rajendra Kanodia

Director & CFO

DIN : 00175574

Sd/-

Rajesh Singhania

Company Secretary

M. No. : F7746

STATEMENT OF PROFIT & LOSS (Consolidated) for the year ended 31st March, 2026 (₹ in Lakhs)

PARTICULARS	Note No.	For the Year ending on 31st March, 2026	For the Year ending on 31st March, 2025
I Revenue from Operations			
Sale of Goods	23	8,871.39	10,299.49
		8,871.39	10,299.49
II Other Income	24	1,395.40	1,095.46
III Total Income(I+II)		10,266.79	11,394.95
IV Expenses			
Cost of Material Consumed	25	1,530.30	1,732.11
Purchase of Stock-In-Trade	25	5,575.73	6,750.79
Change in Inventories of Finished Goods and Stock-In-Trade	26	(61.99)	57.41
Employee Benefits Expense	27	733.36	720.24
Finance Costs	28	324.45	350.08
Depreciation Expense	4	116.71	129.08
Other Expenses	29	1,534.50	1,225.09
Total Expenses		9,753.07	10,964.80
V Profit Before Tax (III-IV)		513.72	430.15
VI Tax Expense :			
(1) Current Tax	30	-	4.65
(2) Tax Expense for Earlier Year	30	(20.26)	5.55
(3) Deferred Tax	30	(425.95)	51.86
		(446.21)	62.06
VII Profit for the Year (V-VI)		959.93	368.08
VIII Other Comprehensive Income			
Share of Profit / (Loss) from Associate Companies		318.76	585.05
Remuneration of Profit / (Loss) from Associate Companies		(760.23)	-
Remeasurements of the Net Defined Benefit Liability / Asset		-	-
Income-Tax Relating to Items not to be Reclassified Subsequently to Statement of Profit or Loss		-	-
Other Comprehensive Income, Net of Tax		(441.47)	585.05
IX Total Comprehensive Income for the Period (VII+VIII)		518.46	953.13
Earnings Per Share (Nominal Value of Rs. 10 each)			
Basic [in Rs]	32	7.54	13.86
Diluted [in Rs]	32	7.54	13.86
Weighted Average Number of Equity Shares Used in Computing Earnings Per Share			
– Basic	32	68,79,300	68,79,300
– Diluted	32	68,79,300	68,79,300

The Accompanying Notes form an integral part of these Financial Statements.

For **Saha & Majumder**

Chartered Accountants

FRN 303087E

Sd/-

S.N. Bhattacharjee

Partner

Membership No 010767

ICAI UDIN : 26010767GBZJCO3860

Place : Siliguri

Dated : 30th May, 2026

Sd/-

Ajit Kumar Agarwala

Managing Director

DIN : 00265775

For and on behalf of the Board of Directors

Terai Tea Company Limited

Sd/-

Rajendra Kanodia

Director & CFO

DIN : 00175574

Sd/-

Rajesh Singhania

Company Secretary

M. No. : F7746

CASH FLOW STATEMENT (Consolidated) for the Year Ended 31st March, 2026 (₹ in Lakhs)

PARTICULARS	For the Year Ended 31st March, 2026	For the Year Ended 31st March, 2025
CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	513.72	430.15
Adjustments for:		
Depreciation	116.71	129.08
Dividend Income	(0.21)	(1.52)
Provision for Doubtful Debts	2.04	(33.05)
Profit on Sale of Mutual Fund	(350.21)	(160.02)
Profit / Loss on Future & Options	-	7.49
Loss on Fixed Assets	3.52	-
Profit on Buy Back of Shares	-	(476.09)
Gain on Financial Asset Measured at Fair Value	306.64	(87.68)
Interest Income	(19.70)	(83.18)
Interest Expense	324.45	350.08
Provision no longer required, written back	(21.12)	132.75
	875.85	208.01
Changes in :		
Trade Receivables	(406.23)	122.46
Inventories	(54.89)	45.28
Loans, Other Financial Assets and Other Assets	(1,345.92)	1,189.32
Liabilities and Provisions	378.63	(117.69)
Cash Generated from Operations	(552.55)	1,447.38
Income Tax Paid, Net of Refund	34.73	30.05
Net Cash from Operating Activities	(517.82)	1,477.43
CASH FLOW FROM INVESTING ACTIVITIES		
Acquisition of Property, Plant and Equipment	(35.22)	(157.80)
Purchase / (Sale) of Investments, Net	(1,310.75)	(306.35)
Profit on Sale of Investments	350.21	160.02
Loss on Fixed Assets	(3.52)	-
Profit on Buy Back of Shares	-	476.09
Profit / Loss on Future & Options	-	(7.49)
Gain on Financial Asset Measured at Fair Value	(306.64)	87.68
Dividend Received	0.21	1.52
Interest Received	19.70	83.18
Net Cash Provided Used in Investing Activities	(1,286.00)	336.84
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds / (Repayment) of Borrowings	(2,970.56)	3,599.07
Interest Paid	(324.45)	(350.08)
Net Cash Used in Financing Activities	(3,295.01)	3,248.99
Net Change in Cash and Cash Equivalents	(5,098.83)	5,063.26
Cash and Cash Equivalents at the Beginning of the Year	5,155.46	92.20
Cash and Cash Equivalents at the End of the Year	56.63	5,155.46

The Accompanying Notes form an integral part of these Financial Statements.

For **Saha & Majumder**

Chartered Accountants

FRN 303087E

Sd/-

S.N. Bhattacharjee

Partner

Membership No 010767

ICAI UDIN : 26010767GBZJCO3860

Place : Siliguri

Dated : 30th May, 2026

Sd/-

Ajit Kumar Agarwala

Managing Director

DIN : 00265775

For and on behalf of the Board of Directors

Terai Tea Company Limited

Sd/-

Rajendra Kanodia

Director & CFO

DIN : 00175574

Sd/-

Rajesh Singhania

Company Secretary

M. No. : F7746

Notes to Consolidated Financial Statements (Contd.)

Statement of Changes in Equity for the year Ended 31st March, 2025

(₹ in Lakhs)

Particulars	Equity Share Capital	Other Equity				Other Comprehensive Income	Total Equity Attributable to Equity Holders of the Company
		Reserves and Surplus					
		Securities Premium	Retained Earnings	General Reserve	Share Forfeiture	Other items of OCI	
Balance as at 1 April 2024	687.93	764.56	13,592.11	49.88	11.81	(9.21)	15,097.09
Remeasurement of the Net Defined Benefit Liability/Asset, Net of Tax Effect	-	-	-	-	-	-	-
Profit for the year	-	-	953.13	-	-	-	953.13
Balance as at 31 March 2025	687.93	764.56	14,545.24	49.88	11.81	(9.21)	16,050.22

Statement of Changes in Equity for the year Ended 31st March, 2026

(₹ in Lakhs)

Particulars	Equity Share Capital	Other Equity				Other Comprehensive Income	Total Equity Attributable to Equity Holders of the Company
		Reserves and Surplus					
		Securities Premium	Retained Earnings	General Reserve	Share Forfeiture	Other Items of OCI	
Balance as at 1 April 2025	687.93	764.56	14,545.24	49.88	11.81	(9.21)	16,050.22
Remeasurement of the Net Defined Benefit Liability/Asset, Net of Tax Effect	-	-	-	-	-	-	-
Profit for the year	-	-	518.46	-	-	-	518.46
Balance as at 31 March 2026	687.93	764.56	15,063.70	49.88	11.81	(9.21)	16,568.68

The Accompanying Notes form an integral part of these Financial Statements.

For **Saha & Majumder**

Chartered Accountants

FRN 303087E

Sd/-

S.N. Bhattacharjee

Partner

Membership No 010767

ICAI UDIN : 26010767GBZJCO3860

Place : Siliguri

Dated : 30th May, 2026

For and on behalf of the Board of Directors

Terai Tea Company Limited

Sd/-

Rajendra Kanodia

Director & CFO

DIN : 00175574

Sd/-

Rajesh Singhania

Company Secretary

M. No. : F7746

Notes to Consolidated Financial Statements (Contd.)

NOTE - 1 : REPORTING ENTITY

Terai Tea Company Limited (the 'Company') is a public limited company domiciled in India, with its registered office situated at East India House, 20B, British Indian Street, 2nd Floor, Kolkata, West Bengal - 700069. The Company has been incorporated under the provisions of Indian Companies Act, 1956 and its equity shares are listed on the Bombay Stock Exchange (BSE) and Calcutta Stock Exchange Limited in India. The Company is primarily engaged in production, distribution and trading of tea and other agricultural merchandise.

NOTE - 2 : BASIS OF PREPARATION

A. Statement of Compliance

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

The Consolidated financial statements were authorised for issue by the Company's Board of Directors on 30.05.2026.

Details of the Company's accounting policies are included in Note 3.

B. Functional & Presentation Currency

These Consolidated financial statements are presented in Indian Rupees (Rs.), which is also the Company's functional currency. All amounts have been rounded-off to two decimal places to the nearest lakhs, unless otherwise indicated.

C. Basis of Measurement

The Consolidated Financial Statements have been prepared on the historical cost basis except for the following items:

Items	Measurement Basis
Certain Financial Assets and Liabilities	Fair Value
Net Defined Benefit (Asset) / Liability	Fair Value of Plan Assets less present value of Defined Benefit Obligations

D. Use of Estimates and Judgments

In preparing these Consolidated Financial Statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the Consolidated financial statements.

Assumptions and Estimation Uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2026 is included in the following notes:

- Note 30 - Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used;
- Note 35 - Measurement of defined benefit obligations: key actuarial assumptions;
- Note 31 - Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 4 - Useful life of property, plant and equipment
- Note 10 - Impairment of financial assets.

E. Measurement of Fair Values

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Notes to Consolidated Financial Statements (Contd.)

- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into a different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Further information about the assumptions made in the measuring fair values is included in the Note 36 - financial instruments.

NOTE - 3 : SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Consolidation

Non-Controlling Interest (NCI) : NCI are measured at their proportionate share of the acquirers net identifiable assets on the date of acquisition.

Associates : These are entities over which the group has significant influence but not control or joint control over the financial and operating policies.

Subsidiaries : A subsidiary is an entity that is controlled by another entity (called the parent).

Control exists when the parent has :

Power over the investee,

Exposure or rights to variable returns from its involvement with the investee, and

Ability to use its power to affect the investor's returns.

Interest in associates are accounted using the equity method. They are initially recognised at cost which includes transaction cost. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and other comprehensive income of equity accounted investees until the date on which significant influence ceases.

Equity Method : Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of post- acquisition profit or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associate or joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity - accounted investment equals or exceeds its interest in the entity, including any other unsecured long term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Interest in subsidiaries are accounted and the accounts are fully consolidated using the line-by-line method.

Associate Companies Considered in the Consolidate Financial Statements:

Name of the Company	Country of Incorporation	Ownership interest (in %)	
		31-03-2026	31-03-2025
Abhijit Tea Company Private Limited	India	46.04%	46.04%
Amit Paridhan Private Limited	India	36.08%	36.08%
East Indian Produce Limited	India	21.90%	43.80%
Jaldacca Tea Plantations Private Limited	India	0.00%	14.38%
New Darjeeling Union Tea Co. Limited	India	48.59%	48.59%
Sayedabad Tea Company Limited	India	27.71%	27.71%
Terai Dooars Tea Co. Private Limited	India	0.00%	47.73%
Terai Financial Services Private Limited	India	24.50%	49.00%
Terai Infrastructures Limited	India	41.57%	41.57%
Terai Ispat and Trading Private Limited	India	49.00%	49.00%
Terai Overseas Private Limited	India	30.48%	30.32%
The Kharibari Tea Company Limited	India	48.47%	48.47%

Subsidiary Companies Considered in the Consolidate Financial Statements:

Name of the Company	Country of Incorporation	Ownership interest (in %)	
		31-03-2026	31-03-2025
Terai Retailors Private Limited	India	100.00%	100%

Notes to Consolidated Financial Statements (Contd.)

(b) Property, Plant and Equipment

i. Recognition and Measurement

Items of property, plant and equipment, are measured at cost (which includes capitalised borrowing costs, if any) less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment includes its non refundable purchase price, duties, taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials, direct labour and any other costs directly attributable to bringing the item to its intended working condition and estimated costs of dismantling, removing and restoring the site on which it is located, wherever applicable.

Bearer Plants which is used in the production or supply of agriculture produce and expected to bear produce for more than a period of twelve months are capitalized as a part of Property, Plant and Equipment. The cost of Bearer Plant includes all cost incurred till the plants are ready for commercial harvest. Bearer Plants are depreciated from the date when they are ready for commercial harvest.

The Company recognises Tea bushes and shade trees as bearer plant, bearer plants with further classification as mature bearer plants and immature bearer plants. Mature bearer plants are those that have attained harvestable stage.

Bearer assets are carried at historical cost of acquisition less accumulated depreciation and impairment loss, if any. Subsequent expenditure on bearer assets are added to its book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Cost incurred for new plantations and immature areas are capitalised. The cost of immature areas coming into bearing is transferred to mature plantations and depreciated over their estimated useful life.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

ii. Subsequent Expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii. Depreciation

Depreciation is the systematic allocation of the depreciable amount of property, plant and equipment over its useful life and is provided on a written down value basis over the useful lives as prescribed under Schedule II to the Companies Act, 2013. Land is not depreciated.

Depreciable amount for property, plant and equipment is the cost of property, plant and equipment less its estimated residual value. The useful life of property, plant and equipment is the period over which property, plant and equipment is expected to be available for use by the Company, or the number of production or similar units expected to be obtained from the asset by the Company.

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition. Depreciation on deductions/disposals is provided on a pro-rata basis up to the month preceding the month of deduction /disposal.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

iv. Capital Work-In-Progress

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

(c) Assets held for Sale and Disposal

Non-Current Assets, or disposals group comprising assets and liabilities are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such Assets, or disposals groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any resultant loss on a disposal group is allocated first to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to inventories, financial assets, employee benefit assets, and biological assets, which continue to be measured in accordance with the Group's other accounting policies. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss.

Notes to Consolidated Financial Statements (Contd.)

Once classified as held-for-sale, intangible assets, property, plant and equipment and investment properties are no longer amortised or depreciated, and any equity-accounted investee is no longer equity accounted.

(d) Impairment

(i) Financial Assets

The Company recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit or loss.

(ii) Non-Financial Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units' (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

(e) Leases

The Company has adopted Ind AS 116 and has elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets). Adoption of Ind- AS 116 doesn't have any material impact on the financial statements of the Company.

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right of Use Assets

The Company does recognise right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use).

Lease Liabilities

Lease payments for tea garden land are accounted for on an annual basis and present value of liabilities for long term lease is not provided for.

Short-Term Leases and Leases of Low-Value Assets

The Company applies the short-term lease recognition exemption to its short-term leases of office, machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of offices, equipment, etc. that are of low value. Lease payments on short term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(f) Borrowings

Borrowings are measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date,

Notes to Consolidated Financial Statements (Contd.)

the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

(g) Inventories

Raw materials, traded goods and finished goods are stated at the lower of cost and net realisable value.

Stores and spares are carried at cost. Provision is made for obsolete, slow-moving and defective stocks, where necessary.

Cost is determined on weighted average method for all categories of inventories other than for stores and spares and auction/privately bought teas in which case, cost is determined on FIFO basis and cost is considered as actual cost of manufacturing. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition, where applicable, include appropriate overheads based on normal level of activity. Provision is made for obsolescence and other anticipated losses wherever considered necessary.

(h) Financial Instruments

i. Recognition and Initial Measurement

The Company initially recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are measured at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition.

ii. Classification and Subsequent Measurement

Financial Assets

Financial Assets Carried at Amortised Cost

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

Financial Assets at Fair Value Through Other Comprehensive Income

A Financial Asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets at Fair Value through Profit or Loss

A Financial Asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Financial Liabilities

Financial Liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Investments representing equity interest in associates are carried at cost in the financial statements.

iii. Derecognition

Financial Assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial assets are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby the transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial Liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and a new financial liability with modified terms is recognised in the statement of profit and loss.

Notes to Consolidated Financial Statements (Contd.)

iv. Offsetting

Financial Assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or realise the asset and settle the liability simultaneously.

(i) Borrowing Costs

Borrowing Costs directly attributable to the acquisition or construction of those property, plant and equipment which necessarily takes a substantial period of time to get ready for their intended use are capitalised. All other borrowing costs are expensed in the period in which they incur in the Statement of Profit and Loss.

(j) Foreign Currencies

Transactions in foreign currencies are initially recorded by the Company at their functional currency spot rates at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rates are recognised as income or expenses in the period in which they arise. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rates at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

(k) Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to revenue, it is recognised in the Statement of Profit and Loss on a systematic basis over the periods to which they relate. When the grant relates to an asset, it is treated as deferred income and recognised in the Statement of Profit and Loss on a systematic basis over the useful life of the asset.

(l) Revenue Recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Revenue is measured at the fair value of the consideration received or receivable, net of returns, discounts, volume rebates, outgoing sales taxes including goods and service tax. The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company regardless of when the payment is being made.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of Products

Revenue from sale of goods is recognized when the Company transfers the control of goods to the customer as per the terms of contract. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component, non-cash considerations and consideration payable to the customer (if any).

Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Rental Income

Rental Income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms and is included in revenue in the Statement of Profit or Loss. The Company has determined that it does not meet criteria for recognition of lease rental income on a basis other than straight-line basis.

Interest Income

Interest Income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income from debt instruments is recognised using the effective interest rate method.

Notes to Consolidated Financial Statements (Contd.)

Dividends

Dividend Income is recognised in the statement of profit and loss only when the right to receive payment is established, which is generally when shareholders approve the dividend.

(m) Income Tax

Income Tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

i. Current Tax

Current Tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

ii. Deferred Tax

Deferred Tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for :

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of transaction.
- temporary differences related to investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets recognised or unrecognized are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

The Company offsets, the current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

(n) Provisions and Contingent Liabilities

i. General

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. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

ii. Contingent Liabilities

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

iii. Onerous Contracts

Provision for onerous contracts. i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

Notes to Consolidated Financial Statements (Contd.)

(o) Employee Benefits

i. Short-Term Employee Benefits

All Employee Benefits falling due wholly within twelve months of rendering the services are classified as short-term employee benefits, which include benefits like salaries, wages, short-term compensated absences and performance incentives and are recognised as expenses in the period in which the employee renders the related service.

ii. Post-Employment Benefits

Contributions to defined contribution schemes such as Provident Fund, Pension Fund, etc., are recognised as expenses in the period in which the employee Contributions to defined contribution schemes such as Provident Fund, Pension Fund, etc., are recognised as expenses in the period in which the employee renders the related service. In respect of contributions made to government administered Provident Fund, the Company has no further obligations beyond its monthly contributions. The Company also provides for post-employment defined benefit in the form of gratuity and medical benefits. The cost of providing benefit is determined using the projected unit credit method, with actuarial valuation being carried out at each balance sheet date. Remeasurement of the net benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interests) and the effect of the assets ceiling (if any, excluding interest) are recognised in other comprehensive income. The effect of any plan amendments are recognized in the statement of profit and loss.

iii. Other Long-Term Employee Benefits

All Employee Benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date.

(p) Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with the financial institutions, other short term, highly liquid investments with original maturities of three months or less (except the instruments which are pledged) that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

(q) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is responsible for allocating resources and assessing performance of the operating segments and has been identified as the Managing Director of the Company. As per Ind AS 108 if a financial report contains both the consolidated financial statements of a parent that is within the scope of this Indian Accounting Standard as well as the parent's separate financial statements, segment information is required only in the consolidated financial statements. Accordingly the company has presented segment only for consolidated financial statements.

(r) Earnings Per Share

Basic Earnings Per Share ('EPS') is computed by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits.

(s) Cash Flow Statement

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated.

Notes on Consolidated Financial Statements for the Year ended 31st March, 2026 (Contd.)

NOTE 4 — PROPERTY, PLANT AND EQUIPMENT FOR THE YEAR 2025-26

(₹ in Lakhs)

Description	Gross Carrying Amount			Accumulated Depreciation			Carrying Amounts (Net)
	As at 1st April 2025	Additions	Disposals	As at 1st April 2025	Additions	Disposals	As at 31st March 2026
Freehold Land	2,557.61	-	-	-	-	-	2,557.61
Leasehold Building	443.00	-	-	4.47	4.47	-	434.05
Buildings	694.46	-	-	382.75	30.37	-	281.34
Plant and Machinery	550.35	-	-	438.02	14.12	-	98.21
Furniture and Fixtures	170.79	154.69	31.30	139.16	5.82	27.79	176.99
Motor Vehicles	102.45	-	-	75.70	7.72	-	19.03
Office Equipment	11.58	0.36	-	8.69	0.92	-	2.33
Computer and Data Processing Units	8.11	0.10	-	6.91	0.24	-	1.07
Bearer Plants	1,946.00	-	11.89	297.82	53.06	-	1,583.23
Total	6,484.35	155.15	43.20	1,353.52	116.71	27.79	5,153.86
Capital Work-In-Progress	135.09	48.86	153.38	-	-	-	30.57
Total	6,619.44	204.01	196.58	1,353.52	116.71	27.79	5,184.42

NOTE 4 — PROPERTY, PLANT AND EQUIPMENT FOR THE YEAR 2024-25

(₹ in Lakhs)

Description	Gross Carrying Amount			Accumulated Depreciation			Carrying Amounts (Net)
	As at 1st April 2024	Additions	Disposals	As at 1st April 2024	Additions	Disposals	As at 31st March 2025
Freehold Land	2,557.61	-	-	-	-	-	2,557.61
Leasehold Building	443.00	-	-	-	4.47	-	438.53
Buildings	673.76	20.71	-	349.99	32.77	-	311.71
Plant and Machinery	550.35	-	-	419.98	18.04	-	112.33
Furniture and Fixtures	170.18	0.61	-	131.57	7.59	-	31.63
Motor Vehicles	102.45	-	-	64.12	11.58	-	26.75
Office Equipment	10.46	1.12	-	7.37	1.31	-	2.89
Computer and Data Processing Units	7.83	0.28	-	6.65	0.25	-	1.20
Bearer Plants	1,946.00	-	-	244.76	53.06	-	1,648.18
Total	6,461.64	22.71	-	1,224.44	129.08	-	5,130.83
Capital Work-In-Progress	-	135.09	-	-	-	-	135.09
Total	6,461.64	157.80	-	1,224.44	129.08	-	5,265.92

AGEING ANALYSIS OF CAPITAL WORK-IN-PROGRESS

(₹ in Lakhs)

Particulars	As on 31st March 2026			As on 31st March 2025		
	Project in Progress	Project Temporarily Suspended	Project in Progress	Project Temporarily Suspended	Project Temporarily Suspended	Project Temporarily Suspended
Less than 1 year	-	-	135.09	-	-	-
1-2 years	30.57	-	-	-	-	-
2-3 years	-	-	-	-	-	-
More than 3 years	-	-	-	-	-	-
Total	30.57	-	135.09	-	-	-

Notes to Consolidated Financial Statements (Contd.)

NOTE 5 - NON-CURRENT INVESTMENTS

(₹ in Lakhs)

Particulars	Face Value per Share/Unit	Units/Nos.		Amount	
		As at 31st March 2026	As at 31st March 2025	As at 31st March 2026	As at 31st March 2025
At Cost					
<u>Unquoted</u>					
Investment in Equity Instruments (Fully Paid)					
Associates					
Abhijit Tea Company Private Limited	100	7,338	7,338	332.40	332.40
Amit Paridhan Private Limited	10	1,75,000	1,75,000	3.10	3.10
East Indian Produce Limited	10	63,380	63,380	44.22	44.22
Jaldacca Tea Plantations Private Limited	1000	-	850	-	43.13
New Darjeeling Union Tea Company Limited	25	17,085	17,085	124.76	124.76
Sayedabad Tea Company Limited	10	15,070	15,070	1.51	1.51
Terai Dooars Tea Company Private Limited	10	-	2,62,500	-	24.23
Terai Financial Services Private Limited	10	22,554	22,554	0.23	0.33
Terai Infrastructures Limited	10	21,84,500	21,84,500	17.20	17.20
Terai Ispat & Trading Private Limited	10	7,01,273	7,01,273	22.83	22.83
Terai Overseas Private Limited	10	3,79,585	1,51,210	40.90	18.40
The Kharibari Tea Company Limited	10	96,937	96,937	44.22	44.22
Add : Share of Profit from Associates				6,816.37	7,257.84
Sub-Total (a)				7,447.74	7,934.16
Others					
Techno Steel India Private Limited	10	-	2,500	-	1.25
Jaldacca Tea Plantations Private Limited	1000	850	-	43.13	-
Terai Tea Resorts Limited	10	20,000	20,000	0.91	0.91
Shilpam Dealcom Private Limited	10	-	9,13,500	-	22.50
Sub-Total (b)				44.03	24.66
Total Non-Current Investment (a+b)				7,491.77	7,958.81
Aggregate Amount of Unquoted Non-Current Investment				7,491.77	7,958.81

Notes to Consolidated Financial Statements (Contd.)

NOTE 6 - OTHER FINANCIAL ASSETS (NON-CURRENT)

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Unsecured		
<i>Considered Good :</i>		
Security Deposits	27.27	30.46
Fixed Deposit with Bank Maturing After 1 year	12.66	11.88
	39.94	42.35

NOTE 7 - OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Unsecured		
– Advance Against Land	3.51	-
– Assets held for Investment	203.23	206.73
– Gold and Silver	212.63	208.14
	419.37	414.87

NOTE 8 - INVENTORIES

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Finished Goods	98.57	36.58
Stores and Spare Parts	29.69	35.73
Raw Materials	-	1.06
	128.25	73.37

Notes to Consolidated Financial Statements (Contd.)

NOTE 9 - CURRENT INVESTMENTS

(₹ in Lakhs)

At Fair Value Through Profit and Loss

Particulars	Face value per share / unit	Units/Nos.		Amount	
		As at 31st March 2026	As at 31st March 2025	As at 31st March 2026	As at 31st March 2025
Quoted					
Investment in Equity Instruments (Fully Paid)					
Bharat Heavy Electricals Limited	2	-	1,000	-	2.16
GOL Offshore Limited	10	5,000	5,000	0.50	0.50
Hotel Leela Venture Limited	2	1,05,000	1,05,000	6.01	12.62
UCO Bank	10	5,000	5,000	1.12	1.79
Varun Shipping Company Limited	10	25,000	25,000	0.25	0.25
Punjab National Bank	10	7,000	7,000	7.04	6.73
Bajaj Hindustan	10	3,799	3,799	0.63	0.74
Central Bank of India	10	2,620	2,620	0.82	1.12
IFCI	10	2,000	2,000	0.96	0.86
State Bank of India	10	13,500	-	132.22	-
U.Y. Fincorp Limited	10	50,000	-	5.79	-
IDBI Bank	10	-	25,000	-	19.43
Sub-Total (a)				155.33	46.20
Investment in Mutual Funds					
Aditya Birla Balanced Advantage Fund Regular (Growth)		6,36,877.453	4,47,561.132	651.21	448.59
Axis Balanced Advantage Fund (Growth)		16,15,576.123	29,74,568.785	326.51	598.48
Axis Multi Asset Allocation Fund - Reg - G		11,32,518.802	-	473.44	-
DSP Dynamic Asset Allocation Fund Regular (Growth)		-	3,51,284.210	-	93.04
DSP Banking And Financial Services Fund - Reg - G		5,39,114.731	-	67.50	-
DSP Flexicap Fund - Reg - G		47,399.596	-	42.85	-
DSP Multicap Fund - Reg - G		4,08,643.238	-	42.38	-
Edelweiss Mutual Fund Collection (Growth)		5,30,871.736	5,30,871.736	316.98	316.88
HSBC Equity Hybrid Fund (Growth)		2,18,021.144	2,18,021.144	111.85	108.11
HSBC Focused Fund (Growth)		3,94,485.819	1,10,574.797	89.18	45.21
ICICI Prudential Balanced Advantage Fund (Growth)		-	1,42,716.881	-	98.99
ICICI Prudential Business Cycle Fund - (Growth)		-	3,14,908.286	-	98.13
ICICI Focused Equity Fund Regular (Growth)		1,12,015.966	-	92.86	-
ICICI Pru Thematic Advantage Fund Regular (Growth)		48,913.669	-	99.54	-
ITI Balanced Advantage Fund (Growth)		21,48,674.207	21,48,674.207	291.55	296.26
ITI Banking And Financial Services Fund Regular		6,02,978.866	-	83.35	-
ITI Large Cap Fund		2,85,879.696	-	43.70	-
Kotak Balanced Advantage Fund (Growth)		4,64,823.583	4,64,823.583	89.95	90.22
Kotak Banking And Financial Services Fund - Reg - G		8,67,923.390	-	121.32	-
Kotak Consumption (Growth)		-	9,76,635.009	-	120.46
LIC Multi Asset Allocation Fund Regular (Growth)		15,66,577.701	-	174.84	-
Nippon India Equity Hybrid Fund (Growth)		-	49,240.442	-	0.03
Nippon India Flexicap Fund (Growth)		12,85,931.291	12,85,931.291	189.59	195.98
Nippon India Equity Hybrid Fund (Growth)		-	3,46,456.808	-	337.84
Nippon India Aggressive Hybrid Fund Regular (Growth)		3,45,686.623	-	340.87	-
Sundaram Balanced Advantage Fund Regular (Growth)		5,74,910.239	-	189.55	-
Sundaram Equity Saver Fund (Growth)		4,33,386.095	4,33,386.095	295.18	292.41
Tata Resources And Energy Growth Fund (Growth)		7,52,276.473	7,52,276.473	323.81	314.81
Tata Large Cap Fund Regular (Growth)		23,527.322	-	106.34	-
Tata Multiassets Opportunities Fund (Growth)		-	5,63,396.209	-	123.57
Tata Dividend Yield Fund (Growth)		13,29,861.993	5,71,197.508	222.02	92.99
Tata Innovation Fund (Growth)		10,70,923.668	10,70,923.668	89.51	95.72
Union Value Fund Regular (Growth)		1,73,723.072	-	44.58	-
UTI Quant Fund Regular (Growth)		8,56,368.721	-	80.42	-
UTI India Consumer Fund (Growth)		3,47,019.650	3,47,019.650	176.45	182.43
Sub-Total (b)				5,177.33	3,950.15
Total Current Investment (a + b)				5,332.66	3,996.34
Aggregate Amount of Quoted Current Mutual Fund				5,177.33	3,950.15
Aggregate Market Value of Current Investment in Quoted Shares				155.33	46.20

Notes to Consolidated Financial Statements (Contd.)

NOTE 10 - TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Unsecured		
<i>Considered Good*</i>	461.03	56.85
<i>Considered Doubtful</i>	78.10	76.06
	539.13	132.90
Less : Allowance for Doubtful Debts	(78.10)	(76.06)
	461.03	56.85

Age-wise Trade Receivables-

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					TOTAL
	Less than 6 months	6 months- 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Year ended 31st March 2026						
Undisputed Trade Receivable-						
Considered Good	431.18	-	-	5.87	23.99	461.03
Considered Doubtful	-	-	-	-	78.10	78.10
	431.18	-	-	5.87	102.09	539.13
Less : Allowance for Doubtful Debts	-	-	-	-	78.10	78.10
	431.18	-	-	5.87	23.99	461.03
Year ended 31st March 2025						
Undisputed Trade Receivable-						
Considered Good	23.17	-	6.87	-	26.81	56.85
Considered Doubtful	-	-	0.78	-	75.28	76.06
	23.17	-	7.65	-	102.09	132.90
Less : Allowance for Doubtful Debts	-	-	0.78	-	75.28	76.06
	23.17	-	6.87	-	26.81	56.85

The Company's exposure to credit and loss allowances related to Trade Receivables are Disclosed in Note 36.

NOTE 11 - CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
- Cash on Hand	19.08	27.02
- Current Accounts	20.25	6.47
- Short Term Deposits*	17.30	5,121.96
	56.63	5,155.46

*Includes deposits worth ₹ 5,000 Lakhs deposited pursuant to Supreme Court order against bid for land, encashed within May 2025.

NOTE 12 - OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Unsecured		
<i>Considered Good</i>		
Grants Receivable	43.15	28.51
Others	4.46	-
	47.61	28.51

NOTE 13 - OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Unsecured		
<i>Considered Good</i>		
Advances for Supply of Goods and Services	1,294.38	65.17
Prepayments	5.48	5.81
Other Advances	396.52	286.94
Balances with Statutory Authorities	0.93	14.65
	1,697.30	372.57

Notes to Consolidated Financial Statements (Contd.)

NOTE 14 - EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Authorised [1,00,00,000 Equity Shares of Rs. 10 each (31 March 2025: 1,00,00,000 Equity Shares of Rs. 10 each)]	1,000.00	1,000.00
	1,000.00	1,000.00
Issued and Subscribed Capital [68,79,300 Equity Shares of Rs. 10 each (31 March 2025 : 68,79,300 Equity Shares of Rs. 10 each)]	687.93	687.93
Paid-up Capital [68,79,300 Equity Shares of Rs. 10 each (31 March 2025 : 68,79,300 Equity Shares of Rs. 10 each)]	687.93	687.93
	687.93	687.93

Notes : a) Reconciliation of Number of Equity Shares Outstanding at the Beginning and at the End of the Reporting Year:

Particulars	31 March 2026		31 March 2025	
	No of Shares	Amount (in Lakhs)	No of Shares	Amount (in Lakhs)
Opening Balance at the Beginning of the Reporting Year	68,79,300	687.93	68,79,300	687.93
Movement During the Reporting Year	-	-	-	-
Closing Balance at the End of the Reporting Year	68,79,300	687.93	68,79,300	687.93

b) Details of Shareholders Holding More Than 5% of the Aggregate Shares in the Company :

Particulars	31 March 2026		31 March 2025	
	No of Shares	% Holding	No of Shares	% Holding
Ajit Kumar Agarwala	25,76,800	37.46%	25,76,800	37.46%
Shashikala Agarwala	20,26,300	29.46%	19,78,287	28.76%
Abhijit Tea Company Pvt. Ltd.	4,70,000	6.83%	4,70,000	6.83%
Rangan Projects Pvt Ltd	3,97,505	5.78%	3,97,505	5.78%
Sambhav Mercantiles Pvt. Ltd.	3,65,548	5.31%	3,41,305	4.96%

c) Details of Promoters Holding and Changes :

Period Ended on	31 March 2026			31 March 2025		
Equity Shares	Number	% of Shares	% Change	Number	% of Shares	% Change
Ajit Kumar Agarwala	25,76,800	37.46%	0.00%	25,76,800	37.46%	0.00%
Shashikala Agarwala	20,26,300	29.46%	0.70%	19,78,287	28.76%	0.00%
Abhijit Tea Comopany Private Limited	4,70,000	6.83%	0.00%	4,70,000	6.83%	0.00%
Jaladacca Tea Platations Private Ltd.	30,000	0.44%	0.00%	30,000	0.44%	0.00%
Pradip Kumar Kajaria	1	0.00%	0.00%	-	-	-

d) Rights, Preferences and Restrictions Attached to Equity Shares :

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity 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 ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

e) The Company has not allotted any fully paid up equity shares by of bonus shares during the period of five years immediately preceding the balance sheet date nor has issued shares for consideration other than cash.

Notes to Consolidated Financial Statements (Contd.)

NOTE 15 - OTHER EQUITY

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Refer Statement of Changes in Equity for Detailed Movement in Equity Balance		
A. Summary of Other Equity Balance		
Securities Premium	764.56	764.56
Retained Earnings	15,063.70	14,545.24
General Reserve	49.88	49.88
Share Forfeiture	11.81	11.81
Items of Other Comprehensive Income	(9.21)	(9.21)
	15,880.75	15,362.29

B. Nature and Purpose of Reserves

Securities Premium Reserve : Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

General Reserve : The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

Retained Earnings : Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Items of Other Comprehensive Income : Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in 'Other comprehensive income' and subsequently not reclassified to the statement of profit and loss.

NOTE 16 - NON-CURRENT BORROWINGS- SECURED

(₹ in Lakhs)

Particulars	As at 31 March 2026			As at 31 March 2025		
	Total Liability	Current	Non-Current	Total Liability	Current	Non-Current
Central Bank Against Plantation	71.33	47.79	23.54	83.23	38.80	44.42
Central Bank COVID 20%	-	-	-	5.71	5.71	-
Central Bank of India GECL Loan	-	-	-	112.00	44.00	68.00
Bank of India GECL	-	-	-	107.00	27.23	79.77
Punjab National Bank Car Loan	27.17	9.29	17.87	35.64	8.48	27.17
ICICI Loan against Office premises	258.72	27.56	231.16	281.80	22.15	259.66
Yes Bank Term Loan	1,000.00	-	1,000.00	1,000.00	-	1,000.00
	1,357.22	84.64	1,272.57	1,625.38	146.36	1,479.02
Unsecured Loans	175.00	-	175.00	3,144.52	-	3,144.52
Grand total	1,532.22	84.64	1,447.57	4,769.91	146.36	4,623.55

Note:

Facility Category	Security Details	Rate of Interest (pa)	Repayment Terms
Central Bank Plantation Loan	i) Equitable mortgage on Company's Bagdogra Tea Estate ii) Personal Guarantee of Mr. Ajit Kumar Agarwala and Mrs. Shashikala Agarwala.	MCLR + 0.15%	28 Quarterly Instalments to be liquidated by the year 2027-28
Covid and GECL Loan from all Banks	Co-extension of all securities against working capital limits as per Note below.	MCLR +1% (Max 9.25%)	Repayable in 18 Quarterly Instalments - Full repayment by the year 2025-26
Term Loan Yes Bank	i) Secured against equitable mortgage of Abhijit Tea Company Private Limited's immovable land and building and personal guarantee of Sri Ajit Kumar Agarwala and Smt. Shashikala Agarwala and Abhijit Tea Company Private Limited	Repo Rate plus 2.80%	Repayable in the year 2027-28
ICICI Loan	Secured against equitable mortgage of leasehold office premises acquired during the year 2023-24	RBIPLR plus 2.65%, Present Rate being 7.90%	Repayable in 120 Equal Installments
Vehicle Loans	Secured by Vehicle	Rates from 7.00% to 8.10%	Repayable in 60 Equal Installments

Notes to Consolidated Financial Statements (Contd.)

NOTE 17 - PROVISIONS (NON-CURRENT)

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2026
Provision for Employee Benefits (Refer Note 35)		
– Gratuity	137.10	147.57
	137.10	147.57

NOTE 18 - OTHER NON-CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2026
Long Term Advance Against Land Development	275.22	–
Deferred Income	45.21	49.39
	320.43	49.39

NOTE 19 - CURRENT-BORROWINGS

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2026
Secured		
Working Capital Loan from Central Bank of India	815.96	536.14
Working Capital Loan from Bank of India	285.97	333.50
Working capital loan from Union Bank of India	1,208.44	1,173.59
Current Maturities of Long Term Debts (Refer Note 16 above)	84.64	146.36
	2,395.02	2,189.59

Note :

Name of the Bank & Facility	Security Details	Rate of Interest
Central Bank Cash Credit	i) Equitable mortgage on Company's Bagdogra Tea Estate ii) Personal Guarantee of Mr. Ajit Kumar Agarwala and Mrs. Shashikala Agarwala.	MCLR +0.15%
Bank of India Cash Credit	i) Equitable mortgage on Company's Adhikary Tea Unit ii) Personal Guarantee of Mr. Ajit Kumar Agarwala and Mrs. Shashikala Agarwala.	RBLR
Union Bank of India Cash Credit, Kolkata Account Trading Division	i) Secured against equitable mortgage of Terai Infrastructures Limited's immovable land and building and Personal Guarantee of Sri Ajit Kumar Agarwala and Smt. Shashikala Agarwala and Corporate Guarantee of Terai Infrastructures Ltd.	EBLR between 8.50% - 7.75%
Union Bank of India, A/c Tea Factory Unit	i) Secured against equitable mortgage of Land and Building of Terai Tea Factory at Kharibari, District, Darjeeling and Personal Guarantee of Sri Ajit Kumar Agarwala and Smt. Shashikala Agarwala.	EBLR

NOTE 20 - TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Total Outstanding Dues of Micro and Small Enterprises (Refer Note below)	–	–
Total Outstanding dues of other than Micro and Small Enterprises*	225.18	148.97
	225.18	148.97

Agewise Analysis- Trade Payables

Particulars	Outstanding for Following Periods from Due Date of Payment					TOTAL
	Not Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Year Ended 31st March 2026						
Undisputed Dues						
i) MSME	–	–	–	–	–	–
ii) Others	2.50	220.07	2.61	–	–	225.18
Year ended 31st March 2025						
Undisputed Dues						
i) MSME	–	–	–	–	–	–
ii) Others	2.50	144.42	0.88	1.00	0.17	148.97

Notes to Consolidated Financial Statements (Contd.)

NOTE 20 - TRADE PAYABLES (Contd.)

Note: There are no material dues owed by the Company to Micro and Small enterprises, which are outstanding for more than 45 days during the year and as at 31 March 2026. This information as required under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company and has been relied upon by the auditors.

The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the year:

– Principal	-	-
– Interest	-	-

The amount of interest paid by the Company in terms of Section 16 of the MSMED Act, 2006 alongwith the amount of the payment made to the supplier beyond the appointed date during the year

- -

The amount of the payments made to micro and small suppliers beyond the appointed day during each accounting year

- -

The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.

- -

The amount of interest accrued and remaining unpaid at the end of each accounting year.

The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purposes of disallowance as a deductible expenditure under the MSMED Act, 2006

- -

The Company's exposure to liquidity risks related to trade payables is disclosed in note 36.

NOTE 21 - OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Statutory Dues Payable	11.49	7.58
Liability for Expenses and Goods	60.21	57.62
Others	0.20	0.10
	71.90	65.30

NOTE 22 - PROVISIONS

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Provision for Employee Benefits (Refer Note 35)		
– Gratuity	14.24	11.61
– Bonus	81.00	69.50
– Tax	0.00	0.10
	95.24	81.12

NOTE 23 - REVENUE FROM OPERATION

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Sale of Products	3,245.21	3,493.24
Sale of Traded Goods	5,617.10	6,802.82
Other Sales	9.08	3.43
	8,871.39	10,299.49

NOTE 24 - OTHER INCOME

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Government Grant	4.19	4.98
Dividend	0.21	1.52
Interest Income from Financial Assets Carried at Amortised Cost	19.70	83.18
Liabilities no Longer Required, Written Off	21.12	6.38
Sale of Rights in Agricultural Land	988.11	272.50
Profit on Sale / Redemption of Mutual Fund	350.21	160.02
Gains on Fair Valuation of Investments	0.06	87.68
Insurance Claim	2.71	2.49
Miscellaneous Income	0.10	0.63
Profit on Buyback of Shares	-	476.09
Rent Received	9.00	-
	1,395.40	1,095.46

Notes to Consolidated Financial Statements (Contd.)

NOTE 25 - COST OF MATERIAL CONSUMED & TRADED GOODS

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Purchases of Raw Material	1,530.30	1,732.11
Purchases of Traded Goods	5,575.73	6,750.79
	7,106.03	8,482.90

NOTE 26 - CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening Inventory		
– Finished Goods	36.58	93.99
	36.58	93.99
Closing Inventory		
– Finished Goods	98.57	36.58
	98.57	36.58
(Increase) / Decrease in Inventory	(61.99)	57.41

NOTE 27 - EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Salaries, Wages and Bonus	687.13	675.91
Contribution to Provident and Other Funds (Refer Note 35)	31.80	30.59
Staff Welfare Expenses	14.43	13.75
	733.36	720.24

NOTE 28 - FINANCE COSTS

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Interest Expense on Financial Liability Measured at Amortised Cost	324.45	350.08
	324.45	350.08

NOTE 29 - OTHER EXPENSES

(₹ in Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Consumption of Stores and Spares	165.26	131.33
Allowances for Doubtful Receivables	2.04	(33.05)
Power and Fuel	520.44	465.00
Rent	0.30	10.26
Rates and Taxes	11.06	6.98
Insurance	9.53	8.16
Travelling and Conveyance	50.45	79.69
Bad Debts Written Off	-	139.13
Repairs and Maintenance:		
– Building	22.74	6.91
– Plant and Machinery	8.96	11.87
– Others	27.12	7.06
– Plantation Maintenance	163.86	167.89
Professional Fees (Refer Note 33)	57.75	91.42
Miscellaneous	43.99	33.35
Communication Expense	0.44	2.81
Selling Expenses	79.43	70.69
Printing and Stationery	2.18	2.14
Subscription and Donation	4.38	8.44
Bank Charges	4.53	7.52
Loss on Fair Valuation of Investments	306.64	-
Loss on F & O Derivatives	-	7.49
Loss on Fixed Assets	3.52	-
Business Promotional Expenses	49.86	-
	1,534.50	1,225.09

Notes to Consolidated Financial Statements (Contd.)

NOTE 30 - INCOME-TAX

(₹ in Lakhs)

For the Period Ended		31-03-2026	31-03-2025
(a) Amounts Recognised in Statement of Profit and Loss			
Current Tax		-	4.65
Tax Expense for Earlier Year		(20.26)	5.55
Attributable to Origination and Reversal of Temporary Differences		(425.95)	51.86
		(446.21)	62.06
(b) Reconciliation of Effective Tax Rate		31-03-2026	31-03-2025
Profit Before Tax		513.72	430.15
Profit / (Loss) Before Tax			
Tax using the Company's Domestic Tax Rate:	25.17%	129.29	25.17% 108.26
Tax Effect of :			
Agricultural Income		(245.37)	(70.76)
Other Exempt Income		(1.73)	(183.42)
Provisions Disallowed		(1.46)	(3.76)
Impact on Account of Depreciation Difference		5.81	11.10
Computation Difference for Capital Gains		47.77	-
Notional Losses Disallowed		78.06	143.24
Adjustment Against Brought Forward Losses		(12.37)	-
Current Tax		-	4.65

(c) Recognised Deferred Tax Assets and Liabilities

(₹ in Lakhs)

Deferred Tax Assets and Liabilities are Attributable to the following:

Particulars	Deferred Tax Assets		Deferred Tax Liabilities		Deferred Tax (Liabilities)/Asset, (Net)	
	31-03-2026	31-03-2025	31-03-2026	31-03-2025	31-03-2026	31-03-2025
Property, Plant and Equipment	-	-	73.61	100.95	(73.61)	(100.95)
Carried Forward Losses	400.07	-	-	-	400.07	-
Provision for Employee Benefits	38.09	40.06	-	-	38.09	40.06
Other Items	19.66	19.14	-	-	19.66	19.14
	457.81	59.21	73.61	100.95	384.20	(41.75)

(d) Movement in Temporary Differences

(₹ in Lakhs)

Particulars	As at 1st April 2025	Recognised in Statement of Profit and Loss	As at 31st March 2026	As at 1st April 2024	Recognised in Statement of Profit and Loss	As at 31st March 2025
Property, Plant and Equipment	(100.95)	27.34	(73.61)	(71.98)	28.97	(100.95)
Provision for Employee Benefits	40.06	(1.97)	38.09	54.63	14.57	40.06
Carried Forward Losses	-	400.07	400.07	-	-	-
Other Items	19.14	0.51	19.66	27.46	8.32	19.14
	(41.75)	425.95	384.20	10.11	51.86	(41.75)

(e) The Following Table Provides the Details of Income Tax Assets and Income Tax Liabilities

(₹ in Lakhs)

As at	31 March 2026	31 March 2025
Income Tax Assets (Net)	17.94	37.06
Current tax Liabilities (net)	-	4.65
Net Current Income Tax Asset / (Liability) as at 31 March	17.94	32.41

Notes to Consolidated Financial Statements (Contd.)

NOTE 31 - CONTINGENT LIABILITIES AND COMMITMENTS

(i) Contingent liabilities

- (a) Claims against the Company not acknowledged as debt in respect to income tax, sales tax and other matters-
- VAT and Sales Tax Demand on Assessment aggregating Rs 98.65 Lakhs (31 March 2025 : 98.65 Lakhs) being disputed.
 - Income Tax demands - Rs. Nil (31st March 2025 : Rs. 39.25 Lakhs)
 - Income tax demands relating to TDS compliance - Rs. 2.40 Lakhs (31st March 2025 : Rs. 2.27 Lakhs)
 - Claims against the Company not acknowledged as Debts - Nil (31st March 2025 : Rs. Nil)
- (b) Bank guarantees outstanding as at 31 March 2026 : Rs. 116.19 Lakhs (31 March 2025 : Rs. 227.60 Lakhs)

Note : Contingent liabilities disclosed above represent possible obligations where possibility of cash outflow to settle the obligations is remote.

(ii) Commitments:

The Company has extended corporate guarantees and equitable mortgage on Company's immovable properties created to secure the loans limit sanctioned in favour of the following Companies (₹ in Lakhs)

Name of the Company	Name of the Bank	Limit Sanctioned		Outstanding as at	
		31-03-2026	31-03-2025	31-03-2026	31-03-2025
Abhijit Tea Company Pvt. Ltd.	Bank of India	751.00	811.00	358.74	593.72

Regarding items (i) and (ii) (b) above, it is not practicable to disclose information in respect of the estimate of the financial effect, an indication of the uncertainties relating to outflow and the possibility of any reimbursement as it is determinable only on occurrence of uncertain future events / receipt of judgements pending at various forums.

NOTE 32 - EARNINGS PER SHARE

(₹ in Lakhs)

A. Computation of Earnings Per Share is as follows:

For the Period	31-03-2026	31-03-2025
Net Profit Attributable to the Equity Shareholders	518.46	953.13
Nominal Value of Equity Shares	10	10
Number of Weighted Average Shares Considered for Calculation of Basic and Diluted Earnings Per Share	68,79,300	68,79,300
Earnings Per Share:		
- Basic	7.54	13.86
- Diluted	7.54	13.86

NOTE 33 - AUDITOR'S REMUNERATION (INCLUDED IN LEGAL AND PROFESSIONAL FEES, EXCLUDING APPLICABLE TAXES)

(₹ in Lakhs)

For the Period	31-03-2026	31-03-2025
Statutory Audit Fees	2.00	2.00
Tax Audit Fees	0.50	0.50
	2.50	2.50

Notes to Consolidated Financial Statements (Contd.)

NOTE 34 - RELATED PARTIES

1. Relationships		
	Associate Companies	Abhijit Tea Company Private Limited Amit Paridhan Private Limited East Indian Produce Limited New Darjeeling Union Tea Company Limited Sayedabad Tea Company Limited Terai Dooars Tea Company Private Limited* Terai Financial Services Private Limited Terai Infrastructures Limited Terai Ispat & Trading Private Limited Terai Overseas Private Limited The Kharibari Tea Company Limited
	Subsidiary Company	Terai Retailors Private Limited
2. Key Management Personnel (KMP) :	Managing Director	Shri Ajit Kumar Agarwala
	Chief Financial Officer	Shri Rajendra Kanodia
	Company Secretary	Shri Rajesh Singhania
3. Entities where Key Management Personnel and their Relatives are Able to Exercise Significant Influence		Ajit Kumar Agarwala and Others (HUF) Jaldacca Tea Plantations Private Limited Bagdogra Tea Company Private Limited Kanchanview Resorts Private Limited Terai Tea Resorts Limited Terai Resorts & Country Club Private Limited
4. The following are significant transactions with related parties by the Company :- (₹ in Lakhs)		
Particulars	For the Year Ended	
	31-03-2026	31-03-2025
<u>Sale of Green Leaf , Machinery Items, Fertilizers etc</u>		
Sayedabad Tea Company Limited	0.56	6.32
The Kharibhari Tea Company Limited	8.75	10.90
East Indian Produce Limited	2.67	2.33
New Darjeeling Union Tea Company Limited	10.39	2.69
Jaldacca Tea Plantations Private Limited	0.15	-
<u>Sale of Services</u>		
Terai Overseas Private Limited (Rent)	10.62	-
Total	33.14	22.24
<u>Salary & Rent</u>		
Ajit Kumar Agarwala	60.72	60.72
Ajit Kumar Agarwala & Others (HUF)	6.50	6.00
Rajesh Singhania	16.20	15.00
Rajendra Kanodia	16.20	15.00
Total	99.62	96.72

* Part of the year

Notes to Consolidated Financial Statements (Contd.)

NOTE 34 - RELATED PARTIES (Contd.)

(₹ in Lakhs)

4. The following are significant transactions with related parties by the Company : (Contd.)		
Particulars	For the Year Ended	
	31-03-2026	31-03-2026
Purchase of Green Leaf , Machinery Items, Tea , Coal etc.		
Sayedabad Tea Company Limited	10.11	36.03
New Darjeeling Union Tea Company Limited	12.79	1.36
East Indian Produce Limited	17.74	4.69
The Kharibhari Tea Company Limited	4.11	28.60
Terai Dooars Tea Company Private Limited	0.17	1.61
Jaldacca Tea Plantations Private Limited	0.07	-
Terai Overseas Private Limited	7.50	-
Total	52.49	72.29
Loan Refunded		
Terai Overseas Private Limited	0.08	-
Rajendra Kanodia	10.00	-
Terai Resorts & Country Club Pvt Ltd	25.45	-
Terai Tea Resorts Limited	153.00	-
Ajit Kumar Agarwala	-	50.00
Shashikala Agarwala	-	18.00
Terai Ispat and Trading Private Limited	-	0.15
Total	188.53	68.15
Loan Given		
Terai Overseas Private Limited	282.92	-
Terai Tea Resorts Limited	156.17	-
Rajendra Kanodia	10.00	-
Ajit Kumar Agarwala	-	50.00
Shashikala Agarwala	-	18.00
Terai Ispat and Trading Private Limited	-	0.15
Terai Resorts & Country Club Pvt Ltd	22.70	2.75
Total	471.79	70.90
Loan Received		
Terai Overseas Private Limited	-	1,052.95
Shashikala Agarwala	10.00	-
Amit Paridhan Private Limited	5.00	-
New Darjeeling Union Tea Company Limited	200.00	-
Total	215.00	1,052.95
Loan Repaid		
Shilpam Dealcom Private Limited	292.95	500.00
Shashikala Agarwala	10.00	-
Amit Paridhan Private Limited	5.00	-
New Darjeeling Union Tea Company Limited	200.00	-
Total	507.95	500.00
Investment in Associates		
Terai Overseas Private Limited	22.50	-
Total	22.50	-
5. The balance receivable from and payable to related parties are as follows: (₹ in Lakhs)		
Particulars	For the Year Ended	
	31-03-2026	31-03-2026
Payable against Purchases/Services		
Rajesh Singhania	1.20	1.05
Rajendra Kanodia	1.20	1.05
Ajit Kumar Agarwala	-	3.48
Ajit Kumar Agarwala HUF	-	0.45
Total	2.40	6.03
Loans Payable		
Terai Infrastructures Limited	-	15.00
Shilpam Dealcom Private Limited	-	292.95
Total	-	307.95
Advances Receivable		
Terai Overseas Private Limited	283.92	-
Terai Tea Resorts Limited	3.17	2.75
Terai Financial Services Pvt Ltd	0.10	-
Bagdogra Tea Co.Pvt.Ltd	0.10	0.10
Total	287.29	2.85
Note : The sales and purchases from related parties are made on the terms equivalent to those that prevail in arm's length transactions. Outstanding balance at the year end are unsecured and interest free and settlement occurs in cash. This assessment is undertaken at each financial year through examining the financial position of the related party and the market in which the related party operates		

Notes to Consolidated Financial Statements (Contd.)

NOTE 35 - EMPLOYEE BENEFITS

(a) Defined Contribution Plans

The Company has recognised an amount of **Rs. (4.32) Lakhs** (31 March 2025: Rs. 36.84 Lakhs) as expenses under the defined contribution plans in the statement of profit and loss for the year:

(b) Defined Benefit Plans

(₹ in Lakhs)

1. Reconciliation of Net Defined Benefit Asset / (Liability)	31-03-2026	31-03-2025
(i) Reconciliation of Present Value of Defined Benefit Obligation		
Obligations as at 1 April	159.18	141.08
Current Service Cost	10.95	12.10
Interest Cost	10.49	9.63
Benefits Settled	-	(18.73)
Actuarial (Gain) / Loss Due to Financial Assumptions	(8.32)	7.92
Actuarial (Gain) / Loss Due to Experience Adjustments	(20.96)	7.18
Obligations at the Year End 31 March	151.35	159.18
(ii) Reconciliation of Present Value of Plan Asset:		
Plan Assets as at 1 April	-	-
Expected Return on Plan Assets	-	-
Return on Assets Excluding Interest Income	-	-
Contributions	-	18.73
Benefits Settled	-	(18.73)
Plan Assets at 31 March at Fair Value	-	-
(iii) Reconciliation of Net Defined Benefit Asset / (Liability)		
Present Value of Obligation as at 31 March	151.35	159.18
Plan Assets at 31 March at Fair Value	-	-
Amount Recognised in Balance Sheet Asset / (Liability)	(151.35)	(159.18)
Non-Current	137.10	147.57
Current	14.24	11.61
2. Expenses Recognised in the Statement of Profit and Loss Under		
Employee Benefit Expense :		
Current Service Cost	10.95	12.10
Gratuity Settled / Provided	3.52	18.73
Benefits Settled / Liabilities Provided	-	(18.73)
Interest Cost	10.49	9.63
Changes in Financial Assumptions	(8.32)	7.92
Experience Adjustments	(20.96)	7.18
Net Cost	(4.32)	36.84
3. Remeasurements Recognised in Statement of Other Comprehensive Income		
Changes in Financial Assumptions	-	-
Net Loss / (Gain) Recognised in Statement of Other Comprehensive Income	-	-
4. Principal Actuarial Assumptions		
Discount Factor [Refer Note (i) Below]	7.25%	6.59%
Salary Escalation Rate [Refer Note (iii) Below]	6.00%	6.00%
Retirement Age (in Years)	60	60

Notes : (i) The discount rate is based on the prevailing market yield on Government Securities as at the balance sheet date for the estimated term of obligations.

(iii) The estimate of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

(₹ in Lakhs)

Sensitivity Analysis	31 March 2026	31 March 2025
A. Discount Rate		
Discount Rate -1%	164.31	173.50
Discount Rate +1%	140.03	146.73
B. Salary Escalation Rate		
Salary Rate -1%	140.47	146.60
Salary Rate +1%	163.57	173.40

Notes to Consolidated Financial Statements (Contd.)

NOTE 36 - FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT

Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at 31 March 2026, including their levels in the fair value hierarchy. (₹ in Lakhs)

Particulars	Note	FVTPL	Carrying Amount				Fair Value			
			FVOCI	Other Financial Assets Amortised Cost	Other Financial Liabilities	Total Carrying Amount	Level-1	Level-2	Level-3	Total
Financial Assets Measured at Fair Value										
Investment in Mutual Funds	9	5,177.33	-	-	-	5,177.33	5,177.33	-	-	5,177.33
Investment in Equity Shares	9	155.33	-	-	-	155.33	155.33	-	-	155.33
		5,332.66	-	-	-	5,332.66	5,332.66	-	-	5,332.66
Financial Assets not Measured at Fair Value										
Investment in Equity Shares	5	-	-	7,491.77	-	7,491.77	-	7,491.77	-	7,491.77
Other Financial Assets	6,12,13	-	-	1,784.85	-	1,784.85	-	-	-	-
Trade Receivables	10	-	-	461.03	-	461.03	-	-	-	-
Cash and Cash Equivalents	11	-	-	56.63	-	56.63	-	-	-	-
		-	-	9,794.28	-	9,794.28	-	7,491.77	-	7,491.77
Financial Liabilities not Measured at Fair Value										
Borrowings	16,19	-	-	-	3,842.59	3,842.59	-	-	-	3,842.59
Trade Payables	20	-	-	-	225.18	225.18	-	-	-	225.18
Other Current Liabilities	21	-	-	-	71.91	71.91	-	-	-	71.91
		-	-	-	4,139.68	4,139.68	-	-	-	4,139.68

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at 31 March 2025, including their levels in the fair value hierarchy. (₹ in Lakhs)

Particulars	Note	FVTPL	Carrying Amount				Fair Value			
			FVOCI	Other Financial Assets Amortised Cost	Other Financial Liabilities	Total Carrying Amount	Level-1	Level-2	Level-3	Total
Financial Assets Measured at Fair Value										
Investment in Mutual Funds	9	3,950.15	-	-	-	3,950.15	3,950.15	-	-	3,950.15
Investment in Equity Shares	9	46.20	-	-	-	46.20	46.20	-	-	46.20
		3,996.34	-	-	-	3,996.34	3,996.34	-	-	3,996.34
Financial Assets not Measured at Fair Value										
Investment in Equity Shares	5	-	-	7,958.81	-	7,958.81	-	7,958.81	-	7,958.81
Other Financial Assets	6,7	-	-	443.42	-	443.42	-	-	-	-
Trade Receivables	10	-	-	56.85	-	56.85	-	-	-	-
Cash and Cash Equivalents	11	-	-	5,155.46	-	5,155.46	-	-	-	-
		-	-	13,614.55	-	13,614.55	-	7,958.81	-	7,958.81
Financial Liabilities not Measured at Fair Value										
Borrowings	16,19	-	-	-	6,813.14	6,813.14	-	-	-	6,813.14
Trade Payables	20	-	-	-	148.97	148.97	-	-	-	148.97
Other Current Liabilities	21	-	-	-	65.30	65.30	-	-	-	65.30
		-	-	-	7,027.41	7,027.41	-	-	-	7,027.41

Notes to Consolidated Financial Statements (Contd.)

NOTE 36 - FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT (Contd.)

The fair value of cash and cash equivalents, trade receivables, loans, trade payables and other financial assets and liabilities approximate their carrying amount largely due to the short-term nature of these instruments. The Company's loans have been contracted at market rates of interest. Accordingly, the carrying value of such loans approximate fair value. Investments in equity shares in associates is not appearing as financial asset in the table above being investment in associates accounted under Ind AS 27, Separate Financial Statements is scoped out under Ind AS 109, Financial Instruments.

Investments in liquid and short-term mutual funds which are classified as FVTPL are measured using net assets value at the reporting date multiplied by the quantity held.

Investments in equity shares which are classified as FVTPL are measured using market price of share at the reporting date multiplied by the quantity held.

Financial Risk Management

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's management risk policy is set by the Board. The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. A summary of the risks have been given below.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers

Financial Assets that are not Credit Impaired

The Company has financial assets which are in the nature of cash and cash equivalents, other bank balances, loans, security deposits, interest accrued on fixed deposits and other receivables which are not credit impaired. These are contractually agreed where the probability of default is negligible.

Financial Assets that are Credit Impaired

Trade Receivables

The Company's exposure to credit risk is influenced mainly by the type of each customer. In monitoring customer credit risk, customers are grouped according to their credit characteristics, industry, trading history with the Company and existence of previous financial difficulties.

The Company has calculated the impairment loss arising on account of past trends in the default rate for time bucket

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Out of the total trade receivables of **Rs 539.13 Lakhs** (31 March 2025 : Rs. 132.90 Lakhs), the exposure considered for expected Credit Loss is **Rs. 78.10 Lakhs** (31 March 2025 : Rs. 76.06 Lakhs). (₹ in Lakhs)

Movement in the Allowance for Impairment in Trade Receivables	31-03-2026	31-03-2025
Opening Balance	76.06	109.11
Amount Provided for	2.04	(33.05)
Net Remeasurement of Loss Allowance	78.10	76.06

Liquidity Risk

Liquidity Risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

The table below provides details regarding the contractual maturities of significant financial liabilities- (₹ in Lakhs)

Particulars	As at 31 March 2026		As at 31 March 2025	
	Less than 1 year	More than 1 year	Less than 1 year	More than 1 year
Non-Derivative Financial Liabilities				
Trade Payables	222.57	2.61	146.92	2.05
Other Current Liabilities	71.91	-	65.30	-
Borrowings	2,395.02	1,447.57	2,189.59	4,623.55
	2,689.49	1,450.19	2,401.81	4,625.60

Notes to Consolidated Financial Statements (Contd.)

NOTE 36 - FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT (Contd.)

Market Risk

Market risk is the risk that changes in market prices – such as interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest Rate Risk

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rates. The Company is carrying its borrowings primarily at variable rate. The Company expects the variable rate to decline, accordingly the Company is currently carrying its loans at variable interest rates. (₹ in Lakhs)

Particulars	31 March 2026	31 March 2025
Variable Rate Borrowings	3,842.59	6,813.14
Fixed Rate Borrowings	-	-
Total	3,842.59	6,813.14

Sensitivity Analysis

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

(₹ in Lakhs)

31 March 2026	Profit or Loss		Equity, Net of Tax	
	Strengthening	Weakening	Strengthening	Weakening
Movement by 50 Basis Points	19.21	(19.21)	14.22	(14.22)
	19.21	(19.21)	14.22	(14.22)

31 March 2025	Profit or Loss		Equity, Net of Tax	
	Strengthening	Weakening	Strengthening	Weakening
Movement by 50 Basis Points	34.07	(34.07)	25.21	(25.21)
	34.07	(34.07)	25.21	(25.21)

Agricultural Risk

Cultivation of tea being an agricultural activity, there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions, logistic problems inherent to remote areas, and fluctuation of selling price of finished goods (tea) due to increase in supply/availability.

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

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

NOTE 37 : The Company acquired by way of purchase Dharnipur Tea Estate as a "Going Concern" from its owner Sri Dharendra Nath Bhowmick (since deceased) and Dharnipur Tea Industries (P) Ltd. as confirming party and the Deed of conveyance was duly executed and registered in the name of the Company. The said Deed of Conveyance was cancelled in view of certain pending disputes between the seller and another party. However the agreement for purchase of the said Tea Estate subsists and is subject matter of a specific performance suit pending before Hon'ble Calcutta High Court. The Company is not in possession of the said Tea estate and has accordingly not accounted for the profit and loss on account of the operation or ownership of the said Tea Estate. The value of Dharnipur Tea estate represents the costs paid at the time of purchase and the legal expenses incurred thereafter on behalf of Bhowmicks and/or legal heirs for contesting their suit which was pending. All advocate fees at High Court and at Supreme Court were paid by this Company and capitalized. On the basis of Hon'ble Supreme Court order dated 1.10.1991, if Bhowmick's title is confirmed in their pending suit then the rights of this company remains intact. The title of Bhowmicks/legal heirs was confirmed by Hon'ble Calcutta High Court. A suit for declaration and title in favour of the Company is pending.

Notes to Consolidated Financial Statements (Contd.) (₹ in Lakhs)

NOTE 38 :

The Company acquired certain interest in a plot of land at Bangalore for which registration in the name of the Company has not been done. All expenses of litigation in respect of the said land are considered as deemed cost of land and the same has been accounted as advance given for land.

NOTE 39 : SEGMENT INFORMATION (INFORMATION ABOUT BUSINESS SEGMENTS):

The Group operates in two business segments-

- (a) Trading Items
(b) Tea Production

(₹ in Lakhs)

Particulars	2025-2026				2024-2025			
	Trading Items	Tea Production	Unallo-Cable	Total	Trading Items	Tea Production	Unallo-cable	Total
(A) Segment Revenue (Net Sales/Income)								
Turnover	5,617.10	3,254.29	-	8,871.39	6,802.82	3,496.67	0.00	10,299.49
Other Income	17.83	1,000.11	377.30	1,395.24	0.11	393.11	701.71	1,094.93
Total	5,634.93	4,254.40	377.30	10,266.63	6,802.93	3,889.78	701.71	11,394.42
(B) Segment Results (Profit+)/Loss(-) Before Tax								
Net Profit Before Interest	59.20	998.81	(219.83)	838.17	52.14	432.20	295.85	780.19
Interest Expenses	-	112.79	211.66	324.45	-	134.76	215.32	350.08
Net Profit Before tax	59.20	886.02	(431.49)	513.72	52.14	297.44	80.53	430.11
(C) Segment Assets	1,928.82	2,531.79	9,989.15	14,449.76	5,403.90	4,236.87	6,503.84	16,144.61
(D) Segment Liabilities	869.01	2,399.21	1,424.23	4,692.45	1,138.64	1,735.40	4,473.21	7,347.25

NOTE 40 - WORKING RATIOS

The ratios for the years ended 31st March 2026 and 31st March 2025 are as follows -

Sl.	Particulars	31st March 2026	31st March 2025	Variance in %	Reasons for change
1.	Current Ratio	2.77	3.90	(28.89%)	The decline is due to the company using part of its liquid resources to repay borrowings during the year, which reduced the assets available in the short term.
2.	Debt- Equity Ratio	0.23	0.42	(45.37%)	The improvement is due to repayment of loans during the year along with an increase in reserves from profits earned, which strengthened the company's own funds compared to borrowed funds.

Notes to Consolidated Financial Statements (Contd.) (₹ in Lakhs)

NOTE 40 - WORKING RATIOS (Contd.)

Sl.	Particulars	31st March 2026	31st March 2025	Variance in %	Reasons for change
3.	Debt Service Coverage Ratio	0.27	(0.51)	(152.86%)	The improvement is due to higher profits earned during the year and repayment of a substantial part of the loans, which improved the company's ability to service its debt compared to the previous year.
4.	Return on Equity (ROE)	3.18%	6.12%	(48.06%)	The decline is due to reduced profits earned during the year, resulting in lower returns and resulting in lower return on equity ratio.
5.	Inventory Turnover Ratio	70.36	88.36	(20.38%)	The decline is due to lower production and sales activity during the year, which reduced the movement of inventory.
6.	Trade Receivables Turnover Ratio	34.25	100.98	(66.08%)	The decline is due to slower collection from customers and a higher level of outstanding receivables at the year-end.
7.	Trade Payables Turnover Ratio	0.02	0.02	49.19%	The change is due to the company availing a slightly longer credit period from its suppliers during the year.
8.	Net Capital Turnover Ratio	2.02	1.86	8.31%	The improvement is due to a reduction in working capital deployed during the year relative to the level of business operations.
9.	Net Profit Ratio	5.84%	9.25%	(36.85%)	The decline is due to reduced profits during earned the year, resulting in lower returns and resulting in lower profit ratio
10.	Return on Capital Employed	4.13%	5.69%	(27.42%)	The decline is due to reduced profits earned during the year resulting in lower returns and resulting in lower return on capital employed ratio.
11.	Return on Investments Quoted	7.78%	6.50%	19.78%	Increase in value of investments has increased the return on investment ratio.
	Unquoted	(5.73%)	7.62%	(175.17%)	Decrease in value of investments of associates and subsidiaries has decreased the return on investment ratio.

NOTE 41: OTHER STATUTORY INFORMATION :

- The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- The Company do not have any transactions with struck off companies under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.
- The Company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

Notes to Consolidated Financial Statements (Contd.) (₹ in Lakhs)

NOTE 41: OTHER STATUTORY INFORMATION (Contd.)

- vi. The Company has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) 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
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vii. The Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall :
- (a) 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
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- viii. The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- ix. The Company has not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

NOTE 42 :

The Company has availed of working capital limits from Central Bank of India, Union Bank of India and Bank of India against security of current assets. There was no material discrepancy between the figures reported in quarterly statements and the books of account except the value of standing crop which is not recorded in books.

NOTE 43 :

Raw Materials consumed represent only green tea leaves purchased from the green leaf suppliers.

NOTE 44 :

Previous year figures have been reclassified / regrouped / rearranged wherever necessary.

As per our Report of even date attached

For **Saha & Majumder**
Chartered Accountants
FRN 303087E

Sd/-
S.N. Bhattacharjee
Partner
Membership No 010767
ICAI UDIN : 26010767GBZJCO3860
Place : Siliguri
Dated : 30th May, 2026

Sd/-
Ajit Kumar Agarwala
Managing Director
DIN : 00265775

For and on behalf of the Board of Directors
Terai Tea Company Limited

Sd/-
Rajendra Kanodia
Director & CFO
DIN : 00175574

Sd/-
Rajesh Singhania
Company Secretary
M. No. : F7746

TERAI TEA COMPANY LIMITED

Regd. Office: East India House, 20B, British Indian Street, 2nd Floor, Kolkata- 700 069 • Ph: (033) 4064-5789
E-mail: teraitea@gmail.com • Website: www.teraigroup.com • CIN : L51226WB1973PLC029009

ATTENDANCE SLIP

Name of the Members(S) :

Registered Address :

Folio No. / Client ID No. & DP ID

No. of Share(s) held

I/We here by record my/our presence at the **53rd Annual General Meeting** held on **Wednesday, September 30, 2026 at 10.30 AM.** at **East India House, 20B, British Indian Street, 2nd Floor, Kolkata 700 069.**

Member's /Proxy Name in Block Letters

Signature of Member's / Proxy

(Please cut here and bring the attendance slip duly signed, to the meeting and hand it over at the entrance. Duplicate Slip will not be issued at the venue of the meeting.)

TERAI TEA COMPANY LIMITED

Regd. Office: East India House, 20B, British Indian Street, 2nd Floor, Kolkata- 700 069 • Ph: (033) 4064-5789
E-mail: teraitea@gmail.com • Website: www.teraigroup.com • CIN : L51226WB1973PLC029009

PROXY FORM - MGT 11

(Pursuant of section 105(6) of the Companies Act 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2025)

53rd Annual General Meeting held on **Wednesday, September 30, 2026 at 10.30 AM.** at **East India House, 20B, British Indian Street, 2nd Floor, Kolkata 700 069.**

Name of the Members(S) :

Registered Address :

E-mail ID :

Folio No. / Client ID No. & DP ID

I /We, being the member(s) holding shares of the above named company, hereby appoint

1. Name
Address
E-mail ID Signature : or failing him;
2. Name
Address
E-mail ID Signature : or failing him;
3. Name
Address
E-mail ID Signature : or failing him;

as my/our proxy to attend and vote (on poll) for me /us and on my / our behalf at the **53rd Annual General Meeting** held on **Wednesday, September 30, 2026 at 10.30 AM.** at **East India House, 20B, British Indian Street, 2nd Floor, Kolkata 700 069** and at any adjournment thereof in respect of such resolutions as are indicate dbelow.

Resolution No.	Resolution	Optional* For Against	
Ordinary Business			
1	To receive, consider and adopt : a) The Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2026 with the reports of the Board of Directors' and Auditors thereon and b) The Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2026 together with report of the Auditors thereon.		
2	Appoint a Director in place of Mr. Rajendra Kanodia (DIN: 00175574) who Retires by Rotation and being eligible, offers himself for re-appointment.		
Special Business			
3	Approval of the Remuneration of the Cost Auditor for Financial Year 2026-27.		
4	Change in Designation of Mr. Rajendra Kanodia, the Non-Executive Director of the Company as Whole Time Director.		

Signed this.....day of, 2026

Affix
Revenue
Stamp

Signature of the Share Holder

Signature of the Proxy Holder

Notes : (1) This form of Proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting. (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 53rd Annual General Meeting. (3) It is optional to put a 'X' in the appropriate column against the Resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all 'Resolution' your proxy will be entitled to vote in the manner as he/ she thinks appropriate.

“Amit Agarwala Learning Cum Resource Centre” was established having constructed area of 25000 sq.ft. within the premises of Surya Sen Mahavidyalaya at Siliguri and inaugurated on 15th May, 2022 in presence of Ministers of the West Bengal State Government and Mayor of Siliguri Municipal Corporation. The Centre consists of class rooms, library, common room and other educational facilities.





TERAI TEA COMPANY LIMITED

REGD. OFFICE : "EAST INDIA HOUSE", 20B, BRITISH INDIAN STREET, 2ND FLOOR, KOLKATA -700069

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CIN : L51226WB1973PLC029009 • GSTIN : 19AABCT0258P1ZW