Harrisons Malayalam Limited
24/1624, Bristow Road, Willingdon Island, Cochin 682003
CIN: L01119KL1978PLC002947
e-mail:hmlcorp@harrisonsmalayalam.com Website:www.harrisonsmalayalam.com
Tel: 0484-6624362 Fax: 0484-2668024

5th September, 2023

The Secretary Bombay Stock Exchange Ltd. Corporate Relationship Dept. 1st Floor, New Trading Ring Rotunda Building, PJ Towers Dalal Street, Fort **Mumbai - 400 001** Scrip Code:500467	The Secretary National Stock Exchange of India Ltd. "Exchange Plaza", Bandra-Kurla Complex Bandra (E) **Mumbai – 400 051** Symbol: HARRMALAYA

Dear Sir,

NOTICE OF FORTY SIXTH ANNUAL GENERAL MEETING FOR FY 2022-23

This is to inform you that the Forty Sixth Annual General Meeting ("AGM") of the Company will be held on Wednesday, September 27, 2023 at 12.00 Noon (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India in this regard.

Pursuant to Regulation 34(1) and Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the financial year 2022-23 together with the Notice of AGM, which is being sent through electronic mode to the Members whose e-mail ID's are available with the Company.

The Annual Report and Notice of AGM are also available on the website of the Company at www.harrisonsmalayalam.com

The Notice of AGM of the Company inter alia provides the process and manner of remote e-voting / e-voting at AGM and instructions for participation at the AGM through VC/OAVM.

You are requested to kindly take the above on record.

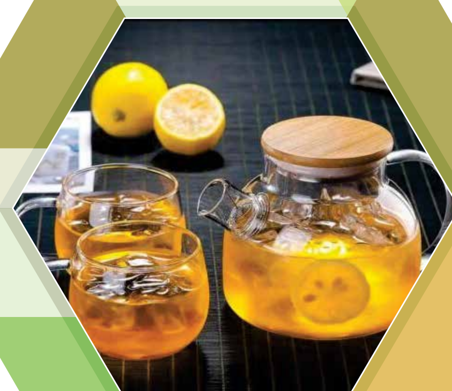
Yours faithfully,
for HARRISONS MALAYALAM LIMITED

BINU THOMAS
Digitally signed by BINU THOMAS
Date: 2023.09.05 20:26:11 +05'30'

BINU THOMAS
Company Secretary

Encl.

46th Annual Report 2022 - 2023



HARRISONS MALAYALAM LIMITED

Indulge in the Finest Teas from HML's Lush Tea Gardens. Carefully hand-picked and meticulously processed on our estates, ensuring an unyielding commitment to quality and excellence

HARRISONS MALAYALAM LIMITED

Aligning Seamlessly with the Contemporary:
HML's Dedication to Innovative Practices

The incorporation of technology into plantations has brought about a paradigm shift in agriculture. By optimizing resource usage, reducing waste, and enhancing crop health, modern technologies are facilitating the production of better-quality yields, thereby contributing to global food security and sustainable agriculture practices. At Harrisons Malayalam limited, our unwavering commitment is to provide consumers with the finest products by seamlessly merging cutting-edge methodologies with innovative practices. Our mission is centered on embracing ultramodern techniques that not only revolutionize the way we cultivate and nurture our crops but also ensure that the end result surpasses all expectations in terms of quality, sustainability, and consumer satisfaction. By combining ultramodern methods with innovative practices, we are shaping the future of agriculture, one that prioritizes quality, sustainability, and consumer satisfaction above all else.

Broadening Production Horizons

Continuous Research and Development: At hml, we prioritize ongoing research and development to stay at the forefront of agricultural innovation. Our team of experts collaborates with agricultural scientists, engineers, and technologists to identify emerging trends and breakthroughs that can elevate our practices.

Sustainable Practices: Our commitment to sustainability drives us to adopt eco-friendly practices that minimize the environmental impact of our operations. We implement efficient irrigation methods, integrate renewable energy sources, and employ natural pest control measures to ensure a harmonious balance between productivity and environmental preservation.

Quality Assurance and Traceability: We understand the importance of transparency in the supply chain. Through meticulous tracking and traceability measures, we ensure that every product that reaches our consumers is of the highest quality and adheres to the strictest safety standards.

Customer-Centric Approach: At hml, our consumers are at the heart of everything we do. We actively seek feedback and insights to refine our practices and products continually. This approach empowers us to evolve alongside changing consumer preferences and deliver products that exceed expectations.

The taste of the HML tea is now enhanced with use of AI/ML based quality checks.

The AI-powered machines used in tea operations is responsible for quality-checking our tea leaves. It Operates without human intervention, provides quicker and more accurate analysis and includes an alert system for immediate feedback

Innovative Nourishment Methods

At hml, we're embracing **innovative** tools like electrostatic intervention technology to minimize waste during the application of materials on plants.

Pest Management

Hml introduces a potent pest control solution, aligned with the Plant Protection Code, to ensure highly effective pest management.

Usage of Drones in Plantations

Harrisons Malayalam stands as one of the pioneering companies to adopt drone technology in its plantations.

Empowering Our Workforce

Our team members are our greatest assets. We invest in their professional development, provide them with cutting-edge tools, and encourage a culture of creativity and innovation. This empowers them to contribute actively to our mission of delivering the best products to consumers.

Board of Directors

Cherian M. George (Whole Time Director)

Venkitraman Anand (Whole Time Director)

Rajat Bhargava

Kaushik Roy

P. Rajagopalan

Rusha Mitra

C. Vinayaraghavan

Norshir Naval Framjee

Company Secretary

Binu Thomas

Registered Office

24/1624, Bristow Road
Willingdon Island Cochin – 682003
Phone: 0484-2668023
E-mail: hmlcorp@harrisonsmalayalam.com
Website: www.harrisonsmalayalam.com

Activities

Plantations – Tea, Rubber, Fruits,
Spices & Other Crops
Trading & Exports in Tea and Rubber

Auditors

Walker Chandiok & Co LLP
Chartered Accountants
7th Floor, Modayil Centre Point
Warriam Road Jn. MG Road, Kochi
Kerala – 682016

Bankers

South Indian Bank
ICICI Bank
IDBI Bank
RBL Bank Ltd
Federal Bank Ltd.

Legal Advisors

Menon & Pai Advocates
I.S. Press Road Cochin – 682018

Secretarial Auditors

M/s. SEP & Associates,
Company Secretaries, CC 56/172
K.C. Abraham Master Road, Panampilly Nagar
Kochi - 682036

Cost Auditors

M/s. Shome & Banerjee Cost Accountants
5A Nurulla Doctor Lane, (West Range)
2nd Floor, Kolkata – 700 017

Registrar & Share Transfer Agent

M/s. Link Intime India Pvt. Ltd.
Surya, 35, Mayflower Avenue Sowripalayam Road
Coimbatore – 641 028
Tel No.0422-2314792
E-mail:Coimbatore@linkintime.co.in

CONTENTS

Financial Performance
10 Years Track Record

₹ Crore

	13-14	14-15	15-16	16-17	17-18	18-19	19-20	20-21	21-22	22-23
Profit & Loss Account										
Total Income	**386.86**	**334.36**	**288.6**	**372.02**	**392.04**	**359.90**	**393.43**	**453.94**	**478.65**	**493.88**
Personnel cost	123.9	133.01	140.33	144.96	152.40	152.27	164.81	161.12	165.68	177.97
Raw materials & Purchases	107.44	94.31	78.74	118.86	115.01	114.90	94.44	135.53	159.37	141.89
Power & Fuel	20.43	21.31	19.86	20.27	22.30	20.67	21.95	21.29	21.66	23.64
Cultivation & Other Operating Expenses	99.81	89.3	68.78	60.08	73.88	68.01	72.36	66.11	81.02	102.32
Depreciation	6.47	7.29	5.52	5.01	4.16	4.16	4.30	4.11	4.23	4.36
	358.05	**345.22**	**313.23**	**349.18**	**367.75**	**360.00**	**357.86**	**388.16**	**431.95**	**450.18**
Selling Expenses	8.85	10.24	7.1	8.66	10.58	10.46	10.84	12.29	12.88	14.07
Cost of Sales	**366.9**	**355.46**	**320.33**	**357.84**	**378.33**	**370.46**	**368.70**	**400.45**	**444.84**	**464.25**
PBIT @	19.96	-21.3	-31.73	17.78	16.83	-10.56	24.73	53.49	33.81	29.63
PBT @	4.86	-35.26	-45.68	4.09	4.45	-24.08	9.28	40.45	22.95	17.77
Total Comprehensive income/(Loss)				0.49	1.33	-25.13	0.36	36.14	22.85	18.19
Earnings per Share of ₹ 10/-	2.38	-19.18	-24.75	2.22	2.41	-13.05	5.03	21.92	12.44	9.63
Dividend per Share of ₹ 10/-	1	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Balance Sheet										
Fixed Assets	431.6	429.58	424.59	284.99	287.98	289.65	297.62	306.39	321.31	348.59
Investments	0.21	0.21	0.16	0.16	0.16	0.16	0.16	0.16	0.02	0.02
Other Assets	109.41	83.29	76.36	75.74	92.51	83.25	105.51	100.31	98.39	96.66
Total Assets	541.22	513.08	501.11	360.89	380.65	373.06	403.29	406.86	419.71	445.27
Share Capital	18.45	18.45	18.45	18.45	18.45	18.45	18.45	18.45	18.45	18.45
Reserves & Surplus	303.46	268.21	222.52	84.00	85.33	60.20	60.56	96.7	119.55	137.74
Loan Funds	105.13	97.94	94.16	86.63	86.47	121.06	113.77	95.96	85.82	92.15
Other Liabilities	114.18	128.48	165.98	171.81	190.39	173.35	210.51	195.75	195.89	196.93
Total Liabilities	541.22	513.08	501.11	360.89	380.64	373.06	403.29	406.86	419.71	445.27

@ After extraordinary items and discontinuing operations

NOTICE OF THE 46th ANNUAL GENERAL MEETING

MEMBERS

Notice is hereby given that the Forty Sixth Annual General Meeting of Harrisons Malayalam Limited will be held on Wednesday, September 27, 2023, at 12:00 Noon Indian Standard Time (IST) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) facility without the physical presence of shareholders at a common venue to transact the following business:

AGENDA

ORDINARY BUSINESS

1. **To receive, consider and adopt:**
   a) the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon; and
   b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Kaushik Roy (DIN:06513489), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. **To Reappoint Mr. Venkitraman Anand (DIN: 07446834) as Whole Time Director of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modification(s), amendment(s), clarification(s), or re-enactment(s) or substitution(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modification(s) thereof or supplements thereto ("Listing Regulations") and subject to the Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be imposed or prescribed by any of the authorities while granting such approvals, permissions and sanctions and as agreed to by Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee thereof), the consent of the Members of the Company be and is hereby accorded to the reappointment of Mr. Venkitraman Anand (DIN-07446834), Whole Time Director of the Company for a period commencing from August 1, 2023 to July 31, 2024 as recommended by Nomination & Remuneration Committee, as set out in the Explanatory Statement annexed to the notice and subject to the terms and conditions of the draft agreement proposed to be entered into between the Company and Mr.Venkitraman Anand, with the liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment during his tenure within the scope of Section 197 and Schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactments thereof as may be agreed to between the Board and Mr. Venkitraman Anand."

   "RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during the currency of the tenure of services of Mr. Venkitraman Anand(DIN-07446834),the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013;

   "RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, amend, modify and revise from time to time the terms of remuneration payable to the Whole Time Director, within the above overall limit, as may be desired appropriate and the Board be and is hereby further authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, consider necessary, expedient or desirable, including to make necessary applications, representations with the concerned authorities and to settle any questions or doubts that may arise in relation thereto and to authorize one or more representatives of the Company to carry out any or all of the activities that the Board is authorized to do all things necessary for the purpose of giving effect to foregoing resolution and to execute such further deeds, documents and writings that may be considered necessary and appropriate."

4. **To Reappoint Mr. P. Rajagopalan (DIN: 02817068)as an Independent Director of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Rules made thereunder read with Schedule IV to the Act, Regulation 17(1A) , Regulation 17(1C)of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force and subject to such other laws, rules and regulations as may be applicable in this regard and on the basis of recommendation of the Nomination and Remuneration Committee, approval of the Members of the Company be and is hereby granted to re-appoint Mr. P. Rajagopalan (DIN: 02817068), who is above the age of seventy five (75) years, having qualified the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the Listing Regulations and in respect of whom a notice in writing pursuant to Section 160 of the Act, as amended, has been received in the prescribed manner, as a Non-Executive Independent Director of the Company to hold office for a second term of five consecutive years with effect from February 13, 2024 up to February 12, 2029, who shall not be liable to retire by rotation".

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

5. Ratification of the remuneration payable to Cost Auditor for the financial year ending March 31, 2024.

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

"RESOLVED THAT pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the remuneration of ₹ 3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals as approved by the Board of Directors of the Company, payable to M/s. Shome & Banerjee (Firm registration No.000001), Cost Accountants, 5A, Nurulla Doctor Lane, (West Range), 2nd Floor, Kolkata – 700 017, for conducting the audit of the cost records of the Company for the financial year ending March 31, 2024, be and is hereby ratified and confirmed.

By Order of the Board of Directors

Binu Thomas
Company Secretary
M.No FCS 11208

Place: Kochi
Date: August 10, 2023

Notes:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, ("the Act") read with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out material facts relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. The Board of Directors of the Company at its Meeting held on August 10,2023 considered that the Special Business under Item Nos. 3, 4 and 5 being considered unavoidable, be transacted at the 46th AGM of the Company.

2. In view of the continuing COVID-19, to ensure social distancing norms, the Ministry of Corporate Affairs ("MCA") vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, clarification Circular No.02/2021 dated January 13, 2021 and clarification Circular No.10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 , Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and Circular No.SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, (collectively referred to as 'SEBI Circulars') as amended from time to time have permitted Companies to conduct AGM through Video Conferencing (VC) and Other Audio Visual Means (OAVM) without the physical presence of the Members at a Common Venue and has granted relaxation in respect of sending physical copies of the annual report to the shareholder. The deemed venue for the 46th AGM shall be the Registered Office of the Company situated at 24/1624, Bristow Road, Willingdon Island Cochin – 682003. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") MCA Circulars and SEBI Circulars, the 46th AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the Meeting through VC/OAVM is annexed herewith (Refer Serial No. 37 of these Notes).

3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis

4. Members who would like to express their views/ask questions during the meeting are requested to take note of the following:

   (i) Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance till 4:00 PM (IST) on Wednesday, September 20, 2023 mentioning their name, demat account number/folio number, email id, mobile number at agm@harrisonsmalayalam.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance till 4:00 PM (IST) on Friday, September 22, 2023 mentioning their name, demat account number/folio number, email id, mobile number at agm@harrisonsmalayalam.com. These queries will be replied to by the company suitably. Members who will participate in the AGM through VC/OAVM can also pose question/ feedback through question box option. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.

   (ii) When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

   iii) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

5. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD THROUGH VC/OAVM FACILITY PURSUANT TO THE MCA AND SEBI CIRCULARS, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA AND SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

6. Institutional Investors, who are Members of the Company, are encouraged to attend the AGM through VC/OAVM facility and vote thereat. Institutional Investors / Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at mds@mdsassociates.in

7. CDSL will be providing facility for voting through remote e-voting, for participation in the 46th AGM through VC/ OAVM facility and e-voting during the 46th AGM.

8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 46th AGM and facility for those Members participating in the 46th AGM to cast vote through e-Voting system during the 46th AGM. For this purpose, the Company has entered into an agreement with CDSL as the authorised agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system as well as e-Voting at the AGM will be provided by CDSL.

10. The business set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by remote electronic means. Instructions and other information relating to E-voting are given in the Notice under Note No. 37 of these notes.

11. In compliance with the MCA Circulars and SEBI Circulars the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The Notice convening the 46th AGM has been uploaded on the website of the Company at www.harrisonsmalayalam.com under 'Investor Relations' section and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also available on the website of CDSL at https://www.evotingindia.com.

12. Pursuant to the MCA Circulars and SEBI Circulars, the Notice of the 46th AGM and the Annual Report of the Company for the financial year ended March 31, 2023 including therein the Audited Financial Statements for the year 2022-23, the aforementioned documents are being sent only by email to the Members unless any member has requested for hard copy of the same. Therefore, Members whose email addresses are not registered with the Company / Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant/s (DPs), and who wish to receive the Notice of the 46th AGM of the Company along with the Annual Report for the financial year 2022-23 and all other communications from time to time, can get their email addresses registered by following the steps as mentioned below:-

    In case the shareholders has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

    1. In case of shares held in physical form, kindly submit your updation request in the prescribed Form ISR-1 [hosted on the website of the Company (www.harrisonsmalayalam.com) and RTA (www.linkintime.co.in)] to our RTA, Link Intime India Private Limited, Surya, 35, Mayflower Avenue Sowripalayam Road, Coimbatore - 641028, E-mail:coimbatore@linkintime.co.in

    2 In the case of Shares held in Demat mode, the shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

       In case of any query/clarifications, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in or coimbatore@linkintime.co.in.

    3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

13. The Register of Members and the Share Transfer Books of the Company will be closed from Friday, September 22, 2023 to Wednesday, September 27, 2023, both days inclusive.

14. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules') the amount of dividend remaining unpaid or unclaimed for a period of seven consecutive years or more from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government.

15. The Company has been sending reminders to Members having unpaid / unclaimed dividend before transfer of such dividend(s) to the Investor Education and Protection Fund (IEPF), set up by the Government of India. Details of the unpaid / unclaimed dividend are also uploaded as per the requirements, under "Investors Relations" section on the Company's website viz. www.harrisonsmalayalam.com.

16. The Dividend for the Financial Year 2013-14 and prior to that have been transferred by the Company to the Demat Account of the IEPF Authority ('IEPF Account') in terms of the IEPF Rules by following the prescribed procedure. The Company have not declared any dividend from 2014-15 onwards.

17. Pursuant to the provisions of IEPF Rules, all shares ofthe Company in respect of which dividend has not been paid or claimed for seven consecutive years or more have been transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account')' within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. In this regard, the Company has individually informed the Members concerned and also published notice in the newspapers as per the IEPF Rules and transferred 84,459 number of Equity shares to the IEPF Account,on which the dividends remained unpaid or unclaimed for seven consecutive years after following the prescribed procedure. The details of such Members and shares transferred are uploaded in the "Investors Relations' Section of the website of the Company viz; www.harrisonsmalayalam.com.

18. Dividend for the Financial Year 2013-14 and prior to that including are transferred to IEPF by the Company as stipulated by the provisions of the Companies Act 2013. The Dividend and shares transferred to IEPF may be claimed only from the IEPF Authority by following the procedure prescribed under the IEPF Rules. Mr. Binu Thomas, Company Secretary is the Nodal Officer of the Company for the purpose of verification of such claims.

19. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in Respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 (hosted on the website of the Company and its RTA).Members are requested to submit the said details to their DP in case the shares are held by the min electronic form and to Link Intime India Private Limited in case the shares are held in physical form.

20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank Account No. by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit pan and bank account no. to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their pan and bank account details to the Registrar and Share Transfer Agent/ Secretarial Department of the Company.

21. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:

    a) the change in the residential status on return to India for permanent settlement or

    b) the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier

22. Pursuant to SEBI Circular on Common and Simplified Norms for processing Investor's Service, the shareholders holding shares in Physical mode are mandatorily required to record their PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination with the Company/ Registrar & Share Transfer Agent (RTA) of the Company. In case of Non - updation of KYC - Folios wherein any ONE of the cited details/documents, (i.e PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination) are not available before October 1, 2023, post which the shares in the said folios shall be frozen. In case, the folios continue to remain frozen, till December 31, 2025, the same shall be referred to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and Prevention of Money Laundering Act, 2002.

23. The relevant formats for Nomination and updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and SEBI circular are available on Company's website as well as the website of M/s. Link Intime India Private Limited the Registrar and Share Transfer Agent of the Company. Original cancelled cheque leaf bearing the name of the first holder failing which first security holder is required to submit copy of bank passbook/statement attested by the bank which is mandatory for registering the new bank details.

24. In terms Regulation 40 of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of the above, Members are advised to dematerialize shares, if held by them in physical form. Members can contact the Company or M/s. Link Intime India Private Limited, Company's Registrar and Share Transfer Agent for assistance in this regard.

    In addition to above Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR– 4, the format of which is available on the Company's website under the weblink at www.harrisonsmalayalam.com

It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Members can contact the Company or RTA, for assistance in this regard.

Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation. Members can contact the Company or RTA, for assistance in this regard.

25. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA/Depositories for receiving all communications including Annual Reports, Notices, Circulars etc. from the Company electronically.

26. Electronic copies of all the documents referred to in the accompanying Notice of the 46th AGM of the Company and in the Statement annexed to the said Notice shall be available for inspection in the "Investor Relations" section of the website of the Company at www.harrisonsmalayalam.com.

27. Soft copies of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection electronically. Members seeking to inspect such documents upto the date of AGM can send their request at the email id agm@harrisonsmalayalam.com

28. 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 advised not to leave their demat account(s) dormant for long. Periodic Statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

29. In case of transmission / transposition, the members are requested to forward their requests and other communications directly to the Registrar and Share Transfer Agent (RTA) of the company, M/s. Link Intime India Private Limited, "Surya", 35, Mayflower Avenue, 2nd Floor, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028

30. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs if the shares are held by them in demat form and to Company's RTA if the shares are held by them in physical form in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.

31. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent ("RTA"), the details of such folios together with the share certificates for consolidating their holdings into one folio

32. Member who needs any clarification on accounts or operations of the Company shall send his/her queries addressed to the Company Secretary at agm@harrisonsmalayalam.com, so as to reach him on or before September 22, 2023. Such queries will be replied to by the Company suitably, during the AGM.

33. Details as required in sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Director seeking re-appointment / appointment at the Annual General Meeting, form an integral part of the Notice. Requisite declarations have been received from the Director for seeking re-appointment / appointment.

34. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e Wednesday, September 20, 2023

35. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or casting vote through e-voting system during the Meeting.

The Board vide its Resolution passed on August 10, 2023 has appointed Mr. M. D. Selvaraj, (FCS:960/COP: 411) of M/s MDS & Associates, Company Secretaries, Coimbatore, as the Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner and for the purpose of ascertaining the requisite majority. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, within 2 days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www. harrisonsmalayalam.com and on the website of CDSL immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results along with Scrutinizer's Report shall also be forwarded to the stock exchanges where the shares of Company are listed within the stipulated time.

36. Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again. - At the end of remote e-voting period, the facility shall forthwith be blocked.

37. Procedure / Instructions for Members voting electronically and attending the AGM through VC/OAVM are as under:

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

(i) The voting period begins on September 24,2023,9 :00 AM IST and ends on September 26,2023,5 :00 PM IST . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <September 20,2023> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e- Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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 authentication, user will be able to see the e-Voting option where the evoting 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e- Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

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

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

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

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

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	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. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

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

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Harrisons Malayalam Limited> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance till 4:00 PM (IST) on Wednesday, September 20, 2023 mentioning their name, demat account number/folio number, email id, mobile number at agm@harrisonsmalayalam.com. The shareholders whodonotwishtospeakduringtheAGM but have queries may send their queries in advance till 4:00 PM (IST) on Friday, September 22, 2023 mentioning their name, demat account number/folio number, email id, mobile number at agm@harrisonsmalayalam.com. These queries will be replied to by the company suitably. Members who will participate in the AGM through VC/OAVM can also pose question/ feedback through question box option. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

In case the shareholders has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

1. In case of shares held in physical form, kindly submit your updation request in the prescribed Form ISR-1 [hosted on the website of the Company (www.harrisonsmalayalam.com) and RTA (www.linkintime.co.in)] to our RTA, Link Intime India Private Limited, Surya, 35, Mayflower Avenue Sowripalayam Road, Coimbatore - 641028, E-mail:coimbatore@linkintime.co.in

2 In the case of Shares held in Demat mode, the shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

   In case of any query/clarifications, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in or coimbatore@linkintime.co.in.

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE FORTY SIXTH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON SEPTEMBER 27, 2023

Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out all material facts:

Resolution No.3

Mr.Venkitraman Anand (DIN:07446834) was appointed as Whole Time Director for a period commencing from October 1, 2021 to July 31, 2023 at the Annual General Meeting held on September 29,2021 . Mr. Venkitraman Anand's term as a Whole Time Director of the Company expired on July 31, 2023.The Board of Directors at its meeting held on May 26, 2023 have reappointed Mr.Venkitraman Anand based on recommendation of Nomination and Remuneration Committee, for a period commencing from August 1, 2023 to July 31, 2024 subject to approval by shareholders.

The appointment is within the meaning of Sections 196, 197, 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013 and also read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the shareholders. The terms and conditions of his appointment as recommended by the Nomination and Remuneration Committee are as set out below.

1. Period : August 1, 2023 to July 31, 2024.

2. Remuneration:

   a) Basic Salary: Not exceeding ₹ 50,00,000 per annum

   b) Allowance: Not exceeding ₹ 54,00,000 per annum

   c) Performance Bonus: Not exceeding ₹ 25,00,000 per annum as may be decided by the Board of Directors based on performance

3. Perquisites: Medi-claim insurance

4. In addition to the above, the Whole Time Director shall be eligible for the following perquisites, the value of which shall not be considered for computation of the aggregate remuneration.

   1) Company contribution to Provident Fund, Superannuation or Annuity Fund–27% of Basic salary.

   2) Gratuity – 4.81% of basic salary.

   3) Encashment of unavailed leave at the end of the tenure as per Company policy.

The draft of the Agreement proposed to be entered into by the Company with Mr. Venkitraman Anand is available for electronic inspection without any fee by the members up to to the date of the Annual General Meeting during normal business hours of the Company

The General Informationas required under Section II, PartII of Schedule V of the Companies Act, 2013 is furnished below.

I. GENERAL INFORMATION

(i) Nature of Industry : Plantation Industry (Tea & Rubber)

(ii) Date or expected date of commencement of commercial production: It is an established Company. Certificate of Commencement of Business was issued by the Registrar of Companies,Kerala on June 14, 1978.

(iii) In case of new companies, expected date of commencement of activities as per Project approved by financial institution appearing in the prospectus: NA

(iv) Financial Performance based on indicators given below: As per Audited Financial Result for the year ended

₹ in Lakhs

Particulars	**31.03.2023**	31.03.2022	31.03.2021
	Standalone		
Revenue from Operations	**48,676.59**	47152.58	45111.12
Other Income	**711.51**	712.59	282.81
Total Income	**49388.10**	47865.17	45393.93
Profit / (Loss) before Tax	**1777.75**	2295.22	4044.59
Profit after Tax	**1777.75**	2295.22	4044.59
Re-measurement of Gains/Losses	**41.49**	(10.43)	(430.82)
Total Comprehensive Income	**1819.24**	2284.79	3613.77

(v) Foreign investment or collaboration if any – NIL

(vi) Other Disclosure: The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor,

II. INFORMATION ABOUT MR. VENKITRAMAN ANAND

1. Mr. Venkitraman Anand with a work experience of over 40 years in diverse business & functional areas is a Commerce Graduate and has successfully completed the Business Leadership Programme conducted by the Murugappa group in partnership with Indian Institute of Management, Bangalore. After starting his career with Rungamattee Tea & Industries Limited and working there for around 12 years he joined Parry Agro Industries Limited the plantation arm of the Murugappa group and worked with them for around 17 years. In his tenure with Parry Agro Industries Limited he had a high performance career growth from Manager (Business Coordination) to a SBU Head. Throughout his career he has demonstrated expertise in overcoming existing deficiencies in employee, customer dissatisfaction, production, operations, and financial issues through effective turnaround of management practices, resulting in the achievement of long and short term goals. Other areas of accomplishments include his outstanding abilities in implementing best practices and quality assurance, improving the quality management system, creating tracking systems, and implementing safety & operations processes.

   He is the Vice-President of The Cochin Chamber of Commerce, the Convenor of the CII Food, Spices, Agri and Plantation Committee. He is also in the Managing Committee of the Kerala Management Association He also serves as a Mentor in NSRCEL, the flagship business incubator of IIM Bangalore, actively contributing to the nurturing and growth of entrepreneurial talent. He is an active member of the Rotary Club of Cochin West, where he passionately engages in various community service initiatives.

2. Past Remuneration:₹ 102.57 Lakhs

3. Recognition and Awards: Nil

4. Job Profile and Suitability - Mr.Venkitraman Anand has been entrusted with the responsibilities to manage the affairs of the company on a day to day basis. With his experience in diverse field, he has gained considerable expertise in managing the plantations business

5. Remuneration Proposed - As detailed above in the explanatory statement

6. Comparative remuneration profile with respect to Industry, size of company, profile of the position and person: The Company's core business is Plantations in Tea and Rubber.

   It is the single largest producer of Natural Rubber in India and second largest Tea Plantation in South India. The Company owns 24 Estates in Kerala and Tamil Nadu put together and has a labour strength of approximately 7350 number of employees as on March 31, 2023.The Company has a paid up capital of ₹ 18.45 Crores and is listed in the BSE Ltd. and National Stock Exchange of India Ltd. with approximately 26000 Shareholders. Given the size, complexity and nature of business, the remuneration proposed to be paid to Mr. Venkitraman Anand, Whole Time Director is in line with other similar companies.

   Mr.Venkitraman Anand does not hold any equity shares in the Company.

   No director, key managerial personnel, or their relatives except Mr. Venkitraman Anand, to whom the resolution relates, is interested in or concerned with the resolution in Item No. 3. The Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice for the approval of the Members.

7. Pecuniary Relationship: Except the payment of remuneration for his service as Whole Time Director as detailed hereinabove, he has no other pecuniary relationship with the Company or any relationship with any managerial personnel of the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

   Not applicable as the Company have posted a net profit of ₹ 18.19 Crores for the year ended March 31, 2023

2. Steps taken or proposed to be taken for improvement:

   Not applicable as the Company have posted net profit of Rs18.19 Crores for the year ended March 31, 2023

IV: There is no severance fee or stock option available to him

Resolution No.4

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder Mr.P. Rajagopalan was appointed as Independent Director of the Company for a term commencing from February 13 2019 up to February 12, 2024 vide postal ballot on April 15,2019. Mr. P Rajagopalan will complete his initial term as an Independent Director of the Company on February 12,2024 and is eligible for re-appointment for one more term. Based on recommendation of Nomination and Remuneration Committee, the Board of Directors reappointed Mr. P. Rajagopalan at it's meeting held on August 10, 2023 as Independent Director, not liable to retire by rotation, for a term of five years i.e. from February 13, 2024 to February 12 2029 subject to approval of the Members. The Company has, in terms of Section160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Director. The Company has received declarations from Mr. P Rajagopalan to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. P Rajagopalan fulfills the conditions specified in the Act, Rules and Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

As the Members are aware, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be.

In terms of aforesaid Regulation 17(1A) of the Listing Regulations as amended and as duly recommended by the Nomination and Remuneration Committee, the re-appointment of Mr. P Rajagopalan who is above the age of 75 (seventy-five) years is proposed by the Board of Directors seeking Members' approval by way of Special Resolution for his reappointment as a Non-Executive Independent Director.

The Nomination and Remuneration Committee formed a view that Mr. P Rajagopalan expertise and valuable guidance are immensely beneficial to the Company, in its pursuit of growth and hence recommended to the Board to approve his reappointment with effect from February 13, 2024 up to February 12, 2029 subject to approval of shareholders, In view of the aforesaid requirement laid by SEBI LODR Regulations justification note for appointment of directorship of is appended below, for the consideration of the Members, which was also placed before the Nomination and Remuneration Committee and Board.

Mr. P. Rajagopalan

Mr. P Rajagopalan (76 years) is a post graduate in Science and hold a PGDBA from IIMA. He has over 4 decades of experience in various capacities. He was the former President of M/s RPG Telecom Ltd, M/s South Asia Tyres Ltd, M/s Harrisons Malayalam Limited, M/s Raychem RPG Ltd. He is currently in the Board of Harrisons Malayalam Limited, Spencer & Co. Ltd. Considering the long standing experience and contribution of Mr. P Rajagopalan, his reappointment on the Board, as a Non-Executive Independent Director, would be in the interest of the Company. The Nomination and Remuneration Committee has recommended the said proposal to Board and the Board at its meeting held on August 10,2023 has considered and recommended the passing of the Special Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company. The Members of the Company are requested to accord their approval to the reappointment of Mr.P Rajagopalan as a Non-Executive independent Director vide special resolution. Except Mr.P Rajagopalan, being the appointee none of the Directors, Key Managerial Persons (KMPs) or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 4 of this notice.

Item No. 5 - Ratification of Cost Auditors Remuneration

The Board of Directors of the Company (‘the Board’), on the recommendation of the Audit Committee, has approved in their Meeting held on May 26 2023, the appointment and remuneration of M/s. Shome & Banerjee (Firm registration No.000001), Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending on 31st March, 2024 at a remuneration of ₹ 3,00,000 (Rupees Three Lakhs only) plus applicable taxes. In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out under Item No.5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending on March 31, 2024

None of the Directors, Key Managerial Personnel, and their relatives are concerned or interested, financially or otherwise, in the aforesaid Resolution. The Board recommends passing of the Resolution as set out under Item No. 5 of the Notice for approval by the Members

By Order of the Board of Directors

Binu Thomas
Company Secretary
M.No FCS 11208

Place : Kochi
Date : August 10, 2023

HARRISONS MALAYALAM LIMITED
CIN: L01119KL1978PLC002947

Registered Office:
24/1624, Bristow Road, Willingdon Island, Cochin - 682003
Phone: 0484-2668023 | Fax: 0484-2668024
Website: www.harrisonsmalayalam.com | email: hmlcorp@harrisonsmalayalam.com

ANNEXURE A TO THE NOTICE

Details of Directors' seeking Re-appointment/Appointment at the Annual General Meeting pursuant to Regulation 26(4) and 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India

Name of the Director	**Mr. Kaushik Roy**	**Mr. P. Rajagopalan**	**Mr. Venkitraman Anand**
DIN	06513489	02817068	07446834
Age	58 years	76 years	60 years
Date of Birth	28/03/1965	15/10/1946	08/06/1963
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	February 16, 2015	May 30, 2013	September 26, 2018
Inter-se relationship between Directors and other Key Managerial Personnel	He is not related to any director and Key Managerial Personnel of the Company.	He is not related to any director and Key Managerial Personnel of the Company.	He is not related to any director and Key Managerial Personnel of the Company
Qualification	M. Tech (Mechanical) from IIT- Kharagpur, and an alumnus of IMD-Switzerland. Degree in Business Administration from University of Tokyo.	Mr P. Rajagopalan,has done PDGBA from IIMA.	Mr. Venkitraman Anand is a Commerce Graduate and has successfully completed the Business Leadership Programme conducted by the Murugappa Group in partnership with Indian Institute of Management, Bangalore
Expertise in Specific functional areas	Mr. Kaushik Roy aged 58 years was appointed as the Non-Executive Director of the company on February 16, 2015. Mr. Kaushik Roy has a vast multi-functional business experience, spanning over two decades across different sectors like, Tyre and Cement,. Mr. Kaushik Roy is the Managing Director of PCBL. He took on the responsibility of providing leadership to PCBL from January 2013. He is widely acclaimed for bringing in a new era of leadership at PCBL. Prior to PCBL, he has been associated with Apollo Tyres Limited in various leadership roles and has also been a Management Board Member of the Company. He is a regular visiting faculty for various Management Institutions and also a speaker in various Conferences held across the globe Mr. Kaushik Roy was a member of the Managing Committee of the Bengal Chamber of Commerce and Industry (BCC&I)..	Over four decades of Senior Management experience in various capacities	Mr.Venkitraman Anand joined HML in 2018 and has work experience of over 3 decades in diverse business & functional areas. After starting his career with Rungamattee Tea & Industries Limited and working there for around 12 years he joined Parry Agro Industries Limited the plantation arm of the Murugappa Group and worked with them for around 17 years. In his tenure with Parry Agro Industries Limited he had a high performance career growth from Manager (Business Coordination) to a SBU Head. He then joined Aspinwall and Company Limited a leading exporter of specialty Coffee as the Chief Executive and was inducted into their Board and re- designated as Executive Director. Other areas of accomplishments include his outstanding abilities in implementing best practices and quality assurance, improving the quality management system, creating tracking systems, and implementing safety & operations processes.
Number of shares held in the Company & % of holding	-	-	-
List of Directorships held in other Public Limited Companies	Philips Carbon Black Ltd Spencer International Hotels Ltd. STEL Holdings Ltd.	Spencer & Company Ltd.	-
Chairmanships /Memberships of Committees in other Public Limited Companies (Includes Audit Committee [AC] and Stakeholders Relationship Committee [SRC])	-	-	-
Number of Board meetings attended during the FY 2022 -23	Held - 5 Attended - 5	Held - 5 Attended - 5	Held - 5 Attended - 5

Note: For more details like remuneration drawn, etc. please refer to the Corporate Governance section of the Annual Report.

DIRECTORS' REPORT

To

The Members of Harrisons Malayalam Limited

Your Directors have pleasure in presenting the Forty-Sixth Annual Report together with the Audited Financial Statements of the Company for the financial year ended March 31, 2023.

Financial Highlights

₹ in Lakhs

Particulars	**31.03.2023**	31.03.2022	**31.03.2023**	31.03.2022
	Standalone		**Consolidated**	
Revenue from Operations	**48676.59**	47152.58	**48676.59**	47152.58
Other Income	**711.51**	712.59	**711.51**	712.59
Total Income	**49388.10**	47865.17	**49388.10**	47865.17
Profit / (Loss) before Tax	**1777.75**	2295.22	**1776.64**	2308.95
Profit after Tax	**1777.75**	2295.22	**1776.64**	2308.95
Re-measurement of Gains/Losses	**41.49**	(10.43)	**41.49**	(10.43)
Total Comprehensive Income	**1819.24**	2284.79	**1818.13**	2298.52

1. Dividend

In order to augment the operations due to outbreak of covid and frequent lockdown, the Board of Directors have decided to plough back the profits into the system and regret the inability to pay dividend.

2. Transfer to Reserve

During the year under review the Company has not transferred any amount to the General reserve.

3. Material Changes and Commitments, If Any Affecting the Financial Position of the Company

There are no Material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year on March 31, 2023 to which the financial statements relates and the date of this report.

4. Change in the Nature of Business

During the year under review, there was no change in the nature of the business.

5. Performance

During the year under review, the Company has recorded revenue of ₹ 486.76 crores from its operations as compared to ₹ 471.52 crores for the previous year. The total revenue, including other income for the FY 2022-23 was ₹ 493.88 crores as compared to ₹ 478.65 crores for the previous year. The profit made by the Company for the FY 2022-23 was ₹ 18.19 Crores as compared to the profit of ₹ 22.84 crores for the previous year.

Tea:

The Tea harvested from own gardens during FY 2022-23 is at 10,688 MT (10404 MT in the FY 2021-22). Bought leaf operations in tea for FY 2022-23 is at 3488 MT (3553 MT in FY 2021-22). For the year ended March 31, 2023, the average price realized per kg of tea was ₹ 148.69 as against ₹ 135.49 realized during the Previous Year.

Rubber:

The Rubber harvested from own gardens stood at 6624 MT during FY 2022-23 and is higher than 5963 MT achieved during FY 2021-22. Bought operations in Rubber for the FY 2022-23 is at 5495 MT which is higher than the 4754 MT of FY 2021-22. For the year ended March 31, 2023, the average price realized per kg of rubber was ₹ 166.04 as against ₹ 197.97 realized during the previous year. 140 hectares in Kumbazha Rubber Estate encroached by trespassers, continue to remain untapped.

6. Equity Share Capital

The paid up Equity Share Capital of the Company as on March 31, 2023 was ₹ 1845.43 Lakhs. There was no change in the share capital during the year under review .The equity shares of the Company are listed in the BSE Limited and the National Stock Exchange of India Limited. The Company has not issued any securities during the year under review.

7. **Deposits**

The Company has not accepted any deposits from the public in terms of Section 73 of the Companies Act, 2013 and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

8. **Particulars of Loans, Guarantees or Investments**

The Company has not given any loans, guarantees, investments and security as per the provisions of Section 186 of the Companies Act, 2013 during the Financial Year ended March 31, 2023.

9. **Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

Information with respect to conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Act read with Companies (Accounts) Rules, 2014 is annexed to this Report (Annexure A).

10. **Management Discussion and Analysis**

Management Discussion and Analysis in terms of Regulation 34 of SEBI (Listing Agreement and Disclosure Requirements) Regulations 2015 forms a part of this Report and is annexed as Annexure 'B' to this Report. Key Financial Ratios for the financial year ended March 31, 2023, are provided in the Management Discussion and Analysis Report given in 'Annexure-B' which is annexed hereto and forms a part of the Directors' Report.

11. **Corporate Governance**

A separate Report on Corporate Governance (Annexure C) along with Additional Shareholder Information (Annexure D) as Prescribed under the Listing Regulations executed with the Stock Exchanges is annexed as a part of this Report along with the Practicing Company Secretary's Certificate.

12. **Subsidiary Company**

As at March 31, 2023 the Company has one wholly owned subsidiary company, Malayalam Plantations Limited and have been considered in the consolidation of financial statements. As per sub section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements and performance of the Company's subsidiary for the year ended March 31, 2023, is included as per the prescribed format in this Annual Report. The Annual Accounts of subsidiary is uploaded on the website of the Company at www.harrisonsmalayalam.com. The Annual Accounts of the subsidiary namely Malayalam Plantations Limited and the other related detailed information will be made available to any Member of the Company seeking such information at any point of time and is also posted on the website of company www.harrisonsmalayalam.com. The consolidated performance of the Company and its subsidiary has been referred to wherever required and salient features of subsidiary is annexed as annexure to the Annual Report in Form AOC-1.

The names of Enchanting Plantations Limited (EPL) and Harmony Plantations Limited (HPL) wholly owned subsidiaries have been struck off under section 248 of the Companies Act 2013 and hence only, Malayalam Plantations Limited have been considered in the consolidation of financial statements.

13. **Consolidated Financial Statements**

In accordance with Section 129(3) of the companies Act, 2013 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 entered into with the Stock Exchanges, the Consolidated Financial Statements of the Company including the financial details of all the subsidiary company namely Malayalam Plantations Limited, forms part of this Annual Report. The Consolidated Financial Statements have been prepared as prescribed under the Companies Act, 2013.

14. **Directors and Key Managerial Personnel**

As on March 31, 2023, Mr Venkitraman Anand, Mr. Cherian M George, Whole Time Directors, Mr. Ravi. A CFO and Mr.Binu Thomas Company Secretary cum Compliance Officer are the Key Managerial Personnel of the Company.

Mr. Venkitraman Anand (DIN:07446834) was appointed as Whole Time Director for a period commencing from October 1, 2021 to July 31, 2023 by way of a Special Resolution passed by the Shareholders of the Company at their Annual General Meeting held on September 29, 2021. Mr. Venkitraman Anand was reappointed as a Whole Time Director based on recommendation of Nomination and Remuneration Committee by the Board at it's meeting held on May 26,2023 for the period commencing from August 1,2023 to July 31,2024. Necessary resolution is set out in Item 3 of the Notice for the approval of the members of the Company. Your Directors recommend his appointment as an Whole Time Director.

Mr. Noshir Naval Framjee (Din: 01646640) was appointed as a Non-Executive Independent Director by the Board of Directors of the Company vide circular resolution passed on March 31,2023 to hold office for the first term of five consecutive years with effect from March 31 2023 and his appointment was approved by the Shareholders of the Company vide the Special Resolution passed through postal ballot on May 19,2023 for a period of 5 years with effect from March 31,2023

Mr. JM Kothary (DIN: 00015254), who was re-appointed as an Independent Director for a second term of 5 consecutive years effective from October 1, 2019, had resigned as an Independent Director of the Company due to other commitments with effect from July 22, 2022. He had also confirmed that there was are no material reason except the one stated in his resignation letter. The Board of Directors placed on record its deep appreciation for the invaluable support and guidance received from Mr. JM Kothary during his tenure as an Independent Director of the Company. Other than him, none of the Independent Directors have resigned before the expiry of his / her tenure during the year under review. Mr. G Momen (DIN: 00402662), who was re-appointed as an Independent Director for a second term of 5 consecutive years effective from October 1, 2019, expired on January 29,2023. The Board of Directors placed on record its deep appreciation for the invaluable support and guidance received from Mr. G Momen during his tenure as an Independent Director of the Company

Mr. Rajat Bhargava (DIN:07752438) was appointed as an additional Director by the Board of Directors of the Company with effect from August 06, 2022 and his appointment was regularized as an Non Executive Director in the 45th Annual General Meeting held on September 28,2022.

Non-Executive Director Mr. Vinayaraghavan Corattiyil (DIN: 01053367) was re-designated as Non Executive Independent Director by the members of the Company at the forty fifth Annual General Meeting held on September 28,2022 for the term of five consecutive years with effect from August 06, 2022.

Pursuant to the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Kaushik Roy (DIN 06513489), retires by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting. Necessary resolution is set out in Item 2 of the Notice for the approval of the members of the Company. Your Directors recommend his appointment.

Mr. P Rajagopalan (DIN: 02817068), was appointed as an Independent Director for a term of 5 consecutive years effective from February 13, 2019. His term will expire on February 12,2024. Mr. P Rajagopalan was reappointed by the based on recommendation of Nomination and Remuneration Committee by the Board at it's meeting held on August 10,2023 for the period of 5 years commencing from February 13, 2024 as an Non Executive Independent Director subject to approval of shareholders In the opinion of the Board he possess requisite qualification, experience and expertise and highest standard of integrity. Necessary resolution is set out in Item 4 of the Notice for the approval of the members of the Company. Your directors recommend his appointment as an Independent Director.

The brief profile and other details of Directors proposed to be appointed is annexed as Annexure to the Notice of AGM.

Meetings of the Board of Directors

During the year under review 5 meetings of the Board of Directors were held. The company has complied with all the applicable Secretarial Standards. More details about the meetings of the Board and the composition of various committee(s) of the Board are given in the Report on Corporate Governance, forming part of this Report.

Statement regarding the opinion of the Board concerning integrity, expertise and experience (including the proficiency) of the independent directors appointed during the year

In the opinion of the Board, Mr. P Rajagopalan (DIN:02817068), Ms Rusha Mitra (DIN:08402204), Mr. Vinayaraghavan Corattiyil (DIN:- 01053367) Mr. Noshir Naval Framjee (DIN: : 01646640), are persons of integrity and have the relevant expertise and experience as required under the Nomination and Remuneration Policy of the Company. Such expertise and experience help in making informed decisions and guides the Board for the effective functioning of the Company.

Declaration by Independent Directors

The Independent Directors have submitted their declaration of independence, as required pursuant to sub-section (7) of Section 149 of the Companies Act, 2013 and Regulation 25(8) of SEBI listing Regulation stating that they continue to meet the criteria of independence as provided in sub-section (6) of Section 149 including Rule 6 (3) of Companies Appointment of Directors and Qualification) Rules 2014 of the Companies act 2013 and Regulation 16 of the Listing Regulations. Further, Independent Directors of the Company have also confirmed that they have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013.

Board Evaluation

The Board has carried out an annual evaluation of its own performance, the directors and also committees of the Board based on the guidelines formulated by the Nomination & Remuneration Committee. Board composition, quality and timely flow of information, frequency of meetings, and level of participation in discussions were some of the parameters considered during the evaluation process. Further, the Independent Directors of the Company met once during the year to review the performance of the Non-executive directors, Chairman of the Company and performance of the Board as a whole. In the opinion of the Board, the Independent Directors also possess the attributes of integrity, expertise and experience as required to be disclosed under Rule 8(5) (iiia) of the Companies (Accounts) Rules, 2014.

a. Policy on Remuneration to Directors, KMP and Senior Management Personnel

The Board based on the recommendation of the Nomination and Remuneration Committee has formulated a policy on remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy covers the appointment, including criteria for determining qualification, positive attributes, independence and remuneration of its Directors, Key Managerial Personnel and Senior Management Personnel. The Nomination and Remuneration Policy is annexed as Annexure E to this report.

None of the Whole-Time Directors receive any remuneration or commission from any of its subsidiaries.

Non-Executive Independent Directors

The criteria of making payments to non-executive directors can be accessed on the website of the Company at http://www.harrisonsmalayalam.com

15. Auditors

Statutory Auditors

In terms of Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company in its 45th Annual General Meeting appointed M/s Walker Chandiok & Co LLP, Kochi, Chartered Accountants, (Firm's Registration No. 001076N/ N500013) as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of the 45th Annual General Meeting (AGM) until the conclusion of the 50th Annual General Meeting to be held in the year 2027, at a remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company. The Report given by M/s. Walker Chandiok & Co LLP, Kochi, Chartered Accountants,on the financial statement of the Company for the FY 2022-23 is part of the Annual Report. During the year under review, the Auditors had not reported any matter under Section143 (12) of the Act be disclosed under Section 134 (3) (ca) of the Act. , therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

Internal Auditors

As prescribed under Section 138 of the Companies Act, 2013, the Board appointed M/s Suri & Co Chartered Accountants for carrying out internal audit of the Company for FY 2022-23. The internal audit was completed as per the scope defined by the Audit Committee from time to time.

Cost Audit

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 (as amended), the Board of Directors, on the recommendation of the Audit Committee have appointed M/s. Shome & Banerjee, Cost Accountants, 5A, Nurulla Doctor Lane, (West Range), 2nd Floor, Kolkata – 700 017 (Firm registration No.000001) as cost auditor of the company to conduct audit of the cost records for the FY 2023-24. The remuneration payable to the Cost Auditor is subject to ratification of members at the ensuing AGM and the same is included in 46th AGM Notice. The Company has made and maintained cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Further, the Cost Audit Report for the financial year ended 31st March 2023 will be submitted with the Central Government in the prescribed form and manner within the due date stipulated under the Act.

Secretarial Audit

In terms of the provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. SEP & Associates, Practicing Company Secretaries, as Secretarial Auditors to conduct Secretarial Audit for the FY 2022-23. The Secretarial Audit Report in Form MR-3 is annexed to this report as Annexure 'F'. During the year under review, the Auditors had not reported any matter under Section143 (12) of the Act be disclosed under Section 134 (3) (ca) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

QUALIFICATION, RESERVATION OR ADVERSE REMARK IN THE AUDIT REPORTS

There is no qualification, reservation or adverse remark made by the Statutory or Secretarial Auditors in their Audit Reports. There were no frauds reported by the auditors under provisions of the Companies Act, 2013.

16. Significant and material Orders passed by the Regulators/Courts, if any:

There are no significant or material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of your Company and its future operations.

17. Awards and Achievements

During the year under review, Harrisons Malayalam Ltd achieved notable recognition in various prestigious rankings and awards. Notably, Great Place to Work, a renowned global authority on workplace culture, positioned Harrisons Malayalam Ltd at the 26th spot in India's Best Companies to Work in 2023. This assessment was carried out through a comprehensive study conducted by the Great Place to Work Institute in collaboration with the Economic Times. The company's commitment to fostering a positive work environment was further acknowledged by its placement among the Best Workplaces in the Agri Industry category. Additionally, Harrisons Malayalam Ltd secured a spot within the Top 50 Best Workplaces in India for its exceptional efforts in cultivating a culture of innovation in the year 2023. Mr. Cherian M George, Whole Time Director of the company, was recognised as one among India's Most Trusted Leaders in 2023. This recognition was the result of a study conducted by the Great Managers Institute along with the Economic Times, highlighting his exceptional leadership qualities.

Harrisons Malayalam Limited (HML) has received the 'National Award for Outstanding Industrial Relations' from the All India Organization of Employers, an affiliated entity of FICCI, in recognition of its exceptional achievements in the realm of Industrial Relations. This esteemed accolade is bestowed upon companies that have demonstrated innovative strategies in cultivating harmonious industrial relations through a collaborative bipartite mechanism. HML's notable accomplishments include the reduction of conflicts and loss of man-days, alongside the proactive promotion of employee welfare, developmental opportunities, and enhancements in productivity.

Moreover, the company's dedication to safety and excellence was exemplified by its reception of the Kerala State Safety Awards 2022-23 from the Department of Factories & Boilers, Government of Kerala. This award was conferred upon the Achoor Tea Factory located in Wayanad, reflecting the company's unwavering commitment to safety standards.

In addition to these achievements, Harrisons Malayalam Ltd garnered five Tea Golden Leaf India Awards 2022. This recognition further solidified the company's position as a leader in the tea industry.

Overall, the accolades and honors bestowed upon Harrisons Malayalam Ltd underscore its dedication to fostering a positive workplace culture, promoting innovation, ensuring safety, and achieving excellence across various aspects of its operations.

18. Directors' Responsibility Statement

In terms of clause (c) of sub-section (3) and sub-section (5) of Section 134 of the Companies Act, 2013, the Directors of the Company hereby state and confirm that:

(i) In the preparation of annual accounts for the financial year ended March 31, 2023, the applicable accounting standards have been followed, along with proper explanation relating to material departures if any;

(ii) we have selected such accounting policies and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit for the period from April 1, 2022 to March 31, 2023

(iii) we have taken proper and sufficient care 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;

(iv) we have prepared the annual accounts for the financial year ended March 31, 2023 on a going concern basis;

(v) we have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

(vi) we have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

19. Industrial Relations

Plantation is highly labour intensive and your Company considers people as its biggest assets. The welfare and well-being of workers are monitored closely. Industrial relations remained cordial throughout the year

20. Internal Control Systems & their Adequacy

Notes on Internal financial control and its adequacy forms part of Management Discussion and Analysis Report.

21. Other Disclosure:

Extract of annual return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2023 is available on the website of the Company at the link :www.harrisonsmalayalam.com

One-time settlement with Banks or lending institutions, if any

During the year under review, the Company has not entered into any one-time settlement with Banks or lending institutions

Cases registered with NCLT under the provisions of insolvency and Bankruptcy Code, 2016, either by the Company or against the Company

During the year under review, no cases have been registered with NCLT under the provisions of Insolvency and Bankruptcy Code, 2016, either by the Company or against the Company.

Whistle Blower Policy / Vigil Mechanism

Pursuant to Section 177 of the Companies Act, 2013 the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the Stock Exchanges, the Company has established a Whistle Blower Policy (Vigil Mechanism) to deal with instances of fraud and mismanagement if any. The policy has been uploaded on the Company's website https://www.harrisonsmalayalam.com under investors tab.

Corporate Social Responsibility

In accordance with Section 135 of the Act and the rules made thereunder, the Company has formulated a Corporate Social Responsibility Policy. However the company does not have any three year average profit and hence not required to incur any expenditure on Corporate Social Responsibility under the provisions of the Act. The members of the Committee are Mr. Noshir Naval Framjee, Mr. P Rajagopalan and Mr. C Vinayaraghavan. The details of CSR Committee is detailed in Corporate Governance Report. The CSR Policy can be accessed at the website of the Company at link https://www.harrisonsmalayalam.com under investors tab. The details of CSR activities voluntary undertaken is annexed to this report as 'G'

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

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 covering all employees of the Company. Internal complaints committee set up for the purpose have received 2 complaint for redressal during the year and there are no complaints which were required to be disposed off or pending as at the end of the financial year. Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The details of complaints is detailed in corporate governance report.

Committees of the Board

Currently, the Board has five committees: Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, and the Risk Management Committee. A detailed note on the composition of the Board and its Committees is provided in the Corporate Governance Report annexed to this Report There have been no situations where the Board has not accepted any recommendation of the Audit Committee.

Secretarial Standards

The Institute of Company Secretaries of India has mandated compliance with the Secretarial Standards on board meetings and general meetings, as revised w.e.f. October 1, 2017. During the year under review, the Company has complied with the applicable Secretarial Standards.

Risk Management

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy.

The Company has adopted a Risk Management Policy in accordance with the provisions of the Companies Act 2013 and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Related Party Transactions

All Related Party Transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Hence, the provisions of Section 188 of the Act are not attracted. Thus, disclosure in Form AOC-2 is not required. Further, there are no materially significant Related Party Transactions during the year under review made by the Company with its Promoters, Directors, Key Managerial Personnel or other designated persons, which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee for approval. The Policy on Related Party Transactions duly approved by the Board of Directors of the Company is posted on the Company's website and may be accessed at the link: https://www.harrisonsmalayalam.com under investors tab.

Key Managerial Personnel and Employees

In terms of provisions of section 197(12) and rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the statement showing the names of the top ten employees in terms of remuneration drawn forms part of this report. Pursuant to the second proviso to section 136(1) of the Act, the Annual Report excluding the said information is being sent to the members of the company. Any member interested in obtaining such information may send an email to binuthomas@harrisonsmalayalam.com.

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 is marked as 'Annexure H', which is annexed hereto and forms a part of the Board's Report.

Business Responsibility Reporting

Under Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the requirement for the Business Responsibility Report (BRR) as part of the Directors' Report is not applicable to the company. Therefore, the company is not obligated to provide disclosure related to the Business Responsibility Report

Acknowledgements

The Board wishes to place on record its sincere appreciation for the continued assistance and support extended to the Company by its customers, vendors, bankers, Government authorities and employees.

Your Directors are also grateful for your continued encouragement and support.

On behalf of the Board of Directors

	Venkitraman Anand	**Cherian Manamel George**
Place : Kochi	Whole Time Director	Whole Time Director
Date : August 10, 2023	(DIN:07446834)	(DIN:07916123)

PARTICULARS AS REQUIRED UNDER SECTION 134(M) OF THE COMPANIES ACT, 2013

(ANNEXURE 'A' TO THE DIRECTORS' REPORT)

Pursuant to Rule 8(3) of the Companies (Accounts) Rules, 2014, particulars of Conservation of Energy, Technology Absorption etc. for the year ended March 31, 2023 are given below.

A) Conservation of Energy

i) Measures taken and impact on energy conservation:

During the fiscal year, the Company undertook significant endeavors to conserve energy. Notably, the introduction of transparent roofing in our factories aimed to harness natural daylight, effectively reducing the need for artificial lighting and subsequently lowering electricity consumption. This initiative, launched in the preceding year, is being executed progressively across all factories. Furthermore, the enhancement of power factors through the integration of suitable capacitors in factories has been executed. Operational efficiency was ensured through the introduction of Annual Maintenance Contracts (AMCs) for heater units and captive consumption in factories. Adherence to energy efficiency norms was prioritized by regular descaling of heater unit hot water lines. All newly acquired motors for factories adhere to Energy Efficient (EE) standards, contributing to a reduction in overall energy consumption. The standardization of spares and lubricants in factories was undertaken as part of cost reduction initiatives. To address water requirements, supplementary storage tanks were installed, sourcing from natural gravity-fed outlets, serving both estate employees and factory needs. In the realm of sustainability, gasifiers were employed in rubber factories to curtail fuel wood consumption from sustainable sources within the estate, thereby reducing reliance on fossil fuels.

ii) Utilization of alternate energy sources:

The Company employs eco-friendly briquettes, derived from agricultural waste, as an energy source within its factories. Additionally, trenching in tea fields has been adopted for effective water harvesting.

B) Technology Absorption

i) Efforts toward technology absorption and resultant benefits:

The Company focused on assimilating new technologies to enhance efficiency during the fiscal year. Noteworthy accomplishments include fuel savings achieved through the use of hot water generators. In a phased approach, conventional steel chimneys in tea factories are slated for replacement with concrete chimneys, leading to reduced maintenance costs. As part of our energy efficiency commitment, a gradual transition from traditional bulbs/lamps to energy-efficient LED lamps is being pursued across factories, offices, and residential spaces. This transition is expected to significantly reduce electricity consumption and associated costs.

ii) Research and Development (R&D) expenditure:

Exploring greener avenues, our research initiatives are shifting towards biotechnology from traditional chemistry and biochemistry. Trials incorporating enzymes and beneficial microbes are underway to replace conventional acids and chemicals. Progress has been made in the domain of de-proteinisation chemistry, and our efforts continue in this direction.

C) Foreign Exchange Earnings and Outgo

In the fiscal year 2022-23, the Company earned foreign exchange amounting to ₹ 5555.22 lakhs through actual inflows. Simultaneously, foreign exchange outflows totaled ₹ 144.60 lakhs in actual expenditures.

FORM A (FORMING PART OF ANNEXURE 'A')
POWER AND FUEL CONSUMPTION

			TEA		RUBBER	
			Twelve months ended	Twelve months ended	**Twelve months ended**	Twelve months ended
			31.03.2023	31.03.2022	**31.03.2023**	31.03.2022
1.	**ELECTRICITY**					
	(a) Purchased					
	Units	(KWH)	**9473027**	9744458	**1835681**	1590565
	Total Amount	(₹)	**78102057**	70346225	**14718631**	12651966
	Rate/Unit	(₹/KWH)	**8.24**	7.61	**8.02**	7.95
	(b) Own Generation					
	Through Diesel Generator					-
	Units	(KWH)	**360924**	322548	**63374**	55266
	Units per litre of Diesel Oil	(KWH)	**2.90**	2.74	**2.82**	2.34
	Fuel - Cost/Unit	(₹/KWH)	**35.14**	33.75	**34.02**	39.47
2.	**FIREWOOD**					
	Total Quantity of Firewood	(Cu.Mtr)	**41942**	40979	**3178**	2344
	Total Amount	(₹)	**54286481**	54077278	**2950153**	1973532
	Rate/Cu.Mtr	(₹)	**1294**	1320	**928**	842
3.	**OTHERS**					
	HSD Oil for Transport & Material Handling etc.					
	Quantity	(K.Ltr)	**80.00**	83.94	**50.03**	45.14
	Total Cost	(₹)	**7761810**	7856616	**4822053**	4202290
	Rate/Unit Cost	(₹/K.Ltr	**97406**	93598	**96377**	93099
	Consumption per Unit of Production					
	Products					
	TEA/RUBBER	(Kgs.)	**13579797**	12943327	**9485139**	7940536
	Energy Used:					
	Electricity (incl. own generation)	(KWH/Kg)	**0.72**	0.74	**0.20**	0.21
	Briquetted Fuel	(Kgs.)	**4302993**	3968953	**-**	-
	Firewood	(Kgs.)	**-**		**-**	-
	Veneer Waste	(Kgs.)	**1767240**	2140763	**-**	-

MANAGEMENT DISCUSSION AND ANALYSIS REPORT
(ANNEXURE 'B' TO THE DIRECTORS' REPORT

OVERVIEW

TEA

India holds the distinction of being the world's foremost producer and consumer of black tea. Despite its population, the tea consumption in India constitutes 19 percent of global consumption, although the per capita consumption remains relatively modest. Approximately 81 percent of the overall tea production caters to domestic demand, while the remaining 19 percent is earmarked for export. Beyond bolstering valuable foreign exchange reserves, the tea industry stands as a pivotal revenue generator for the states engaged in tea cultivation. The industry's most salient hallmark lies in its capacity to furnish direct employment to over a million labourers, with a notable proportion being women. This attribute underscores its socioeconomic significance. (Source Annual Report 2022-23, Ministry of Commerce)

Outlook

The total tea production in India in 2022-23 was 1374.97 million kgs as against 1344.40 million kgs in the previous year. The all-India auction average price was ₹ 180.14 for the F.Y. 2022-2023 as against ₹ 171.21 for the F.Y. 2021-2022. (Source Tea Board) The Tea Industry is bifurcated into two distinct segments: the premium quality segment and the medium to low-grade segment. The proliferation of inexpensive teas have exerted a detrimental influence on the pricing dynamics across all tea categories. The company has consistently refined its field practices to enhance output quality. Renowned for producing premium-grade teas, the company has effectively met the demands of its esteemed clientele. Operating within the high-quality segment, the company stands to benefit from potential increases in the value of superior teas.

OVERVIEW

Rubber

The production of Natural Rubber (NR) in the country during the 2022-23 period reached 839,000 tonnes, marking a notable growth of 8.3% in comparison to the 775,000 tonnes achieved in 2021-22. During the fiscal year 2022-23, the domestic consumption of Natural Rubber (NR) was 1,350,000 tonnes. This marked a notable surge of 9.0% compared to the preceding year's consumption of 1,238,000 tonnes in 2021-22. The automotive tyre sector experienced a growth rate of 4.8% in 2022-23, presenting a contrast to the substantial 15.9% expansion observed in 2021-22. Concurrently, the broader realm of general rubber goods showcased a remarkable growth rate of 20.4% in 2022-23, in stark contrast to the 5.6% growth recorded in 2021-22. Amidst this dynamic landscape, the auto tire manufacturing sector emerged as a dominant player, contributing significantly to the overall NR consumption in the country. Specifically, it captured a considerable 70.3% share of the total NR consumption during the fiscal year 2022-23. In terms of NR utilization within the industry, 41.4% was attributed to Ribbed Smoke Sheets (RSS), 48.8% to Technically Specified Rubber (TSR), and 7.4% to latex concentrates, in the year 2022-23.

Outlook

India has one of the world's most extensive road network, and the Government is steadfastly committed to further enhancing it by constructing additional economic corridors, border and coastal roads, and expressways. These ambitious endeavors are aimed at amplifying the robustness of the highway infrastructure across the nation. Often heralded as the vital part of the country's economy, the Indian commercial vehicle industry has played a pivotal role in facilitating the growth of both automobile sales and the transportation of goods through roadways. Industrial rubber products are crafted from either natural rubber or synthetic rubber compounds, meticulously engineered to exhibit targeted characteristics like flexibility, robustness, resistance to chemicals and weathering, thermal insulation, and effective vibration management and are used in widely in different industries. We expect demand of rubber to improve on account of demand across a spectrum of end-use industries. This eclectic list includes automotive, construction, manufacturing, oil and gas, aerospace, and healthcare. Within these sectors, rubber products assume vital roles, performing diverse tasks such as composing tires, forming seals, gaskets, hoses, belts, conveyor belts, etc.

Throughout 2023 and 2024, the industry's growth trajectory is expected to persist, bolstered by heightened demand across various downstream sectors. Particularly, a surge within these sectors, encompassing but not limited to automotive manufacturing (largely driven by increased investments in electric vehicles due to government incentives), the production of indispensable medical supplies such as latex gloves and medical devices, alongside the rapidly expanding construction domain, will significantly reinforce the rubber industry's expansion.

Moreover, the construction sector's strategic plans to amplify investments in infrastructure projects will seamlessly convert into a heightened demand for rubber. This collective surge in demand from a spectrum of avenues is primed to act as a potent catalyst, propelling the continuous growth of the rubber industry throughout the aforementioned period.

The company remains confident in its ability to uphold a strong market position, supported by its well-established brand image cultivated over the years, exceptional service capabilities, and a diverse portfolio of high-quality products.

OPPORTUNITIES AND THREATS

Tea and Rubber plantation is dependent on the vagaries of nature, to combat this we continuously improve our methods in harvesting methodology. It is also labour intensive and subject to stringent labour laws. High labour cost, social cost, high infrastructure cost and rising energy and other input costs remain its major problems. Shortage of labour during peak season in some pockets and rising labour cost is also a cause for concern. the unorganized sector constitutes a substantial share of approximately 52%. This segment's production costs remain notably lower, primarily due to their omission of various social security benefits mandated by the Plantation Labour Act, a contrast to the provisions offered by the organized sector. The cost advantage in tea and rubber production from small-scale growers, coupled with challenges such as climate change, intense competition from exporting nations, price pressure in the global export market, and a labor shortage collectively pose a significant threat to the tea and rubber plantation industry These problems have to be addressed by improving labour productivity through mechanization.

Guided by an awareness of prevailing macro trends, our company's strategy is firmly oriented towards enhancing performance through a proactive pursuit of innovation. This entails establishing points of differentiation through both existing and novel product offerings, while simultaneously elevating our position in the value chain and striving to curtail costs. The anticipated stabilization of rubber prices, coupled with the noteworthy volume growth in tea and rubber, achieved through our proprietary and acquired operations, should further augment our overall performance.

Our company is committed to embracing superior agricultural practices that will invariably enhance the yields of both tea and rubber crops. By consistently adopting these best practices, we are poised to not only achieve greater output but also uphold the quality that defines our products.

INTERNAL CONTROL SYSTEM

HML has implemented a robust Internal Control system that aligns appropriately with its scale and operational nature. These measures have been meticulously devised to offer a reasonable level of assurance concerning the accurate recording and provision of dependable financial and operational data, adherence to relevant legal statutes, protection of assets against unauthorized usage or loss, facilitation of transactions with precision, and alignment with corporate policies. These Internal Control mechanisms are further reinforced by regular managerial evaluations, comprehensive documentation of policies and procedures, as well as the conduct of internal audits.

A pivotal component of our governance structure is the Audit Committee, the particulars of which are expounded upon in the Corporate Governance report. This committee is entrusted with the task of reviewing the comprehensive Audit Reports furnished by the Internal Auditors. Any recommendations for enhancement are thoroughly evaluated, and the Audit Committee actively supervises the implementation of rectification measures. Additionally, the committee engages in discussions with the Company's statutory auditors, seeking their expert insights into the adequacy of the internal control systems. Notably, the Audit Committee diligently apprises the Board of Directors about its key observations on a periodic basis.

HUMAN RESOURCES

HML employs 7350 number of permanent employees across its tea and rubber plantations. During the year under review the Company garnered distinction by securing the 26th spot in India's esteemed "Best Companies to Work For" list of 2023. This recognition was conferred as a result of an exhaustive survey conducted jointly by the Great Place To Work Institute and the Economic Times. The Company deeply appreciates its employees and would like to extend sincere gratitude for their unwavering dedication and steadfast support.Their cohesive commitment has undeniably played a pivotal role in shaping the Company's success during these trying times.

Finance

The total income during the year stood at ₹ 49388.10 Lakhs. EBITDA (Earnings Before Interest, Tax, and Depreciation) was at a profit of ₹ 3437.18Lakhs. The Profit Before Tax was at ₹ 1777.75 Lakhs.

Key financial Ratios	**As at 31-Mar-23**	As at 31-Mar-22
Debtors Turnover	**26.50**	23.25
Current ratio	**0.47**	0.51
Debt-Equity Ratio,	**0.59**	0.62
Debt Service Coverage Ratio	**0.59**	0.74
Inventory tunrover ratio	**12.62**	12.85
Net profit ratio	**3.60%**	4.80%
Operating Profit Margin (%)	**6.06%**	7.11%
Net Profit Margin (%)	**3.61%**	4.80%
Return on Net Worth (%)	**11.70%**	15.25%

The total borrowings have reduced by ₹ 1,014.18 and the retained earnings have increased by ₹ 2,284.79, which has resulted in better debt equity ratio.Significant variance in profitability ratios is on account of lesser profit in rubber business and consequent reduction in overall profitability.

The Performance of tea and rubber is detailed below.

Tea:

The Tea harvested from own gardens during FY 2022-23 is at MT 10,688 (10404 MT in the FY 2021-22). Bought leaf operations in tea for FY 2022-23 is at 3488 MT (3553 MT in FY 2021-22). For the year ended March 31, 2022, the average price realized per kg of tea was ₹ 148.69 as against ₹ 135.49 realized during the Previous Year.

Rubber:

The Rubber harvested from own gardens stood at 6624 MT during FY 2022-23 and is higher than 5963 MT achieved during FY 2021-22. Bought operations in Rubber for the FY 2022-23 is at 5495 MT which is higher than the 4754 MT of FY 2021-22. For the year ended March 31, 2023, the average price realized per kg of rubber was ₹ 166.04 as against ₹ 197.97 realized during the previous year. 140 hectares in Kumbazha Rubber Estate encroached by trespassers, continue to remain untapped.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations are "forward looking statements" within the meaning of applicable securities laws and regulations. Actual result could defer materially from those expressed or implied. Significant factors that could make a difference to the Company's operations include domestic and internal economic conditions affecting demand and supply, commodity prices, changes in Government regulations, tax regimes and other statutes. Market data and product information contained in this Report have been based on information gathered from various published and unpublished reports and their accuracy, reliability and completeness cannot always be assured.

REPORT ON CORPORATE GOVERNANCE (ANNEXURE 'C' TO DIRECTORS' REPORT)

The Company's policy on Corporate Governance emphasises on conducting its operations effectively and meeting its obligations towards its various shareholders and to the society at large. The Company endeavours to produce quality products that consistently command respect, trust and loyalty by way of sustained efforts in the plantation and adoption of latest technologies. The Company also give due importance to its obligation towards the large work force that it employs in the plantation. The Company runs a business that has human face and values environment, people, product, plantations, practices, customers and shareholders. The company believes in achieving its goal which results in enhancement of shareholders value through transparency, professionalization and accountability.

HML is in compliance with the Corporate Governance guidelines as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

BOARD OF DIRECTORS

Composition of the Board

As on 31 March, 2023, HML's Board of Directors consists of eight Directors, of which four are Independent Directors, including one Independent Woman Director. There are two non-executive non-independent directors and two Whole Time Directors. The composition of the Board satisfies the requirements of Section 149 of the Companies Act, 2013 ("the Act") and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Composition & Category of Directors

The Company has an optimum combination of executive and non-executive directors. As on March 31, 2023, the Company has 8 directors and the composition of the Board of Directors is as provided herein. In terms of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), at least 50% of the Board should comprise of non-executive independent directors with at least one woman director. The non-executive independent directors constitute 50% of the Board as at March 31, 2023. None of the Directors are related to each other.

NUMBER OF BOARD MEETINGS

In 2022-23, the Board of the Company met five times on 27.05.2022, 06.08.2022, 26.09.2022, 10.11.2022 and 10.02.2023. The maximum gap between any two Board meetings was less than one hundred and twenty days.

DIRECTORS' ATTENDANCE RECORD AND DIRECTORSHIPS

Table 1 details the composition and the attendance record of the Board of Directors. None of the Directors is a member of more than ten Board-level Committees of public companies in which they are Directors, nor is Chairman of more than five such Committees.

Table1: Composition of the Board of Directors as on 31 March 2023 is stated below

Name of Director	Category	No. of Directorships and Committee memberships / Chairmanships in Indian public companies including this Co.			Attendance particulars		
		Director 1	Member 2	Chairman 3	No. of Board Meetings held during the tenure	No. of Board Meetings attended during the tenure	Attendance at last AGM
Mr.Venkitraman Anand	Whole Time Director	1	-	-	5	5	Yes
Mr.Cherian M. George	Whole Time Director	2	-	-	5	4	Yes
*Mr. G. Momen	Non Executive Independent	-	-	-	5	4	Yes
Mr. P. Rajagopalan	Non Executive Independent	2	-	-	5	5	Yes
Mr. J M Kothary	Non Executive Independent	4	4	2	5	1	No
Ms. Rusha Mitra	Non Executive Independent	10	7	3	5	5	Yes
Mr. Kaushik Roy	Non Executive Non Independent	4	1	-	5	5	No
Mr. C. Vinayaraghavan	Non Executive Independent	4	2	-	5	5	Yes
Mr. Rajat Bhargava	Non Executive Non Independent	3	1	-	5	4	Yes
*Mr. Noshir Naval Framjee	Non Executive Independent	7	5	1	5	-	No

Notes:

1. The Directorships held by Directors in Table 1 do not include alternate directorships and directorships of foreign companies, Section 8 and One Person Companies and Private Limited Companies.

2. In accordance with Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation,2015, Memberships/ Chairmanships of only the Audit Committees and Stakeholders Relationship Committees of all public limited companies have been considered.

3. Mr. J.M. Kothary resigned with effect from 22.07.2022 and Mr. Rajat Bhargava was appointed on 06.08.2022

4. Mr. G. Momen passed away on 29.01.2023 and Mr. Noshir Naval Framjee was appointed on 31.03.2023.

Details of Directorship(s) / Committee membership(s) / Chairmanship(s) held by Directors as on March 31, 2023, are as under:

Name of the Director	Directorships in public companies		Committee position		Name of the listed companies	Category of directorship in listed companies
	Listed	Unlisted	Membership (including chairmanship)	Chairmanship		
Rusha Mitra	7	3	7	3	1. Harrisons Malayalam Ltd. 2. Naga Dhunseri Group Ltd 3. Lux Industries Ltd 4. Philips Carbon Black Ltd 5. GKW Ltd 6. Texmaco Rail & Engg Ltd 7. Quest Capital Markets Ltd	Independent Independent Independent Independent Independent Independent Independent
Kaushik Roy	3	1	1	-	1. Harrisons Malayalam Ltd. 2. Philips Carbon Black Ltd. 3. STEL Holdings Ltd.	Non Exe. Non Independent Executive Non Exe. Non Independent
P. Rajagopalan	1	1	-	-	Harrisons Malayalam Ltd	Independent
Cherian M. George	1	1	-	-	Harrisons Malayalam Ltd.	Executive Whole Time Director
Venkitraman Anand	1	-	-	-	Harrisons Malayalam Ltd	Executive Whole Time Director
C. Vinayaraghavan	1	3	2	-	Harrisons Malayalam Ltd	Non Executive Independent
Rajat Bhargava	2	1	1	-	Harrisons Malayalam Ltd. RPG Life Sciences Ltd.	Non Exe Non Independent Non Exe Non Independent
Noshir Naval Framjee	2	5	5	1	Harrisons Malayalam Ltd. Saregama India Ltd.	Non Exe Independent Non Exe Independent

Notes:

1. Directorships held by Directors in the afore-mentioned Table do not include Private Limited Companies, Foreign Companies, Section 8 Companies, Alternate Directorships and One Person Companies. All the Public Limited Companies, whether listed or not, have been considered in the afore-mentioned Table.
2. Memberships / Chairmanships of only the Audit Committee and the Stakeholders' Relationship Committee of the public limited companies, whether listed or not, have been considered. All other companies including private limited companies, foreign companies and companies under Section 8 of the Act have been excluded.

SEPARATE MEETINGS OF INDEPENDENT DIRECTORS

During 2022-23, the Independent Directors met on January 09, 2023 in order to, inter alia, review the performance of non-independent directors including that of the Chairman taking into account the views of the executive and non-executive directors; assess the quality, quantity and timelines of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties and other related matters. All the independent directors attended the said meeting.

The details of the familiarisation programme is disclosed on the Company's website at www.harrisonsmalayalam.com

THE FOLLOWING IS THE LIST OF CORE SKILLS/EXPERTISE/ COMPETENCIES IDENTIFIED BY THE BOARD OF DIRECTORS AS REQUIRED IN THE CONTEXT OF ITS BUSINESS(ES) AND SECTOR(S) FOR IT TO FUNCTION EFFECTIVELY AND THOSE ACTUALLY AVAILABLE WITH THE BOARD:

The brief profiles of Directors forming part of this Annual Report gives an insight into the education, expertise, skills and experience of the Directors, thus bringing in diversity to the Board's perspectives.

In terms of the requirement of the Listing Regulations, the Board has identified the core skills/expertise/competencies of the Directors in the context of the Company's business which are vital for effective functioning and as available with the Board are as follows:

	RB	RM	NNF	PR	KR	VA	CMG	CVR
Knowledge – understand the Company's business, (policies and culture major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates.	Y	Y	Y	Y	Y	Y	Y	Y
Technical/Professional skills and specialized knowledge to assist the ongoing aspects of the business.	Y	Y	Y	Y	Y	Y	Y	Y
Accounting/Finance/Legal	Y	Y	Y	Y	Y	Y	Y	Y
CEO/Senior Management Experience	Y	-	Y	Y	Y	Y	Y	Y
Plantations Business Experience	Y	-	Y	Y	Y	Y	Y	Y
General management and Business Operations	Y	-	Y	Y	Y	Y	Y	Y

Note: RB-Rajat Bhargava, RM-Rusha Mitra, NNF-Noshir Naval Framjee, KR-Kaushik Roy, VA-Venkitraman Anand, PR-P. Rajagopalan, CMG-Cherian M George, CVR-C. Vinayaraghavan, Y-Yes.

RELATED PARTY TRANSACTIONS

Details of transactions of a material nature with any of the related parties as specified in Indian Accounting Standard (AS) 24 issued by the Institute of Chartered Accountants of India are disclosed in Note No. 36 to the financial statements for the year 2022-23. There has been no transaction of a material nature with any of the related parties which was in conflict with the interests of the Company. There has been no material pecuniary relationship or transaction between the Company and its non-executive Directors during the year. The Company's policy on dealing with Related Party Transactions is available at the Company's website www.harrisonsmalayalam.com

All the related party transactions are presented to the Audit Committee and the Board of Directors. Prior omnibus approval has been obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transaction.

INFORMATION SUPPLIED TO THE BOARD

The Directors are presented with detailed notes along with the agenda papers well in advance of their meeting. Necessary information as required under the statute and in line with the guidelines on Corporate Governance are placed before and reviewed by the Board.

The Board periodically reviews compliance reports prepared by the Company regarding all laws applicable to the Company, as well as steps taken to rectify instances of non-compliance, if any. Important operational matters are brought to the notice of the Board at its meetings held from time to time.

CODE OF CONDUCT

The Code of Business Conduct and Ethics relating to matters concerning Board members and Senior Management Officers and their duties and responsibilities has been meticulously followed. All Directors and Senior Management Officers have affirmed compliance of the provisions of the Code during the year 2022-23 and a declaration from the Whole Time Directors to that effect is given at the end of this report. The code is available on the Company's website www.harrisonsmalayalam.com

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

As on 31st March 2023, Audit Committee of HML's Board of Directors consisted of Ms.Rusha Mitra, Mr. C. Vinayaraghavan and Mr. Noshir Naval Framjee. Ms. Rusha Mitra, Independent Director, is the Chairperson of the Committee. All members of the Audit Committee have accounting and financial management expertise.

The Committee met five times during the course of the financial year on 27.05.2022, 06.08.2022, 26.09.2022, 10.11.2022 and 10.02.2023

Table 2: Attendance record of Audit Committee members for 2022-23

Name of Members	Status	Category	No. of Meetings	
			Held	Attended
Ms. Rusha Mitra	Chairperson	Independent	5	5
Mr. C. Vinayaraghavan	Member	Independent	5	3
Mr. Noshir Naval Framjee	Member	Independent	5	-
Mr. Golam Momen	Member	Independent	5	4
Mr. J.M. Kothary	Member	Independent	5	1

Mr. J.M. Kothary resigned w.e.f. 22.07.2022

Mr. Golam Momen passed away on 29.01.2023

Mr.Noshir Naval Framjee was inducted as a member of the Committee w.e.f March 31,2023

The chief of finance and representatives of the statutory auditors are invitees to the Audit Committee meetings. The Audit Committee also invites the Cost Auditor and Internal Auditor in case of necessity. The Company Secretary is the Secretary to the Committee. The terms of reference, powers and role of this Committee are as prescribed under Section177 of the Companies Act, 2013 and under Regulation18 read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.

The functions of the Audit Committee of the Company include the following:

1. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
2. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
    a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134 of the Act.
    b) Changes, if any, in accounting policies and practices and reason for the same.
    c) Major accounting entries involving estimates based on the exercise of judgment by management.
    d) Significant adjustments made in the financial statements arising out of audit findings.
    e) Compliance with listing and other legal requirements relating to financial statements.
    f) Disclosure of any related party transactions.
    g) Qualifications in the draft audit report, if any.
3. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
4. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems.

5. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
6. Discussion with internal auditors any significant findings and follow up thereon.
7. Investigating into any matter in relation to the items specified in the terms of reference and reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
8. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
9. Reviewing the Company's risk management policies.
10. Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
11. Carrying out any other function as required in accordance with SEBI Listing Regulations and the Companies Act, 2013.

The auditors and the key managerial personnel have a right to be heard in the meetings of the Audit Committee when it considers the auditor's report.

The Audit Committee is empowered, pursuant to its terms of reference, to:

a) Investigate any activity within its terms of reference and to seek any information it requires from any employee.
b) Obtain professional advice from external sources to carry on any investigation and have full access to information contained in the records of the company.
c) Discuss any related issues with the internal and statutory auditors and the management of the company.
d) Review and monitor the auditor's independence and performance, and effectiveness of audit process.
e) Approve subsequent modification of transactions of the Company with related parties.
f) Scrutinize the inter-corporate loans and investments and evaluate internal financial controls and risk management systems.
g) Oversee the vigil mechanism / whistle blower policy of the Company.

The Company has systems and procedures in place to ensure that the Audit Committee mandatorily reviews:

- Management discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
- Management letters / letters of internal control weaknesses issued by the statutory auditors.
- Internal audit reports relating to internal control weaknesses.
- The appointment, removal and terms of remuneration of the chief internal auditor.
- Whenever applicable, monitoring end use of funds raised through public issues, rights issues, and preferential issues by major category (capital expenditure, sales and marketing, working capital etc.) as part of the quarterly declaration of financial results.

In addition, the Audit Committee of the Board is also empowered to review the financial statements, in particular, the investments made by the unlisted subsidiary companies, in view of the requirements under Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. No person has been denied access to the Committee.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has constituted a Stakeholders Relationship Committee (SRC) pursuant to the applicable provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

The Stakeholders Relationship Committee deals in the matters as prescribed under Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 including redressal of grievances of shareholders and other security holders such as transfer of shares, issue of share certificates, non-receipt of Annual Report and non-receipt of declared dividends. The terms of reference, powers and role of this Committee are as prescribed under Section178 of the Companies Act, 2013 and under Regulation 20 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.

The Stakeholders Relationship Committee comprises of Mr.Noshir Naval Framjee, Ms.Rusha Mitra and Mr. C. Vinayaraghavan, Mr. Noshir Naval Framjee is the Chairman of the Committee. The Committee met once during the year on 09.01.2023 Table 3 gives the details of attendance.

Table 3: Attendance record of Stakeholder Relationship Committee for 2022-23

Name of Members	Status	Category	No. of Meetings	
			Held	Attended
Mr. G. Momen*	Chairman	Independent	1	-
Mr. Noshir Naval Framjee	Chairman	Independent	1	-
Ms. Rusha Mitra	Member	Independent	1	1
Mr. C. Vinayaraghavan	Member	Independent	1	1
Mr. J.M. Kothary*	Member	Independent	1	-

Mr. J.M. Kothary resigned w.e.f. 22.07.2022
Mr. Golam Momen passed away on 29.01.2023 and Mr. Noshir Naval Framjee was appointed as Chairman on 31.03.2023.

NOMINATION & REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (NRC) has been constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The role, powers and functions of the Nomination and Remuneration Committee are as prescribed under Section178 of the Companies Act, 2013 and the guidelines set out in the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 (as amended). The terms of reference of this Committee are as prescribed under regulation19 read with part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.

The Nomination & Remuneration Committee is comprised of Ms. Rusha Mitra, Mr.C. Vinayaraghavan and Mr.Noshir Naval Framjee. Ms. Rusha Mitra is the Chairperson of the Nomination & Remuneration Committee. The Committee met twice during the year 27.07.2022 and 09.01.2023. Table 4 gives the details of attendance.

Table 4: Attendance record of Nomination & Remuneration Committee for 2022-23

Name of Members	Status	Category	No. of Meetings	
			Held	Attended
Ms. Rusha Mitra	Chairperson	Independent	2	2
Mr. C. Vinayaraghavan	Member	Independent	2	2
Mr. Noshir Naval Framjee	Member	Independent	2	-
Mr. Golam Momen	Member	Independent	2	1

Mr. J.M. Kothary resigned w.e.f. 22.07.2022

Mr. Golam Momen passed away on 29.01.2023 and Mr. Noshir Naval Framjee was appointed as member on 31.03.2023.

The role of the Committee, inter-alia, includes

- Identify persons qualified to become directors or hold senior management positions and advise the Board for such appointments/removals where necessary;
- Formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of directors, key managerial personnel and other employees;
- Evaluate the performance of every director;
- Devise a policy on Board diversity.

In accordance with the recommendation of the Committee, the Company has since formulated a Remuneration Policy for directors, key managerial personnel, senior management personnel and other employees of the Company. The Committee is responsible for recommending the fixation and periodic revision of remuneration of the Whole Time Directors of the Company. The performance evaluation criteria for non-executive including Independent Directors laid down by the Committee and taken on record by the Board include:

a. Attendance and participation in the Meetings
b. Preparedness for the Meetings
c. Understanding of the Company and the external environment in which it operates and contributes to strategic direction

d. Raising of valid concerns to the Board and constructive contribution to issues and active participation at meetings.

e. Engaging with and challenging the management team without being confrontational or obstructionist.

DIRECTORS' REMUNERATION

Payment of remuneration to the Whole Time Director(s) is governed by the agreements executed between them and the Company and are governed by Board and shareholders' resolutions. The remuneration structure comprises of salary, variable pay, perquisites and allowances and retirement benefits in the form of superannuation and gratuity. The details of all remuneration paid or payable to the Directors is given below:

₹ in lakhs

Name of the Director	Salary & Perquisites	Sitting Fees	Total
Mr. G. Momen	-	1.20	1.20
Mr. P. Rajagopalan	-	1.00	1.00
Mr. J.M. Kothary	-	0.30	0.30
Mr. Kaushik Roy	-	1.00	1.00
Ms. Rusha Mitra	-	1.50	1.50
Mr. C. Vinayaraghavan	-	1.30	1.30
Mr. Venkitraman Anand	124.33	-	124.33
Mr. Cherian M. George	75.68	-	75.68
Mr. Rajat Bhargava	-	0.80	0.80
Mr. Noshir Naval Framjee*	-	-	-

Mr. J.M. Kothary resigned w.e.f. 22.07.2022 and Mr. Rajat Bhargava was appointed on 06.08.2022
Mr. Noshir Naval Framjee was appointed as an Non-Executive Independent Director w.e.f from March 31,2023
Mr. Golam Momen passed away on 29.01.2023

The breakups of Salary & Perquisites are stated below:

Mr.Venkitraman Anand, Whole Time Director ₹ in lacs

Basic Salary	Other allowance	Perquisites	Retirement Benefits	Total
44.51	67.80	-	12.02	124.33

Mr. Cherian M. George, Whole Time Director ₹ in lacs

Basic Salary	Other allowance	Perquisites	Retirement Benefits	Total
23.09	46.36	-	6.23	75.68

All elements of remuneration package of individual directors has been summarized under the major groups viz., salary, perquisites and retirement benefits etc. There are no relationships or transactions of Non-Executive Directors vis-à-vis the Company. The Company does not have any Employee Stock Option Scheme and hence, the disclosure of the details of stock option, if any and whether issued at a discount as well as the period over which accrued and over which exercisable does not arise. The Company does not pay remuneration to any of its Non-Executive Directors except sitting fees for attending the Board meetings / Committee meetings (as applicable) thereof. No commission has been paid to any Non-Executive Directors for the year 2022-23. The criteria of making payments to non-executive directors can be accessed on the website of the Company at http://www.harrisonsmalayalam.com.

Shares held by Non-Executive Directors:

As on 31st March 2023, Mr. C. Vinayarahavan holds 350 shares. No other Director holds equity shares in HML. The Company has not issued any convertible instruments as on 31 March, 2023, no convertible instruments of the Company are outstanding.

RISK MANAGEMENT COMMITTEE

The provisions of Risk Management Committee (RMC) are not applicable on the Company, however the Company have constituted the RMC for internal purpose. The Risk Management Committee of the Board is comprised of Mr. Cherian M. George, Mr.Venkitraman Anand, Mr. Ravi A. and Mr.Sajish George. The roles and responsibilities of the committee are as prescribed under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended from time to time, and includes monitoring and review of the risk management plan and reporting the same to the Board of Directors periodically as it may deem fit, in addition to any other terms as may be referred by the Board, from time to time.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

A Corporate Social Responsibility (CSR) Committee of the Board was constituted on 25 March, 2015 to formulate and recommend to the Board a CSR Policy indicating the activities to be undertaken by the Company and to discharge such other responsibilities as required under the Act and the Rules made thereunder. The members of the Committee as on March 31, 2023 are Mr.Noshir Naval Framjee, Mr. P. Rajagopalan and Mr.C. Vinayaraghavan. The committee evaluates and recommends the CSR projects/programmes to the board for approval. The CSR Policy can be accessed at the website of the Company at link https://www.harrisonsmalayalam.com under investors tab.

SUBSIDIARY COMPANY

As on 31 March 2023, HML has one unlisted subsidiary namely M/s.Malayalam Plantations Ltd. The Company does not have any material subsidiary, as defined under Regulation 16 of the Listing Regulations and as prescribed for the purpose of Regulation 24. The Company has however framed a Policy for determining Material Subsidiaries, as required pursuant to the said Regulation 16, which is available at www.harrisonsmalayalam.com. Provisions to the extent applicable as required under Regulation 24 of SEBI Listing Regulations, with reference to subsidiary companies, were duly complied with.

During the year under review, the Audit Committee reviewed the financial statements of the subsidiary and in particular, the investments made by the unlisted subsidiary, to the extent applicable. Minutes of the board meetings of unlisted subsidiary as well as a statement of all significant transactions and arrangements entered into by the subsidiary, as applicable, were regularly placed before the Board.

MANAGEMENT

MANAGEMENT DISCUSSION AND ANALYSIS

This annual report has a detailed chapter on Management Discussion and Analysis.

DISCLOSURES BY MANAGEMENT TO THE BOARD

All disclosures relating to financial and commercial transactions where Directors may have a potential interest are provided to the Board and the interested Directors do not participate in the discussion nor do they vote on such matters.

DISCLOSURE OF ACCOUNTING CONVENTION IN PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared to comply in all material aspects with the applicable accounting principles in India, including Indian accounting standards notified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the said Act. The financial statements have also been prepared in accordance with relevant presentational requirements of the Act.

CODE FOR PREVENTION OF INSIDER TRADING PRACTICES

Code of Fair Disclosure, Internal Procedures and Conduct for regulating, monitoring and reporting of trading by insiders has been adopted by the Board, in accordance with SEBI (prohibition of Insider Trading) Regulations, 2015. The company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders' ("the Code") in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The company has also adopted structured database system to monitor and control the Prohibition of Insider Trading as per the SEBI (Prohibition of Insider Trading) Regulations, 2015

The code lays down guidelines, on procedures to be followed and disclosures to be made, while dealing with shares of the Company. The code clearly specifies, among other matters, that Directors and specified employees of the Company can trade in the shares of the Company only during "Trading Window Open Period". The trading window is closed during the time of declaration of results, dividend and material events, as per the Code.

Mr.Binu Thomas, Company Secretary acts as the Compliance Officer to ensure compliance with the requisite approvals on pre-clearance of trade, monitoring of trades and implementation of the Code under the overall supervision of the Board.

WHISTLE BLOWER POLICY/VIGIL POLICY

As required under the Act and Regulation 22 & 46(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has formulated a Whistle Blower Policy for its employees. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. Under the Policy, instances of any irregularity, unethical practice and / or misconduct can be reported to the management for appropriate action and no personnel have been denied access to audit committee. Whistle Blower Policy/Vigil Policy is posted at https://www.harrisonsmalayalam.com under investors tab.

ANTI SEXUAL HARASSMENT POLICY

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 covering all employees of the Company. The Company has complied with the provisions relating to the constitution of the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

No. of complaints filed during the financial year	No. of complaints disposed of during the financial year	No. of complaints pending as on the end of the financial year.
2	2	-

CEO/CFO CERTIFICATION

The CEO/CFO certification on the financial statements for the year has been submitted to the Board of Directors, as required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

Certificate from Mr. Puzhankara Sivakumar, Practising Company Secretary, confirming 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 SEBI/ Ministry of Corporate Affairs or any other statutory authority, is annexed to this Report.

FEES PAID ON A CONSOLIDATED BASIS TO THE STATUTORY AUDITOR

The total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity in which the statutory auditor is a part for the financial year 2022-23 is ₹ 30 lakhs.

ACCEPTANCE OF RECOMMENDATIONS OF ANY COMMITTEE OF THE BOARD

All the recommendations made by any Committee of the Board during the financial year 2022-2023 have been duly accepted and taken on record by the Board of Directors of the Company.

GENERAL DISCLOSURES:

- The company does not have any debt instruments or fixed deposits programme or any scheme involving mobilization of funds either in India or abroad that requires credit rating as on 31.03.2023.
- The company has not raised any funds through preferential allotment or qualified institutional placement as specified under Regulation 32(7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.
- A certificate from a 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 Security Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority has been obtained and is annexed to this report.
- There has been no instance of non-compliance of any requirement of Corporate Governance Report.
- Disclosure by listed entity and its subsidiaries of ‘Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount’: Not applicable
- The Company has complied with all the mandatory requirements specified in Regulations17 to 27and clauses(b) to (i)of Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As on March 31, 2023, Mr. Venkitraman Anand, Mr.Cherian M George Whole Time Directors of the Company, Mr. Ravi Anand, CFO, Mr. Binu Thomas Company Secretary, Mr.Sajish George, Head Finance (SBU-B) , Mr.Santosh Kumar, ED Rubber Operations Mr.Anil George, Tea & HR Head, Mr Biju Panicker, Head Rubber Operations Mr.Vinodkumar N S, HR Head and Mr. Sumit Babu, Legal Head comprises Senior Management of the Company. During the year under review there have been no change in the Senior Management of the Company.

SHAREHOLDERS

COMMUNICATION TO SHAREHOLDERS

HML puts forth key information about the Company and its performance, including quarterly results, official news releases and presentations to analysts, on its website www.harrisonsmalayalam.com regularly for the benefit of its shareholders and the public at large.

The quarterly, half yearly and annual results are published in Financial Express (English) and Deshabhimani (Malayalam) newspapers in the form prescribed in Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the

Stock Exchanges. These results are also displayed on the Company's website www.harrisonsmalayalam.com. Hence, they are not separately sent to the shareholders. However, the Company furnishes the quarterly results on receipt of a request from any shareholder.

INVESTOR GRIEVANCES & SHAREHOLDER REDRESSAL

The Company has appointed a Registrar and Share Transfer Agent, Link Intime India Private Ltd., which is fully equipped to carry out share transfer related activities and redress investor complaints. Mr. Binu Thomas, Company Secretary is the Compliance Officer overseeing the process of redressal of all shareholders' grievances.

DETAILS OF NON-COMPLIANCE BY THE COMPANY

HML has complied with all requirements of the regulatory authorities. No penalties / strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

GENERAL BODY MEETINGS

The date, time and venue of the General Meetings held in last three years are given below:

Sl. No.	AGM	Year	Date	Time	Location
1.	45th	2022	28.09.2022	12.00 Noon	Through Video Conferencing/Other Audio Visual Means.
2.	44th	2021	29.09.2021	12.00 Noon	Through Video Conferencing/Other Audio Visual Means.
3.	43rd	2020	24.09.2020	11.00 a.m.	Through Video Conferencing/Other Audio Visual Means.

All resolutions as set out in the respective notices were duly passed by the shareholders in the meeting.

Details of Special Resolutions passed in the immediately preceding three AGMs:

AGM	Particulars of Special Resolutions passed there at
45th	Appointment of Mr. C. Vinayaraghavan (01053367) as Independent Director for the first term of 5 years.
44th	Re-appointment of Mr. Venkitraman Anand (DIN:07446834) as Whole Time Director of the Company
	Re-appointment of Mr.Cherian M. George (DIN:07916123) as Whole Time Director of the Company.
43rd	No special resolutions passed

No Extra-Ordinary General Meeting was held during the financial year.

POSTAL BALLOT

During the period under review one Postal Ballot was conducted for appointment of Mr.Noshir Naval Framjee as an Independent Director as a Special Resolution.

Brief particulars of the postal ballot are provided below:-

The Board of Directors of the Company appointed Mr. M. D. Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, "Surya Enclave", No.37, May Flower Avenue, Sowripalayam Road, Coimbatore - 641028, as the Scrutiniser for scrutinising the postal ballot through e-voting; Dispatch of the Postal Ballot Notice dated March 31, 2023 along with the Explanatory Statement, was completed on April 19, 2023 through electronic mode to all those Members, whose email addresses are registered with the Company or with the Company's Registrar and Share Transfer Agent, namely, Link Intime India Private Limited ("RTA") or with their respective Depository Participants ("Depository"), in compliance with the MCA Circulars and SEBI Circulars. The Postal Ballot Notices were also posted on the website of the Company namely www.harrisonsmalayalam.com . With regard to the Postal Ballot Notice of the Company dated 31 March 2023, e-voting commenced on Thursday April 20, 2023 at 9:00 A.M. (IST) and ended on Friday, May 19, 2023 at 5:00 P.M. (IST). All the proposed Resolutions were passed with requisite majority and the Voting Results were duly intimated to the Stock Exchanges pursuant to Regulation 44(3) of the SEBI Listing Regulations as well as displayed on the Company's website at www.harrisonsmalayalam.com .

COMPLIANCE

MANDATORY REQUIREMENTS

The Company is fully compliant with the applicable mandatory requirements of Regulation 34 & 53(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

NON-MANDATORY REQUIREMENTS

The company has adopted the non-mandatory requirement of Reporting of internal auditors to Audit Committee as recommended under Regulation 27 (1) read with Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The company has not adopted any other non-mandatory requirements.

SHAREHOLDER RIGHTS – FURNISHING OF QUARTERLY RESULTS

Details of the shareholders' rights in this regard are given in the section 'Communication to Shareholders'.

PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained a Certificate from a practicing Company regarding compliance of conditions of corporate governance. The certificate is annexed to this report.

For and on behalf of the Board of Directors

	Cherian M. George	**Venkitraman Anand**
Place : Kochi	Whole Time Director	Whole Time Director
Date : August 10, 2023	(DIN:07916123)	(DIN: 07446834)

ADDITIONAL SHAREHOLDER INFORMATION (ANNEXURE 'D' TO DIRECTORS' REPORT)

ANNUAL GENERAL MEETING

Date : 27th September, 2023

Time : 12:00 Noon

Venue : AGM is held through VC/OAVM as stated in the Notice of AGM

FINANCIAL CALENDAR

For the year ended 31 March 2023, results were announced on:

First quarter : 6th August, 2022

Second quarter : 10th November, 2022

Third quarter : 10th February, 2023

Fourth quarter and annual : 26th May, 2023

For the year ending 31 March 2024, results will be announced on:

Quarter ending June 30, 2023	Within August 14, 2023
Quarter ending September 30, 2023	Within November 14, 2023
Quarter ending December 31, 2023	Within February 14, 2024
Year ending March 31, 2024 (Audited)	Within May 30, 2024

BOOK CLOSURE

The Company's Register of Members and Share Transfer Books will remain closed from 21st September, 2023 to 27th September, 2023 (both days inclusive)) for the purpose of the Annual General Meeting.

DIVIDEND

The Board has not recommended any dividend for the FY 2022-23.

LISTING

Equity shares of HML are listed on the BSE Limited, National Stock Exchange of India Ltd.

STOCK CODES

Stock Exchanges	Stock Code
BSE Ltd., Mumbai (BSE)	500467
National Stock Exchange of India Ltd., Mumbai (NSE)	HARRMALAYA

All listing and custodial fees to the Stock Exchanges and depositories have been paid to the respective institutions.

STOCK DATA AND PERFORMANCE

Table 1 below gives the monthly high and low prices of HML equity shares and the volumes traded at the Bombay Stock Exchange and National Stock Exchange for the year 2022-23.

Table 1: High and low prices at the BSE and NSE

Year –2022/23	BSE		NSE		Volume (Nos.)	
Months	High (₹)	Low (₹)	High (₹)	Low (₹)	BSE	NSE
April	194.70	134.15	195.00	132.15	572362	4648512
May	186.55	136.55	187.00	136.45	633650	3311786
June	159.55	131.05	159.50	130.50	110390	757855
July	164.00	135.15	160.00	137.75	51916	779958
August	170.95	150.00	170.95	149.80	149353	1833894
September	174.90	140.60	174.00	142.05	138200	1471390
October	151.00	134.80	151.00	133.95	42106	445478

Year –2022/23	BSE		NSE		Volume (Nos.)	
Months	High (₹)	Low (₹)	High (₹)	Low (₹)	BSE	NSE
November	147.10	136.95	148.00	136.85	60841	611627
December	151.05	128.15	150.70	129.95	111691	1061038
January	165.00	124.80	142.90	129.05	59107	494276
February	139.40	114.80	139.90	115.70	75389	357239
March	132.90	102.60	126.80	104.05	108867	594166

Source: Website: Bombay Stock Exchange Ltd.(www.bseindia.com) and The National Stock Exchange of India Ltd. (www.nseindia.com)

Table 2 provides the closing price of HML's equity shares on NSE vis-vis NSE Nifty and BSE Sensex at the last trading day for each month during 2022-23.

Table 2: Performance comparison to NSE Nifty and BSE Sensex

As at close of last trading day for each month	HML's closing price on NSE (₹)	HML's closing price on BSE (₹)	BSE Sensex
April 2022	178.15	178.50	57060.87
May 2022	154.50	154.50	55566.41
June 2022	138.55	138.50	53018.94
July 2022	157.80	157.10	57570.25
August 2022	167.80	167.55	59537.07
September 2022	145.00	145.00	57426.92
October 2022	137.45	137.50	60746.59
November 2022	140.15	140.05	63099.65
December 2022	136.05	136.40	60840.74
January 2023	132.05	131.65	59549.90
February 2023	122.40	122.30	58962.12
March 2023	107.20	107.60	58991.52

The shares of the company are regularly traded and in no point of time the shares were suspended for trading in any of the stock exchanges.

SHARE TRANSFER AGENTS AND SHARE TRANSFER AND DEMAT SYSTEM

The Company processes share transfers through its Share Transfer Agent whose address is as given below.

M/s. Link Intime India Pvt. Ltd.
Surya, 35, Mayflower Avenue, Behind Senthil Nagar
Sowripalayam Road, Coimbatore – 641028.
Ph. 0422-2314792
E-mail: coimbatore@linkintime.co.in

In compliance with the SEBI circular dated 27 December 2002, requiring share registry in terms of both physical and electronic mode to be maintained at a single point, HML has established direct connections with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the two depositories, through its share transfer agent.

Your Company has obtained necessary approvals from the NSDL and CDSL for providing demat facilities to our shareholders. The equity shares of the Company are compulsory traded in dematerialized form. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form at the earliest and avail of the various benefits of dealing in securities in electronic/dematerialized form. The shareholders have the option to hold Company's shares in demat form through the National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL).

The Company's equity shares are under compulsory dematerialised trading. Shares held in the dematerialised form are electronically traded in the Depository. The Registrar and the Share Transfer Agent of the Company periodically receives data regarding the beneficiary holdings, so as to enable them to update their records and send all corporate communications, dividend warrants, etc.

The company's shares are transferable through the depository system in dematerialized form. With effect from 1st April, 2019, the transfer of shares held in physical form by the listed entity / Registrar and Share Transfer Agent are not permitted in accordance with the amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013. Further, the Securities and Exchange Board of India ("SEBI") vide its Circular No.SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated that the Company or its Registrars and Share Transfer Agents shall issue the securities in dematerialized form only while dealing the requests for issue of duplicate share certificate, transmission or transposition with effect from 25th January, 2022. Accordingly, our Registrar and Share Transfer Agents, Link Intime India Private Limited has processed the applications / requests received for transmission or transposition within a period of 15 days from the date of receipt of the requisite documents, if the documents are complete in all respects. All request for dematerialization of shares are processed and confirmed to the depositories, NSDL and CDSL within 15 days. The Stakeholders Relationship Committee generally meets as and when necessary to review investor grievances and other related matters as per their terms of reference.

As on March 31 2023, dematerialised shares are 18067725 in number which constitutes 97.90% of total equity. There is no subsisting court order in legal proceedings against HML in any share transfer matter.

Reconciliation of share capital audit

A qualified Company Secretary in practice has carried out the reconciliation of share capital audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd., (CDSL) and the total issued and listed capital. The reconciliation of share capital audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Table 3: Number and nature of complaints for 2022-23

No of Investor queries/ complaints received from 01.04.2022 to 31.03.2023	No. of complaints pending at the end of the Financial Year
9	-

SHAREHOLDING PATTERN

Table 4 and 5 give the pattern of shareholding by ownership and share class respectively

Table 4: Pattern of shareholding by ownership as on 31 March 2023

Category	Shares held (nos)	% of holding
Promoters Holdings (Indian and Foreign)	9987898	54.12
Mutual Funds	6500	0.03
Banks, Financial Institutions, Insurance Companies and others	2015	0.01
Foreign Portfolio Investors Category I	19770	0.11
Non Resident Indians	143359	0.78
Corporate Bodies, Indian Public and others	8295863	44.95
TOTAL	**18455405**	**100.00**

Table 5: Pattern of shareholding by share class as on 31 March 2023

No of Equity Shares held	No of Shareholders	No of shares held	% Shareholding
Up to 500	27548	2868307	15.54
501 to 1000	1157	897640	4.86
1001 to 2000	453	665231	3.60
2001 to 3000	148	378959	2.05
3001 to 4000	62	221220	1.20
4001 to 5000	50	235106	1.27
5001 to 10000	77	549953	2.98
10001 and above	64	12638989	68.50
TOTAL	**29559**	**18455405**	**100.00**

PLANT LOCATIONS

Tea Estates: Eleven Estates located in Kerala and two in Tamil Nadu

Rubber Estates: Eleven Estates located in Kerala

INVESTOR CORRESPONDENCE ADDRESS

Company's Registered Office Address	**Registrar's Address**
Secretarial Department Harrisons Malayalam Ltd. 24/1624, Bristow Road Willingdon Island Cochin-682003 Telephone No: 0484-2668023 E-Mail : secretarial@harrisonsmalayalam.com Website: www.harrisonsmalayalam.com	M/s. Link Intime India Pvt. Ltd. Surya, 35, Mayflower Avenue, Behind Senthil Nagar Sowripalayam Road, Coimbatore – 641028. Ph. 0422-2314792 E-mail: coimbatore@linkintime.co.in

COMPLIANCE OFFICER FOR INVESTOR REDRESSAL

Mr. Binu Thomas, Company Secretary is the Compliance Officer for investor related matters.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules') the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has been sending reminders to Members having unpaid/unclaimed dividend before transfer of such dividend(s) to the Investor Education and Protection Fund (IEPF), set up by the Government of India. Details of the unpaid/unclaimed dividend are also uploaded as per the requirements, under "Investors Relations" section on the Company's website viz. www.harrisonsmalayalam.com. The dividend for the Financial Year 2013-14 and prior to that had been transferred by the Company to IEPF Authority ("IEPF Account") in terms of the IEPF Rules by following the prescribed procedure. The Company have not declared any dividend from 2014-15 onwards.

Pursuant to the provisions of IEPF Rules, all shares of the company in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account, on which the dividends remained unpaid or unclaimed for seven consecutive years with after following the prescribed procedure. In this regard, the Company has individually informed the Members concerned and also published notice in the newspaper as per the IEPF Rules and transferred 84,459 number of Equity shares to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years after following the prescribed procedure. The details of such Members and shares transferred are uploaded in the "Investors Relations" Section of the website of the Company viz; www.harrisonsmalayalam.com.

Dividend for the Financial Year 2013-14 and prior to that including shares transferred to IEPF by the Company, may be claimed only from the IEPF Authority by following the procedure prescribed under the IEPF Rules. Mr. Binu Thomas, Company Secretary is the Nodal Officer of the Company for the purpose of verification of such claims.

The Company opened a demat account "Harrisons Malayalam Ltd – Unclaimed Suspense Account" with Stock Holding Corporation Ltd., Ernakulam in the month of March 2014 and 230766 unclaimed shares pertaining to 3346 shareholders have been transferred to this Demat Account. Members who have not claimed their share certificates are requested to immediately approach the Company's and Share Transfer Agent.

The details of shares in Unclaimed Suspense Account and transferred to shareholders those who have claimed the shares during the period April 1, 2022 to March 31, 2023 are as follows:

	No. of Shareholders	**No. of Shares**
Aggregate number as on April1, 2022	1644	115873
No. of shareholders who approached the Company / Registrar for transfer of shares from unclaimed Suspense Account during the year.	35	2215
No. of shareholder to whom shares were transferred from the Unclaimed Suspense Account during the year.	35	2215
Shares Transferred to IEPF	280	14917
Aggregate number as on March 31, 2023	1329	98741

Voting rights in respect of these shares have been frozen till the rightful owner claims the same. All corporate benefits, if any, on such shares shall be credited to the unclaimed suspense account, as applicable for a period of seven years and thereafter be transferred in accordance with the provisions of Section 124(5) and Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules).

Outstanding GDRs/ADRs/Warrants/Any other Convertible Instruments:

The Company do not have any outstanding GDRs/ADRs/Warrants/Any other Convertible Instruments as on March 31, 2023.

Commodity Price Risk or Foreign Exchange Risk and hedging activities:

The Company contemplates derivative financial instruments such as forward exchange contracts currency swap etc. to hedge its risks associated with commodity price fluctuations and foreign currency fluctuations relating to the underlying transactions and firm commitment.

DECLARATION – CODE OF CONDUCT

All Board members and Senior Management Personnel of the Company have, for the year ended March 31, 2023 affirmed compliance with the Code of Conduct laid down by the Board of Directors in terms of the SEBI Listing Regulations.

For Harrisons Malayalam Limited

	Cherian M. George	**Venkitraman Anand**
Place : Kochi	Whole Time Director	Whole Time Director
Date : August 10, 2023	(DIN:07916123)	(DIN: 07446834)

CERTIFICATE ON COMPLIANCE WITH THE REGULATIONS OF CORPORATE GOVERNANCE

To

The Members,
HARRISONS MALAYALAM LTD
24/1624, Bristow Road,
Willingdon Island, Cochin,
Ernakulam, Kerala- 682003

1. We, SEP & Associates, Company Secretaries, Kochi have examined the compliance of conditions of Corporate Governance by **HARRISONS MALAYALAM LTD (CIN: L01119KL1978PLC002947)** ('the Company'), for the financial year ended on March 31, 2023, as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as the "Listing Regulations") as amended from time to time.

Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations. Responsibility also includes collecting, collating, and validating data and designing, implementing and monitoring of Corporate Governance process suitable for ensuring compliance with the above-mentioned Listing Regulations.

Our Responsibility

3. Pursuant to the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31, 2023.

4. We have examined the compliance of conditions of Corporate Governance by the Company for the period April 01, 2022 to March 31, 2023 as per the Listing Regulations. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance for the period April 01, 2022, to March 31, 2023. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Opinion

5. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C and D of Schedule V to the Listing Regulations during the financial year ended March 31, 2023.

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

Restriction on use

7. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose.

For SEP & Associates
Company Secretaries
(Peer Review Certificate no. 3693/2023)
UDIN: F003050E000736411

CS Puzhankara Sivakumar
Managing Partner
COP: 2210 FCS: 3050

Date: August 03, 2023
Place: Kochi

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
HARRISONS MALAYALAM LTD
24/1624, Bristow Road,
Willingdon Island, Cochin,
Ernakulam, Kerala- 682003

We, SEP & Associates, Company Secretaries, Kochi have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **HARRISONS MALAYALAM LTD having CIN: L01119KL1978PLC002947** having registered office at 24/1624, Bristow Road, Willingdon Island, Cochin, Ernakulam, Kerala- 682003 (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, as amended.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number 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 as stated below, for the Financial Year ended on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name of the Director	DIN	Initial Date of Appointment in the Company
1	Vinayaraghavan Corattiyil	01053367	11/11/2019
2	Padmanabhapanicker Rajagopalan	02817068	30/05/2013
3	Kaushik Roy	06513489	16/02/2015
4	Venkitraman Anand	07446834	26/09/2018
5	Cherian Manamel George	07916123	13/02/2019
6	Rusha Mitra	08402204	11/02/2021
7	Rajat Bhargava	07752438	06/08/2022
8	Noshir Naval Framjee	01646640	31/03/2023

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 this, based on our verification. While forming opinion on issuance of this certificate, we have also taken into consideration independent legal opinion wherever there was a scope for multiple interpretations. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For SEP & Associates
Company Secretaries
(Peer Review Certificate no. 3693/2023)
UDIN: F003050E000736409

CS Puzhankara Sivakumar
Managing Partner
COP: 2210 FCS: 3050

Date: August 03, 2023
Place: Kochi

NOMINATION AND REMUNERATION POLICY (-ANNEXURE E TO THE DIRECTORS' REPORT)

1 INTRODUCTION:

This policy has been formulated in terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the appointment and remuneration of the Directors, Key Managerial Personnel (KMP), Senior Management Personnel (SMP) and other employees and Board diversity.

2 OBJECTIVE:

This Policy sets out the guiding principles on:

(i) appointment and remuneration of the Directors, KMP and SMP;

(ii) qualifications, positive attributes and independence for appointment of a Director and assessment of independence of Independent Director;

(iii) performance evaluation of all the Directors;

(iv) core skills/expertise/competencies required of the Board of Directors of the Company;

(v) Board diversity.

3 DEFINITIONS:

(i) "Applicable Laws" means the Companies Act, 2013 and Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time.

(ii) "Board" means Board of Directors of the Company.

(iii) "Company" means Harrisons Malayalam Limited.

(iv) "Directors" means Directors of the Company.

(v) "Independent Director" (ID) shall have the same meaning as defined under Section 149(6) of the Act read with rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

(vi) "Key Managerial Personnel" (KMP) means:

a) the Chief Executive Officer (CEO) or the Managing Director (MD) or the Manager;

b) the Company Secretary (CS);

c) the Whole-time Director (WTD);

d) the Chief Financial Officer (CFO);

e) Such other officer, not more than one level below the Directors, who is in whole time employment and designated as KMP by the Board

(vii) "Non-Executive Directors" (NED) means a member of a Company's Board of Directors who is not in whole time employment of the Company.

(viii) "Senior Management Personnel" (SMP) means persons working one level below CEO/ MD/ WTD/ Manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include Company Secretary and Chief Financial Officer or other persons as may be defined as SMP under the Applicable Laws from time to time.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Applicable Laws, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

DIVERSITY IN THE BOARD OF DIRECTORS

Diversity refers to the variety of attributes of diverse nature between people and encompasses acceptance, respect and an understanding that each individual is unique. These aspects can include age, gender, ethnicity, physical abilities, marital status, ideologies, background, knowledge and skills with a view to achieving a sustainable development, the Company shall aim to increase diversity at the Board level, as an essential element in terms of:

- Experience of diverse nature;
- Gender in having the right representation of female members to ensure compliance with applicable laws.
- Qualifications, Knowledge and core skills/expertise/competencies required of the Board of Directors in context of Company's business/sector.

Diversity at the Board level shall be used as a tool for supporting the attainment of the strategic objectives of the Company and also to drive business results. Accordingly, while designing the composition of the Board, diversity shall be considered on all aspects and all appointments shall be based on the above parameters.

5 REQUIREMENTS RELATING TO DIRECTORS

A. Appointment of Directors:

The NRC shall evaluate the balance of skills, knowledge and experience on the Board and for this purpose, NRC shall also consider factors such as qualification and experience, positive attributes, disqualification, etc. Basis such evaluation, NRC may prepare a description of the role and capabilities required by an ID.

For the purpose of identifying suitable candidates, the NRC may:

a. use the services of an external agencies, if required;

b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

c. consider the time commitments of the candidates.

The Company shall, upon recommendation of NRC, appoint those persons as Directors who possess requisite qualifications & experience and positive attributes within overall framework of diversity as described in this Policy.

B. Qualifications & Experience:

(i) Any person to be appointed as a Director on the Board of Directors of the Company, including ID shall, in addition to a formal qualification, possess appropriate skills, experience and knowledge in one or more fields such as CEO / Senior Management Experience, General Management and Business Operations, Business Development, Strategy / M&A / Restructuring, Accounting / Finance / Legal, Risk Management, Public Policy, Human Resources Management, Corporate Governance, etc. or such other skills as may be identified by the Board of Directors, on recommendation from NRC, from time to time.

(ii) Any person to be appointed as a Director on the Board of the Company shall be such person who shall be able to provide policy directions to the Company, including directions on good corporate governance.

(iii) Any person to be appointed as a Director on the Board of the Company shall be a Fit and Proper Person as per RBI Master Directions/Circulars, as applicable to the Company.

C. Positive attributes:

The person to be appointed as a Director of the Company shall, in addition to the formal qualifications and relevant experience described in this Policy, shall also possess the attributes such as integrity, leadership, business orientation, commitment, proven track record and such other attributes, which in the opinion of the NRC, are in the interest of the Company.

D. Disqualification:

Any person to be appointed as Director shall not possess the disqualifications prescribed under the Applicable Laws.

E. Evaluation:

(i) The NRC shall facilitate the Board to undertake evaluation of performance of all Directors on yearly basis including making recommendations to the Board on appropriate performance criteria for the Directors and formulating criteria and framework for evaluation of every Director's performance.

(ii) The Board shall evaluate, every year, the performance of the individual directors including Chairman, IDs, independence of IDs, its own performance and of its Committees.

(iii) NRC shall review the implementation and compliance of the manner in which evaluation is carried out.

F. Familiarization Programme:

The Company shall familiarise the IDs of the Company with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company through various programmes.

6 REQUIREMENT RELATING TO SMP INCLUDING KMP

A. Appointment of KMP and SMP:

(i) Based on the recommendation of NRC, the appointment of the MD, CEO, WTD, Manager, CFO and the CS shall be approved by the Board of Directors by means of a resolution.

(ii) KMP shall not hold office in more than one company except in its subsidiary company at the same time.

(iii) The appointments of SMP, other than Manager, CEO, CFO and CS, shall be approved by WTD / Manager, if any or the Department Head. Remuneration payable to SMP shall be recommended by the NRC and approved by the Board.

B. Qualifications & experience:

(i) Any person to be appointed as KMP or as SMP shall possess relevant educational or professional qualifications, experience and domain knowledge required for performing the job for which they are appointed.

(ii) There shall be no discrimination on account of gender, race and religion in terms of appointment as KMP or SMP.

C. Positive Attributes:

(i) KMP and the SMP shall also possess attributes like decision making skills, leadership skills, integrity and proven track record and shall demonstrate commitment to the organisation.

(ii) KMP and SMP shall meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture for good decision making.

D. Performance Evaluation:

(i) Evaluation of all the SMPs and KMPs shall be carried out by the Departmental Head, if any, excluding himself/ herself and the MD/CEO/WTD/Manager, if any.

(ii) The evaluation process adopted by the Company shall always consider the appropriate benchmarks set as per industry standards, performance of the Industry, the Company and of the individual KMP/SMP.

(iii) Evaluation of performance shall be carried out at least once in a year, in accordance with the existing evaluation process of the Company.

7 REMUNERATION:

Guiding Principles:

(i) The terms of employment and remuneration of MD, WTD, Manager, KMPs and SMPs shall be competitive in order to ensure that the Company can attract and retain competent talent

(ii) This Policy shall ensure that:

(a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors/KMPs and SMPs of the quality required to run the Company successfully.

(b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

(c) Remuneration to Directors, KMPs and SMPs involves a balance between fixed and variable pay reflecting short and long term performance objectives and goals set by the Company.

(d) Remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders

(iii) While determining the remuneration and incentives for the MD/ WTD / Manager, SMPs and KMPs, the following shall be considered:

(a) Pay and employment conditions with peers / elsewhere in the competitive market

(b) Benchmarking with the industry practices

(c) Performance of the individual

(d) Company Performance

(iv) For the benchmarking with Industry practice, criteria of size, complexity, data transparency and geographical area shall also be given due consideration.

(v) The pay structures may be appropriately aligned across levels in the Company.

8 Remuneration Policy:

A. MD/WTD/CEO/Manager:

(i) The remuneration to the MD/WTD/CEO/Manager at the time of his/her appointment shall be recommended by the NRC and subsequently approved by the Board of Directors. Such remuneration shall be subject to approval of the shareholders of the Company or other necessary approvals, wherever required, and shall not exceed the limits mentioned under applicable laws.

(ii) Annual increment/ subsequent variation in remuneration to the MD/ WTD/CEO/Manager shall be recommended by NRC and approved by the Board of Directors, within the overall limits approved by the shareholders of the Company.

B. NEDs:

(i) NEDs shall be entitled to such sitting fees as may be decided by the Board of Directors from time to time for attending the meeting of the Board and of the Committee thereof.

(ii) NEDs shall also be entitled for payment of remuneration (including commission) if recommended by NRC and approved by the Board of Directors and wherever required approval of the shareholders shall be obtained in accordance with applicable laws.

(iii) IDs shall not be eligible for any Stock Options, pursuant to any Stock Option Plan adopted by the Company.

(iv) The NEDs shall be eligible for remuneration of such professional services rendered if in the opinion of the NRC, the NED possesses the requisite qualification for rendering such professional services in accordance with applicable laws.

C. SMPs & KMPS (other than MD/WTD/ CEO / Manager):

(i) Remuneration packages shall be designed in such manner that:

(a) Motivates delivery of key business strategies, creates a strong performance-orientated environment and rewards achievement of the Company's objectives & goals over the short and long-term.

(b) Attracts high-flier executives in a competitive global market and remunerate executives fairly and responsibly.

(ii) Remuneration shall be competitive and shall include salary comprising of both fixed and variable components, performance incentives and other benefits as per the Policy of the Company, considering relevant qualification, experience and performance of the individual as well as the prevailing market conditions.

(iii) The remuneration to the KMPs and SMPs, at the time of his/her appointment, shall be recommended by the NRC and approved by the Board considering relevant qualification, experience and performance of the individual as well as the prevailing market conditions. The remuneration may be a combination of fixed and variable pay;

(iv) Remuneration shall be evaluated annually and annual increase shall be decided considering the performance of the individual and also of the Company. Industry practices/ trends shall also be given due consideration. Annual increment /subsequent variation in remuneration to the KMPs/SMPs shall be approved by the NRC/Board of Directors.

(v) Remuneration can be reset at any time considering the benchmark of international and domestic companies, which are similar in size and complexity to the Company. Benchmark information may be obtained from internationally recognized compensation service consultancies.

(vi) NRC may consider grant of Stock Options to KMPs & SMPs pursuant to any Stock Option Plan adopted by the Company, if any.

D. DIRECTOR AND OFFICERS LIABILITY INSURANCE:

(i) The Company shall provide an insurance cover to Directors, KMPs & SMPs for indemnifying them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust and the premium paid on the same shall not be treated as a part of remuneration paid to them.

(ii) The premium for such insurance cover, called for Directors and Officers Liability Insurance Policy, taken for the above purpose shall be paid by the Company without any charge to the Directors, KMPs and SMPs.

9 AMENDMENTS TO THE POLICY:

The Board of Directors may amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Act and/or other applicable laws in this regard shall mutatis mutandis apply to /prevail upon this Policy.

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31.03.2023

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

To,
The Members
HARRISONS MALAYALAM LTD.
24/1624, Bristow Road,
Willingdon Island, Cochin,
Ernakulam, Kerala-682003

We, SEP & Associates, Company Secretaries, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Harrisons Malayalam Ltd (CIN: L01119KL1978PLC002947) (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have conducted verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2023, according to the provisions of

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and By-laws framed thereunder;

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

   a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
   c. The Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018
   d. Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009
   e. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (not applicable during the audit period)
   f. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time (not applicable during the audit period)
   g. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable during the audit period)
   h. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable during the audit period)
   i. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable during the audit period)
   j. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable during the audit period)
   k. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during the audit period)

v. As informed to us, the following other laws are specifically applicable to the Company:

   a. The Tea Act, 1953 and the Rules made thereunder;

b. The Tea Waste (Control) Order, 1959;
c. The Tea Warehouse (Licensing) Order, 1989;
d. The Tea (Marketing) Control Order, 2003;
e. Tea (Distribution and Export) Control Order, 2005;;
f. The Coffee Act, 1942 and the Rules made thereunder;
g. The Food Safety and Standards Act, 2006 and Food Safety and Standards Rules, 2011;
h. The Plantations Labour Act, 1951 and the Rules made thereunder;
i. Kerala Plantation Labour Rules, 1959;
j. The Prevention of Food Adulteration Act, 1954 and Rules made thereunder;
k. Legal Metrology Act, 2009 and Legal Metrology (Packaged Commodities) Rules, 2011;

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

(i) Secretarial Standard relating to Board (SS 1) and General Meetings (SS 2) issued by the Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited;

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

In respect of other laws specifically applicable to the Company, we have relied on information/ records produced by the Company during the course of our audit and the reporting is limited to that extent.

We further report that:

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting except in the case of Shorter Notice.

Decisions at the meetings of the Board of Directors of the Company were carried out based on majority and the same was captured and recorded as part of the minutes. There were no dissenting views by any member of the Board of Directors during the period under review.

We further report that there are adequate systems and processes in the Company commensurate with its size and the operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no instances of:

(i) Issuance of securities including Public/ Right/ Preferential issue of securities;
(ii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013;
(iii) Redemption / Buy-back of securities;
(iv) Merger/amalgamation/ reconstruction;
(v) Foreign technical collaborations.

This report is to be read with **Annexure A** of even date and the same forms an integral part of this report.

For SEP & Associates
Company Secretaries
(Peer Review Certificate no. 3693/2023)
UDIN: F003050E000736387

CS Puzhankara Sivakumar
Managing Partner
COP: 2210 FCS: 3050

Date: August 03, 2023
Place: Kochi

ANNEXURE A TO THE SECRETARIAL AUDIT REPORT OF EVEN DATE

To,

The Members
HARRISONS MALAYALAM LTD.
24/1624, Bristow Road,
Willingdon Island, Cochin,
Ernakulam, Kerala-682003

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

1. Maintenance of the Secretarial records is the responsibility of the management of the Company. Our responsibility as Secretarial Auditors is to express an opinion on these records, based on our audit.
2. During the audit, we have followed the practices and process as were appropriate, to obtain reasonable assurance about the correctness of the contents of the Secretarial records. We believe that the process and practices we followed provide a reasonable basis for our report.
3. The correctness and appropriateness of financial records and Books of Accounts of the Company have not been verified.
4. We have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc., wherever required.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards etc. is the responsibility of management. Our examination was limited to the verification of the procedures and compliances on test basis.
6. While forming an opinion on compliance and issuing the Secretarial Audit Report, we have also taken into consideration the compliance related actions taken by the Company after 31st March 2023 but before issue of the Report.
7. We have considered actions carried out by the Company based on independent legal/professional opinion as being in compliance with law, wherever there was scope for multiple interpretations.

For SEP & Associates
Company Secretaries
(Peer Review Certificate no. 3693/2023)
UDIN: F003050E000736387

CS Puzhankara Sivakumar
Managing Partner
COP: 2210 FCS: 3050

Date: August 03, 2023
Place: Kochi

CORPORATE SOCIAL RESPONSIBILITY - ANNEXURE G TO THE DIRECTORS' REPORT

Harrisons Malayalam Ltd (HML), a prominent plantation company in South India, is engaged in tea and rubber cultivation along with minor crops such as pineapple, cardamom, pepper, and other spices HML provides employment to around 7,350 numbers of people, supporting their families and dependents, by providing them with free housing, electricity, water and health care. HML is the state's largest employer, only next to the Kerala Government. As the second-largest employer in the state, HML plays a significant role next to the Kerala Government.

Integral to HML's operations is its commitment to social responsibilities, exemplifying its role as a conscientious corporate entity. The company's leadership has devised a comprehensive strategy that embeds social considerations within its activities, encompassing areas like health, safety, education, and the environment.

HML places paramount importance on both product safety and workplace safety, adhering to plant protection residue guidelines and complying with FSSAI standards. The key focus areas of HML's activities center around health, environment, and education, aiming to benefit the underprivileged sections of the state's populace. A few of these endeavors are outlined below:

Health

HML extends medical assistance to the local communities within its estate vicinity. Additionally, the company provides medical support to tribal colonies and old age homes, ensuring comprehensive medical and healthcare services. The Company's hospitals offer accessible healthcare services to the local public at nominal charges.

Environment and Education

In a small way HML has also established an organization which is providing service in the form of education and health care for mentally challenged children HML-managed plantations also operate schools of varying capacities. The preservation of natural habitats within plantations is a priority, accompanied by initiatives aimed at biodiversity conservation in the surrounding areas. HML is actively engaged in self-development programs and initiatives dedicated to soil preservation and water management. Throughout the year, various educational and environmental programs were undertaken, details of which are provided below:

CSR Activities in Harrisons Malayalam Ltd. (FY 2022-23)

Sr No	CSR Themes	Activity	Locations	No of Benefeciraies
1	Education	Rakshita – Centre for Children and Young Adults with Special Needs.	Arrapetta, Wayanad	20
2	Education	Safety training, First Aid awareness, Fire & Safety	Estates in Wayanad, Thrissur, Idukki, Pathanamthitta, Kollam & Nilgiris District, Wallardie, Pattumalay and Moongalaar	345
3	Education	Culture & Behavioral training	Koney Estate	225
4	Education	Career guidance class	Moongalaar	40
5	Education	POSH Awarness Program & Awareness programme on gender equality	All Estates in Wayanad District	350
6	Education	Enrolment of Migrant Workers children in school	Sentinel Roack & Surianalle	41
7	Education	Awarness program on drug addiction	Fathima Matha H.S. Mlamala	75
8	Education	Quiz competition in connection with International tea day	Fathima Matha H.S. Mlamala	80
9	Education	Productivity training Programme for workers and staff	All Estates in Wayanad, Thrissur, Idukki, Pathanamthitta, Kollam & Nilgiris Dist.	290
10	Environment	World Environment Day Celebrations	All Estates in Wayanad, Thrissur, Idukki, Pathanamthitta, Kollam & Nilgiris district, Moopy Kundai, Kumbazha,Mundakayam, Nagamallay, Wentworth, Wallardie, Pattumalay, Moongalaar, Lockhart and Panniar Estates	1820
11	Environment	Waste Management and cleaning campaign with the help of Local Self Government bodies	All Estates in Wayanad, Idukki and Nilgiris, Wallardie, Pattumalay & Moongalaar	3000
12	Environment	Rain Water Harvesting in Estates	All Estates in Wayanad, Thrissur, Idukki, Pathanamthitta, Kollam & Nilgiris district	300

Sr No	CSR Themes	Activity	Locations	No of Benefeciraies
13	Environment	Sustainability Certifications	All Estates in Wayanad, Thrissur, Idukki, Pathanamthitta, Kollam & Nilgiris district	2400
14	Environment	Sustainable Agricultural practices to Small Tea Growers	All Tea Estates in Wayanad, Idukki & Nilgiris	864
15	Environment	Water & Soil Conservation	All Tea Estates in Wayanad, Idukki & Nilgiris district	120
16	Environment	Plastic Free Zones	All Estates in Wayanad, Idukki & Nilgiris districts	2400
17	Environment	Sustainability initiative awareness class	All Tea Estates in Wynaad, Idukki & Nilgiris & Small Tea Farmers & Workers, Wayanad	750
18	Health	Dengue Awarness class	All Tea Estates in Wayanad, Idukki & Nilgiris & HO	
19	Health	Monsoon Diseases/Communicable diseases awareness campaigns/Observing Dry Days, Chicken Guniya	All HML Estates in Wayanad, Thrissur, Idukki, Pathanamthitta, Kollam & Nilgiris district, Wallardie, Pattumalay, Moongalaar Estates	570
20	Health	Medical Camps	All Estates in Wayanad, Thrissur, Idukki, Pathanamthitta, Kollam & Nilgiris district, Wallardie, Moongalaar, Pattumalay, Lockhart, Nagamallay, Panniar and Wentworth Estates.	1421
21	Health	Homeo medical camp	Mooply,Kundai and Kumbazha	810
22	Health	Cancer Awareness Session	All Tea Estates & HO in Wayanaad	260
23	Health	Booster Covid Vaccination Camp	All Estates in Wayanad, Thrisssur, Idukki, Pathanamthitta, Kollam & Nilgiris District.	2017
24	Health	Covid test Camp	Kumbazha, Mundakayam, Wallardie, Pattumulay & Moongalaar Estates	672
25	Health	Eye Camps	All HML Estates in Wayanad, Thrissur, Idukki, Pathanamthitta, Kollam and Nilgiris District, Kumbazha, Mundakayam, Mooply & Kundai Estates	548
26	Health	Plantation Booster dose Vaccination Drive for neighbouring plantations	Moopanad Hospital Wayanad	450
27	Health	Enrolment of workers & Dependants in NCD Scheme.	Sentinel Rock & Surianalle	142
28	Health	Anti Drug Campaigns	All Estates in Wayanad, Thrisssur, Idukki, Pathanamthitta, Kollam & Nilgiris District.	320
29	Health	Life style disease/Anti Rabies camp	Mooply and Kundai Estates	210
30	Others	Cricket, Kabadi & Volleyball Tournment	Moongalaar, Wallardie, Pattumalay Estates	325
31	Others	Merit day and Safety day observance	Mooply Estate	185
32	Others	Modular training for employees	Mooply & Kundai Estates	170

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(i) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(Annexure 'H' to Directors' Report)

The ratio of the remuneration (including sitting fees) of the Directors, Mr.Venkitraman Anand, Mr. G. Momen, Mr. P. Rajagopalan, Mr. J.M. Kothary, Mr. Kaushik Roy, Ms. Rusha Mitra, Mr. C Vinayaraghavan ,Mr. Cherian M George and Mr.Rajat Bhargava to the median remuneration of employees of the Company for the financial year 2022 – 23 is 92:1, 0..89:1, 0.74:1, 0.22:1,0.74:1, 1.11:1, 0.96:1, 56:1, 0.59:1 and the percentage increase/ decrease in their remuneration during the said financial year is 36.37%,(20%),0. 00,(80),25%,0.00,30%,13.37%,100%.The increase/decrease in remuneration of the Chief Financial Officer (CFO) and the Company Secretary during the said financial year was 34.59% and 32.20% respectively. During the said financial year, there was an increase of 12% in the median remuneration of employees on the rolls as at 31 March, 2023. There were 7350 permanent employees on the rolls of Company as on 31 March, 2023.

The explanation on the relationship between average increase in remuneration and Company performance- The Company performance has improved on account of higher production and prices of rubber.

Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company -Average increase in remuneration of Key Managerial Personnel was based partly on the results of the Company for the year ended March 31, 2023 and partly on the individual employee's performance.

Market Capitalisation of the Company, No public offer has been made since 1993

Particulars	31.03.2023	31.03.2022
Market Cap (₹ Cr)	198.58	243.89

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.- The average % increase in the salaries of employees on the rolls as on March 31, 2023 (other than managerial personnel) was 6%. The increase in managerial remuneration for the same financial year was also 6%. Increase in average percentage is after considering the Company's performance, individual performance and the industry standards.

The key parameters for any variable component of remuneration availed by the Directors. N.A.

The ratio of the remuneration of the highest paid Director to that of the employees who are not directors but receive in excess of the highest paid Director during the year. NA

Remuneration paid during the year ended March 31, 2023 is as per the Remuneration Policy of the Company.

APPROXIMATE AREA STATEMENT AS AT MARCH 31, 2023

State, Districts & Estate	TEA			RUBBER			Total Planted	Fuel & Other Plantings	Reserve etc.	Total
	Yielding	Non-Yielding	Total	Yielding	Non-Yielding	Total				
	Ha.	Ha.	Ha.	Ha.	Ha.	Ha.	Ha.	Ha.	Ha.	Ha.
Kerala State										
Venture Valley										
Nagamallay				365	212	577	577	178	123	878
Isfield				351	314	665	665	196	188	1049
Venture				277	192	469	469	121	37	627
Rani Valley										
Koney				393	242	635	635	131	297	1063
Kumbazha				621	339	960	960	28	60	1048
Lahai				468	391	859	859	16	137	1012
Mundakayam				422	105	527	527	14	31	572
Mooply Valley										
Mooply				430	114	544	544	43	10	597
Palappilly				454	81	535	535	31	185	751
Kundai				759	262	1021	1021	31	52	1104
Kaliyar				368	162	530	530	31	32	593
Vandiperiyar										
Wallardie	516	0	516				516	162	150	828
Moongalaar	703	26	729				729	205	131	1065
Pattumalay	232	0	232				232	63	5	300
High Range										
Upper Surianalle	654	48	702				702	267	23	992
Lockhart	386	0	386				386	185	74	645
Panniar	301	0	301				301	70	30	401
Wynaad										
Achoor	649	0	649				649	287	2549	3485
Chundale	266	0	266				266	60	556	882
Arrapetta	731	0	731				731	50	687	1468
Sentinel Rock	505	0	505				505	31	979	1515
Touramulla	143	0	143				143	40	110	293
Tamil Nadu										
Nilgiris - Wynaad										
Wentworth	616	0	616				616	276	470	1362
Mayfield	308	0	308				308	88	411	807
	6010	**74**	**6084**	**4908**	**2414**	**7322**	**13406**	**2604**	**7327**	**23337**

Note:-

1. Certain areas of fuel and reserve land remain vested with the State Government as private forest, but the extent which would finally vest has not yet been determined as the litigation involved is not over.
2. Fuel & Other planting include Cardamom, Arecanut, Roads & Buildings etc.

INDEPENDENT AUDITOR'S REPORT

To the Members of Harrisons Malayalam Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Harrisons Malayalam Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

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

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the 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.

Key Audit Matter

4. 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 financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
1. Land Litigations The Plantation Company holds significant land for its operations as disclosed in note 3 to the standalone financial statements. The significant land holdings are inherently prone to litigation risk. As disclosed in note 42(A) of the standalone financial statements, the Company has pending litigations with various courts, involving 13,153.45 hectares of land, which is significant considering the total area of cultivable land. The land litigations involve interpretation of various land laws applicable in the States of Kerala and Tamil Nadu. We focused on this area as the eventual outcome of the litigations is uncertain and the positions taken by the management are based on the application of the material judgement and reliance on legal opinions obtained. Accordingly, unexpected adverse outcomes may significantly impact the operations of the Company and hence it has been considered as a key audit matter.	• **Our audit procedures included, but were not limited to, the following:** • We obtained an understanding of the management process for ascertaining the outcome of the land litigations and process performed by the management for its assessment. • Evaluated and tested controls around management's assessment of the outcome of the land litigations and testing performed. • Obtained an understanding of the nature of litigations pending against the Company and discussed the key developments during the year for key litigations with the management and respective legal counsels handling such cases on behalf of the Company. Tested the independence, objectivity and competence of such management experts involved. • We also monitored and considered the external information sources to confirm our understanding of litigations.

Key audit matter	How our audit addressed the key audit matter
	• On a sample basis, obtained and reviewed the necessary evidence which includes correspondence with the external legal counsels and where necessary, inspected minutes of case proceedings available, to support the decisions and rationale of such litigation selected for testing. • Reviewed each attorney response obtained as above to ensure that the conclusions reached are supported by sufficient legal rationale and adequate information is included for the management to determine the appropriate accounting treatment of such cases in the standalone financial statements. • Evaluated the disclosures made relating to provisions and contingent liabilities for their appropriateness.
2. Valuation of finished goods Refer to note 2 (j) of summary of significant accounting policies and other explanatory information for accounting policy for valuation of inventory and significant accounting judgements, estimates and assumptions related thereto and the note 7 of the standalone financial statements of the Company for the year ended 31 March 2023. As at 31 March 2023, the Company held ₹ 3,779.20 lakhs of inventories. Inventories mainly consists of finished goods, which is valued at lower of cost or net realizable value. The Company values its finished goods inventory of tea and rubber at lower of cost and net realizable value (estimated selling price less estimated cost to sell). Considering that there is always a volatility in the selling price of tea and rubber, which is dependent upon various market conditions, determination of the net realizable value for these commodities involves significant management judgement. Moreover, the selling price fetched by tea produced at different estates are different. Owing to the significance of the carrying value of finished goods inventory, the complexities discussed above and the fact that any changes in the management's judgement or assumptions is likely to have a significant impact on the ascertainment of carrying values of inventories, we have considered this area as a key audit matter.	**Our audit procedures in relation to valuation of inventory included, but were not limited to, the following:** • Obtained an understanding of the management process for valuation of finished goods and ensured that the same is consistently applied. • Tested the design and operating effectiveness of the internal controls relating to the valuation of inventories. • Obtained an understanding on the computation of the net realizable values of the finished goods and tested the reasonableness of the significant judgements applied by the management. • Compared the estate wise actual realization subsequent to reporting date and assessed the reasonableness of the net realizable value that was estimated and considered by the management. • Verified the actual costs incurred to sell after the year end and assessed the reasonableness of the cost to sell that was estimated and considered by the management. • Compared the cost of the finished goods with the estimated net realizable value and checked if the finished goods were recorded at net realizable value where the cost was higher than the net realizable value. • Assessed the appropriateness and adequacy of disclosures related to finished goods inventory in accordance with the applicable accounting standards.

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

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The 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 will 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.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the financial statements, the Board of Directors are 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 intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

9. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

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

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

11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

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

    - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

12. 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.

13. 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.

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

Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

16. 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 I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

17. Further to our comments in Annexure I, as required by section 143(3) of the Act based on our audit, 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 purpose of our audit of the accompanying standalone financial statements;

    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 financial statements dealt with by this report are in agreement with the books of account;

    d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;

    e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act;

    f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2023 and the operating effectiveness of such controls, refer to our separate Report in Annexure II wherein we have expressed an unmodified opinion; and

    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 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

        i. The Company, as detailed in note 33 & 42 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2023.;

        ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023.;

        iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2023.;

        iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 47(c) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the 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 ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

            b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 47(d) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The Company has not declared or paid any dividend during the year ended 31 March 2023.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 1 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Krishnakumar Ananthasivan
Partner
Membership No.: 206229
UDIN: 23206229BGYTQO3698

Place: Kochi
Date: 26 May 2023

Annexure I referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of Harrisons Malayalam Limited on the standalone financial statements for the year ended 31 March 2023

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and right of use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The property, plant and equipment and right of use assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification programme adopted by the Company, is reasonable having regard to the size of the Company and the nature of its assets.

(c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in note 3 to the standalone financial statements are held in the name of the Company, except for the following properties:

<table>
<tr><th>Description of property</th><th>Gross carrying value (₹ in lakhs)</th><th>Held in name of</th><th>Whether promoter, director or their relative or employee</th><th>Period held</th><th>Reason for not being held in name of company</th></tr>
<tr><td>Land and development</td><td>22,906.00</td><td>Malayalam Plantations Limited (11 tea estates in Kerala, 2 tea estates in Tamil Nadu, 8 rubber estates in Kerala and 1 property in Kerala)
Harrisons and Crossfield Limited (3 properties in Kerala)</td><td>No</td><td rowspan="3">Since 1912
(2 properties in Kerala)
Since 1923 (11 tea estates and 8 rubber estates)
Since 1934 (2 tea estates)
Since 1961 (1 property in Kerala)
Since 1968 (1 property in Kerala)</td><td rowspan="3">Refer note (1) below</td></tr>
<tr><td>Building</td><td>1,299.67</td><td>Malayalam Plantations Limited (11 tea estates in Kerala, 2 tea estates in Tamil Nadu and 8 rubber estates in Kerala)
Harrisons and Crossfield Limited (1 property in Kerala)</td><td>No</td></tr>
<tr><td>Bearer plants</td><td>3,298.15</td><td>Malayalam Plantations Limited (11 tea estates in Kerala, 2 tea estates in Tamil Nadu and 8 rubber estates in Kerala)</td><td>No</td></tr>
</table>

For title deeds of immovable properties in the nature of land situated at Coimbatore, Wayanad and Kollam with gross carrying values of ₹ 1,627.99 lakhs, ₹ 3,687.50 lakhs and ₹ 32.79 lakhs respectively, as at 31 March 2023, which have been mortgaged as security for loans or borrowings taken by the Company, confirmations with respect to title of the Company have been directly obtained by us from the respective lenders.

Note 1: Title deeds of the immovable properties set out in the above table are in the name of Malayalam Plantations Limited (MPL)/Harrisons and Crossfield Limited (HCL). The immovable properties of MPL got transferred to and vested in Malayalam Plantations (India) Limited (MPIL) vide a Scheme of Arrangement and Amalgamation in 1978. Further, the immovable properties of HCL got transferred and vested in MPIL vide a Scheme of Arrangement and Amalgamation in 1984. The name of MPIL, Company incorporated in 1978, got changed to Harrisons Malayalam Limited in 1984.

(d) The Company has not revalued its Property, Plant and Equipment including Right of Use assets or intangible assets during the year.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records.

(b) As disclosed in note 15 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of ₹ 5 crore by banks and based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods which were subject to audit/review, except for the following:

Name of the Bank / financial institution	Working capital limit sanctioned	Nature of current Asset offered as security	Quarter Ended	Information Disclosed as per return	Information as per books of accounts	Difference
ICICI Bank IDBI Bank	1,150 2,976	Standing crops	30-Jun-22	4,141.42	156.58	3,984.84
		Finished goods	30-Sep-22	2,215.11	2,341.82	(126.71)
		Standing crops		4,049.62	145.76	3,903.86
		Trade receivables		1,786.83	1,632.54	154.29
		Finished goods	31-Dec-22	3,051.70	3,103.43	(51.73)
		Standing crops		4,140.28	141.05	3,999.23
		Finished goods	31-Mar-23	1,660.60	1,741.88	(81.28)
		Standing crops		3,596.46	81.68	3,514.78
		Stores and spares		2,034.62	1,909.29	125.33
		Trade receivables		1,263.00	1,206.62	56.38

(iii) (a) The Company has provided advances in the nature of loans to Subsidiary during the year as per details given below:

Particulars	Advances in nature of loans (₹ in Lakhs)
Aggregate amount provided/granted during the year: - Subsidiary	1.06
Balance outstanding as at balance sheet date in respect of above cases: - Subsidiary	2.64

(b) The Company has not made any investments, provided any guarantee, given any security or granted any loans during the year. In our opinion, and according to the information and explanations given to us, the terms and conditions of the grant of advances in the nature of loans are, prima facie, not prejudicial to the interest of the Company.

(c) In respect of advances in the nature of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and principal amount along with interest is not due for repayment currently.

(d) There is no overdue amount in respect of loans or advances in the nature of loans granted to such companies, firms, LLPs or other parties.

(e) The Company has not granted any loan or advance in the nature of loan which has fallen due during the year. Further, no fresh loans were granted to any party to settle the overdue loans/advances in nature of loan that existed as at the beginning of the year.

(f) The Company has not granted any loan or advance in the nature of loan, which is repayable on demand or without specifying any terms or period of repayment.

(iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of loans and investments made and guarantees and security provided by it, as applicable. Further, the Company has not entered into any transaction covered under section 185 of the Act.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has specified maintenance of cost records under sub-section (1) of section 148 of the Act in respect of the products of the Company. 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 and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, income-tax, duty of customs, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities, though land tax, plantation tax and provident fund have not generally been regularly deposited with the appropriate authorities and there have been significant delays in a large number of cases. Undisputed amounts payables in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Statement of arrears of statutory dues outstanding for more than six months:

Name of the statute	Nature of the dues	Amount (₹)	Period to which the amount relates	Due Date	Date of Payment	Remarks, if any
The Kerala Land Tax Act, 1961	Land tax	503.40	FY 2007-08 to FY 2022-23	Various dates	NA	NA
The Kerala Plantations (Additional Tax) Act, 1960	Plantation tax	259.46	FY 2011-12 to FY 2017-18	Various dates	NA	NA
Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident fund	129.58	FY 2020-21 to FY2022-23	Various dates	NA	NA

(b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (₹)	Period to which the amount relates	Forum where dispute is pending
The Income Tax Act, 1961	Fringe benefit tax and interest thereon	76.31	Year 2006 to 2008	Income tax appellate tribunal
The Income Tax Act, 1961	Income tax and interest thereon	3854.49	Year 2003 to 2022	Assessing officer, Commissioner of Income tax (appeals), Income tax appellate tribunal, High Court of Kerala and Supreme Court
Kerala Agricultural Income Tax Act, 1950/1991	Tax on agricultural income	595.17	Year 1980 to 1999	Assessing officer, deputy commissioner (appeals)
Kerala Agricultural Income Tax Act, 1950/1991	Tax on agricultural income	6.03	Year 1995 to 1996	Inspecting assistant commissioner, department of commercial taxes
Tamil Nadu Agricultural Income Tax Act, 1955	Tax on agricultural income	2.48	Year 1988 to 2000	Assessing officer
Kerala Value Added Tax Act, 2003	KVAT & CST with interest	2,976	Year 2011 to 2017	Assessing officer/assistant commissioner (assessment), VAT special circle (produce) and High Court of Kerala

(viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

(ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us including confirmations received from banks/financial institutions and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.

(f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiary.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company has been noticed or reported during the period covered by our audit.

(b According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as per the provisions of section 138 of the Act which is commensurate with the size and nature of its business.

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a),(b) and (c) of the Order are not applicable to the Company.

(d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) has 7 CICs as part of the Group.

(xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, sanctioned and unutilized credit facilities from bankers, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management 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) According to the information and explanations given to us, the Company has met the criteria as specified under sub-section (1) of section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, however, in the absence of average net profits in the immediately three preceding years, there is no requirement for the Company to spend any amount under sub-section (5) of section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Krishnakumar Ananthasivan
Partner
Membership No.: 206229
UDIN: 23206229BGYTQO3698

Place: Kochi
Date: 26 May 2023

Annexure II to the Independent Auditor's Report of even date to the members of Harrisons Malayalam Limited on the standalone financial statements for the year ended 31 March 2023

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of Harrisons Malayalam Limited ('the Company') as at and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to 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 issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the 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.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') 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 financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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.

5. 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 with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to 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 controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

   (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to 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 issued by the Institute of Chartered Accountants of India.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Krishnakumar Ananthasivan
Partner
Membership No.: 206229
UDIN: 23206229BGYTQO3698

Place: Kochi
Date: 26 May 2023

Balance Sheet as at 31 March 2023

(All amounts in ₹ lakhs, unless otherwise stated)

	Note	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3	**29,014.13**	28552.82
Capital work-in-progress	3	**5,766.54**	3570.78
Intangible assets	3	**78.54**	6.96
Financial assets			
- Investments	4	**1.01**	1.01
- Other financial assets	5	**759.66**	183.44
Other non-current assets	6	**431.39**	382.06
		36,051.27	32,697.07
Current assets			
Inventories	7	**3,779.20**	3491.63
Financial assets			
- Investments	4	**0.50**	0.50
- Trade receivables	8	**1,135.24**	1351.86
- Cash and cash equivalents	9	**68.78**	260.36
- Bank balances other than cash and cash equivalents	10	**135.80**	129.95
- Other financial assets	11	**222.31**	813.28
Other current assets	12	**3,014.60**	3,107.05
		8,356.43	9,154.63
Assets classified as held for sale	13	**119.00**	119.00
Total assets		**44,526.70**	41,970.70
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14(a)	**1,845.43**	1,845.43
Other equity	14(b)	**13,774.35**	11,955.11
Total equity		**15,619.78**	13,800.54
Non-current liabilities			
Financial liabilities			
- Borrowings	15	**4,670.14**	4,569.71
- Lease liabilities	16	**295.15**	294.62
Provisions	17	**5,066.67**	4,485.93
		10,031.96	9,350.26
Current liabilities			
Financial liabilities			
- Borrowings	15	**4,545.47**	4,012.22
- Lease liabilities	16	**37.29**	36.56
- Trade payables			
(i) Total outstanding dues of Micro enterprises and Small Enterprises	18	**418.38**	496.40
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	18	**4,173.69**	4,649.83
- Other financial liabilities	19	**3,864.08**	3,414.11
Other current liabilities	20	**2,485.26**	1,867.65
Provisions	17	**2,236.41**	3,105.47
Current tax liabilities (net)	21	**142.38**	265.66
		17,902.96	17,847.90
Liabilities directly associated with assets classified as held for sale	22	**972.00**	972.00
Total liabilities		**28,906.92**	28,170.16
Total equity and liabilities		**44,526.70**	41,970.70

See accompanying notes forming part of these standalone financial statements.

This is the Standalone Balance Sheet referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Krishnakumar Ananthasivan
Partner
Membership No.: 206229

Kochi
26 May 2023

For and on behalf of the Board of Directors of Harrisons Malayalam Limited

Venkitraman Anand
Whole Time Director
DIN: 07446834

Cherian M George
Whole Time Director
DIN: 07916123

Ravi A.
Chief Financial Officer

Binu Thomas
Company Secretary
M No.11208

Statement of Profit and Loss for the year ended 31 March 2023

(All amounts in ₹ lakhs, unless otherwise stated)

	Note	**Year ended March 31, 2023**	Year ended March 31, 2022
Income			
Revenue from operations	23	**48,676.59**	47,152.58
Other income	24	**711.51**	712.59
Total income		**49,388.10**	47,865.17
Expenses			
Cost of materials consumed	25	**10,864.30**	11,743.68
Purchases of stock-in-trade	26	**3,447.42**	3,866.17
Changes in inventories of finished goods	27	**(122.44)**	326.79
Employee benefits expense	28	**17,796.89**	16,567.89
Finance costs	29	**1,223.34**	1,118.01
Depreciation and amortisation expense	30	**436.09**	422.70
Other expenses	31	**13,964.75**	11,524.71
Total expenses		**47,610.35**	45,569.95
Profit before exceptional items and tax		**1,777.75**	2,295.22
Exceptional items		-	-
Profit before tax		**1,777.75**	2,295.22
Income tax expense	37	-	-
Profit for the year		**1,777.75**	2,295.22
Other comprehensive loss			
Items that will not be reclassified to profit and loss			
a) Re-measurement losses in defined benefit plans		**41.49**	(10.43)
Other comprehensive income / (loss) , net of tax		**41.49**	(10.43)
Total comprehensive income for the year		**1,819.24**	2,284.79
Earnings per equity share			
Basic (in ₹)	34	**9.63**	12.44
Diluted (in ₹)	34	**9.63**	12.44

See accompanying notes forming part of these standalone financial statements.

This is the Standalone Statement of Profit and Loss referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Krishnakumar Ananthasivan
Partner
Membership No.: 206229

Kochi
26 May 2023

For and on behalf of the Board of Directors of Harrisons Malayalam Limited

Venkitraman Anand
Whole Time Director
DIN: 07446834

Cherian M George
Whole Time Director
DIN: 07916123

Ravi A.
Chief Financial Officer

Binu Thomas
Company Secretary
M No.11208

Statement of Cash Flows for the year ended 31 March 2023

(All amounts in ₹ lakhs, unless otherwise stated)

	Year ended March 31, 2023	Year ended March 31, 2022
A. Cash flow from operating activities		
Profit for the year before exceptional item and tax	**1,777.75**	2,295.22
Adjustments for:		
Depreciation and amortisation expense	**436.09**	422.70
Interest income on bank deposits and other deposits	**(10.43)**	(11.26)
Cultivation rent	**(444.48)**	(223.55)
Finance costs	**1,223.34**	1,118.01
Provision for doubtful debts/advances	**71.38**	11.44
Provision for diminution in the value of investment	**-**	15.00
Profit on sale of property, plant and equipment	**(29.79)**	(262.52)
Operating profit before working capital changes	**3,023.86**	**3,365.04**
Adjustments for working capital changes:		
Increase in inventories	**(287.57)**	(3.61)
Decrease in trade receivables	**145.24**	237.32
Decrease in other financial assets and other current and non current assets	**89.23**	168.25
Increase in trade payables, other current liabilities and provisions	**278.75**	102.90
Cash generated from operating activities	**3,249.51**	3,869.90
Direct taxes paid, net	**(123.28)**	(115.55)
Net cash generated from operating activities	**3,126.23**	**3,754.35**
B. Cash flow from investing activities		
Purchase of property, plant, equipment including capital work in progress including intangible assets	**(1,399.49)**	(472.91)
Replanting expenses	**(1,388.56)**	(1,228.59)
Proceeds from disposal of property, plant and equipment	**40.61**	278.76
Interest received	**10.43**	11.26
Investment in shares	**-**	(0.50)
Net cash used in investing activities	**(2,737.01)**	(1,411.98)
C. Cash flow from financing activities		
Proceeds from long-term borrowings	**2,086.85**	1,675.50
Repayment of long-term borrowings	**(1,380.33)**	(1,829.58)
Proceeds from / (Repayment of) working capital loans, net	**427.16**	(260.11)
Proceeds from other short-term borrowings	**550.00**	450.00
Repayment of other short-term borrowings	**(1,050.00)**	(1,050.00)
Interest paid	**(1,136.88)**	(1,093.59)
Other borrowing costs paid	**(37.74)**	(31.74)
Transfer of unpaid dividend to Investor Education Protection Fund	**-**	(6.02)
Net cash used in financing activities	**(540.94)**	**(2,145.54)**
D. Net change in cash and cash equivalents	**(151.72)**	196.83
E. Cash and cash equivalents at the beginning of the year	**260.36**	63.53
F. Cash and cash equivalents at the end of the year	**108.64**	260.36
Cash and cash equivalents include		
Cash on hand	**8.14**	9.77
Balances with banks		
- in current accounts	**60.64**	250.59
Cash and cash equivalents as per Note 9	**68.78**	260.36

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities

Particulars	As at 01 April 2022	Cash flows	Non cash changes	As at 31 March 2023
Non-current borrowings (including current maturities)	5,935.60	706.52	-	6,642.12
Current borrowings	2,646.33	(72.84)	-	2,573.49

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities

Particulars	As at 01 April 2021	Cash flows	Non cash changes	As at 31 March 2022
Non-current borrowings (including current maturities)	6,089.68	(154.08)	-	5,935.60
Current borrowings	3,506.44	(860.11)	-	2,646.33

The above cash flow statement has been prepared under the indirect method as set out in Ind AS 7 “Statement of Cash Flows”.

See accompanying notes forming part of these standalone financial statements.

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

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm’s Registration No.: 001076N/N500013

Krishnakumar Ananthasivan
Partner
Membership No.: 206229

Kochi
26 May 2023

For and on behalf of the Board of Directors of Harrisons Malayalam Limited

Venkitraman Anand
Whole Time Director
DIN: 07446834

Cherian M George
Whole Time Director
DIN: 07916123

Ravi A.
Chief Financial Officer

Binu Thomas
Company Secretary
M No.11208

Statement of Changes in Equity for the year ended 31 March 2023

(All amounts in ₹ lakhs, unless otherwise stated)

A. Equity share capital

Equity shares of ₹ 10 each, fully paid-up	Equity shares	
	Number (in lakhs)	**Amount**
As at 1 April 2021	184.55	1,845.43
Changes in equity share capital during the year	-	-
As at 31 March 2022	184.55	1,845.43
Changes in equity share capital during the year	-	-
As at 31 March 2023	**184.55**	**1,845.43**

Reconciliation for instruments entirely equity in nature

Equity share capital	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
31 March 2022	1,845.43	-	1,845.43	-	1,845.43
31 March 2023	1,845.43	-	1,845.43	-	1,845.43

B. Other equity

Particulars	Reserves and surplus					Total
	General reserve	Securities premium	Reserve arising from amalgamation	Housing subsidy reserve	Retained earnings	
Balance as at 01 April 2021	**1,687.82**	**5,002.91**	**291.33**	**5.26**	**2,683.00**	**9,670.32**
Profit for the year	-	-	-	-	2,295.22	2,295.22
Re-measurement loss in defined benefit plans, net of tax	-	-	-	-	(10.43)	(10.43)
Balance as at 31 March 2022	**1,687.82**	**5,002.91**	**291.33**	**5.26**	**4,967.79**	**11,955.11**
Profit for the year	-	-	-	-	1,777.75	1,777.75
Re-measurement loss in defined benefit plans, net of tax	-	-	-	-	41.49	41.49
Balance as at 31 March 2023	**1,687.82**	**5,002.91**	**291.33**	**5.26**	**6,787.03**	**13,774.35**

See accompanying notes forming part of these standalone financial statements.

This is the Standalone Statement of Changes in Equity referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Krishnakumar Ananthasivan
Partner
Membership No.: 206229

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Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023

(All amounts in ₹ lakhs, unless otherwise stated)

1. Background

Harrisons Malayalam Limited ("the Company") is a Public Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. It's shares are listed in two recognised stock exchanges in India (NSE and BSE). The registered office of the Company is located at 24/1624, Bristow Road, Willingdon Island, Cochin. The Company is principally engaged in plantations having tea and rubber estates in Kerala and Tamil Nadu.

2. Summary of significant accounting policies

a) Basis of preparation and presentation of Standalone financial statements

i) Statement of compliance with Indian Accounting Standards (Ind AS)

The standalone financial statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and as amended. The aforesaid standalone financial statements have been approved by the Board of Directors in the meeting held on 26 May 2023.

ii) Basis of accounting and measurement

The Company has prepared these financial statements which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss, the Statements of Cash Flows and the Statement of Changes in Equity for the year ended 31 March 2023, and accounting policies and other explanatory information (together hereinafter referred to as "standalone financial statements").

The standalone financial statements have been prepared using the significant accounting policies and measurement bases summarized below. These accounting policies have been used throughout all periods presented in these financial statements except for the changes below.

The standalone financial statements have been prepared on an accrual basis and in accordance with the historical cost convention, unless otherwise stated. All amounts included in the standalone financial statements are reported in Indian Rupees (₹) lakhs and have been rounded off to nearest decimal of ₹ lakhs.

b) Use of estimates

The preparation of the standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The Company bases its estimates and assumptions on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Significant management judgements

The following are significant management judgements in applying the accounting policies of the Company that have the most significant effect on the amounts recognised in the standalone financial statements or that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Classification of leases

The Company enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at the end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialised nature of the leased asset.

Recoverability of advances / receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

Useful lives of depreciable / amortisable assets

Management reviews its estimate of the useful lives of depreciable / amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain items of property, plant and equipment.

Contingent liability

Management reviews its estimate of the financial impact of the contingent liability at each reporting date, based on the demands received from various Departmental authorities.

Litigations

Management reviews its estimate of the impact of the litigations liability at each reporting date, based on the land matters pending with various Courts.

Defined benefit obligation (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Valuation of Agricultural Produce

Produce growing on Bearer plants are Biological Assets and are 'fair valued' based on biological transformations. As at the Balance Sheet date, the Management has determined that it can reliably measure the biological transformations of its growing produce and such growing produce and agricultural produce have been measured at 'fair values' based on the Management's estimates of expected produce. 'Fair values' have been assessed at market prices at the reporting date and adjusted for estimates of costs to be incurred from the reporting date until harvest. Considering the susceptibility of the estimates to variations, these estimates and assumptions are reviewed at every reporting date until harvest and revisions to the 'fair values' carried out on a cumulative basis. Such variations are considered as change in estimates and are presented as part of Changes in inventories of Finished Goods.

c) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;

- Held primarily for the purpose of trading;

- Expected to be realized within twelve months after the reporting period, or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;

- It is held primarily for the purpose of trading;

- It is due to be settled within twelve months after the reporting period, or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has evaluated and considered its operating cycle as 12 months.

d) Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by management.

Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Cost includes inward freight, non refundable duties/ taxes and expenses incidental to acquisition/installation.

Expenses relating to new planting and further expenditure incurred at the replanted fields are capitalised.
Property, plant and equipment [other than freehold land and lease hold land (perpetual lease)] are depreciated under the written down value method [other than bearer plants (rubber trees and tea bushes) which are depreciated using straight line method] over the estimated useful lives of the assets, which are different from the lives prescribed under Schedule II to the Companies Act, 2013. The useful lives have been arrived at based on technical assessment of the management.

Freehold land and leasehold land (perpetual lease) are not depreciated.

Useful life adopted by the Company for various class of assets is as follows:

Asset category	Useful lives (in years)
Factory buildings	30
Non factory buildings	60
Plant and machinery (including agricultural assets)	3/ 20
Furniture and fittings	6
Water supply	20/ 30/ 60
Vehicles	10
Bearer plants - Rubber trees	28
Bearer plants - Tea bushes	80

Depreciation methods, useful lives and residual values are reviewed periodically and updated as required, including at each financial year end.

e) Bearer Plants

All the expenses incurred on replanting of rubber and new plantings in tea have been identified and capitalized.

f) Intangible assets

Computer software is capitalised in the period in which the software is implemented for use, where it is expected to provide future enduring economic benefits; such capitalisation costs include license fees and cost of implementation/ system integration services.

Computer software capitalised are amortised on a straight line basis over a period of five years from the date of capitalisation.

g) Impairment of property, plant and equipment and intangible assets

The carrying amounts of property, plant and equipment are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of property, plant and equipment exceeds the recoverable amount (i.e. higher of net selling price and value in use). In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amounts of the assets over their remaining useful lives.

h) Assets held for sale

Items of property, plant and equipment that have been retired from active use and are held for disposal are stated at the lower of their net carrying amount and net realisable value and are shown separately in the standalone financial statements under the head 'Assets classified as held for sale'. Any write-down in this regard is recognised immediately in the Statement of Profit and Loss.

i) Revenue recognition

Revenue from contracts with customers is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

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

Revenue from sale of goods

Revenue from sale of tea at auction is recognized on receipt of the sale note from the brokers. Revenue from sale of tea other than at auction and sale of rubber is recognized on transfer of significant risks and rewards of ownership in goods in accordance with the terms of sale.

Revenue from contract with customers

The Company recognizes the amount as revenue from contracts with customers, which is received for the transfer of promised goods to customers in exchange for those goods. The relevant point in time or period of time is the transfer of control of the goods. Revenue is reduced for customer returns, taxes on sales, estimated rebates and other similar allowances. The transaction price is determined and allocated to the performance obligations according to the requirements of Ind AS 115. Performance obligations are deemed to have been met when the control of goods is transferred to the customer.

The Company has entered into a barter arrangement with vendors wherein the vendors are allowed to cultivate pineapple in few rubber estates with a condition that these vendors to bear the cost of replanting of rubber plants in these estates, in lieu of cultivation rent otherwise payable by vendors to the company. The transaction price in the above arrangement has been accounted at fair value as per Ind AS 115 Revenue from contracts with customers.

Interest income

Interest income is reported on an accrual basis using the effective interest method and is included under the head "Other income" in the Statement of Profit and Loss.

Export Incentive

Income from Export incentives are recognised when right to receive credit as per the terms of the scheme is established and when there is certainty of realisation.

j) Inventories

Valuation of inventory of finished products of tea and rubber have been done as per Ind AS 2 'Inventories'. Inventories are stated at lower of cost and net realizable value. Cost is determined on weighted average basis and includes expenditure incurred in the normal course of business in bringing inventories to its location and condition, labour and overhead, where applicable. Inventories are written down for obsolete/slow moving/non moving items wherever necessary.

Ind AS 41 'Agriculture' deals with the recognition and valuation of agricultural produce viz. standing crop of tea and rubber as biological assets. The Company has valued its standing crops for tea and rubber at the reporting date at their fair value less cost to sell at the point of harvest.The fair valuation so arrived at becomes the cost of Inventory under Ind AS-2.

k) Employee benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with Ind AS 19, Employee Benefits.

Defined contribution plan

(i) Provident fund

This is a defined contribution plan where contributions are remitted to provident fund authorities in accordance with the relevant statute and charged to the Statement of Profit and Loss in the period in which the related employee services are rendered. The Company has no further obligations for future provident fund benefits in respect of these employees other than its monthly contributions.

(ii) Superannuation

This is a defined contribution plan. The Company contributes as per the scheme to superannuation fund administered by Life Insurance Corporation of India (LIC). The Company has no further obligations for future superannuation benefits other than its annual contributions and recognises such contributions as expense in the period in which the related employee services are rendered.

Defined benefit plan

(i) Gratuity

This is a defined benefit plan. Provision is based on year-end actuarial valuation using projected unit credit method. Actuarial gains / losses are recognised immediately in the Statement of Profit and Loss as income or expense.

(ii) Compensated absences

This is a defined benefit plan. Provision is based on year-end actuarial valuation using projected unit credit method. Actuarial gains/ losses are recognised immediately in the Statement of Profit and Loss as income or expense.

The present value of the defined benefit obligation denominated in ₹ is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

Service cost on the Company's defined benefit plan is included in employee benefits expense. Employee contributions, all of which are independent of the number of years of service, are treated as a reduction of service cost.

Gains and losses through re-measurements of the defined benefit plans are recognised in other comprehensive income, which are not reclassified to profit or loss in a subsequent period. Further, as required under Ind AS compliant Schedule III, the Company transfers those amounts recognised in other comprehensive income to retained earnings in the statement of changes in equity and balance sheet.

Short-term employee benefits

Short-term employee benefits comprise of employee costs such as salaries, bonus etc. is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

l) Foreign currency transactions

Functional and presentation currency

The functional currency of the Company is the Indian Rupee. These standalone financial statements are presented in Indian Rupees (₹).

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in Statement of Profit or Loss.

m) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

n) Investments in subsidiaries

The Company's investment in equity instruments in subsidiaries are accounted for at cost. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to the Statement of Profit and Loss.

o) Government grants/ Subsidy

Revenue subsidy receivable from Tea Board towards manufacture of orthodox tea is accrued on production of orthodox tea. Revenue subsidy receivable from Tea Board towards replanting activities undertaken is accounted on sanction of such subsidy by the Tea Board. Capital subsidy from Tea Board and Rubber Board is adjusted against the cost of specific depreciable assets on receipt of such subsidy.

p) Income taxes

Income tax expense comprises current and deferred income tax. Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to setoff the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

q) Provisions and contingencies

Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation or it cannot be measured with sufficient reliability. The Company does not recognise a contingent liability but discloses its existence in the standalone financial statements.

r) Financial instruments

Financial assets

Initial recognition and measurement

Financial assets (other than trade receivables) are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through statement of profit and loss which are measured initially at fair value. Subsequent measurement of financial assets is described below. Trade receivables are recognised at their transaction price as the same do not contain significant financing component.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified and measured based on the entity's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset at:

a. Amortised cost

b. Fair value through other comprehensive income (FVTOCI) or

c. Fair value through profit or loss (FVTPL)"

All financial assets are reviewed for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described below.

(i) Financial asset at amortised cost

Includes assets that are held within a business model where the objective is to hold the financial assets to collect contractual cash flows and the contractual terms gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

These assets are measured subsequently at amortised cost using the effective interest method. The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Company shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

(ii) Financial assets at fair falue through other comprehensive income (FVTOCI)

Includes assets that are held within a business model where the objective is both collecting contractual cash flows and selling financial assets along with the contractual terms giving rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, the Company, based on its assessment, makes an irrevocable election to present in other comprehensive income the changes in the fair value of an investment in an equity instrument that is not held for trading. These elections are made on an instrument-by instrument (i.e.., share-by-share) basis. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, impairment gains or losses and foreign exchange gains and losses, are recognised in other comprehensive income. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. The dividends from such instruments are recognised in statement of profit and loss.

The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Company shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognised in other comprehensive income and shall not reduce the carrying amount of the financial asset in the balance sheet.

(iii) Financial assets at fair falue through profit or loss (FVTPL)

Financial assets at FVTPL include financial assets that are designated at FVTPL upon initial recognition and financial assets that are not measured at amortised cost or at fair value through other comprehensive income. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply. Assets in this category are measured at fair value with gains or losses recognised in statement of profit and loss. The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Company shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognised in the statement of profit and loss.

De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's standalone balance sheet) when:

a. The rights to receive cash flows from the asset have expired, or

b. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (i) the Company has transferred substantially all the risks and rewards of the asset, or (ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset."

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 Financial Instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.This category generally applies to borrowings.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

s) Impairment of financial assets

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

The Company tracks credit risk and changes thereon for each customer. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity uses the remaining contractual term of the financial instrument.

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Company uses default rate for credit risk to determine impairment loss allowance on portfolio of its trade receivables.

Trade receivables

The Company applies approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of receivables.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided."

t) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or

- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

u) Segment reporting

The Company is engaged in plantations having tea and rubber estates. The business segments identified for segment reporting are Tea, Rubber and Others as the Chief Operating Decision Maker (CODM), reviews business performance at these levels.The Company has considered business segments as the primary segment. The business segments are tea, rubber and others which have been identified taking into account the organisational structure as well as the differing risks and returns of these segments.

v) Earnings/ (loss) per share (EPS)

Basic EPS are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company (after adjusting for interest on the convertible preference shares, if any) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

w) Leases

Effective from 1st April 2019, the Company adopted Ind AS 116 – Leases and applied the standard to all lease contracts existing as on 1st April 2019 using the modified retrospective method on the date of initial application i.e. 1st April 2019.

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

i. As a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. Subsequently, the lease liability is measured at amortised cost using the effective interest method.

It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for short term leases of real estate properties that have a lease term of 12 months. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Operating Lease

In the comparative period, leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

ii. As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

x) Cash and cash equivalents

Cash and cash equivalent in the statement of financial position comprises of cash at banks and on hand, demand deposits, short-term deposits with an original maturity of three months or less and highly liquid investments that are readily convertible into known amounts of cash, which are subject to an insignificant risk of changes in value.

y) Recent accounting pronouncements

Standards issued but not effective on Balance Sheet date:

The Ministry of Corporate Affairs has vide notification dated 31 March 2023 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 which amends certain accounting standards, and are effective 1 April 2023. These amendments are not expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

a). Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

b). Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company does not expect this amendment to have any significant impact in its financial statements.

c). Ind AS 8 Accounting policies, Changes in Acconting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements

(All amounts in ₹ lakhs, unless otherwise stated)

3 Property, plant and equipment, intangible assets and capital work-in-progress

Particulars	Property, plant and equipment									Intangible assets	Capital work-in-progress (Note 4 below)
	Land and Development - Freehold and leasehold (Note 1 below)	Bearer plants	Buildings	Plant and machinery	Furniture and fittings	Water supply	Vehicles	Right of use assets Leasehold land	Total	Computer software	
Gross carrying amount											
Balance as at 1 April 2021	22,921.48	3,574.60	1,371.45	1,785.55	57.58	212.49	147.66	320.70	30,391.51	63.75	2,177.19
Additions	-	-	-	7.51	4.33	-	-	-	11.84	-	1,918.65
Transfer on capitalisation	-	67.78	182.63	244.40	4.99	5.16	20.10	-	525.06	-	(525.06)
Disposals	(2.24)	-	(2.88)	(21.93)	(2.28)	(2.17)	(1.27)	-	(32.77)	-	-
Balance as at 31 March 2022	**22,919.24**	**3,642.38**	**1,551.20**	**2,015.53**	**64.62**	**215.48**	**166.49**	**320.70**	**30,895.64**	**63.75**	**3,570.78**
Additions	-	-	-	8.62	11.32	0.31	43.94	-	64.19	37.50	3,084.03
Transfer on capitalisation	-	168.57	131.00	338.99	40.43	64.76	96.32	-	840.07	45.50	(885.58)
Disposals	-	-	(18.47)	(8.72)	(2.65)	(0.20)	(0.09)	-	(30.13)	-	(2.69)
Balance as at 31 March 2023	**22,919.24**	**3,810.95**	**1,663.73**	**2,354.42**	**113.72**	**280.35**	**306.66**	**320.70**	**31,769.77**	**146.75**	**5,766.54**
Accumulated depreciation/amortisation											
Balance as at 01 April 2021	-	270.28	380.40	1,073.05	30.32	80.22	82.52	22.23	1,939.02	54.47	-
Depreciation/amortisation charge during the year	-	85.61	74.71	213.02	7.22	14.07	14.74	11.01	420.38	2.32	-
Reversal on disposal of assets	-	-	(0.73)	(12.79)	(1.68)	(0.38)	(1.00)	-	(16.58)	-	-
Balance as at 31 March 2022	**-**	**355.89**	**454.38**	**1,273.28**	**35.86**	**93.91**	**96.26**	**33.24**	**2,342.82**	**56.79**	**-**
Depreciation/amortisation charge during the year	-	86.89	76.85	200.81	9.93	15.20	23.98	11.01	424.67	11.42	-
Reversal on disposal of assets	-		(3.98)	(5.87)	(1.90)	(0.09)	(0.01)	-	(11.85)	-	-
Balance as at 31 March 2023	**-**	**442.78**	**527.25**	**1,468.22**	**43.89**	**109.02**	**120.23**	**44.25**	**2,755.64**	**68.21**	**-**
Net carrying amount											
Balance as at 31 March 2022	**22,919.24**	**3,286.49**	**1,096.82**	**742.25**	**28.76**	**121.57**	**70.23**	**287.46**	**28,552.82**	**6.96**	**3,570.78**
Balance as at 31 March 2023	**22,919.24**	**3,368.17**	**1,136.48**	**886.20**	**69.83**	**171.33**	**186.43**	**276.45**	**29,014.13**	**78.54**	**5,766.54**

Notes

1 Land and development includes certain leasehold lands the value of which is not separately ascertainable. Refer note 43.

2 The title deeds of all the immovable properties held by the Company disclosed in the financial statements are held in the name of the Company, except the following

Title deeds of Immovable Properties not held in name of the Company

Description of property	Gross carrying value (₹ In lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period Held	Reason for not being held in the name of the company
Land and development	22,906.00	Malayalam Plantations Limited (11 tea estates in Kerala, 2 tea estates in Tamil Nadu, 8 rubber estates in Kerala and 1 property in Kerala) Harrisons and Crossfield Limited (3 properties in Kerala)	No	Since 1912 (2 properties in Kerala) Since 1923 (11 tea estates and 8 rubber estates) Since 1934 (2 tea estates) Since 1961 (1 property in Kerala) Since 1968 (1 property in Kerala)	Refer note (a) below

Description of property	Gross carrying value (₹ In lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period Held	Reason for not being held in the name of the company
Buildings	1,299.67	"Malayalam Plantations Limited (11 tea estates in Kerala, 2 tea estates in Tamil Nadu and 8 rubber estates in Kerala) Harrisons and Crossfield Limited (1 property in Kerala)"	No		
Bearer plants	3,298.15	Malayalam Plantations Limited (11 tea estates in Kerala, 2 tea estates in Tamil Nadu and 8 rubber estates in Kerala)	No		

(a) Title deeds of the immovable properties set out in the above table are in the name of Malayalam Plantations Limited (MPL) / Harrisons and Crossfield Limited (HCL). The immovable properties of MPL got transferred to and vested in Malayalam Plantations (India) Limited (MPIL) vide a Scheme of Arrangement and Amalgamation in 1978. Further, the immovable properties of HCL got transferred and vested in MPIL vide a Scheme of Arrangement and Amalgamation in 1984. The name of MPIL, Company incorporated in 1978, got changed to Harrisons Malayalam Limited in 1984.

3 **Property, plant and equipment pledged as security**

Details of properties pledged are as per note 38.

4 **Capital work in progress (CWIP)**

Capital work in progress mainly represents the immature bearer plants awaiting capitalisation.The capitalised portion of the same is disclosed seperately in the above table.

5 **CWIP Ageing schedule as at 31 March 2023**

CWIP	Amount in CWIP for a period of				TOTAL
	< 1 year	1-2 years	2-3 years	> 3 years	
Projects in progress (including bearer plants)	2,500.24	1,463.92	1,078.62	723.75	**5,766.54**
Total	**2,500.24**	**1,463.92**	**1,078.62**	**723.75**	**5,766.54**

CWIP Ageing schedule as at 31 March 2022

CWIP	Amount in CWIP for a period of				TOTAL
	< 1 year	1-2 years	2-3 years	> 3 years	
Projects in progress (including bearer plants)	1,564.62	1,074.14	691.73	240.29	**3,570.78**
Total	**1,564.62**	**1,074.14**	**691.73**	**240.29**	**3,570.78**

There are no Capital Work in Progress which are overdue or has exceeded the costs compared to its original plan.

6 **Capitalised borrowing cost**

There is no borrowing costs capitalised during the year ended 31 March 2023 (31 March 2022: Nil).

7 **Capital commitments**

Refer note 33(b)

8 **Property, plant and equipment have not been revalued during the year.**

	As at 31 March 2023	As at 31 March 2022
4 Investments		
Non-current		
Investment in Government Securities		
Unquoted (at cost)		
National Savings Certificate	0.01	0.01
Treasury Savings Account	1.00	1.00
	1.01	1.01
Current		
Investment in equity instruments (fully paid-up)		
Unquoted (at cost)		
Subsidiary		
Malayalam Plantations Limited (50,000 equity shares of ₹ 1 each)	0.50	0.50
	0.50	**0.50**

	As at 31 March 2023	As at 31 March 2022
(a) Aggregate amount of quoted investments and market value therof	-	-
(b) Aggregate amount of unquoted investments	0.50	0.50
(c) Aggregare amount of impairment in value of investments	-	-

i) During the current year, the names of Enchanting Plantations Limited and Harmony Plantations Limited, wholly owned subsidiaries of the Company have been struck off from the Register of Companies under section 248 of the Companies Act 2013. The investment amounts were written off in the previous year.

		As at 31 March 2023	As at 31 March 2022
5	**Other financial assets (Non Current)**		
	Subsidy receivable	757.93	181.71
	Bank deposit on lien	1.73	1.73
		759.66	183.44
6	**Other non-current assets**		
	(Unsecured, considered good)		
	Capital advances	67.74	10.77
	Electricity and other deposits	363.65	371.29
		431.39	382.06
7	**Inventories**		
	Finished goods*	1,823.55	1,701.11
	Stores and spares **	1,909.30	1,752.26
	Nurseries	46.35	38.26
	Raw materials (Latex)	-	-
		3,779.20	3,491.63

* Including standing crops

** Stores and spares includes packing materials of ₹ 705.43 (31 March 2022: ₹ 713.09).

Method of valuation of inventory- Refer note 2 (j)

		As at 31 March 2023	As at 31 March 2022
8	**Trade receivables**		
	Unsecured		
	Considered good*	1,206.62	1,351.86
	Considered doubtful	557.39	557.39
	Less: Allowance for Expected credit loss	(628.77)	(557.39)
		1,135.24	1,351.86

*The balance includes amount due from private companies with common directorship amounting to ₹ 25.69 (31 March 2022: ₹ 18).

Trade Receivables ageing schedule as at 31 March 2023

Particulars	Outstanding for following periods from the date of transaction					TOTAL
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	968.62	47.86	82.12	20.83	87.19	**1,206.62**
(ii) Undisputed trade receivables credit impaired	-	-	-	0.22	557.17	**557.39**
Less: Loss allowance	2.31	9.57	12.21	12.63	592.05	**628.77**
Total trade receivable						**1,135.24**

Trade Receivables ageing schedule as at 31 March 2022

Particulars	Outstanding for following periods from the date of transaction					TOTAL
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	1,157.38	69.77	-	-	124.71	**1,351.86**
(ii) Undisputed trade receivables credit impaired	-	-	0.22	11.22	545.95	**557.39**
Less: Loss allowance	-	-	-	-	-	**557.39**
Total trade receivable						**1,351.86**

There are no dues which are under dispute.

		As at 31 March 2023	As at 31 March 2022
9	**Cash and cash equivalents**		
	Balance with banks		
	- In Current accounts	60.64	250.59
	Cash on hand	8.14	9.77
		68.78	260.36
10	**Bank balances other than cash and cash equivalents**		
	Deposits with maturity more than 3 months but less than 12 months*	135.80	129.95
		135.80	129.95

* Balance with banks in deposit accounts include deposits held as security against Letter of Credits/ Guarantee with a maturity of less than twelve months.

11	**Other financial assets (Current)**		
	(Unsecured, considered good)		
	Advances to employees	114.97	126.01
	Claims recoverable	5.67	5.59
	Subsidy receivable	-	576.21
	Unbilled revenue	28.47	28.47
	Export entitlement	73.20	77.00
		222.31	813.28
	(Unsecured, considered doubtful)		
	Export entitlement	13.54	13.54
	Less: provision for doubtful advances	(13.54)	(13.54)
		-	-
		222.31	813.28

12	**Other current assets**		
	(Unsecured, considered good)		
	Advance to suppliers	426.19	462.57
	Balances with government authorities	2,145.93	2,248.30
	Advance to related parties (Refer note 36(c))	2.64	1.58
	Prepayments	181.77	116.77
	Deferred replanting asset* (Refer note 20)	258.07	277.83
		3,014.60	3,107.05

*Refer note no 2(i)- Revenue Recognition. The revenue recognised during the year ended is ₹ 444.48 (₹ 223.55 for the year ended 31 March 2022).

13	**Assets classified as held for sale (Refer note 22)**		
	Disposal group*	119.00	119.00
		119.00	119.00

* Asset held for sale represents written down value of building which is proposed to be sold by the Company.

14(a)	**Equity share capital**	**As at 31 March 2023**		**As at 31 March 2022**	
		No. of shares	**₹ Amount**	**No. of shares**	**₹ Amount**
	Authorized				
	Equity Shares of ₹ 10 each	3,00,00,000	3,000.00	3,00,00,000	3,000.00
	Issued, subscribed and fully paid up				
	Equity Shares of ₹ 10 each fully paid up	1,84,55,405	1,845.54	1,84,55,405	1,845.54
	Less: Allotment money in arrears	-	(0.11)	-	(0.11)
		1,84,55,405	**1,845.43**	1,84,55,405	1,845.43

i) **Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	As at 31 March 2023		As at 31 March 2022	
	No. of shares	₹ Amount	No. of shares	₹ Amount
Equity Share of ₹ 10 each				
Opening balance	1,84,55,405	1,845.43	1,84,55,405	1,845.43
Issue of shares during the year	-	-	-	-
Closing balance	**1,84,55,405**	**1,845.43**	1,84,55,405	1,845.43

ii) **Terms/right attached to Equity Shares**

The Company has issued only one class of equity shares having a face value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, in proportion to their shareholding.

iii) **Shareholders holding more than 5% of the aggregate shares in the Company**

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	% holding	No. of shares	% holding
Equity Shares of ₹ 10 each				
Rainbow Investments Limited	46,07,043	24.96%	46,07,043	24.96%
Vayu Udaan Aircraft LLP	37,95,217	20.56%	37,95,217	20.56%
Swallow Associates LLP	10,10,722	5.48%	10,10,722	5.48%

iv) **There were no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and buy back of shares during the last 5 years immediately preceding 31 March 2023.**

v) **Details of shareholding of Promoters:**

	As at 31 March 2023			As at 31 March 2022		
	Nos.	% holding	% Change	Nos.	% holding	% Change
Equity Shares of ₹ 10 each						
Rainbow Investments Limited	46,07,043	24.96%	0.00%	46,07,043	24.96%	0.00%
Vayu Udaan Aircraft LLP	37,95,217	20.56%	0.00%	37,95,217	20.56%	0.00%
Swallow Associates LLP	10,10,722	5.48%	0.00%	10,10,722	5.48%	0.00%
Trade Apartments Limited	2,10,566	1.14%	0.00%	2,10,566	1.14%	0.00%
Harshvardhan Ramprasad Goenka	55,020	0.30%	0.00%	55,020	0.30%	0.00%
Trivikram Khaitan (Trustee of HML Trust No.I)	43,680	0.24%	0.00%	43,680	0.24%	0.00%
Trivikram Khaitan (Trustee of HML Trust No.II)	43,680	0.24%	0.00%	43,680	0.24%	0.00%
Trivikram Khaitan (Trustee of HML Trust No.III)	43,680	0.24%	0.00%	43,680	0.24%	0.00%
Trivikram Khaitan (Trustee of HML Trust No.IV)	43,680	0.24%	0.00%	43,680	0.24%	0.00%
Trivikram Khaitan (Trustee of HML Trust No.V)	43,680	0.24%	0.00%	43,680	0.24%	0.00%
Trivikram Khaitan (Trustee of HML Trust No.VI)	43,680	0.24%	0.00%	43,680	0.24%	0.00%
Sanjiv Goenka	35,000	0.19%	0.00%	35,000	0.19%	0.00%
Rama Prasad Goenka	10,000	0.05%	0.00%	10,000	0.05%	0.00%
Carniwal Investments Limited	1,230	0.01%	0.00%	1,230	0.01%	0.00%
Lebnitze Real Estates Pvt. Ltd.	400	0.00%	0.00%	400	0.00%	0.00%
Instant Holdings Limited	200	0.00%	0.00%	200	0.00%	0.00%

	As at 31 March 2023			As at 31 March 2022		
	Nos.	% holding	% Change	Nos.	% holding	% Change
Summit Securities Limited	160	0.00%	0.00%	160	0.00%	0.00%
Saregama India Limited	100	0.00%	0.00%	100	0.00%	0.00%
Harsh Vardhan Goenka (Trustee of Secura India Trust)	20	0.00%	0.00%	10	0.00%	0.00%
Sofreal Mercantrade Pvt. Ltd.	10	0.00%	0.00%	10	0.00%	0.00%
Ektara Enterprises LLP	10	0.00%	0.00%	10	0.00%	0.00%
Chattarpati Apartments LLP	10	0.00%	0.00%	10	0.00%	0.00%
Malabar Coastal Holdings LLP	10	0.00%	0.00%	10	0.00%	0.00%
Atlantus Dwellings and Infrastructure LLP	10	0.00%	0.00%	10	0.00%	0.00%
Harsh Vardhan Goenka (Trustee of Nucleus Life Trust)	10	0.00%	0.00%	10	0.00%	0.00%
Harsh Vardhan Goenka (Trustee of Prism Estates Trust)	10	0.00%	0.00%	10	0.00%	0.00%
Harsh Vardhan Goenka (Trustee of Ishaan Goenka Trust)	10	0.00%	0.00%	10	0.00%	0.00%
Harsh Vardhan Goenka (Trustee of Navya Goenka Trust)	10	0.00%	0.00%	10	0.00%	0.00%
Anant Vardhan Goenka (Trustee of AVG Family Trust)	10	0.00%	0.00%	10	0.00%	0.00%
Anant Vardhan Goenka (Trustee of RG Family Trust)	10	0.00%	0.00%	10	0.00%	0.00%
Anant Vardhan Goenka	10	0.00%	0.00%	10	0.00%	0.00%
Radha Anant Goenka	10	0.00%	0.00%	10	0.00%	0.00%
Mala Goenka	10	0.00%	0.00%	10	0.00%	0.00%

The above information has been compiled from the filings made with stock exchange, by the Company during the year.

		As at 31 March 2023	As at 31 March 2022
14(b)	**Other equity (Refer Standalone Statement of Changes in Equity)**		
	General reserve	1,687.82	1,687.82
	Securities premium	5,002.91	5,002.91
	Reserve arising from amalgamation	291.33	291.33
	Housing subsidy reserve	5.26	5.26
	Retained earnings	6,787.03	4,967.79
		13,774.35	11,955.11

Description of nature and purpose of each reserve:

a. General reserve

General reserve was created from time to time by way of transfer of profits from retained earnings for appropriation purposes.

b. Securities premium account

The amount received in excess of face value of the Equity shares was recognised in securities premium. The reserve is utilised in accordance with the provisions of the Act.

c. Reserve arising from amalgamation

Pertains to reserve created on account of amalgation effected between erstwhile companies during 1978-79 ₹ 4.43 and 2009-10 ₹ 286.90

d. Retained earnings

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

	As at 31 March 2023	As at 31 March 2022
15 Borrowings (Refer note 38)		
Non-current		
Secured		
Term loan		
- from banks	6,504.67	5,899.82
- from others	137.45	35.78
	6,642.12	5,935.60
Less: Current maturities of long-term debt	(1,971.98)	(1,365.89)
	4,670.14	4,569.71
Current		
Secured		
Cash credit from banks repayable on demand *	2,275.38	2,146.33
Current maturities of long-term debt	1,971.98	1,365.89
	4,247.36	3,512.22
Unsecured		
From others	-	500.00
Bill discounting	298.11	-
	298.11	500.00
	4,545.47	4,012.22

* Secured by equitable mortgage of immovable property of the Company situated in Arapetta Estate, hypothecation of standing crop in all estates, stocks of tea, rubber, stores and spares, book debts and other movable assets both present and future.

Reconciliation of quarterly returns or statements submitted to the bank with the company's books of accounts:

Nature of current Asset offered as security	Quarter ended	Information disclosed as per return	Information as per books of accounts	Difference
Standing crops*	30-Jun-22	4,141.42	156.58	3,984.84
Finished goods **	30-Sep-22	2,215.11	2,341.82	-126.71
Standing crops*		4,049.62	145.76	3,903.86
Trade receivables ^		1,786.83	1,632.54	154.29
Finished goods**	31-Dec-22	3,051.70	3,103.43	-51.73
Standing crops*		3,973.01	141.05	3,831.96
Finished goods **	31-Mar-23	1,660.60	1,741.88	-81.28
Standing crops*		3,596.46	81.68	3,514.78
Stores and spares**		2,034.62	1,955.65	78.97
Trade receivables ^		1,263.00	1,206.62	56.38

* Based on the sanction letter from banks, value of four months standing crops has been considered in the returns filed with banks. The value of 14 days' crop for tea and 4 days' crop for rubber has been considered for the purpose of valuation in the finacial statements, on a prudent basis.

** The difference is on account of adjustments to valuation of inventory on change in net realisable value.

^ The difference is on account of reversal of revenue from contracts where performance obligation was met after the cut off date.

The above adjustments in respect of inventory and receivables are made after the date of initial filing of quarterly returns, but before the finalisation of books of accounts for the respective quarters. Revised statements have been filed with the bank, which are in agreement with the books of accounts.

		As at 31 March 2023	As at 31 March 2022
16	**Lease liabilities (Refer note 43)**		
	Non-current		
	Lease Liability	295.15	294.62
	Current		
	Lease Liability	37.29	36.56

17	**Provisions(Non-current)**		
	Provisions for employee benefits		
	Gratuity (Refer note 41)	4,868.57	4,285.76
	Compensated absence	198.10	200.17
		5,066.67	4,485.93
	Current		
	Provisions for employee benefits		
	Gratuity (Refer note 41)	207.30	1,091.69
	Compensated absence	27.47	12.14
	Contingency reserve *	1,879.00	1,879.00
		2,113.77	2,982.83
	Other provisions :		
	Fringe benefit tax (Net of advance tax of ₹ 92.42, 31 March 2022: ₹ 92.42)	122.64	122.64
		122.64	122.64
		2,236.41	3,105.47

* Provision for contingency represents the potential exposure on account of legal dispute. However, the nature of the provision has not been disclosed in detail on the grounds that it is expected to prejudice the interests of the Company.

		As at 31 March 2023	As at 31 March 2022
18	**Trade payables**		
	Total outstanding dues of Micro enterprises and Small Enterprises (Refer note (a) below)	418.38	496.40
	Total outstanding dues of creditors other than micro enterprises and small enterprises	4,173.69	4,649.83
		4,592.07	5,146.23

The carrying values of trade payables are considered to be a reasonable approximation of fair value.

a) Dues to micro, small and medium enterprises pursuant to Section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED), 2006:

		31 March 2023	31 March 2022
i)	Principal amount remaining unpaid	215.55	301.90
ii)	Interest due thereon	9.59	5.61
iii)	Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	8.69	-
iv)	Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	7.44	10.91
v)	Interest accrued and remaining unpaid as at the year end	202.83	194.50
vi)	Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	17.03	16.52

The above disclosure has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

b) Trade Payables ageing schedule as at 31 March 2023

Particulars	Outstanding for following periods from the transaction date				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
(i) MSME	202.21	46.31	35.41	134.45	**418.38**
(ii) Others	3,252.48	297.27	88.98	534.96	**4,173.69**

Trade Payables ageing schedule as at 31 March 2022

Particulars	Outstanding for following periods from the transaction date				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
(i) MSME	318.42	35.40	43.96	98.62	**496.40**
(ii) Others	3,601.17	165.95	97.82	784.89	**4,649.83**

There are no dues which are under dispute.

		As at 31 March 2023	As at 31 March 2022
19	**Other financial liabilities (Current)**		
	Employee benefits payable (including unpaid gratuity)*	3,339.83	2,884.33
	Security deposits	503.40	517.78
	Others	20.85	12.00
		3,864.08	3,414.11

*Unpaid gratuity represents ₹ 1,452.37 (31 March 2022: ₹ 1,437.36) gratuity payable to certain employees who have not handed over the possession of the allotted official accommodation/quarters, even after 30 days of their superannuation / resignation from the Company. Based on the judicial pronouncements and legal opinion obtained, the Company is bound to discharge this liability only upon vacation of accommodation/ quarters by the employees. The management has initiated necessary measures to obtain possession of the property to discharge the liability. In the opinion of management, there is no impact in the financial statements as necessary provision is carried in the books of accounts to meet this liability.

		As at 31 March 2023	As at 31 March 2022
20	**Other current liabilities**		
	Statutory dues	1,131.45	1,066.23
	Advance from customers	1,095.74	523.59
	Deferred liability cultivation rent (Refer note 12)	258.07	277.83
		2,485.26	1,867.65
21	**Current tax liabilities (net)**		
	Provision for income tax (net of advance tax ₹ 14,305.53, 31 March 2022: ₹ 14,182.25)	142.38	265.66
		142.38	265.66
22	**Liabilities directly associated with assets held for sale (Refer note 13)**		
	Advance received	972.00	972.00
		972.00	972.00
23	**Revenue from operations**		
	Sale of products	45,884.46	44,840.67
		45,884.46	44,840.67
	Other operating revenues		
	Export entitlements	161.20	5.48
	Others*	2,630.93	2,306.43
		2,792.13	2,311.91
		48,676.59	47,152.58

* Other revenues include cultivation rent income, income from sale of trees and hospital income

Disclosure under Ind AS 115 -Revenue from contracts with customers

23.1 Disaggregation of revenue from contracts with customers

The management determines that the segment information reported under note 44 Segment reporting is sufficient to meet the disclosure objective with respect to disaggregation of revenue under Ind AS 115 "Revenue from contract with Customers". Hence, no separate disclosures of disaggregated revenues are reported.

Contract Balances	Year ended 31 March 2023	Year ended 31 March 2022
Contract assets	1,163.71	1,380.33
Contract liabilities	1,095.74	523.59
	2,259.45	1,903.92

During the year ended 31 March 2023, the Company has recognised revenue of ₹ 523.59 (31 March 2022: ₹ 742.65) arising from opening contract liabilities.

In case of tea sales, payment is generally due by 0 to 180 days and for rubber sales payment is generally due by 0 to 60 days.

Reconciliation of Revenue from sale of goods with the contracted price

Contracted price	45,884.46	44,840.67
Less: Trade discount, rebates etc.	-	-
	45,884.46	44,840.67

24	**Other income**		
	Interest income on bank deposits and other deposits	10.43	11.26
	Profit on sale of property, plant and equipment	29.79	262.52
	Other non-operating income*	671.29	438.81
		711.51	712.59
	*Other non-operating income includes income from tourism activities.		
25	**Cost of materials consumed**		
	(all indigenous)		
	Inventory at the beginning of the year	-	1.50
	Add: Purchases	10,864.30	11,742.18
	Less: Inventory at the end of the year	-	-
	Cost of materials consumed	**10,864.30**	11,743.68
26	**Purchase of stock-in-trade**		
	Cenex / Technically Specified Rubber (TSR)	3,443.47	3,866.17
	Fruits, spices and others	3.95	-
		3,447.42	3,866.17
27	**Changes in inventories**		
	Inventory at the beginning of the year		
	Tea	1,362.96	1,685.89
	Rubber	338.15	342.01
		1,701.11	2,027.90
	Inventory at the end of the year		
	Tea	1,567.47	1,362.96
	Rubber	256.08	338.15
		1,823.55	1,701.11
	Changes in inventory	**(122.44)**	326.79

		Year ended 31 March 2023	Year ended 31 March 2022
28	**Employee benefits expense**		
	Salaries and wages	15,161.25	14,013.25
	Contribution to provident fund	1,440.63	1,375.98
	Contribution to superannuation fund	112.59	107.05
	Gratuity (Refer note 41)	629.89	653.46
	Staff welfare expenses	428.40	392.67
	Employee training expense	24.13	25.48
		17,796.89	16,567.89
29	**Finance costs**		
	Finance charges	1,145.73	1,046.84
	Interest expenses on lease liabilities	39.86	39.43
	Other borrowing cost*	37.75	31.74
		1,223.34	1,118.01

*Other borrowing costs includes bank charges on bank guarantee, and loan processing fees.

		Year ended 31 March 2023	Year ended 31 March 2022
30	**Depreciation and amortisation expense**		
	Depreciation of property, plant and equipment (Refer note 3)	424.67	420.38
	Amortisation of intangible assets (Refer note 3)	11.42	2.32
		436.09	422.70
31	**Other expenses**		
	Consumption of stores and spare parts	3,063.57	2,370.40
	Consumption of packing material	1,286.78	959.42
	Contract costs	2,170.28	1,840.89
	Power and fuel	2,364.40	2,166.35
	Rent	76.13	86.12
	Rates and taxes	295.11	123.12
	Repairs and maintenance		
	- Buildings	507.29	423.91
	- Plant and machinery	457.15	397.19
	- Others	110.63	87.59
	Insurance	124.71	122.53
	Travelling and conveyance	623.48	501.62
	Legal and Professional charges (Refer Note 35)	692.82	547.32
	Brokerage and discount	207.78	198.51
	Commission to selling agent	50.01	14.84
	Freight, shipping, transport and other charges	1,149.98	1,074.98
	Directors' sitting fees	5.90	7.30
	Allowance for bad and doubtful debts	71.38	11.44
	Miscellaneous expenses	707.35	591.18
		13,964.75	11,524.71

In the absence of average net profits in the immediately three preceding years, there is no requirement for the Company to spend any amount under sub-section (5) of section 135 of the Act

32 Fair value measurements

(i) Financial instruments by category

The carrying value and fair value of financial instruments by categories were as follows:

Particulars	Note	As on 31 March 2023			As on 31 March 2022		
		Amortised cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVTOCI	Amortised cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVTOCI
Assets:							
Investments	4	1.51	-	-	1.51	-	-
Cash and cash equivalents	9	68.78	-	-	260.36	-	-
Bank balances other than cash and cash equivalents	5, 10	137.53	-	-	131.68	-	-
Trade receivable	8	1,135.24	-	-	1,351.86	-	-
Loans							
Other financial assets	5, 11						
Advances to employees		114.97	-	-	126.01	-	-
Claims recoverable		5.67	-	-	5.59	-	-
Subsidy receivable		757.93	-	-	757.92	-	-
Unbilled revenue		28.47			28.47		
Export entitlement		73.20	-	-	77.00	-	-
Total		**2,323.30**	**-**	**-**	2,740.40	-	-
Liabilities:							
Borrowings	15	9,215.61	-	-	8,581.93	-	-
Trade payable	18	4,592.07	-	-	5,146.23	-	-
Other financial liabilities	16, 19						
Others		20.85	-	-	12.00	-	-
Employee benefits payable		3,339.83	-	-	2,884.33	-	-
Lease Liability		332.44		-	331.18		-
Security deposits		503.40	-	-	517.78	-	-
Total		**18,004.20**	**-**	**-**	17,473.45	-	-

Assets:

The management assessed that the fair value of cash and cash equivalents, trade receivables, loans, other financial assets, trade payables, other financial liabilities and working capital loans approximate the carrying amount largely due to short-term maturity of this instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

(ii) Fair value of financial assets and liabilities measured at amortised cost

The management assessed that for amortised cost instruments, fair value approximate largely to the carrying amount.

(iii) Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(iv) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the fair value of foreign exchange forward contracts is determined using market observable inputs, including prevalent forward rates for the maturities of the respective contracts and interest rate curves as indicated by banks and third parties.

33 Contingent liabilities and commitments

		As at March 31, 2023	As at March 31, 2022
a)	**Contingent liabilities**		
1	**Claims against the Company not acknowledged as debt**		
i)	Employee related	502.71	459.42
ii)	Disputed income tax matters	3,807.60	3,804.88
iii)	Sales tax matters	2,976.00	3,786.81
2	**Others**		
i)	Outstanding bills discounted with bank	47.67	91.38
		7,333.98	8,142.49

(a) (ii) Certain expenditure have been disallowed and Income has been added by the Income tax authorities during assessment proceedings for earlier years and tax demands were raised against the company. The Company is contesting/filed appeal against these demands and the same are pending before various appellate authorities.

(iii) The sales tax department has denied certain claims made by the company in earlier years and raised demand against the company. The Company's appeal against the said demands are pending before appellate authorities. In the opinion of management the outcome of the above litigations will be favourable to the group, hence no provision is considered necessary in the financial statements.

b)	**Commitments**		
i)	Estimated amount of contracts remaining to be executed on capital Account and not provided for, net of advance payments of ₹ 67.74 (31 March 2022: ₹10.77).	38.69	55.51
		38.69	55.51

		As at March 31, 2023	As at March 31, 2022
34	**Earnings per share (Basic and diluted)**		
	Profit attributable to equity holders	1,777.75	2,295.22
	Weighted average number of equity shares outstanding (for basic and diluted earnings per share)	1,84,55,405	1,84,55,405
	Nominal value of shares	10	10
	Basic and diluted earnings per share	9.63	12.44

35 Remuneration to auditors

	As at March 31, 2023	As at March 31, 2022
As auditor		
Audit fee (including audit of consolidated financial statements)	17.00	17.00
Tax audit fee	4.00	4.00
Limited review fee	9.00	9.00
Other services	-	0.50
	30.00	30.50

36 Related party disclosures

a) Names of related parties and nature of relationship:

Nature of relationship	Malayalam Plantations Limited (MPL)
Wholly owned subsidiaries	Enchanting Plantations Limited (EPL)(Refer note 4(i))
	Harmony Plantations Limited (HPL)(Refer note 4(i))
Key management personnel	Mr. Venkitraman Anand (Whole Time Director)
	Mr. Cherian M George (Whole Time Director)
	Mr. Jyoteendra Mansukhlal Kothary (Director) (Upto 22 July 2022)
	Mr. Golam Momen (Director) (Upto 29 Janaury 2023)
	Mr. Vinayaraghavan Corattiyil (Director)
	Mr. Padmanabhapanicker Rajagopalan (Director)
	Mr. Kaushik Roy (Director)
	Ms. Rusha Mitra (Additional Director)
	Mr Rajat Bhargava (Director) (From 6 August 2022)
	Mr Noshir Naval Framjee (Director) (From 31 March 2023)
Promoter / Promoter group companies	Swallow Associates LLP
	Saregama India Limited
	CESC Limited
	KEC International Limited
	Open Media Net Work [P] Limited
	PCBL Limited
	Raychem RPG Private Limited
	CEAT Limited
	RPG Life Sciences Limited
	RPG Enterprises Limited
	Summit Securities Limited
	Mantle Advisors Private Limited
	Zensar Technologies Limited
	Spencers Retail Limited
	Business Media Private Limited

b) Transactions with related parties

Transaction	Related Party	**Year ended 31 March 2023**	**Year ended 31 March 2022**
Remuneration to key managerial personnel*	Mr. Venkitraman Anand (Whole Time Director)	124.33	102.57
	Mr. Cherian M George (Whole Time Director)	75.68	66.76
Sitting fees paid	Mr. Jyoteendra Mansukhlal Kothary (Director)	0.30	1.50
	Mr. Golam Momen (Director)	1.20	1.50
	Mr. Vinayaraghavan Corattiyil (Director)	1.00	1.00
	Mr. Padmanabhapanicker Rajagopalan (Director)	0.80	1.00
	Mr. Kaushik Roy (Director)	0.80	0.80
	Ms. Rusha Mitra (Additional Director)	1.20	1.50
	Mr Rajat Bhargava (Director)	0.60	0.00

Rental charges Income	CESC Limited	22.78	20.45
	KEC International Limited	4.42	1.92
	Open Media Net Work [P] Limited	0.03	0.00
	Saregama India Limited	0.35	0.00
Rental charges Expenses	PCBL Limited	3.87	1.54
	Business Media Private Limited	0.62	0.34
	CEAT Limited	0.11	0.00
Sale of products	Raychem RPG Private Limited	143.87	138.01
	RPG Life Sciences Limited	3.36	0.00
	CEAT Limited	12.08	45.15
Rendering of Services	RPG Enterprises Limited	1.27	0.00
Advance for expenses given	Malayalam Plantations Limited (MPL)	1.06	1.58
	Enchanting Plantations Limited (EPL)	0.00	1.50
	Harmony Plantations Limited (HPL)	0.00	1.01

*Remuneration paid to KMP excludes provision for/contribution to gratuity and compensated absences which are based on actuarial valuation done on an overall company basis (cannot be individually identified) are excluded in the disclosure above.

c) Balances with related parties

Transaction	Related Party	As at 31 March 2023	As at 31 March 2022
Investment in subsidiaries	Malayalam plantaions Limited (MPL)	0.50	0.50
Advance for expenses	Malayalam plantations Limited (MPL)	2.64	1.58
Remuneration payable	Mr. Venkitraman Anand	5.43	4.94
	Mr. Cherian M George	-	-
Rental charges	CESC Limited	0.10	0.54
	KEC International Limited	11.26	10.92
	Open Media Net Work [P] Limited	(0.06)	(0.06)
	CEAT Limited	(0.17)	(0.06)
	PCBL Limited	(0.06)	(0.91)
Sale of products	Raychem RPG Private Limited	25.79	18.00
	CEAT Limited	6.91	6.75
	RPG Life Sciences Limited	4.73	3.41
Rendering of Services	Swallow Associates LLP	0.25	0.25
	Spencers Retail Limited	0.30	2.59
	Business Media Private Limited	-	0.07
	RPG Enterprises Limited	(9.64)	(9.89)
	Summit Securities Limited	(0.17)	(0.17)
	Mantle Advisors Private Limited	(0.19)	(0.19)
	Zensar Technologies Limited	(4.42)	(4.42)
Advance received	KEC International Limited	(972.00)	(972.00)

Terms of related party transactions

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free. The settlement for these balances occurs through payment. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2022: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

37 Deferred/Current tax

(i) The Company has not recognised any deferred tax asset in respect of unabsorbed depreciation/ brought forward losses and other temporary differences in accordance with Ind AS 12 "Income Taxes" in the absence of reasonable certainty that probable taxable profit will be available against which the deductible temporary difference can be utilised.

(ii) The Company elected to exercise the option permitted under section 115BAA of the Income Tax Act, 1961, as introduced by the Taxation Laws (Amendment) ordinance 2019. hence the Company has not accounted for MAT liability.

Unused tax losses for which no deferred tax asset has been recognised:

The Company has unabsorbed business loss of ₹ 1,674.50 under the provisions of Income-tax Act, 1961 and ₹13,637.10 under the provisions of Kerala Agricultural Income Tax Act, 1991 which expires on the 8th year from the end of the relevant assessment year.

The Company has unabsorbed depreciation loss under the provisions of Income-tax Act, 1961 amounting to ₹ 2,707.82, which has no limit for expiry.

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

Accounting profit before tax and exceptional item	1,777.75	2,295.22
Tax on accounting profit at statutory income tax rate of 25.17 % (31 March 2022 : 25.17%)	447.42	577.66
Tax effect of amount which are not deductible / (taxable) in calculating taxable income	-655.59	-657.82
Effect of DTA/(DTL) not recognised	208.17	80.15
Tax expense recognised in the Statement of profit and loss	-	-

38 Details of security, repayment terms, applicable interest rates

Term loan from banks - Non Current

a Loan availed of ₹ 1,223.48 during 2017-18 and ₹ 1776.52 during 2018 - 19 is repayable in 24 equal quarterly instalments commencing from June 2019, is secured by equitable mortgage created on immovable properties of the Company situated in Kollam, Fort Kochi and Coimbatore.The loan carries an interest rate of MCLR plus applicable spread payable on a monthly basis from disbursement of the loan.Year end balance of the loan is ₹ 1218.64 net of processing fees (As at 31 March 2022 : ₹ 1566.58)

b. Loan availed of ₹ 3,000.00 during 2018 - 19 is repayable in 20 quarterly instalments repayable as 8 quarterly instalments of ₹ 25.00 commencing from September 2019 upto December 2021, 8 quarterly instalments of ₹ 225.00 from March 2022 upto December 2023 and 4 quarterly final installments of ₹ 250.00 from March 2024 upto December 2024, is secured by a charge created on immovable property of the Company situated at Kumbazha rubber estate, Kerala. The loan carries an interest of MCLR plus applicable spread payable on a monthly from the disbursement of the loan. Year end balance of the loan is ₹ 1,663.80 net of processing fee (As at 31 March 2022 : ₹ 2,557.85)

c Loan availed of ₹ 3000 during 2021-22 is repayable in 20 quarterly instalments reapayable as 8 quarterly instalments of ₹ 75.00 commencing from June 2023 up to March 2025, 12 quarterly instalments of ₹ 200 from June 2025 up to March 2028, is secured by a charge created on immovable property of the company situated at Kumbazha rubber estate, Kerala. The loan carries an interest of MCLR plus applicable spread payable on a monthly from the disbursement of the loan. Year end balance of the loan is ₹ 2,962.50 net of processing fee (As at 31 March 2022 : ₹ 1,455.00)

d Agri Infra Loan availed of ₹ 175.50 during 2021-22 is repayable in 57 monthly instalments reapayable as 56 monthly instalments of ₹ 3.09 commencing from April 2022 up to November 2026 and one monthly instalment of ₹ 2.46 in December 2026, is secured by first and exclusive charge on assets created out of bank finance. The loan carries an interest of MCLR plus applicable spread with an interest subvention payable on a monthly from the disbursement of the loan. Year end balance of the loan is ₹ 138.42 (As at 31 March 2022 : ₹ 175.50)

e The Company has availed the moratorium on term loan facilities offered by banks as part of COVID-19 regulatory package announced by RBI vide Circular DOR.No.BP.BC.47/21.04.048/2019-20 dated March 27, 2020 and Circular DOR.No.BP.BC.63/21.04.048/2019-20 dated April 17, 2020. The interest accrued during the moratorium period was converted in to a deferred interest term loan and is repayable over the balance tenure of the term loans. The amount outstanding as on 31st March 2023 is ₹ 94.24(As on 31 March 2022: ₹ 144.88).

f Loan availed of ₹ 249.97 during 2022-23 is repayable in 60 equal monthly instalments commencing from the date of availment, is secured by a charge creatd on assets created out of bank finance. The loan carries an interest of MCLR plus applicable spread payable on a monthly from the disbursement of the loan. Year end balance of the loan is ₹ 234.28 net of processing fees (As at 31 March 2022 : ₹ Nil).

g Loan availed of ₹ 178.21 during 2022-23 is repayable in 60 equal monthly instalments commencing from the date of availment. The loan carries an interest of MCLR plus applicable spread payable on a monthly from the disbursement of the loan. Year end balance of the loan is ₹ 169.83 net of processing fees (As at 31 March 2022 : ₹ Nil).

h Loan availed of ₹ 23.60 during 2022-23 is repayable in 60 equal monthly instalments commencing from the date of availment, is secured by a charge creatd on assets created out of bank finance. The loan carries an interest of MCLR plus applicable spread payable on a monthly from the disbursement of the loan. Year end balance of the loan is ₹ 22.96 net of processing fees (As at 31 March 2022 : ₹ Nil).

i. Interest rate on term loan range between 11.60% to 8.25% (less 3% interest subvention) (As at 31 March 2022: 11.00% to 8.25% (less 3% interest subvention).

Term loan from others

Term loan from others are secured by hypothecation of assets acquired out of these loans which are repayable in equated monthly instalments (ranging between 3 to 5 years) along with the applicable interest rates (ranging between 8.5% to 13%).

Particulars	**As at 31 March 2023**	As at 31 March 2022
Repayment terms for term loans from others		
Payable in 0-1 year	38.93	23.17
Payable in 1-2 years	31.61	10.01
Payable in 2-3 years	26.98	2.60
Payable in 3-4 years	39.93	-
	137.45	**35.78**

39 Capital management

The capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

Particulars	**As at 31 March 2023**	**As at 31 March 2022**
Long term borrowings	4,670.14	4,569.71
Current maturities of long-term debt	1,971.98	1,365.89
Short term borrowings	2,573.49	2,646.33
Less: Cash and cash equivalents	(68.78)	(260.36)
Less: Bank balances other than cash and cash equivalents	(135.80)	(129.95)
Net debt (A)	**9,011.03**	8,191.62
Equity	1,845.43	1,845.43
Other equity (excluding revaluation reserve)	13,774.35	11,955.11
Equity (B)	**15,619.78**	13,800.54
Capital and net debt (A + B)	**24,630.81**	21,992.16
Gearing ratio (A/(A+B))	**37%**	37%

40 Financial risk management

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on it's financial performance. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer.

The risk management activity focuses on actively securing the Company's short to medium-term cash flows by minimising the exposure to volatile financial markets.

The Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed are described below.

(A) Credit risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables as summarised below:

Assets under credit risk	As at 31 March 2023	As at 31 March 2022
Investments	1.51	1.51
Trade receivables	1,135.24	1,351.86
Cash and cash equivalents	68.78	260.36
Bank balances other than cash and cash equivalents	135.80	129.95
Other financial assets	981.97	996.72
Total	**2,323.30**	2,740.40

A1 Trade receivables

Trade receivables are typically unsecured and are derived from revenue earned from customers located in India and outside India. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, 'Financial Instruments', the Company uses expected credit loss model to assess the impairment loss or gain. The provision for expected credit loss takes into account available external and internal credit risk factors including the credit ratings of the various customers and Company's historical experience for customers.

Movement in loss allowance	As at 31 March 2023	As at 31 March 2022
Loss allowance as at the beginning	557.39	545.95
Changes in loss allowance	-	11.44
Loss allowance as at the end	**557.39**	557.39

Cash and cash equivalents and bank balances other than cash and cash equivalents

The credit risk for cash and cash equivalents and bank balances is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Financial assets that are neither past due nor impaired

Loans and advances to employees, security deposits and other financial assets are neither past due nor impaired.

Financial assets that are past due but not impaired

There are no other classes of financial assets that is past due but not impaired.

Expected credit loss for trade receivables under simplified approach

As at 31 March 2023

Particulars	Outstanding for following periods from the date of transaction					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Gross Carrying Amount	968.62	47.86	82.12	21.05	644.36	1,764.01
Expected Loss Rate	0%	20%	15%	60%	92%	
Expected Credit Loss (Loss allowance)	2.31	9.57	12.21	12.63	592.05	628.77
Carrying Amount of Trade Receivables (net of impairment)	**966.31**	**38.29**	**69.91**	**8.42**	**52.31**	**1,135.24**

As at 31 March 2022

Particulars	Outstanding for following periods from the date of transaction					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Gross Carrying Amount	1,157.38	69.77	0.22	11.22	670.66	1,909.25
Expected Loss Rate	0%	0%	100%	100%	81%	
Expected Credit Loss (Loss allowance)	-	-	0.22	11.22	545.95	557.39
Carrying Amount of Trade Receivables (net of impairment)	**1,157.38**	**69.77**	**0.00**	**0.00**	**124.71**	**1,351.86**

(B) Liquidity risk

Liquidity risk is that the Company might be unable to meet its obligations. The Company manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows on a day-to-day business. The data used for analyzing these cash flows is consistent with that used in the contractual maturity analysis below. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on a monthly, quarterly, and yearly basis depending on the business needs. Net cash requirements are compared to available borrowing facilities in order to determine headroom or any shortfalls. This analysis shows that available borrowing facilities are expected to be sufficient over the lookout period.

Maturities of financial liabilities

As at 31 March 2023	Less than 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	4,545.47	4,670.14	-	9,215.61
Trade payables	4,592.07			4,592.07
Lease liabilities	37.29	197.94	97.21	332.44
Other financial liabilities	3,864.08	-	-	3,864.08
Total	**13,038.91**	**4,868.08**	**97.21**	**18,004.20**

As at 31 March 2022	Less than 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	4,012.22	4,569.71	-	8,581.93
Trade payables	5,146.23	-	-	5,146.23
Lease liabilities	36.56	153.69	140.93	331.18
Other financial liabilities	3,414.11	-	-	3,414.11
Total	**12,609.12**	**4,723.40**	**140.93**	**17,473.45**

(C) Market risk

The Company is exposed to market risk through its use of financial instruments and specifically to currency risk, interest rate risk and certain other price risk, which result from both its operating and investing activities.

(i) Foreign currency sensitivity

The Company operates internationally and has transactions in USD, Euro and GBP currency and consequently the Company is exposed to foreign exchange risk through its sales to overseas customers. The exchange rate between the rupee and foreign currencies may fluctuate substantially in the future. Consequently, the results of the Company's operations are adversely affected as the rupee appreciates/depreciates against these currencies.

Foreign currency denominated financial assets which expose the Company to currency risk are fully hedged by derivative cover.

Foreign currency denominated financial assets and liabilities which expose the Company to currency risk are disclosed below. These include outstanding derivatives contracts entered into by the Company and unhedged foreign currency exposures.

Included In	Currency	As at 31 March 2023		As at 31 March 2022	
		Amount in foreign currency	Amount in ₹	Amount in foreign currency	Amount in ₹
Financial assets					
Trade receivables	USD	1.47	121.13	3.20	242.08
	EURO	0.32	28.39	-	-

Conversion rates	Financial assets	
	USD	EUR
As at 31 March 2023	82.22	89.61
As at 31 March 2022	75.77	-

Sensitivity

The following table details the Company's sensitivity to a 1% increase and decrease in the ₹ against the relevant foreign currencies. 1% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 1% change in foreign currency rates, with all other variables held constant. A positive number below indicates an increase in profit or equity where ₹ strengthens 1% against the relevant currency. For a 1% weakening of ₹ against the relevant currency, there would be a comparable impact on profit or equity, and the balances below would be negative.

Particulars	Increase	Decrease	Increase	Decrease
	31 March 2023	31 March 2023	31 March 2022	31 March 2022
Sensitivity				
INR/USD	1.21	(1.21)	2.42	(2.42)
INR/EURO	0.28	(0.28)	-	-

Derivative financial instruments

The forward contracts in the financials year 2022-23 or 2021-2022 are nil.

(ii) Interest rate risk

The Company's fixed rate borrowings are carried at amortized cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, 'Financial Instruments' - Disclosures. As neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

41 Employee benefit obligations

The Company has provided for the gratuity liability and leave encashment liability (defined benefit plan), as per actuarial valuation carried out by an independent actuary on the Balance Sheet date.

a) Defined contribution Plan

The company makes contribution to statutory provident fund as per Employees Provident Fund and Miscellaneous Provision Act, 1952 for its employees. Also the company makes contribution to superannuation fund for its employees. This is a defined contribution plan as per Ind AS 19, Employee benefits. Total contribution made during the year ₹ 1,553.22 (31 March 2022: ₹ 1,483.03).

b) Defined benefit plans

The company has provided for gratuity and leave encashment liability, for its employees as per actuarial valuation carried out by an independent actuary on the Balance Sheet date. The valuation has been carried out using the Project Unit Credit Method as per Ind AS 19 to determine the present value of Defined Benefit Obligations and the related current service cost. This is a defined benefit plan as per Ind AS 19.

The gratuity plan is governed by the provisions of the Payment of Gratuity Act, 1972 (as amended from time to time). Employees are entitled to all the benefits enlisted under this Act.

c) **Sensitivity analysis**

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

i) **Interest rate risk**

The plan exposes the company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability as shown in financial statements.

ii) **Liquidity risk**

This is the risk when the Company is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash/cash equivalents to meet the liabilities or holding of illiquid assets not being sold in time.

iii) **Salary escalation risk**

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of employees in future. Deviation in the rate of interest in future for employees from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

iv) **Demographic risk**

The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

v) **Regulatory risk**

Gratuity benefits are paid in accordance with the requirements of the Payment of Gratuity Act,1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts.

	As at 31 March 2023	As at 31 March 2022
Changes in the present value of the defined benefit obligation are as follows:		
Projected benefit obligation at the beginning of the year	5,377.45	5,545.71
Interest cost	354.55	364.92
Current service cost	275.34	288.54
Benefits paid	(889.98)	(832.15)
Actuarial (gain)/loss	(41.49)	10.43
Projected benefit obligation at the end of the year	**5,075.87**	**5,377.45**
Current liability	207.30	1,091.69
Non-current liability	4,868.57	4,285.76
Unfunded	**5,075.87**	**5,377.45**
Components of net gratuity costs are:		
Current service cost	275.34	288.54
Interest cost	354.55	364.92
Net amount recognised in the income statement	**629.89**	**653.46**
Premeasurements		
Net actuarial (gain)/loss	(41.49)	10.43
Net amount recognised in other comprehensive income	**(41.49)**	**10.43**
Total gratuity cost recognised	**588.40**	**663.90**
Principal actuarial assumptions used:		
a) Discount rate	7.20%	7.10%
b) Long-term rate of compensation increase	5.00%	5.00%
c) Attrition rate	3.00%	3.00%
d) Mortality rate	Indian Assured Lives Mortality (2012-2014)	

The estimates of rate of escalation in salary considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary. The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

Estimated Future payments

	31 March 2023	31 March 2022
Year 1	214.63	1,153.31
Year 2	883.86	920.92
Year 3	1,039.87	866.29
Year 4	1,023.92	709.52
Year 5	905.26	758.22
6 to 10	4,522.11	2,688.31
More than 10 years	6,265.04	2,136.55

The significant actuarial assumptions for the determination of the defined benefit obligation are the attrition rate, discount rate and the long-term rate of compensation increase. The calculation of the net defined benefit liability is sensitive to these assumptions. The following table summarises the effects of changes in these actuarial assumptions on the defined benefit liability at 31 March 2023.

Gratuity

Particulars	Year ended 31 March 2023		Year ended 31 March 2022	
	Increase	Decrease	Increase	Decrease
Discount rate (- / + 0.5%)	4,895.80	5,266.77	5,222.61	5,540.76
Salary growth rate (- / + 0.5%)	5,266.23	4,894.76	5,540.31	5,221.70
Attrition rate (- / + 0.5%)	5,083.25	5,068.48	5,381.49	5,373.41
Mortality rate (- / + 10%)	5,074.70	5,046.47	5,401.28	5,353.62

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The method and type of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

42 No adjustment is required to be made in the accounts in respect of :

42 (A)

a. An area of 807 hectares (approximately) [31 March 2022: 807 hectares (approximate)], which is on a leasehold tenure falls under the provisions of the Gudalur Jenmam Estate (Abolition and Conversion into Ryotwari) Act, 1969. Company's appeal challenging the Order of the Settlement Officer rejecting its application for "Patta" was allowed by the District Court, Ooty and the matter is now remanded for denovo enquiry. The Settlement Officer by its order dated 22.10.2019 once again rejected the application for "Patta". An appeal has been filed before the District Court, Ooty challenging the said order and the same is pending. Meanwhile, Madras High Court held that out of this area, the notification of 335 Hectares (31 March 2022: 335 Hectares) as forest by the Settlement Officer is valid and has directed that in the event of "patta" being granted in respect of the notified areas the same will stand modified to that extent.

b. An area of 2588 hectares (approximately) [31 March 2022: 2588 hectares (approximate)] liable to be surrendered to the Government of Kerala under the Kerala Private Forests (Vesting and Assignment) Act, 1971, as the appeals relating to this area are pending in the High Court of Kerala.

c. An area of 535 hectares (approximate) [31 March 2022: 535 hectares (approximate)] in respect of which cases filed by "Janmies" (original owners) of Lahai Estate challenging the validity of the lease is pending before the Sub-Court, Pathanamthitta and High Court of Kerala.

d. An area of 1982.45 hectares (31 March 2022: 1982.45 hectares) of Mooply Valley estates notified by the Government of Kerala for resumption alleging violation of lease conditions as proceedings has been stayed by the Sub Court, Irinjalakuda.

e. An area of 3123 hectares (31 March 2022: 3123 hectares) in respect of which a civil suit filed by Government of Kerala seeking declaration of title and recovery of possession of Kumbazha,Koney and Lahai rubber estates in Pathanamathitta district is currently pending consideration before the Subordiante Judges Court, Pathanamthitta.

f. An area of 2554 hectares (31 March 2022: 2554 hectares) in respect of which a civil suit filed by Government of Kerala seeking declaration of title and recovery of possession in respect of Isfield, Venture and Nagamallay rubber estates in Kollam district is currently pending consideration before Subordinate Judges Court, Punalur.

g. An area of 572 hectares (31 March 2022: 572 hectares) in respect of which a civil suit filed by Government of Kerala seeking declaration of title and recovery of possession of Mundakyam rubber estate in Kottayam district is currently pending consideration before Subordinate Judges Court, Pala.

h. An area of 992 Hectares in respect of which a civil suit filed by Government of Kerala seeking declaration of title and recovery of possession of Upper Surianalle Tea Estate in Idukki District is currently pending consideration before the Subordinate Judges Court Devikulam.

The above litigations are considered as Key audit matter.

42 (B)

a. An area of 178 hectares (approximately) [31 March 2022: 178 hectares (approximate)] deemed to have been vested with the Government of Kerala pursuant to Kerala Private Forests (Vesting and Assignment) Act, 1971, as the Company's claim for the exclusion of the area from the purview of the Act is pending decision of the Forest Tribunal,Palghat and restoration by the Forest Department.

b. The Vythiri Taluk Land Board's order directing the Company to surrender 707 hectares (approximately) [31 March 2022: 707 hectares (approximate)] as excess land under the Kerala Land Reforms Act, 1963 has been set aside by the High Court of Kerala on a revision petition filed by the Company and the matter has been remanded to the Vythri Taluk Land Board for fresh consideration and disposal.

c. An area of 415 hectares (approximately) [31 March 2022: 415 hectares (approximate)] held to be surplus under the Tamil Nadu Land Reforms (Fixation of Ceiling on Land) Act, 1961 as the Special Land Tribunal, Madras has remanded the matter for fresh consideration by the Authorised Officer, Coimbatore.

d. An area of 1074.18 hectares (approximate) [31 March 2022: 1074.18 hectares (approximate)] in respect of which cases filed by "Janmies" (original owners) of Koney, Kaliyar and Arrapetta Estates challenging the validity of the lease is pending before the Sub-Court, Pathanamthitta, Sulthan Bathery, Thodupuzha and High Court of Kerala.

e. The Government of Kerala vide G.O dated 27 June 2018 waived the levy of Seigniorage on rubber trees cut and removed from the rubber plantations. A writ petition has been filed before the Hon'ble High Court of Kerala challenging the said Government Order and the Hon'ble Court by interim order dated 18 February 2019 has permitted felling of trees on condition that a bond, undertaking to pay Seigniorage is furnished to the Government of Kerala, if ultimately the writ petition is allowed. The matter is pending consideration.

f. The Government by order dated 04 January 2008 directed the Company to remit an amount ₹ 96.84 lakhs alleging violation of lease condition in Mooply Valley Estates. The said order has been challenged before the Sub Court, Irinjalakuda and by order dated 08.04.2008 granted temporary prohibitory injunction restraining Government from taking any further action. On appeal filed by the Government, the Hon'ble High Court by judgment dated 04 August 2008 sustained the order of injunction and directed the Company to furnish security for ₹ 96.84 lakhs and accordingly the Company has furnished bank guarantee for the said amount and the suit is still pending.

g. An extent of approximately 142 Hectares of rubber planted area in Kumbazha Estate has been encroached by the members of Sadhu Jana Vimochana Samyuktha Vedi in 2007 and the Company filed a writ petition seeking eviction of the encroachers and Police protection to its property. By judgment dated 24 August 2007, the Hon'ble High Court directed the Government to evict the encroachers. However, the said direction was not complied with and a contempt case in this connection is still pending consideration before the Hon'ble High Court.

h. The Special Officer appointed by the Government had issued a notice under the Kerala Land Conservancy Act, for inspecting the properties of the company in Wayanad District. The company challenged the notice before the Hon'ble High Court of Kerala and by judgment dated 11 April 2018 the said notice was set aside by the Hon'ble Court. The

Government filed a review petition in the matter and by order dated 06 August 2018 the Hon'ble Court directed the Company to file its objections to the inspection notice. Accordingly the Company has filed its detailed objection with relevant documents with the Special Officer,who has intimated that since Government is filing a civil suit no further action is being initiated against the Company under Land Conservancy Act.

i. An area of 2.36 Hectares in respect of which a civil suit filed by Government of Kerala seeking declaration of title and recovery of possession of property in Mundakkal in Kollam District is currently pending consideration before the Subordinate Judges Court Kollam.

In the opinion of the management the outcome of above litigations will be in favour of the Company and there is no financial impact.

43 Lease

a. The Company has adopted Ind AS 116 on "Leases" with effect from 01 April, 2019 by applying it to all applicable contracts of leases existing on 01 April, 2019 by using modified retrospective approach.

b. The Company has recognised and measured the Right-of-Use (ROU, refer Note 3) asset and the lease liability over the remaining lease period and payments discounted using the incremental borrowing rate as at the date of initial application. For financial year ended 31 March, 2023, the depreciation for the ROU asset is ₹ 11.01 (31 March 2022: ₹ 11.01) and finance costs for interest accrued on lease liability is ₹ 39.86 (31 March 2022: ₹ 39.42).Lease payments made with respect to the applicable lease contracts during the year amounts to ₹ 36.56 (31 March 2022 : ₹ 36.76).

c. Lease payments amounting to ₹ 44.25 not recognised as a liability being short term or low value in nature and ₹ 31.88 not recognised as a liability being the same pertains to perpetual lease agreement.

d. Maturity analysis of the discounted cash flow of the lease liabilities

Particulars	**Minimum lease payments**	
	31 March 2023	**31 March 2022**
Not later than 1 year	37.29	36.56
Later than 1 and not later than 5 years	197.94	194.06
Later than 5 years	934.20	975.38
	1,169.43	**1,206.00**

44 Segment information

Management currently identifies the Company's three business lines as its operating segments: Tea, Rubber and others.

Other Segment comprise of Fruits, Spices and others and Wayanad Medical Fund.

Segment information for the reporting period is as follows:

		Year ended 31 March 2023			**Year ended 31 March 2022**		
A	**Segment revenues and profits**	**Tea**	**Rubber**	**Others**	**Tea**	**Rubber**	**Others**
	Revenue						
	From external customers	22,292.63	26,112.65	271.31	19,580.34	27,266.34	305.90
	Other income	482.51	71.95	150.03	249.37	91.73	360.23
	Segment revenues	**22,775.14**	**26,184.60**	**421.34**	19,829.71	27,358.07	666.13
	Cost of material consumed	3,459.14	7,405.16	-	3,086.74	8,656.94	-
	Purchases of stock-in-trade	-	3,447.42	-	-	3,866.17	-
	Changes in inventories	(204.51)	82.07	-	322.92	3.87	
	Employee benefits expense	10,901.14	6,821.96	73.79	10,199.48	6,293.42	74.99
	Depreciation and amortization expense	260.29	171.74	4.06	281.84	140.85	
	Other expenses	9,467.14	4,433.30	64.31	7,896.14	3,543.38	85.19
	Segment profit/(loss)	**(1,108.06)**	**3,822.95**	**279.18**	(1,957.41)	4,853.44	505.95

		Year ended 31 March 2023			
B	**Segment assets and liabilities**	**Tea**	**Rubber**	**Others**	**Unallocated**
	Segment assets	28,702.02	14,858.78	639.32	326.58
	Segment liabilities	8,285.99	9,965.83	201.67	10,453.43

	Year ended 31 March 2022			
	Tea	**Rubber**	**Others**	**Unallocated**
Segment assets	27,953.42	13,212.55	292.12	512.61
Segment liabilities	8,510.51	9,470.66	245.19	9,943.80

Income/expenses of a financial nature, and the assets/liabilities they are attributable to, have not been allocated to any segment as they are managed on a Company basis. Current taxes, deferred taxes and items of income and expense have not been allocated to any segment since these items are also managed on a Company basis.

C The totals presented for the Company's operating segments reconcile to the key financial figures as presented in its financial statements as follows:

C1	**Reconciliation of profit**	**Year ended 31 March 2023**	**Year ended 31 March 2022**
	Segment profit	2,994.07	3,401.98
	Add/(less):		
	Interest expense	(1,223.34)	(1,118.01)
	Unallocable income	7.02	11.25
	Profit before tax	**1,777.75**	**2,295.22**

C2	**Reconciliation of segment assets**	**Year ended 31 March 2023**	**Year ended 31 March 2022**
	Total reportable segment assets	44,200.12	41,458.09
	Cash and cash equivalents	68.78	260.36
	Bank balances other than cash and cash equivalents	137.53	131.68
	Current investments	0.50	0.50
	Non-current investments	1.01	1.01
	Non-current bank balances	-	-
	Other-current assets	118.76	119.06
	Total assets	**44,526.70**	41,970.70

C3	**Reconciliation of segment liabilities**	**Year ended 31 March 2023**	**Year ended 31 March 2022**
	Total reportable segment liabilities	18,453.49	18,226.36
	Non-current borrowings	4,670.14	4,569.71
	Current borrowings	4,545.47	4,012.22
	Provisions	122.64	122.64
	Other current liabilities	1,115.18	1,239.23
	Total liabilities	**28,906.92**	28,170.16

D The revenues from external customers are divided into the following geographical areas:

	Year ended 31 March 2023	Year ended 31 March 2022
India (country of domicile)	43,121.37	43,243.16
Outside India	5,555.22	3,909.42
	48,676.59	47,152.58

E Non-current assets are divided into the following geographical areas (Refer note below):

	Year ended 31 March 2023	Year ended 31 March 2022
India (country of domicile)	35,290.60	32,512.62
Outside India	-	-
	35,290.60	**32,512.62**

Reportable assets for the purpose of this note constitute non-current assets other than financial assets.

F Revenue from major customers

There are no customers contributing to 10 percent or more of Company's revenues from product sale.

45 Disclosure pursuant to Securities (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186 of the Companies Act, 2013

The details of loans, guarantees and investments under Section 186 of the Companies Act read with the Companies (Meeting of Board and its powers)rules 2014 are as follows;-

i) Details of investments are given in note 4.

ii) Details of advances given are in note 36(b)

iii) Details of guarantees given are - Nil

46 Ratios

Particulars	As at 31 March 2023	As at 31 March 2022	Variance
Current ratio	0.47	0.51	-9%
Debt-equity ratio,	0.59	0.62	-5%
Debt service coverage ratio	0.59	0.74	-20%
Inventory tunrover ratio	12.62	12.85	-2%
Trade receivables turnover ratio	26.50	23.25	14%
Trade payables turnover ratio	5.81	5.72	1%
Net capital turnover ratio*	-6.43	-6.44	0%
Return on equity ratio	12%	18%	-33%
Net profit ratio	3.60%	4.80%	-25%
Return on capital employed	12.08%	15.25%	-21%
Return on investment	11%	17%	-32%

*The Company's current liabilities have exceeded its current assets as at 31 March 2023. However, on the basis of ageing and expected dates of realisation of financial assets and payment of financial liabilities, sanctioned and unutilized credit facilities from bankers and the plans of the Board of Directors and management, the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

Items included in above ratios and reasons for variance more than 25%

Particulars	Numerator	Denominator	Remarks for change >25%
Current ratio	Current Assets	Current Liabilities	NA
Debt-equity ratio	Total Borrowings	Total Equity	NA
Debt-service coverage ratio	Net Profit after taxes + Non-cash operating expenses + Finance cost	Interest & Lease Payments + Principal Repayments	NA
Inventory tunrover ratio	Sale of goods	Average Inventory	NA
Trade receivables turnover ratio	Sale of goods	Average Gross Trade receivables (before provision)	NA
Trade payables turnover ratio	Cost of materials consumed + Purchases of stock-in-trade + Other expenses	Average Trade payables	NA
Net capital turnover ratio	Sale of goods	Current assets less current liabilities (excluding current maturity of Non-current borrowing)	NA
Return on equity ratio	Profit after tax	Average Shareholders' funds	The profit after tax has reduced by 23%, which has caused a decrease in return on investment. Significant variance in profitability ratios is on account of lesser profit in rubber business and consequent reduction in overall profitability.
Net profit ratio	Net Profit for the period	Total Income	
Return on capital employed	Profit before exceptional items, tax and finance cost	Shareholder's funds + Borrowings	
Return on investment	Profit after tax	Total Equity	

47 Other regulatory disclosures

a) As per the information available with the Company, the Company has no transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

b) There has been no charges or satisfaction yet to be registered with ROC beyond the statutory period.

c) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall :

   i) 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).

   ii) provide any guarante, security or the like on behalf of the ultimate beneficiaries.

d) The Company has not received any fund from any persons or entities, including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the company shall :

   i) 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

   ii) provided any guarantee, security or the like on behalf of the ultimate beneficiaries.

e) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year ended 31 March 2023.

f) The borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such loans were taken.

g) The Company has complied with the number of layers prescribed under the Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of layers) Rules, 2017.

h) No loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

i) No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

j) The Company has not been declared as a wilful defaulter by any bank or financial Institution or other lender during the period.

k) The Company does not have any surrendered or undisclosed income during the year in the tax assessments under the Income Tax Act, 1961.

l) There are no approved scheme of arrangements as on the balance sheet date.

48. Prior year comparitives

Prior year comparatives have been regrouped / reclassified where necessary to conform with the current period / year classification.The impact of such restatements/ regroupings are not material to Standalone financial statements.

This is the summary of accounting policies and other explanatory information referred to in our report of even date.

For and on behalf of the Board of Directors of Harrisons Malayalam Limited

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Krishnakumar Ananthasivan
Partner
Membership No.: 206229

Kochi
26 May 2023

Venkitraman Anand
Whole Time Director
DIN: 07446834

Cherian M George
Whole Time Director
DIN: 07916123

Ravi A.
Chief Financial Officer

Binu Thomas
Company Secretary
M No.11208

INDEPENDENT AUDITORS' REPORT

To the Members of Harrisons Malayalam Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of **Harrisons Malayalam Limited** ('the Holding Company') and its subsidiary, Malayalam Plantations Limited (the Holding Company and its subsidiary together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at 31 March 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information.

2. 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 report of the other auditors on separate financial statements and on the other financial information of 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 ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group as at 31 March 2023, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing 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 the 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 together with the audit evidence obtained by the other auditors in terms of their report referred to in paragraph 15 of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment and based on the consideration of the report of the other auditors on separate financial statements of the subsidiary, 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.
5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matters
1. Land litigations The Holding Company holds significant land for its operations as disclosed in note 3 to the consolidated financial statements. The significant land holdings are inherently prone to litigation risk. As disclosed in note 42(A) of the consolidated financial statements, the Holding Company has pending litigations with various courts, involving 13,153.45 hectares of land, which is significant considering the total area of cultivable land. The land litigations involve interpretation of various land laws applicable in the States of Kerala and Tamil Nadu. We focused on this area as the eventual outcome of the litigations is uncertain and the positions taken by the management are based on the application of the material judgement and reliance on legal opinions obtained. Accordingly, unexpected adverse outcomes may significantly impact the operations of the Holding Company and hence it has been considered as a key audit matter.	**Our audit procedures included, but were not limited to, the following:** • We obtained an understanding of the management process for ascertaining the outcome of the land litigations and process performed by the management for its assessment. • Evaluated and tested controls around management's assessment of the outcome of the land litigations and testing performed. • Obtained an understanding of the nature of litigations pending against the Holding Company and discussed the key developments during the year for key litigations with the management and respective legal counsels handling such cases on behalf of the Holding Company. Tested the independence, objectivity and competence of such management experts involved.

Key audit matters	How our audit addressed the key audit matters
	• We also monitored and considered the external information sources to confirm our understanding of litigations. • On a sample basis, obtained and reviewed the necessary evidence which includes correspondence with the external legal counsels and where necessary, inspected minutes of case proceedings available, to support the decisions and rationale of such litigation selected for testing. • Reviewed each attorney response obtained as above to ensure that the conclusions reached are supported by sufficient legal rationale and adequate information is included for the management to determine the appropriate accounting treatment of such cases in the consolidated financial statements. • Evaluated the disclosures made relating to provisions and contingent liabilities for their appropriateness
2. Valuation of finished goods Refer to note 2 (j) of summary of significant accounting policies and other explanatory information for accounting policy for valuation of inventory and significant accounting judgements, estimates and assumptions related thereto and the note 7 of the standalone financial statements of the Group for the year ended 31 March 2023. As at 31 March 2023, the Group held ₹ 3,779.20 lakhs of inventories. Inventories mainly consists of finished goods, which is valued at lower of cost or net realizable value. The Holding Company values its finished goods inventory of tea and rubber at lower of cost and net realizable value (estimated selling price less estimated cost to sell). Considering that there is always a volatility in the selling price of tea and rubber, which is dependent upon various market conditions, determination of the net realizable value for these commodities involves significant management judgement. Moreover, the selling price fetched by tea produced at different estates are different. Owing to the significance of the carrying value of finished goods inventory, the complexities discussed above and the fact that any changes in the management's judgement or assumptions is likely to have a significant impact on the ascertainment of carrying values of inventories, we have considered this area as a key audit matter.	**Our audit procedures in relation to valuation of inventory included, but were not limited to, the following:** • Obtained an understanding of the management process for valuation of finished goods and ensured that the same is consistently applied. • Tested the design and operating effectiveness of the internal controls relating to the valuation of inventories. • Obtained an understanding on the computation of the net realizable values of the finished goods and tested the reasonableness of the significant judgements applied by the management. • Compared the estate wise actual realization subsequent to reporting date and assessed the reasonableness of the net realizable value that was estimated and considered by the management. • Verified the actual costs incurred to sell after the year end and assessed the reasonableness of the cost to sell that was estimated and considered by the management. • Compared the cost of the finished goods with the estimated net realizable value and checked if the finished goods were recorded at net realizable value where the cost was higher than the net realizable value. • Assessed the appropriateness and adequacy of disclosures related to finished goods inventory in accordance with the applicable accounting standards.

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

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

   Our opinion on the consolidated financial statements does not cover the other information and we will 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.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 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 Board of Directors of the Holding Company, as aforesaid.

8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

9. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

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

10. 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 Standards on Auditing 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.

11. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - 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;

    - 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 Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.;

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

- Conclude on the appropriateness of Board of Directors' 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 ability of the Group 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 Group to cease to continue as a going concern; and

- 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.

- Obtain sufficient appropriate audit evidence regarding the financial statements of the entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the 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.

12. 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.

13. 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.

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

Other Matter

15. We did not audit the financial statements of one subsidiary, whose financial statements reflect total assets of ₹ 0.39 lakhs and net assets of ₹ (2.43) lakhs as at 31 March 2023, total revenues of Nil and net cash inflows amounting to ₹ 0.01 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose report has been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiary is based solely on the report of the other auditors.

    Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the work done by and the report of the other auditors.

Report on Other Legal and Regulatory Requirements

16. As required by section 197(16) of the Act based on our audit and on the consideration of the report of the other auditors, referred to in paragraph 15, on separate financial statements of the subsidiary, we report that the Holding Company has paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that one subsidiary company, incorporated in India whose financial statements have been audited under the Act has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable in respect of such subsidiary company.

17. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued by us and by the respective other auditors as mentioned in paragraph 15 above, of companies included in the consolidated financial statements for the year ended 31 March 2023 and covered under the Act, we report that following are the qualifications /

adverse remarks reported by us and the other auditors in the Order reports of the companies included in the consolidated financial statements for the year ended 31 March 2023 for which such Order reports have been issued till date and made available to us:

S No	Name	CIN	Holding Company / subsidiary Company	Clause number of the CARO report which is qualified or adverse
1	Harrisons Malayalam Limited	L01119KL1978PLC002947	Holding company	i (c) vii (a)

18. As required by section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditors on separate financial statements and other financial information of the subsidiary incorporated in India whose financial statements have been audited under the Act, 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 purpose of our audit of the aforesaid consolidated financial statements;

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 report of the other auditors.

c) The consolidated financial statements 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 Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;

e) On the basis of the written representations received from the directors of the Holding Company, and taken on record by the Board of Directors of the Holding Company, and the report of the statutory auditors of its subsidiary company covered under the Act, none of the directors of the Group companies are disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary company covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure I' wherein we have expressed an unmodified opinion; and

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 (as amended), 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 report of the other auditors on separate financial statements and other financial information of the subsidiary incorporated in India whose financial statements have been audited under the Act:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in Note 33 & 42 to the consolidated financial statements;

ii. The Holding Company and its subsidiary company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023.;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary company covered under the Act, during the year ended 31 March 2023.;

iv. a. The respective managements of the Holding Company and its subsidiary company, incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary respectively that, to the best of their knowledge and belief , as disclosed in note 48 (c) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary company, to or in any person(s) or entity(ies), including foreign entities ('the 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 Holding Company, or any such subsidiary company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

b. The respective managements of the Holding Company and its subsidiary company, incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary respectively that, to the best of their knowledge and belief, as disclosed in the note 48 (d) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiary company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary company, shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures performed by us and that performed by the auditors of the subsidiary, as considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The Holding Company and its subsidiary company have not declared or paid any dividend during the year ended 31 March 2023

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 1 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Krishnakumar Ananthasivan
Partner
Membership No.: 206229
UDIN: 23206229BGYTQP9432

Place: Kochi
Date: 26 May 2023

Annexure I to the Independent Auditor's Report of even date to the members of Harrisons Malayalam Limited on the consolidated financial statements for the year ended 31 March 2023

Independent Auditor's Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of Harrisons Malayalam Limited ('the Holding Company') and its subsidiary, Malayalam Plantations Limited (the Holding Company and its subsidiary together referred to as 'the Group'), as at and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary company, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the 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.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') 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 financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to 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 controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

   (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future

periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion and based on the consideration of the report of the other auditors on internal financial controls with reference to financial statements of the subsidiary company, the Holding Company and its subsidiary company, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Group 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.

Other Matter

9. We did not audit the internal financial controls with reference to financial statements insofar as it relates to one subsidiary company, which is a company covered under the Act, whose financial statements reflect total assets of ₹ 0.39 lakhs and net assets of ₹ (2.43) lakhs as at 31 March 2023, total revenues of Nil and net cash inflows amounting to ₹ 0.01 lakhs for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary company have been audited by other auditors whose report has been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company and its subsidiary company, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary company is based solely on the report of the auditors of such company. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the report of the other auditors.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Krishnakumar Ananthasivan
Partner
Membership No.: 206229
UDIN: 23206229BGYTQP9432

Place: Kochi
Date: 26 May 2023

Consolidated Balance Sheet as at 31 March 2023

(All amounts in ₹ lakhs, unless otherwise stated)

	Note	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3	29,014.13	28,552.82
Capital work-in-progress	3	5,766.54	3,570.78
Intangible assets	3	78.54	6.96
Financial assets			
- Investments	4	1.01	1.01
- Other financial assets	5	759.85	183.44
Other non-current assets	6	431.39	382.26
		36,051.46	32,697.27
Current assets			
Inventories	7	3,779.20	3,491.63
Financial assets			
- Trade receivables	8	1,135.24	1,351.86
- Cash and cash equivalents	9	68.97	260.54
- Bank balances other than cash and cash equivalents	10	135.80	129.95
- Other financial assets	11	222.31	813.28
Other current assets	12	3,011.96	3,105.46
		8,353.48	9,152.72
Assets classified as held for sale	13	**119.00**	119.00
Total assets		**44,523.94**	41,968.99
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14(a)	1,845.43	1,845.43
Other equity	14(b)	13,771.41	11,953.28
Total equity		**15,616.84**	13,798.71
Non-current liabilities			
Financial liabilities			
- Borrowings	15	4,670.14	4,569.71
- Lease liabilities	16	295.15	294.62
Provisions	17	5,066.67	4,485.93
		10,031.96	9,350.26
Current liabilities			
Financial liabilities			
- Borrowings	15	4,545.47	4,012.22
- Lease liabilities	16	37.29	36.56
- Trade payables			
(i) Total outstanding dues of micro enterprises and small enterprises	18	418.38	496.40
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	18	4,173.69	4,649.94
- Other financial liabilities	19	3,864.08	3,414.11
Other current liabilities	20	2,485.44	1,867.66
Provisions	17	2,236.41	3,105.47
Current tax liabilities (net)	21	142.38	265.66
		17,903.14	17,848.02
Liabilities directly associated with assets classified as held for sale	22	972.00	972.00
Total liabilities		**28,907.10**	28,170.28
Total equity and liabilities		**44,523.94**	41,968.99

See accompanying notes forming part of these consolidated financial statements.

This is the Consolidated Balance Sheet referred to in our report of even date.

For and on behalf of the Board of Directors of Harrisons Malayalam Limited

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Venkitraman Anand
Whole Time Director
DIN: 07446834

Cherian M George
Whole Time Director
DIN: 07916123

Krishnakumar Ananthasivan
Partner
Membership No.: 206229

Ravi A.
Chief Financial Officer

Binu Thomas
Company Secretary
M. No.11208

Kochi
26 May 2023

Consolidated Statement of Profit and Loss for the year ended 31 March 2023

(All amounts in ₹ lakhs, unless otherwise stated)

	Note	Year ended March 31, 2023	Year ended March 31, 2022
Income			
Revenue from operations	23	**48,676.59**	47,152.58
Other income	24	**711.51**	712.59
Total income		**49,388.10**	47,865.17
Expenses			
Cost of materials consumed	25	**10,864.30**	11,743.68
Purchases of stock-in-trade	26	**3,447.42**	3,866.17
Changes in inventories of finished goods	27	**(122.44)**	326.79
Employee benefits expense	28	**17,796.89**	16,567.89
Finance costs	29	**1,223.34**	1,118.01
Depreciation and amortisation expense	30	**436.09**	422.70
Other expenses	31	**13,965.86**	11,510.98
Total expenses		**47,611.46**	45,556.22
Profit before exceptional items and tax		**1,776.64**	2,308.95
Exceptional items		**-**	-
Profit before tax		**1,776.64**	2,308.95
Income tax expense		**-**	-
Profit for the year		**1,776.64**	2,308.95
Other comprehensive income / (loss)			
Items that will not be reclassified to profit and loss			
a) Re-measurement gains / (losses) in defined benefit plans		**41.49**	(10.43)
Other comprehensive income / (loss) , net of tax		**41.49**	(10.43)
Total comprehensive income for the year		**1,818.13**	2,298.52
Earning per equity share			
Basic (in ₹)	34	**9.63**	12.51
Diluted (in ₹)	34	**9.63**	12.51

See accompanying notes forming part of these Consolidated financial statements.

This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Krishnakumar Ananthasivan
Partner
Membership No.: 206229

Kochi
26 May 2023

For and on behalf of the Board of Directors of Harrisons Malayalam Limited

Venkitraman Anand
Whole Time Director
DIN: 07446834

Cherian M George
Whole Time Director
DIN: 07916123

Ravi A.
Chief Financial Officer

Binu Thomas
Company Secretary
M. No.11208

Consolidated Statement of Cash Flows for the year ended 31 March 2023

(All amounts in ₹ lakhs, unless otherwise stated)

	Year ended March 31, 2023	Year ended March 31, 2022
A. Cash flow from operating activities		
Profit for the year before exceptional item and tax	1,776.64	2,308.95
Adjustments for:		
Depreciation and amortisation expense	436.09	422.70
Interest income on bank deposits and other deposits	(10.43)	(11.26)
Cultivation rent	(444.48)	(223.55)
Finance costs	1,223.34	1,118.01
Provision for doubtful debts/advances	71.38	11.44
Profit on sale of property, plant and equipment	(29.79)	(262.52)
Operating profit before working capital changes	**3,022.75**	3,363.77
Adjustments for working capital changes:		
Increase in inventories	(287.57)	(3.61)
Decrease in trade receivables	145.24	237.32
Decrease in other financial assets and other current and non current assets	89.05	169.64
Increase in trade payables, other current liabilities and provisions	280.05	101.95
Cash generated from operating activities	**3,249.52**	3,869.07
Direct taxes paid, net	(123.28)	(115.55)
Net cash generated from operating activities	**3,126.24**	3,753.52
B. Cash flow from investing activities		
Purchase of property, plant, equipment including capital work in progress including intangible assets	(1,399.49)	(472.91)
Replanting expenses	(1,388.56)	(1,228.59)
Proceeds from disposal of property, plant and equipment	40.61	278.76
Interest received	10.43	11.26
Net cash used in investing activities	**(2,737.01)**	(1,411.48)
C. Cash flow from financing activities		
Proceeds from long-term borrowings	2,086.85	1,675.50
Repayment of long-term borrowings	(1,380.33)	(1,829.58)
Proceeds from / (Repayment of) working capital loans, net	427.16	(260.11)
Proceeds from other short-term borrowings	550.00	450.00
Repayment of other short-term borrowings	(1,050.00)	(1,050.00)
Interest paid	(1,136.88)	(1,093.59)
Other borrowing costs paid	(37.74)	(31.74)
Transfer of unpaid dividend to Investor Education Protection Fund	-	(6.02)
Net cash used in financing activities	**(540.94)**	(2,145.54)
D. Net change in cash and cash equivalents	(151.71)	196.50
E. Cash and cash equivalents at the beginning of the year	260.54	64.04
F. Cash and cash equivalents at the end of the year	**108.83**	260.54
Cash and cash equivalents include		
Cash on hand	8.14	9.77
Balances with banks		
- in current accounts	60.83	250.77
Cash and cash equivalents as per Note 9	**68.97**	260.54

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities

Particulars	**As at 01 April 2022**	**Cash flows**	**Non cash changes**	**As at 31 March 2023**
Non-current borrowings (including current maturities)	5,935.60	706.52	-	6,642.12
Current borrowings	2,646.33	(72.84)	-	2,573.49

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities

Particulars	**As at 01 April 2021**	**Cash flows**	**Non cash changes**	**As at 31 March 2022**
Non-current borrowings (including current maturities)	6,089.68	(154.08)	-	5,935.60
Current borrowings	3,506.44	(860.11)	-	2,646.33

The above cash flow statement has been prepared under the indirect method as set out in Ind AS 7 “Statement of Cash Flows”.

See accompanying notes forming part of these consolidated financial statements.

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

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm’s Registration No.: 001076N/N500013

Krishnakumar Ananthasivan
Partner
Membership No.: 206229

Kochi
26 May 2023

For and on behalf of the Board of Directors of Harrisons Malayalam Limited

Venkitraman Anand
Whole Time Director
DIN: 07446834

Cherian M George
Whole Time Director
DIN: 07916123

Ravi A.
Chief Financial Officer

Binu Thomas
Company Secretary
M. No.11208

Consolidated Statements of Changes in Equity for the year ended 31 March 2023

(All amounts in ₹ lakhs, unless otherwise stated)

A. Equity share capital

Equity shares of ₹ 10 each, fully paid-up	Equity shares	
	Number (in lakhs)	**Amount**
As at 1 April 2021	184.55	1,845.43
Changes in equity share capital during the year	-	-
As at 31 March 2022	184.55	1,845.43
Changes in equity share capital during the year	-	-
As at 31 March 2023	184.55	1,845.43

Reconciliation for instruments entirely equity in nature

Equity share capital	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
31 March 2022	1,845.43	-	1,845.43	-	1,845.43
31 March 2023	1,845.43	-	1,845.43	-	1,845.43

B. Other equity

Particulars	Reserves and surplus					Total
	General reserve	Securities premium	Reserve arising from amalgamation	Housing subsidy reserve	Retained earnings	
Balance as at 01 April 2021	**1,687.82**	**5,002.91**	**291.33**	**5.26**	**2,667.44**	**9,654.76**
Profit for the year					-	
Re-measurement loss in defined benefit plans, net of tax	-	-	-	-	2,308.95 (10.43)	2,308.95 (10.43)
Balance as at 31 March 2022	**1,687.82**	**5,002.91**	**291.33**	**5.26**	**4,965.96**	**11,953.28**
Profit for the year	-	-	-	-	1,776.64	1,776.64
Re-measurement loss in defined benefit plans, net of tax	-	-	-	-	41.49	41.49
Balance as at 31 March 2023	**1,687.82**	**5,002.91**	**291.33**	**5.26**	**6,784.09**	**13,771.41**

See accompanying notes forming part of these consolidated financial statements.

This is the Consolidated Statement of Changes in Equity referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Krishnakumar Ananthasivan
Partner
Membership No.: 206229

Kochi
26 May 2023

For and on behalf of the Board of Directors of Harrisons Malayalam Limited

Venkitraman Anand
Whole Time Director
DIN: 07446834

Cherian M George
Whole Time Director
DIN: 07916123

Ravi A.
Chief Financial Officer

Binu Thomas
Company Secretary
M. No.11208

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023

(All amounts in ₹ lakhs, unless otherwise stated)

1. Principles of Consolidation

The consolidated financial statements relate to Harrisons Malayalam Limited (the 'Holding Company') and its subsidiary (together referred to as the 'Group'). The Consolidated financial statements are in conformity with the Accounting Standards on "Consolidated financial Statements" (IndAS-110) prescribed under Section 133 of the Companies Act, 2013 of India (the 'Act') and are prepared as set out below:

(i) The financial statements of the Holding Company and its subsidiary are combined on a line-by-line basis by adding together the book values of items like assets, liabilities, income and expenses, after eliminating material intra-group balances and intra-group transactions and resulting unrealised profits or losses on intra-group transactions.

(ii) The Consolidated financial statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent required and possible, in the same manner as the Holding Company's separate financial statements.

Following Subsidiary of the Holding Company has been considered in the preparation of these Consolidated financial statements:

Name of the Company	% of share holding and voting power	
	As at 31st March 2023	As at 31st March 2022
Malayalam Plantations Limited	100%	100%

2. Summary of significant accounting policies

a) Basis of preparation and presentation of Consolidated financial statements

i) Statement of compliance with Indian Accounting Standards (Ind AS)

The Consolidated financial statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and as amended, and the presentation and disclosure requirement of Division II of Schedule III to the act (Ind AS compliant Schedule III), as applicable and the guidelines issued by the Securities and Exchange Board of India. The aforesaid Consolidated financial statements have been approved by the Board of Directors in the meeting held on 26 May 2023.

ii) Basis of accounting and measurement

In accordance with the notification issued by the Ministry of Corporate Affairs, the Group is required to prepare its financial statements as per the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting Standards) Amendment Rules, 2016 with effect from 01 April 2017. Accordingly, the Group has prepared these financial statements which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss, the Statements of Cash Flows and the Statement of Changes in Equity for the year ended 31 March 2023, and accounting policies and other explanatory information (together hereinafter referred to as "Consolidated financial statements")

The Consolidated financial statements have been prepared using the significant accounting policies and measurement bases summarized below. These accounting policies have been used throughout all periods presented in these Consolidated financial statements.

The Consolidated financial statements have been prepared on an accrual basis and in accordance with the historical cost convention, unless otherwise stated. All amounts included in the Consolidated financial statements are reported in Indian Rupees (₹) lakhs and have been rounded off to nearest decimal of ₹ lakhs.

b) Use of estimates

The preparation of the Consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The Group bases its estimates and assumptions on parameters available when the Consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Significant management judgements

The following are significant management judgements in applying the accounting policies of the Group that have the most significant effect on the amounts recognised in the Consolidated financial statements or that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Classification of leases

The Group enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at the end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialised nature of the leased asset.

Recoverability of advances / receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

Useful lives of depreciable / amortisable assets

Management reviews its estimate of the useful lives of depreciable / amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain items of property, plant and equipment.

Contingent liability

Management reviews its estimate of the financial impact of the contingent liability at each reporting date, based on the demands received from various Departmental authorities.

Litigations

Management reviews its estimate of the impact of the litigations liability at each reporting date, based on the land matters pending with various Courts.

Defined benefit obligation (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Valuation of Agricultural Produce

Produce growing on Bearer plants are Biological Assets and are 'fair valued' based on biological transformations. As at the Balance Sheet date, the Management has determined that it can reliably measure the biological transformations of its growing produce and such growing produce and agricultural produce have been measured at 'fair values' based on the Management's estimates of expected produce. 'Fair values' have been assessed at market prices at the reporting date and adjusted for estimates of costs to be incurred from the reporting date until harvest. Considering the susceptibility of the estimates to variations, these estimates and assumptions are reviewed at every reporting date until harvest and revisions to the 'fair values' carried out on a cumulative basis. Such variations are considered as change in estimates and are presented as part of Changes in inventories of Finished Goods.

c) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;

- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has evaluated and considered its operating cycle as 12 months.

d) Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by management.

Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Cost includes inward freight, non refundable duties/ taxes and expenses incidental to acquisition/installation.

Expenses relating to new planting and further expenditure incurred at the replanted fields are capitalised.

Property, plant and equipment [other than freehold land and lease hold land (perpetual lease)] are depreciated under the written down value method [other than bearer plants (rubber trees and tea bushes) which are depreciated using straight line method] over the estimated useful lives of the assets, which are different from the lives prescribed under Schedule II to the Companies Act, 2013. The useful lives have been arrived at based on technical assessment of the management.

Freehold land and leasehold land (perpetual lease) are not depreciated.

Useful life adopted by the Group for various class of assets is as follows:

Asset category	Useful lives (in years)
Factory buildings	30
Non factory buildings	60
Plant and machinery (including agricultural assets)	3/ 20
Furniture and fittings	6
Water supply	20/ 30/ 60
Vehicles	10
Bearer plants - Rubber trees	28
Bearer plants - Tea bushes	80

Depreciation methods, useful lives and residual values are reviewed periodically and updated as required, including at each financial year end.

e) Bearer Plants

All the expenses incurred on replanting of rubber and new plantings in tea have been identified and capitalized.

f) Intangible assets

Computer software is capitalised in the period in which the software is implemented for use, where it is expected to provide future enduring economic benefits; such capitalisation costs include license fees and cost of implementation/ system integration services.

Computer software capitalised are amortised on a straight line basis over a period of five years from the date of capitalisation.

g) Impairment of property, plant and equipment and intangible assets

The carrying amounts of property, plant and equipment are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of property, plant and equipment exceeds the recoverable amount (i.e. higher of net selling price and value in use). In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amounts of the assets over their remaining useful lives.

h) Assets held for sale

Items of property, plant and equipment that have been retired from active use and are held for disposal are stated at the lower of their net carrying amount and net realisable value and are shown separately in the Consolidated financial statements under the head 'Assets classified as held for sale'. Any write-down in this regard is recognised immediately in the Statement of Profit and Loss.

i) Revenue recognition

Revenue from contracts with customers is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract.

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

Revenue from sale of goods

Revenue from sale of tea at auction is recognized on receipt of the sale note from the brokers. Revenue from sale of tea other than at auction and sale of rubber is recognized on transfer of significant risks and rewards of ownership in goods in accordance with the terms of sale.

Revenue from contract with customers

The Group recognizes the amount as revenue from contracts with customers, which is received for the transfer of promised goods to customers in exchange for those goods. The relevant point in time or period of time is the transfer of control of the goods. Revenue is reduced for customer returns, taxes on sales, estimated rebates and other similar allowances. The transaction price is determined and allocated to the performance obligations according to the requirements of Ind AS 115. Performance obligations are deemed to have been met when the control of goods is transferred to the customer.

The Group has entered into a barter arrangement with vendors wherein the vendors are allowed to cultivate pineapple in few rubber estates with a condition that these vendors to bear the cost of replanting of rubber plants in these estates, in lieu of cultivation rent otherwise payable by vendors to the Group. The transaction price in the above arrangement has been accounted at fair value as per Ind AS 115 Revenue from contracts with customers.

Interest income

Interest income is reported on an accrual basis using the effective interest method and is included under the head "Other income" in the Statement of Profit and Loss.

Export Incentive

Income from Export incentives are recognised when right to receive credit as per the terms of the scheme is established and when there is certainty of realisation.

j) Inventories

Valuation of inventory of finished products of tea and rubber have been done as per Ind AS 2 'Inventories'. Inventories are stated at lower of cost and net realizable value. Cost is determined on weighted average basis and includes expenditure incurred in the normal course of business in bringing inventories to its location and condition, labour and overhead, where applicable. Inventories are written down for obsolete/slow moving/non moving items wherever necessary.

Ind AS 41 'Agriculture' deals with the recognition and valuation of agricultural produce viz. standing crop of tea and rubber as biological assets. The Group has valued its standing crops for tea and rubber at the reporting date at their fair value less cost to sell at the point of harvest.The fair valuation so arrived at becomes the cost of Inventory under Ind AS-2.

k) Employee benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with Ind AS 19, Employee Benefits.

Defined contribution plan

(i) Provident fund

This is a defined contribution plan where contributions are remitted to provident fund authorities in accordance with the relevant statute and charged to the Statement of Profit and Loss in the period in which the related employee services are rendered. The Group has no further obligations for future provident fund benefits in respect of these employees other than its monthly contributions.

(ii) Superannuation

This is a defined contribution plan. The Group contributes as per the scheme to superannuation fund administered by Life Insurance Corporation of India (LIC). The Group has no further obligations for future superannuation benefits other than its annual contributions and recognises such contributions as expense in the period in which the related employee services are rendered.

Defined benefit plan

(i) Gratuity

This is a defined benefit plan. Provision is based on year-end actuarial valuation using projected unit credit method. Actuarial gains / losses are recognised immediately in the Statement of Profit and Loss as income or expense.

(ii) Compensated absences

This is a defined benefit plan. Provision is based on year-end actuarial valuation using projected unit credit method. Actuarial gains/ losses are recognised immediately in the Statement of Profit and Loss as income or expense.

The present value of the defined benefit obligation denominated in ₹ is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

Service cost on the Group's defined benefit plan is included in employee benefits expense. Employee contributions, all of which are independent of the number of years of service, are treated as a reduction of service cost.

Gains and losses through re-measurements of the defined benefit plans are recognised in other comprehensive income, which are not reclassified to profit or loss in a subsequent period. Further, as required under Ind AS compliant Schedule III, the Group transfers those amounts recognised in other comprehensive income to retained earnings in the statement of changes in equity and balance sheet."

Short-term employee benefits

Short-term employee benefits comprise of employee costs such as salaries, bonus etc. is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

l) Foreign currency transactions

Functional and presentation currency

The functional currency of the Group is the Indian Rupee. These Consolidated financial statements are presented in Indian Rupees (₹).

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in Statement of Profit or Loss.

m) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

n) Government grants/ Subsidy

Revenue subsidy receivable from Tea Board towards manufacture of orthodox tea is accrued on production of orthodox tea. Revenue subsidy receivable from Tea Board towards replanting activities undertaken is accounted on sanction of such subsidy by the Tea Board. Capital subsidy from Tea Board and Rubber Board is adjusted against the cost of specific depreciable assets on receipt of such subsidy.

o) Income taxes

Income tax expense comprises current and deferred income tax. Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to setoff the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

p) Provisions and contingencies

Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation or it cannot be measured with sufficient reliability. The Group does not recognise a contingent liability but discloses its existence in the Consolidated financial statements.

q) Financial instruments

Financial assets

Initial recognition and measurement

Financial assets (other than trade receivables) are recognised when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through statement of profit and loss which are measured initially at fair value. Subsequent measurement of financial assets is described below. Trade receivables are recognised at their transaction price as the same do not contain significant financing component.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified and measured based on the entity's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset at:

a. Amortised cost

b. Fair value through other comprehensive income (FVTOCI) or

c. Fair value through profit or loss (FVTPL)

All financial assets are reviewed for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described below.

(i) Financial asset at amortised cost

Includes assets that are held within a business model where the objective is to hold the financial assets to collect contractual cash flows and the contractual terms gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

These assets are measured subsequently at amortised cost using the effective interest method. The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Group shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

(ii) Financial assets at fair value through other comprehensive income (FVTOCI)

Includes assets that are held within a business model where the objective is both collecting contractual cash flows and selling financial assets along with the contractual terms giving rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, the Group, based on its assessment, makes an irrevocable election to present in other comprehensive income the changes in the fair value of an investment in an equity instrument that is not held for trading. These elections are made on an instrument-by instrument (i.e.., share-by-share) basis. If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, impairment gains or losses and foreign exchange gains and losses, are recognised in other comprehensive income. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. The dividends from such instruments are recognised in statement of profit and loss.

The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Group shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognised in other comprehensive income and shall not reduce the carrying amount of the financial asset in the balance sheet.

(iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets at FVTPL include financial assets that are designated at FVTPL upon initial recognition and financial assets that are not measured at amortised cost or at fair value through other comprehensive income. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply. Assets in this category are measured at fair value with gains or losses recognised in statement of profit and loss. The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Group shall also measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognised in the statement of profit and loss.

De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's Consolidated balance sheet) when:

a. The rights to receive cash flows from the asset have expired, or

b. The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (i) the Group has transferred substantially all the risks and rewards of the asset, or (ii) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 Financial Instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.This category generally applies to borrowings.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

r) Impairment of financial assets

In accordance with Ind AS 109 Financial Instruments, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

The Group tracks credit risk and changes thereon for each customer. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity uses the remaining contractual term of the financial instrument.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Group uses default rate for credit risk to determine impairment loss allowance on portfolio of its trade receivables.

Trade receivables

The Group applies approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of receivables.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

s) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

t) Segment reporting

The Group is engaged in plantations having tea and rubber estates. The business segments identified for segment reporting are Tea, Rubber and Others as the Chief Operating Decision Maker (CODM), reviews business performance at these levels. The Group has considered business segments as the primary segment. The business segments are tea, rubber and others which have been identified taking into account the organisational structure as well as the differing risks and returns of these segments.

u) Earnings/ (loss) per share (EPS)

Basic EPS are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Group (after adjusting for interest on the convertible preference shares, if any) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

v) Leases

Effective from 1st April 2019, the Group adopted Ind AS 116 – Leases and applied the standard to all lease contracts existing as on 1st April 2019 using the modified retrospective method on the date of initial application i.e. 1st April 2019.

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

i. As a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate. Subsequently, the lease liability is measured at amortised cost using the effective interest method.

It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short term leases of real estate properties that have a lease term of 12 months. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Operating Lease

In the comparative period, leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

ii. As a lessor

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

w) Cash and cash equivalents

Cash and cash equivalent in the statement of financial position comprises of cash at banks and on hand, demand deposits, short-term deposits with an original maturity of three months or less and highly liquid investments that are readily convertible into known amounts of cash, which are subject to an insignificant risk of changes in value.

x) Recent accounting pronouncements

The Ministry of Corporate Affairs has vide notification dated 31 March 2023 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 which amends certain accounting standards, and are effective 1 April 2023. These amendments are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

a). Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Group does not expect this amendment to have any significant impact in its financial statements.

b). Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Group does not expect this amendment to have any significant impact in its financial statements.

c). Ind AS 8 Accounting policies, Changes in Acconting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Group does not expect this amendment to have any significant impact in its financial statements

3 Property, plant and equipment, intangible assets and capital work-in-progress

Particulars	Property, plant and equipment									Intangible assets	Capital work-in-progress (Note 3 below)
	Land and Development - Freehold and leasehold (Note 1 below)	Bearer plants	Buildings	Plant and machinery	Furniture and fittings	Water supply	Vehicles	Right of use assets Leasehold land	Total	Computer software	
Gross carrying amount											
Balance as at 1 April 2021	22,921.48	3,574.60	1,371.45	1,785.55	57.58	212.49	147.66	320.70	30,391.51	63.75	2,177.19
Additions	-	-	-	7.51	4.33	-	-	-	11.84	-	1,918.65
Transfer on capitalisation	-	67.78	182.63	244.40	4.99	5.16	20.10	-	525.06	-	(525.06)
Disposals	(2.24)	-	(2.88)	(21.93)	(2.28)	(2.17)	(1.27)	-	(32.77)	-	-
Balance as at 31 March 2022	**22,919.24**	**3,642.38**	**1,551.20**	**2,015.53**	**64.62**	**215.48**	**166.49**	**320.70**	**30,895.64**	**63.75**	**3,570.78**
Additions	-	-	-	8.62	11.32	0.31	43.94	-	64.19	37.50	3,084.03
Transfer on capitalisation	-	168.57	131.00	338.99	40.43	64.76	96.32	-	840.07	45.50	(885.58)
Disposals	-	-	(18.47)	(8.72)	(2.65)	(0.20)	(0.09)	-	(30.13)	-	(2.69)
Balance as at 31 March 2023	**22,919.24**	**3,810.95**	**1,663.73**	**2,354.42**	**113.72**	**280.35**	**306.66**	**320.70**	**31,769.77**	**146.75**	**5,766.54**
Accumulated depreciation/ amortisation											
Balance as at 01 April 2021	**-**	**270.28**	**380.40**	**1,073.05**	**30.32**	**80.22**	**82.52**	**22.23**	**1,939.02**	**54.47**	**-**
Depreciation/amortisation charge during the year	-	85.61	74.71	213.02	7.22	14.07	14.74	11.01	420.38	2.32	-
Reversal on disposal of assets	-	-	(0.73)	(12.79)	(1.68)	(0.38)	(1.00)	-	(16.58)	-	-
Balance as at 31 March 2022	**-**	**355.89**	**454.38**	**1,273.28**	**35.86**	**93.91**	**96.26**	**33.24**	**2,342.82**	**56.79**	**-**
Depreciation/amortisation charge during the year	-	86.89	76.85	200.81	9.93	15.20	23.98	11.01	424.67	11.42	-
Reversal on disposal of assets	-		(3.98)	(5.87)	(1.90)	(0.09)	(0.01)	-	(11.85)	-	-
Balance as at 31 March 2023	**-**	**442.78**	**527.25**	**1,468.22**	**43.89**	**109.02**	**120.23**	**44.25**	**2,755.64**	**68.21**	**-**
Net carrying amount											
Balance as at 31 March 2022	**22,919.24**	**3,286.49**	**1,096.82**	**742.25**	**28.76**	**121.57**	**70.23**	**287.46**	**28,552.82**	**6.96**	**3,570.78**
Balance as at 31 March 2023	**22,919.24**	**3,368.17**	**1,136.48**	**886.20**	**69.83**	**171.33**	**186.43**	**276.45**	**29,014.13**	**78.54**	**5,766.54**

Notes

1. Land and development includes certain leasehold lands the value of which is not separately ascertainable. Refer note 43.

2. **Property, plant and equipment pledged as security**

   Details of properties pledged are as per note 38.

3. **Capital work in progress (CWIP)**

   Capital work in progress mainly represents the immature bearer plants awaiting capitalisation.The capitalised portion of the same is disclosed seperately in the above table.

4. **CWIP Ageing schedule as at 31 March 2023**

CWIP	Amount in CWIP for a period of				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Projects in progress (including bearer plants)	2,500.25	1,463.92	1,078.62	723.75	5,766.54
Total	**2,500.24**	**1,463.92**	**1,078.62**	**723.75**	**5,766.54**

CWIP Ageing schedule as at 31 March 2022

CWIP	Amount in CWIP for a period of				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Projects in progress (including bearer plants)	1,564.62	1,074.14	691.73	240.29	3,570.78
Total	**1,564.62**	**1,074.14**	**691.73**	**240.29**	**3,570.78**

There are no Capital Work in Progress which are overdue or has exceeded the costs compared to its original plan.

5. **Capitalised borrowing cost**

There is no borrowing costs capitalised during the year ended 31 March 2023 (31 March 2022: Nil).

6. **Capital commitments**

Refer note 33(b)

7 Property, plant and equipment have not been revalued during the year.

		As at 31 March 2023	As at 31 March 2022
4	**Investments**		
	Non-current		
	Investment in Government Securities		
	Unquoted (at cost)		
	National Savings Certificate	0.01	0.01
	Treasury Savings Account	1.00	1.00
		1.01	1.01
5	**Other financial assets (Non Current)**		
	Subsidy receivable	758.12	181.71
	Bank deposit on lien	1.73	1.73
		759.85	183.44
6	**Other non-current assets**		
	(Unsecured, considered good)		
	Capital advances	67.74	10.77
	Electricity and other deposits	363.65	371.49
		431.39	382.26

	As at 31 March 2023	As at 31 March 2022
7 Inventories		
Finished goods*	1,823.55	1,701.11
Stores and spares **	1,909.30	1,752.26
Nurseries	46.35	38.26
	3,779.20	3,491.63

* Including standing crops

** Stores and spares includes packing materials of ₹ 705.43 (31 March 2022: ₹ 713.09).

Method of valuation of inventory- Refer note 2 (j)

8 Trade receivables		
Unsecured		
Considered good*	1,206.62	1,351.86
Considered doubtful	557.39	557.39
Less: Allowance for Expected credit loss	(628.77)	(557.39)
	1,135.24	1,351.86

*The balance includes amount due from private companies with common directorship amounting to ₹ 25.69 (31 March 2022: ₹ 18).

Trade Receivables ageing schedule as at 31 March 2023

Particulars	Outstanding for following periods from the date of transaction					TOTAL
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	968.62	47.86	82.12	20.83	87.19	**1,206.62**
(ii) Undisputed trade receivables credit impaired	-	-	-	0.22	557.17	**557.39**
Less: Loss allowance	2.31	9.57	12.21	12.63	592.05	**628.77**
Total Trade Receivable						**1,135.24**

Trade Receivables ageing schedule as at 31 March 2022

Particulars	Outstanding for following periods from the date of transaction					TOTAL
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	1,157.38	69.77	-	-	124.71	**1,351.86**
(ii) Undisputed trade receivables credit impaired	-	-	0.22	11.22	545.95	**557.39**
Less: Loss allowance	-	-	-	-	-	**557.39**
Total trade receivable						**1,351.86**

There are no dues which are under dispute.

9 Cash and cash equivalents		
Balance with banks		
- In Current accounts	60.83	250.77
Cash on hand	8.14	9.77
	68.97	260.54
10 Bank balances other than cash and cash equivalents		
Deposits with maturity more than 3 months but less than 12 months*	135.80	129.95
	135.80	129.95

* Balance with banks in deposit accounts include deposits held as security against Letter of Credits/ Guarantee with a maturity of less than twelve months.

		As at 31 March 2023	As at 31 March 2022
11	**Other financial assets (Current)**		
	(Unsecured, considered good)		
	Advances to employees	114.97	126.01
	Claims recoverable	5.67	5.59
	Subsidy receivable	-	576.21
	Unbilled revenue	28.47	28.47
	Export entitlement	73.20	77.00
		222.31	813.28
	(Unsecured, considered doubtful)		
	Export entitlement	13.54	13.54
	Less: provision for doubtful advances	(13.54)	(13.54)
		-	-
		222.31	813.28
12	**Other current assets**		
	(Unsecured, considered good)		
	Advance to suppliers	426.19	462.56
	Balances with government authorities	2,145.93	2,248.30
	Prepayments	181.77	116.77
	Deferred replanting asset* (Refer note 20)	258.07	277.83
		3,011.96	3,105.46

*Refer note no 2(i)- Revenue Recognition. The revenue recognised during the year ended is ₹ 444.48 (₹ 223.55 for the year ended 31 March 2022).

13	**Assets classified as held for sale (Refer note 22)**		
	Disposal group*	119.00	119.00
		119.00	119.00

* Asset held for sale represents written down value of building which is proposed to be sold by the Group.

14(a)	**Equity share capital**	**As at 31 March 2023**		**As at 31 March 2022**	
		No. of shares	**₹ Amount**	**No. of shares**	**₹ Amount**
	Authorized				
	Equity Shares of ₹ 10 each	3,00,00,000	3,000.00	3,00,00,000	3,000.00
	Issued, subscribed and fully paid up				
	Equity Shares of ₹ 10 each fully paid up	1,84,55,405	1,845.54	1,84,55,405	1,845.54
	Less: Allotment money in arrears	-	(0.11)	-	(0.11)
		1,84,55,405	**1,845.43**	1,84,55,405	1,845.43

i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	**As at 31 March 2023**		**As at 31 March 2022**	
	No. of shares	**₹ Amount**	**No. of shares**	**₹ Amount**
Equity share of ₹ 10 each				
Opening balance	1,84,55,405	1,845.43	1,84,55,405	1,845.43
Issue of shares during the year	-	-	-	-
Closing balance	**1,84,55,405**	**1,845.43**	1,84,55,405	1,845.43

ii) Terms/right attached to equity shares

The holding company has issued only one class of equity shares having a face value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Group, in proportion to their shareholding.

iii) Shareholders holding more than 5% of the aggregate shares in the group

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	**% holding**	**No. of shares**	**% holding**
Equity Shares of ₹ 10 each				
Rainbow Investments Limited	46,07,043	24.96%	46,07,043	24.96%
Vayu Udaan Aircraft LLP	37,95,217	20.56%	37,95,217	20.56%
Swallow Associates LLP	10,10,722	5.48%	10,10,722	5.48%

iv) There were no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and buy back of shares during the last 5 years immediately preceding 31 March 2023.

v) Details of shareholding of Promoters:

	As at 31 March 2023			As at 31 March 2022		
	Nos.	**% holding**	**% Change**	**Nos.**	**% holding**	**% Change**
Equity Shares of ₹ 10 each						
Rainbow Investments Limited	46,07,043	24.96%	0.00%	46,07,043	24.96%	0.00%
Vayu Udaan Aircraft LLP	37,95,217	20.56%	0.00%	37,95,217	20.56%	0.00%
Swallow Associates LLP	10,10,722	5.48%	0.00%	10,10,722	5.48%	0.00%
Trade Apartments Limited	2,10,566	1.14%	0.00%	2,10,566	1.14%	0.00%
Harshvardhan Ramprasad Goenka	55,020	0.30%	0.00%	55,020	0.30%	0.00%
Trivikram Khaitan (Trustee of HML Trust No.I)	43,680	0.24%	0.00%	43,680	0.24%	0.00%
Trivikram Khaitan (Trustee of HML Trust No.II)	43,680	0.24%	0.00%	43,680	0.24%	0.00%
Trivikram Khaitan (Trustee of HML Trust No.III)	43,680	0.24%	0.00%	43,680	0.24%	0.00%
Trivikram Khaitan (Trustee of HML Trust No.IV)	43,680	0.24%	0.00%	43,680	0.24%	0.00%
Trivikram Khaitan (Trustee of HML Trust No.V)	43,680	0.24%	0.00%	43,680	0.24%	0.00%
Trivikram Khaitan (Trustee of HML Trust No.VI)	43,680	0.24%	0.00%	43,680	0.24%	0.00%
Sanjiv Goenka	35,000	0.19%	0.00%	35,000	0.19%	0.00%
Rama Prasad Goenka	10,000	0.05%	0.00%	10,000	0.05%	0.00%
Carniwal Investments Limited	1,230	0.01%	0.00%	1,230	0.01%	0.00%
Lebnitze Real Estates Pvt. Ltd.	400	0.00%	0.00%	400	0.00%	0.00%
Instant Holdings Limited	200	0.00%	0.00%	200	0.00%	0.00%
Summit Securities Limited	160	0.00%	0.00%	160	0.00%	0.00%
Saregama India Limited	100	0.00%	0.00%	100	0.00%	0.00%
Harsh Vardhan Goenka (Trustee of Secura India Trust)	20	0.00%	0.00%	10	0.00%	0.00%
Sofreal Mercantrade Pvt. Ltd.	10	0.00%	0.00%	10	0.00%	0.00%
Ektara Enterprises LLP	10	0.00%	0.00%	10	0.00%	0.00%
Chattarpati Apartments LLP	10	0.00%	0.00%	10	0.00%	0.00%
Malabar Coastal Holdings LLP	10	0.00%	0.00%	10	0.00%	0.00%
Atlantus Dwellings and Infrastructure LLP	10	0.00%	0.00%	10	0.00%	0.00%
Harsh Vardhan Goenka (Trustee of Nucleus Life Trust)	10	0.00%	0.00%	10	0.00%	0.00%
Harsh Vardhan Goenka (Trustee of Prism Estates Trust)	10	0.00%	0.00%	10	0.00%	0.00%
Harsh Vardhan Goenka (Trustee of Ishaan Goenka Trust)	10	0.00%	0.00%	10	0.00%	0.00%
Harsh Vardhan Goenka (Trustee of Navya Goenka Trust)	10	0.00%	0.00%	10	0.00%	0.00%
Anant Vardhan Goenka (Trustee of AVG Family Trust)	10	0.00%	0.00%	10	0.00%	0.00%
Anant Vardhan Goenka (Trustee of RG Family Trust)	10	0.00%	0.00%	10	0.00%	0.00%
Anant Vardhan Goenka	10	0.00%	0.00%	10	0.00%	0.00%
Radha Anant Goenka	10	0.00%	0.00%	10	0.00%	0.00%
Mala Goenka	10	0.00%	0.00%	10	0.00%	0.00%

The above information has been compiled from the filings made with stock exchange, by the Holding company during the year.

		As at 31 March 2023	As at 31 March 2022
14(b)	**Other equity (Refer Consolidated Statement of Changes in Equity)**		
	General reserve	1,687.82	1,687.82
	Securities premium	5,002.91	5,002.91
	Reserve arising from amalgamation	291.33	291.33
	Housing subsidy reserve	5.26	5.26
	Retained earnings	6,784.09	4,965.96
		13,771.41	**11,953.28**

Description of nature and purpose of each reserve:

a. General reserve

General reserve was created from time to time by way of transfer of profits from retained earnings for appropriation purposes.

b. Securities premium account

The amount received in excess of face value of the Equity shares was recognised in securities premium. The reserve is utilised in accordance with the provisions of the Act.

c. Reserve arising from amalgamation

Pertains to reserve created on account of amalgation effected between erstwhile companies during 1978-79 ₹ 4.43 and 2009-10 ₹ 286.90

d. Retained earnings

Retained earnings are the profits / (loss) that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

		As at 31 March 2023	As at 31 March 2022
15	**Borrowings (Refer note 38)**		
	Non-current		
	Secured		
	Term loan		
	-from banks	6,504.67	5,899.82
	-from others	137.45	35.78
		6,642.12	5,935.60
	Less: Current maturities of long-term debt	(1,971.98)	(1,365.89)
		4,670.14	4,569.71
	Current		
	Secured		
	Cash credit from banks repayable on demand *	2,275.38	2,146.33
	Current maturities of long-term debt	1,971.98	1,365.89
		4,247.36	3,512.22
	Unsecured		
	From others	-	500.00
	Bill discounting	298.11	-
		298.11	500.00
		4,545.47	4,012.22

* Secured by equitable mortgage of immovable property of the Group situated in Arapetta Estate, hypothecation of standing crop in all estates, stocks of tea, rubber, stores and spares, book debts and other movable assets both present and future.

Reconciliation of quarterly returns or statements submitted to the bank with the Group's books of accounts:

Nature of current Asset offered as security	Quarter ended	Information disclosed as per return	Information as per books of accounts	Difference
Standing crops*	30-Jun-22	4,141.42	156.58	3,984.84
Finished goods **	30-Sep-22	2,215.11	2,341.82	-126.71
Standing crops*		4,049.62	145.76	3,903.86
Trade receivables ^		1,786.83	1,632.54	154.29
Finished goods**	31-Dec-22	3,051.70	3,103.43	-51.73
Standing crops*		3,973.01	141.05	3,831.96
Finished goods **	31-Mar-23	1,660.60	1,741.88	-81.28
Standing crops*		3,596.46	81.68	3,514.78
Stores and spares**		2,034.62	1,955.65	78.97
Trade receivables ^		1,263.00	1,206.62	56.38

* Based on the sanction letter from banks, value of four months standing crops has been considered in the returns filed with banks. The value of 14 days' crop for tea and 4 days' crop for rubber has been considered for the purpose of valuation in the finacial statements, on a prudent basis.

** The difference is on account of adjustments to valuation of inventory on change in net realisable value.

^ The difference is on account of reversal of revenue from contracts where performance obligation was met after the cut off date.

The above adjustments in respect of inventory and receivables are made after the date of initial filing of quarterly returns, but before the finalisation of books of accounts for the respective quarters. Revised statements have been filed with the bank, which are in agreement with the books of accounts.

16	**Lease liabilities (Refer note 43)**		
	Non-current		
	Lease Liability	295.15	294.62
	Current		
	Lease Liability	37.29	36.56
17	**Provisions (Non-current)**		
	Provisions for employee benefits		
	Gratuity (Refer note 41)	4,868.57	4,285.76
	Compensated absence	198.10	200.17
		5,066.67	4,485.93
	Current		
	Provisions for employee benefits		
	Gratuity (Refer note 41)	207.30	1,091.69
	Compensated absence	27.47	12.14
	Contingency reserve *	1,879.00	1,879.00
		2,113.77	2,982.83
	Other provisions :		
	Fringe benefit tax (Net of advance tax of ₹ 92.42, 31 March 2022: ₹ 92.42)	122.64	122.64
		122.64	122.64
		2,236.41	3,105.47

* Provision for contingency represents the potential exposure on account of legal dispute. However, the nature of the provision has not been disclosed in detail on the grounds that it is expected to prejudice the interests of the Group.

18	**Trade payables**		
	Total outstanding dues of Micro enterprises and Small Enterprises (Refer note (a) below)	418.38	496.40
	Total outstanding dues of creditors other than micro enterprises and small enterprises	4,173.69	4,649.94
		4,592.07	5,146.34

The carrying values of trade payables are considered to be a reasonable approximation of fair value.

a) Dues to micro, small and medium enterprises pursuant to Section 22 of the Micro, Small and Medium Enterprises

Development Act (MSMED), 2006:

		31 March 2023	31 March 2022
i)	Principal amount remaining unpaid	215.55	301.90
ii)	Interest due thereon	9.59	5.61
iii)	Interest paid by the Group in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	8.69	-
iv)	Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	7.44	10.91
v)	Interest accrued and remaining unpaid as at the year end	202.83	194.50
vi)	Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	17.03	16.52

The above disclosure has been determined to the extent such parties have been identified on the basis of information available with the Group. This has been relied upon by the auditors.

b) Trade payables ageing schedule as at 31 March 2023

Particulars	Outstanding for following periods from the transaction date				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
(i) MSME	202.21	46.31	35.41	134.45	418.38
(ii) Others	3,252.48	297.27	88.98	534.96	4,173.69

Trade Payables ageing schedule as at 31 March 2022

Particulars	Outstanding for following periods from the transaction date				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
(i) MSME	318.42	35.40	43.96	98.62	496.40
(ii) Others	3,601.28	165.95	97.82	784.89	4,649.94

There are no dues which are under dispute.

19	**Other financial liabilities(Current)**		
	Employee benefits payable (including unpaid gratuity)*	3,339.83	2,884.33
	Security deposits	503.40	517.78
	Others	20.85	12.00
		3,864.08	3,414.11

*Unpaid gratuity represents ₹ 1,452.37 (31 March 2022: ₹ 1,437.36) gratuity payable to certain employees who have not handed over the possession of the allotted official accommodation/quarters, even after 30 days of their superannuation /resignation from the Group. Based on the judicial pronouncements and legal opinion obtained, the Group is bound to discharge this liability only upon vacation of accommodation/ quarters by the employees. The management has initiated necessary measures to obtain possession of the property to discharge the liability. In the opinion of management, there is no impact in the financial statements as necessary provision is carried in the books of accounts to meet this liability.

20	**Other current liabilities**		
	Statutory dues	1,131.63	1,066.23
	Advance from customers	1,095.74	523.60
	Deferred liability cultivation rent (Refer note 12)	258.07	277.83
		2,485.44	1,867.66

21	**Current tax liabilities (net)**		
	Provision for income tax (net of advance tax ₹ 14,305.53, 31 March 2022: ₹ 14,182.25)	142.38	265.66
		142.38	265.66

		As at 31 March 2023	As at 31 March 2022
22	**Liabilities directly associated with assets held for sale (Refer note 13)**		
	Advance received	972.00	972.00
		972.00	972.00

		Year ended 31 March 2023	Year ended 31 March 2022
23	**Revenue from operations**		
	Sale of products	45,884.46	44,840.67
		45,884.46	44,840.67
	Other operating revenues		
	Export entitlements	161.20	5.48
	Others*	2,630.93	2,306.43
		2,792.13	2,311.91
		48,676.59	47,152.58

* Other revenues include cultivation rent income, income from sale of trees and hospital income

Disclosure under Ind AS 115 -Revenue from contracts with customers

23.1 Disaggregation of revenue from contracts with customers

The management determines that the segment information reported under note 44 Segment reporting is sufficient to meet the disclosure objective with respect to disaggregation of revenue under Ind AS 115 "Revenue from contract with Customers". Hence, no separate disclosures of disaggregated revenues are reported.

Contract Balances		
Contract assets	1,163.71	1,380.33
Contract liabilities	1,095.74	523.59
	2,259.45	1,903.92

During the year ended 31 March 2023, the Group has recognised revenue of ₹ 523.59 (31 March 2022: ₹ 742.65) arising from opening contract liabilities.

In case of tea sales, payment is generally due by 0 to 180 days and for rubber sales payment is generally due by 0 to 60 days.

Reconciliation of Revenue from sale of goods with the contracted price		
Contracted price	45,884.46	44,840.67
Less: Trade discount, rebates etc.	-	-
	45,884.46	44,840.67

24	**Other income**		
	Interest income on bank deposits and other deposits	10.43	11.26
	Profit on sale of property, plant and equipment.	29.79	262.52
	Other non-operating income*	671.29	438.81
		711.51	712.59

*Other non-operating income includes income from tourism activities.

25	**Cost of materials consumed**		
	(all indigenous)		
	Inventory at the beginning of the year	-	1.50
	Add: Purchases	10,864.30	11,742.18
	Less: Inventory at the end of the year	-	-
	Cost of materials consumed	**10,864.30**	11,743.68

		As at 31 March 2023	As at 31 March 2022
26	**Purchase of stock-in-trade**		
	Cenex / Technically Specified Rubber (TSR)	3,443.47	3,866.17
	Fruits, spices and others	3.95	-
		3,447.42	3,866.17
27	**Changes in inventories**		
	Inventory at the beginning of the year		
	Tea	1,362.96	1,685.89
	Rubber	338.15	342.01
		1,701.11	2,027.90
	Inventory at the end of the year		
	Tea	1,567.47	1,362.96
	Rubber	256.08	338.15
		1,823.55	1,701.11
	Changes in inventories	**(122.44)**	326.79
28	**Employee benefits expense**		
	Salaries and wages	15,161.25	14,013.25
	Contribution to provident fund	1,440.63	1,375.98
	Contribution to superannuation fund	112.59	107.05
	Gratuity (Refer note 41)	629.89	653.46
	Staff welfare expenses	428.40	392.67
	Employee training expense	24.13	25.48
		17,796.89	16,567.89
29	**Finance costs**		
	Finance charges	1,145.73	1,046.84
	Interest expenses on lease liabilities	39.86	39.43
	Other borrowing cost*	37.75	31.74
		1,223.34	1,118.01

*Other borrowing costs includes bank charges on bank guarantee, and loan processing fees.

30	**Depreciation and amortisation expense**		
	Depreciation of property, plant and equipment (Refer note 3)	424.67	420.38
	Amortisation of intangible assets (Refer note 3)	11.42	2.32
		436.09	422.70

		As at 31 March 2023	As at 31 March 2022
31	**Other expenses**		
	Consumption of stores and spare parts	3,063.57	2,370.40
	Consumption of packing material	1,286.78	959.42
	Contract costs	2,170.28	1,840.89
	Power and fuel	2,364.40	2,166.35
	Rent	76.13	86.12
	Rates and taxes	295.11	123.17
	Repairs and maintenance		
	- Buildings	507.29	423.91
	- Plant and machinery	457.15	397.19

	As at 31 March 2023	As at 31 March 2022
- Others	110.63	87.59
Insurance	124.71	122.53
Travelling and conveyance	623.48	501.62
Legal and Professional charges (Refer Note 35)	692.82	550.73
Brokerage and discount	207.78	198.51
Commission to selling agent	50.01	14.84
Freight, shipping, transport and other charges	1,149.98	1,074.98
Directors' sitting fees	5.90	7.30
Allowance for bad and doubtful debts	71.38	11.44
Miscellaneous expenses	708.46	573.99
	13,965.86	11,510.98

In the absence of average net profits in the immediately three preceding years, there is no requirement for the Group to spend any amount under sub-section (5) of section 135 of the Act

32 Fair value measurements

(i) Financial instruments by category

The carrying value and fair value of financial instruments by categories were as follows:

Particulars	Note	As at 31 March 2023			As at 31 March 2022		
		Amortised cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVTOCI	Amortised cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVTOCI
Assets:							
Investments	4	1.01	-	-	1.01	-	-
Cash and cash equivalents	9	68.97	-	-	260.54	-	-
Bank balances other than cash and cash equivalents	5, 10	137.53	-	-	131.68	-	-
Trade receivable	8	1,135.24	-	-	1,351.86	-	-
Loans							
Other financial assets	5, 11				-	-	-
Advances to employees		114.97	-	-	126.01	-	-
Claims recoverable		5.67	-	-	5.59	-	-
Subsidy receivable		758.12	-	-	757.92	-	-
Unbilled revenue		28.47	-	-	28.47	-	-
Export entitlement		73.20	-	-	77.00	-	-
Total		**2,323.18**	**-**	**-**	2,740.08	-	-
Liabilities:							
Borrowings	15	9,215.61	-	-	8,581.93	-	-
Trade payable	18	4,592.07	-	-	5,146.34	-	-
Other financial liabilities	16,19						
Others		20.85	-	-	12.00	-	-
Employee benefits payable		3,339.83	-	-	2,884.33	-	-
Lease Liability		332.44			331.18		
Security deposits		503.40	-	-	517.78	-	-
Total		**18,004.20**	**-**	**-**	17,473.56	-	-

Assets:

The management assessed that the fair value of cash and cash equivalents, trade receivables, loans, other financial assets, trade payables, other financial liabilities and working capital loans approximate the carrying amount largely due to short-term maturity of this instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

(ii) Fair value of financial assets and liabilities measured at amortised cost

The management assessed that for amortised cost instruments, fair value approximate largely to the carrying amount.

(iii) Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(iv) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the fair value of foreign exchange forward contracts is determined using market observable inputs, including prevalent forward rates for the maturities of the respective contracts and interest rate curves as indicated by banks and third parties.

33 Contingent liabilities and commitments

		As at	As at
a)	**Contingent liabilities**		
1	**Claims against the Group not acknowledged as debt**	**31 March 2023**	**31 March 2022**
i)	Employee related	502.71	459.42
ii)	Disputed income tax matters	3,807.60	3,804.88
iii)	Sales tax matters	2,976.00	3,786.81
2	**Others**		
i)	Outstanding bills discounted with bank	47.67	91.38
		7,333.98	8,142.49

(a) (ii) Certain expenditure have been disallowed and Income has been added by the Income tax authorities during assessment proceedings for earlier years and tax demands were raised against the Group. The Group is contesting/filed appeal against these demands and the same are pending before various appellate authorities.

(a) (iii) The sales tax department has denied certain claims made by the Group in earlier years and raised demand against the Group. The Group's appeal against the said demands are pending before appellate authorities. In the opinion of management the outcome of the above litigations will be favourable to the group, hence no provision is considered necessary in the financial statements.

b)	**Commitments**		
i)	Estimated amount of contracts remaining to be executed on capital Account and not provided for, net of advance payments of ₹ 67.74 (31 March 2022: ₹ 10.77).	38.69	55.51
		38.69	55.51

		As at 31 March 2023	As at 31 March 2022
34	**Earnings per share (Basic and diluted)**		
	Profit attributable to equity holders	1,776.64	2,308.95
	Weighted average number of equity shares outstanding (for basic and diluted earnings per share)	1,84,55,405	1,84,55,405
	Nominal value of shares	10	10
	Basic and diluted earnings per share	9.63	12.51

35 Remuneration to auditors

As auditor		
Audit fee (including audit of consolidated financial statements)	17.00	17.00
Tax audit fee	4.00	4.00
Limited review fee	9.00	9.00
Other services	-	0.50
	30.00	30.50

36 Related party disclosures

a) Names of related parties and nature of relationship:

Nature of relationship	Name of related party
Key management personnel	Mr. Venkitraman Anand (Whole Time Director)
	Mr. Cherian M George (Whole Time Director)
	Mr. Jyoteendra Mansukhlal Kothary (Director) (Upto 22 July 2022)
	Mr. Golam Momen (Director) (Upto 29 Janaury 2023)
	Mr. Vinayaraghavan Corattiyil (Director)
	Mr. Padmanabhapanicker Rajagopalan (Director)
	Mr. Kaushik Roy (Director)
	Ms. Rusha Mitra (Director)
	Mr Rajat Bhargava (Director) (From 6 August 2022)
	Mr Noshir Naval Framjee (Director) (From 31 March 2023)
Promoter / Promoter group companies	Swallow Associates LLP
	Saregama India Limited
	CESC Limited
	KEC International Limited
	Open Media Net Work [P] Limited
	PCBL Limited
	Raychem RPG Private Limited
	CEAT Limited
	RPG Life Sciences Limited
	RPG Enterprises Limited
	Summit Securities Limited
	Mantle Advisors Private Limited
	Zensar Technologies Limited
	Spencers Retail Limited
	Business Media Private Limited

b) Transactions with related parties

Transaction	Related Party	Year ended 31 March 2023	Year ended 31 March 2022
Remuneration to key managerial personnel*	Mr. Venkitraman Anand (Whole Time Director)	124.33	102.57
	Mr. Cherian M George (Whole Time Director)	75.68	66.76
Sitting fees paid	Mr. Jyoteendra Mansukhlal Kothary (Director)	0.30	1.50
	Mr. Golam Momen (Director)	1.20	1.50
	Mr. Vinayaraghavan Corattiyil (Director)	1.00	1.00
	Mr. Padmanabhapanicker Rajagopalan (Director)	0.80	1.00
	Mr. Kaushik Roy (Director)	0.80	0.80
	Ms. Rusha Mitra (Additional Director)	1.20	1.50
	Mr Rajat Bhargava (Director)	0.60	0.00

Transaction	Related Party	Year ended 31 March 2023	Year ended 31 March 2022
Rental charges Income	CESC Limited	22.78	20.45
	KEC International Limited	4.42	1.92
	Open Media Net Work [P] Limited	0.03	0.00
	Saregama India Limited	0.35	0.00
	PCBL Limited	3.87	1.54
	Business Media Private Limited	0.62	0.34
Rental charges Expenses	CEAT Limited	0.11	0.00
Sale of products	Raychem RPG Private Limited	143.87	138.01
	RPG Life Sciences Limited	3.36	0.00
	CEAT Limited	12.08	45.15
Rendering of Services	RPG Enterprises Limited	1.27	0.00

*Remuneration paid to KMP excludes provision for/contribution to gratuity and compensated absences which are based on actuarial valuation done on an overall Group basis (cannot be individually identified) are excluded in the disclosure above.

c) Balances with related parties

Balances	Related Party	As at 31 March 2023	As at 31 March 2022
Remuneration payable	Mr. Venkitraman Anand	5.43	4.94
	Mr. Cherian M George	-	-
Rental charges	CESC Limited	0.10	0.54
	KEC International Limited	11.26	10.92
	Open Media Net Work [P] Limited	(0.06)	(0.06)
	CEAT Limited	(0.17)	(0.06)
	PCBL Limited	(0.06)	(0.91)
Sale of products	Raychem RPG Private Limited	25.79	18.00
	CEAT Limited	6.91	6.75
	RPG Life Sciences Limited	4.73	3.41
Rendering of Services	Swallow Associates LLP	0.25	0.25
	Spencers Retail Limited	0.30	2.59
	Business Media Private Limited	-	0.07
	RPG Enterprises Limited	(9.64)	(9.89)
	Summit Securities Limited	(0.17)	(0.17)
	Mantle Advisors Private Limited	(0.19)	(0.19)
	Zensar Technologies Limited	(4.42)	(4.42)
Advance received	KEC International Limited	(972.00)	(972.00)

Terms of related party transactions

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free. The settlement for these balances occurs through payment. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2022: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

37 Deferred/Current tax

(i) (i) The Group has not recognised any deferred tax asset in respect of unabsorbed depreciation/ brought forward losses and other temporary differences in accordance with Ind AS 12 “Income Taxes” in the absence of reasonable certainty that probable taxable profit will be available against which the deductible temporary difference can be utilised.

(ii) The Group elected to exercise the option permitted under section 115BAA of the Income Tax Act, 1961, as introduced by the Taxation Laws (Amendment) ordinance 2019. hence the Group has not accounted for MAT liability.

Unused tax losses for which no deferred tax asset has been recognised:

The Group has unabsorbed business loss of ₹ 1,674.50 under the provisions of Income-tax Act, 1961 and ₹ 13,637.10 under the provisions of Kerala Agricultural Income Tax Act, 1991 which expires on the 8th year from the end of the relevant assessment year.

The Group has unabsorbed depreciation loss under the provisions of Income-tax Act, 1961 amounting to ₹ 2,707.82, which has no limit for expiry.

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

Accounting profit before tax and exceptional item	1,776.64	2,308.95
Tax on accounting profit at statutory income tax rate of 25.17 % (31 March 2022 : 25.17%)	447.14	581.12
Tax effect of amount which are not deductible / (taxable) in calculating taxable income	-655.59	-657.82
Effect of DTA/(DTL) not recognised	208.45	76.70
Tax expense recognised in the Statement of profit and loss	-	-

38 Details of security, repayment terms, applicable interest rates

Term loan from banks - Non Current

a Loan availed of ₹ 1,223.48 during 2017-18 and ₹ 1776.52 during 2018 - 19 is repayable in 24 equal quarterly instalments commencing from June 2019, is secured by equitable mortgage created on immovable properties of the Holding Company situated in Kollam, Fort Kochi and Coimbatore.The loan carries an interest rate of MCLR plus applicable spread payable on a monthly basis from disbursement of the loan.Year end balance of the loan is ₹ 1218.64 net of processing fees (As at 31 March 2022 : ₹ 1566.58)

b. Loan availed of ₹ 3,000.00 during 2018 - 19 is repayable in 20 quarterly instalments repayable as 8 quarterly instalments of ₹ 25.00 commencing from September 2019 upto December 2021, 8 quarterly instalments of ₹ 225.00 from March 2022 upto December 2023 and 4 quarterly final installments of ₹ 250.00 from March 2024 upto December 2024, is secured by a charge created on immovable property of the Holding Company situated at Kumbazha rubber estate, Kerala. The loan carries an interest of MCLR plus applicable spread payable on a monthly from the disbursement of the loan. Year end balance of the loan is ₹ 1,663.80 net of processing fee (As at 31 March 2022 : ₹ 2,557.85)

c Loan availed of ₹ 3000 during 2021-22 is repayable in 20 quarterly instalments reapayable as 8 quarterly instalments of ₹ 75.00 commencing from June 2023 up to March 2025, 12 quarterly instalments of ₹ 200 from June 2025 up to March 2028, is secured by a charge created on immovable property of the Holding Company situated at Kumbazha rubber estate, Kerala. The loan carries an interest of MCLR plus applicable spread payable on a monthly from the disbursement of the loan. Year end balance of the loan is ₹ 2,962.50 net of processing fee (As at 31 March 2022 : ₹ 1,455.00)

d Agri Infra Loan availed of ₹ 175.50 during 2021-22 is repayable in 57 monthly instalments reapayable as 56 monthly instalments of ₹ 3.09 commencing from April 2022 up to November 2026 and one monthly instalment of ₹ 2.46 in December 2026, is secured by first and exclusive charge on assets created out of bank finance. The loan carries an interest of MCLR plus applicable spread with an interest subvention payable on a monthly from the disbursement of the loan. Year end balance of the loan is ₹ 138.42 (As at 31 March 2022 : ₹ 175.50)

e The Holding Company has availed the moratorium on term loan facilities offered by banks as part of COVID-19 regulatory package announced by RBI vide Circular DOR.No.BP.BC.47/21.04.048/2019-20 dated March 27, 2020 and Circular DOR.No.BP.BC.63/21.04.048/2019-20 dated April 17, 2020. The interest accrued during the moratorium period was converted in to a deferred interest term loan and is repayable over the balance tenure of the term loans. The amount outstanding as on 31st March 2023 is ₹ 94.24(As on 31 March 2022: ₹ 144.8).

f Loan availed of ₹ 249.97 during 2022-23 is repayable in 60 equal monthly instalments commencing from the date of availment, is secured by a charge created on assets created out of bank finance. The loan carries an interest of MCLR plus applicable spread payable on a monthly from the disbursement of the loan. Year end balance of the loan is ₹ 234.28 net of processing fees (As at 31 March 2022 : ₹ Nil).

g Loan availed of ₹ 178.21 during 2022-23 is repayable in 60 equal monthly instalments commencing from the date of availment. The loan carries an interest of MCLR plus applicable spread payable on a monthly from the disbursement of the loan. Year end balance of the loan is ₹ 169.83 net of processing fees (As at 31 March 2022 : ₹ Nil).

h Loan availed of ₹ 23.60 during 2022-23 is repayable in 60 equal monthly instalments commencing from the date of availment, is secured by a charge created on assets created out of bank finance. The loan carries an interest of MCLR plus applicable spread payable on a monthly from the disbursement of the loan. Year end balance of the loan is ₹ 22.96 net of processing fees (As at 31 March 2022 : ₹ Nil).

i. Interest rate on term loan range between 11.60% to 8.25% (less 3% interest subvention) (As at 31 March 2022: 11.00% to 8.25%(less 3% interest subvention)

Term loan from others

Term loan from others are secured by hypothecation of assets acquired out of these loans which are repayable in equated monthly instalments (ranging between 3 to 5 years) along with the applicable interest rates (ranging between 8.5% to 13%).

Particulars	**As at 31 March 2023**	As at 31 March 2022
Repayment terms for term loans from others		
Payable in 0-1 year	38.93	23.17
Payable in 1-2 years	31.61	10.01
Payable in 2-3 years	26.98	2.60
Payable in 3-4 years	39.93	-
	137.45	**35.78**

39 Capital management

The capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to maximise the shareholder value.

Particulars	**As at 31 March 2023**	As at 31 March 2022
Long term borrowings	4,670.14	4,569.71
Current maturities of long-term debt	1,971.98	1,365.89
Short term borrowings	2,573.49	2,646.33
Less: Cash and cash equivalents	(68.97)	(260.54)
Less: Bank balances other than cash and cash equivalents	(135.80)	(129.95)
Net debt (A)	**9,010.84**	8,191.44
Equity	1,845.43	1,845.43
Other equity (excluding revaluation reserve)	13,771.41	11,953.28
Equity (B)	**15,616.84**	13,798.71
Capital and net debt (A + B)	**24,627.68**	21,990.15
Gearing ratio (A/(A+B))	**37%**	37%

40 Financial risk management

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on it's financial performance. The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer.

The risk management activity focuses on actively securing the Group's short to medium-term cash flows by minimising the exposure to volatile financial markets.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed are described below.

(A) Credit risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables as summarised below:

Assets under credit risk	**As at 31 March 2023**	As at 31 March 2022
Investments	1.01	1.01
Trade receivables	1,135.24	1,351.86
Cash and cash equivalents	68.97	260.54
Bank balances other than cash and cash equivalents	135.80	129.95
Other financial assets	982.16	996.72
Total	**2,323.18**	2,740.08

A1 Trade receivables

Trade receivables are typically unsecured and are derived from revenue earned from customers located in India and outside India. Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. On account of adoption of Ind AS 109, 'Financial Instruments', the Group uses expected credit loss model to assess the impairment loss or gain. The provision for expected credit loss takes into account available external and internal credit risk factors including the credit ratings of the various customers and Group's historical experience for customers.

Movement in loss allowance	As at 31 March 2023	As at 31 March 2022
Loss allowance as at the beginning	557.39	545.95
Changes in loss allowance	-	11.44
Loss allowance as at the end	**557.39**	557.39

Cash and cash equivalents and bank balances other than cash and cash equivalents

The credit risk for cash and cash equivalents and bank balances is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Financial assets that are neither past due nor impaired

Loans and advances to employees, security deposits and other financial assets are neither past due nor impaired.

Financial assets that are past due but not impaired

There are no other classes of financial assets that is past due but not impaired.

Expected credit loss for trade receivables under simplified approach

As at 31 March 2023

Particulars	Outstanding for following periods from the date of transaction					TOTAL
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Gross Carrying Amount	968.62	47.86	82.12	21.05	644.36	**1,764.00**
Expected Loss Rate	0%	20%	15%	60%	92%	
Expected Credit Loss (Loss allowance)	2.31	9.57	12.21	12.63	592.05	**628.76**
Carrying Amount of Trade Receivables (net of impairment)	**966.31**	**38.29**	**69.91**	**8.42**	**52.31**	**1,135.24**

As at 31 March 2022

Particulars	Outstanding for following periods from the date of transaction					TOTAL
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Gross Carrying Amount	1,157.38	69.77	0.22	11.22	670.66	**1,909.25**
Expected Loss Rate	0%	0%	100%	100%	81%	
Expected Credit Loss (Loss allowance)	-	-	0.22	11.22	545.95	**557.39**
Carrying Amount of Trade Receivables (net of impairment)	**1,157.38**	**69.77**	**0.00**	**0.00**	**124.71**	**1,351.86**

(B) Liquidity risk

Liquidity risk is that the Group might be unable to meet its obligations. The Group manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows on a day-to-day business. The data used for analyzing these cash flows is consistent with that used in the contractual maturity analysis below. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on a monthly, quarterly, and yearly basis depending on the business needs. Net cash requirements are compared to available borrowing facilities in order to determine headroom or any shortfalls. This analysis shows that available borrowing facilities are expected to be sufficient over the lookout period.

Maturities of financial liabilities

As at 31 March 2023	Less than 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	4,545.47	4,670.14	-	9,215.61
Trade payables	4,592.07			4,592.07
Lease liabilities	37.29	197.94	97.21	332.44
Other financial liabilities	3,864.08	-	-	3,864.08
Total	**13,038.91**	**4,868.08**	**97.21**	**18,004.20**

As at 31 March 2022	Less than 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	4,012.22	4,569.71	-	8,581.93
Trade payables	5,146.34	-	-	5,146.34
Lease liabilities	36.56	153.69	140.93	331.18
Other financial liabilities	3,414.11	-	-	3,414.11
Total	**12,609.23**	**4,723.40**	**140.93**	**17,473.56**

(C) Market risk

The Group is exposed to market risk through its use of financial instruments and specifically to currency risk, interest rate risk and certain other price risk, which result from both its operating and investing activities.

(i) Foreign currency sensitivity

The Group operates internationally and has transactions in USD, Euro and GBP currency and consequently the Group is exposed to foreign exchange risk through its sales to overseas customers. The exchange rate between the rupee and foreign currencies may fluctuate substantially in the future. Consequently, the results of the Group's operations are adversely affected as the rupee appreciates/depreciates against these currencies.

Foreign currency denominated financial assets which expose the Group to currency risk are fully hedged by derivative cover.

Foreign currency denominated financial assets and liabilities which expose the Group to currency risk are disclosed below. These include outstanding derivatives contracts entered into by the Group and unhedged foreign currency exposures.

Included In	Currency	As at 31 March 2023		As at 31 March 2022	
		Amount in foreign currency	Amount in ₹	Amount in foreign currency	Amount in ₹
Financial assets					
Trade receivables	USD	1.47	121.13	3.20	242.08
	EURO	0.32	28.39	-	-

Conversion rates	Financial assets	
	USD	EUR
As at 31 March 2023	82.22	89.61
As at 31 March 2022	75.77	-

Sensitivity

The following table details the Group's sensitivity to a 1% increase and decrease in the ₹ against the relevant foreign currencies. 1% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 1% change in foreign currency rates, with all other variables held constant. A positive number below indicates an increase in profit or equity where ₹ strengthens 1% against the relevant currency. For a 1% weakening of ₹ against the relevant currency, there would be a comparable impact on profit or equity, and the balances below would be negative.

Particulars	Increase	Decrease	Increase	Decrease
	31 March 2023	31 March 2023	31 March 2022	31 March 2022
Sensitivity				
INR/USD	1.21	(1.21)	2.42	(2.42)
INR/EURO	0.28	(0.28)	-	-

Derivative financial instruments

There are no forward contracts in the financials year 2022-23 or 2021-2022.

(ii) Interest rate risk

The Group's fixed rate borrowings are carried at amortized cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, 'Financial Instruments' - Disclosures. As neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

41 Employee benefit obligations

The Group has provided for the gratuity liability and leave encashment liability (defined benefit plan), as per actuarial valuation carried out by an independent actuary on the Balance Sheet date.

a) Defined contribution Plan

The Group makes contribution to statutory provident fund as per Employees Provident Fund and Miscellaneous Provision Act, 1952 for its employees. Also the Group makes contribution to superannuation fund for its employees. This is a defined contribution plan as per Ind AS 19, Employee benefits. Total contribution made during the year ₹ 1,553.22 (31 March 2022: ₹ 1,483.03).

b) Defined benefit plans

The Group has provided for gratuity and leave encashment liability, for its employees as per actuarial valuation carried out by an independent actuary on the Balance Sheet date. The valuation has been carried out using the Project Unit Credit Method as per Ind AS 19 to determine the present value of Defined Benefit Obligations and the related current service cost. This is a defined benefit plan as per Ind AS 19.

The gratuity plan is governed by the provisions of the Payment of Gratuity Act, 1972 (as amended from time to time). Employees are entitled to all the benefits enlisted under this Act.

c) Sensitivity analysis

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

i) Interest rate risk

The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability as shown in financial statements.

ii) Liquidity risk

This is the risk when the Group is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash/cash equivalents to meet the liabilities or holding of illiquid assets not being sold in time.

iii) Salary escalation risk

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of employees in future. Deviation in the rate of interest in future for employees from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

iv) Demographic risk

The Group has used certain mortality and attrition assumptions in valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumption.

v) Regulatory risk

Gratuity benefits are paid in accordance with the requirements of the Payment of Gratuity Act,1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts.

	As at 31 March 2023	As at 31 March 2022
Changes in the present value of the defined benefit obligation are as follows:		
Projected benefit obligation at the beginning of the year	5,377.45	5,545.71
Interest cost	354.55	364.92
Current service cost	275.34	288.54
Benefits paid	(889.98)	(832.15)
Actuarial (gain)/loss	(41.49)	10.43
Projected benefit obligation at the end of the year	**5,075.87**	**5,377.45**
Current liability	207.30	1,091.69
Non-current liability	4,868.57	4,285.76
Unfunded	**5,075.87**	**5,377.45**
Components of net gratuity costs are:		
Current service cost	275.34	288.54
Interest cost	354.55	364.92
Net amount recognised in the income statement	**629.89**	**653.46**
Premeasurements		
Net actuarial (gain)/loss	(41.49)	10.43
Net amount recognised in other comprehensive income	**(41.49)**	**10.43**
Total gratuity cost recognised	**588.40**	**663.90**
Principal actuarial assumptions used:		
a) Discount rate	7.20%	7.10%
b) Long-term rate of compensation increase	5.00%	5.00%
c) Attrition rate	3.00%	3.00%
d) Mortality rate	Indian Assured Lives Mortality (2012-2014)	

The estimates of rate of escalation in salary considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary. The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

Estimated Future payments

	31 March 2023	31 March 2022
Year 1	214.63	1,153.31
Year 2	883.86	920.92
Year 3	1,039.87	866.29
Year 4	1,023.92	709.52
Year 5	905.26	758.22
6 to 10	4,522.11	2,688.31
More than 10 years	6,265.04	2,136.55

The significant actuarial assumptions for the determination of the defined benefit obligation are the attrition rate, discount rate and the long-term rate of compensation increase. The calculation of the net defined benefit liability is sensitive to these assumptions. The following table summarises the effects of changes in these actuarial assumptions on the defined benefit liability at 31 March 2023.

Gratuity

Particulars	Year ended 31 March 2023		Year ended 31 March 2022	
	Increase	Decrease	Increase	Decrease
Discount rate (- / + 0.5%)	4,895.80	5,266.77	5,222.61	5,540.76
Salary growth rate (- / + 0.5%)	5,266.23	4,894.76	5,540.31	5,221.70
Attrition rate (- / + 0.5%)	5,083.25	5,068.48	5,381.49	5,373.41
Mortality rate (- / + 10%)	5,074.70	5,046.47	5,401.28	5,353.62

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The method and type of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

42 No adjustment is required to be made in the accounts in respect of :

42 (A)

a. An area of 807 hectares (approximately) [31 March 2022: 807 hectares (approximate)], which is on a leasehold tenure falls under the provisions of the Gudalur Jenmam Estate (Abolition and Conversion into Ryotwari) Act, 1969. Holding Company's appeal challenging the Order of the Settlement Officer rejecting its application for "Patta" was allowed by the District Court, Ooty and the matter is now remanded for denovo enquiry. The Settlement Officer by its order dated 22.10.2019 once again rejected the application for "Patta". An appeal has been filed before the District Court, Ooty challenging the said order and the same is pending. Meanwhile, Madras High Court held that out of this area, the notification of 335 Hectares (31 March 2022: 335 Hectares) as forest by the Settlement Officer is valid and has directed that in the event of "patta" being granted in respect of the notified areas the same will stand modified to that extent.

b. An area of 2588 hectares (approximately) [31 March 2022: 2588 hectares (approximate)] liable to be surrendered to the Government of Kerala under the Kerala Private Forests (Vesting and Assignment) Act, 1971, as the appeals relating to this area are pending in the High Court of Kerala.

c. An area of 535 hectares (approximate) [31 March 2022: 535 hectares (approximate)] in respect of which cases filed by "Janmies" (original owners) of Lahai Estate challenging the validity of the lease is pending before the Sub-Court, Pathanamthitta and High Court of Kerala.

d. An area of 1982.45 hectares (31 March 2022: 1982.45 hectares) of Mooply Valley estates notified by the Government of Kerala for resumption alleging violation of lease conditions as proceedings has been stayed by the Sub Court, Irinjalakuda.

e. An area of 3123 hectares (31 March 2022: 3123 hectares) in respect of which a civil suit filed by Government of Kerala seeking declaration of title and recovery of possession of Kumbazha,Koney and Lahai rubber estates in Pathanamathitta district is currently pending consideration before the Subordiante Judges Court, Pathanamthitta.

f. An area of 2554 hectares (31 March 2022: 2554 hectares) in respect of which a civil suit filed by Government of Kerala seeking declaration of title and recovery of possession in respect of Isfield, Venture and Nagamallay rubber estates in Kollam district is currently pending consideration before Subordinate Judges Court, Punalur.

g. An area of 572 hectares (31 March 2022: 572 hectares) in respect of which a civil suit filed by Government of Kerala seeking declaration of title and recovery of possession of Mundakyam rubber estate in Kottayam district is currently pending consideration before Subordinate Judges Court, Pala.

h. An area of 992 Hectares in respect of which a civil suit filed by Government of Kerala seeking declaration of title and recovery of possession of Upper Surianalle Tea Estate in Idukki District is currently pending consideration before the Subordinate Judges Court Devikulam.

The above litigations are considered as Key audit matter.

42 (B)

a. An area of 178 hectares (approximately) [31 March 2022: 178 hectares (approximate)] deemed to have been vested with the Government of Kerala pursuant to Kerala Private Forests (Vesting and Assignment) Act, 1971, as the

Holding Company's claim for the exclusion of the area from the purview of the Act is pending decision of the Forest Tribunal,Palghat and restoration by the Forest Department.

b. The Vythiri Taluk Land Board's order directing the Holding Company to surrender 707 hectares (approximately) [31 March 2022: 707 hectares (approximate)] as excess land under the Kerala Land Reforms Act, 1963 has been set aside by the High Court of Kerala on a revision petition filed by the Holding Company and the matter has been remanded to the Vythri Taluk Land Board for fresh consideration and disposal.

c. An area of 415 hectares (approximately) [31 March 2022: 415 hectares (approximate)] held to be surplus under the Tamil Nadu Land Reforms (Fixation of Ceiling on Land) Act, 1961 as the Special Land Tribunal, Madras has remanded the matter for fresh consideration by the Authorised Officer, Coimbatore.

d. An area of 1074.18 hectares (approximate) [31 March 2022: 1074.18 hectares (approximate)] in respect of which cases filed by "Janmies" (original owners) of Koney, Kaliyar and Arrapetta Estates challenging the validity of the lease is pending before the Sub-Court, Pathanamthitta, Sulthan Bathery, Thodupuzha and High Court of Kerala.

e. The Government of Kerala vide G.O dated 27 June 2018 waived the levy of Seigniorage on rubber trees cut and removed from the rubber plantations. A writ petition has been filed before the Hon'ble High Court of Kerala challenging the said Government Order and the Hon'ble Court by interim order dated 18 February 2019 has permitted felling of trees on condition that a bond, undertaking to pay Seigniorage is furnished to the Government of Kerala, if ultimately the writ petition is allowed. The matter is pending consideration.

f. The Government by order dated 04 January 2008 directed the Holding Company to remit an amount ₹ 96.84 lakhs alleging violation of lease condition in Mooply Valley Estates. The said order has been challenged before the Sub Court, Irinjalakuda and by order dated 08.04.2008 granted temporary prohibitory injunction restraining Government from taking any further action. On appeal filed by the Government, the Hon'ble High Court by judgment dated 04 August 2008 sustained the order of injunction and directed the Holding Company to furnish security for ₹ 96.84 lakhs and accordingly the Holding Company has furnished bank guarantee for the said amount and the suit is still pending.

g. An extent of approximately 142 Hectares of rubber planted area in Kumbazha Estate has been encroached by the members of Sadhu Jana Vimochana Samyuktha Vedi in 2007 and the Holding Company filed a writ petition seeking eviction of the encroachers and Police protection to its property. By judgment dated 24 August 2007, the Hon'ble High Court directed the Government to evict the encroachers. However, the said direction was not complied with and a contempt case in this connection is still pending consideration before the Hon'ble High Court.

h. The Special Officer appointed by the Government had issued a notice under the Kerala Land Conservancy Act, for inspecting the properties of the Holding Company in Wayanad District. The Holding Company challenged the notice before the Hon'ble High Court of Kerala and by judgment dated 11 April 2018 the said notice was set aside by the Hon'ble Court. The Government filed a review petition in the matter and by order dated 06 August 2018 the Hon'ble Court directed the Holding Company to file its objections to the inspection notice. Accordingly the Holding Company has filed its detailed objection with relevant documents with the Special Officer,who has intimated that since Government is filing a civil suit no further action is being initiated against the Holding Company under Land Conservancy Act.

i. An area of 2.36 Hectares in respect of which a civil suit filed by Government of Kerala seeking declaration of title and recovery of possession of property in Mundakkal in Kollam District is currently pending consideration before the Subordinate Judges Court Kollam.

In the opinion of the management the outcome of above litigations will be in favour of the Holding Company and there is no financial impact.

43 Lease

a. The Group has adopted Ind AS 116 on "Leases" with effect from 01 April, 2019 by applying it to all applicable contracts of leases existing on 01 April, 2019 by using modified retrospective approach .

b. The Group has recognised and measured the Right-of-Use (ROU, refer Note 3) asset and the lease liability over the remaining lease period and payments discounted using the incremental borrowing rate as at the date of initial application. For financial year ended 31 March, 2023, the depreciation for the ROU asset is ₹ 11.01 (31 March 2022: ₹ 11.01) and finance costs for interest accrued on lease liability is ₹ 39.86 (31 March 2022: ₹ 39.42).Lease payments made with respect to the applicable lease contracts during the year amounts to ₹ 36.56 (31 March 2022 : ₹ 36.76).

c. Lease payments amounting to ₹ 44.25 not recognised as a liability being short term or low value in nature and ₹ 31.88 not recognised as a liability being the same pertains to perpetual lease agreement.

d. Maturity analysis of the discounted cash flow of the lease liabilities

Particulars	Minimum lease payments	
	31 March 2023	**31 March 2022**
Not later than 1 year	37.29	36.56
Later than 1 and not later than 5 years	197.94	194.06
Later than 5 years	934.20	975.38
	1,169.43	**1,206.00**

44 Segment information

Management currently identifies the Group's three business lines as its operating segments: Tea, Rubber and others.

Other Segment comprise of Fruits, Spices and others and Wayanad Medical Fund.

Segment information for the reporting period is as follows:

	Year ended 31 March 2023			Year ended 31 March 2022		
A Segment revenues and profits	**Tea**	**Rubber**	**Others**	**Tea**	**Rubber**	**Others**
Revenue						
From external customers	22,292.63	26,112.65	271.31	19,580.34	27,266.34	305.90
Other income	482.51	71.95	150.03	249.36	91.74	360.23
Segment revenues	**22,775.14**	**26,184.60**	**421.34**	**19,829.70**	**27,358.08**	**666.13**
Cost of material consumed	3,459.14	7,405.16	-	3,086.74	8,656.94	-
Purchases of stock-in-trade	-	3,447.42	-	-	3,866.17	-
Changes in inventories	(204.51)	82.07	-	322.92	3.87	
Employee benefits expense	10,901.14	6,821.96	73.79	10,199.48	6,293.42	74.99
Depreciation and amortization expense	260.29	171.74	4.06	281.84	140.85	
Other expenses	9,467.14	4,433.30	65.42	7,887.90	3,537.89	85.19
Segment profit/(loss)	**(1,108.06)**	**3,822.95**	**278.07**	**(1,949.17)**	**4,858.93**	**505.95**

	Year ended 31 March 2023			
B Segment assets and liabilities	**Tea**	**Rubber**	**Others**	**Unallocated**
Segment assets	28,702.02	14,858.78	636.56	326.58
Segment liabilities	8,285.99	9,965.83	201.85	10,453.43

	Year ended 31 March 2022			
	Tea	**Rubber**	**Others**	**Unallocated**
Segment assets	27,953.54	13,212.55	292.12	510.78
Segment liabilities	8,510.51	9,470.66	245.19	9,943.92

Income/expenses of a financial nature, and the assets/liabilities they are attributable to, have not been allocated to any segment as they are managed on a Group basis. Current taxes, deferred taxes and items of income and expense have not been allocated to any segment since these items are also managed on a Group basis.

C The totals presented for the Group's operating segments reconcile to the key financial figures as presented in its financial statements as follows:

C1 Reconciliation of profit	**Year ended 31 March 2023**	Year ended 31 March 2022
Segment profit	2,992.96	3,415.70
Add/(less):		
Interest expense	(1,223.34)	(1,118.01)
Unallocable income	7.02	11.26
Profit before tax	**1,776.64**	**2,308.95**

C2	Reconciliation of segment assets	Year ended 31 March 2023	Year ended 31 March 2022
	Total reportable segment assets	44,197.36	41,458.21
	Cash and cash equivalents	68.97	260.54
	Bank balances other than cash and cash equivalents	137.53	131.68
	Non-current investments	1.01	1.01
	Other-current assets	119.07	117.55
	Total assets	**44,523.94**	41,968.99

C3	Reconciliation of segment liabilities	Year ended 31 March 2023	Year ended 31 March 2022
	Total reportable segment liabilities	18,453.67	18,226.36
	Non-current borrowings	4,670.14	4,569.71
	Current borrowings	4,545.47	4,012.22
	Provisions	122.64	122.64
	Other current liabilities	1,115.18	1,239.35
	Total liabilities	**28,907.10**	28,170.28

D The revenues from external customers are divided into the following geographical areas:

	Year ended 31 March 2023	Year ended 31 March 2022
India (country of domicile)	43,121.37	43,243.16
Outside India	5,555.22	3,909.42
	48,676.59	**47,152.58**

E Non-current assets are divided into the following geographical areas (Refer note below):

	Year ended 31 March 2023	Year ended 31 March 2022
India (country of domicile)	35,290.60	32,512.82
Outside India	-	-
	35,290.60	32,512.82

Reportable assets for the purpose of this note constitute non-current assets other than financial assets.

F Revenue from major customers

There are no customers contributing to 10 percent or more of Group's revenues from product sale.

45 Disclosure pursuant to Securities (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186 of the Companies Act, 2013

The details of loans, guarantees and investments under Section 186 of the Companies Act read with the Companies (Meeting of Board and its powers)rules 2014 are as follows;-

i) Details of investments are given in note 4.

ii) Details of advances given - Nil

iii) Details of guarantees given - Nil

46 The Holding Company's current liabilities have exceeded its current assets as at 31 March 2023. However, on the basis of ageing and expected dates of realisation of financial assets and payment of financial liabilities, sanctioned and unutilized credit facilities from bankers and the plans of the Board of Directors and management, the Holding Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

47 Disclosure of additional information pertaining to the Holding Company and subsidiary as per Schedule III of the Companies Act, 2013

31 March 2023:

Name of the Company	Net assets (total assets - total liabilities)		Share in Profit/(loss)		Share in other comprehensive loss		Share in total comprehensive income	
	As a % of consolidated figures	Amount	As a % of consolidated figures	Amount	As a % of consolidated figures	Amount	As a % of consolidated figures	Amount
Holding Company -								
Harrisons Malayalam Limited	100.02%	15,619.78	100.06%	1,777.75	100.00%	41.49	100.06%	1,819.24
Indian Subsidiaries -								
Malayalam Plantations Limited	-0.02%	(2.43)	-0.06%	(1.11)	0.00%	-	-0.06%	(1.11)
Enchanting Plantations Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Harmony Plantations Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Total		**15,617.35**		**1,776.64**		**41.49**		**1,818.13**
Consolidation adjustments	0.00%	(0.51)	0.00%	0.00	0.00%	-	0.00%	-
Total	**100.00%**	**15,616.84**	**100.00%**	**1,776.64**	**100.00%**	**41.49**	**100.00%**	**1,818.13**

31 March 2022:

Name of the Company	Net assets (total assets - total liabilities)		Share in Profit/(loss)		Share in other comprehensive loss		Share in total comprehensive income	
	As a % of consolidated figures	Amount	As a % of consolidated figures	Amount	As a % of consolidated figures	Amount	As a % of consolidated figures	Amount
Holding Company -								
Harrisons Malayalam Limited	100.01%	13,800.54	99.41%	2,295.22	100.00%	(10.43)	99.41%	2,284.79
Indian Subsidiaries -								
Malayalam Plantations Limited	-0.01%	(1.32)	-0.06%	(1.31)	0.00%	-	-0.06%	(1.31)
Enchanting Plantations Limited	0.00%	-	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Harmony Plantations Limited	0.00%	-	0.00%	0.05	0.00%	-	0.00%	0.05
Total		**13,799.22**		**2,293.95**		**(10.43)**		**2,283.52**
Consolidation adjustments	0.00%	(0.51)	0.65%	15.00	0.00%	-	0.65%	15.00
Total	**100.00%**	**13,798.71**	**100.00%**	**2,308.95**	**100.00%**	**(10.43)**	**100.00%**	**2,298.52**

49 Other regulatory disclosures

a) As per the information available with the Group, the Group has no transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

b) There has been no charges or satisfaction yet to be registered with ROC beyond the statutory period.

c) The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall :

   i) 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).

   ii) provide any guarante, security or the like on behalf of the ultimate beneficiaries.

d) The Group has not received any fund from any persons or entities, including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the company shall :

   i) 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

   ii) provided any guarantee, security or the like on behalf of the ultimate beneficiaries.

e) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year ended 31 March 2023.

f) The borrowings obtained by the Group from banks and financial institutions have been applied for the purposes for which such loans were taken.

g) The Group has complied with the number of layers prescribed under the Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of layers) Rules, 2017.

h) No loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

i) No proceeding has been initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

j) The Group has not been declared as a wilful defaulter by any bank or financial Institution or other lender during the period.

k) The Group does not have any surrendered or undisclosed income during the year in the tax assessments under the Income Tax Act, 1961.

l) There are no approved scheme of arrangements as on the balance sheet date.

49 Prior year comparitives

Prior year comparatives have been regrouped / reclassified where necessary to conform with the current period / year classification.The impact of such restatements/ regroupings are not material to Consolidated financial statements.

This is the summary of accounting policies and other explantatory information referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Krishnakumar Ananthasivan
Partner
Membership No.: 206229

Kochi
26 May 2023

For and on behalf of the Board of Directors of Harrisons Malayalam Limited

Venkitraman Anand
Whole Time Director
DIN: 07446834

Cherian M George
Whole Time Director
DIN: 07916123

Ravi A.
Chief Financial Officer

Binu Thomas
Company Secretary
M No.11208

Form AOC - 1

(Pursuant to first proviso to subsection (3) of Section 129 read with rule 5 of Companies (Accounts)Rules,2014)Statement containingthesalientfeaturesofthefinancialstatementofsubsidiaries/associatecompanies/jointventures

Part “A”: Subsidiaries

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

1	Sl No.	1	2	3
2	Name of the Subsidiary	Malayalam Plantations Limited	Enchanting Plantations Limited	Harmony Plantations Limited
3	Date since when subsidiary was acquired	-	-	-
3	Reporting period for the subsidiary concerned, if different from the holding company’s reporting period	Uniform Reporting Period	Uniform Reporting Period	Uniform Reporting Period
4	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	-	-	-
5	Equity Share Capital	500.00	-	-
6	Other Equity	(742.67)	-	-
7	Total Assets	39.07	-	-
8	Total Liabilities	39.07	-	-
9	Investments	-	-	-
10	Turnover	-	-	-
11	Profit / (Loss) before tax	(110.58)	-	-
12	Provision for taxation	-	-	-
13	Profit / (Loss) after tax	(110.58)	-	-
14	Proposed Dividend	-	-	-
15	% of shareholding	-	-	-

1 All subsidiaries are yet to commence operations

2 The names of Enchanting Plantations Limited and Harmony Plantations Limited have been struck from the Registrar of Companies under section 248 of the Companies Act 2013

Nurturing a Balanced Tomorrow:
HML's Commitment to Environmental, Social and Economic Well-being

ENVIRONMENT
- Bio-diversity conservation
- Water conservation through dams and rainwater harvesting
- Improving and maintaining soil health through regular tests, organic inputs, and helping prevent soil erosion
- Integrated Pest Management using predators and earth-friendly methods
- Frequent tree-planting
- Renewable energy systems

SOCIAL
- Reinforcing agriculture as a 'way of life' alongside work
- Physical and mental health and safety of farm workers via training, PPEs, health support, sports and games, and recreational activities
- Equality and social justice — no child labour or forced labour with zero discrimination
- Educational support through scholarships and other initiatives for children of HML employees
- Community engagement and support through critical times

ECONOMIC
- Ethically improving productivity
- Creating a better market for HML products through quality and pricing
- Eliminating contamination in products and across plantations
- Financial stability of farm employees — paying more than minimum wages to HML tea workers
- Development of local community areas by making them attractive for tourists

HARRISONS MALAYALAM LIMITED

Registered Office:
24/1624, Bristow Road, Willingdon Island Cochin - 682003
Phone: 0484-2668023
E-mail: hmlcorp@harrisonsmalayalam.com
Website: www.harrisonsmalayalam.com

Certifications & Recognitions

Top 50 I Large
India's Best Workplaces™
Building a Culture of Innovation by All
2023

Top 50 I Large
India's Best Workplaces™
for Millennials

RECOGNITION FOR BEING AMONG THE BEST IN THE INDUSTRY

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