LETTER OF OFFER

Date: January 13, 2022

For the Eligible Equity Shareholders of the Company only

JOONKTOLLEE TEA & INDUSTRIES LIMITED

Our Company was incorporated as a limited company under the Companies Act, 1866 in the name of 'Joonktollee Tea Co. Limited' vide a certificate of incorporation dated August 7, 1874 issued by the Registrar of Joint Stock Companies, Calcutta. Subsequently, the name of our Company changed to 'Joonktollee Tea & Industries Limited' and a fresh certificate of incorporation was issued by the Registrar of Companies on July 21, 1972. For further details relating to change in the registered office address of our Company, please see "*History, Business of the Company and Corporate structure*" on page 58 of this Letter of Offer.

Registered and Corporate Office: 21, Strand Road Kolkata – 700001, West Bengal

Contact Person: Sharad Bagree, Company Secretary & Compliance Officer

Telephone: +91 33 22300780; **E-mail:** cs@joonktolleetea.in **Website:** www.joonktolleetea.in

Corporate Identification Number: L01132WB1900PLC000292

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ONLY

OUR PROMOTER: MR. HEMANT BANGUR

NEITHER OUR COMPANY NOR OUR PROMOTER HAS BEEN DECLARED AS A WILFUL DEFAULTER BY THE RBI OR ANY OTHER GOVERNMENT AUTHORITY

ISSUE OF 41,42,201 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH OF OUR COMPANY FOR CASH AT A PRICE OF ₹60/- (INCLUDING A PREMIUM OF ₹50/-) PER EQUITY SHARE ("RIGHTS EQUITY SHARES") FOR AN AMOUNT AGGREGATING TO ₹2,485.32 LAKHS ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 RIGHTS EQUITY SHARE FOR EVERY 1 FULLY PAID-UP EQUITY SHARE HELD BY SUCH ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS JANUARY 19, 2022 (THE "ISSUE"). THE ISSUE PRICE OF EACH RIGHTS EQUITY SHARE IS 6 TIMES THE FACE VALUE OF THE EQUITY SHARE.

GENERAL RISKS

Investment in equity and equity related securities involves a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Rights Equity Shares have not been recommended or approved by Securities and Exchange Board of India ("**SEBI**") nor does SEBI guarantee the accuracy or adequacy of this Letter of Offer. **Investors are advised to refer "*Risk Factors*" beginning on page 20 before investing in the Issue.**

ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The existing Equity Shares of our Company are listed on BSE Limited ("**BSE**") and the Calcutta Stock Exchange Limited ("**CSE**"). Our Company has received in-principle approval from BSE for listing of the Rights Equity Shares pursuant to their letter dated February 18, 2021 and the in-principle approval from CSE is not required as CSE is a regional stock exchange. For the purposes of the Issue, the Designated Stock Exchange is BSE Ltd.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
NARNOLIA FINANCIAL SERVICES LIMITED Marble Arch Building, 2nd Floor 236B AJC Bose Road Kolkata-700020 **Tel:** + 9133 40501508 **Fax:** + 9133 40501549 **E-mail:** mgoenka@narnolia.com **Investor Grievance Email:** investor.relation@narnolia.com **Website:** www.narnolia.com **Contact Person:** Mr. Manav Goenka **SEBI Registration No:** INM000010791	**BIGSHARE SERVICES PRIVATE LIMITED** 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road Marol, Andheri (East), Mumbai- 400 059 **Tel:** +91 22 6263 8200 **Fax:** +91 22 6263 8280 **E-mail:** rightsissue@bigshareonline.com, **Investor Grievance Email:** investor@bigshareonline.com **Website:** www.bigshareonline.com **Contact person:** Mr. Arvind Tandel **SEBI Registration No:** INR000001385

ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR ON- MARKET RENUNCIATION *	ISSUE CLOSES ON
Friday, February 04, 2022	Monday, February 14, 2022	Friday, February 18, 2022

** Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.*

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TABLE OF CONTENTS

SECTION I – GENERAL		
	DEFINITIONS AND ABBREVIATIONS	4
	NOTICE TO OVERSEAS INVESTORS	10
	PRESENTATION OF FINANCIAL INFORMATION AND USE OF MARKET DATA	13
	FORWARD LOOKING STATEMENTS	15
SECTION II - SUMMARY OF THE LETTER OF OFFER		16
SECTION III - RISK FACTORS		20
SECTION IV – INTRODUCTION		
	SUMMARY OF FINANCIAL INFORMATION	33
	THE ISSUE	39
	GENERAL INFORMATION	40
	CAPITAL STRUCTURE	45
	OBJECTS OF THE ISSUE	50
SECTION V - ABOUT THE COMPANY		
	DESCRIPTION OF THE INDUSTRY	54
	HISTORY, BUSINESS OF THE COMPANY AND CORPORATE STRUCTURE	58
	OUR MANAGEMENT	76
SECTION VI - FINANCIAL INFORMATION		
	FINANCIAL STATEMENTS	80
	ACCOUNTING RATIOS AND CAPITALISATION STATEMENT	132
	STOCK MARKET DATA FOR EQUITY SHARES OF OUR COMPANY	134
	STATEMENT OF TAX BENEFITS	136
	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	144
SECTION VII - LEGAL AND OTHER INFORMATION		
	OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS	151
	GOVERNMENT AND OTHER APPROVALS	160
	OTHER REGULATORY AND STATUTORY DISCLOSURES	161
SECTION VIII – ISSUE INFORMATION		
	TERMS OF THE ISSUE	168
	MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION	202
	MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	214
DECLARATION		215

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

In this Letter of Offer, unless the context otherwise requires, the terms defined and abbreviations expanded below shall have the same meaning as stated in this section. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments, replacements and modifications notified thereto as on the date of this Letter of Offer.

In this Letter of Offer, unless otherwise indicated or the context otherwise requires, all references to "our Company", "the Company" and "the Issuer", are references to Joonktollee Tea & Industries Limited. References to "we", "us" and "us" are references to Joonktollee Tea & Industries Limited. References to "you" are to the prospective investors in the Issue.

The following list of defined terms is intended for the convenience of the reader only and is not exhaustive.

Company Related Terms

Term	Description
Articles / Articles of Association / AoA	Articles of Association of our Company, as amended
Audited Financial Statements	The audited financial statements of our Company as at and for the year ended March 31, 2021 prepared in accordance with Indian AS
Auditors / Statutory Auditors	The current statutory auditors of our Company, JKVS & Co., Chartered Accountants
Board/ Board of Directors / Our Board	The board of directors of our Company or any duly constituted committee thereof, as the context may require
Director(s)	Any or all director(s) of our Company, as the context may require
Equity Share(s)	The fully paid up equity share(s) of our Company having a face value of ₹10/- each
"Joonktollee" "the Company" or "our Company" or "we" or "us" or "our" or "Issuer"	Joonktollee Tea & Industries Limited, a public limited company incorporated under the Companies Act, 1866 and having its registered office at 21, Strand Road Kolkata - 700001, West Bengal
Memorandum / Memorandum of Association / MOA	Memorandum of Association of our Company, as amended
Promoters	The Promoter of the Company is Mr. Hemant Bangur
Promoter Group	The promoter group of our Company as determined in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations
Registered Office and Corporate Office	21, Strand Road Kolkata - 700001, West Bengal
Registrar of Companies / RoC	Registrar of Companies, Nizam Palace, 2nd MSO Building, 2nd Floor, 234/4, A.J.C.B. Road, Kolkata – 700020, West Bengal

Issue Related Terms

Term	Description
Abridged Letter of Offer / A LOF	The abridged Letter of Offer to be sent via email to the Eligible Equity Shareholders of our Company with respect to this Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act
Allot / Allotment / Allotted	Unless the context otherwise requires, the allotment of Rights Equity Shares pursuant to the Issue
Allotment Date	The date on which the Allotment is made pursuant to the Issue
Allottee(s)	The successful applicant(s) eligible for Allotment of Rights Equity Shares pursuant to the Issue
Applicant(s) / Investor(s)	Eligible Equity Shareholders and/or Renouncee(s) who are entitled to apply or have applied for Rights Equity Shares under the Issue, as the case may be
Application	Application made through (i) submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, or (ii) filling the online Application Form available on B-WAP, to subscribe to the Rights Equity Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application at B-WAP facility or though the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue.
Application Money	Aggregate amount payable at the time of Application i.e. ₹60/- per Equity Share in respect of the Rights Equity Shares applied for at the Issue Price
ASBA / Application Supported by Blocked Amount	Application (whether physical or electronic) used by ASBA Applicants to make an Application authorizing a SCSB to block the Application Money in the ASBA Account
ASBA Account	Account maintained with a SCSB and specified in the Application Form or plain paper application, as the case may be, for blocking the amount mentioned in the Application Form or the plain paper application, in case of Eligible Equity Shareholders, as the case may be
Banker to the Issue Agreement	Agreement dated May 07, 2021 entered into by and among our Company, the Registrar to the Issue, the Lead Manager and the Banker to the Issue for receipt of the Application Money in the Escrow Account from Applicants making an Application through B-WAP facility, including for the purposes of refunding the surplus funds remitted by such Applicants after Basis of Allotment, remitting funds to the Allotment Accounts from the Escrow Account and SCSBs in case of Allottees, release of funds from Allotment Accounts to our Company and other persons, as applicable and providing such other facilities and services as specified in the agreement.
Banker to the Issue	Collectively, the Escrow Collection Bank, the Allotment Account Banks and the Refund Account Bank to the Issue, in our case being Yes Bank Limited
BSE	BSE Limited
B-WAP	Registrar's web based application platform accessible at www.bigshareonline.com, instituted as an optional mechanism in accordance with SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, for accessing/ submitting online Application Forms by resident Investors.
CSE	The Calcutta Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
	NSDL and CDSL or any other depository registered with SEBI under

Term	Description
Depository	Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, read with the Depositories Act, 1996
Designated Branches	Such branches of the Self Certified Syndicate Bank (SCSBs) which shall collect Common Application Form or the plain paper application, as the case may be, used by the ASBA Investors and a list of which is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35
Demographic Details	Demographic details of Investors available with the Depositories, including address and bank account details
Designated Stock Exchange	BSE Limited
DP	Depository Participant
Eligible Equity Shareholder	A holder / beneficial owner of Equity Shares as on the Record Date
Escrow Account	One or more no-lien and non-interest bearing accounts with the Escrow Collection Bank for the purposes of collecting the Application Money from resident Investors making an Application through the B-WAP facility.
Escrow Collection Bank	Bank(s) which are clearing members and registered with SEBI as banker to an issue and with whom the Escrow Account will be opened, in this case being Yes Bank Limited.
FVCI(s)	Foreign venture capital investors, as defined in and registered under the FVCI Regulations
Issue Agreement	The agreement entered into on December 23, 2020 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue	Issue of 41,42,201 Equity Shares Of face value of ₹10/- each of our Company for cash at a price Of ₹60/- (including a premium of ₹50/-) per Equity Share for an amount aggregating to ₹2,485.32 lakhs on a Rights Basis to the Eligible Equity Shareholders of our company in the Ratio of 1 Rights Equity Share for every 1 fully paid-up equity shares held by such Eligible Equity Shareholders on the Record Date, that is on January 19, 2022 (The "Issue")
Issue Closing Date	Friday, February 18, 2022
Issue Opening Date	Friday, February 04, 2022
Issue Price	₹60/- per Equity Share
Issue Proceeds	The gross proceeds raised through the Issue
Lead Manager	Narnolia Financial Services Limited
Letter of Offer / LOF	The Letter of Offer dated January 13, 2022 filed with the Designated Stock Exchange
MCA Circular	General Circular No. 21/2020 dated May 11, 2020 issued by the Ministry of Corporate Affairs, Government of India.
MICR	Magnetic Ink Character Recognition
Net Proceeds	The Issue Proceeds less the Issue related expenses
NRE Account	Non-Resident External Account
NRI(s)	An individual resident outside India who is a citizen of India or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955, and shall have the meaning ascribed to such term in the FEMA Regulations
Non - Institutional Investor(s)	An Investor other than a Retail Individual Investor and a Qualified Institutional Buyer
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
OCB(s)	Overseas Corporate Body(ies)

Term	Description
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchanges through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchanges, from time to time, and other applicable laws, on or before Monday, February 14, 2022.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the shareholder by transferring them through off market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.
QIB(s) / Qualified Institutional Buyer(s)	Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Record Date	Designated date for the purpose of determining the Equity Shareholders eligible to apply for Rights Equity Shares, January 19, 2022
Refund Account Bank	The Bankers to the Issue with whom the refund account will be opened, in this case being Yes Bank Limited.
Registrar and Share Transfer Agent	The registrar and share transfer agent of our Company, being, Maheshwari Datamatics Private Limited
Registrar / Registrar to the Issue	Bigshare Services Private Limited
Renouncee(s)	Any person(s) who, not being the original recipient has/have acquired the Rights Entitlement, in accordance with the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on Monday, February 14, 2022 in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.
Retail Individual Investor(s)	Individual Investors who have applied for Rights Equity Shares for an amount not more than ₹2,00,000 (including HUFs applying through their Karta)
Rights Entitlements / REs	The number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, being 1 Rights Equity Share for every 1 Equity Share held on January 19, 2022. The Rights Entitlements with a separate ISIN: INE574G20021 will be credited to your demat account before the date of opening of the Issue, against the equity shares held by the Equity Shareholders as on the record date.
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The Rights Entitlements are also accessible through the B-WAP facility and link for the same will be available on the website of our Company
Rights Equity Shares	The fully paid up Equity Share(s) offered in this Issue
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
Self Certified Syndicate Bank or SCSB	The banks which are registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers services of ASBA, including blocking of bank account and a list of which is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Stock Exchanges	BSE and CSE
STT	Securities Transaction Tax

Term	Description
Working Day	All days other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of the Rights Equity Shares on the Stock Exchanges, working day means all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI

Conventional and General Terms or References

Term	Description
AGM	Annual General Meeting
AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
ASBA Circulars	Collectively, SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011 and the SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 and bearing reference number SEBI/LAD-NRO/GN/2020/31 dated September 28, 2020.
CIN	Corporate Identification Number
Companies Act	The Companies Act, 1956, to the extent applicable and the Companies Act, 2013, as applicable
Companies Act, 2013	The Companies Act, 2013, and the rules made thereunder
Depositories Act	The Depositories Act, 1996, as amended
FCNR Account	Foreign Currency Non-Resident Account
FEMA	Foreign Exchange Management Act, 1999, and any circulars, notifications, rules and regulations issued pursuant to the provisions thereof
FEMA Non-Debt Rules	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year / Fiscal	The period of 12 (twelve) months beginning April 1 and ending March 31 of that next year, unless otherwise stated
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
IFRS	International Financial Reporting Standards
Ind-AS	Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended
India	Republic of India
Indian GAAP	Generally accepted accounting principles in India, including the Accounting Standards specified under Section 133 of the Indian Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rule, 2014, as amended
ISIN	International Securities Identification Number
IT Act	The Income Tax Act, 1961, as amended
Listing Agreement(s)	The equity listing agreement signed between our Company and the Stock Exchanges
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Fund) Regulations, 1996, as amended
NACH	National Automated Clearing House
NEFT	National Electronic Fund Transfer
Non-Resident / NR	Persons resident outside India as defined in the FEMA
Rupees / INR / ₹	The lawful currency of India

Term	Description
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities contracts (Regulations) Rules, 1957, as amended
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI ICDR Regulation	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended
SEBI Rights Issue Circulars	Collectively, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021
FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended

Industry Related Terms or Abbreviations

Term	Description
AIF(s)	Alternative investment fund(s) as defined in and registered under the AIF Regulations
FDI	Foreign Direct Investment
GST	Goods and Services Tax
GoI / Central Government	Government of India
HUF	Hindu Undivided Family
KPA	Karnataka Planters Association
MSME	Micro, small and medium enterprises
PAN	Permanent Account Number
RBI	Reserve Bank of India
SR	SR equity Shares means the equity shares having superior voting rights compared to all other equity shares issued by the Company.
TRA	Tea Research Association
UPASI	United Planters Association of South India
VCF	Venture capital funds, as defined in and registered under the VCF Regulations
w.e.f.	with effect from

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms under the sections titled "Statement of Tax Benefits", "Financial Statements" and "Outstanding Litigations and Material Developments" on pages 136, 80 and 151 respectively, shall have the meanings given to such terms in these respective sections.

NOTICE TO OVERSEAS INVESTORS

The distribution of this Letter of Offer, Abridged Letter of Offer and Application Form and the issue of the Rights Entitlement and the Rights Equity Shares to persons in certain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of Offer, Abridged Letter of Offer or the Application Form may come, are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will electronically dispatch through email the Letter of Offer/ the Abridged Letter of Offer and Application form only to Eligible Equity Shareholders who have provided an Indian address to our Company. Further, this Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access this Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Lead Manager, the Stock Exchanges, and on B-WAP.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer was filed with Stock Exchanges. Accordingly, the issue of the Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, Abridged Letter of Offer or the Application Form or any offering materials or advertisements in connection with the Issue may not be distributed, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, Abridged Letter of Offer or the Application Form will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Letter of Offer, Abridged Letter of Offer or the Application Form must be treated as sent for information only and should not be acted upon for subscription to the Rights Equity Shares. Accordingly, persons receiving a copy of this Letter of Offer, Abridged Letter of Offer or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer, Abridged Letter of Offer or the Application Form in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations. If this Letter of Offer, Abridged Letter of Offer or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Letter of Offer, Abridged Letter of Offer or the Application Form.

Any person who makes an application to acquire rights and the Rights Equity Shares offered in this Issue will be deemed to have declared, represented, warranted and agreed that he is authorized to acquire the rights and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar, the Lead Manager or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form. Neither the delivery of this Letter of Offer nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such

information or that the information contained herein is correct as at any time subsequent to the date of this Letter of Offer or the date of such information.

THE CONTENTS OF THIS LETTER OF OFFER AND ABRIDGED LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE OFFER OF THE RIGHTS EQUITY SHARES. AS A RESULT, EACH INVESTOR SHOULD CONSULT ITS OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF THE RIGHTS EQUITY SHARES. IN ADDITION, NEITHER OUR COMPANY NOR THE LEAD MANAGER IS MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE RIGHTS EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE RIGHTS EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "US Securities Act"), or any U.S. State securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof (the "United States" or "U.S."), except in a transaction exempt from the registration requirements of the securities act. The rights entitlements and the rights equity shares referred to in this Letter of Offer is being offered in India, but not in the United States. The offering to which this Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any rights equity shares or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said securities. Accordingly, this Letter of Offer should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States of America. Envelopes containing an Application Form should not be postmarked in the United States of America or otherwise dispatched from the United States of America or any other jurisdiction where it would be illegal to make an offer under this Letter of Offer, no payments for subscribing for the Rights Equity Shares shall be made from US bank accounts and all persons subscribing for the Rights Equity Shares and wishing to hold such Equity Shares in registered form must provide an address for registration of the Equity Shares in India. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will only through email. dispatch the Letter of Offer, the Abridged Letter of Offer and Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires Rights Entitlements or the Rights Equity Shares will be deemed to have declared, warranted and agreed, by accepting the receipt of this Letter of Offer, that (i) it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States of America (ii) does not have a registered address (and is not otherwise located) in the United States when the buy order is made and (iii) it is authorized to acquire the Rights Entitlement and the Rights Equity Shares in compliance with all applicable law, rules and regulations.

Our Company, in consultation with the Lead Manager, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed

"Overseas Shareholders" to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States of America, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; or (iii) where our Company believes that the Application Form is incomplete or the acceptance of such Application Form may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form. Rights Entitlement may not be transferred or sold to any person in the United States of America.

PRESENTATION OF FINANCIAL INFORMATION AND USE OF MARKET DATA

Certain Conventions

All references herein to 'India' are to the Republic of India and its territories and possessions and the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, Central or State, as applicable. Unless otherwise specified or the context otherwise requires, all references in this Letter of Offer to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions.

In this Letter of Offer, references to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable.

Financial Data

Our fiscal year commences on April 1 of each calendar year and ends on March 31 of the following calendar year, so all references to a particular "fiscal year" or "Fiscal" are to the 12 month period ended on March 31 of that year.

Unless the context otherwise requires, our financial data in this Letter of Offer is derived from the Audited Financial Statements. Our audited financial statements as of and for financial year ended March 31, 2020, have been prepared by our Company in accordance with Ind AS, Companies Act, and other applicable statutory and/or regulatory requirements ("Financial Statements"). Our Company publishes its financial statements in Indian Rupees. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Letter of Offer should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data. For details of financial statements, see "Financial Statements" on page 80.

In this Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures.

Currency of Presentation

All references to the "Rupees" or "₹" or "Rs." are to Indian Rupees, the official currency of the Republic of India.

Unless stated otherwise, throughout this Letter of Offer, all figures have been expressed in lakhs.

Exchange Rate

The following table provides information with respect to the exchange rate for the Indian rupee per US$1.00. The exchange rates are based on the reference rates released by Foreign Benchmark India Private Limited which is available on their website. No representation is made that any Rupee amounts could have been, or could be, converted into U.S. dollars at any particular rate, the rates stated below, or at all.

Currency	As on March 31, 2021	As on March 31, 2020	As on March 31, 2019
1 US$*	₹73.50	₹75.38	₹69.17

**Source: fbil.org.in (In case March 31 of any of the respective years is a public holiday, the previous working day has been considered.)*

FORWARD LOOKING STATEMENTS

This Letter of Offer contains certain "forward-looking statements". Forward looking statements appear throughout this Letter of Offer, including, without limitation, under the chapters titled "Risk Factors", "Objects of the Issue" and "History and Corporate Structure". Forward-looking statements include statements concerning our Company's plans, objectives, goals, strategies, future events, future revenues or financial performance, capital expenditures, financing needs, political & legal environment and geographical locations in which our Company operates, and other information that is not historical information. These forward- looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "continue", "can", "could", "expect", "estimate", "intend", "likely", "may", "objective", "plan", "potential", "project", "pursue", "shall", "seek to", "will", "will continue", "will pursue", "forecast", "target", or other words or phrases of similar import. Similarly, statements that describe the objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements. All statements regarding our Company's expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our Company's business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Letter of Offer that are not historical facts. These forward-looking statements contained in this Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, the competition in our industry and markets, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations and taxes, incidence of natural calamities, pandemics and/or acts of violence. Important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- impact of the COVID-19 pandemic on our business and operations
- our ability to anticipate and respond to changes in the tea and rubber industry and changing customer taste and preference in a timely and effective manner;
- seasonal nature of our business;
- our ability to obtain certain approvals and licenses;
- our ability to maintain relationships with third parties;
- compliance of environmental laws and change in environment regulations;
- our reliance on third party suppliers for our products; and
- our ability to manage our operations at our current size or to manage any future growth effectively

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections "Risk Factors", on page 20. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

SECTION II- SUMMARY OF THE LETTER OF OFFER

Summary of Business

Incorporated in 1874, our Company has a long and established track record in the business of manufacturing of Tea and the name is today synonymous with premium Black and Green Tea. Our Company is having 74.75 Lakh Kgs. of annual installed capacity for manufacturing of Tea. Since 2001, our Company has started cultivation of Coffee and Rubber, and at present having 4.00 Lakh Kgs. of annual capacity of Coffee and a total of 7.25 Lakh Kgs. of annual capacity of Rubber.

Our Company also purchase green leafs from other tea estates located near our plant locations. We have produced 51.23 Lakh Kgs. of Tea, 3.96 Lakh Kgs. of Coffee and 5.86 Lakh Kgs. of Rubber during the financial year 2020-21.

Tea

The annual manufacturing capacities and actual production of our plants are as under:

Factory location	Total production capacity (Made Tea) (in Lakh Kgs.)	Actual production 2020-21 (in Lakh Kgs.)	Brand under which Tea are sold
Joonktollee Tea Factory –Own	30.00	8.11	Joonktollee
Joonktollee Tea Factory- Bought		10.56	Deesang
Sreemoni Tea Factory-Own	17.00	3.53	Nilmoni
Sreemoni Tea Factory-Bought		6.25	Rangabam
Jamirah Tea Factory-Own	7.00	6.56	Jamirah
Goomankhan Factory	8.25	7.14	Goomankhan&Sriganga
Pullikanam Factory	6.00	4.62	Pullikanam
Azizbagh Tea Factory	6.50	4.46	Azizbagh
Total	**74.75**	**51.23**	

Coffee

Our Coffee garden area under cultivation is spread over 407.26 hectares in South India. The annual crop production of at Cowcoody Estate is as under:

Estate	Total capacity (in Lakh Kgs.)	Actual production 2020-21 (in Lakh Kgs.)
Cowcoody Estate	4.00	3.96

Rubber

Our Rubber area under cultivation is spread over 1,008.90 hectares in South India. The annual crop production at our Chemoni, Pudukkad and Ecchipara Estate is as under:

Estate	Total capacity (in Lakh Kgs.)	Actual production 2020-21 (in Lakh Kgs.)
Chemoni, Pudukkad and Ecchipara Estate	7.25	5.86

Objects of the Issue

The Net Proceeds (gross proceeds less issue expenses) are proposed to be used in accordance with the details provided in the following table:

Particulars	Amount (In ₹ lakhs)
Repayment of unsecured loan	2,450.00

Intention and extent of participation by our Promoter(s) and Promoter Group in the Issue:

Our Promoter(s) and entities forming part of our Promoter Group have, vide their letters dated November 11, 2020 (the "Subscription Letters") undertaken to: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoter or member(s) of the Promoter Group of our Company; and (b) subscribe to, either individually or jointly and/ or severally with any other Promoter or member of the Promoter Group, for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue.

Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of additional Rights Equity Shares (including any unsubscribed portion of the Issue) is exempt in terms of Regulation 10(4)(b) of the Takeover Regulations as conditions mentioned therein have been fulfilled and shall not result in a change of control of the management of our Company in accordance with provisions of the Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

Summary of Financial Information

The following table sets forth summary financial information derived from the Audited Consolidated Financial Statements for the financial years ended March 31, 2021, 2020 and 2019, prepared in accordance with recognition and measurement principles of Ind AS 34 and Regulation 33 of SEBI (LODR) Regulations, 2015

(in ₹ lakhs other than share data)

Particulars	For the Fiscal		
	2021	2020	2019
Equity Share Capital	414.22	414.22	414.22
Net Worth	10,488.07	11,432.37	13,992.95
Revenue (total income)	10,748.76	9,306.26	10,764.70
Profit after tax	(956.07)	(2,427.71)	(1,589.92)
Earnings per share (basic and diluted)	(23.08)	(58.61)	(38.38)
Net asset value per equity share	253.20	276.00	338.73
Total Borrowings	9,319.46	7,496.08	5,000.76

Auditor Qualifications:

There are no qualifications by the Statutory Auditors in their report to the Audited Consolidated Financial Statements for the financial year ended March 31, 2021.

Summary of Outstanding Litigations:

A summary of outstanding litigation proceedings pertaining to our Company as on the date of this Letter of Offer is provided below. For details of the material outstanding litigation proceedings including criminal proceedings and civil proceedings, please see "Outstanding Litigations and Material Developments" on page 151.

No.	Nature of proceedings	Number of outstanding cases	Amount involved (₹ in Lakhs)
Cases filed against our Company			
1.	Tax Related Cases	6	508.20
2.	Others	4	192.22*
Cases filed by our Company			
1.	Cases under Negotiable Instruments Act, 1881	9	27.47
2.	Others	23	449.39*

* Excluding amounts not quantifiable.

Risk Factors

For details of potential risks associated with our ongoing business activities and industry, investment in Equity Shares of the Company, material litigations which impact the business of the Company and other economic factors please see "Risk Factors" on page 20.

Summary of Contingent Liabilities and Commitments of our Company

As of March 31, 2021, we have certain contingent liabilities and commitments that had not been provided for, details of the same is as under:

No.	Particulars	Amount (Rs. in Lakhs)
	Contingent Liabilities and Commitments	
1.	Contingent Liabilities	839.10
2.	Commitments	113.16
	Total	**952.26**

Please see the section "Financial Statements" on page 80 for more information.

Summary of Related Party Transactions

For details of the related party transactions, as reported in the Financial Statements for FY ending March 31, 2021 please see page no 119 of this Letter of Offer.

Financing Arrangements

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives, Directors of the company which is a Promoter of our Company have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during a period of six months immediately preceding the date of this Letter of Offer.

Issue of Equity Shares for consideration other than cash in the last one year

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Letter of Offer.

SECTION III – RISK FACTORS

Investment in equity shares involves a high degree of risk. Investors should carefully consider all the information in this Letter of Offer, including the risks and uncertainties described below, before making an investment in our Rights Equity Shares. The risks described below are not the only risks relevant to our Company's business, operations or our Rights Equity Shares, but also to the industry and segments in which we operate or propose to operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our equity shares could decline, and investors may lose all or part of their investment. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with "Financial Information "beginning on page 80 and other information contained in this Letter of Offer. In making an investment decision, investors and purchasers of the Rights Equity Shares must rely on their own examination of us and our business and the terms of the Issue including the merits and risks involved. Potential investors and purchasers of our Rights Equity Shares should consult their tax, financial and legal advisors about the consequences of investing in the Issue. Prospective investors and purchasers of the Rights Equity Shares should pay attention to the fact that our Company is incorporated under the laws of India and are subject to a legal and regulatory environment, which may differ in certain respects from that of other countries.

The following risk factors have been determined by our Board of Directors on the basis of their materiality. In accordance with Clause (VI) in Part B of Schedule VI of the SEBI ICDR Regulations, the following factors have been considered for determining the materiality: (i) Some events may not be material individually, but may be found material collectively, (ii) some events may have material impact qualitatively instead of quantitatively; and (iii) some events may not be material at present but may have material impact in the future.

Internal and External Risks relating to our business and operations

1. The continuing effect of the COVID-19 pandemic on our business and operations is highly uncertain and cannot be predicted.

In late calendar 2019, COVID-19, commonly known as "novel coronavirus" was first reported in Wuhan, China. Since then, the virus has progressively spread globally to many countries. The World Health Organization declared the COVID-19 outbreak as a health emergency of international concern on January 30, 2020 and thereafter categorised the outbreak as a pandemic on March 11, 2020.

In order to contain the spread of COVID-19, the Government of India initially announced a 21-day lockdown on March 24, 2020, which, after being subject to successive extensions, is being relaxed currently. During the duration of the lockdown, there were several restrictions in place including travel restrictions and directive to all citizens to not move out of their respective houses unless essential. The lockdown required private, commercial and industrial establishments to remain closed. As a result, our business operations were temporarily disrupted on account of the temporary shutdown of our offices and plants (with the exception of maintenance of essential services) with effect from March 24, 2020 up to mid of April, 2020, pursuant to the directives from the central/local authorities which has impacted our ability to maintain continued operations resulting in some loss of production and cash flows.

On account of the lockdown imposed, the temporary shutdown of the plants pursuant to the directives from the central/local authorities, has also adversely had an impact on the production of our Company. In our Tea business, the production for the first quarter of the FY2020-21 has been affected by ~ 30% and ~ 12% for the full year. Due to the current pandemic situation and various stages of lockdown as announced by the Government to the whole of India, we were unable to execute the operations seamlessly or generate sales as expected. Due to loss of production, our Company's financial performance will be impacted adversely. However, with the relaxed lockdown measures now the sales are slowly picking up in the given situation.

The Coffee business of our Company was not much impacted due to lockdown as the coffee is an annual crop no loss of product is anticipated.

Further, the Rubber manufacturing business was impacted due to the restrictions on shipment and transportation imposed again due to the Lockdown measures. During the lockdown period the operations were under complete suspension from March 24, 2020 till mid of April 2020, resulting in production loss of ~10%.

The various risks arising on account of COVID-19 can also threaten the safe operation of our facilities, impact the transportation of our products, cause disruption of operational activities, loss of life, injuries and can impact the wellbeing of our employees. These risks could have an adverse effect on our business, results of operations, cash flows and financial condition.

As of the date of this Letter of Offer, there is significant uncertainty relating to the severity of the near and long term adverse impact of the COVID-19 pandemic on the global economy and the Indian economy, and we are unable to accurately predict the near-term or long-term impact of the COVID-19 pandemic on our business. To the extent that the COVID-19 pandemic adversely affects our business and operations, it may also have the effect of heightening many of the other risks described in this "Risk Factors" section.

2. Our operations are sensitive to weather conditions.

All our businesses, namely, Tea, Coffee and Rubber, are seasonal, and depend on climate conditions and rainfall. Our business activities could be materially and adversely affected by severe weather. Severe weather conditions such as lack of sufficient rainfall, rising in temperature, etc. may cause damage to a full and/or portion of our plantation. Tea, Coffee and Rubber, being an agricultural commodity, is susceptible to the agro climatic risks, such as, drought, insufficient rainfall or occurrence of floods and as a result of which production of our products may reduce and this may adversely affect our sales and profitability. Therefore, the occurrence of any of these risks could significantly affect our results of operations.

3. Our top 10 customers have contributed majority of our revenues for the financial year ended March 31, 2021. Any loss of business from one or more of them may adversely affect our revenues and profitability.

Our top 10 customers have contributed 61.75% to our revenues from our Tea, Coffee and Rubber businesses for the financial year ended March 31, 2021 based on standalone financials. Since our business is concentrated among relatively few significant customers, we could experience a reduction in our results of operations, cash flows and liquidity if we lose one or more of these customers or the amount of business we obtain from them is reduced for any reason, including but not limited on account of any dispute or disqualification.

4. Our Company incurred losses in Financial Years 2021, 2020 and 2019, having adverse affect on our business and financial performance.

We incurred losses on a standalone basis for the Financial Years 2021, 2020 and 2019 of ₹1047.48 Lakhs, ₹2,293.91 Lakhs and ₹1,109.50 Lakhs respectively. We cannot assure you that we will not incur losses in the future and any such losses could adversely affect our business and financial performance. Our financial results are on account of the result of operations of our tea, coffee and rubber businesses undertaken by our Company as well as through our subsidiaries. We have also incurred losses on a consolidated basis for the Financial Years 2021, 2020 and 2019 of ₹956.07 Lakhs, ₹2,427.71 Lakhs and ₹1,589.92 Lakhs respectively.

We cannot assure you that we will not incur losses in the future and any such losses could adversely affect our business and financial performance. For details, see section "Financial Information" on page 80.

5. Our Company has experienced negative cash flows from operating activities in the previous Fiscal 2021. Sustained negative cash flow in future could affect our growth and results of operations

Our Company had experienced negative cash flow from operating activities to the tune of ₹251.33 lakhs in the financial year ended March 31, 2021. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations. For further details please refer to the section titled "Financial Statements" beginning on page 80 of this Letter of Offer.

6. Our Company does not have long-term agreements with any of our customers for purchasing its products and is subject to uncertainties in demand which could decrease sales and negatively affect its operating results.

Though our Company has been dealing with some of our customers for several years, we do not have any long-term agreements with our customers in our tea and coffee business. Further, our Company also does not have any long-term agreements with majority of our customers in our rubber business. As a result, our customers can terminate their relationships with us due to a change in vendor preference or any other reason upon relatively short notice, which could materially and adversely impact our business. Consequently, our revenue may be subject to variability because of fluctuations in demand for our products. Our Company's customers have no obligation to place order with us and may either cancel, reduce or delay orders. The orders placed by our Company's customers are dependent on factors such as quality of our products, fluctuation in demand for our products, customer's inventory management, amongst others.

Although, we have a strong emphasis on quality, timely delivery of our products, personal interaction by the top management with the customers, any change in the buying pattern of buyers can adversely affect the business of our Company. Further, in absence of such contracts there will always be uncertainty.

7. Failure to manage our inventory could have an adverse effect on our net sales, profitability, cash flow and liquidity.

Our operations are dependent on our ability to effectively manage our inventory and timely delivery to our customer. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of merchandise or an accumulation of excess inventory. Further, if we

fail to sell the inventory we manufacture, we may be required to write-down our inventory, which would have an adverse impact on our income and cash flows.

8. We may be held liable for claims of or from customers on account of any defects in the products supplied to our customers including penalty for delay in implementation of purchase orders.

We may be exposed to claims for defects in the tea, coffee and rubber supplied under certain customers' purchase orders. The quality control procedures may fail to test for all possible conditions of use or identify all defects in the quality and specifications of the tea, coffee and rubber. Any such defects could require us to undertake products recalls. These actions could require our Company to expend considerable resources in correcting these problems and could adversely affect demand for our products. Any defect in our Company's products could also result in customer claims for damages. Further, we do not have any defect liability insurance on the products to mitigate the said risk. As a result, our Company may face and be liable for warranty claims for components by it. In defending such claims, our Company could incur substantial costs and receive adverse publicity which may adversely affect our financial conditions and results of operation.

9. Under-utilisation of capacity may adversely affect our business, results of operations and financial condition.

Use of production capacity is subject to several variables like weather conditions, cultivation of tea, coffee and rubber, power, rainfall, proper working of machinery, orders on hand, etc. It cannot be assured that we shall be able to utilize our existing manufacturing facilities to their full capacity or up to an optimum capacity, and non-utilisation of the same may lead to loss of profits or can result in losses, and may adversely affect our business, results of operations and financial condition.

10. The proceeds from Right Issue will be utilized for repayment or pre-payment of unsecured loans taken from group entities

We propose to repay/prepay part or full amount of certain unsecured loans obtained from associate / group entities from the Net Proceeds of Right Issue as disclosed in "*Objects of the Offer*" beginning on page 50. The associate / group entities of our Company are the associate companies in terms of the Companies Act, 2013 and the SEBI ICDR, as amended. While the repayment/prepayment of unsecured loans is proposed to be made out of the proceeds of the Right Issue and the board of directors of our Company would choose loans to be repaid/prepaid based on commercial objectives, there can be no assurance that the same will not be perceived as a current or potential conflict of interest. For further details, see "Objects of the Offer" on page 50.

11. If the Company is unable to adapt to technological changes, the Company's business could suffer.

Our Company has implemented the latest technology for our Plant. Our Company's future success will depend in part on our Company's ability to respond to technological advances and emerging industry standards and practices in a cost-effective and timely manner. The development and implementation of such technology entails technical and business risks. Our Company cannot assure that it will successfully implement new technologies effectively or adapt the systems to emerging industry standards. If our Company is unable, for technical, legal, financial or other reasons, to adapt in a timely manner to changing market conditions, customer requirements or technological changes, our Company's business, financial performance and the trading price could be adversely affected.

12. We are dependent on third party transportation providers for the delivery of our products and any failure on part of such providers to meet their obligations could have a material adverse effect on our business, financial condition and results of operations.

As a manufacturer, our success depends on the smooth supply and transportation of our products from our estates to factories and to our customers, which is subject to various uncertainties and risks. We use third party transportation providers for the delivery of our products to domestic and overseas customers. Transportation strikes have had in the past, and could happen again in the future. Such strikes may have an adverse affect on supplies and deliveries to our customers and from suppliers on a timely and cost efficient basis.

Further an increase in freight costs or the unavailability of adequate infrastructure for transportation of our products to our markets may have an adverse affect on our business and results of operations. Failure to deliver our products to our customers in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations.

Due to the Covid-19 pandemic, our business operations were impacted due to the non-availability of vehicles and disruption in free movement of goods due to the lockdown measures imposed by the Government. Further, we had difficulties in transportation service as some of our working areas were declared containment zones or red alert areas which affected our dispatch services and thereby leading to a decline in sale of the products.

13. We have certain contingent liabilities which has not been provided for in our balance sheet. In the event that any of our contingent liabilities crystallizes, our business, financial condition and results of operations may be adversely affected.

As of March 31, 2021, we have certain contingent liabilities that have not been provided for, as per Ind AS 37, details of the same are as under:

No.	Particulars	Amount (Rs. in Lakhs)
	Contingent Liabilities and Commitments	
1.	Contingent Liabilities	839.10
2.	Commitments	113.16
	Total	**952.26**

In the event that any of our contingent liabilities crystallizes, our business, financial condition and results of operations may be adversely affected.

14. We require certain approvals and licenses to operate our manufacturing plants, and the failure to obtain or retain them in a timely manner may materially adversely affect our operations.

We are required to comply with laws governing the protection of the environment, as well as occupational health and safety, including laws regulating the generation, storage, handling, use and transportation of the emission and discharge of waste materials into soil, air or water, and the health and safety of our employees. For our manufacturing plants, governmental approvals are required to enable our Company to run our operations.

Inability to obtain or maintain approvals or licenses may adversely affect our operations. Further, Government approvals, licenses, clearances and consents are often also subject to numerous conditions, some of which are

onerous and may require significant expenditure. Furthermore, approvals, licenses, clearances, and consents covering the same subject matter are often required at both the Government and State Government levels. If we fail to comply, or a regulator claims that we have not complied, with these conditions, we may not be able to commence or continue with work or operate these projects.

15. Our Company is a party to certain litigations, the outcome of which could adversely affect our business and financial condition.

Our Company is involved in certain legal proceedings, which are pending at varying levels of adjudication at different forums. The summary of the outstanding matters set out below includes details of criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving our Company. The brief details of such outstanding litigation are as follows:

No.	Nature of proceedings	Number of outstanding cases	Amount involved (₹ in Lakhs)
Cases filed against our Company			
1.	Tax Related Cases	6	508.20
2.	Others	4	192.22*
Cases filed by our Company			
1.	Cases under Negotiable Instruments Act, 1881	9	27.47
2.	Others	23	449.39*

* Excluding amount not quantifiable.

For further details, see "Outstanding Litigations and Material Developments" on page 151. We cannot assure you that these legal proceedings will be decided in favor of our Company, as the case may be, or that no further liability will arise out of these proceedings. Further, such legal proceedings could divert management time and attention and consume financial resources. Any adverse outcome in any of these proceedings may adversely affect our profitability and reputation and may have an adverse effect on our results of operations and financial condition.

16. Our insurance coverage may not be sufficient or may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition.

We have obtained various insurance policies for covering manufacturing risks, statutory liabilities and third party liabilities. We could be held liable for accidents that occur at our manufacturing facilities or otherwise arise out of our operations. In the event of personal injuries, fires or other accidents suffered by our employees or other people, we could face claims alleging that we were negligent, provided inadequate supervision or be otherwise liable for the injuries. Our principal types of insurance coverage includes property insurance, motor vehicle insurance, standard fire and perils insurance, burglary and house breaking insurance, and public liability insurance. Further, we also hold group personal accident insurance and workmen's compensation insurance which covers employees working for our Company.

While we believe that the insurance coverage which we maintain would be reasonably adequate to cover the normal risks associated with the operation of our business, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. In addition, our insurance coverage expires from time to time. We

apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial performance could be adversely affected.

17. We may not be able to sustain effective implementation of our business and growth strategy, including our expansion plans and the financing of such expansion, which may adversely affect our business and results of operations.

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. There can be no assurance that we will be able to execute our strategy within the estimated budget, or that we will meet the expectations of targeted customers. Our inability to manage our business and growth strategy may have a material adverse effect on our business, financial condition and results of operations.

18. We have entered into certain related party transactions and may continue to do so in the future.

We have in the past entered into transactions with related parties, including for the purposes of sale of finished goods, service charges, loans advanced, loans received etc. For further information, see Note titled "Related Party Disclosures" under chapter titled "Financial Statements" beginning on page 80. While we believe that all such transactions have been conducted on an arm's length basis and contain commercially reasonable terms, we cannot assure you that we might have obtained more favourable commercial terms had such transactions not been entered into with related parties. Further, we may enter into related party transactions in the future and such related party transactions may potentially involve conflicts of interest which may be detrimental to the interest of our Company. We cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition.

19. Our Promoters, Directors and Key Managerial Persons may have interest in our Company, other than reimbursement of expenses incurred or remuneration.

Apart for receipt of remuneration and re-imbursement of expenses incurred by them, our Promoters, Directors and Key Management Personnel may be deemed to be interested to the extent of the Equity Shares held by them, or their relatives or our Group Company, and benefits deriving from their directorship in our Company. Our Company has been taken unsecured loans from our promoter group companies and other associates wherein our promoter and promoters' group are interested. For further details, please refer to the chapters titled "Our Management", beginning on page 76, and the Note titled "Related Party Disclosures" under chapter titled "Financial Statements" beginning on page 80 of this Letter of Offer.

20. We have significant working capital requirements.

Our business involves significant working capital. We meet our working capital requirements through internal accruals and debt. Any shortfall in our internal accruals and our inability to raise debt would result in us being unable to meet our working capital requirements, which in turn will negatively affect our financial condition and results of operations.

21. We are dependent on a number of key personnel, including our senior management, and the loss of or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.

We are highly dependent on our Directors, Key Management and other personnel for setting our strategic business direction and managing our business. Our ability to meet continued success and face future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled professionals. Due to the current limited pool of skilled personnel, competition for senior management, commercial and finance professionals in our industry is intense. The loss of the services of our Directors, key management or other personnel or our inability to recruit or train a sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our financial results and business prospects.

22. Our Company has been filing the forms as required under the Companies Act, 2013 within the time prescribed under the Companies Act and Rules made thereunder, but there have been instances of filing of certain forms with delay and our Company has paid the necessary additional fee for such filings.

Our Company has been generally filing the forms as required under the Companies Act, 2013 within the time prescribed under the Companies Act and Rules made thereunder, but there have been a couple of instances of filing of certain forms with delay and our Company has paid the necessary additional fee for such filings. Statutory filings under the Companies Act are required to be complied with in time as prescribed under the Companies Act and any delay or non-filing thereof lead to penalties and additional fees for late filings. We endeavour to fully comply with the requirements for filing these forms and there are inadvertent delays due to various reasons. Delays and non-compliances may lead to penalties and higher filing fees which may adversely affect our reputation and goodwill on compliance with the Government Authorities and investors in general.

23. Our inability to effectively manage our growth or to successfully implement our business plan and growth strategy could have an adverse effect on our business, results of operations and financial condition.

Over a period of time we have experienced growth in our operations. We cannot assure you that our growth strategy will continue to be successful or that we will be able to continue to expand further. Our inability to manage our expansion effectively and execute our growth strategy in a timely manner, or within budget estimates or our inability to meet the expectations of our customers and other stakeholders could have an adverse effect on our business, results of operations and financial condition. We intend to continue expansion to pursue existing and potential market opportunities. Our future prospects will depend on our ability to grow our business and operations further. The development of such future business could be affected by many factors, including general political and economic conditions in India, government policies or strategies in respect of specific industries, prevailing interest rates, price of equipment and raw materials, energy supply and currency

exchange rates. In order to manage our growth effectively, we must implement, upgrade and improve our operational systems, procedures and internal controls on a timely basis. If we fail to implement these systems, procedures and controls on a timely basis, or if there are weaknesses in our internal controls that would result in inconsistent internal standard operating procedures, we may not be able to meet our customers' needs, hire and retain new employees or operate our business effectively.

24. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, forest fires, pandemic disease like the spread of COVID-19 around the globe and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition.

25. We are subject to the restrictive covenants of bank in respect of the Loan availed from them

Our financing arrangement contains restrictive covenants whereby we are required to obtain approval from our lender, regarding, amongst other things such as entering into borrowing arrangements with other banks and other parties, declare dividend, change in capital structure or shareholding pattern, issue of new shares, or buyback or reduction in share capital, change in business or entering into new line of business or effect any material change in management, formulation of any scheme of amalgamation or reconstruction or merger or de-merger, change in control of the company, etc. There can be no assurance that such consents will be granted or that we will be able to comply with the financial covenants stipulated under our financing arrangement. In the event we breach any restrictive, financial or other covenants contained in certain of our financing arrangements, we may be required under the terms of the relevant financing arrangement to immediately repay our borrowings either in whole or in part, together with any related costs. This may adversely impact our results of operations and cash flows.

26. Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.

Our Company has not declared and paid dividend since the financial year 2017-18. Our ability to pay dividends in the future will depend on a number of factors including but not limited to our earnings, capital requirements, contractual obligations, results of operations, cash requirements, business prospects and any other financing arrangements, applicable legal restrictions and overall financial position of our Company. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. Our Board may also, from time to time, declare interim dividends from the profits of the Fiscal in which such interim dividend is sought to be declared. We may retain all future earnings, if any, for use in the operations and expansion of the business. Accordingly, realisation of a gain on shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value or that we will be able to pay dividends in the future.

Risks relating to the Issue and the Rights Equity Shares

1. ***The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years, and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

2. ***If there is a change in policies related to tax, duties or other such levies applicable to us, it may affect our results of operations.***

New or revised accounting policies or policies related to tax, duties or other such levies promulgated from time to time by relevant tax authorities may adversely affect our results of operations. We cannot assure you as to what action current or future Governments will implement regarding tax incentives or excise duty benefits. We may not be able to comply with the obligations and stipulations that would allow us to avail ourselves of such benefits or concessions, and consequently, we may lose such benefits and concessions.

3. ***We will not distribute the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter to overseas Shareholders who have not provided an address in India for service of documents.***

In accordance with the SEBI ICDR Regulations, SEBI Rights Issue Circulars and the MCA Circular, our Company will send, only through email, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material to the email addresses of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares permitted under laws of such jurisdictions and in each case who make a request in this regard. The Issue Materials will not be distributed to addresses outside India on account of restrictions that apply to circulation of such materials in overseas jurisdictions. However, the Companies Act, 2013 requires companies to serve documents at any address which may be provided by the members as well as through e-mail. Presently, there is lack of clarity under the Companies Act, 2013 and the rules made thereunder with respect to distribution of Issue Materials in overseas jurisdictions where such distribution may be prohibited under the applicable laws of such jurisdictions. While we have requested all the shareholders to provide an address in India for the purposes of distribution of Issue Materials, we cannot assure you that the regulator or authorities would not adopt a different view with respect to compliance with the Companies Act, 2013 and may subject us to fines or penalties.

4. ***SEBI has recently, by way of circulars dated January 22, 2020 and May 6, 2020, streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars, and in this Letter of Offer.***

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI circulars dated January 22, 2020 and May 6, 2020, and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see "Terms of the Issue" on page 168.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, "JOONKTOLLEE TEA & INDUSTRIES LIMITED- UNCLAIMED SECURITIES SUSPENSE ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings.

5. ***No market for the Rights Entitlements may develop and the price of the Rights Entitlements may be volatile.***

No assurance can be given that an active trading market for the Rights Entitlements will develop on the Stock Exchanges during the Renunciation Period or that there will be sufficient liquidity in Rights Entitlements trading during this period. The trading price of the Rights Entitlements will not only depend on supply and demand for the Rights Entitlements, which may be affected by factors unrelated to the trading in the Equity Shares, but also on the quoted price of the Equity Shares, amongst others. Factors affecting the volatility of the price of the Equity Shares, as described herein, may magnify the volatility of the trading price of the Rights Entitlements, and a decline in the price of the Equity Shares will have an adverse impact on the trading price of the Rights Entitlements. Since the trading of the Rights Entitlements will be on a separate segment compared to the Equity Shares on the floor of the Stock Exchanges, the trading of Rights Entitlements may not track the trading of Equity Shares. The trading price of the Rights Entitlements may be subject to greater price fluctuations than that of the Equity Shares.

6. ***The B-WAP payment mechanism facility proposed to be used for this Issue may be exposed to risks, including risks associated with payment gateways.***

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, a separate web based application platform, i.e., the B-WAP facility (accessible at www.bigshareonline.com), has been instituted

for making an Application in this Issue by resident Investors. Further, B-WAP is only an additional option and not a replacement of the ASBA process. On B-WAP, the resident Investors can access and fill the Application Form in electronic mode and make online payment using the internet banking or UPI facility from their own bank account thereat. For details, see "Terms of the Issue – Procedure for Application through the B-WAP" on page 179. Such payment gateways and mechanisms are faced with risks such as:

- keeping information technology systems aligned and up to date with the rapidly evolving technology in the payment services industries;
- scaling up technology infrastructure to meet requirements of growing volumes;
- applying risk management policy effectively to such payment mechanisms;
- keeping users' data safe and free from security breaches; and
- effectively managing payment solutions logistics and technology infrastructure.

Further, B-WAP is a new facility which has been instituted due to challenges arising out of COVID-19 pandemic. We cannot assure you that B-WAP facility will not suffer from any unanticipated system failure or breakdown or delay, including failure on part of the payment gateway, and therefore, your Application may not be completed or rejected. These risks are indicative and any failure to manage them effectively can impair the efficacy and functioning of the payment mechanism for this Issue. Since Application process through B-WAP is different from the ASBA process, there can be no assurance that investors will not find difficulties in accessing and using the B-WAP facility.

7. Any future issuance of the Rights Equity Shares, or convertible securities or other equity linked securities by our Company may dilute your future shareholding and sales of the Rights Equity Shares by the Promoter or Promoter Group or other major shareholders of our Company may adversely affect the trading price of the Equity Shares.

Any future issuance of the Equity Shares, or convertible securities or other equity linked securities by our Company, may lead to dilution of your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. Any future sales of Equity Shares by the Promoter or other major shareholders of our Company may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares.

8. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to long-term capital gains tax in India if Securities Transaction Tax ("STT") is paid on the sale transaction and additionally, as stipulated by the Finance Act, 2017, STT had been paid at the time of acquisition of such equity shares, except in the case of such acquisitions where STT could not have been paid, as notified by the Government of India under notification no. 43/2017/F. No. 370142/09/2017-TPL on June 5, 2017. However, Finance Act, 2018, taxes such long term capital gains exceeding ₹ 1.00 Lakh arising from sale of equity shares on or after April 1, 2018. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains

arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on gains made upon the sale of the Equity Shares.

9. The Issue Price of our Rights Equity Shares may not be indicative of the market price of our Equity Shares after the Issue.

The Issue Price of Equity Shares may not be indicative of the market price for our Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the issue and may decline below the Issue Price. There can be no assurance that the Investors will be able to sell their Equity Shares at or above the Issue Price. The factors that could affect our share price are:

- Quarterly variations in the rate of growth of our financial indicators such as earnings per share;
- Changes in revenue or earnings estimates or publications of research reports by analysts;
- Speculation in the press or investment community;
- General market conditions; and
- Domestics and international economic, legal and regulatory factors unrelated to our performance.

SECTION IV – INTRODUCTION

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary of financial information derived from our Audited Consolidated financial statement for the year ended March 31, 2021 and March 31, 2020, and the limited review financials for the half year ended September 30, 2021, prepared in accordance with recognition and measurement principles of Ind AS 34 and Regulation 33 of SEBI (LODR) Regulations, 2015. The summary of financial information presented below should be read in conjunction with our Financial Information and notes thereto in the section titled "Financial Statements" on page 80 of this Letter of Offer.

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JOONKTOLLEE TEA & INDUSTRIES LIMITED
CIN No. L01132WB1900PLC000292
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2021

(₹ in lakhs)

		Note No.	As at 31st March, 2021		As at 31st March, 2020	
	ASSETS					
1	**NON-CURRENT ASSETS**					
a	Property, Plant and Equipment	5	14,872.97		14,864.27	
b	Capital Work-In-Progress		469.07		635.94	
c	Goodwill on Consolidation		706.98		706.98	
d	Right-of-use Asset	6	39.19		58.78	
e	Intangible Assets	7	54.96		3.32	
f	Intangible Assets under Development		28.44		82.67	
g	Biological Asset other than Bearer Plants	8	3,209.31		3,235.60	
h	Financial Assets					
	i Investments	9	85.63		114.27	
	ii Loans	10	222.52		227.42	
i	Non-Current Tax Assets (Net)	12	428.62		384.27	
j	Other Non-Current Assets	13	330.03	20,447.72	293.87	20,607.39
2	**CURRENT ASSETS**					
a	Biological Asset other than Bearer Plants	8	34.75		6.64	
b	Inventories	14	2,362.15		1,331.32	
c	Financial Assets					
	i Trade Receivables	15	153.75		182.40	
	ii Cash and Cash Equivalents	16	35.27		43.00	
	iii Bank balances other than Note ii above	17	12.19		15.10	
	iv Loans	10	64.75		46.60	
	v Other Financial Assets	11	9.17		8.41	
d	Other Current Assets	13	384.14	3,056.17	351.55	1,985.02
	Total Assets			**23,503.89**		**22,592.41**
	EQUITY AND LIABILITIES					
	EQUITY					
a	Equity Share Capital	18	414.22		414.22	
b	Other Equity	19	10,073.85	10,488.07	11,018.15	11,432.37
c	Non-controlling interest	20		-		-
				10,488.07		11,432.37
	LIABILITIES					
1	**NON-CURRENT LIABILITIES**					
a	Financial Liabilities					
	i Borrowings	21	871.24		620.56	
	ii Lease Liabilities		17.02		28.16	
b	Provisions	22	1,157.85		1,019.70	
c	Other Non Current Liabilities	23	9.73		-	
d	Deferred Tax Liabilities (Net)	24	992.13	3,047.97	1,188.13	2,856.55
2	**CURRENT LIABILITIES**					
a	Financial Liabilities					
	i Borrowings	25	7,851.29		6,175.54	
	ii Lease Liability		15.33		18.00	
	iii Trade Payables	26				
	Total outstanding dues to micro enterprises and small enterprises		48.66		-	
	Total outstanding dues of creditor other than micro enterprises and small enterprises		446.70		559.42	
	iii Other Financial Liabilities	27	1,158.43		1,037.13	
b	Other Current Liabilities	23	198.47		238.09	
c	Provisions	22	248.97	9,967.85	275.31	8,303.49
	Total Equity and Liabilities			**23,503.89**		**22,592.41**

Basis of preparation and presentation of Financial Statement	2
Significant Accounting Policies	3
Significant Judgements & Key Estimates	4

The Notes are an integral part of the Consolidated Financial Statements

As per our report of even date annexed.

For and on behalf of
J K V S & CO
Chartered Accountants
Firm Registration No. 318086E

Utsav Saraf

Utsav Saraf
(Partner)
Membership No. 306932
Kolkata
Dated: 11th June,2021

JKVS & CO Chartered Accountants Kolkata

For and on behalf of Board of Directors

Hemant Bangur
Chairman
(DIN 00040903)

Manoj kumar Daga
Director
(DIN 00123386)

Sayansiddha Das
Chief Financial Officer

Sharad Bagree
Manager(Finance) & Company Secretary

JOONKTOLLEE TEA & INDUSTRIES LIMITED
CIN No. L01132WB1900PLC000292
CONSOLIDATED STATEMENT OF PROFIT & LOSSFOR THE YEAR ENDED 31ST MARCH, 2021

(₹ in lakhs)

	Note No.	For the year ended 31st March, 2021	For the year ended 31st March, 2020
INCOME			
Revenue from Operations	28	10,686.25	9,212.53
Other Income	29	62.51	93.73
Total Income		**10,748.76**	**9,306.26**
EXPENSES			
Cost of Materials Consumed	30	2,626.40	1,661.42
Purchases of Traded Goods		-	2.57
Changes in Inventories of Finished Goods, Traded Goods and Work-in-Progress	31	(924.52)	(62.89)
Employee Benefits Expense	32	5,992.02	6,140.99
Finance Costs	33	961.78	725.09
Depreciation and Amortisation Expense	34	726.55	743.19
Other Expenses	35	2,522.74	2,654.13
Total Expenses		**11,904.97**	**11,864.50**
Profit / (Loss) before share of net profit / (loss) of associate and Tax		**(1,156.21)**	**(2,558.24)**
Add : Share of Loss in associate for the year		-	-
Profit / (Loss) before Tax		**(1,156.21)**	**(2,558.24)**
Tax Expense:	36		
Current Tax		-	-
Deferred Tax		(200.14)	(130.53)
Profit / (Loss) for the year		**(956.07)**	**(2,427.71)**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss	37		
Remeasurement of the defined benefit plans		44.55	(271.60)
Fair value of Equity Instruments through OCI		(28.64)	33.56
Less: Income tax relating to these items		(4.14)	67.27
Other Comprehensive Income for the Year (Net of Tax)		**11.77**	**(170.77)**
Total Comprehensive Income for the period		**(944.30)**	**(2,598.48)**
Profit / (loss) for the period attributable to:			
Owners of the Company		(956.07)	(2,427.71)
Non-controlling interest		-	-
		(956.07)	**(2,427.71)**
Other comprehensive income for the period attributable to:			
Owners of the Company		11.77	(170.77)
Non-controlling interest		-	-
		11.77	**(170.77)**
Total comprehensive income for the period attributable to:			
Owners of the Company		(944.30)	(2,598.48)
Non-controlling interest		-	-
		(944.30)	**(2,598.48)**
Earnings Per Share of Rs.10/- each			
Basic & Dilluted	38	(23.08)	(58.61)

Basis of preparation and presentation of Financial Statement	2
Significant Accounting Policies	3
Significant Judgements & Key Estimates	4

The Notes are an integral part of the Consolidated Financial Statements

As per our report of even date annexed.

For and on behalf of
J K V S & CO
Chartered Accountants
Firm Registration No. 318086E

Utsav Saraf

Utsav Saraf
(Partner)
Membership No. 306932
Kolkata
Dated: 11th June,2021

JKVS & CO Chartered Accountants Kolkata

For and on behalf of Board of Directors

Hemant Bangur
Chairman
(DIN 00040903)

Manoj Kumar Daga
Director
(DIN 00123386)

Sayansiddha Das
Chief Financial Officer

Sharad Bagree
Manager(Finance) & Company Secretary

JOONKTOLLEE TEA & INDUSTRIES LTD.

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2021

(₹ in lakhs)

	Particulars	2020-2021		2019-2020	
		Amount	Amount	Amount	Amount
A)	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net Profit / (Loss) before Tax		(1,156.21)		(2,558.24)
	Adjusted for :				
	Depreciation & Amortisation	726.55		743.19	
	Loss / (Profit) on Sale/discard of Property, Plant & Equipment (net)	83.47		10.40	
	Interest Income	(11.43)		(14.72)	
	Finance Cost	961.78		725.09	
	Fair Valuation for Biological Assets other than bearer plants	(1.82)		67.79	
	Sundry Credit bal. no longer required written back	(22.47)		(11.21)	
	Provision for doubtful debts/Advances and Advances written off(Net)	21.86	1,757.94	0.42	1,520.96
	Operating Profit / (Loss) before working capital changes		601.73		(1,037.28)
	Adjustments for :				
	(Increase)/Decrease in Trade Receivables	28.65		2.49	
	(Increase)/Decrease in Inventories	(1,030.83)		(60.42)	
	(Increase)/Decrease in Loans, Other Financial Assets & Other Assets	(55.07)		(157.55)	
	Increase/(Decrease) in Trade Payables & Other Liability	92.18		(17.01)	
	Increase/(Decrease) in Provisions	156.36	(808.70)	185.49	(47.00)
	Cash Generated from Operations		(206.97)		(1,084.28)
	Direct Taxes (Paid)		(44.36)		(58.68)
	Net Cash from /(used in) operating activities		(251.33)		(1,142.96)
B)	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of Property,Plant and Equipment & Intangible Assets including CWIP / Capital Advances	(685.10)		(652.07)	
	Sale of Property,Plant and Equipment Assets	0.61		5.35	
	Sale of Non Current Investments carried at Cost in a Subsidiary	-		-	
	(Placement)/ Redemption Fixed deposits (net)	(0.07)		-	
	Interest Income received	11.42		14.72	
	Net cash from / (used in) Investing Activities		(673.14)		(631.99)
			(924.47)		(1,774.96)
C)	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Proceeds from Non Current Borrowings	848.95		29.34	
	Repayments of Non Current Borrowings	(701.32)		(508.80)	
	Repayments of Lease Liability	(13.81)		(12.44)	
	(Repayments)/Proceeds from Current Borrowings	1,675.74		2,974.79	
	Finance Cost paid	(892.82)		(699.42)	
	Net Cash from/(used in) Financing Activities		916.74		1,783.47
	Net Change in Cash and Cash Equivalents		(7.73)		8.51
D)	**Cash and Cash Equivalents balances**				
	Balances at the beginning of the year		43.00		34.49
	Balances at the end of the year		35.27		43.00

1 Cash and cash equivalents consists of Cash in Hand and balances with banks in Current / Cash Credit accounts as per note 16

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

3 Cash and cash equivalents consists of:

Particulars	2020-2021	2019-2020
Cash in hand	15.99	11.88
Bank Balance	19.28	31.12
Total	35.27	43.00

Basis of preparation and presentation of Financial Statement	2
Significant Accounting Policies	3
Significant Judgements & Key Estimates	4

As per our report of even date annexed.

For and on behalf of
J K V S & CO
Chartered Accountants
Firm Registration No. 318086E

Utsav Saraf
(Partner)
Membership No. 306932
Kolkata
Dated: 11th June,2021

JKVS & CO Chartered Accountants Kolkata

For and on behalf od Board of Directors

Hemant Bangur
Chairman
(DIN 00040903)

Manoj kumar Daga
Director
(DIN 00123386)

Sayansiddha Das
Chief Financial Office

Sharad Bagree
Manager(Finance) & Company Secretary

JOONKTOLLEE TEA & INDUSTRIES LTD.

CIN NO. : L01132WB1900PLC000292

(₹ in Lakhs)

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30/09/2021

Sl. No.	Particulars	Quarter Ended			Half Year Ended		Year ended
		30.09.2021	30.06.2021	30.09.2020	30.09.2021	30.09.2020	31.03.2021
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	**Income**						
	(a) Revenue from Operations	4730.03	2651.91	4864.96	7381.94	6312.28	10686.25
	(b) Other Income	(29.41)	62.90	20.55	33.49	71.39	62.51
	Total Income	**4700.62**	**2714.81**	**4885.51**	**7415.43**	**6383.67**	**10748.76**
2	**Expenses**						
	(a) Cost of materials consumed	780.27	700.62	1552.43	1480.89	2004.59	2626.40
	(b) Purchase of Traded Goods	-	-	-	-	-	-
	(c) Changes in inventories of finished goods, work in progress and stock-in-trade	677.87	(160.00)	(271.98)	517.87	(1018.29)	(924.52)
	(d) Employee benefits expense	1841.36	1563.81	1688.05	3405.17	2982.74	5992.02
	(e) Finance Costs	298.70	267.04	254.92	565.74	477.65	961.78
	(f) Depreciation and amortisation expense	197.50	190.65	177.11	388.15	355.41	726.55
	(g) Other expenses	756.10	731.44	743.47	1487.54	1270.14	2522.74
	Total expenses	**4551.80**	**3293.56**	**4144.00**	**7845.36**	**6072.24**	**11904.97**
3	**Profit/(Loss) before share of profit/(loss) in associate (1-2)**	**148.82**	**(578.75)**	**741.51**	**(429.93)**	**311.43**	**(1156.21)**
4	**Share of Profit / (Loss) in associate**	-	-	-			
5	**Profit/ (Loss) before tax (3+4)**	**148.82**	**(578.75)**	**741.51**	**(429.93)**	**311.43**	**(1156.21)**
6	**Tax Expense:**						
	(a) Current Tax	-	-	11.00	-	11.00	-
	(b) Deferred Tax	(22.35)	(40.97)	(94.86)	(63.32)	(132.72)	(200.14)
7	**Profit/ (Loss) for the period (5-6)**	**171.17**	**(537.78)**	**825.37**	**(366.61)**	**433.15**	**(956.07)**
8	**Other Comprehensive Income/(Loss) (OCI)**						
	Items that will not be reclassified subsequently to profit or loss	31.25	17.72	(83.99)	48.97	(186.07)	15.91
	Tax on the above	(4.91)	(3.55)	19.27	(8.46)	40.34	(4.14)
	Total Other Comprehensive Income/(Loss) (net of tax)	**26.34**	**14.17**	**(64.72)**	**40.51**	**(145.73)**	**11.77**
9	**Profit/(Loss) attributable to**						
	Owners of the Company	**171.17**	**(537.78)**	**825.37**	**(366.61)**	**433.15**	**(956.07)**
	Non-Controlling Interest	-	-	-	-	-	-
10	**Other Comprehensive Income attributable to**						
	Owners of the Company	**26.34**	**14.17**	**(64.72)**	**40.51**	**(145.73)**	**11.77**
	Non-Controlling Interest	-	-	-	-	-	-
11	**Total Comprehensive Income/(Loss) for the period (Net of Tax)**	**197.51**	**(523.61)**	**760.65**	**(326.10)**	**287.42**	**(944.30)**
	Total Comprehensive Income attributable to						
	Owners of the Company	**197.51**	**(523.61)**	**760.65**	**(326.10)**	**287.42**	**(944.30)**
	Non-Controlling Interest	-		-	-	-	-
12	**Paid -up Equity Share Capital (Face value per share ₹ 10/-)**	**414.22**	**414.22**	**414.22**	**414.22**	**414.22**	**414.22**
13	**Other Equity**	-	-	-	-	-	**10,073.85**
14	**Earnings per equity share (of ₹10/- each)** (not annualised)*						
	(a) Basic	**4.13***	**(12.98*)**	**19.93***	**(8.85*)**	**10.46***	**(23.08)**
	(b) Diluted	**4.13***	**(12.98*)**	**19.93***	**(8.85*)**	**10.46***	**(23.08)**

21, STRAND ROAD, KOLKATA - 700 001
☎ : +91 (33) 2230-9601 (4 lines), Fax : +91 (33) 2230 2105, E-mail: info@joonktolleetea.in, Website : www.joonktolleetea.in
TEA ESTATES : JOONKTOLLEE • JAMIRAH • NILMONI • GOOMANKHAN • PULLIKANAM • **COFFEE ESTATE** : COWCOODY
RUBBER ESTATES : CHEMONI • ECHIPARA & PUDUKAD

JOONKTOLLEE TEA & INDUSTRIES LTD.

CIN NO. : L01132WB1900PLC000292

UNAUDITED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS AT 30TH SEPTEMBER, 2021

(₹ in Lakhs)

Particulars	As at 30.09.2021 Unaudited	As at 31.03.2021 Audited
A ASSETS		
NON-CURRENT ASSETS		
a) Property, Plant & Equipment	14660.07	14872.97
b) Capital Work-in-Progress	678.93	469.07
c) Other Intangible Assets	48.13	54.96
d) Intangible Assets under development	28.44	28.44
e) Right to use Assets	29.39	39.19
f) Goodwill on Consolidation	706.98	706.98
g) Biological Assets other than bearer plants	3206.48	3209.31
h) Financial Assets		
(i) Investments	112.33	85.63
(ii) Loans	17.78	20.09
(iii) Other Financial Assets	205.16	202.43
i) Non Current Tax Assets (Net)	420.29	428.62
j) Other Non Current Assets	300.31	330.03
Total Non-Current Assets	**20414.29**	**20447.72**
CURRENT ASSETS		
a) Inventories	1718.69	2362.15
b) Biological Assets other than bearer plants	57.73	34.75
c) Financial Assets		
(i) Trade Receivables	2053.74	153.75
(ii) Cash & Cash Equivalent	180.42	35.27
(iii) Bank Balance Other than Note (ii)	6.34	12.19
(iv) Loans	79.03	64.75
(v) Other Financial Assets	9.68	9.17
d) Other Current Assets	329.72	384.14
Total Current Assets	**4435.35**	**3056.17**
TOTAL ASSETS	**24849.64**	**23503.89**
B EQUITY AND LIABILITIES		
EQUITY		
a) Equity Share Capital	414.22	414.22
b) Other Equity	9747.74	10073.85
Equity attributable to equity holders of the parent	10161.96	10488.07
Non-Controlling Interest	-	-
Total Equity	**10161.96**	**10488.07**
LIABILITIES		
NON- CURRENT LIABILITIES		
a) Financial Liabilities		
(i) Borrowings	626.94	871.24
(ii) Lease Liabilities	9.55	17.02
b) Provisions	1,244.08	1,157.85
c) Other Non Current Liabilities	39.91	9.73
d) Deferred Tax Liabilities (Net)	937.27	992.13
Total Non-Current Liabilities	2857.75	3047.97
CURRENT LIABILITIES		
a) Financial Liabilities		
(i) Borrowings	9919.02	8448.22
(ii) Lease Liabilities	15.33	15.33
(iii) Trade Payables		
Total outstanding dues to micro enterprises and small enterprises	19.27	48.66
Total outstanding dues of creditor other than micro enterprises and small enterprises	591.01	446.70
(iv) Other Financial Liabilities	785.14	561.50
b) Provisions	264.57	248.97
c) Other Current Liabilities	235.59	198.47
Total Current Liabilities	11829.93	9967.85
TOTAL LIABILITIES	**14687.68**	**13015.82**
TOTAL EQUITY AND LIABILITIES	**24849.64**	**23503.89**

JOONKTOLLEE TEA & INDUSTRIES LTD. 21, Strand Road Kolkata 700 001

21, STRAND ROAD, KOLKATA - 700 001

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RUBBER ESTATES : CHEMONI • ECHIPARA & PUDUKAD

THE ISSUE

The Issue has been authorized by way of a resolution passed by our Board of Directors on July 14, 2020 pursuant to Section 62 of the Companies Act, 2013 and by way of an ordinary resolution passed by our shareholders on September 14, 2020 through postal ballot.

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information in "Terms of the Issue" on page 168.

Rights Equity Shares offered in the Issue	41,42,201 Rights Equity Shares
Rights Entitlement	1 Rights Equity Share for every 1 fully paid up Equity Share held on the Record Date
Record Date	January 19, 2022
Face Value per Rights Equity Share	₹10/- each
Issue Price	₹60/- including a premium of ₹50/- per Rights Equity Share
Issue size	₹2,485.32 Lakhs
Equity Shares issued and outstanding prior to the Issue	41,42,201 Equity Shares
Equity Shares subscribed and paid up outstanding prior to the Issue	41,42,201 Equity Shares
Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	82,84,402 Equity Shares
Terms of the Issue	Please refer to *"Terms of the Issue"* on page 168
Use of Issue Proceeds	For further information, see "*Objects of the Issue*" on page 50
Security Codes	ISIN: INE574G01013 BSE: 538092 CSE: 10020009 ISIN for Rights Entitlements: INE574G20021

Terms of payment

The full amount of ₹60/- per Equity Share is payable on application

GENERAL INFORMATION

Our Company was incorporated as a limited company under the Companies Act, 1866 in the name of 'Joonktollee Tea Co. Limited' vide a certificate of incorporation dated August 7, 1874 issued by the Registrar of Joint Stock Companies, Calcutta. Subsequently, the name of our Company was changed to 'Joonktollee Tea & Industries Limited' and a fresh certificate of incorporation was issued by the Registrar of Companies, Calcutta, on July 21, 1972.

Registered and Corporate Office of our Company

21, Strand Road, Kolkata - 700001
West Bengal, India
Telephone: +91-33-22309601 (4 lines)
Website: www.joonktolleetea.in
Email: cs@joonktolleetea.in
CIN: L01132WB1900PLC000292

Address of the RoC
Our Company is registered with the RoC situated at the following address:
Nizam Palace
2nd MSO Building
2nd Floor, 234/4, A.J.C.B. Road
Kolkata – 700020, West Bengal

Board of Directors

The Board of our Company as on the date of filing this Letter of Offer comprises of the following:

Name	Designation	DIN	Address
Mr. Hemant Bangur	Chairman and Director (Non-Executive Non-Independent)	00040903	8, ST Georges Gate Road Kolkata- 700022
Mr. Manoj Kumar Daga	Director (Independent)	00123386	6, South End Park Kolkata-700029
Mr. Jay Kumar Surana	Director (Independent)	00582653	18, Hindusthan Road Sarat Bose Road, Kolkata - 700029
Mrs. Vinita Bangur	Director (Non-Executive Non-Independent)	01140985	8, ST. Georges Gate Road, Hastings, Kolkata - 700022
Mr. Navratan Bhairuratan Damani	Director (Non-Executive Non-Independent)	00057401	6-7 Motimahal, 195 Tata Road Churchgate, Marine Lines Mumbai – 400020
Ms. Komal Bhotika	Director (Independent)	08845578	Merlin Residency, Windsor Block, Flat 7H 26, Prince Anwar Shah Road Kolkata – 700033

For further details of our Board of Directors, see "Our Management" on page 76.

Company Secretary and Compliance Officer	Lead Manager to the Issue
Mr. Sharad Bagree 21, Strand Road, Kolkata - 700001 **Tel:** +91 33 2230 0780 **Fax:** +91 33 2210 6495 **Email:** cs@joonktolleetea.in	**Narnolia Financial Services Limited** Marble Arch Building, 2nd Floor 236B AJC Bose Road Kolkata-700020 **Tel:** + 9133 40501508 **Fax:** + 9133 40501549 **E-mail:** mgoenka@narnolia.com **Investor Grievance Email:** ib@narnolia.com **Website:** www.narnolia.com **Contact Person:** Mr. Manav Goenka **SEBI Registration No:** INM000010791
Legal Advisors to the Issue	**Registrar to the Issue**
M/s. Jhunjhunwala & Co. Solicitors & Advocates Hastings Chambers, 5th Floor 7C, Kiran Shankar Roy Road, Kolkata - 700001 **Tel:** +91 33 22308937 **Email:** jhunjhunwala234@gmail.com **Contact Person:** Mr. P K Jhunjhunwala	**Bigshare Services Private Limited** 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road Marol, Andheri (East), Mumbai- 400 059 **Tel:** +91 22 6263 8200 **Fax:** +91 22 6263 8280 **E-mail:** rightsissue@bigshareonline.com, **Investor Grievance Email:** investor@bigshareonline.com **Website:** www.bigshareonline.com **Contact person:** Mr. Arvind Tandel **SEBI Registration No:** INR000001385
Underwriters to the Issue	
Narnolia Financial Services Limited Marble Arch Building, 2nd Floor 236B AJC Bose Road Kolkata-700020 **Tel:** + 9133 40501508 **E-mail:** mgoenka@narnolia.com **Website:** www.narnolia.com **Contact Person:** Mr. Manav Goenka **SEBI Registration No:** INM000010791	**Horizon Financial Consultants Private Limited** Room no. 62, Hemanta Basu Sarani 4th Floor, Stephen House Kolkata- 700001 **Tel:** + 9133 40675333 **E-mail:** n.bajaj@horizon.net.co **Contact Person:** Mr. Narendra Bajaj **SEBI Registration No:** INZ000171033
Banker to the Issue	
Yes Bank Limited NOC Gurgaon Tower-B, 7th Floor Haryana- 123505 **Tel:** +91 124 4963267 **Email:** arvinder.singh1@yesbank.in **Website:** www.yesbank.in **Contact Person:** Arvinder Singh **SEBI Registration No.:** INBI00000935	

Self Certified Syndicate Bankers (SCSB):

The list of banks that have been notified by SEBI to act as SCSBs under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, for the ASBA process in accordance with the SEBI ICDR Regulations is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and updated from time to time. Further, details relating to designated branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link.

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue/post-Issue related matters such as non-receipt of letter of Allotment, credit of Rights Equity Shares or Refund Orders and such other matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the applicant, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application was submitted by the ASBA Investors.

Experts

Our Company has received a written consent from the Statutory Auditors namely, M/s JKVS & Co., Chartered Accountants, to include their name as required under Section 26(1) of the Companies Act, 2013 read with the SEBI ICDR Regulations, and as "experts", as defined under Section 2(38) of the Companies Act 2013, to the extent and in their capacity as an auditor and in respect of their audit report dated June 11, 2021 on our financial statements for the year ended March 31, 2021 and report dated December 16, 2021 on the Statement of Possible Special Tax Benefits included in this Letter of Offer, and such consent has not been withdrawn as on the date of this Letter of Offer. However, they should not be construed as "experts" as defined under U.S. Securities Act, 1933.

Monitoring Agency

Since the issue size is less than ₹10,000 Lakhs, there is no requirement to appoint the monitoring agency to monitor the utilization of the Net Proceeds in terms of Regulation 82(1) of the SEBI (ICDR) Regulations by our Company.

Appraising Entity

The objects of this issue have not been appraised by any bank or any other independent financial institution or any other independent agency.

Credit Rating

As this is an issue of Rights Equity Shares, there is no credit rating required for the Issue.

Debenture Trustee

As this is an Issue of the Rights Equity Shares, the appointment of debenture trustee is not required.

Underwriting

The Board of Directors of the company has decided to get the rights issue underwritten in terms of regulation 81 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Issue has been underwritten only to the extent of entitlement of shareholders other than the promoters and promoter group. The details of the underwriting is as under:

Details of underwriter	Amount underwritten (Rs. Lakhs)
Narnolia Financial Services Limited Marble Arch Building, 2nd Floor 236B AJC Bose Road Kolkata-700020 **Tel:** + 9133 40501508 **E-mail:** mgoenka@narnolia.com **Website:** www.narnolia.com **Contact Person:** Mr. Manav Goenka **SEBI Registration No:** INM000010791	311.50
Horizon Financial Consultants Private Limited Room no. 62, Hemanta Basu Sarani 4th Floor, Stephen House Kolkata- 700001 **Tel:** + 9133 40675333 **E-mail:** n.bajaj@horizon.net.co **Contact Person:** Mr. Narendra Bajaj **SEBI Registration No:** INZ000171033	311.50
Total	**623.00**

The Board of Directors of the Company confirms that the underwriters have sufficient resources to discharge their respective obligations.

Statement of responsibility of the Lead Manager

Narnolia Financial Advisors Limited is the sole Lead Manager to the Issue. The details of responsibilities of the Lead Manager, is as follows:

No.	Activities
1.	Capital structuring with relative components and formalities such as type of instruments, etc.
2.	Drafting and design of the offer document and of advertisement / publicity material including newspaper advertisements and brochure / memorandum containing salient features of the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, Application Form, etc. To ensure compliance with the SEBI ICDR Regulations and other stipulated requirements and completion of prescribed formalities with Stock Exchanges and SEBI.
3.	Marketing of the Issue will cover, inter alia, preparation of publicity budget, arrangements for selection of (i) ad-media, (ii) bankers to the issue, (iii) collection centres (iv) distribution of publicity and issue material including Application Form, the Abridged Letter of Offer and the Letter of Offer to the extent applicable.
4.	Selection of various agencies connected with the issue, namely Registrar to the Issue, Bankers to the Issue, printers, advertisement agencies etc.
5.	Follow-up with Bankers to the Issue to get estimates of collection and advising our Company about closure of the Issue, based on the correct figures.
6.	Post-Issue activities will involve essential follow-up steps, which must include finalization of basis of allotment / weeding out of multiple applications, listing of instruments with the various agencies connected with the work such as Registrars to the Issue and Bankers to the Issue. Even if many of these Post-Issue activities would be handled by other intermediaries, the Lead Manager shall be responsible for ensuring that such agencies fulfil their functions and enable it to discharge this responsibility through suitable agreements with our Company.

Filing

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Draft Letter of Offer will be filed with the Stock Exchanges and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchanges.

Issue Schedule:

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Last date for Credit of Rights Entitlement: $	Thursday, February 03, 2022
Issue Opening Date:	Friday, February 04, 2022
Last date for on market renunciation of rights *	Monday, February 14, 2022
Issue Closing Date: #	Friday, February 18, 2022
Finalization of Basis of Allotment (on or about):	Monday, February 28, 2022
Date of Allotment (on or about):	Monday, February 28, 2022
Date of Credit (on or about):	Thursday, March 10, 2022
Date of Listing (on or about):	Wednesday, March 16, 2022

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

#Our Board of Directors or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date

$ The Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, and accordingly in such cases, the last date of credit of Rights Entitlements shall be Thursday, February 17, 2022.

CAPITAL STRUCTURE

The share capital of our Company as on the date of this Letter of Offer is as set forth below:

No.	Particulars	Aggregate Value at Face Value (₹ Lakhs)	Aggregate value at Issue Price (₹ Lakhs)
A	**Authorised Share Capital**		
	1,12,49,000 Equity Shares of ₹10/- each	1124.90	
	35,000 Equity Shares of ₹100/- each	35.00	
	50,000 Cumulative Redeemable Preference Shares of ₹10/- each	5.00	
	100 13.5% Redeemable Cumulative Shares of ₹100/- each	0.01	
	Total	**1165.00**	
B	**Issued, Subscribed and Paid Up Capital before the Issue**		
	41,42,201 Equity Shares of ₹10/- each	414.22	
C	**Present Issue being offered to the Equity Shareholders through the Letter of Offer** (1)		
	41,42,201 Rights Equity Shares of ₹10/- each at a premium of ₹50/- i.e. at an Issue Price of ₹60/- per Equity Share.	414.22	2,485.32
D	**Issued, Subscribed and Paid-up Capital after the Offer**		
	82,84,402 Equity Shares of ₹10/- each	828.44	
E	**Securities Premium Account**		
	Before the Issue		247.01
	After the Issue(2)		2,318.11

(1) The Issue has been authorised by a resolution of our Board passed at its meeting held on July 14, 2020, pursuant to Section 62 of the Companies Act, 2013 and by way of an ordinary resolution passed by our shareholders on September 14, 2020 through postal ballot.

(2) Assuming full subscription for and allotment of the Rights Entitlement.

Notes to the capital structure

1. Shareholding Pattern of our Company as per the last filing with the Stock Exchanges

(i) The shareholding pattern of our Company as on September 30, 2021, is as follows:

Category of shareholder	Nos. of shareholders	No. of fully paid up Equity Shares held	Total no of Equity Shares held	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR, 1957) As a% of (A+B+C2)	Number of Equity Shares held in dematerialized form
(A) Promoter & Promoter Group	15	31,06,138	31,06,138	74.99	31,06,138
(B) Public	2,969	10,36,063	10,36,063	25.01	9,17,694
Grand Total	2,984	41,42,201	41,42,201	100.00	40,23,832

(ii) Statement showing holding securities of persons belonging to the category "Promoter and Promoter Group" as at September 30, 2021:

Category of shareholder	Nos. of shareholders	No. of fully paid up Equity Shares held	Total no of Equity Shares held	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Equity Shares held in dematerialized form
1. INDIAN	**15**	**31,06,138**	**31,06,138**	**74.99**	**31,06,138**
a. Individuals/ Hindu undivided family	**8**	**13,00,047**	**13,00,047**	**31.39**	**13,00,047**
Pushpa Devi Bangur	1	6,42,928	6,42,928	15.52	6,42,928
Hemant Bangur	1	4,26,729	4,26,729	10.30	4,26,729
Vinita Bangur	1	96,800	96,800	2.34	96,800
Hemant Kumar Bangur HUF	1	84,490	84,490	2.04	84,490
Purushottam Dass Bangur HUF	1	41,000	41,000	0.99	41,000
Purushottam Dass Bangur	1	7,750	7,750	0.19	7,750
Pranov Bangur	1	250	250	0	250
Gopal Das Bangur HUF	1	100	100	0	100
b. Any other (i + ii)	-	-	-	-	-
i. Bodies corporate	**7**	**18,06,091**	**18,06,091**	**43.60**	**18,06,091**
The Oriental Company Ltd	1	5,93,643	5,93,643	14.33	5,93,643
Gloster Ltd.	1	5,38,838	5,38,838	13.01	5,38,838
Madhav Trading Corporation Ltd.	1	4,24,130	4,24,130	10.24	4,24,130
The Cambay Investment Corporation Ltd	1	1,10,737	1,10,737	2.67	1,10,737
Credwyn Holdings (India) Pvt Ltd	1	98,524	98,524	2.38	98,524
Wind Power Vinimay Pvt Ltd	1	27,719	27,719	0.67	27,719
Mugneeram Bangur & Company LLP	1	12,500	12,500	0.30	12,500
ii. Directors and their relatives	-	-	-	-	-
2. FOREIGN	-	-	-	-	-
Total (1+2)	**15**	**31,06,138**	**31,06,138**	**74.99**	**31,06,138**

(iii) Statement showing holding of securities of persons belonging to the "Public" category as on September 30, 2021:

Category of shareholder	Nos. of shareholders	No. of fully paid up Equity Shares held	Total no of Equity Shares held	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Equity Shares held in dematerialized form
B1. Institutions					
Financial Institutions/ Banks	5	2,120	2,120	0.05	-
Life Insurance Corporation of India	1	2,30,497	2,30,497	5.56	2,30,497
Sub Total B1	**6**	**2,32,617**	**2,32,617**	**5.61**	**2,30,497**
B2. Central Government/ State Government(s)/ President of India	-	-	-	-	-
B3. Non-Institutions					
Individual share capital up to ₹2 lakhs	2812	4,02,112	4,02,112	9.71	2,91,252
Individual shareholders holding nominal share capital in excess of ₹2 Lakhs.	4	2,33,752	2,33,752	5.64	2,33,752
Mahendra Girdharilal	2	1,02,253	1,02,253	2.47	1,02,253
Surendra Kumar Nathany	1	55,000	55,000	1.33	55,000
Yashwardan Nathany	1	49,000	49,000	1.18	49,000
NBFC registered with RBI	-	-	-	-	-
Any Other (specify)					
Investor Education and Protection Fund Authority	1	76,984	76,984	1.86	76,984
Resident Individual (HUF)	83	21,146	21,146	0.51	21,146
Bodies Corporate	48	53,342	53,342	1.29	48,549
Clearing Member	3	145	145	0.00	145
Non Resident Individual	8	1,663	1,663	0.04	1,307

Category of shareholder	Nos. of shareholders	No. of fully paid up Equity Shares held	Total no of Equity Shares held	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Equity Shares held in dematerialized form
Enemy Property	3	240	240	0.01	-
Foreign National	1	14,062	14,062	0.34	14,062
Subtotal B3	**2963**	**8,03,446**	**8,03,446**	**19.40**	**6,87,197**
Total Public Shareholding B1+B2+B3	**2969**	**10,36,063**	**10,36,063**	**25.01**	**9,17,694**

Public Shareholder holding more than 1% of the total shares outstanding of the Company

S. No.	Name of shareholder	No. of shares held	Percentage of shareholding
1	Life Insurance Corporation of India	2,30,497	5.56
2	Mahendra Girdharilal	1,02,253	2.47
3	Investor Education and Protection Fund Authority Ministry of Corporate Affairs	76,984	1.86
4	Surendra Kumar Nathany	55,000	1.33
5	Yashwardhan Nathany	49,000	1.18

2. As on the date of this Letter of Offer, Our Company does not have any outstanding warrants, options, convertible loans, debentures or any other securities which are convertible at a later date into Equity Shares.

3. The Equity Shares of our Company are fully paid up and there are no partly paid up Equity Shares as on the date of this Letter of Offer.

4. Our Company does not have any stock option scheme.

5. None of the Equity Shares held by our Promoters or the members of our Promoter Group are locked-in, pledged or otherwise encumbered.

6. The Issue being a rights issue, as per Regulation 34(c) of the SEBI ICDR Regulations, the requirements of promoter's contribution and lock-in are not applicable.

7. Our Promoters or members of the Promoter Group have not acquired Equity Shares of our Company during the last one year immediately preceding the date of this Letter of Offer.

8. Intention and extent of participation by our Promoter and Promoter Group in the Issue:

Our Promoter(s) and entities forming part of our Promoter Group have, vide their letters dated November 11, 2020 (the "Subscription Letters") undertaken to: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoter or member(s) of the Promoter Group of our Company; and (b) subscribe to, either individually or jointly and/ or severally with any other Promoter or member of the Promoter Group, for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue.

Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of additional Rights Equity Shares (including any unsubscribed portion of the Issue) is exempt in terms of Regulation 10(4)(b) of the Takeover Regulations as conditions mentioned therein have been fulfilled and shall not result in a change of control of the management of our Company in accordance with provisions of the Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations.

9. The ex-rights price of the Rights Equity Shares as per Regulation 10(4)(b) of the Takeover Regulations is ₹89.90/- per equity share.

OBJECTS OF THE ISSUE

Our Company proposes to utilize the proceeds of the Issue to:

1. Repayment of unsecured loans
2. Meet expenses for the Issue

Our Memorandum of Association enables us to pursue our existing activities, and the activities for which the funds are being raised by our Company in the Issue.

Requirement of funds & Means of finance

The proposed utilization of Issue Proceeds is set forth below:

(in ₹ lakhs)

Sr. No.	Particulars	Amount
1.	Repayment of unsecured loan	2,450.00
2.	Expenses to the Issue	35.32
	Total	**2,485.32**

(in ₹ lakhs)

Means of Finance	Amount
Proceeds of the Issue	2,485.32

The fund requirements set out in the Objects of the Issue are proposed to be met entirely from the Proceeds of the Rights Issue and internal accruals. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue as required under SEBI ICDR Regulations.

Details of the Objects of the Issue Repayment of Unsecured Loan

Our business is predominantly working capital intensive. We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals and unsecured borrowing from associates and group companies. These unsecured borrowing carry relatively higher interest cost. We operate in a highly competitive and dynamic market conditions and may have to revise our estimates from time to time on account of external circumstances, business or strategy, foreseeable opportunity. The rationale for repaying these unsecured loans is, inter alia, to reduce our outstanding obligation and the interest cost. We believe such repayment of unsecured loans apart from reducing our cost of finance will also significantly augment our ability to deploy resources for further investment in our business and reduce our dependency on debt.

The exponential growth in the segments of Tea, Coffee and Rubber and the consistent increase in the performance in the sector has provided our company an opportunity to utilize its growing potential for expansion in the coming years. By reducing debt and interest cost, our Company will have enhanced financial strength to capitalize the growing potential in the industry.

We believe that such repayment will enable our Company to significantly augment our ability to deploy internal accruals towards meeting our working capital requirements and towards further investments into our business,

along with significantly increasing our ability to raise resources for future investments and asset creation by way of equity, loans and working capital facilities.

The details of unsecured borrowings which are to be repaid out of the issue proceeds is as under:

(in ₹ lakhs)

No.	Name of the Lender	Amount (as on 13-01-2022)	Amount to be Repaid	Brief Terms
1	Credwyn Holdings (I) Private Limited	1,240.00	1,240.00	12% p.a. Repayable on demand
2	Wind Power VinimayPvt.Ltd	510.00	510.00	12% p.a. Repayable on demand
3	The Cambay Investment Corporation Ltd.	325.00	325.00	12% p.a. Repayable on demand
4	The Oriental Company Limited	250.00	250.00	12% p.a. Repayable on demand
5	Mugneeram Bangur And Company LLP	600.00	125.00	12% p.a. Repayable on demand
	Total	**2,925.00**	**2,450.00**	**-**

Expenses for the issue

The Issue related expenses consist of fees payable to the Lead Manager, Legal Counsel, processing fee to the SCSBs, Registrars to the Issue, printing and stationery expenses, advertising expenses and all other incidental and miscellaneous expenses for listing the Rights Equity Shares on the Stock Exchanges. Our Company will need approximately ₹35.32 lakhs towards these expenses, a break-up of the same is as follows:

(₹ in lakhs)

Activity	Estimated Expense	% of Total Expenses	As a % of Issue size
Fees payable to the intermediaries (including Lead Manager fees, Legal Counsel fees, registrar fees, underwriter fee and expenses)	19.00	53.79%	0.76%
Advertising, Printing, stationery and distribution Expenses	5.50	15.57%	0.22%
Statutory and other Miscellaneous Expenses	10.82	30.64%	0.44%
Total*	**35.32**	**100.00%**	**1.42%**

**Subject to finalisation of Basis of Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards repayment of unsecured borrowings.*

Schedule of Utilization and Deployment of Funds

Our Company proposes to deploy the entire Issue Proceeds towards the Objects as described during Fiscal 2022. In the event of the estimated utilization of the Issue Proceeds in the scheduled Fiscal is not undertaken in its entirety, the remaining Issue Proceeds shall be utilized in subsequent Fiscals, as may be decided by our Company, in accordance with applicable laws. Further, if the Issue Proceeds are not completely utilised for the Objects during the respective period stated above due to factors such as (i) economic and business conditions;

(ii) timely completion of the Issue; (iii) market conditions outside the control of our Company; and (iv) any other commercial considerations, the remaining Issue Proceeds shall be utilised (in part or full) in subsequent periods as may be determined by our Company in accordance with applicable laws.

The requirement and deployment of funds indicated above is based on internal management estimates, current circumstances of our business and prevailing market conditions.

Sources of financing of funds already deployed

Our Company has deployed ₹6.00 Lakhs as of December 16, 2021 towards issue expenses as certified by JKVS & Co., Chartered Accountants vide certificate dated December 16, 2021. The same have been funded through internal accruals.

Strategic and/ or Financial Partners

There are no Strategic and Financial partners.

Appraisal

None of the Objects of the Issue have been appraised by any bank or financial institution.

Bridge Financing Facilities

We have not availed any bridge financing facilities for the meeting the expenses as stated under the Objects of the Issue.

Interim Use of Funds

The Issue Proceeds pending utilization for the objects described above shall be deposited with scheduled commercial banks included in second schedule of Reserve Bank of India Act, 1934.

Monitoring of Utilization of Funds

Since the proceeds from the Issue are less than ₹10,000 lakhs, in terms of Regulation 16(1) of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for this Issue. Our Board of Directors will monitor the utilization of the Issue Proceeds. The Company will disclose the utilization of the Issue Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. The Company will indicate investments, if any, of unutilized Issue Proceeds in the Balance Sheet of the Company for the relevant Financial Years subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Clause 32 of the SEBI Listing Regulation, the Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Issue Proceeds. In accordance with Clause 32 of the SEBI Listing Regulation, the Company shall furnish to the Stock Exchanges, on a quarterly basis, a statement on material deviations, if any, in the utilization of the proceeds of the Issue from the objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results after placing the same before the Audit Committee.

Variation in Objects

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the Objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Bengali, the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the Objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

Other Confirmations

We propose to repay/prepay part or full amount of certain unsecured loans obtained from associate / group entities from the Net Proceeds of Right Issue as stated in the objects as described above. Our promoters, promoter group, directors and key managerial personnel shall be deemed to have interest in the objects to that extent and other related matters thereof.

SECTION V – ABOUT THE COMPANY

DESCRIPTION OF THE INDUSTRY

Indian tea is among the finest in the world owing to strong geographical indications, heavy investment in tea processing units, continuous innovation, augmented product mix and strategic market expansion. The main tea-growing regions are in the Northeast (including Assam) and in north Bengal (Darjeeling district and the Dooars region). Tea is also grown on a large scale in the Nilgiris in south India. India is one of the world's largest consumers of tea, with about three-fourths of the country's total produce consumed locally.

The tea market in India is being driven by the healthy production and consumption of the beverage. In 2019, nearly 1.10 million tons of tea was consumed in the country. The market in the country is projected to witness a further growth in the forecast period of 2020-2025, growing at a CAGR of 4.2%. In 2025, the tea industry in India is expected to attain 1.40 million tons. As per Tea Board of India, India is the 2nd largest producer of tea and the largest tea consumer all across the globe.

Key Markets and Export Destinations

- Total tea export stood at US$ 830.90 million in FY19 and US$ 709.28 million in FY20 (till February 2020).
- India stands fourth in terms of tea export after Kenya (including neighbouring African countries), China and Sri Lanka.
- As of 2019, India was the second largest tea producer in the world with production of 1,339.70 million kgs. During January-August 2020*, estimated production of tea stood 669 million kgs in North India.
- The country is home to a wide variety of teas, including CTC tea, orthodox tea, green tea and organic tea. Unlike many other teas producing and exporting nations, India has a manufacturing base for both CTC and orthodox tea in addition to green tea.
- India offers high-quality specialty teas, such as Darjeeling, Assam Orthodox and the high-range Nilgiris, which have a distinctive aroma, strength, colour and flavour.
- India's tea production in the first half of 2020 fell 26.4% from a year ago to 348.26 million kilograms (kg) as heavy floods and coronavirus movement restrictions curbed output in the main producing region, the state-run Tea Board said in a statement.
- Tea growing areas, notably Assam – which accounts for more than half the country's production – suffered flooding in May, June and July.

Tea production in the country is likely to decline 13 per cent in the current calendar year due to restrictions on labour deployment amid the ongoing COVID-19 pandemic and adverse weather conditions, which will result in an increase in production cost, according to a report.

Factors like restrictions on labour deployment due to the coronavirus pandemic have impacted the bulk tea players in northern India in an unfavourable manner during March, April and May 2020.

While there were expectations of production returning to normal levels from June, inclement weather conditions and flooding in Assam in June witnessed crop losses ranging from ~15 percent to ~25 percent. North India lost a massive 22.06% of its last year output during January to August this year.

On the other hand, the South Indian production witnessed only a marginal loss during the lockdown period.

Market Analysis

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

The middle class is also willing to experiment more with tea blends, thus, providing an impetus for the growth of segments like fruit, herbal, and other speciality varieties. Green tea is expected to witness a robust growth in the coming years as its consumption is witnessing an increase as people become more aware of its health benefits. The industry for green tea is being driven by the urban population, supported by the increased intake of the beverage without milk in these areas. Thus, the rapid urbanisation along with the rise in disposable incomes in the country is further aiding the tea industry in India.

The growing popularity of cafes/lounges primarily serving variations of the beverage is expected to drive the industry in the coming years. The convenience of its distribution channels like local 'kirana' stores and supermarkets, along with the growing online channel, will also aid the industry growth. With busier lifestyles and a growing workforce, this segment has the potential to witness a healthy increase as consumers seek more convenient foods and beverages. The industry will also be driven by the increasing innovation in packaging and flavours in the coming years. The rural sector presents another segment for the expansion of the industry.

SWOT Analysis – Indian tea industry

Strengths

1) The diverse agro-climatic conditions prevailing in the tea growing areas of India lend themselves to the production of a wide range of teas – black, (CTC, orthodox), green teas and organic teas.
2) An one-stop-shop for high quality specialty teas e.g. Darjeeling, Assam, orthodox, high range Nilgiris, etc.
3) Strong production base with 50 per cent of the production being accounted for by organised sector covering 1,600 gardens owned by nearly 1,100 entities.
4) Competent managerial manpower.
5) Strong research backing from well established research institutions.
6) Availability of modernised and upgraded manufacturing facilities.
7) Labour welfare laws protecting workmen.
8) Emerging small grower sector with young plantation profiles.
9) Availability of training facilities for plantation managers, supervisory staff and workers for continuous upgradation of their skills.

Weaknesses

1) Old age of the tea bushes – nearly 38 per cent have crossed the economic threshold age limit of 50 years and another 10 per cent on the verge of crossing this limit shortly.
2) High cost of production mainly due to low productivity, high energy cost and high social cost burden.
3) Diminishing availability of workforce particularly in South India.

4) Remote location of the plantations and transportation of teas over long distances from tea gardens to sale points.
5) Poor infrastructure – approach roads to gardens, inadequate warehousing at ports, constrained availability of containers, placements of vessels and high ocean freight charges (due to feeder–mother vessel transfers).
6) Difficulties in introduction of mechanization of field operations due to topographical and quality limitations.
7) Unorganized nature of small growers with fragmented small and scattered holdings leading to production of poor quality teas mainly due to non-availability of technical know-how at the doorstep – weak extension service.
8) Lack of quality monitoring mechanism for teas particularly sold through private sales.

Opportunities

1) Good awareness level world over as to the health attributes of tea leading to growing demand for good quality teas and specialty teas such as organic teas, green teas.
2) Narrowing down of the gap between supply and demand due to increased growth rate of consumption in the major producing countries.
3) Producing countries reaching an agreement for forming an exclusive forum for resolving their differences over common issues.
4) Positive response by the tea industry responding to the Government towards renovation of fields and processing factories. (Special purpose tea fund and quality upgradation initiative).

Threats

1) Round-the-year production in countries such as Sri Lanka, Vietnam.
2) Low cost of production of teas from Kenya, Vietnam and Indonesia etc.
3) Younger age of bushes (better quality of tea) of other producing countries.
4) Consistency in quality commitment and high service quality perception of exporters of other countries.
5) Better developed packaging and bagging capacity of Sri Lanka.

Government initiatives in tea industry

- Digital Marketplace - Assam is the largest tea producing state in India and is finally shifting a part of its produce to be marketed online. Until now, approximately half of the teas produced and earmarked for auction were auctioned at the single center in Guwahati. But now, a new vendor has been signed on to operate the business online. The B2B e-commerce firm Mjunction recently won the bid to create this marketplace in Jorhat. The firm will design, develop, launch, and maintain this platform. Media reports the platform will handle 200 million kilograms of tea per year.

- Minimum prices (orthodox incentives) - The Indian Tea Association (ITA), a body of tea producers, is demanding the tea board establish minimum benchmark prices by tea grade to solve the problem in cost disparity between production expenses and sales. High production costs are the recurring complaint from the producers, who struggle with high labor costs that increases year on year. The rise of small tea growers is seen as a problem. Small growers don't contend with high labor costs are able to offer tea at low prices. Now that production from small growers, known as the unorganized sector, almost matches that from the organized sector, the balance seems skewed in favor of the small growers.

- Ranking Tea Gardens - The parameters for ranking include agricultural practices, replantation, and rejuvenation of bushes, irrigation, effective quality control, condition of the workforce. The point of the

exercise is to understand the problems plaguing the gardens, leading to quality production and price realization.

- As an extension of this exercise, the tea board is also proposing the return of the Tea Awards, one more avenue to support and encourage the industry.

- Subsidies - Assam Government shall pay subsidy of Rs 7 per kg to manufacture orthodox tea in a bid to promote production and export this variant of the hot beverage. This incentive will be over and above the subsidy of Rs 3 per kg of tea to be paid by the Tea Board. The State Government will also provide 25% subsidy to procure plant & machineries to manufacture orthodox teas. Assam Government will provide 3% interest subvention on the working capital loan from a commercial bank taken by tea estate, capped at Rs 20 lakhs per year.

- Tax Holiday – Assam Government has announced a three year tax holiday from the payment of Agricultural Income Tax for the tea industry.

- Tea Promotion - Tea Board of India undertakes direct promotional activities, which include organising joint participation in international fairs and exhibitions, arranging buyer-seller meets and sending and hosting trade delegations. It also undertakes various market development activities such as market surveys, market analysis, tracking of consumer behaviour and dissemination of relevant information to exporters/importers.

Sources: https://www.ibef.org/exports/indian-tea-industry.aspx; https://www.expertmarketresearch.com/reports/indian-tea-market; http://agritrade.iift.ac.in/html/Training/ASEAN%20%E2%80%93%20India%20FTA%20%20Emerging%20Issues%20for%20Trade%20in%20Agriculture/Tea%20Export.pdf; and https://worldteanews.com/tea-business-resources/india-undertakes-several-initiatives-to-improve-tea-quality-in-assam

HISTORY, BUSINESS OF THE COMPANY AND CORPORATE STRUCTURE

History and background

On August 7, 1874 John Elliot Esq. promoted Joonktollee Tea Co. Limited to manage the affairs of a small Tea Estate in Upper Assam. The Company was incorporate as a limited company under the Companies Act, 1866 in the name of 'Joonktollee Tea Co. Limited' vide a certificate of incorporation dated August 7, 1874, issued by the Registrar of Joint Stock Companies, Calcutta.

In 1920's the Elliot Clan handed over the management and control to the managing agency of Kettlewell Bullen & Co. Limited. Subsequently, in the year 1954, the House of Bangurs acquired the managing agency and our Company was brought under Bangur's Group fold. Subsequently, the name of our Company was changed to 'Joonktollee Tea & Industries Limited' and a fresh certificate of incorporation was issued by the Registrar of Companies, Calcutta, on July 21, 1972.

The Corporate Identity Number (CIN) of our Company is L01132WB1900PLC000292. The Equity Shares of our Company are listed on BSE and CSE.

Over the years, the Company has grown in stature and size and is a leader in producing quality teas and enjoying one of the best Assam CTC Mark in Assam and the name is today synonymous with premium Black and Green Teas. From a leading mark in the Premium Orthodox teas, the Company, changing with the times, is now regarded as one of the Best Assam CTC mark and does have an unstinted track record of the business with the brand. Our Company is having 74.75 Lakh Kgs. of annual installed capacity for manufacturing of Tea.

Since 2001, our Company has started cultivation of Coffee and at present has 3.00 Lakh Kgs. of annual capacity of Coffee. Since 2011 our Company started cultivation of Rubber and at present has 7.25 Lakh Kgs. of annual capacity of Rubber.

Operations

Our Company has mainly engaged in the business of cultivation and manufacturing of Tea. In addition, our Company also has cultivation activity of Coffee and Rubber. The Company's tea garden area under cultivation is spread over 1827.55 hectares in North East and South India. Our Coffee and Rubber gardens are located in South India.

Our Company has taken several large scale initiatives like, infilling of vacancies, uprooting and replanting of old tea bushes. We have invested in equipment like vibratory fluidised bed dryers, enclosed withering troughs, modern humidification plants to improve the quality and yield and monorail conveyer systems to save on manpower.

The Company has made substantial investment in irrigation facilities in all its estates. Further, fermenting floors has been tiled to maintain hygiene and eliminate bacterial contamination.

The Company's average realisation per kg of made tea was ~ Rs.220 to Rs.230 per kg in 2020-21.

We sell our Coffee through auction sale in bulk to the export houses exporting in Europe, and Rubber to other manufacturers in different industries in India.

Our Products

Tea

The annual manufacturing capacities and actual production of our plants are as under:

Factory location	Total production capacity (Made Tea) (in Lakh Kgs.)	Actual production 2020-21 (in Lakh Kgs.)	Brand under which Tea are sold
Joonktollee Tea Factory –Own	30.00	8.11	Joonktollee
Joonktollee Tea Factory- Bought		10.56	Deesang
Sreemoni Tea Factory-Own	17.00	3.53	Nilmoni
Sreemoni Tea Factory-Bought		6.25	Rangabam
Jamirah Tea Factory-Own	7.00	6.56	Jamirah
Goomankhan Factory	8.25	7.14	Goomankhan & Sriganga
Pullikanam Factory	6.00	4.62	Pullikanam
Azizbagh Tea Factory	6.50	4.46	Azizbagh
Total	**74.75**	**51.23**	

Coffee

Our Coffee garden area under cultivation is spread over 407.26 hectares in South India. The crop production of our plants at Cowcoody Estate is as under:

Estate	Total capacity (in Lakh Kgs.)	Actual production 2020-21 (in Lakh Kgs.)
Cowcoody Estate	4.00	3.96

Rubber

Our Rubber area under cultivation is spread over 1,008.90 hectares in South India. The annual crop production at our Chemoni, Pudukkad and Ecchipara Estate is as under:

Estate	Total capacity (in Lakh Kgs.)	Actual production 2020-21 (in Lakh Kgs.)
Chemoni, Pudukkad and Ecchipara Estate	7.25	5.86

Strategy

The tea industry is seasonal in nature and to a large extent depends on the vagaries of the weather. Tea is a common man's drink and is also the cheapest drink with its many health benefits that it offers to mankind. It is a very competitive and labour intensive industry. The survival in the industry is largely dependent on effective management of labour and tea bushes.

Thus, the Company's strategy is to control the costs effectively and also to improve the quality of tea being produced as well as take all necessary steps for mitigating the vagaries of the weather like draught, and control

of pests and insects.

We sell our Coffee through auction sale in bulk to the export houses exporting in Europe, and Rubber to other manufacturers in different industries in India.

Capacity utilization

The capacity utilization at the tea factories of the Company are ~ 68.53% with possibility for increasing it when required considering our present market and demand of our Tea.

Area of operation

Our primary tea markets are Maharashtra, Rajasthan, Uttar Pradesh and Gujarat for our Tea produced in North East India whereas the Tea produced in South India are sold in South Indian States and Maharashtra.

We sell our Coffee through auction sale in bulk to the export houses exporting in Europe, and Rubber to other manufacturers in different industries in India.

Strengths

Experienced management: More than 70 years of experience reflected in overall consistent performance.

Productivity: Plant automation is expected to enhance productivity. Average plucker productivity and factory productivity are higher as compared to industry average.

Scale: We are constantly thriving to increase our production and capacity utilization through our efforts of modernizing our plants and automation.

Product basket: The Company is engaged in the production of diverse tea varieties, addressing different palate requirements along with coffee and rubber plantations.

Quality focus: The Company is a process-led producer resulting in a compliance with global health and quality benchmarks on one hand and superior quality on the other – across gardens and countries.

Irrigation: The Company invested in irrigation facilities at its gardens to counter the drought.

Technology: The Company undertook technological upgradation and the installation of new technologies (vibratory fluidised bed dryers, enclosed withering troughs, modern humidification plants and monorail conveyer systems).

Research and development: The Company utilised the latest R&D initiatives taken by TRA, KPA and UPASI and sent its advisory officers to visit all its gardens to advice on quality and yield improvement.

Outlook

The Company intends to invest in quality-led product differentiation, yield increase, labour cost moderation and in the promotion of the Company's brands. We expects to strengthen the working of its tea business through the following initiatives:

- 2.5% of the area under cultivation is replanted every year getting the most of the cultivable lands under Tea;
- Launched tea in packets segment under our name "Joonktollee" to cater to the demand for the product in this category;
- Steps taken for increasing scale of production at our tea factories;
- Emphasis on planting, clonal tea variety for higher yields and better quality;
- Increase the sales of packet tea in domestic market in India.

Manufacturing process

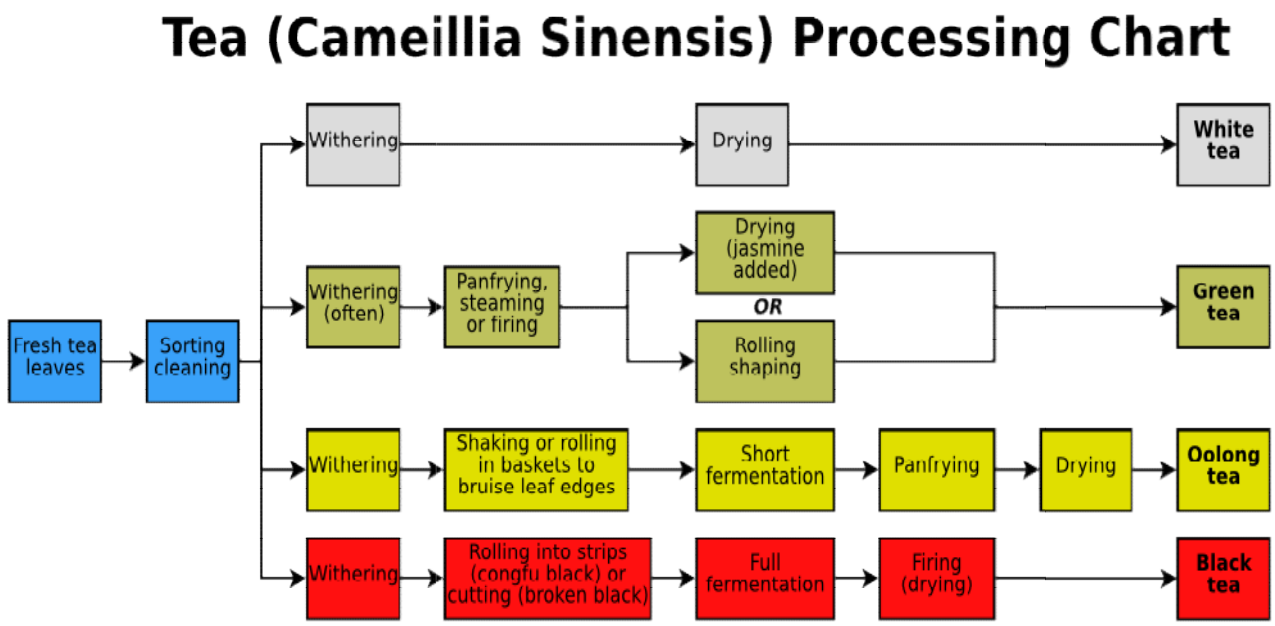
Tea

Tea manufacture involves converting young tea shoots into dry black tea. This involves a number of processes from plucking to packing. At the plucking stage, only the two leaf and a bud is plucked on an interval of seven days. These leaves are young and tender, resulting in a better quality tea. The fresh green leaves need to have the moisture removed from them. This is done by blowing air through the leaves for 12 to 14 hours. This process is called withering.

There are then two types of tea i.e. Orthodox and CTC tea. Tea, which is to be used as loose leaf, is normally rolled in rolling table gently, to create a twisted appearance, is called Orthodox Tea. While tea which is to be used for tea bags and also to make "Chai", the way it is drunk in India, is shredded and crushed in CTC machines, to produce a fine granular powder, is called CTC Tea. The rolling and crushing of the leaves result in rupturing of the leaf cells, which allows oxidation. This gives the tea its distinctive black colour and flavour.

The tea is then dried at high temperature to cease fermentation. The stalks and fibre in the tea are then removed, making it suitable to be sold as loose tea. The tea is then sorted into various grades by passing it through meshes of varying sizes to sort and grade it.

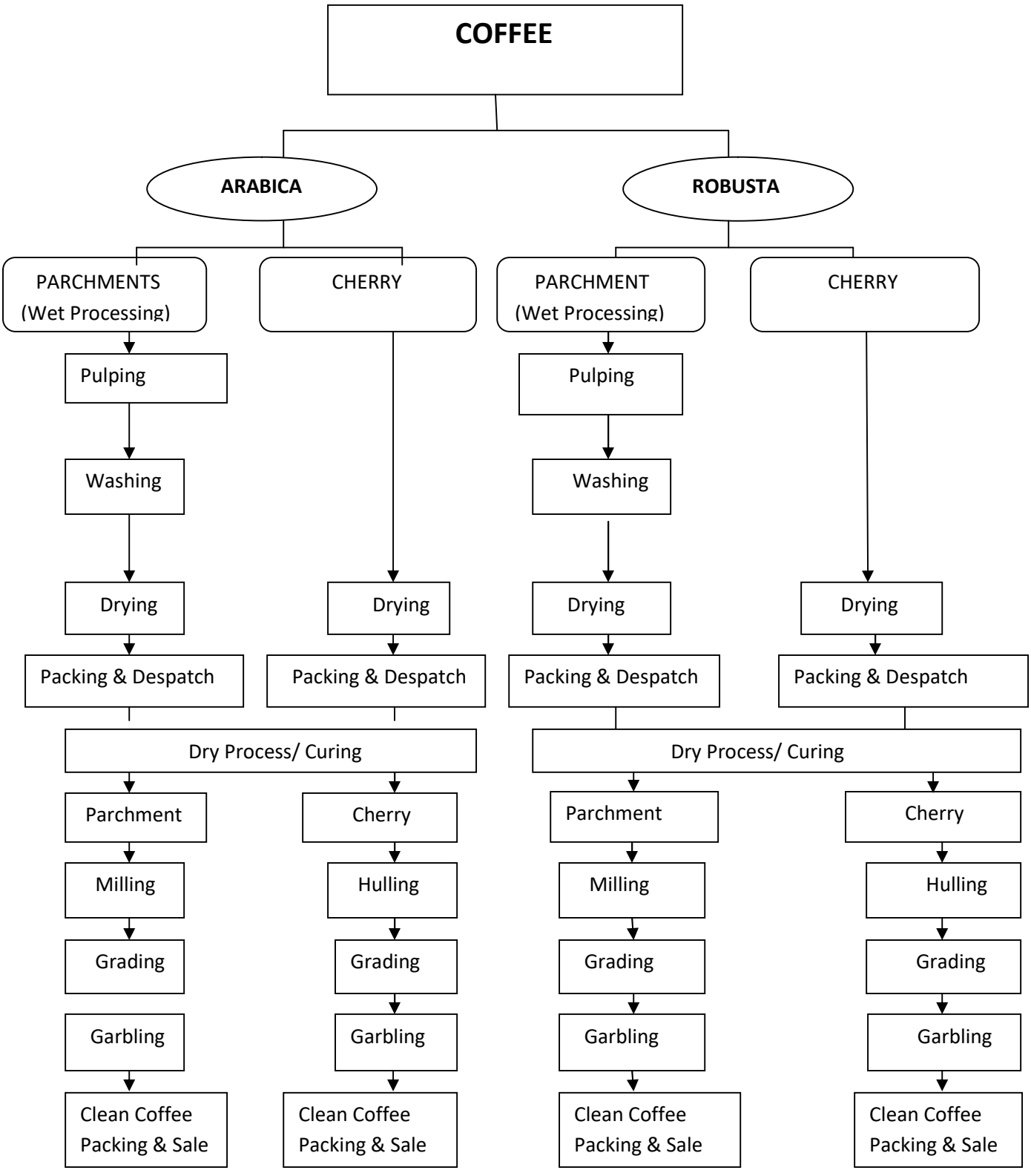
There are several variety of Tea: CTC ; Orthodox; Black tea, Green tea, Oolong tea, etc.



List of major Machineries

1	Irrigation Set
2	Sprinkler Irrigation Equipments
3	Withering Trough
4	Rotorvane
5	Ctc Machine
6	Continuous Fermenting Machine
7	Dryers
8	Humidification Plant
9	Millling & Chasing Machine
10	Tata Excavator
11	Pulvariser
12	Rolling Table
13	Transformer
14	Steam Boiler
15	Panel Board
16	Sorting System
17	Gas Gensets
18	Diesel Gensets
19	Avery Weighing Bridge

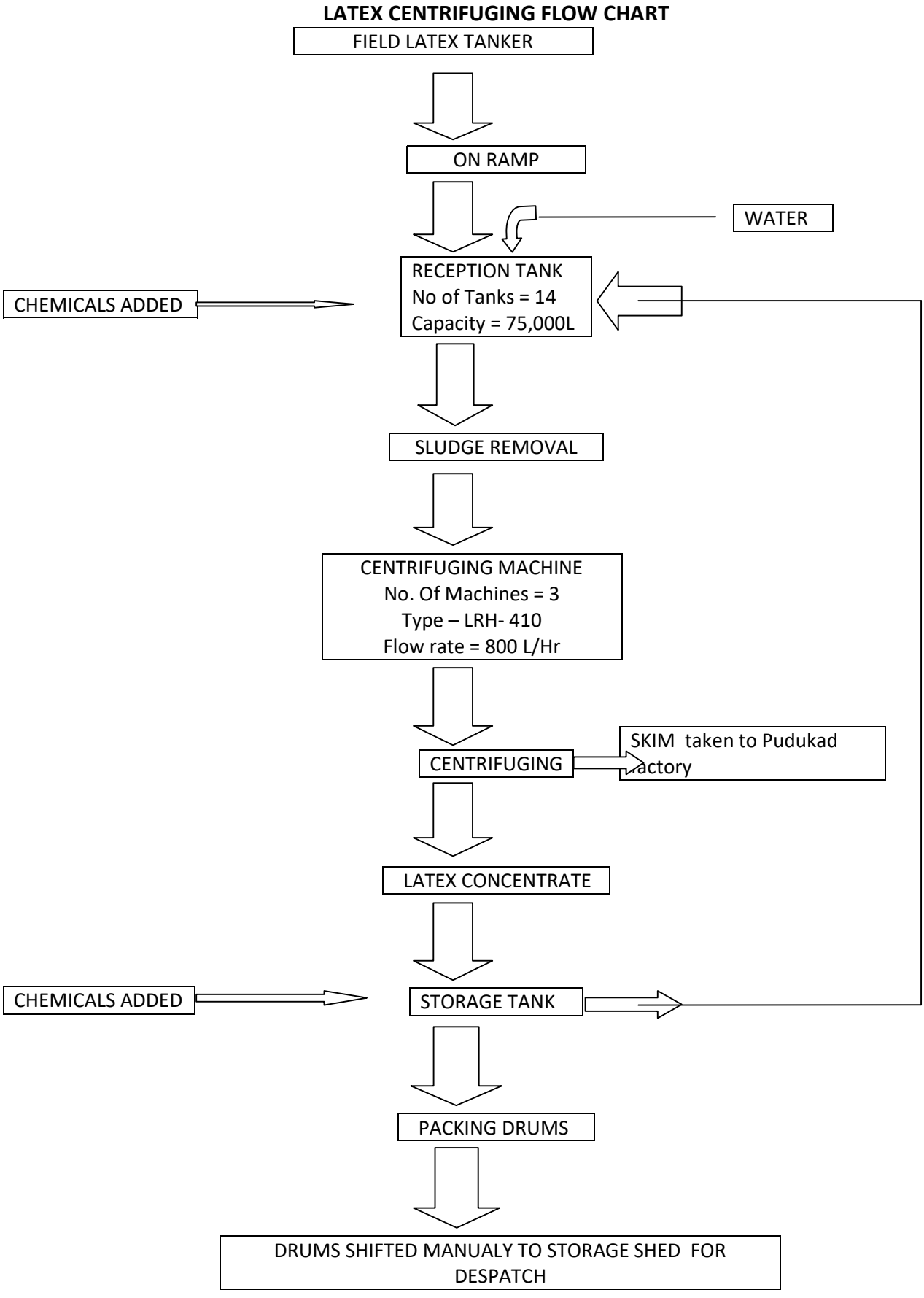
COFFEE FLOW CHART



List of major Machineries

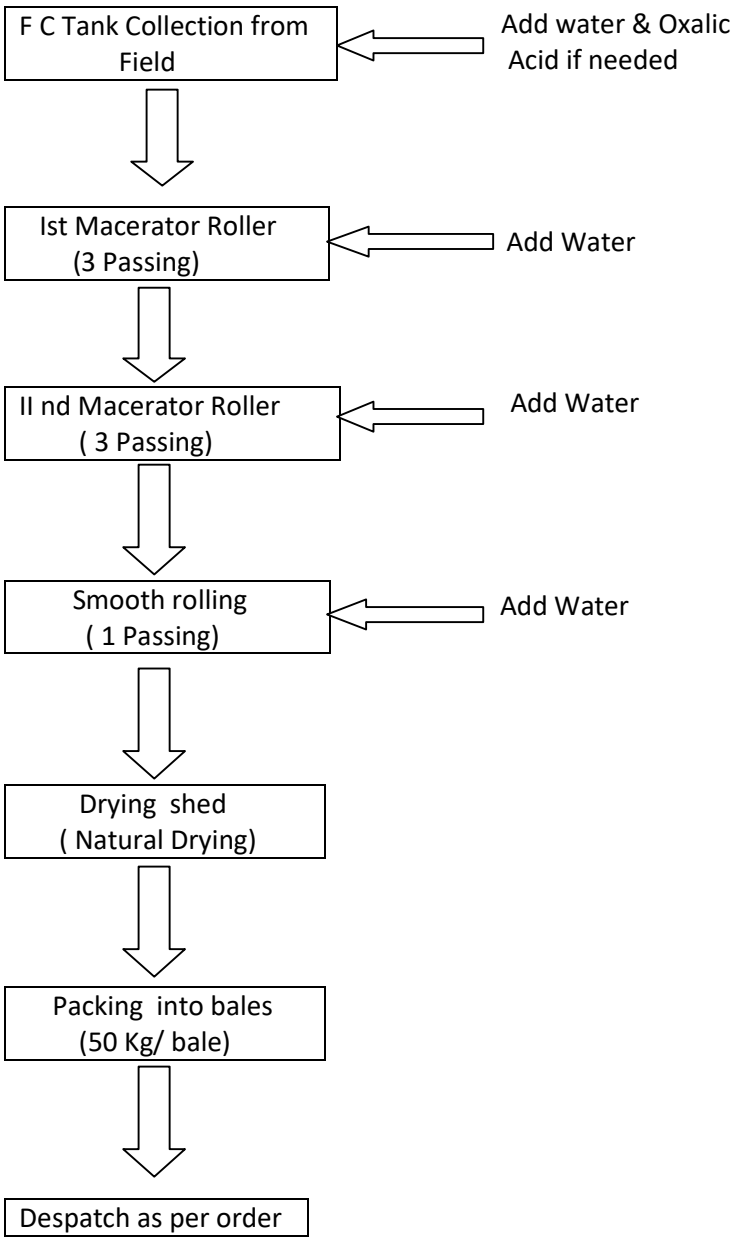
1	Sprinkler Irrigation Equipment
2	Drip Irrigation Sets
3	Disk Pulper
4	Washer
5	Slurry Pump
6	Raw Coffee Elevator
7	De-Stoner
8	Magnetic Separator
9	Huller/ Pealer Polisher
10	Grader
11	Dencimetric Separator
12	Color Sorter
13	Weight Bridge
14	Sinar Moisture Meter
15	Probat Roaster/ Grinder
16	Weighing Machine
17	Diesel Gensets

RUBBER FLOW CHART

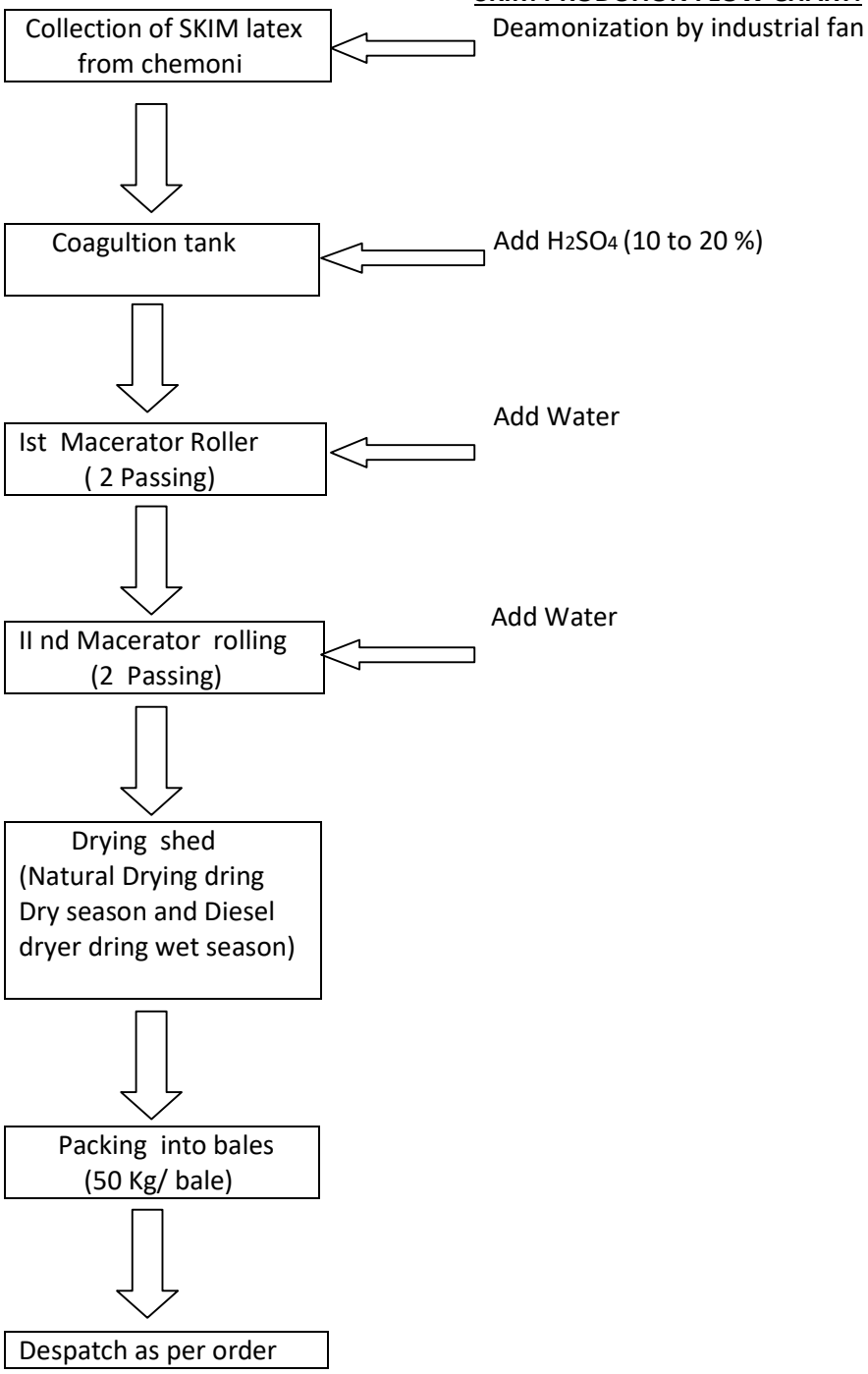


EBC & SKIM PROCESSING

EBC PRODCTION FLOW CHART:



SKIM PRODCTION FLOW CHART:



List of major Machineries

1. Alpha level centrifugal machine
2. Milling roller
3. Effluent treatment plant
4. Transformer
5. Reception tanks
6. Weighing machine
7. Diesel gensets

Main objects of our Company

The main objects of our Company as contained in our Memorandum of Association are:

1. To purchase and take over three several grants of tracts of lands situate in the district of Lakhimpur in Upper Assam and called or Known as Rajah Baree, Boro Bam and BunglaJayga, comprising in the aggregate an area of 1405.13 acres or thereabouts and the Tea Garden and plantations and buildings thereon with all the live and dead stock and block plant, implements chattels and effects stores arrived and in transit and growing crop as on the 1st day of December, 1873.

2. To plant, grow, cultivate, manufacture, treat, cure, blend, prepare, manipulate, submit to any process of manufacture and render marketable, buy, sell, export and import whether on account of the Company or others, all kinds of plantation crops, horticultural, floricultural and agricultural produce including tea, coffee, rubber cocoa, tobacco, cardamam, pepper, araca, cinchona, citronella, vanilla, ginger, chillies, all kinds of spices, cashew, macadamia cotton jute, silk, food grains, cereals, pulses, all kinds of seeds, every kind of vegetables, fruits, flowers, medicinal and aromatic plants, herbs, timber, forest produce of every description, or other produce of soil or other such products or produce and to sell and export products, articles and things either in a prepared, cured, processed, manufactured or raw state in a prepared, cured, processed, manufactured or raw state and either wholesale or in retail at any place in India or elsewhere as may be found suitable, convenient and desirable

2A To acquire by purchase or otherwise and to carry on the business of estate owners, cultivators, planters, growers, blenders, manufacturers, sellers and dealers in tea. coffee, cardamom, pepper, spices, rubber and gums of every description oil palm, cocoa in any part of the world

2B To carry on the business of agriculturist, agrobiologists agronomists, planters, horticulturists, floriculturists, waste lands developers and waste recycling, organic farming, agricultural engineers, agro-chernical & mechanical engineers manufacturers and dealers of all kinds of agricultural & agro-industrial machinery, tools and implements, manufacturers, importers and dealers of all kinds of manures fertilizers chemicals, insecticides, fungicides including bio-fertilizers, bio-chemicals pharmaceuticals and other similar remedies and medicines, producers and dealers of herbal and medicinal plants and herbs and to carry on business, trade and industry connected with or based on agriculture with reinforced as well as advanced technology, bio-technology for the development of certified high yielding plantations developed through genetic engineering plant tissue culture, certified high yielding hybrid seeds as well as synthetic seeds to improve the status of agriculture and plantation sectors from conventional to commercial and high-tech agriculture

2C To process, alter, improve, manipulate and prepare for market, by-product or intermediate product arriving from or in the course of any of the manufacture carried on by the Company or of any product derived from or resulting from carrying on any plantation, agriculture or horticultural activities, all types or kinds of oils oleorestns, extracts and derivatives and to manipulate any goods in which such by-products or intermediate products can be utilised or put to profit

2D To carry on the business of real estate and to acquire by purchase, lease, exchange, development, construction, building, erection, or to demolish, re-erect, alter, repair remodel or otherwise deal in and make advances on the security and deal in land, buildings, estates, hereditaments, roads, highways, docks, bridges, canals, dams, ports, reservoirs or any other structural or architectural work of any kind whatsoever

and for such purpose to prepare, estimate, design, plan, spocity or model and to do such other or any act that may be requisite thereof and to otherwise deal in offices, flats, service flats, houses, bungalows, chawls, factories, godowns, warehouses, shops, cinemas, theatres and other conveniences of all kinds and properties of all kinds and description, and to act as town planners, surveyors, valuers, apparaisers, decorators, furnishers, furniture makers, merchants, dealers in cement, steel, iron, fuel, coke, wood, coal, timber and other building requisites and to manufacture requisites for above and prefabricated houses, apartments and structures, etc

2E To purchase, lease or otherwise acquire, hold, sell, develop manage, work, exchange, make advances upon, turn to account, dispose of and deal in, or in any interest in lands concessions, estates, plantations and agricultural plantations, forest and trading rights in any part of the world

2F To work mines and quarries and to find, win get work, crush, smelt, manufacture or otherwise deal with ores, metals, minerals, oils, precious and other stones or deposits, or products and generally to carry on the business of mining in all branches.

2G To carry on the business of setting up facilities for generation/distribution/sale of all forms of energy, whether from conventional sources such as thermal, hydel, nuclear or from non-conventional sources such as tide. wind, solar, geo-thermal, etc including operation/ maintenance of facilities for generation and distnbution of all forms of energy

2H To carry on business of manufactures importers exporters buyer?, sellers, of and dealers in plastic, polythene, alkathene, natural and synthetic rubber, moulded goods, foams, rubber and plastic products, insulating materials and all other blown, moulded, formed, extruded and dipped goods, and in all kinds of cellulose and other cellulose derivatives, products and by products and articles

2I To carry on the business or agriculture, fruit, vegetable flower and seed farming and planting and growing all kinds of agricultural and forest produce and to manufacture, deal in and sell all kinds of articles made out of such produce to carry on business of cold storage, ice- factories, bakeries, canning and preserving fruits, vegetables and agricultural and forest products of all kinds and to carry on the business of cow, buffalo and cattle keepers, farmers millers, gardeners, manufacturers and dealers of diaryfarm, and garden produce, milk, cream, butter, cheese, ghee, condensed milk, jam, pickles, cider and preserved provisions of all kinds, drugs, manure etc

2J To carry on the business of oil and manure manufacturers and to prepare, refine, buy, sell and deal in oil both vegetable and mineral, manure and chemical substances of every description, and the products obtained in the manufacture of oil and to buy, cultivate and deal in oleaginous seeds and plants of every description

2K To carry on the business of oil and fact extractors, manufacturers and refiners, varnish, paint and polish manufacturers soap makers, saw millers, vanaspati manufatcurers and to deal in purchase, sell or exchange oils, fats, soaps, wood timber, seeds grain vanaspati and all other products of the soil and also animal and vegetable raw materials or finished products and to trade as merchants and agents in country produce both in manufactured and raw state.

2L To carry on the traders or business of manufacturers of chemicals and manurers, distillers dye makers gas makers and makers of chemical identical preparation of all kinds.

2M To carry on the business of manufacturers of and dealers in all kinds and class of Board, Paper and Pulp, including paste Board, Card Board, Straw Board, Duplex Board, Triplex Board, Pulp Board, Leather Board, Mill Board, Corrugated Board, Box Board, Asphaltic Sheets, Post Cards, Visiting Cards etc Writing Paper, Printing Paper, Absorbent Paper. Newsprinting Paper, Wrapping Paper, Tissue Paper, Antique Paper, Ivory Finish Paper, Coated Paper, Art Paper, Bond Paper, Badami Paper, Brown or Bull Paper, Bible Paper, Cartridge Paper, Cloth-lined Paper, Azure-laid Paper, Cream-laid and Wove Paper, Grease Proof Paper, Gummed Paper, Hand made Paper, Parchment Paper, Drawing Paper, Kraft Paper, Manilla Paper, Envelope Paper, Tracing Paper, Vellum Paper, Waterproof Paper, Carbon Paper Sensitised Paper, Chemically treated Paper, Litmus paper, Photographic Paper, Glass Paper, Emery Paper, etc Soda Pulp Mechanical Pulp, Sulphite and Sulphate wood pulp etc and kinds of articles in the manufacture of which in any form, Paper, Board, or Pulp is used and also to deal in or manufacture and of the Articles or things of a Charter similar or analogous to the foregoing or any of them or connected therewith

2N To carry on the business of leasing and hire purchase finance and to provide on lease or on hire purchase all types of machinery, industrial and office plant, equipment, vehicles, and buildings

20 To buy, sell, export, import, convert, repair, and deal in and with all kinds and forms of metals, rolling stock and hardware of all kinds and all kinds of machinery, plant, equipment, implements, appliances, apparatus, tools, components, parts, accessories, and fittings thereof

2P To carry on all or any of the business of civil and structural engineers, constructional engineers, building contractors, public works, general contractors and to purchase or acquire either by lease or otherwise and to grant licences over, sell, exchange, surrender, mortgage, change, turn to account, develop, hold, dispose of and deal with land, property, rights, interest and privileges of all kinds and descriptions therein

3 To acquire land by lease, purchase or otherwise and purchase tea gardens, or any garden opened out with any of the aforesaid purposes and to sell or otherwise dispose of such lands and gardens and products thereof

4 To acquire, construct, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any electric light and gasworks and power plant, telegraphs and telephones and any hats, markets, reservoirs, waterworks, tanks, bridges, coolie lines and houses and bustees, villages, roads, ways tramways, railways, canals, reservoirs, aqueducts, watercourses, dykes, drains, wharves dyeworks, furnaces, crushing works, hydraulic works, workshops, factories, warehouses, sheds, dwellings, offices, shops, stores, buildings and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company and to contribute to subsidise or otherwise aid by taking part in any such operations

5. To buy, sell, manufacture, repair, alter, improve, exchange let out on hire, import, export and deal in all factories, works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this Company is competent to carry on or required by any customers of or persons having dealings with the Company or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and deal in all products of residual and by-products incidental to or obtained in any of the business carried on by the Company

6 To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, work, cultivate, deal with and turn to account concessions, grants, decrees, licences, piivileges, claims, options, leases, property, real or personal or rights or powers of any kind which may appear to be necessary or convenient for any business of the Company and to purchase, charter, hire, build, or otherwise acquire vehicles of any or every sort or description for use on or under land or water or in the air and to employ the same in the carriage of merchandise of all kinds or passengers and to carry on the business of owners of trucks, trams, lorries, motor cars and of ship-owners and lightermen and owners of aircraft in all or any of their respective branches

7. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licences, easements,options and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks, shares whether fully or partly paid up or securities of any other company.

8 To buy, sell, import, export, prepare for marketing and deal in merchandise of all kinds and generally to carry on business as merchants, agents, importers and exporters

9 To advance, deposit with or lend money, securities and property to or receive loans or grants or deposits from the Government.

10 To lend money, either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit

11 To undertake financial and commercial obligations, transactions and operations of all kinds

12 To guarantee the performance of the obligations of and the payment of dividends and interest on any stock, shares or securities of any company, corporation, firm or stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the objects of the Company or the interests of its shareholders

13 To guarantee the payment of money unsecured or secured by or payable or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instruments, and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations

14 To subscribe for, absolutely or conditionally, purchase or otherwise acquire and to hold, dispose of and deal in shares, stocks and secunties or obligations of any other company whether Indian or foreign

15 To invest any moneys of the Company not for the time Deing required for any of the purposes of the Company in such investments (other than shares or stock in the Company) as may be thought proper and to hold, sell or otherwise deal with such investments

16 To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture-stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital and to purchase, redeem and pay off such securities

17 To draw, make, accept, discount, execute and issue bills of exchange, Government of India and other promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities

18 To apply for, purchase or otherwise acquire and protect, prolong and renew whether in India or elsewhere any patents, patent rights, brevets d'invention, trade marks, designs, licences, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to use any secret or Other information as to any invention, process or privilege which may seem capable or being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, manufacture under or grant licences, or privileges in respect of, or otherwise turn to account the properly, rights, and information so acquired and to carry on any business in any way connected therewith

19 To expend money in experimenting on and testing and in improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire

20 To establish, provide maintain and conduct research and other laboratones, training, colleges, schools and other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.

21 To acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company

22 To take part in the management, supervision or control of the business or operations of any company or undertaking and to act as Directors, Managing Agents, Managers or Secretaries thereof and for that purpose to appoint and remunerate any Directors, Accountants or other experts or agents

23 To procure the registration or incorporation or recognition of the Company in or under the laws of any place outside India

24 To form, incorporate or promote any company or companies, whether in India or in any part of the British Commonwealth of Nations or in any foreign country, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other objects or object which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in obtaining subscriptions for or placing or assisting to place or to obtain subscriptions for or for guaranteeing the subscription of or the placing of any shares at the capital of the Company any bonds, debentures, obligations or security of the Company or any stock, shares, bonds, debentures, obligations or securities of any other company held or owned by the Company on in which the company may have an interest or in or about the formation or promotion of the Company or the conduct of

its business or in or about the promotion or formation of any other company in which the company may have an interest

25 To enter into partnership or into any arrangement for sharing profits or into any union of interests, joint-adventure, reciprocal concession or co-operation with any person or persons or company or companies carrying on, or engaged in, or about to carry on or engage in, or being authorised to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company

25A To amalgamate or merge with any other Company or reconstruct the Company and for that purpose to enter into any compromise or arrangement for transfer, of whole or any part of the undertaking of the Company

25B To transfer or demerge any division, undertaking, part of the undertaking, unit or any property of the Company into any other Company and to enter into any compromise or arrangement therefor

26 To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities imperial, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members and to promote or assist the promotion, whether directly or indirectly, or any legislation which may appear to be in the interests of the Company and to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the Company and to obtain from any such Government authority or any company, any charters contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain and carry out, exercise and comply with any such arrangments, charters, contracts, decrees, rights, privileges or concessions

27 To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations

28 To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise

29 To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or commerce generally including any association, institution or fund for the protection of the interests of masters owners and employers against loss by bad debts, strikes, combinations, fire, accidents or otherwise or for the benefit of any clerks, workmen or others at any time employed by the Company or any of Its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, refractories, dining and recreation rooms, dharamshalas, temples, churches, chapels, schools, and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscriptions for any purpose whatsoever

30 To aid, pecuniary or otherwise, any association, body or movement having for an object the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion of industry, or trade

31 To subscribe or guarantee money for any national, charitable, benevolent, political, public, general or useful object or for any exhibition

32 To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit persons who are or have been Directors of or who are have been employed by or who are serving or have served the Company or any company which is a subsidiary or associate of the Company or its predecessors in business or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance.

33 To distribute all or any of the property of the Company amongst the members in specie or kind.

34 To carry on any other business whether manufacturing or otherwise that may seem to the Company capable or being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property real or personal belonging to the Company or in which the company may be interested and to do all or any of the above things, either as principals agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and to do all such things as are incidental or conducive to the attainments of the above objects.

Major events of our Company

Sr. No.	Fiscal	Event
1.	1874	Incorporation of our Company as Joonktallee Tea Company Limited and commencement of the business of Tea
2.	1920	Elliot Clan handed over the management and control to the managing agency of Kettlewell Bullen & Co. Ltd
3.	1954	House of Bangurs acquired the managing agency and the Company brought them under their fold
4.	1972	Name of the Company was changed to "Joonktollee Tea & Industries Limited"
5.	2001	Acquisition of two South India based Plantation viz. The Kalasa Tea Produce Company Limited and Cowcoody Estates Limited
6.	2005	Company acquired Nilomoni Tea Estate situated at Tinkhong, Dist. Rajgarh, Assam.
7.	2007	Change of Registered Office from A-2/1 Gillander House, 8 Netaji Subhas Road, Kolkata- 700001 to 21, Strand Road, Kolkata- 700001.
8.	2008	Company acquired Jamirah Tea Estate situated in Dist. Dibrugarh, Assam
9.	2011	Acquisition of Cochin Plantation Division from The Cochin Malabar Estates & Industries Limited.
10.	2013	Company has taken over Shreemoni Tea Factory situated at Tinkhong, Dist. Rajgarh, Assam

11.	2014	Listing of Equity Shares on BSE Limited
12.	2016	Acquisition of Azizbagh Tea Estate by acquiring 100% share capital of Keshava Plantations Pvt. Ltd.

Changes in our Registered Office:

Date	Particulars of registered office	Reason of change in registered office
March 19, 1975	A-2/1, Gilander House, 8 Netaji Subhas Road, Kolkata – 700001	Administrative Convenience
June 18, 2007	21, Strand Road, Road, Kolkata – 700001	Administrative Convenience

Corporate structure of our Company

As on the date of this Letter of Offer, our Company has only two (2) wholly-owned subsidiary namely Pranav Infradev Company Private Limited and Keshava Plantations Private Limited, and one (1) Associate company namely The Cochin Malabar Estates and Industries Limited.

1. Pranav Infradev Company Private Limited

Pranav Infradev Company Private Limited is a wholly owned subsidiary of the Company incorporated on September 26, 2006 under the Companies Act, 1956 under the Registrar of Companies, West Bengal. It was incorporated with the main object of carrying out and to act as a Constructing, Creating, Improving, Altering, Developing all types of infrastructural facility relating to township project such as road, ropeways, dams, bridges, hotels etc. Pranav Infradev Company Private Limited has real estate property near EM Bypass in Kolkata.

2. Keshava Plantations Private Limited

Keshava Plantations Private Limited is a wholly owned subsidiary of the Company incorporated on February 12, 1999 under the Companies Act, 1956 under the Registrar of Companies, Shillong. It was incorporated with the main object of carrying the business of tea plantation and manufacturing.

3. The Cochin Malabar Estates and Industries Limited

The Cochin Malabar Estates and Industries Limited is an associate company incorporated on March 14, 1930 under the Companies Act, 1913, under the Registrar of Companies, Calicut, Kerala. It was incorporated with the main object of carrying out rubber and tea cultivation.

OUR MANAGEMENT

Our Articles of Association provide that our Board shall consist of minimum 3 (three) Directors and not more than 12 (twelve) Directors, unless otherwise determined by our Company in a general meeting.

As on the date of this Letter of Offer, our Company has 6 (Six) Directors, comprising of 3 (Three) Non-Executive Non-Independent Director and 3 (Three) Independent Directors. The present composition of our Board of Directors and its committees are in accordance with the corporate governance requirements provided under the Companies Act, 2013 and SEBI Listing Regulations.

Our Board of Directors

The following table sets forth details regarding our Board of Directors as on the date of this Letter of Offer:

No.	Name, designation, address, occupation, term and DIN	Age (Years)	Other directorships
1.	**Mr. Hemant Bangur** **Designation**: Non-Executive Chairman **Address**: 8, ST. Georges Gate Road Hastings, Kolkata – 700022, West Bengal **Occupation**: Industrialist **Period of Directorship**: SinceApril12, 2000 **Term**: Not Applicable **Date of expiration of the current term of office**: Liable to retire by rotation. **Date of birth**: April 21, 1972 **DIN**: 00040903	49	**Public Limited Entities:** ▪ The Cochin Malabar Estates And Industries Limited ▪ Gloster Limited ▪ The Phosphate Company Limited ▪ Gloster Nuvo Limited ▪ Laxmi Asbestos Products Limited ▪ Madhav Trading Corporation Limited ▪ The Cambay Investment Corporation Limited ▪ Madhu Corporate Park Limited ▪ Fort Gloster Ind Linited **Private Limited Entities:** ▪ The Marwar Textiles (Agency) Private Limited ▪ Credwyn Holdings (India)Private Limited ▪ Bombay agency company private limited **Limited Liability Parternship Firm** ▪ Mugneeram Bangur& Company LLP
2.	**Mr. Jay Kumar Surana** **Designation:** Independent Director **Address:** 18, Hindusthan Road, Sarat Bose Road, Kolkata – 700029, West Bengal **Occupation:** Industrialist **Period of Directorship:** Since April	67	**Public Limited Entities:** ▪ The Cochin Malabar Estates And Industries Limited ▪ Port Shipping Co Limited ▪ The Cambay Investment Corporation Limited **Private Limited Entities:** ▪ Pranav Infradev Co Private Limited

No.	Name, designation, address, occupation, term and DIN	Age (Years)	Other directorships
	1, 2019 **Term:** 5 years **Date of expiration of the current term of office:** March 31, 2024 **Date of birth:** October 3, 1953 **DIN:** 00582653		
3.	**Mrs. Vinita Bangur** **Designation:** Non-Executive Non-Independent Director **Address:** 8 ST. Georges Gate Road, Hastings, Kolkata – 700022, West Bengal **Occupation:** Industrialist **Period of Directorship:** Since August 12, 2021 **Term:** Not Applicable **Date of expiration of the current term of office:** Liable to retire by rotation **Date of birth:** October30, 1976 **DIN:** 01140985	45	**Public Limited Entities:** ▪ KherapatiVanijya Limited ▪ Cochin Estates Limited ▪ Laxmi Asbestos Products Limited ▪ Madhav Trading Corporation Limited ▪ The Oriental Company Limited **Private Limited Entities:** ▪ Alpha Textiles Private Limited ▪ Lancer Properties Private Limited ▪ Abhyudaya Developers Private Limited ▪ Wind Power Vinimay Private Limited **Limited Liability Parternship Firm** ▪ Mugneeram Bangur& Company LLP
4.	**Mr. Manoj Kumar Daga** **Designation:** Independent Director **Address:** 6, South End Park Kolkata – 700029, West Bengal **Occupation:** Industrialist **Period of Directorship:** Since April 1, 2019 **Term:** 5 years **Date of expiration of the current term of office:** March 31, 2024 **Date of birth:** January 6, 1963 **DIN:** 00123386	57	**Public Limited Entities:** ▪ Tongani Tea Company Limited ▪ Norben Tea & Exports Limited **Private Limited Entities:** ▪ Keshava Plantations Private Limited ▪ Cowcoody Builders Private Limited

No.	Name, designation, address, occupation, term and DIN	Age (Years)	Other directorships
5.	**Mr. Navratan Bhairuratan Damani** **Designation:** Non-Executive Non-Independent **Address:** 6-7 Motimahal, 195 Tata Road, Churchgate, Marine Lines, Mumbai - 400020 **Occupation:** Industrialist **Period of Directorship:** Since August 26, 2020 **Term:** Not Applicable **Date of expiration of the current term of office:** Liable to retire by rotation **Date of birth:** February 28, 1948 **DIN:** 00057401	73	**Public Limited Entities:** ▪ SPV Global Trading Limited **Private Limited Entities:** ▪ Nandini Appartments Private Limited ▪ Chatur Properties Private Limited ▪ Lotus Properties Private Limited
6.	**Mrs. Komal Bhotika** **Designation:** Independent Director **Address:** Merlin Residency, Windsor Block, Flat 7H, 26, Prince Anwar Shah Road, Kolkata - 700033 **Occupation:** Professional **Period of Directorship:** Since August 26, 2020 **Term:** 5 years **Date of expiration of the current term of office:** August 26, 2025 **Date of birth:** May 18, 1988 **DIN:** 08845578	33	**Public Limited Entities:** Nil **Private Limited Entities:** Nil

Past Directorships in listed companies

None of our Directors are, or were a director of any listed company, whose shares have been, or were suspended from being traded on any of the stock exchanges during the term of their directorships in such companies during the last five years preceding the date of this Letter of Offer.

None of our Directors are or were a director of any listed company, which has been, or was delisted from any stock exchange during the term of their directorship in such company during the last ten years preceding the date of this Letter of Offer.

Relationship between the Directors

Mrs. Vinita Bangur is wife of Mr. Hemant Bangur. Except this, none of our Directors are related to each other.

Arrangement or understanding with major Shareholders, customers, suppliers or others

There is no arrangement or understanding with the major Shareholders, customers, suppliers or others, pursuant to which any of our Directors were appointed on the Board of Directors.

Details of service contracts entered with Directors

There are no service contracts entered between our Company and our Directors which provide for benefits upon termination of employment.

SECTION VI – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

INDEX

Sl. No.	Particulars	Page No.
1.	Independent Auditors' report and Audited Consolidated financial statement for the year ended March 31, 2021	81 to 124
2.	Limited Review Report and Unaudited Consolidated Financial Statement for the half year ended September 30, 2021	125 to 131

J K V S & CO
Chartered Accountants
5-A, Nandalal Jew Road, Kolkata-700026 (India) Phone : +91 33 2476 5068 • E-mail : kolkata@jkvs.in

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF JOONKTOLLEE TEA & INDUSTRIES LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanyingConsolidated Financial Statements of **Joonktollee Tea & Industries Limited**("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") which includes the Group's share of profit in its associate, which comprise the Consolidated Balance Sheet as at March 31st 2021, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equityand the Statement of Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements of the subsidiaries and associates referred to below in the Other Matter section below, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at 31st March, 2021, and their consolidated loss, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility 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 independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below as Key audit matters and for each matter, our description of how our audit addressed the matter is provided in that context.



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Key audit matters	How our audit addressed the key audit matter
Impairment of goodwill in Consolidated Financial Statements The Consolidated Financial Statements reflect goodwill of Rs 7,06,98,281on acquisition / consolidation. Goodwill is required to be tested annually for impairment. To this end, the Parent and the relevant subsidiary have estimated the recoverable amount of the Cash Generating Unit (CGU) to which the goodwill is allocable based on Value in Use (ViU) calculations. Determination of ViU involves significant estimates, assumptions and judgements as regards determination of method to be used for ViU calculation, reasonableness of assumptions involved in developing projections of financial performance etc. In view of the significance of the goodwill and the above, we consider impairment testing of goodwill to be a significant key audit matter.	In our audit approach, we reviewed the approach adopted for testing impairment including the method used for determination of Value in Use, testing the design, implementation and operating effectiveness of controls over the process of impairment assessment and performing substantive testing in respect of financial projections for their accuracy, reviewing the assumptions used for reasonableness and involving fair value specialists. We challenged the assumptions made by the management of the Parent in relation to the ViU computation. We also reviewed the sensitivity analysis performed by the management of the Parent on the key assumptions.
Valuation of Biological Assets The Group's biological assets include standing timber, unharvested green leaf, etc., which is measured at fair value less costs to sell. The principal assumptions and estimates in the determination of the fair value include assumptions about the yields or quantity of biological asset, market prices and the stage of transformation. The determination of these assumptions and estimates require careful evaluation by management and could lead to material impact on the financial position and the results of the Company. Refer note no 8 to the financial statement.	With reference to this key audit matter, we have: Evaluated the design and implementation of Company's controls around the valuation of biological assets and agricultural produce. • Assessing the plucking yields and basis of quantification of biological asset and analyse the stage of transformation considered for the fair valuation. • Assessing the basis, reasonableness and accuracy of adjustments made to market prices. • Testing the consistency of application of the fair value approaches and models over the years.

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Contingent Liabilities The Group is exposed to different laws, regulations and interpretations thereof. The company is also subject to number of significant claims and litigations. The assessment of the likelihood and quantum of any liability in respect of these matters can be judgmental due to the uncertainty inherent in their nature. At March 31, 2021, the Company has disclosed significant pending legal cases with respect to Income tax under appeal, Seigniorage Charges, lease rent and other material contingent liabilities [Refer Note 40.1 to the financial statements]. We considered this to be a key audit matter, since the accounting and disclosure of claims and litigations is complex and judgmental, and the amounts involved are, or can be, material to the financial statements.	Our audit procedures included among others: I. Understanding and assessing the internal control environment relating to the identification, recognition and measurement of provisions for disputes, potential claims and litigation, and contingent liabilities; II. Analyzed significant changes/update from previous periods and obtained a detailed understanding of such items. Assessed recent judgments passed by the court authorities affecting such change; III. Discussed the status of significant known actual and potential litigations with the management & noted that information placed before the board for such cases and IV. Assessment of the management's assumptions and estimates related to the recognized provisions for disputes and disclosures of contingent liabilities in the financial statements.

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

The Parent's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including annexures to the Board's Report, Corporate Governance&other Shareholder's Information, but does not include theConsolidated Financial Statements, Standalone Financial Statement and our auditor's report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information, compare with the financial statement of the subsidiaries and associates audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries and associate, is traced from their financial statements audited by the other auditors.

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

Management's Responsibility for the Consolidated Financial Statements

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The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group including its associates in accordance with Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Parent, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group and of its associate are also responsible for overseeing the financial reporting process of the Group and of its associate.

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

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

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

- 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 financial 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 Parent has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting

and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates 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 Consolidated 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 and its associate to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities or business activities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in

(i) planning the scope of our audit work and in evaluating the results of our work; and

(ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance of the Parent and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our 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.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other

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matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statementsfor the financial year ended March 31, 2021 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 Matters

The Consolidated Financial Statement include financial statement of one ("1") subsidiary which is audited by other auditor and whose financial statements reflect total assets of Rs. 2,055.87 Lakhs and net assets of Rs. 1,993.03 Lakhs as at March 31, 2021, total revenues of Rs. 20.01 Lakhs, total comprehensive income of Rs. 2.64 Lakhs (net of tax) as considered in the statement. These financial statements have been audited by other auditors whose reports have 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 these 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 reports of the other auditor. Our opinion on the Consolidated Financial Statements above, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditor.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of other auditors on separate financial statements of subsidiaries and associate company incorporated in India, referred in the Other Matters paragraph above we report, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit 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 appearsfrom our examination of those books and the reports of the other auditors;

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Statement of Cash Flow and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements;

   (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time;

   (e) On the basis of the written representations received from the directors of the Parent as on 31st March, 2021 taken on record by the Board of Directors of the Company and the reports of the

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Chartered Accountants

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statutory auditors of its subsidiary companies and associate company incorporated in India, none of the directors of the Group companies and its associate company incorporated in India is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", which is based on the auditors' reports of the Parent, subsidiary companies and associate company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies, for the reasons stated therein.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent to its directors during the year is in accordance with the provisions of section 197 of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Consolidated Financial Statements have disclosed the impact of pending litigations on the consolidated financial position of the Group– Refer Note 40.1 to the Consolidated Financial Statements;

ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and associate incorporated in India during the year ended March 31, 2021.

For JKVS & CO
Chartered Accountants
Firm 's Registration No. 318086E

JKVS & CO Chartered Accountants Kolkata

Utsav Saraf

(Utsav Saraf)
Partner
Membership No. 306932
UDIN: 21306932AAAABH9848

Place: Kolkata
Date: 11th June, 2021

JOONKTOLLEE TEA & INDUSTRIES LIMITED
CIN No. L01132WB1900PLC000292
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2021

(₹ in lakhs)

		Note No.	As at 31st March, 2021		As at 31st March, 2020	
	ASSETS					
1	**NON-CURRENT ASSETS**					
a	Property, Plant and Equipment	5	14,872.97		14,864.27	
b	Capital Work-In-Progress		469.07		635.94	
c	Goodwill on Consolidation		706.98		706.98	
d	Right-of-use Asset	6	39.19		58.78	
e	Intangible Assets	7	54.96		3.32	
f	Intangible Assets under Development		28.44		82.67	
g	Biological Asset other than Bearer Plants	8	3,209.31		3,235.60	
h	Financial Assets					
	i Investments	9	85.63		114.27	
	ii Loans	10	222.52		227.42	
i	Non-Current Tax Assets (Net)	12	428.62		384.27	
j	Other Non-Current Assets	13	330.03	20,447.72	293.87	20,607.39
2	**CURRENT ASSETS**					
a	Biological Asset other than Bearer Plants	8	34.75		6.64	
b	Inventories	14	2,362.15		1,331.32	
c	Financial Assets					
	i Trade Receivables	15	153.75		182.40	
	ii Cash and Cash Equivalents	16	35.27		43.00	
	iii Bank balances other than Note ii above	17	12.19		15.10	
	iv Loans	10	64.75		46.60	
	v Other Financial Assets	11	9.17		8.41	
d	Other Current Assets	13	384.14	3,056.17	351.55	1,985.02
	Total Assets			**23,503.89**		**22,592.41**
	EQUITY AND LIABILITIES					
	EQUITY					
a	Equity Share Capital	18	414.22		414.22	
b	Other Equity	19	10,073.85	10,488.07	11,018.15	11,432.37
c	Non-controlling interest	20		-		-
				10,488.07		11,432.37
	LIABILITIES					
1	**NON-CURRENT LIABILITIES**					
a	Financial Liabilities					
	i Borrowings	21	871.24		620.56	
	ii Lease Liabilities		17.02		28.16	
b	Provisions	22	1,157.85		1,019.70	
c	Other Non Current Liabilities	23	9.73		-	
d	Deferred Tax Liabilities (Net)	24	992.13	3,047.97	1,188.13	2,856.55
2	**CURRENT LIABILITIES**					
a	Financial Liabilities					
	i Borrowings	25	7,851.29		6,175.54	
	ii Lease Liability		15.33		18.00	
	iii Trade Payables	26				
	Total outstanding dues to micro enterprises and small enterprises		48.66		-	
	Total outstanding dues of creditor other than micro enterprises and small enterprises		446.70		559.42	
	iii Other Financial Liabilities	27	1,158.43		1,037.13	
b	Other Current Liabilities	23	198.47		238.09	
c	Provisions	22	248.97	9,967.85	275.31	8,303.49
	Total Equity and Liabilities			**23,503.89**		**22,592.41**

Basis of preparation and presentation of Financial Statement	2	
Significant Accounting Policies	3	
Significant Judgements & Key Estimates	4	

The Notes are an integral part of the Consolidated Financial Statements

As per our report of even date annexed.

For and on behalf of
J K V S & CO
Chartered Accountants
Firm Registration No. 318086E

Utsav Saraf
(Partner)
Membership No. 306932
Kolkata
Dated: 11th June,2021

For and on behalf of Board of Directors

Hemant Bangur
Chairman
(DIN 00040903)

Manoj kumar Daga
Director
(DIN 00123386)

Sayansiddha Das
Chief Financial Officer

Sharad Bagree
Manager(Finance) & Company Secretary

JOONKTOLLEE TEA & INDUSTRIES LIMITED
CIN No. L01132WB1900PLC000292
CONSOLIDATED STATEMENT OF PROFIT & LOSSFOR THE YEAR ENDED 31ST MARCH, 2021

(₹ in lakhs)

	Note No.	For the year ended 31st March, 2021	For the year ended 31st March, 2020
INCOME			
Revenue from Operations	28	10,686.25	9,212.53
Other Income	29	62.51	93.73
Total Income		**10,748.76**	**9,306.26**
EXPENSES			
Cost of Materials Consumed	30	2,626.40	1,661.42
Purchases of Traded Goods		-	2.57
Changes in Inventories of Finished Goods, Traded Goods and Work-in-Progress	31	(924.52)	(62.89)
Employee Benefits Expense	32	5,992.02	6,140.99
Finance Costs	33	961.78	725.09
Depreciation and Amortisation Expense	34	726.55	743.19
Other Expenses	35	2,522.74	2,654.13
Total Expenses		**11,904.97**	**11,864.50**
Profit / (Loss) before share of net profit / (loss) of associate and Tax		**(1,156.21)**	**(2,558.24)**
Add : Share of Loss in associate for the year		-	-
Profit / (Loss) before Tax		**(1,156.21)**	**(2,558.24)**
Tax Expense:	36		
Current Tax		-	-
Deferred Tax		(200.14)	(130.53)
Profit / (Loss) for the year		**(956.07)**	**(2,427.71)**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss	37		
Remeasurement of the defined benefit plans		44.55	(271.60)
Fair value of Equity Instruments through OCI		(28.64)	33.56
Less: Income tax relating to these items		(4.14)	67.27
Other Comprehensive Income for the Year (Net of Tax)		**11.77**	**(170.77)**
Total Comprehensive Income for the period		**(944.30)**	**(2,598.48)**
Profit / (loss) for the period attributable to:			
Owners of the Company		(956.07)	(2,427.71)
Non-controlling interest		-	-
		(956.07)	**(2,427.71)**
Other comprehensive income for the period attributable to:			
Owners of the Company		11.77	(170.77)
Non-controlling interest		-	-
		11.77	**(170.77)**
Total comprehensive income for the period attributable to:			
Owners of the Company		(944.30)	(2,598.48)
Non-controlling interest		-	-
		(944.30)	**(2,598.48)**
Earnings Per Share of Rs.10/- each			
Basic & Dilluted	38	(23.08)	(58.61)
Basis of preparation and presentation of Financial Statement	2		
Significant Accounting Policies	3		
Significant Judgements & Key Estimates	4		

The Notes are an integral part of the Consolidated Financial Statements

As per our report of even date annexed.

For and on behalf of
J K V S & CO
Chartered Accountants
Firm Registration No. 318086E

Utsav Saraf

Utsav Saraf
(Partner)
Membership No. 306932
Kolkata
Dated: 11th June,2021

JKVS & CO Chartered Accountants Kolkata

For and on behalf of Board of Directors

Hemant Bangur
Chairman
(DIN 00040903)

Manoj Kumar Daga
Director
(DIN 00123386)

Sayansiddha Das
Chief Financial Officer

Sharad Bagree
Manager(Finance) & Company Secretary

JOONKTOLLEE TEA & INDUSTRIES LIMITED
CIN No. L01132WB1900PLC000292
CONSOLIDATED STATEMENT OF CHANGE IN EQUITY
Statement of Change in Equity for the year ended 31st March, 2021

a) **Equity Share Capital**

Balance as at 31st March 2019	4,14,22,010
Add/(Less): Changes in Equity Share Capital during the year	-
Balance as at 31st March 2020	4,14,22,010
Add/(Less): Changes in Equity Share Capital during the year	-
Balance as at 31st March 2021	**4,14,22,010**

b) **Other Equity**

(₹

Particulars	Other Equity attributable to owner of the Company					Other Comprehensive Income		Total equ attributable to of the Com
	Capital Reserve	Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earnings	Remeasurement of defined benefit obligation through Other Comprehensive Income	Fair value of Equity Instruments through Other Comprehensive Income	
Balance as at 31st March, 2019	**7,888.07**	**0.42**	**247.01**	**3,102.69**	**2,340.54**	**-**	**37.90**	**1**
Profit/ (Loss) for the year	-	-	-	-	(2,427.71)	-	-	(
Other Comprehensive Income	-	-	-	-	-	(200.97)	30.20	
Share of Non controlling interest	-	-	-	-	-	-	-	
Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**(2,427.71)**	**(200.97)**	**30.20**	**(**
Transfer of Remeasurement of defined benefit obligation	-	-	-	-	(200.97)	200.97	-	
	-	**-**	**-**	**-**	**(200.97)**	**200.97**	**-**	
Balance as at 31st March, 2020	**7,888.07**	**0.42**	**247.01**	**3,102.69**	**(288.14)**	**-**	**68.10**	**1**
Profit/ (Loss) for the year	-	-	-	-	(956.07)	-	-	
Other Comprehensive Income	-	-	-	-	-	38.12	(26.35)	
Share of Non controlling interest	-	-	-	-	-	-	-	
Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**(956.07)**	**38.12**	**(26.35)**	
Transfer of Remeasurement of defined benefit obligation	-	-	-	-	38.12	(38.12)	-	
	-	**-**	**-**	**-**	**38.12**	**(38.12)**	**-**	
Balance as at 31st March, 2021	**7,888.07**	**0.42**	**247.01**	**3,102.69**	**(1,206.09)**	**-**	**41.74**	**1**

Basis of preparation and presentation of Financial Statement	2
Significant Accounting Policies	3
Significant Judgements & Key Estimates	4

The Notes are an integral part of the Consolidated Financial Statements

As per our report of even date annexed.

For and on behalf of
J K V S & CO
Chartered Accountants
Firm Registration No. 318086E

Utsav Saraf

Utsav Saraf
(Partner)
Membership No. 306932
Kolkata
Dated: 11th June,2021

JKVS & CO Chartered Accountants Kolkata

For and on behalf of Board of Directors

Hemant Bangur
Chairman
(DIN 00040903)

Manoj Kumar Daga
Director
(DIN 00123386)

Sayansiddha Das
Chief Financial Officer

Sharad Bagree
Manager (Finance) & Company Secretary

JOONKTOLLEE TEA & INDUSTRIES LTD.

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2021

(₹ in lakhs)

	Particulars	2020-2021		2019-2020	
		Amount	Amount	Amount	Amount
A)	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net Profit / (Loss) before Tax		(1,156.21)		(2,558.24)
	Adjusted for :				
	Depreciation & Amortisation	726.55		743.19	
	Loss / (Profit) on Sale/discard of Property, Plant & Equipment (net)	83.47		10.40	
	Interest Income	(11.43)		(14.72)	
	Finance Cost	961.78		725.09	
	Fair Valuation for Biological Assets other than bearer plants	(1.82)		67.79	
	Sundry Credit bal. no longer required written back	(22.47)		(11.21)	
	Provision for doubtful debts/Advances and Advances written off(Net)	21.86	1,757.94	0.42	1,520.96
	Operating Profit / (Loss) before working capital changes		601.73		(1,037.28)
	Adjustments for :				
	(Increase)/Decrease in Trade Receivables	28.65		2.49	
	(Increase)/Decrease in Inventories	(1,030.83)		(60.42)	
	(Increase)/Decrease in Loans, Other Financial Assets & Other Assets	(55.07)		(157.55)	
	Increase/(Decrease) in Trade Payables & Other Liability	92.18		(17.01)	
	Increase/(Decrease) in Provisions	156.36	(808.70)	185.49	(47.00)
	Cash Generated from Operations		(206.97)		(1,084.28)
	Direct Taxes (Paid)		(44.36)		(58.68)
	Net Cash from/(used in) operating activities		(251.33)		(1,142.96)
B)	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of Property,Plant and Equipment & Intangible Assets including CWIP / Capital Advances	(685.10)		(652.07)	
	Sale of Property,Plant and Equipment Assets	0.61		5.35	
	Sale of Non Current Investments carried at Cost in a Subsidiary	-		-	
	(Placement)/ Redemption Fixed deposits (net)	(0.07)		-	
	Interest Income received	11.42		14.72	
	Net cash from / (used in) Investing Activities		(673.14)		(631.99)
			(924.47)		(1,774.96)
C)	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Proceeds from Non Current Borrowings	848.95		29.34	
	Repayments of Non Current Borrowings	(701.32)		(508.80)	
	Repayments of Lease Liability	(13.81)		(12.44)	
	(Repayments)/Proceeds from Current Borrowings	1,675.74		2,974.79	
	Finance Cost paid	(892.82)		(699.42)	
	Net Cash from/(used in) Financing Activities		916.74		1,783.47
	Net Change in Cash and Cash Equivalents		(7.73)		8.51
D)	**Cash and Cash Equivalents balances**				
	Balances at the beginning of the year		43.00		34.49
	Balances at the end of the year		35.27		43.00

1 Cash and cash equivalents consists of Cash in Hand and balances with banks in Current / Cash Credit accounts as per note 16

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

3 Cash and cash equivalents consists of:

Particulars	2020-2021	2019-2020
Cash in hand	15.99	11.88
Bank Balance	19.28	31.12
Total	35.27	43.00

Basis of preparation and presentation of Financial Statement	2
Significant Accounting Policies	3
Significant Judgements & Key Estimates	4

As per our report of even date annexed.

For and on behalf of
J K V S & CO
Chartered Accountants
Firm Registration No. 318086E

Utsav Saraf
(Partner)
Membership No. 306932
Kolkata
Dated: 11th June,2021

JKVS & CO Chartered Accountants Kolkata

For and on behalf od Board of Directors

Hemant Bangur
Chairman
(DIN 00040903)

Manoj kumar Daga
Director
(DIN 00123386)

Sayansiddha Das
Chief Financial Office

Sharad Bagree
Manager(Finance) & Company Secretary

JOONKTOLLEE TEA & INDUSTRIES LIMITED

Notes to the Consolidated Financial Statements for the year ended 31st March, 2021

1. CORPORATE AND GENERAL INFORMATION

The Consolidated financial statements comprise financial statements of Joonktollee Tea & Industries Limited ('the Company'), its subsidiaries (collectively the "Group") and its Associate Company for the year ended 31st March, 2021. The Company was incorporated as a Limited Company in India under the Companies Act, 1956 and has its listing on the BSE Limited and CSE Limited. The registered office of the Company is at 21, Strand Road Kolkata - 700 001.The Group's principal business is manufacturing of Tea, Coffee and Rubber.

2. BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENT

2.1. Statement of Compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended), other relevant provisions of the Act and other accounting principles generally accepted in India.

The consolidated financial statements of the Group for the year ended 31st March, 2021 have been approved by the Board of Directors in their meeting held on 11thJune, 2021.

2.2. Basis of Measurement

The Group maintains accounts on accrual basis following the historical cost convention, except for followings:

- Certain Financial Assets and Liabilities are measured at Fair value/ Amortised cost (refer accounting policy regarding financial instruments);
- Defined Benefit Plans – plan assets measured at fair value; and
- Biological Assets – At fair value less cost to sell

2.3. Functional and Presentation Currency

The Financial Statements are presented in Indian Rupee (INR), which is the functional currency of the Group and the currency of the primary economic environment in which the Group operates. All financial information presented in INR has been rounded off to the nearest lacs as per the requirements of Schedule III, unless otherwise stated.

2.4. Use of Estimates and Judgements

The preparation of financial statements in conformity with Ind AS requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

2.5. Presentation of Financial Statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

2.6. Operating Cycle for current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1. The Group has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

An asset is classified as current when it is:

- Expected to be realized or intended to 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 the other assets are classified as non-current.

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JOONKTOLLEE TEA & INDUSTRIES LIMITED

Notes to the Consolidated Financial Statements for the year ended 31st March, 2021

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.

The Group classifies all other liabilities as non-current. Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities respectively.

2.7. Measurement of Fair Values

Some of the accounting policies and disclosures of the group require Fair Value measurement for both financial and non-financial assets and liabilities. 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 financial statements are categorised within the fair value hierarchy, described as follows, based on the 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 — Inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 — Inputs which are unobservable inputs for the asset or liability.

External valuers are involved for valuation of significant assets & liabilities. Involvement of external valuers is decided by the management of the group considering the requirements of Ind AS and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

2.8 Recent Accounting Pronouncement- Standard issued but not yet effective

Ministry of corporate affairs (MCA) notifies new standards or amendments to the existing standards. There is no such notification which would have been applicable from April 01, 2021.

3. SIGNIFICANTACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

3.1. INVENTORIES

Raw materials (including purchased tea leaves), Stores & Spare parts, Finished Goods and Stock in trade are stated at the lower of cost and estimated net realisable value. Cost comprises of expenditure incurred in the normal course of business in bringing such inventories to their present location and condition and includes appropriate overheads (in case of Finished Goods). Cost is determined on weighted average basis. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold are at or above cost.



JOONKTOLLEE TEA & INDUSTRIES LIMITED

Notes to the Consolidated Financial Statements for the year ended 31st March, 2021

- Raw material: In nature of harvested tea leaves, picked cherries, latex and other minor agricultural produce raised from own gardens are measured at fair value less cost of sale at point of harvest. The same cost is used for measuring cost for the purpose of valuation of finished goods.
- Stores and Spare Parts: Are measured at cost (measured at weighted average basis) or net realizable value whichever is lower.
- Stock in Process: Is valued with material at lower of weighted average cost and market rate and estimated conversion cost.
- Finished Goods: Finished goods produced from agricultural produce are valued at lower of cost and the net realizable value. Cost is arrived at by adding the cost of conversion to the fair value of agricultural produce. Other finished goods are measured at cost or NRV whichever is lower.
- Waste/ Scrap: Waste and Scrap (including tea waste) are valued at estimated realizable value.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

3.2. CASH AND CASH EQUIVALENTS

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

For the purpose of the statement of cash flows, cash and cash equivalents includes cash on hand, term deposits and other short-term highly liquid investments, net of bank overdrafts as they are considered an integral part of the Group's cash management. Bank overdrafts are shown within short term borrowings in the balance sheet.

3.3. INCOME TAX

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate as per taxation laws under Income tax act, 1961 and under respective state Agriculture Income tax act and adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Current and deferred tax is recognised in the statement of profit & 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.

3.3.1. Current Tax:

Current tax liabilities (or assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the taxation authorities using the tax rates (and tax laws) that have been enacted or substantively enacted, at the end of the reporting period.

3.3.2. Deferred Tax

- Deferred Tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.
- Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes (i.e., tax base). Deferred tax is also recognized for carry forward of unused tax losses and unused tax credits.
- Deferred tax assets are recognized 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 the end of each reporting period. The Group reduces the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.
- Deferred tax relating to items recognized outside the Statement of Profit and Loss is recognized either in other comprehensive income or in equity. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.



JOONKTOLLEE TEA & INDUSTRIES LIMITED

Notes to the Consolidated Financial Statements for the year ended 31st March, 2021

- Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

3.4. PROPERTY, PLANT AND EQUIPMENT

3.4.1. Tangible Assets (Other than Bearer Plants)

3.4.1.1. Recognition and Measurement:

- Property, plant and equipment held for use in the production or/and supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any).
- Cost of an item of property, plant and equipment acquired comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting any trade discounts and rebates, any directly attributable costs of bringing the assets to its working condition and location for its intended use and present value of any estimated cost of dismantling and removing the item and restoring the site on which it is located.
- In case of self-constructed assets, cost includes the costs of all materials used in construction, direct labour, allocation of directly attributable overheads, directly attributable borrowing costs incurred in bringing the item to working condition for its intended use, and estimated cost of dismantling and removing the item and restoring the site on which it is located. The costs of testing whether the asset is functioning properly, after deducting the net proceeds from selling items produced while bringing the asset to that location and condition are also added to the cost of self-constructed assets.
- If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.
- Profit or loss arising on the disposal of property, plant and equipment are recognized in the Statement of Profit and Loss.

3.4.1.2. Subsequent Measurement:

- Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced.
- Major Inspection/ Repairs/ Overhauling expenses are recognized in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Any Unamortized part of the previously recognized expenses of similar nature is derecognized.

3.4.1.3. Depreciation and Amortization:

- Depreciation on Property, Plant & Equipment is provided under Written Down Method at rates determined based on the useful life of the respective assets and the residual values in accordance with Schedule II of the Companies Act, 2013 or as reassessed by the Group based on the technical evaluation.
- In case of asset "Fences, wells, tube wells" & "Carpeted Roads – Other than RCC", depreciation has been provided on written down value method at the rates determined considering the useful lives of 15 years which is based on assessment carried out by external valuers and the management believes that the useful lives as considered above best represent the period over which the respective assets shall be expected in use.
- In respect of spares for specific machinery, cost is amortized over the useful life of the related machinery as estimated by the management.
- In case of asset "Pruning Machine" and "Spraying Machine", depreciation has been provided on written down value method at the rates determined considering the useful lives of 3 years.
- Depreciation on additions (disposals) during the year is provided on a pro-rata basis i.e., from (up to) the date on which asset is ready for use (disposed of).
- Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

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JOONKTOLLEE TEA & INDUSTRIES LIMITED

Notes to the Consolidated Financial Statements for the year ended 31st March, 2021

3.4.1.4. Disposal of Assets

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognized in the statement of profit and loss.

3.4.1.5. Capital Work in Progress

Capital work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production.

3.4.2. Bearer Plants

3.4.2.1. Recognition and Measurement:

Bearer Plants which are used in the production or supply of agricultural produce and expected to bear produce for more than a period of twelve months are capitalized as part of Property, Plant and Equipments and are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any). The cost of Bearer Plant includes all cost incurred till the plants are ready for commercial harvest.

3.4.2.2. Subsequent Measurement:

Costs incurred for infilling including block infilling are generally recognized in the Statement of Profit and Loss unless there is a significant increase in the yield of the sections, in which case such costs are capitalized and depreciated over the remaining useful life of the respective sections.

3.4.2.3. Depreciation:

- Depreciation on bearer plants is recognised so as to write off its cost over useful lives, using the straight-line method.
- The estimated useful life, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.
- The residual value in case of Bearer Plants has been considered as NIL. Estimated useful life of the bearer plants has been determined as the following:

Tea Bushes	50 years to 60 years
Coffee Bushes	30 years to 80 years
Rubber plants	30 years
Minor produce	30 years

3.4.2.4. Capital Work in Progress

Young tea bushes & shade trees, including the cost incurred for procurement of new seeds and maintenance of nurseries, are carried at cost less any recognized impairment losses under capital work-in-progress. Cost includes the cost of land preparation, new planting and maintenance of newly planted bushes until maturity. On maturity, these costs are classified under bearer plants.

3.5. LEASES

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

3.5.1. Group as lessor

- Finance Lease

Leases which effectively transfer to the lessee substantially all the risks and benefits incidental to ownership of the leased item are classified and accounted for as finance lease. Lease rental receipts are apportioned between the finance income and capital repayment based on the implicit rate of return. Contingent rents are recognized as revenue in the period in which they are earned.

JKVS & CO Chartered Accountants

JOONKTOLLEE TEA & INDUSTRIES LIMITED

Notes to the Consolidated Financial Statements for the year ended 31st March, 2021

- Operating Lease

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease except where scheduled increase in rent compensates the Group with expected inflationary costs.

3.5.2. Group as lessee

- Finance Lease

Finance Leases, which effectively transfer to the lessee substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease Payments under such leases are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly to the statement of profit and loss. Lease management fees, legal charges and other initial direct costs are capitalized.

If there is no reasonable certainty that the Group will obtain the ownership by the end of lease term, capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

- Operating Lease

Assets acquired on leases where a significant portion of risk and reward is retained by the lessor are classified as operating leases. Lease rental are charged to statement of profit and loss on a straight-line basis over the lease term, except where scheduled increase in rent compensates the Group with expected inflationary costs.

i) Right-of-use Assets (ROU Assets)

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

ii) Lease Liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

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

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JOONKTOLLEE TEA & INDUSTRIES LIMITED

Notes to the Consolidated Financial Statements for the year ended 31st March, 2021

3.6. REVENUE FROM CONTRACT WITH CUSTOMERS

Revenue from contract with customers is recognized when the Group satisfies performance obligations by transferring promised goods and services to the customer. Performance obligations are satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognized as per the terms of relevant contractual agreements/arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtain controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and value added tax. Transaction price is recognized based on the price specified in the contract, net of the estimated sales incentives/discounts. Accumulated experience is used to estimate and provide for the discounts/right of return, using the expected value method.

3.6.1. Sales of Products

Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

3.6.2 Rental Income

Rental income from operating lease is recognized on a straight-line basis over the term of the relevant lease unless the payments are structured to increase in line with expected general inflation to compensate for the group expected inflationary cost increases

3.6.3 Other Income:

i) Interest Income:

For all debt instruments measured either at amortized cost or at fair value through other comprehensive income (FVTOCI), interest income is recorded using the effective interest rate (EIR) through Statement of Profit and Loss. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.

ii) Dividend Income:

It is accounted for in the period in which the right to receive the same is established.

iii) Other Income:

Other items of income are accounted for as and when the right to receive such income arises, it is probable that the economic benefits will flow to the group and the amount of income can be measured reliably.

3.7. EMPLOYEE BENEFITS

3.7.1. Short Term Benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period.

3.7.2. Other Long Term Employee Benefits

The liabilities for leaves that are not expected to be settled wholly within twelve months are measured as the present value of the expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the government securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of related obligation. Remeasurements as the result of experience adjustment and changes in actuarial assumptions are recognized in statement of profit and loss.

3.7.3. Post-Employment Benefits

The Group operates the following post-employment schemes:

- **Defined Contribution Plan**

Defined contribution plans such as Provident Fund, Employee State Insurance etc. are charged to the statement of profit and loss as and when incurred.

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JOONKTOLLEE TEA & INDUSTRIES LIMITED

Notes to the Consolidated Financial Statements for the year ended 31st March, 2021

- **Defined Benefit Plans**

  The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods. The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method.

  The liability recognized for defined benefit plans is the present value of the defined benefit obligation at the reporting date less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. The benefits are discounted using the government securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of related obligation.

  Remeasurements of the net defined benefit obligation, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling, are recognized in other comprehensive income. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

3.8. GOVERNMENT GRANTS

Government grants are recognised at their fair value, where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

The grant relating to the acquisition/ construction of an item of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on the same systematic basis as the respective assets are depreciated over their expected life and are presented within other operating income.

3.9. FOREIGN CURRENCY TRANSACTIONS

- Foreign currency (other than the functional currency) transactions are translated into the functional currency using the spot rates of exchanges at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate of exchanges at the reporting date.
- Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities are generally recognized in profit or loss in the year in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those qualifying assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings, the balance is presented in the Statement of Profit and Loss within finance costs.
- Non-monetary items are not retranslated at period end and are measured at historical cost (translated using the exchange rate at the transaction date).

3.10. BORROWING COSTS

- Borrowing Costs consists of interest and other costs that an entity incurs in connection with the borrowings of funds. Borrowing costs also includes foreign exchange difference to the extent regarded as an adjustment to the borrowing costs.
- Borrowing costs directly attributable to the acquisition or construction of a qualifying asset are capitalized as a part of the cost of that asset that necessarily takes a substantial period of time to complete and prepare the asset for its intended use or sale.
- Transaction costs in respect of long term borrowing are amortized over the tenure of respective loans using Effective Interest Rate (EIR) method. All other borrowing costs are recognized in the statement of profit and loss in the period in which they are incurred.

3.11. PRINCIPLES OF CONSOLIDATION AND EQUITY ACCOUNTING

Subsidiaries

The Subsidiaries are the entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through

JKVS & CO Chartered Accountants

JOONKTOLLEE TEA & INDUSTRIES LIMITED

Notes to the Consolidated Financial Statements for the year ended 31st March, 2021

its power to direct the relevant activities of the entity. Subsidiaries are consolidated from the date on which control is transferred to the group and are deconsolidated from the date on which control ceases. The acquisition method of accounting is used to account for business combinations by the group. The group combines the financial statements of the parents and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the polices adopted by the group. Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

Associate

Associate is an entity over which the group has significant influence but not control or joint control. Investment in associate are accounted for using the equity method of accounting, after initially being recognised at cost.

Equity Method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profit or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associate are recognised as a reduction in the carrying amount of the investment. When the group's share of losses in an equity accounted investment equals or exceeds its interest in the entity, including any other unsecured long term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

3.12. FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

3.12.1. Financial Assets

- Recognition and Initial Measurement:

  All financial assets are initially recognized when the group becomes a party to the contractual provisions of the instruments. A financial asset is initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

- Classification and Subsequent Measurement:

  For purposes of subsequent measurement, financial assets are classified in four categories:
  - Measured at Amortized Cost;
  - Measured at Fair Value Through Other Comprehensive Income (FVTOCI);
  - Measured at Fair Value Through Profit or Loss (FVTPL); and
  - Equity Instruments designated at Fair Value Through Other Comprehensive Income (FVTOCI).

  Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

  - Measured at Amortized Cost: A debt instrument is measured at the amortized cost if both the following conditions are met:
    - The asset is held within a business model whose objective is achieved by both collecting contractual cash flows; and
    - The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

    After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. 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 in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables, cash and bank balances, loans and other financial assets of the group.

  - Measured at FVTOCI: A debt instrument is measured at the FVTOCI if both the following conditions are met:

JKVS & CO Chartered Accountants

JOONKTOLLEE TEA & INDUSTRIES LIMITED

Notes to the Consolidated Financial Statements for the year ended 31st March, 2021

- The objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and
- The asset's contractual cash flows represent SPPI.

Debt instruments meeting these criteria are measured initially at fair value plus transaction costs. They are subsequently measured at fair value with any gains or losses arising on remeasurement recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses. Interest calculated using the effective interest method is recognized in the statement of profit and loss in investment income.

- Measured at FVTPL: FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as FVTPL. In addition, the group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss. Equity instruments which are, held for trading are classified as at FVTPL.
- Equity Instruments designated at FVTOCI: For equity instruments, which has not been classified as FVTPL as above, the group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. In case the group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment.

➢ Derecognition:

The Group derecognizes a financial asset on trade date only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

➢ Impairment of Financial Assets:

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS – 109 requires expected credit losses to be measured through a loss allowance. The group recognizes impairment loss for trade receivables that do not constitute a financing transaction using expected credit loss model, which involves use of a provision matrix constructed on the basis of historical credit loss experience. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

3.12.2. Financial Liabilities

➢ Recognition and Initial Measurement:

Financial liabilities are classified, at initial recognition, as at fair value through profit or loss, loans and borrowings, payables or as derivatives, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

➢ Subsequent Measurement:

Financial liabilities are measured subsequently at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

➢ Derecognition:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

3.12.3. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the counterparty.

JKVS & CO Chartered Accountants

JOONKTOLLEE TEA & INDUSTRIES LIMITED

Notes to the Consolidated Financial Statements for the year ended 31st March, 2021

3.13. Earnings Per Share

Basic Earnings per share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders adjusted for the effects of potential equity shares 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.

3.14. Impairment of Non-Financial Assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful lives of the assets. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (Cash Generating Units – CGU).

An impairment loss is recognized as an expense in the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in earlier accounting period is reversed if there has been an improvement in recoverable amount.

3.15. Provisions, Contingent Liabilities and Contingent Assets

3.15.1. Provisions

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

3.15.2. Contingent Liabilities

Contingent liability is a possible obligation arising from past events and the existence of which will be confirmed only 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 arises from past events but is not recognized because it is not possible that an outflow of resources embodying economic benefit will be required to settle the obligations or reliable estimate of the amount of the obligations cannot be made. The Group discloses the existence of contingent liabilities in Other Notes to Financial Statements.

3.15.3. Contingent Assets

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

3.16. Non-Current Assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Non-current assets are not depreciated or amortised.

3.17. Intangible Assets

3.17.1. Recognition and Measurement



Software which is not an integral part of related hardware, is treated as intangible asset and are stated at cost on initial recognition and subsequently measured at cost less accumulated amortization and accumulated impairment loss, if any.

JOONKTOLLEE TEA & INDUSTRIES LIMITED

Notes to the Consolidated Financial Statements for the year ended 31st March, 2021

3.17.2. Subsequent Expenditure

Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to the Group and the cost of the item can be measured reliably. All other expenditure is recognized in the Statement of Profit & Loss.

3.17.3. Amortization

- Softwares are amortized over a period of five years.
- The amortization period and the amortization method are reviewed at least at the end of each financial year. If the expected useful life of the assets is significantly different from previous estimates, the amortization period is changed accordingly.

3.18. Biological Assets and Agricultural Produce

3.18.1. Biological Assets

Biological assets of the group comprises of un-harvested green tea leaves, unpicked cherries, latex on tree, timber and other minor produce are measured at fair value less cost of sales. The gain or loss arising from a change in fair value less cost to sell of biological assets is included in Statement of Profit and Loss for the period in which it arises.

3.18.2. Agricultural Produce

Agricultural produce harvested from the Group's biological assets are valued at fair value less cost to sell at the point of harvest. A gain or loss arising on initial recognition of agricultural produce at fair value less cost to sell shall be included in Statement of Profit & Loss for the period in which it arises.

3.19. Operating Segment

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker of the Group is responsible for allocating resources and assessing performance of the operating segments and accordingly is identified as the chief operating decision maker.

The Group has identified three reportable segment "Tea", "Coffee" and "Rubber" based on the information reviewed by the CODM.

3.20. Business Combination

Business combinations are accounted for using the acquisition accounting method as at the date of the acquisition, which is the date at which control is transferred to the Group. The consideration transferred in the acquisition and the identifiable assets acquired and liabilities assumed are recognised at fair values on their acquisition date. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Consideration transferred does not include amounts related to settlement of pre-existing relationships. Such amounts are recognised in the Statement of Profit and Loss. Transaction costs are expensed as incurred, other than those incurred in relation to the issue of debt or equity securities. Any contingent consideration payable is measured at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration are recognised in the Statement of Profit and Loss.



JOONKTOLLEE TEA & INDUSTRIES LIMITED

Notes to the Consolidated Financial Statements for the year ended 31st March, 2021

4. SIGNIFICANT JUDGEMENTS AND KEY SOURCES OF ESTIMATION IN APPLYING ACCOUNTING POLICIES

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances, Information about Significant judgements and Key sources of estimation made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements is included in the following notes:

- **Recognition of Deferred Tax Assets**: The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Group's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits.
- **Useful lives of depreciable/ amortisable assets (tangible and intangible):** 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 actual normal wear and tear that may change the utility of plant and equipment.
- **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 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 specialized nature of the leased asset.
- **Defined Benefit Obligation (DBO):** Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, medical cost trends, anticipation of future salary increases and the inflation rate. The Group considers that the assumptions used to measure its obligations are appropriate. However, any changes in these assumptions may have a material impact on the resulting calculations.
- **Provisions and Contingencies:** The assessments undertaken in recognising provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events is applied best judgement by management regarding the probability of exposure to potential loss.
- **Impairment of Financial Assets:** The Group reviews its carrying value of investments carried at amortized cost annually, or more frequently when there is indication of impairment. If recoverable amount is less than its carrying amount, the impairment loss is accounted for.
- **Allowances for Doubtful Debts**: The Group makes allowances for doubtful debts through appropriate estimations of irrecoverable amount. The identification of doubtful debts requires use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.
- **Fair value measurement of financial Instruments:** When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The input to these models are taken from observable markets where possible, but where this not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.
- **Fair Value of Biological Assets and Agricultural Produce:** The fair value of Biological Assets and Agricultural Produce is determined based on recent transactions entered into with third parties or available market price. Fair valuation of Biological Asset and Agriculture Produce are based on the market rates published by the industrial body for various grades from which the fair value of Biological asset and Agriculture Produce are derived.
- **Uncertainties relating to the global health pandemic from COVID-19:** The Group has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, projects work- in - progress and inventories including biological assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Group, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts. The Group has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Group financial statements may differ from that estimated as at the date of approval of these financial statements.

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JOONKTOLLEE TEA & INDUSTRIES LIMITED
CIN No. L01132WB1900PLC000292
Notes to Consolidated Financial Statements as on and for the year ended 31st March, 2021

5 PROPERTY, PLANT AND EQUIPMENT

(₹ in

Particulars	Gross Carrying Amount				Accumulated Depreciation				
	As at 31st March 2020	Additions	Disposals	As at 31st March 2021	As at 31st March 2020	Depreciation charged during the year	Deductions	As at 31st March 2021	Net Carrying Am
Leasehold Land	4,234.44	-	-	4,234.44	-	-	-	-	4,
Freehold Land	2,532.92	-	-	2,532.92	-	-	-	-	2,
Buildings	3,392.07	34.33	-	3,426.40	1,910.38	121.22	-	2,031.60	1,
Plant and Machinery	4,198.10	301.39	135.99	4,363.50	3,250.43	186.57	122.80	3,314.20	1,
Furniture and Fittings	259.15	1.41	0.18	260.38	188.23	17.17	0.17	205.23	
Vehicles	613.52	157.68	7.37	763.83	483.16	44.06	7.00	520.22	
Office Equipments	99.91	12.97	0.25	112.63	85.38	8.52	0.24	93.66	
Bearer Plant	6,652.77	265.28	99.44	6,818.61	1,201.03	313.70	39.90	1,474.83	5,
Total	21,982.88	773.06	243.23	22,512.71	7,118.61	691.24	170.11	7,639.74	14,

Particulars	Year Ended 31st March 2020								
	Gross Carrying Amount				Accumulated Depreciation				
	As at 31st March 2019	Additions	Disposals	As at 31st March 2020	As at 31st March 2019	Depreciation charged during the year	Deductions	As at 31st March 2020	Net Carrying Am
Leasehold Land	4,234.44	-	-	4,234.44	-	-	-	-	4,
Freehold Land	2,532.92	-	-	2,532.92	-	-	-	-	2,
Buildings	3,282.05	117.16	7.14	3,392.07	1,783.17	130.02	2.81	1,910.38	1,
Plant and Machinery	4,087.58	148.82	38.30	4,198.10	3,071.10	209.27	29.94	3,250.43	
Furniture and Fittings	204.16	55.25	0.26	259.15	176.30	12.17	0.24	188.23	
Vehicles	585.68	64.56	36.72	613.52	475.59	41.23	33.66	483.16	
Office Equipments	95.86	4.14	0.09	99.91	74.50	10.97	0.09	85.38	
Bearer Plant	6,481.02	171.75	-	6,652.77	884.60	316.43	-	1,201.03	5,
Total	21,503.71	561.68	82.51	21,982.88	6,465.26	720.09	66.74	7,118.61	14,

Refer note no. 41 for information on the carrying amounts of financial and non-financial assets pledged as security for the non-current borrowings.

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JOONKTOLLEE TEA & INDUSTRIES LIMITED
CIN No. L01132WB1900PLC000292
Notes to Consolidated Financial Statements as on and for the year ended 31st March, 2021

6 RIGHT-OF-USE ASSET

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Particulars	Year Ended 31st March 2021								
	Gross Carrying Amount				Accumulated Depreciation/Amortisation				
	As at 31st March 2020	Additions	Disposals	As at 31st March 2021	As at 31st March 2020	Charged during the year	Deductions	As at 31st March 2021	Net Carrying A
Buildings	78.37	-	-	78.37	19.59	19.59	-	39.18	
Total	78.37	-	-	78.37	19.59	19.59	-	39.18	

Particulars	Year Ended 31st March 2020								
	Gross Carrying Amount				Accumulated Depreciation/Amortisation				
	As at 31st March 2019	Additions	Disposals	As at 31st March 2020	As at 31st March 2019	Charged during the year	Deductions	As at 31st March 2020	Net Carrying A
Buildings	-	78.37	-	78.37	-	19.59	-	19.59	
Total	-	78.37	-	78.37	-	19.59	-	19.59	

JKVS & CO Chartered Accountants Kolkata

JOONKTOLLEE TEA & INDUSTRIES LIMITED
CIN No. L01132WB1900PLC000292
Notes to Consolidated Financial Statements as on and for the year ended 31st March, 2021

7 INTANGIBLE ASSETS

(₹ in lakhs)

Particulars	Year Ended 31st March 2021								
	Gross Carrying Amount				Accumulated Depreciation / Amortisation				
	As at 31st March 2020	Additions	Disposals	As at 31st March 2021	As at 31st March 2020	Charged during the year	Deductions	As at 31st March 2021	Net Carrying Amount
Computer Software	17.21	67.36	15.58	68.99	13.89	15.72	15.58	14.03	54.96
Total	**17.21**	**67.36**	**15.58**	**68.99**	13.89	15.72	15.58	14.03	**54.96**

Particulars	Year Ended 31st March 2020								
	Gross Carrying Amount				Accumulated Depreciation / Amortisation				
	As at 31st March 2019	Additions	Disposals	As at 31st March 2020	As at 31st March 2019	Charged during the year	Deductions	As at 31st March 2020	Net Carrying Amount
Computer Software	17.21	-	-	17.21	10.38	3.51	-	13.89	3.32
Total	**17.21**	-	-	**17.21**	10.38	3.51	-	13.89	**3.32**

JKVS & CO Chartered Accountants Kolkata

JOONKTOLLEE TEA & INDUSTRIES LIMITED
CIN No. L01132WB1900PLC000292
Notes to Consolidated Financial Statements as on and for the year ended 31st March, 2021

(₹ in lakhs)

	Non-Current		Current	
	As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
8 Biological Asset other than Bearer Plant				
As at Opening date	3,235.60	3,276.99	6.64	26.99
Increase due to purchases / physical changes/Net change in fair value less estimated costs to sell	3.50	4.95	34.75	6.64
Decreases due to harvest / physical changes / Sales	29.79	46.34	6.64	26.99
As at Closing date	**3,209.31**	**3,235.60**	**34.75**	**6.64**

(₹ in lakhs)

	Face Value (Rs.)	As at 31st March 2021		As at 31st March 2020	
9 INVESTMENT ACCOUNTED FOR USING EQUITY METHOD (Fully Paid-up unless otherwise stated)		Qty	Amount	Qty	Amount
Equity investments valued at cost					
Quoted - In trade					
Investment in Associate					
The Cochin Malabar Estates & Ind. Ltd.	10	4,37,294	-	4,37,294	-
Total			-		-
Aggregate amount of quoted investments			-		-

(₹ in lakhs)

	Face Value (Rs.)	As at 31st March 2021		As at 31st March 2020	
8 NON - CURRENT INVESTMENTS		Qty	Amount	Qty	Amount
INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME/ PROFIT & LOSS					
Investments in Equity Instruments					
Quoted					
The Phosphate Co. Ltd.	10	1,38,680	85.63	1,38,680	114.27
			85.63		**114.27**
Aggregate amount of quoted investments(At book value)			**38.60**		**38.60**

(₹ in lakhs)

	Refer Note No.	Non-Current		Current	
		As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
10 LOANS					
Security Deposit					
Unsecured, considered good		202.43	198.71	-	-
		202.43	198.71	-	-
Other Loans and Advances, unsecured, considered good unless otherwise mentioned					
Loan to Employees	10.1	20.09	28.71	85.22	46.60
		20.09	28.71	85.22	46.60
Less : Provision for Doubtful Advances		-	-	20.47	-
		222.52	**227.42**	**64.75**	**46.60**

10.1 No Loans are due from directors or other officers of the company either severally or jointly with any other person. Nor any loan are due from firms or private companies respectively in which any director is a partner, a director or a member other than disclosed in Note no. 46.2

(₹ in lakhs)

	Non-Current		Current	
	As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
11 OTHERS FINANCIAL ASSETS				
Deposit with Nabard	-	-	1.07	1.07
Deposit with Assam Financial Corporation	-	-	1.04	1.04
Others Receivable	-	-	7.06	6.30
	-	-	**9.17**	**8.41**

(₹ in lakhs)

	As at 31st March 2021	As at 31st March 2020
12 NON CURRENT TAX ASSETS (NET)		
Advance Income Tax & TDS	416.29	371.94
Income Tax Refundable	12.33	12.33
	428.62	384.27

(₹ in lakhs)

	Refer Note No.	Non-Current		Current	
		As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
13 OTHER ASSETS					
Capital Advances		86.41	41.03	-	-
Advances other than Capital Advances					
Advances to Suppliers & Service Providers		24.18	24.18	123.94	107.78
Balances with Government & Statutory Authorities		3.92	13.27	121.23	126.51
Prepaid Expenses		1.81	1.68	37.18	26.39
Subsidy Receivable		-	-	94.95	85.22
Other Assets	13.1	237.89	237.89	6.84	5.65
		354.21	318.05	384.14	351.55
Less : Provision for Doubtful Advances		(24.18)	(24.18)	-	-
		330.03	293.87	384.14	351.55

13.1 Represents payment under protest in respect of lease rent and Seigniorage Charges Rs. 237.89 lacs (Previous Year 2020- Rs. 237.89 lacs)

JKVS & CO Chartered Accountants Kolkata

JOONKTOLLEE TEA & INDUSTRIES LIMITED
CIN No. L01132WB1900PLC000292
Notes to Consolidated Financial Statements as on and for the year ended 31st March, 2021

		Refer Note No.	As at 31st March 2021	As at 31st March 2020
				(₹ in lakhs)
14	**INVENTORIES**			
	(As valued and certified by the Management)			
	Finished Goods	14.1	1,858.02	883.73
	Semi Finished Goods	14.2	44.06	93.83
	Stores and Spares (net of obsolescence)		460.07	353.76
			2,362.15	1,331.32

		As at 31st March 2021	As at 31st March 2020
14.1	**Details of Inventories - Finished Goods :**		
	Tea	1,110.00	251.29
	Coffee	504.99	263.41
	Rubber - Finished	187.84	302.31
	Minor Produce	55.19	66.72
		1,858.02	883.73
14.2	**Details of Inventories - Semi- Finished Goods :**		
	Rubber - Semi-Finished	44.06	93.83
		44.06	93.83

		As at 31st March 2021	As at 31st March 2020
			(₹ in lakhs)
15	**TRADE RECEIVABLES**		
	Trade Receivables	157.38	186.03
	Less: Allowance for expected Credit loss	(3.63)	(3.63)
	Total Trade Receivables	153.75	182.40
	Break Up of Security Details		
	Trade Receivables considered good-Secured	-	-
	Trade Receivables considered good-Unsecured	153.75	182.40
	Trade Receivables which have been significant increase in Credit Risk: and	-	-
	Trade Receivables -credit impaired	3.63	3.63
		157.38	186.03
	Less: Allowance for expected Credit loss	(3.63)	(3.63)
	Total Trade Receivables	153.75	182.40

		As at 31st March 2021	As at 31st March 2020
			(₹ in lakhs)
16	**CASH AND CASH EQUVALENTS**		
	Balances With Banks :		
	In Current Account	19.28	31.12
	Cash in Hand	15.99	11.88
		35.27	43.00

		Refer Note No.	As at 31st March 2021	As at 31st March 2020
				(₹ in lakhs)
17	**BANK BALANCES (OTHER THAN NOTE: 16)**			
	Balance in Unpaid Dividend Account		11.54	14.52
	Fixed Deposit with Banks	17.1	0.65	0.58
			12.19	15.10
17.1	Includes deposits marked lien in favour of Govt. Authorities, deposits having maturity of more than three month but less than twelve months.		0.65	0.58



JOONKTOLLEE TEA & INDUSTRIES LIMITED
CIN No. L01132WB1900PLC000292
Notes to Consolidated Financial Statements as on and for the year ended 31st March, 2021

(₹ in lakhs)

	As at 31st March 2021		As at 31st March 2020	
	No. of Shares	Amount	No. of Shares	Amount
18 EQUITY SHARE CAPITAL				
18.1 Authorised Share Capital				
Equity Shares:				
Equity Shares of Rs. 10/- each	1,12,49,000	1,124.90	1,12,49,000	1,124.90
Equity Shares of Rs. 100/- each	35,000	35.00	35,000	35.00
Preference Shares:				
Redeemable Cumulative Shares of Rs.10/- each	50,000	5.00	50,000	5.00
13.5% Redeemable Cumulative Shares of Rs.100/- each	100	0.10	100	0.10
		1,165.00		1,165.00
18.2 Issued Share Capital				
Equity Shares of Rs.10/- each	41,42,201	414.22	41,42,201	414.22
	41,42,201	414.22	41,42,201	414.22
18.3 Subscribed and Paid-up Share Capital				
Equity Shares of Rs.10/- each fully paid-up	41,42,201	414.22	41,42,201	414.22
	41,42,201	414.22	41,42,201	414.22

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

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

18.5 Terms/ Rights attached to Equity Shares :

The Company has only one class of issued shares i.e. Equity Shares having par value of Rs.10/- per share. Each holder of Equity Shares is entitled to one vote per share and equal right for dividend. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.

18.6 Shareholding Pattern with respect of Holding or Ultimate Holding Company

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

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

	As at 31st March 2021		As at 31st March 2020	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares of Rs. 10/- each fully paid				
Pushpa Devi Bangur	6,42,928	15.52%	6,42,928	15.52%
The Oriental Company Limited	5,93,643	14.33%	5,93,643	14.33%
Gloster Ltd	5,38,838	13.01%	5,38,838	13.01%
Hemant Bangur	4,26,729	10.30%	4,26,729	10.30%
Madhav Trading Corporation Limited	4,24,130	10.24%	4,24,130	10.24%
Life Insurance Corporation of India	2,33,348	5.63%	2,39,179	5.77%

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

18.9 No Equity Shares have been bought back by the Company during the period of 5 years preceding the date as at which the Balance Sheet is prepared.

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

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

(₹ in lakhs)

	Refer Note No.	As at 31st March 2021	As at 31st March 2020
19 OTHER EQUITY			
Capital Reserve	19.1	7,888.07	7,888.07
Capital Redemption Reserve	19.2	0.42	0.42
Securities Premium	19.3	247.01	247.01
General Reserve	19.4	3,102.69	3,102.69
Retained Earnings	19.5	(1,206.09)	(288.14)
Other Comprehensive Income	19.6	41.75	68.10
		10,073.85	11,018.15

a) Capital Reserve & Capital Reserve in the nature of Security Premium: During amalgamation / merger / acquisition, the excess of net assets taken, over the consideration paid, if any, is treated as capital reserve.

b) Capital Redemption Reserve: The Company has recognised Capital Redemption Reserve on redemption of preference shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the preference shares redeemed.

c) Securities Premium: The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. This reserve is utilised in accordance with the provisions of the Companies Act 2013.

d) General Reserve: The reserve arises on transfer portion of the net profit pursuant to the earlier provisions of Companies Act 1956.

e) Retained Earnings: Retained earnings represent accumulated profits earned by the Companies and remaining undistributed as on date.

f) Other Comprehensive Income (OCI) : Other Comprehensive Income (OCI) represent the balance in equity for items to be accounted under OCI and comprises of the following:
i) Equity Instruments through OCI: The Company has elected to recognise changes in the fair value of certain investment in equity instrument in other comprehensive income.
ii) Remeasurement of defined benefit obligations: The actuarial gains and losses arising on defined benefit obligations have been recognised in OCI



JOONKTOLLEE TEA & INDUSTRIES LIMITED
CIN No. L01132WB1900PLC000292
Notes to Consolidated Financial Statements as on and for the year ended 31st March, 2021

(₹ in lakhs)

		As at 31st March 2021	As at 31st March 2020
19.1	**Capital Reserve**		
	Balance at the beginning and at the end of the year	7,888.07	7,888.07
19.2	**Capital Redemption Reserve**		
	Balance at the beginning and at the end of the year	0.42	0.42
19.3	**Securities Premium**		
	Balance at the beginning and at the end of the year	247.01	247.01
19.4	**General Reserve**		
	Balance at the beginning and at the end of the year	3,102.69	3,102.69
19.5	**Retained Earnings**		
	Balance at the beginning of the year	(288.14)	2,340.54
	Add: Profit / (Loss) for the year	(956.07)	(2,427.71)
	Add: Other Comprehensive Income arising from remeasurement of defined benefit obligation and Financial Instruments (net of tax)	38.12	(200.97)
	Balance at the end of the year	(1,206.09)	(288.14)
	Total Reserve & Surplus	10,032.10	10,950.05
19.6	**Other Comprehensive Income**		
	Remeasurement of Defined Benefit Obligations		
	Balance at the beginning of the year	-	-
	Add/(Less): Changes during the year (net of tax)	**38.12**	**(200.97)**
	Add/(Less): Transferred to Retained Earnings	**(38.12)**	**200.97**
	Balance at the end of the year	-	-
	Fair value of Equity Instruments		
	Balance at the beginning of the year	**68.10**	**37.90**
	Add/(Less): Changes during the year (net of tax)	**(26.35)**	**30.20**
	Balance at the end of the year	**41.75**	**68.10**
	Total Reserve & Surplus	10,073.85	11,018.15
20	**NON CONTROLLING INTEREST**		
	For Cowcoody Builders Pvt. Ltd.		
	Balance at the beginning of the year	-	-
	In lieu of sale of Investment	-	-
	Profit for the period attributable to Non Contolling Interest	-	-
		-	-

(₹ in lakhs)

		Non-Current	
		As at 31st March 2021	As at 31st March 2020
21	**BORROWINGS**		
	Secured		
	Term Loan from banks	691.17	1,293.48
	Working Capital Term Loan from banks	766.00	-
	Term Loan from other financial institutions	11.00	27.07
	Less: Current Maturities of Long term Borrowings	(596.93)	(699.98)
	Total Secured Borrowings	871.24	620.56
	Amount disclosed under the head "Other Financial Liability"	596.93	699.98
	Break Up of Security Details		
	Secured	1,468.17	1,320.54
	Unsecured	-	-
		1,468.17	1,320.54

21.1 **Details of Security Given for Loan**

a. Term Loan from a Bank amounting to Rs. 300 lacs together with working capital facility from the same Bank is secured by exclusive charge on the title deeds of Jamirah Tea Estate and Pullikanam Estate . Loan is repayable in 3 quarterly installments of Rs. 100 lacs . Interest is payable on quarterly basis at 9.85% p.a. Working Capital Term Loan(GECL) of Rs.388 lacs from the same bank is secured by second charge on Pullikanam Estate , the loan is repayable in 36 monthly instalments of Rs.10.78 lacs, after one year moratoriom , interest is payable monthly @ 8.25% p.a.

b. Term Loan from a Bank amounting to Rs. 300 lacs together with working capital facility from the same Bank is secured by exclusive charge on the title deeds of Nilmoni Tea Estate and the current assets of Karnataka division both, present and future . Loan is repayable in 6 quarterly installments of Rs. 50 lacs. Interest is payable on monthly basis at 10.80%.p.a. Working Capital Term Loan(GECL) of Rs.378 lacs from the same bank is secured by second charge on Nilmoni Tea Estate and current assets of Karnataka Division . The loan is repayable in 36 monthly instalments of Rs.10.50 lacs,after one year moratoriom, interest is payable monthly @ 8.60% p.a.

c. Working Capital Term Loan(GECL) from a Bank amounting to Rs. 58 lacs with one year moratoriom together with working capital facility from the same Bank is secured by exclusive charge on the title deeds of Azibagh Tea Estate . The Loan is repayable in 32 monthly instalments of Rs.1.61 lacs, interest is payable monthly @ 8.95% p.a

d. Vehicle Loan from a Financial Institution amounting to Rs.5.56 lacs payable in remaining 28 instalments of Rs.0.23 lacs including interest @ 6.50% p.a
e. Vehicle Loan from Financial Institution payable in remaining 29 instalments of Rs.0.22 lacs including interest @ 7.60% p.a
f. Vehicle Loan from Bank amounting to Rs. 9.56 lacs & Rs.23.61 lacs payable in remaining 26 and 45 instalments of Rs.0.32 lacsand Rs..61 lacs including interest @ 10% p.a and 9%

21.2 Refer note no. 41 for information on the carrying amounts of financial and non-financial assets pledged as security for the non-current borrowings.

JKVS & CO Chartered Accountants Kolkata

JOONKTOLLEE TEA & INDUSTRIES LIMITED
CIN No. L01132WB1900PLC000292
Notes to Consolidated Financial Statements as on and for the year ended 31st March, 2021

(₹ in lakhs)

	Non-Current		Current	
	As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
22 PROVISIONS				
Provision for Employee Benefits				
Gratuity	1,157.85	1,019.70	-	-
Bonus	-	-	219.88	249.04
Leave	-	-	29.09	26.27
	1,157.85	1,019.70	248.97	275.31

(₹ in lakhs)

	Non Current		Current	
	As at 31st March 2021	As at 31st March 2020	As at 31st March 2021	As at 31st March 2020
23 OTHER LIABILITIES				
Statutory Dues Payable	-	-	189.74	202.02
Deferred Government Subsidy	9.73	-	-	-
Advances Received from Customers	-	-	8.73	36.07
	9.73	-	198.47	238.09

(₹ in lakhs)

		As at 31st March 2021	As at 31st March 2020
24 DEFERRED TAX LIABILITIES (NET)			
Deferred Tax Liabilities			
Arising on account of :			
Property, Plant & Equipments & Intangible Assets		1,424.21	1,550.15
Other temporary differences		72.28	97.13
Remeasurment of Financial Instruments		1.07	3.36
		1,497.57	1,650.64
Less: Deferred Tax Assets			
Arising on account of :			
Unused tax credit		18.00	18.00
Section 43B of Income-tax Act		373.52	290.84
Unabsorbed Depreciation/ Carried Forward Losses	24.1	116.47	153.67
Others		(2.56)	-
		505.43	462.51
Deferred Tax Liabilities (Net)		992.13	1,188.13

24.1 The recognition of deferred tax asset on unabsorbed depreciation/business losses has been restricted to the extent of reversal of deferred tax liability on account of temporary differences in respect of depreciation.

24.2 **Movement in deferred tax liabilities/ (asset) during the year ended 31st March, 2020 and 31st March, 2021**

Particulars	As at 31st March, 2019	Charged/(Credit) in Statement of Profit & Loss	Charged/(Credit) in Other Comprehensive Income	As at 31st March, 2020
Deferred Income Tax Liabilities / (Assets)				
Property, Plant & Equipments & Intangible Assets	1,609.71	(59.57)	-	1,550.15
Other temporary differences	117.00	(19.87)	-	97.13
Remeasurment of Financial Instruments	4.21	-	(0.85)	3.36
Unused tax credit	(18.34)	0.32	-	(18.00)
Items u/s 43B of the Income Tax Act, 1961	(175.57)	(48.85)	(66.42)	(290.84)
Unabsorbed Depreciation/ Carried Forward Business Losses	(151.10)	(2.57)	-	(153.67)
Deferred Tax Liabilities/(Assets)	1,385.91	(130.53)	(67.27)	1,188.13

Particulars	As at 31st March, 2020	Charged/(Credit) in Statement of Profit & Loss	Charged/(Credit) in Other Comprehensive Income	As at 31st March, 2021
Deferred Income Tax Liabilities / (Assets)				
Property, Plant & Equipments & Intangible Assets	1,550.15	(125.94)	-	1,424.21
Other temporary differences	97.13	(24.85)	-	72.28
Remeasurment of Financial Instruments	3.36	-	(2.29)	1.07
Unused tax credit	(18.00)	-	-	(18.00)
Items u/s 43B of the Income Tax Act, 1961	(290.84)	(89.11)	6.43	(373.52)
Unabsorbed Depreciation/ Carried Forward Business Losses	(153.67)	37.20	-	(116.47)
Others	-	2.56	-	2.56
Deferred Tax Liabilities/(Assets)	1,188.13	(200.14)	4.14	992.13

24.3 Deferred Tax Assets and Deferred Tax Liabilities have been offset wherever the Company has a legally enforceable right to sell off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax laibilities relate to income tax levied by the same taxation authority.

(₹ in lakhs)

	As at 31st March 2021	As at 31st March 2020
25 CURRENT BORROWINGS		
Secured		
Working Capital loans from bank repayable on demand	2,114.94	2,388.43
Short Term Loan from Bank	2,200.00	1,200.00
Unsecured		
Short Term Loan from Bank	61.35	362.12
Short Term Loan from Body Corporate repayable on demand	3,475.00	2,225.00
	7,851.29	6,175.54

JKVS & CO Chartered Accountants Kolkata

JOONKTOLLEE TEA & INDUSTRIES LIMITED
CIN No. L01132WB1900PLC000292
Notes to Consolidated Financial Statements as on and for the year ended 31st March, 2021

25.1 Details of Security Given for Loan

a. Working Capital Loan and Short Term Loan from a bank amounting to Rs. 234.85 lacs and Rs. 1,700 lacs is secured by way of exclusive charge on the title deeds of Nilmoni Tea Estate and the Current Assets of the Karnataka Division, both present and future.

b. Working Capital Loan from a Bank of Rs. 562.71 lacs is secured by equitable mortgage immovable properties and current assets of Jamirah Tea Estate and Pullikanam Tea Estate and also by way of hypothecation of current assets of Kerala Division.

c. Working Capital Loan from a Bank of Rs. 1004.96 lacs is secured by equitable mortgage of Joonktollee Tea Estate and hypothecation of current assets of Joonktollee Tea Estate and Nilmoni Tea Estate.

d. Working capital loan from Bank is secured by equitable mortgage of Azizbagh Tea Estate and also by way of hypothecation of standing tea crop, tea in process, finished tea in factory etc. and book debts of the company. The same carries interest @ 8.70% p.a.

e. Secured by second charge by way of mortgage of Azizbagh Tea Estate alongwith standing tea crop, buildings and plant and machinery.The same carries interest @ 12% p.a.

25.2 Refer note no. 41 for information on the carrying amounts of financial and non-financial assets pledged as security for current borrowings.

		(₹ in lakhs)	
		As at 31st March 2021	As at 31st March 2020
26 TRADE PAYABLES			
Trade Payables for goods and services			
Total outstanding dues of micro enterprises and small enterprises		48.66	-
Total outstanding dues of creditor other than micro enterprises and small enterprises		446.70	559.42
		495.36	559.42

		(₹ in lakhs)	
	Refer Note No.	As at 31st March 2021	As at 31st March 2020
27 OTHER CURRENT FINANCIAL LIABILITIES			
Current maturities of Non Current Debt		596.93	699.98
Employee Related Liability		345.27	178.93
Interest accrued but not due on Borrowings		5.77	6.80
Interest accrued and due on Borrowings		133.64	63.66
Unpaid and unclaimed dividends	27.1	11.54	14.52
Security deposit		3.70	3.44
Amount payable for Capital Goods		56.96	65.23
Others		4.62	4.57
		1,158.43	1,037.13

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

		(₹ in lakhs)	
		For the year ended 31st March 2021	For the year ended 31st March 2020
28 REVENUE FROM OPERATIONS			
Sale of Finished Goods		10,533.14	9,053.52
Sale of Green Leaf		48.57	46.32
		10,581.71	9,099.84
Other Operating Revenues			
Sale of Minor Produce / Timber		102.90	87.92
Incentives & Subsidies		-	24.36
Insurance and Other Claims (Net)		1.64	0.41
		104.54	112.69
		10,686.25	9,212.53
Details of Sale of Finished Goods :			
Tea		9,195.82	7,998.87
Rubber		1,015.59	627.34
Coffee		321.73	427.32
		10,533.14	9,053.52
Geographical Sales			
In India		10,581.71	9,099.84
Outside India		-	-
		10,581.71	9,099.84

		(₹ in lakhs)	
		For the year ended 31st March 2021	For the year ended 31st March 2020
29 OTHER INCOME			
Interest income at amortised cost			
On Bank Deposits		0.10	-
From Others		11.33	14.72
Other Non Operating Income			
Rent		3.42	1.06
Excess Liabilities and Unclaimed Balances written back		22.47	11.21
Land Revenue expenses written back		-	25.50
Changes in Fair value of Biological assets		1.82	-
Miscellaneous Income		23.37	39.24
Provision for Doubtful Debts for earlier years written back		-	2.00
		62.51	93.73

JKVS & CO Chartered Accountants Kolkata

JOONKTOLLEE TEA & INDUSTRIES LIMITED
CIN No. L01132WB1900PLC000292
Notes to Consolidated Financial Statements as on and for the year ended 31st March, 2021

(₹ in lakhs)

	For the year ended 31st March 2021	For the year ended 31st March 2020
30 COST OF MATERIALS CONSUMED		
Purchase of Green Leaf	2,586.61	1,661.42
Purchase of Latex	39.79	-
	2,626.40	**1,661.42**

(₹ in lakhs)

	For the year ended 31st March 2021	For the year ended 31st March 2020
31 (INCREASE)/ DECREASE IN INVENTORIES OF FINISHED GOODS,TRADED GOODS AND WORK-IN-PROGRESS		
Inventories at the end of the year		
Tea	1,110.00	251.29
Rubber	231.90	396.14
Coffee	504.99	263.41
Minor Produce	55.19	66.72
	1,902.08	977.56
Inventories at the beginning of the year		
Tea	251.29	571.57
Rubber	396.14	51.15
Coffee	263.41	262.03
Minor Produce	66.72	29.92
	977.56	914.67
Total changes in inventories of finished goods, traded goods and work-in-progress	**(924.52)**	**(62.89)**

(₹ in lakhs)

	For the year ended 31st March 2021	For the year ended 31st March 2020
32 EMPLOYEE BENEFITS EXPENSE		
Salaries & Wages	4,938.67	5,146.01
Contribution to Provident Funds and Others	476.80	505.69
Contribution to Gratuity Fund	217.00	174.63
Contribution to Superannuation Fund	26.62	-
Staff Welfare Expenses	407.62	410.23
	6,066.71	6,236.56
Less: Amount Capitalised	(74.69)	(95.57)
	5,992.02	**6,140.99**

(₹ in lakhs)

	Refer Note No.	For the year ended 31st March 2021	For the year ended 31st March 2020
33 FINANCE COST			
Interest Expenses			
To Banks on Term Loans		123.41	163.76
To Banks On Working Capital Loans		354.67	397.78
To Body Corporates		394.84	90.83
To Other Financial Institutions		0.76	0.87
To Others		64.46	52.02
Other Borrowing Costs			
Other Financial Charges		29.86	27.36
		968.00	732.62
Less: Amount Capitalised	33.1	(6.22)	(7.54)
		961.78	**725.09**

33.1 The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the entity's general borrowings during the year, in this case 11.57% - 11.62% (31 March 2020 – 10.44% - 11.52%).

(₹ in lakhs)

	For the year ended 31st March 2021	For the year ended 31st March 2020
34 DEPRECIATION AND AMORTIZATION EXPENSES		
On Property, Plant and Equipment	691.24	720.09
On Right-of-use Asset	19.59	19.59
On Intangible Assets	15.72	3.51
	726.55	**743.19**

JKVS & CO Chartered Accountants Kolkata

JOONKTOLLEE TEA & INDUSTRIES LIMITED
CIN No. L01132WB1900PLC000292
Notes to Consolidated Financial Statements as on and for the year ended 31st March, 2021

(₹ in lakhs)

	For the year ended 31st March 2021	For the year ended 31st March 2020
35 OTHER EXPENSES		
Manufacturing Expenses		
Stores, Spare Parts & Packing Materials Consumed	121.79	183.01
Power & Fuel	793.50	915.57
Cultivations	668.52	674.83
Repairs to Buildings	100.49	93.05
Repairs to Machinery	102.51	113.04
Repairs to Other Assets	8.83	3.62
	1,795.64	1,983.12
Less: Amount Capitalised	(32.98)	(34.41)
	1,762.66	**1,948.71**
Selling and Administration Expenses		
Freight & Cartage	115.09	85.86
Commission & Brokerage	43.73	53.98
Land Revenue	7.69	7.39
Rates & Taxes	27.98	23.72
Insurance	66.67	61.39
Vehicle Running & Maintenance Expense	145.72	146.75
Charity & Donation	2.00	-
Auditors' Remuneration -		
Statutory Auditors -		
Audit Fees	13.63	13.70
Issue of Certificates	11.30	10.40
Reimbursement of Expenses	-	0.25
Cost Auditors' Remuneration -		
Audit Fees	1.50	1.50
Legal & Professional Fees	46.53	41.83
Advances written off	1.39	0.42
Profit/(Loss) on Sale/discard of Property, Plant and Equipment	83.47	10.40
Provision for doubtful advances	20.47	-
Changes in Fair value of Biological assets	-	67.79
Travelling Expenses	5.15	22.09
Director Sitting Fees	4.90	2.90
Other Miscellaneous Expenses	162.86	155.05
	760.08	**705.42**
	2,522.74	**2,654.13**

(₹ in lakhs)

	For the year ended 31st March 2021	For the year ended 31st March 2020
36 TAX EXPENSE		
Current Tax	-	-
Income Tax for Earlier Years	-	-
Deferred Tax	(200.14)	(130.53)
	(200.14)	**(130.53)**

36.1 Reconciliation of estimated income tax expense at Indian statutory income tax rate to income tax expense reported in statement of Profit & Loss

(₹ in lakhs)

	For the year ended 31st March 2021	For the year ended 31st March 2020
Profit from before income tax expense	(1,156.21)	(2,558.24)
Indian Statutory Income Tax rate*	0.26	0.26
Estimated Income Tax Expense	(300.61)	(665.14)
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense		
Exempt Income	(111.86)	(120.04)
Non Deductible expenses under Income tax Act	-	-
Adjustments due to change in tax rates	-	0.08
Deferred Tax on Tax holiday reverse	66.10	-
Unrecognized tax credit on losses	(78.04)	(417.02)
Others	23.33	2.37
	(100.47)	(534.61)
Income tax expense in Statement of Profit & Loss	**(200.14)**	**(130.53)**

* Applicable Income Tax rate for Financial Year 2020-2021 & 2019-2020 is 26 % & 26 % respectively except CY Pranav Infradev Co.Pvt.Ltd is 22.00% .

(₹ in lakhs)

	For the year ended 31st March 2021	For the year ended 31st March 2020
37 OTHER COMPREHENSIVE INCOME		
Items that will not be reclassified to profit or loss		
Remeasurement of the defined benefit plans	44.55	(271.60)
Remeasurement of Financial Instruments	(28.64)	33.56
Less: Tax expense on defined benefit obligation	6.43	(70.63)
Less: Tax expense on Financial Instruments	(2.29)	3.36
	11.77	**(170.77)**

38 Earning per Shares		
Nominal Value of Equity Shares (Rs.)	10	10
Profit attributed to the Equity shareholders of the Company	(956.07)	(2,427.71)
Weighted average number of equity shares	41.42	41.42
Basis and diluted earning per shares (Rs.)	(23.08)	(58.61)

There are no dilutive equity shares in the Company

JKVS & CO Chartered Accountants Kolkata

JOONKTOLLEE TEA & INDUSTRIES LIMITED
CIN No. L01132WB1900PLC000292
Notes to Consolidated Financial Statements as on and for the year ended 31st March, 2021

(₹ in lakhs)

40 Contingent Liabilities, Contingent Assets & Commitment to the extent not provided for:

40.1 Contingent Liabilities

Sl. No.	Particulars	As at 31st March 2021	As at 31st March 2020
A	Claims/Disputes/Demands not acknowledged as debts -		
i.	Income Tax under appeal **[Note 1]**	273.69	273.69
ii.	Karnataka Agriculture Income Tax under Appeal (Advance paid CY Rs. 16.16 lacs,PY Rs.16.16 lacs)	28.45	28.45
iii.	Claims of Creditors & workers	31.37	28.54
iv.	Seigniorage Charges (KERALA Forest Dept.)	177.02	177.02
v.	Provident Fund Damages	51.80	51.80
vi.	Lease Rent **[Note 2]**	158.91	144.86
vii.	Other claims not acknowledged as debts	84.37	84.37
viii	Plantation Tax	33.49	29.44

Note 1 Rs. 208.71 Lacs (2020: Rs. 191.13 lacs) paid under protest / adjusted for appeal.

Note 2 The Government of Kerala has increased the Lease Rent payable in respect of Chemoni and Pudukad Estates from Rs. 2/- per Acre to Rs. 1300/- per Hectare with effect from 25th November, 2009. The Company filed Writ Petition before the Hon'ble Court of Kerala challenging the increase and the case is subjudice.

In respect of above matters, future cash outflows in respect of contingent liabilities are determinable only on receipt of judgements pending at various forums/ authorities.

40.2 **Commitments**

Sl. No.	Particulars	As at 31st March 2021	As at 31st March 2020
I.	Estimated amount of contracts remaining to be executed on Capital Account (net of advances)	113.16	53.42

41 **Assets pledged as security**

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

Particulars	As at 31st March 2021	As at 31st March 2020
Current		
Financial assets	340.73	345.44
Trade Receivables	153.74	182.40
Cash and cash equivalents	23.36	26.05
Other Current Assets	163.63	136.99
Non-financial assets	2,383.97	1,343.76
Inventories	2,383.97	1,343.76
Total current assets pledged as security	2,724.70	1,689.20
Non-current		
Land and Development	7,832.05	7,989.03
Freehold buildings	1,237.49	1,280.27
Plant and Machinery	479.25	2,010.47
Vehicle	128.59	49.23
Furniture and Fittings	10.01	13.11
Office Equipments	2.60	4.30
Total non-currents assets pledged as security	9,689.99	11,346.41
Total assets pledged as security	12,414.69	13,035.61

42 **Disclosure as required under the Micro, Small and Medium Enterprises Development Act, 2006, to the extent ascertained, and as per notification number GSR 679 (E) dated 4th September, 2015**

Sl. No.	Particulars	As at 31st March 2021	As at 31st March 2020
i	The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each financial year.	48.66	-
ii	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
iii	The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
iv	The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
v	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

43 **Operating Leases**

Operating Lease as lessee

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

43.1 Movement in Lease Liabilities during the year ended 31st March 2021

Particulars	As at 31st March 2021	As at 31st March 2020
Balance at the beginning	46.16	-
Classified on account of adoption of IND AS 116	-	58.60
Interest Cost accrued during the period	4.19	5.56
Deletions	-	-
Payment of lease liabilites	(18.00)	(18.00)
Balance at the end	**32.35**	**46.16**

The total 24 monthly instalments of Rs. 1,50,000 is payable upto 31st March 2023. The weighted average incremental borrowing rate applied to lease liabilities as at 1st April, 2020 is 11%.

JKVS & CO Chartered Accountants

43.2 Current & Non-Current lease liabilities as at 31st March 2021

Particulars	As at 31st March 2021	As at 31st March 2020
Current Lease Liabilities	15.33	18.00
Non- Current Lease Liabilities	17.02	28.16
Total	**32.35**	**46.16**

43.3 The changes in the carrying value of ROU assets for the year ended March 31, 2021 are as follows:

Particulars	ROU Assets (Office Premises) as at 31st March,2021	ROU Assets (Office Premises) as at 31st March,2020
Balance as at April 1, 2020	58.78	-
Classified on account of adoption of IND AS 116		78.37
Additions	-	-
Deletion	-	-
Amortization cost accrued during the year	(19.59)	(19.59)
Balance as at March 31, 2021	**39.19**	**58.78**

44 Disclosure pursuant to Indian Accounting Standard - 19 'Employee Benefits'.

44.1 Defined Contribution Plan:

The Group makes contribution towards provident fund and superannuation fund to a defined contribution retirement plan for qualifying employees. The Provident fund plan is operated by statutory authorities. Under the said scheme the company is required to contribute a specific percentage of pay roll costs in respect of eligible employees to the retirement benefit scheme to fund the benefits.

The Parent Company operates a superannuation scheme for certain employees and contributions by the Parent Company under the scheme, is charged against revenue every year

The amount recognized as an expense for the Defined Contribution Plans are as under:

Sl. No.	Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
a	Provident Fund	466.70	501.85
b	Superannuation Fund	26.62	-

44.2 Defined Benefit Plan:

The following are the types of defined benefit plans

44.2.1 Gratuity Plan

The Group makes annual contribution of gratuity to gratuity funds duly constituted and administered by independent trustees and funded with Birla Sun Life Insurance Company Limited/ independent trust and Life Insurance Corporation for the qualifying employees. The scheme provides for a lump sum payment to vested employees upon retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of 5 years of continuous service.
The present value of defined obligation and related current cost are measured using the projected unit credit method with actuarial valuation being carried out at each balance sheet date.

44.2.2 Leave

The employees of the Company are also eligible for encashment of leave upon retirement up to 30 days for each year (maximum 120 days). The benefit obligation related to leave liability are funded with Life Insurance Corporation of India.

44.2.3 Risk Exposure

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

Interest rate risk	The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation with tend to increase.
Salary Inflation risk	Higher than expected increases in salary will increase the defined benefit obligation.
Demographic risk	This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compare to long service employee.

44.2.4 Reconciliation of the net defined benefit (asset)/ liability

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset)/ liability and its components:

(₹ in lakhs)

Particulars	Gratuity	
	2020-21	2019-20
Net defined benefit asset/(liability) at the beginning of the year	(1,019.70)	(586.97)
Service Cost	(149.83)	(131.11)
Net interest on net defined benefit (liability)/asset	(67.17)	(43.52)
Amount recognised in OCI	44.55	(271.60)
Employer contributions	34.30	13.50
Net defined benefit asset/(liability) at the end of the year	(1,157.85)	(1,019.70)

44.2.5 Reconciliation of Defined Benefit Obligations

The following table shows a reconciliation to defined benefits obligations:

(₹ in lakhs)

Particulars	Gratuity	
	2020-21	2019-20
Defined Benefit Obligation at the beginning of the year	2,382.38	2,127.56
Current Service Cost	149.83	131.11
Interest Cost on the defined benefit obligation	153.78	151.92
Actuarial (gain)/loss-experience	95.49	27.72
Actuarial (gain)/loss-financial assumptions	21.60	147.98
Benefits paid from plan assets	(174.42)	(203.91)
Defined Benefit Obligation at the end of the year	2,628.66	2,382.38

JKVS & CO Chartered Accountants Kolkata

44.2.6 Reconciliation of the Plan Assets

The following table shows a reconciliation from the opening balances to the closing balances for the Plan Assets and its components:

(₹ in lakhs)

Particulars	Gratuity	
	2020-21	2019-20
Fair Value of Plan Assets at the beginning of the year	1,362.69	1,540.60
Interest Income on Plan Assets	86.61	108.40
Return on plan assets greater/ (lesser) than discount rate	161.64	(95.90)
Employer Contributions	34.30	13.50
Benefits Paid	(174.42)	(203.91)
Fair Value of Plan Assets at the end of the year	1,470.82	1,362.69

44.2.7 Expenses recognized in profit or loss

(₹ in lakhs)

Particulars	Gratuity	
	2020-21	2019-20
Current Service Cost	149.83	131.11
Interest Cost	153.78	151.92
Interest Income on Plan Assets	(86.61)	(108.40)
	217.00	174.63

44.2.8 Remeasuremets recognzied in other comprehensive income

(₹ in lakhs)

Particulars	Gratuity	
	2020-21	2019-20
Actuarial (gain)/ Loss on defined benefit obligation	117.09	175.70
Return on plan assets greater/ (lesser) than discount rate	(161.64)	95.90
	(44.55)	271.60

44.2.9 Major Categories of Plan Assets

The Gratuity Scheme is invested in a Group Unit Linked Gratuity Plan managed by Birla Sun Life Insurance Company Limited / the Independent Administered Gratuity Fund and Life Insurance Corporation. The information on the allocations of fund managed by Birla Sun Life Insurance Company Limited and Life Insurance Corporation into major assets classes and expected return on each major classes are not readily available. In case of company's administered trust, 100% allocation of fund has been made towards government securities. The expected rate of return on plan assets is based on the assumed rate of return provided by Company's actuary.

44.2.10 Actuarial Assumptions

Particulars	Gratuity	
	2020-21	2019-20
Financial Assumptions		
Discount Rate	6.60	6.70
Salary Escalation Rate - Management	8.00	8.00
Salary Escalation Rate- Non- Management	6.00	6.00
Demographic Assumptions		
Mortality Rate	Indian Assured Lives Mortality (2006-08) Ult	Indian Assured Lives Mortality (2006-08) Ult
Withdrawal Rate	Age from 20-40 : 2.00% Age from 40-60 : 1.00%	Age from 20-40 : 2.00% Age from 40-60 : 1.00%

44.2.11 The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

44.2.12 At 31st March 2021, the weighted average duration of the defined benefit obligation was 9 years (previous year 9). The distribution of the timing of benefits payment i.e., the maturity analysis of the benefit payments is as follows:

(₹ in lakhs)

Expected benefits payment for the year ending on	2020-21	2019-20
	Gratuity	Gratuity
Within 1 year	240.20	240.03
1-2 Year	188.77	145.36
2-3 Year	199.52	193.34
3-4 Year	240.17	199.29
4-5 Year	256.03	238.40
5-9 Year	1,528.53	1,396.32

44.2.13 The Group expects to contribute ₹ Nil (previous year ₹ 34.30 lacs) to its gratuity fund in 2021-22

44.2.14 Sensitivity Analysis

The sensitivity analyses below have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occuring at the end of the reporting period. Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

(₹ in lakhs)

Particulars	Gratuity	
	2020-21	2019-20
Effect on DBO due to 1% increase in Discount Rate	(202.52)	(182.41)
Effect on DBO due to 1% decrease in Discount Rate	234.86	211.25
Effect on DBO due to 1% increase in Salary Escalation Rate	233.51	210.21
Effect on DBO due to 1% decrease in Salary Escalation Rate	(205.09)	(184.87)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

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

45.1

Particulars	2020-21	2019-20
Gross Amount Required to be spent by the company during the year	-	-
Provision made in relation to CSR expenditure	-	-

45.2

Particulars	2020-21		2019-20	
	In Cash	Yet to be paid in cash	In Cash	Yet to be paid in cash
Amount spent during the year on:				
Construction/ Acquisition of any asset	-	-	-	-
On purpose other above	-	-	-	-
Unspent Amount	-			-

JKVS & CO Chartered Accountants

46 Related Party Disclosures

46.1 Name of the related parties and description of relationship

A Key Management Personnel

- Hemant Bangur- Chairman
- Pushpa Devi Bangur- Non Executive Director
- Manoj Kumar Daga-Independent Director
- Navratan Bhairuratan Damani-Non Executive Director (from 26.08.2020)
- Jay Kumar Surana-Independent Director
- Komal Bhotika-Independent Deirector (from 26.08.2020)
- Mukundan Raman - Chief Operating Officer (w.e.f. 01.11.2018)
- Sayansiddha Das - Chief Financial Officer
- Sharad Bagree - Company Secretary

B Enterprises/Individual having control over the Company

- Credwyn Holdings (I) Private Limited (CHPL)
- The Oriental Company Limited (TOCL)
- Madhav Trading Corporation Limited (MTCL)
- Wind Power Vinimay Private Limited (WPVPL)
- PDGD Investment & Trading Private Limited
- Mugneeram Bangur & Company LLP (MB)
- The Cambay Investment Corporation Limited (TCICL)

C Post Employement Benefit Plan

- Bangur Superannuation Fund
- Joonktollee Tea & Industries Limited Gratuity Fund

46.2 Summary of transactions with the related parties

Particulats	Associate of the Company	Entities over which Key Management Personnels are able to exercise control/joint control	Key Management Personnel	Post Employement Benefit Plan
Loan/ Advances Given(Net)	-	-	-	-
Previous Year	-	-	14.10	-
Loan/ Advances Refunded	-	50.00	4.30	-
Previous Year	-	-	1.20	-
Loan Received	-	340.00	-	-
Previous Year	-	1,325.00	-	-
Interest Income/ (Paid)	-	(181.82)	-	-
Previous Year	-	(53.38)		
Rent Paid	-	18.00	-	-
Previous Year	-	18.00	-	-
Sitting Fees	-	-	4.30	-
Previous Year		-	2.20	
Remuneration	-	-	89.97	-
Previous Year			86.27	-
Contribution towards post employement benefit plan	-	-	-	26.62
Previous Year	-	-	-	-

46.3 Summary of Closing Balance Outstanding with the related parties

Particulars	Associate of the Company	Enterprises/Individual having control over the Company	Key Management Personnel	Post Employement Benefit Plan
Security Deposit Receivable				
2021	-	75.00	-	-
2020	-	75.00	-	-
Loan/ Advances Outstanding				
2021	-	1,615.00	12.10	-
2020	-	1,325.00	16.40	-

46.4 Key Management Personnel compensation

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Short-term employee benefits	89.97	86.27
*Post-employment benefits	-	-
*Long-term employee benefits	-	-
Sitting Fees	4.30	2.20
Total compensation	**94.27**	**88.47**

* Post-employment benefits and other long-term benefits is being disclosed based on actual payment made on retirement/resignation of services, but does not includes provision made on actuarial basis as the same is available for all the employees together.

46.5 Major terms and conditions of transactions with related parties

Transactions with related parties are carried out in the normal course of business and are made on terms equivalent to those that prevail in arm's length transactions.

Loans to related parties which are generally for a period of one to three years. Interest rates range from 11% to 12%. All loans to related parties are unsecured.

JKVS & CO Chartered Accountants Kolkata

47 Segment Reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Based on the management approach as defined in Ind AS 108, the Chief Operating Decision Maker evaluates the Company's performance based on only three segment i.e. Tea, Coffee and Rubber which have been identified taking into account the organizational structure as well as the differing risks and returns of these segments. The segment wise revenue, assets and liabilities relate to the respective amounts directly identifiable with each other of the segments. There is no inter-segment revenue. The company does not have any secondary/geographical segments.

(₹ in lakhs)

Particulars	2020-21	2019-20
Segment Revenue		
Tea	**9,246.04**	8,075.45
Coffee	**331.41**	447.41
Rubber	**1,015.58**	627.34
Others	**93.22**	62.33
Total	**10,686.25**	9,212.53
Segment Results		
Tea	**165.16**	(1,269.63)
Coffee	**(47.80)**	(93.88)
Rubber	**(273.97)**	(308.88)
Others	**51.95**	62.65
Total	**(104.66)**	(1,609.74)
Interest Expenses	**961.78**	725.09
Interest Income	**11.42**	14.72
Other Unallocated Income (net of Unallocated Expenses)	**(101.19)**	(238.13)
Total Profit before Tax	**(1,156.21)**	(2,558.24)
Less : Income Taxes	**(200.14)**	(130.53)
Total Profit/(Loss) after Tax	**(956.07)**	(2,427.71)

Particulars	31-03-2021		31-03-2020	
Segment Assets & Segment Liabilities	**Assets**	**Liabilities**	**Assets**	**Liabilities**
Tea	**13,990.53**	**2,031.14**	13,046.72	2,086.40
Coffee	**3,986.91**	**45.89**	3,771.88	47.36
Rubber	**1,889.66**	**317.23**	2,103.07	320.16
Others	**55.19**	**-**	66.72	-
Unallocable	**3,581.60**	**1,302.10**	3,604.02	1,210.03
Total	**23,503.89**	**3,696.36**	22,592.41	3,663.95
Capital Expenditure & Depreciation/ Amortisation	**Capital Expenditure**	**Depreciation/ Amortisation**	**Capital Expenditure**	**Depreciation/ Amortisation**
Tea	**557.90**	**521.97**	537.34	542.89
Coffee	**7.92**	**43.71**	30.29	44.61
Rubber	**39.49**	**111.70**	1.53	123.92
Unallocable	**8.05**	**49.17**	77.21	31.77
Total	**613.36**	**726.55**	646.37	743.19

No customer individually accounted for more than 10% of the revenues from external customers during the years.

48 Fair Value Measurement

Categories of Financial Assets & Financial Liabilities as at 31st March 2021 and 31st March 2020

Particulars	31st March 2021			31st March 2020		
	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost
Financial Assets						
Investment						
- Equity Instruments	-	85.63	-	-	114.27	-
Trade Receivables	-	-	153.75	-	-	182.40
Cash and Cash Equivalents	-	-	35.27	-	-	43.00
Bank Balance other than above	-	-	12.19	-	-	15.10
Loans to Employees	-	-	105.31	-	-	75.31
Loans to Companies/ Firm	-	-	-	-	-	-
Security Deposits	-	-	202.43	-	-	198.71
Other Financial Assets	-	-	9.17	-	-	8.41
Total Financial Assets	**-**	**85.63**	**518.12**	**-**	**114.27**	**522.93**
Financial Liabilities						
Borrowings	-	-	8,722.53	-	-	6,796.11
Trade Payables	-	-	495.36	-	-	559.42
Other Financial Libilities	-	-	1,158.43	-	-	1,037.13
Lease Liability	-	-	32.35	-	-	46.16
Total Financial Liabilities	**-**	**-**	**10,408.67**	**-**	**-**	**8,438.82**

49 Fair Values of Financial Assets and Financial Liabilities measured at Amortised Cost

49.1 The management assessed that the fair values of cash and cash equivalents, trade receivables, trade payables, short term borrowings, and other financial liabilities approximates their carrying amounts largely due to the short-term maturities of these instruments.

49.2 The management considers that the carrying amounts of Financial assets and Financial liabilities recognised at nominal cost/amortised cost in the Financial statements approximate their fair values.

49.3 Non current borrowings has been contracted at floating rates of interest, which are reset at short intervals. Fair value of floating interest rate borrowings approximates their carrying value subject to adjustments made for transaction cost.



50 Fair Value Hierarchy

50.1 Financial Instrument

The following are the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair value are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels of fair value measurement as prescribed under the Ind AS 113 "Fair Value Measurement". An explanation of each level follows underneath the tables.

Assets and Liabilities measured at Fair Value - recurring fair value measurements

As at 31st March 2021 and 31st March 2020

Particulars	31st March 2021			31st March 2020		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets						
Investment						
- Equity Instruments	85.63	-	-	114.27	-	-
Total Financial Assets	**85.63**	-	-	**114.27**	-	-

50.2 Biological assets other than bearer plants

This section explains the judgements and estimates made in determining the fair values of the biological assets other than bearer plants that are recognised and measured at fair value in the financial statements. The Group uses a Valuation technique that is appropriate in the circumstances and for which sufficient data are available to measure the fair value, maximising the use of relevant observable inputs.

Biological Assets measured at Fair Value less cost to sell

As at 31st March 2021 and 31st March 2020

Particulars	31st March 2021			31st March 2020		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Non Financial Assets						
Biological Assets other than Bearer Plant						
- Unharvested Tea Leaf & Other Minor Produce	-	34.75	-	-	6.64	-
- Timber Plantations	-	3,209.31	-	-	3,235.60	-
Total Non Financial Assets	-	**3,244.06**	-	-	**3,242.24**	-

50.2.1 Valuation Technique

Unharvested Tea Leaf: Fair value is being arrived at based on the observable market prices of made tea adjusted for manufacturing costs. The same is applied on quantity of the tea leaves unharvested using plucking averages of various estates.

Timber Plantation: Fair value is being arrived at based on the observable market prices of timber.

50.3 There were no transfers between level 1, level 2 and level 3.

50.4 Explanation to the fair value hierarchy

The Group measures Financial instruments, such as, equity investments and non financial instruments, such as, unharvested tea leaf and timber plantation, at fair value at each reporting date. 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. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The valuation of equity instruments are based on level 1 inputs and valuation of unharvested tea leaf and timber plantation are based on level 2 inputs as per the hierarchy mentioned in the Accounting Policies.

51 Financial Risk Management

Financial management of the Group has been receiving attention of the top management of the Group. The management considers finance as the lifeline of the business and therefore, financial management is carried out meticulously on the basis of detailed management information systems and reports at periodical intervals extending from daily reports to long-term plans. Importance is laid on liquidity and working capital management with a view to reduce over-dependence on borrowings and reduction in interest cost.

51.1 Credit Risk

Credit risk is the risk that counterparty will not meet its obligations leading to financial loss. The Group has an established credit policy and a credit review mechanism. Credit exposure is undertaken only with large reputed business houses and with no history of default against payments. Based on the business model, macro economic enviroment of the business and past trends, the management has determined nil percentage for any class of financial asset under expected credit loss.

51.2 Liquidity Risk

The Group determines its liquidity requirement in the short, medium and long term. This is done by drawings up cash forecast for short term and long term needs.

The Group manage its liquidity risk in a manner so as to meet its normal financial obligations without any significant delay or stress. Such risk is managed through ensuring operational cash flow while at the same time maintaining adequate cash and cash equivalent position. The management has arranged for diversified funding sources and adopted a policy of managing assets with liquidity monitoring future cash flow and liquidity on a regular basis. Surplus funds not immediately required are invested in certain mutual funds and fixed deposit which provide flexibility to liquidate. Besides, it generally has certain undrawn credit facilities which can be assessed as and when required; such credit facilities are reviewed at regular basis.

51.2.1 Maturity Analysis for financial liabilities

a The following are the remaining contractual maturities of financial liabilities as at 31st March 2021

Particulars	On Demand	Less than 6 months	6 months to 1 year	More than 1 year	Total
Borrowings					
Term loan from banks	-	304.25	288.45	864.47	**1,457.17**
Term loan from Financial Institution	-	2.05	2.18	6.77	**11.00**
Working Capital loans repayable on demand	2,114.94	-	-	-	**2,114.94**
Short term loan	3,475.00	2,261.35	-	-	**5,736.35**
Trade payables	-	495.36	-	-	**495.36**
Other financial liabilities	15.25	546.26	-	-	**561.51**
Lease Liabilities		7.47	7.86	17.02	**32.35**
Total	**5,605.19**	**3,616.74**	**298.49**	**888.26**	**10,408.68**

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b The following are the remaining contractual maturities of financial liabilities as at 31st March 2020

Particulars	On Demand	Less than 6 months	6 months to 1 year	More than 1 year	Total
Borrowings					
Term loan from banks	-	393.48	300.00	600.00	**1,293.48**
Term loan from Financial Institution	-	3.16	3.35	20.56	**27.07**
Working Capital loans repayable on demand	2,388.44	-	-	-	**2,388.44**
Short term loan	2,787.11	1,000.00	-	-	**3,787.11**
Trade payables	-	559.42	-	-	**559.42**
Other financial liabilities	70.46	266.69	-	-	**337.15**
Lease Liabilities		6.73	7.09	32.35	**46.17**
Total	**5,246.01**	**2,229.49**	**310.44**	**652.91**	**8,438.84**

c The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements (if any). The interest payments on variable interest rate loans in the tables above reflect market forward interest rates at the respective reporting dates and these amounts may change as market interest rates change. Except for these financial liabilities, it is not expected that cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts. When the amount payable is not fixed, the amount disclosed has been determined with reference to conditions existing at the reporting date.

51.3 Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Group business primarily agricultural in nature, exposes it to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of adverse weather conditions and lack of future markets. The Company closely monitors the changes in market conditions and select the sales strategies to mitigate its exposure to risk.Market risk comprises two type of risks: Interest Rate Risk, Commodity Risk and Foreign Currency Risk.

51.3.1 Commodity Risk

Cultivation of tea being an agricultural activity, there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions, logistic problems inherent to remote areas, and fluctuation of selling price of finished goods viz. tea, coffee and rubber due to increase in supply/availability.
The Parent manages the above financial risks in the following manner:
i) Sufficient inventory levels of chemicals, fertilisers and other inputs are maintained so that timely corrective action can be taken in case of adverse weather conditions.
ii) Slightly higher level of consumable stores viz. packing materials, coal and HSD are maintained in order to mitigate financial risk arising from logistics problems.
iii) Sufficient working-capital-facility is obtained from banks in such a way that cultivation, manufacture and sale of tea is not adversely affected even in times of adverse conditions.

51.3.2 Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market rates. The Parent exposure to the risk of changes in market interest rate relates primarily to Parent borrowing with floating interest rates. The Parent do not have any significant interest rate risk on its current borrowing due to their short tenure. The Parent is also exposed to interest rate risk on surplus funds parked in loans. To manage such risks, such loans are granted for short durations with fixed interest rate in line with the expected business requirements for such funds.

a Exposure to interest rate risk

Particulars	31st March 2021	31st March 2020
Borrowings at floating rate	5,000.29	3,888.42
Borrowings at fixed rate	4,319.17	3,607.64
	9,319.46	7,496.06

b Sensitivity Analysis

Profit or loss is sensitive to higher/ lower interest expense from borrowings as a result of changes in interest rates. This analysis assumes that all other variables, in particular exchange rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars	31st March 2021			31st March 2020		
	Sensitivity Analysis	Impact on		Sensitivity Analysis	Impact on	
		Profit before tax	Other Equity		Profit before tax	Other Equity
Interest Rate Increase by	0.50%	(21.60)	(15.98)	0.50%	(18.04)	(13.35)
Interest Rate Decrease by	0.50%	21.60	15.98	0.50%	18.04	13.35

51.3.3 Foreign Currency Risk

The Group has no exposure to foreign currency during the financial year. There were no foreign exchange derivative contracts dealt by the Group.

52 Capital Management

The Group objective to manage its capital is to ensure continuity of business while at the same time provide reasonable returns to its various stakeholders but keep associated costs under control. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Sourcing of capital is done through judicious combination of equity/internal accruals and borrowings, both short term and long term. Net debt (total borrowings less investments and cash and cash equivalents) to equity ratio is used to monitor capital.

Particulars	31st March 2021	31st March 2020
Net Debt	9,319.46	7,496.09
Total Equity	10,488.07	11,432.37
Net Debt to Equity Ratio	0.89	0.66

53 Information pursuant to Regulation 34(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015.
Loan to associate company are as under :

Particulars	Balance Outstanding		Maximum Outstanding	
	As at	As at	For the year ended	
	31st March 2021	31st March 2020	31st March 2021	31st March 2020
NIL	-	-	-	-

Note: The loan was given for the general business purpose of the associate.

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54 The Company's entitlement of Rs. 175.60 lacs (2020: Rs. 175.60 lacs) under section 80-IC of the Income Tax Act, 1961 in respect of income generated from facilities situated in North East states is pending before Hon'ble High Court since assessment year 2004-05 to 2013-14. The management of the Company does not foresee any additional liability of the income tax at this point.

55 Transfer of certain assets/liabilities from/to transferor companies/demerged units under the scheme of arrangement/amalgamations carried out in earlier years are still in the process of completion.

56 Trade Receivables, Loans, Other Financial Assets and Other Assets include certain overdue and unconfirmed balances. However, in the opinion of the management, these current assets would, in the ordinary course of business, realize the value stated in the accounts.

57 Miscellaneous Expenditure includes revenue expenditure on research and development Rs. 8.36 lacs (2020: Rs. 10.03 lacs) incurred towards subscription to Tea Research Association.

58 Additional Information, as required under Schedule III to the Companies Act 2013 of enterprises consolidated as Subsidiary / Associates :

Name of Enterprise	Net Assets,i.e.total assets minus total liabilities			
	As at 31st March 2021		As at 31st March 2020	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
Parent				
Joonktollee Tea & Industries Limited	105.74%	11,090.16	105.93%	12,110.60
Subsidiaries - Indian				
1. Pranav Infradev Co.Pvt.Ltd	19.00%	1,993.03	17.41%	1,990.40
2. Keshava Plantations Pvt.Ltd	13.50%	1,416.35	11.75%	1,342.85
Sub Total	138.25%	14,499.54	135.09%	15,443.85
Inter Company elimination and consolidation adjustment	-38.25%	(4,011.47)	-35.09%	(4,011.47)
Total	100.00%	10,488.07	100.00%	11,432.38

Name of Enterprise	Nature of Business	Place of Business	Share in Profit & Loss			
			As at 31st March 2021		As at 31st March 2020	
			As % of consolidated profit & loss	Amount	As % of consolidated profit & loss	Amount
Parent						
Joonktollee Tea & Industries Limited	Cultivation & Manufacturing of Tea,Coffee & Rubber	India	108.06%	(1,020.44)	94.46%	(2,454.58)
Subsidiaries - Indian						
1. Pranav Infradev Co.Pvt.Ltd	Real Estate	India	-0.28%	2.64	0.12%	(3.10)
2. Keshava Plantations Pvt.Ltd	Cultivation & Manufacturing of Tea	India	-7.78%	73.50	5.42%	(140.80)
Associate (Investment as per equity method)						
The Cochin Malabar Estates And Industries Limited (24.68%)	Rubber	India	-	-	-	-
Sub Total			100.00%	(944.30)	100.00%	(2,598.48)
Inter Company elimination and consolidation adjustment			-	-		-
Total			100.00%	(944.30)	100.00%	(2,598.48)

59 The Govt.of Assam vide notification dated 5th June,2021, has announced a provisional increase of Rs.38/- per day on the basic wages with retrospective effect from 22nd February,2021, pending finalisation of minimum wages including interim measure as per provisions laid down under the Minimum Wages Act,1948. Necessary provision for increase in wages as per the above notification has been made in accounts for the financial year ended 31st March,2021.

60 On the basis of notification dated 6th November, 2020 by Govt. of Assam providing 3 year tax holiday on Agricultural Income Tax, no provision on Agricultural Income Tax has been created for the year ended 31st March, 2021. Further, existing provision of deferred tax in respect of tax holiday period has been reversed.

61 BSE Limited has approved the 'Draft Letter of Offer' for issue of Equity Shares of the Group on rights basis having face value of Rs. 10/- each to the eligible equity shareholders of the Group of an issue size upto Rs. 24.90 crores. Final letter of offer shall be sent to the eligible shareholders in due course of time.

62 The Taxation Law (Amendments) Ordinance 2019 ('the Ordinance'), provides an option to domestic companies to pay income-tax at a lower rate of 22% (plus applicable surcharge and cess) instead of the normal rate of 25% (plus applicable surcharge and cess) depending on the conditions specified in this behalf under section 115 BAA of the Income Tax Act, 1961. A domestic

63 The Company's management believes that it has taken into consideration all the possible impact of known events till the date of approval of its financial statements arising from COVID-19 pandemic in the preparation of the financial results. Management is of the view that considering the nature of its business operations, existing customer and supplier relationships and its market position, impact on its business operation, if any, arising from COVID-19 pandemic is not expected to be significant in relation to financial statements prepared. The actual outcome of these assumptions and estimates may vary in future due to impact of pandemic.



64 Previous year figures have been regrouped / rearranged wherever necessary, to confirm to the current period's classification.

As per our report of even date annexed.

For and on behalf of
J K V S & CO
Chartered Accountants
Firm Registration No. 318086E

Utsav Saraf
(Partner)
Membership No. 306932
Kolkata
Dated: 11th June,2021

JKVS & CO Chartered Accountants Kolkata

For and on behalf of Board of Directors

Hemant Bangur
Chairman
(DIN 00040903)

Manoj Kumar Daga
Director
(DIN 00123386)

Sayansiddha Das
Chief Financial Officer

Sharad Bagree
Manager(Finance) & Company Secretary

J K V S & CO
Chartered Accountants
5-A, Nandalal Jew Road, Kolkata-700026 (India) Phone: +91 33 2476 5068 • E-mail: kolkata@jkvs.in

Independent Auditor's Review Report on the Quarterly Unaudited Consolidated Financial Results of Joonktollee Tea & Industries Limited pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

Review Report to,
The Board of Directors,
Joonktollee Tea & Industries Limited

1. We have reviewed the accompanying unaudited consolidated financial results of M/s. Joonktollee Tea & Industries Limited ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and total comprehensive income for the quarter and six months ended September 30, 2021 ("the Statement") attached herewith being submitted by the Holding Company pursuant to the requirement of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("the Regulation").

2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors in their meeting held on November 11, 2021, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under section 133, of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity," issued by Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the financial results of the following entities :

Name of the Entity	Relationship
Keshava Plantations Private Limited	Subsidiary
Pranav Infradev Co Pvt. Ltd.	Subsidiary
The Cochin Malabar Estates and Industries Ltd	Associate

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the management reviewed financial results of one subsidiary referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the applicable Indian Accounting Standards as prescribed under Section 133 of the Companies Act, 2013, as amended read with relevant rules issued there under and other recognized accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Regulation, read with the Circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.



6. Other Matters:

The consolidated unaudited financial results includes the interim financial results of one ("1") subsidiaries which have not been reviewed by their auditors, whose interim financial results reflect total revenue of Rs. 9.31 Lakhs, total net loss of Rs. 0.18 lakhs and total comprehensive loss of Rs. 0.18 lakhs for the six months ended 30th September 2021, as considered in the consolidated unaudited financial results. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.
Our conclusion on the Statement is not modified in respect of the above matter.

FOR
J K V S & Co.
Chartered Accountants
Firm Registration No.318086E

JKVS & CO Chartered Accountants Kolkata

Utsav Saraf

Utsav Saraf
Partner
Membership No. 306932
UDIN:21306932AAAACS7479

Place: Kolkata
Date:11th November,2021

JOONKTOLLEE TEA & INDUSTRIES LTD.

CIN NO. : L01132WB1900PLC000292

(₹ in Lakhs)

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30/09/2021

Sl. No.	Particulars	Quarter Ended			Half Year Ended		Year ended
		30.09.2021	30.06.2021	30.09.2020	30.09.2021	30.09.2020	31.03.2021
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	**Income**						
	(a) Revenue from Operations	4730.03	2651.91	4864.96	7381.94	6312.28	10686.25
	(b) Other Income	(29.41)	62.90	20.55	33.49	71.39	62.51
	Total Income	**4700.62**	**2714.81**	**4885.51**	**7415.43**	**6383.67**	**10748.76**
2	**Expenses**						
	(a) Cost of materials consumed	780.27	700.62	1552.43	1480.89	2004.59	2626.40
	(b) Purchase of Traded Goods	-	-	-	-	-	-
	(c) Changes in inventories of finished goods, work in progress and stock-in-trade	677.87	(160.00)	(271.98)	517.87	(1018.29)	(924.52)
	(d) Employee benefits expense	1841.36	1563.81	1688.05	3405.17	2982.74	5992.02
	(e) Finance Costs	298.70	267.04	254.92	565.74	477.65	961.78
	(f) Depreciation and amortisation expense	197.50	190.65	177.11	388.15	355.41	726.55
	(g) Other expenses	756.10	731.44	743.47	1487.54	1270.14	2522.74
	Total expenses	**4551.80**	**3293.56**	**4144.00**	**7845.36**	**6072.24**	**11904.97**
3	**Profit/(Loss) before share of profit/(loss) in associate (1-2)**	**148.82**	**(578.75)**	**741.51**	**(429.93)**	**311.43**	**(1156.21)**
4	**Share of Profit / (Loss) in associate**	-	-	-			
5	**Profit/ (Loss) before tax (3+4)**	**148.82**	**(578.75)**	**741.51**	**(429.93)**	**311.43**	**(1156.21)**
6	**Tax Expense:**						
	(a) Current Tax	-	-	11.00	-	11.00	-
	(b) Deferred Tax	(22.35)	(40.97)	(94.86)	(63.32)	(132.72)	(200.14)
7	**Profit/ (Loss) for the period (5-6)**	**171.17**	**(537.78)**	**825.37**	**(366.61)**	**433.15**	**(956.07)**
8	**Other Comprehensive Income/(Loss) (OCI)**						
	Items that will not be reclassified subsequently to profit or loss	31.25	17.72	(83.99)	48.97	(186.07)	15.91
	Tax on the above	(4.91)	(3.55)	19.27	(8.46)	40.34	(4.14)
	Total Other Comprehensive Income/(Loss) (net of tax)	26.34	14.17	(64.72)	40.51	(145.73)	11.77
9	**Profit/(Loss) attributable to**						
	Owners of the Company	171.17	(537.78)	825.37	(366.61)	433.15	(956.07)
	Non-Controlling Interest	-	-	-	-	-	-
10	**Other Comprehensive Income attributable to**						
	Owners of the Company	26.34	14.17	(64.72)	40.51	(145.73)	11.77
	Non-Controlling Interest	-	-	-	-	-	-
11	**Total Comprehensive Income/(Loss) for the period (Net of Tax)**	197.51	(523.61)	760.65	(326.10)	287.42	(944.30)
	Total Comprehensive Income attributable to						
	Owners of the Company	197.51	(523.61)	760.65	(326.10)	287.42	(944.30)
	Non-Controlling Interest	-		-	-	-	-
12	**Paid -up Equity Share Capital (Face value per share ₹ 10/-)**	414.22	414.22	414.22	414.22	414.22	414.22
13	**Other Equity**	-	-	-	-	-	10,073.85
14	**Earnings per equity share (of ₹10/- each)** (not annualised)*						
	(a) Basic	4.13*	(12.98*)	19.93*	(8.85*)	10.46*	(23.08)
	(b) Diluted	4.13*	(12.98*)	19.93*	(8.85*)	10.46*	(23.08)

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TEA ESTATES : JOONKTOLLEE • JAMIRAH • NILMONI • GOOMANKHAN • PULLIKANAM • **COFFEE ESTATE** : COWCOODY
RUBBER ESTATES : CHEMONI • ECHIPARA & PUDUKAD

JOONKTOLLEE TEA & INDUSTRIES LTD.

CIN NO. : L01132WB1900PLC000292

UNAUDITED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS AT 30TH SEPTEMBER, 2021

(₹ in Lakhs)

Particulars	As at 30.09.2021 Unaudited	As at 31.03.2021 Audited
A ASSETS		
NON-CURRENT ASSETS		
a) Property, Plant & Equipment	14660.07	14872.97
b) Capital Work-in-Progress	678.93	469.07
c) Other Intangible Assets	48.13	54.96
d) Intangible Assets under development	28.44	28.44
e) Right to use Assets	29.39	39.19
f) Goodwill on Consolidation	706.98	706.98
g) Biological Assets other than bearer plants	3206.48	3209.31
h) Financial Assets		
(i) Investments	112.33	85.63
(ii) Loans	17.78	20.09
(iii) Other Financial Assets	205.16	202.43
i) Non Current Tax Assets (Net)	420.29	428.62
j) Other Non Current Assets	300.31	330.03
Total Non-Current Assets	**20414.29**	**20447.72**
CURRENT ASSETS		
a) Inventories	1718.69	2362.15
b) Biological Assets other than bearer plants	57.73	34.75
c) Financial Assets		
(i) Trade Receivables	2053.74	153.75
(ii) Cash & Cash Equivalent	180.42	35.27
(iii) Bank Balance Other than Note (ii)	6.34	12.19
(iv) Loans	79.03	64.75
(v) Other Financial Assets	9.68	9.17
d) Other Current Assets	329.72	384.14
Total Current Assets	**4435.35**	**3056.17**
TOTAL ASSETS	**24849.64**	**23503.89**
B EQUITY AND LIABILITIES		
EQUITY		
a) Equity Share Capital	414.22	414.22
b) Other Equity	9747.74	10073.85
Equity attributable to equity holders of the parent	10161.96	10488.07
Non-Controlling Interest	-	-
Total Equity	**10161.96**	**10488.07**
LIABILITIES		
NON- CURRENT LIABILITIES		
a) Financial Liabilities		
(i) Borrowings	626.94	871.24
(ii) Lease Liabilities	9.55	17.02
b) Provisions	1,244.08	1,157.85
c) Other Non Current Liabilities	39.91	9.73
d) Deferred Tax Liabilities (Net)	937.27	992.13
Total Non-Current Liabilities	2857.75	3047.97
CURRENT LIABILITIES		
a) Financial Liabilities		
(i) Borrowings	9919.02	8448.22
(ii) Lease Liabilities	15.33	15.33
(iii) Trade Payables		
Total outstanding dues to micro enterprises and small enterprises	19.27	48.66
Total outstanding dues of creditor other than micro enterprises and small enterprises	591.01	446.70
(iv) Other Financial Liabilities	785.14	561.50
b) Provisions	264.57	248.97
c) Other Current Liabilities	235.59	198.47
Total Current Liabilities	11829.93	9967.85
TOTAL LIABILITIES	**14687.68**	**13015.82**
TOTAL EQUITY AND LIABILITIES	**24849.64**	**23503.89**

JOONKTOLLEE TEA & INDUSTRIES LTD. 21, Strand Road Kolkata 700 001

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RUBBER ESTATES : CHEMONI • ECHIPARA & PUDUKAD

JOONKTOLLEE TEA & INDUSTRIES LTD.

CIN NO. : L01132WB1900PLC000292

UNAUDITED CONSOLIDATED SEGMENT WISE REVENUE, RESULTS, ASSETS & LIABILITIES FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2021

(₹ in Lakhs)

	Particulars	Quarter Ended			Half Year Ended		Year Ended
		30.09.2021	30.06.2021	30.09.2020	30.09.2021	30.09.2020	31.03.2021
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	**Segment Revenue**						
	Tea	3992.50	2401.09	4580.28	6393.59	5904.29	9246.04
	Coffee	188.49	75.51	71.62	264.00	93.24	331.41
	Rubber	531.52	122.81	203.66	654.33	300.76	1015.58
	Others	17.52	52.50	9.40	70.02	13.99	93.22
	Revenue from Operations	**4730.03**	**2651.91**	**4864.96**	**7381.94**	**6312.28**	**10686.25**
2	**Segment Results**						
	Tea	503.05	(86.14)	1297.03	416.91	1474.64	165.16
	Coffee	(100.43)	(68.46)	(116.26)	(168.89)	(278.81)	(47.80)
	Rubber	76.17	(139.54)	(89.70)	(63.37)	(267.34)	(273.97)
	Others	(9.12)	2.70	(8.78)	(6.42)	(8.78)	51.95
	Total segment Profit/(Loss) before interest, tax and unallocable	**469.67**	**(291.44)**	**1082.29**	**178.23**	**919.71**	**(104.66)**
	Less : Finance Costs	298.70	267.04	254.92	565.74	477.65	961.78
	Add : Interest Income	2.25	3.34	1.26	5.59	3.63	11.42
	Less : Unallocable expenditure net off Unallocable income	24.40	23.61	87.12	48.01	134.26	101.19
	Total Profit / (Loss) before Tax	**148.82**	**(578.75)**	**741.51**	**(429.93)**	**311.43**	**(1156.21)**
3	**Segment Assets**						
	Tea	15639.58	15441.56	15853.01	15639.58	15853.01	13990.53
	Coffee	3775.51	3957.87	3655.37	3775.51	3655.37	3986.91
	Rubber	1792.39	1914.37	1987.92	1792.39	1987.92	1889.66
	Others	0.41	12.76	67.12	0.41	67.12	55.19
	Unallocable	3641.75	3676.80	3578.14	3641.75	3578.14	3581.60
	Total Segment Assets	**24849.64**	**25003.36**	**25141.56**	**24849.64**	**25141.56**	**23503.89**
4	**Segment Liabilities**						
	Tea	2472.98	2689.23	2885.82	2472.98	2885.82	2031.14
	Coffee	42.79	56.96	61.38	42.79	61.38	45.89
	Rubber	334.81	333.05	352.85	334.81	352.85	317.23
	Others	-	-	-	-	-	-
	Unallocable	1291.14	1219.37	1447.04	1291.14	1447.04	1302.10
	Total Segment Liabilities	**4141.72**	**4298.61**	**4747.09**	**4141.72**	**4747.09**	**3696.36**

JOONKTOLLEE TEA & INDUSTRIES LTD. 21, Strand Road Kolkata 700 001

21, STRAND ROAD, KOLKATA - 700 001
☎ : +91 (33) 2230-9601 (4 lines), Fax : +91 (33) 2230 2105, E-mail: info@joonktolleetea.in, Website : www.joonktolleetea.in
TEA ESTATES : JOONKTOLLEE • JAMIRAH • NILMONI • GOOMANKHAN • PULLIKANAM • **COFFEE ESTATE** : COWCOODY
RUBBER ESTATES : CHEMONI • ECHIPARA & PUDUKAD

JOONKTOLLEE TEA & INDUSTRIES LTD.

CIN NO. : L01132WB1900PLC000292

UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED SEPTEMBER 30, 2021

(₹ in Lakhs)

	Particulars	Half year ended 30th September 2021		Half year ended 30th September 2020		Year ended 31st March,2021	
		Amount	Amount	Amount	Amount	Amount	Amount
		(Unaudited)		(Unaudited)		(Audited)	
A)	**CASH FLOW FROM OPERATING ACTIVITIES**						
	Net Profit before Tax		(429.93)		311.43		(1,156.21)
	Adjusted for :						
	Depreciation & Amortisation	388.15		355.42		726.55	
	Loss / (Profit) on Sale/discard of Property, Plant & Equipment (net)	(1.66)		-		83.47	
	Interest Income	(5.59)		(3.63)		(11.43)	
	Finance Cost	565.74		477.65		961.78	
	Fair Valuation for Biological Assets other than bearer plants	(20.15)		(63.96)		(1.82)	
	Sundry Credit bal. no longer required written back	(1.94)		0.18		(22.47)	
	Provision for doubtful debts/Advances and Advances written off(Net)	(1.50)	923.05	-	765.66	21.86	1,757.94
	Operating Profit before working capital changes		493.12		1,077.09		601.73
	Adjustments for :						
	(Increase)/Decrease in Trade Receivables	(1,900.00)		(1,839.47)		28.65	
	(Increase)/Decrease in Inventories	643.46		(1,049.29)		(1,030.83)	
	(Increase)/Decrease in Loans, Other Financial Assets & Other Assets	67.48		108.56		(55.07)	
	Increase/(Decrease) in Trade Payables & Other Liability	358.52		871.23		92.18	
	Increase/(Decrease) in Provisions	124.10	(706.44)	171.42	(1,737.55)	156.36	(808.70)
	Cash Generated from Operations		(213.32)		(660.46)		(206.97)
	Direct Taxes (Paid)(net of refund)		8.34		(11.86)		(44.36)
	Net Cash from operating activities		(204.98)		(672.32)		(251.33)
B)	**CASH FLOW FROM INVESTING ACTIVITIES**						
	Purchase of Property,Plant and Equipment & Intangible Asseth including CWIP / Capital Advances	(361.80)		(150.39)		(685.10)	
	Sale of Property,Plant and Equipment Assets	2.33		-		0.61	
	(Placement)/ Redemption Fixed deposits (net)			-		(0.07)	
	Interest Income received	5.59	(353.88)	3.63	(146.76)	11.42	(673.14)
	Net cash used in Investing Activities		(558.86)		(819.08)		(924.47)
C)	**CASH FLOW FROM FINANCING ACTIVITIES**						
	Proceeds from Non Current Borrowings	-		-		848.95	
	Repayments of Non Current Borrowings	(306.29)		(338.63)		(701.32)	
	Repayments of Lease Obligation	(7.46)		(6.73)		(13.81)	
	(Repayments)/Proceeds from Current Borrowings	1,532.78		1,517.22		1,675.74	
	Finance Cost paid	(515.02)		(367.41)		(892.82)	
	Dividend & Corporate Dividend tax paid		704.01	-	804.45	-	916.74
	Net Cash from/(used in) Financing Activities		145.15		(14.63)		(7.73)
	Net Change in Cash and Cash Equivalents		145.15		(14.63)		(7.73)
D)	**Cash and Cash Equivalents balances**						
	Balances at the beginning of the year		35.27		43.00		43.00
	Balances at the end of the year		180.42		28.37		35.27

Notes :

1 Cash and cash equivalents consists of cash on Hand and balances with banks in current / Cash Credit accounts.

2 Cash and cash equivalents consists of:

Particulars	September 30, 2021	September 30, 2020	March 31, 2021
Cash on hand	11.87	11.99	15.99
Bank Balance	168.55	16.38	19.28
Total	180.42	28.37	35.27



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JOONKTOLLEE TEA & INDUSTRIES LTD.

CIN NO. : L01132WB1900PLC000292

Notes:

1. The above unaudited financial results have been reviewed by the Audit Committee and thereafter approved by the Board of Directors at the held on 11th November, 2021.
2. The above consolidated financial results of Joonktollee Tea & Industries Limited ('parent company') along with its subsidiaries Keshava Plantations Private Limited, Pranav Infradev Company Private Limited (together referred as 'the Group') and its associate 'The Cochin Malabar Estates and Industries Limited' have been prepared as per Regulation 33 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Plantation Industry being seasonal in nature, results of the parent company and the group for the part of the year cannot be taken as indicative of result of the full year.
4. The Parent Company's management believes that it has taken into consideration all the possible impact of known events till the date of approval of its financial statements arising from COVID-19 pandemic in the preparation of the financial results. Management is of the view that considering the nature of its business operations, existing customer and supplier relationships and its market position, impact on its business operation, if any, arising from COVID-19 pandemic is not expected to be significant in relation to financial statements prepared. The actual outcome of these assumptions and estimates may vary in future due to impact of pandemic.
5. BSE Limited has approved the 'Draft Letter of Offer' for issue of Equity Shares of the Parent Company on rights basis having face value of Rs. 10/- each to the eligible equity shareholders of the Parent Company of an issue size upto Rs. 24.90 crores. Final letter of offer shall be sent to the eligible shareholders in due course of time.
6. The statement of Assets & Liability as at 30th September, 2021 & Cash flow statement for the period ended 30th September, 2021 is annexed.
7. Previous period's figures have been re-arranged/re-grouped wherever necessary, to conform to the classification for the period ended 30th September, 2021.

JOONKTOLLEE TEA & INDUSTRIES LTD. 21, Strand Road Kolkata 700 001

Place : Kolkata
Dated : 11th November, 2021

HEMANT BANGUR
(Chairman)
DIN : 00040903

ACCOUNTING RATIOS AND CAPITALISATION STATEMENT

ACCOUNTING RATIOS

The following table presents certain accounting and other ratios derived from our Consolidated Financial Statements included in "Financial Statements" beginning on page 80.

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Earnings Per Share (EPS) (Basic and Diluted) (₹)	(23.08)	(58.61)
Return on Net Worth (excluding revaluation reserve) (in %)	-	-
Net Asset Value per share (₹)	253.20	276.00
EBITDA (₹ in Lakhs)	532.12	(1089.96)
EBITDA (%)	4.95%	-

These ratios have been computed as under:

1. Earnings Per Share (₹): Net Profit after tax for the year attributable to Equity Shareholders divided by weighted average no of equity shares outstanding during the period.
2. Return on Net Worth (%): Net Profit after tax for the year attributable to Equity Shareholders divided by Net Worth at the end of the period multiplied by100.
3. Net Asset Value Per Share (₹): Net worth as at the end of the year /divided by total number of equity shares outstanding at the end of the period.
4. EBITDA (₹ in lakhs): Profit before tax plus finance costs plus depreciation and amortisation expense less interest income.
5. EBITDA (%): [EBITDA/ (Revenue-Interest Income)] *100

CAPITALIZATION STATEMENT

The following tables present the capitalization statement as per the consolidated financial information as March 31, 2021 and as adjusted for the Issue of our Company:

Amount (₹ in lakhs)

Particulars	Pre-Issue as at March 31, 2021	As Adjusted Post Issue*
Total Borrowings:		
Current Borrowings (A)	7,851.29	5,401.29
Non-Current borrowings (including current maturities) (B)	1,468.17	1,468.17
Total Borrowings (C) = (A) + (B)	**9,319.46**	**6,869.46**
Total Equity:		
Share Capital (D)	414.22	828.44
Reserve & Surplus (E)	10,073.85	12,144.95
Total Equity (F) = (D) + (E):	**10,488.07**	**12,973.39**
Ratio: Non-current Borrowings (including current maturity) / Total Equity (G) = (C) / (B)	**0.14**	**0.11**

**Assuming full subscription in the Rights Issue*

STOCK MARKET DATA FOR EQUITY SHARES OF OUR COMPANY

Our Company's Equity Shares are listed on the BSE Limited and the Calcutta Stock Exchange Limited.

For the purpose of this section:

1) Year is a calendar year;
2) Average price is the average of the daily closing prices of the Equity Shares for the year, or the month, as the case may be;
3) High price is the maximum of the daily high prices and low price is the minimum of the daily low prices of the Equity Shares, for the year, or the month, as the case may be; and
4) In case of two days with the same high/low/closing price, the date with higher volume has been considered.

Stock Market Data of the Equity Shares

There is no trading in the equity shares of the Company on CSE. The high, low and average prices recorded on the BSE, during the preceding three years and the number of the Equity Shares traded on the days of the high and low prices were recorded are as stated below:

Calendar Year	Date of High	High (₹)	Volume on date of High (Number of Equity Shares)	Date of Low	Low (₹)	Volume on date of low (Number of Equity Shares)	Average price for the year (₹)
BSE							
2021	December 21, 2021	224.00	1,793	October 29, 2021	101.30	7	122.72
2020	July 15, 2020	124.95	156	March 25, 2020	68.25	27	100.93
2019	March20, 2019	149.00	15	September12, 2019	89.50	1,022	122.86

Source: www.bseindia.com

The high and low recorded on the BSE during the preceding six months and the total number of the Equity Shares traded are stated below:

Month	Date of High	High (₹)	Volume on date of High (Number of Equity Shares)	Date of Low	Low (₹)	Volume on date of low (Number of Equity Shares)	Volume of trade on monthly basis
BSE							
Dec 2021	December 21, 2021	224.00	1,793	December 13, 2021	103.10	3,743	78,452
Nov 2021	November 15, 2021	134.50	334	November 26, 2021	106.50	407	10,780
Oct 2021	October 11, 2021	129.30	313	October 29, 2021	101.30	7	24,457
Sep 2021	September 28, 2021	130.50	277	September 20, 2021	110.00	491	11,122
Aug 2021	August 06, 2021	147.00	3	August 24, 2021	106.30	1045	11,299
July 2021	July 29, 2021	146.30	2348	July 06, 2021	118.25	162	28,634

Source: www.bseindia.com

Weekend closing prices of the Equity Shares for the last four weeks on BSE are as below:

For the week ended on	Closing Price (₹)	High Price (₹)	Date of High	Low Price (₹)	Date of Low
BSE					
January 07, 2022	156.70	156.70	January 07, 2022	128.65	January 05, 2022
December 31, 2021	149.30	182.00	December 29, 2021	149.30	December 29, 2021
December 24, 2021	175.35	224.00	December 21, 2021	175.35	December 24, 2021
December 17, 2021	207.50	219.70	December 17, 2021	103.10	December 13, 2021

Source: www.bseindia.com

The closing market price of the Equity Shares of our Company was ₹181.60 on BSE as on December 15, 2021, the trading day immediately prior to the date of the Meeting of the Rights Issue Committee wherein Issue Price and other terms of the issue were decided.

The Issue Price of ₹60/- equity share has been decided by the Board in consultation with the Lead Manager.

STATEMENT OF TAX BENEFITS

Independent Auditor's Report on Statement of Possible Special Direct Tax Benefits available to the Company and its Shareholders

To
The Board of Directors
JOONKTOLLEE TEA & INDUSTRIES LIMITED
21 Strand Road
Kolkata 700001
West Bengal

With reference to proposed Right Offer of the Equity Shares of JOONKTOLLEE TEA & INDUSTRIES LIMITED (hereinafter referred to as "the Company"), we are enclosing herewith a Statement stating the possible special tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 ('the Act') as applicable to the Assessment Year 2022-23 relevant to the financial year 2021-22 for inclusion in the Letter of Offer for the proposed Right Issue of equity shares bythe Company. Several of these benefits are dependent upon the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the tax benefits will be dependent upon such conditions being fulfilled. Additionally, in respect of the Company benefits listed, the business imperatives faced by the Company in the future will also affect the benefits actually claimed.

The benefits discussed in the enclosed annexure covers only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits available to the Company or its Shareholders. The benefits discussed in the enclosed Annexure are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

We do not express any opinion or provide any assurance as to whether:

- the Company or its shareholders will continue to obtain these benefits in the future.
- the conditions prescribed for availing the benefits, where applicable have been/ would be met; and
- the revenue authorities/courts will concur with the views expressed herein.

The contents stated in the Annexure are based on the information and explanations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the provisions of the tax laws.

We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith of intentional misconduct.

The enclosed annexure is intended for your information and for inclusion in the Letter of Offer in connection with the proposed rights issue of equity shares of the Company and is not to be used, referred to or distributed for any other purpose without our written consent.

For JKVS & CO
Chartered Accountants
Firm Registration No. 318086E

(CA Utsav Saraf)
Partner
Membership No. 306932
UDIN: 21306932AAAACW2637

Place: Kolkata
Dated: December 16, 2021

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO JOONKTOLLEE TEA & INDUSTRIES LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the possible special tax benefits available to the Company and its shareholders under the direct tax laws in force in India as applicable to the Assessment Year 2022-23 relevant to the financial year 2021-22. These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, it may not choose to fulfil.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.

In general, a person who is "resident" in India in a Financial Year is subject to tax in India on its global income. In the case of a person who is "non-resident" in India, only the income that is received or deemed to be received or that accrues or arises in or is deemed to accrue or arise to such person in India is subject to tax in India. As per explanation 5 to sub section (1) to section 9 of the Act, an asset or a capital asset being any share or interest in a company or entity registered or incorporated outside India shall be deemed to be and shall always be deemed to have been situated in India, if the share or interest derives, directly or indirectly, its value substantially from the assets located in India. Attention is also invited to explanations 6 and 7 to sub section (1) to section 9 of the Act on this matter.

In the instant case, the income from the equity shares of the Company would be considered to accrue or arise in India, and would be taxable in the hands of all categories of tax payers irrespective of their residential status unless specifically exempt. However, a relief may be available under applicable Double Taxation Avoidance Agreement (DTAA) to certain non-residents/investors. For these purposes, 'Non-Resident' means a person who is not a resident in India.

The following is based on the provisions of Indian tax laws as of the date hereof, which are subject to change, possibly on a retroactive basis.

This summary is not intended to constitute a complete analysis of the Indian tax consequences to any particular Non-Resident holders. Individual tax consequences of an investment in equity shares may vary for Non-Residents in various circumstances, and potential investors should therefore consult their own tax advisers as to the tax consequences of such purchase, ownership and disposition under the tax laws of India, the jurisdiction of their residence and any tax treaty between India and their country of residence.

SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY

Special tax benefits available to the Company under the Income Tax Act, 1961 as amended by the Finance Act 2021, i.e., applicable for the Financial Year 2021-22 relevant to the Assessment Year 2022-23

1. Section 33AB: Deduction for tea/coffee/rubber development account

As per section 33AB of the Act, where an assessee carrying on business of growing and manufacturing tea or coffee or rubber in India has, before the expiry of six months from the end of the previous year or before the due date of furnishing the return of his income, whichever is earlier,

(a) deposited with the National Bank any amount or amounts in an account (hereafter in this section referred to as the special account) maintained by the assessee with that Bank in accordance with, and for the purposes

specified in, a scheme (hereafter in this section referred to as the scheme) approved in this behalf by the Tea Board or the Coffee Board or the Rubber Board; or

(b) deposited any amount in an account (hereafter in this section referred to as the Deposit Account) opened by the assessee in accordance with, and for the purposes specified in, a scheme framed by the Tea Board or the Coffee Board or the Rubber Board, as the case may be (hereafter in this section referred to as the deposit scheme), with the previous approval of the Central Government,

the assessee shall, subject to the provisions of this section, be allowed a deduction of a sum equal to the amount or the aggregate of the amounts so deposited ora sum equal to 40% of the profits of such business (computed under the head "Profits and gains of business or profession" before making any deduction under this section) whichever is less. Where any deduction, in respect of any amount deposited in the special account, or in the Deposit Account, has been allowed under this sub-section in any previous year, no deduction shall be allowed in respect of such amount in any other previous year.

2. Rule 7A of the Income tax Rules, 1962 (Rules): Income from the manufacture of rubber

As per Rule 7A of the Rules, income derived from the sale of centrifuged latex or cenex or latex based crepes (such as pale latex crepe) or brown crepes (such as estate brown crepe, remilled crepe, smoked blanket crepe or flat bark crepe) or technically specified block rubbers manufactured or processed from field latex or coagulum obtained from rubber plants grown by the seller in India shall be computed as if it were income derived from business, and 35% per cent of such income shall be deemed to be income liable to tax.

Further, in computing such income, an allowance shall be made in respect of the cost of planting rubber plants in replacement of plants that have died or become permanently useless in an area already planted, if such area has not previously been abandoned, and for the purpose of determining such cost, no deduction shall be made in respect of the amount of any subsidy which, under the provisions of clause (31) of section 10, is not includible in the total income.

3. Rule 7B: Income from the manufacture of coffee

As per Rule 7A of the Rules, Income derived from the sale of coffee grown and cured by the seller in India shall be computed as if it were income derived from business, and 25% per cent of such income shall be deemed to be income liable to tax.

Further, income derived from the sale of coffee grown, cured, roasted and grounded by the seller in India, with or without mixing chicory or other flavouring ingredients, shall be computed as if it were income derived from business, and 40% of such income shall be deemed to be income liable to tax.

Furthermore, in computing the above mentioned incomes, an allowance shall be made in respect of the cost of planting coffee plants in replacement of plants that have died or become permanentlyuseless in an area already planted, if such area has not previously been abandoned, and for the purpose of determining such cost, no deduction shall be made in respect of the amount of any subsidy which, under the provisions of clause (31) of section 10, is not includible in the total income.

4. Rule 8: Income from the manufacture of tea

As per Rule 8 of the Rules, income derived from the sale of tea grown and manufactured by the seller in India shall be computed as if it were income derived from business, and 40% of such income shall be deemed to be income liable to tax.

Further, in computing such income an allowance shall be made in respect of the cost of planting bushes in replacement of bushes that have died or become permanently useless in an area already planted, if such area has not previously been abandoned and for the purpose of determining such cost, no deduction shall be made in

respect of the amount of any subsidy which, under the provisions of section 10(30), is not includible in the total income.

5. Re-plantation subsidy exempt under section 10(30) of the Act

Section 10(30) of the Act provides that in the case of an assessee who carries on the business of growing and manufacturing tea in India, the amount of any subsidy received from or through the Tea Board established under section 4 of the Tea Act, 1953 [under any such scheme for replantation or replacement of tea bushes or for rejuvenation or consolidation of areas used for cultivation of tea as the Central Government may, by notification in the Official Gazette, specify] shall be exempt in the hands of the assessee. For this purpose, the assessee is required to furnish alongwith his return of income or within such further time as the Assessing Officer may allow, a certificate from the Tea Board as to the amount of such subsidy paid to the assessee during the previous year.

6. Lower Corporate tax rate under section 115BAA of the Act

A new section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019("the Amendment Act, 2019") with effect from April 1, 2020 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.17% (22% plus surcharge of10% and cess of 4%), provided such companies do not avail specified exemptions/incentives(for example deduction under section 33AB of the Act, section 35(1)(ii) of the Act, section 35AC of the Act, section 35AD of the Act, section 35CCD of the Act, Chapter VIA of the Act, etc.)

The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ("MAT") under section 115JB of the Act. The Central Board of Direct Taxes has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under section 115JB of the Act itself would not apply where a domestic company exercises option of lower tax rate under section 115BAA, MAT credit would not be available. Corresponding amendment has been inserted under section 115JAA dealing with MAT credit.

The Company is eligible to exercise the above option provided it fulfils all the conditions as specified in the section (provided a detailed review is undertaken of the implications of exercising the above option).

OTHER TAX BENEFITS AVAILABLE TO THE COMPANY

The following benefits may be available to the Company after fulfilling conditions as per the respective provisions of the relevant tax laws.

Profits and Gains of Business or Profession

Section 10(1) of the Act provides that agricultural income is exempt in the hands of the company.

Section 35(1)(i) of the Act provides that deduction shall be allowed in respect of any expenditure (not being in the nature of capital expenditure) incurred on scientific research related to the business of the company.

Section 35(1)(ii) of the Act provides for deduction for an amount equal to any sum paid to a research association which has as its object the undertaking of scientific research or to a university, college or other institution to be used for scientific research. Such association, university, college or other institution for the purposes of this clause is for the time being approved, in accordance with the guidelines, in the manner and subject to such conditions as may be prescribed and such association, university, college or other institution is specified as such, by notification in the Official Gazette, by the Central Government.

As per section 35AC of the Act, a deduction of the amount of expenditure incurred by way of payment of any sum to a public sector company or a local authority or to an association or institution approved by the National

committee for carrying out any eligible project or scheme, is allowable while computing income from profits and gains of business or profession.

Subject to certain conditions, section 35D of the Act provides for deduction of specified preliminary expenditure incurred before the commencement of the business or after the commencement of business in connection with the extension of the undertaking or in connection with the setting up a new unit. The deduction allowable is equal to 20% of such expenditure incurred for each of the five successive previous years beginning with the previous year in which the business commences.

Depreciation - The Company is entitled to claim depreciation on specified tangible and intangible assets owned and used by it for the purpose of its business as per provisions of section 32 of the Act.

Additional Depreciation: Under section 32(1)(iia) of the Act, the Company engaged in the business of manufacture or production of any article or thing or in the business of generation, transmission or distribution of power is entitled to claim additional depreciation of a sum equal to 20% of the actual cost of any new plant or machinery that is acquired and installed by the Company (other than ships and aircrafts) for 180 days or more during the year subject to conditions specified in said section of the Act. In case it is acquired and installed for less than 180 days during the year, additional depreciation at 10% is available. The balance 10% additional depreciation on new plant or machinery acquired and installed for less than 180 days in the previous year shall be allowed in the next year.

Carry forward and Set Off of Business loss and unabsorbed depreciation

Business loss (other than speculative loss), if any, arising during a year can be set off against the income under any other head of income, other than income under the head 'salaries', in terms of the provisions of section 71 of the Act. Balance business loss, if any, can be carried forward and set off against business profits for eight subsequent years in terms of the provisions of section 72 of the Act. Unabsorbed depreciation under section 32(2) of the Act can be carried forward and set off against any source of income in subsequent years subject to provisions of section 72(2) of the Act.

Abolition of section 115-O of the Act

This section deals with the tax on the distribution of dividend, commonly known as Dividend Distribution Tax (DDT), which was to be paid by the Company distributing its income by way of dividend to its shareholders. Earlier the DDT was taxed @ 20.56%, which has now been abolished and the dividend income shall be taxed in the hands of the shareholders.

Taxability of dividend received on or after 01-04-2020

The taxability of dividends in the hands of the company as well as shareholders from the Assessment Year 2021-22 would be as under:

Obligation of the domestic companies

The domestic companies shall not be liable to pay DDT on dividend distributed to shareholders on or after 01-04-2020. However, domestic companies shall be liable to deduct tax at source on such dividend income as per section 194 of the Act.

As per the section 194 of the Act, which shall be applicable to dividend distributed, declared or paid on or after 01-04-2020, an Indian company shall deduct tax at the rate of 10% from dividend distributed to the resident shareholders if the aggregate amount of dividend distributed or paid during the financial year to a shareholder exceeds Rs. 5,000. However, no tax shall be required to be deducted from the dividend paid or payable to Life Insurance Corporation of India (LIC), General Insurance Corporation of India (GIC) or any other insurer in respect of any shares owned by it or in which it has full beneficial interest. However, where the dividend is

payable to a non-resident or a foreign company, the tax shall be deducted under section 195 of the Act. As per section 195 of the Act, the withholding tax rate on dividend shall be as specified in the Finance Act of the relevant year or under DTAA, whichever is applicable in case of an assessee.

Taxability in the hands of resident shareholder

The dividend income shall be chargeable to tax at normal tax rates as applicable in case of an assessee except where a resident individual, being an employee of an Indian company or its subsidiary engaged in Information technology, entertainment, pharmaceutical or bio-technology industry, receives dividend in respect of GDRs issued by such company under an Employees' Stock Option Scheme. In such a case, dividend shall be taxable at concessional tax rate of 10% without providing for any deduction under the Act. However, the GDRs should be purchased by the employee in foreign currency.

Taxability in case of non-resident shareholders including FPIs

The dividend income, in the hands of a non-resident person (including FPIs and nonresident Indian citizens (NRIs)), is taxable at the rate of 20% without providing for deduction under any provisions of the Act. However, where the dividend is [as amended by Finance Act, 2020] received in respect of GDRs of an Indian Company or Public Sector Company (PSU) purchased in foreign currency, the tax shall be charged at the rate of 10% without providing for any deductions.

Further, as per the amended section 57 of the Act, interest expense incurred for the purpose of earning the dividend income would be allowed as a deduction up to a maximum of 20% of such income.

SPECIAL TAX BENEFITS TO THESHAREHOLDER

There are no special tax benefits available to the shareholders (other than resident corporate shareholder) of the Company under the provisions of the Act.

With respect to a resident corporate shareholder, a new section 80M is inserted in the Finance Act, 2020 with effect from Assessment Year 2021-22, which provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income byway of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The “due date” means the date one month prior to the date for furnishing the return of income under section 139(1) of the Act.

Notes:

1. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law (including agricultural income tax law).

3. The above statement of possible tax benefits is as per the current direct tax laws relevant for the Assessment Year 2022-23. Several of these benefits are dependent on the Company or its shareholder fulfilling the conditions prescribed under the relevant laws.

4. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences,

each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

5. The special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders mayor may not choose to fulfil.

6. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time-to-time. We do not assume responsibility to update the views consequent to such changes.

MANAGEMENT's DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OFOPERATION

The following discussion is intended to convey management's perspective on our financial condition and results of operations for the financial years ended March 31, 2021 and 2020. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with the section titled "Financial Statements" on page 80 of the Letter of Offer. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 20 of this Letter of Offer. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" on page 15 of this Letter of Offer. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Consolidate Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Joonktollee Tea & Industries Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Consolidated Financial Statements for Financial Years 2021 and 2020 included in this Letter of Offer beginning on page 80 of this Letter of Offer.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR AND STUB PERIOD

As per mutual discussion between the Board of the Company and LM, in the opinion of the Board of the Company there have not arisen any circumstances since the date of the last financial statements as disclosed in the Letter of Offer and which materially and adversely affect or is likely to affect within the next twelve months.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "Risk Factor" beginning on page 20 of this Letter of Offer. Our results of operations and financial conditions are affected by numerous factors including the following:

- Certain changes in weather conditions impact the crop production in India;
- Changes, if any, in the regulations / regulatory framework / economic policies in India and / or in foreign countries, which affect national & international finance;
- Company's results of operations and financial performance;
- Performance of Company's competitors;
- Significant developments in India's economic and fiscal policies;
- Failure to adapt to the changing needs of industry and in particular Tea and Coffee Sector may adversely affect our business and financial condition; and
- Volatility in the Indian and global capital market;

DISCUSSION ON RESULT OF OPERATION

Our Significant Accounting Policies

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled "Financial Statements" beginning on page 80 of the Prospectus.

Overview of Revenue & Expenditure

Our revenue and expenses are reported in the following manner:

Revenues

- **Revenue of operations**

Our Company's revenue is primarily generated from manufacturing and selling of Tea, Coffee and Rubber.

- **Other Income**

Our other income mainly consists of interest from banks and others.

(Rs. In Lakhs)

Particulars	For the period ended March 31,	
	2021	2020
Income	10,748.76	9,306.26
Revenue from operations	10,686.25	9,212.53
As a % of total Income	99.42%	98.99%
% Increase/(Decrease)	16.00%	-8.58%
Other Income	62.51	93.73
As a % of Total Income	0.58%	1.01%
% Increase/(Decrease)	-33.31%	-86.37%
Total Revenue	**10,748.76**	**9,306.26**

Expenditure

Our total expenditure primarily consists of raw materials, employee benefit expenses, finance costs and other expenses.

- **Raw Materials**

It mainly includes Purchase of Green Leaf.

- **Employment Benefit Expenses**

It includes Salaries and allowances, Contributions to provident and other funds, Gratuity, Leave encashment and other expenses.

- **Other Expenses**

It includes consumption of stores & spare parts, power and fuel, cultivation, repairs to machine and building, freight & cartage, commission & brokerage, land revenue, rent, insurance, vehicle running & maintenance expense and other expenses.

- **Finance Costs**

Our finance costs mainly include bank charges and interest on borrowings.

- **Depreciation**

Depreciation includes depreciation and amortization.

RESULTS OF OUR OPERATION

(Rs. In Lakhs)

Particulars	For the period ended March 31,	
	2021	2020
Income		
Revenue from operations	10,686.25	9,212.53
% of Total Revenue	99.42%	98.99%
Other Income	62.51	93.73
% of Total Revenue	0.58%	1.01%
Total Revenue	**10,748.76**	**9,306.26**
Expenses		
Cost of materials consumed	2,626.4	1,661.42
% total Revenue	24.43%	17.85%
% Increase/(Decrease)	58.08%	-10.86%
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	(924.52)	(60.32)
% total Revenue	-8.60%	-0.65%

Particulars	For the period ended March 31,	
	2021	2020
% Increase/(Decrease)	1432.69%	-109.51%
Employee Benefits expenses	5,992.02	6,140.99
% total Revenue	55.75%	65.99%
% Increase/(Decrease)	-2.43%	7.14%
Other expenses	2,522.74	2,654.13
% total Revenue	23.47%	28.52%
% Increase/(Decrease)	-4.95%	-5.52%
Total Expenses	**10,216.64**	**10,396.22**
% to total revenue	95.05%	111.71%
% Increase/(Decrease)	-1.73%	-5.82%
Profit before Interest, Tax, Depreciation and Amortisation (EBITDA)	**5,32.12**	**(1,089.96)**
% of total revenue	**4.95%**	**-11.71%**
% Increase/(Decrease)	-148.82%	297.52%
Depreciation and amortization expenses	7,26.55	7,43.19
% total Revenue	6.76%	7.99%
% Increase/(Decrease)	-2.24%	-1.23%
Profit before interest & tax	**(194.43)**	**(1,833.15)**
% total Revenue	-1.81%	-19.70%
Finance Costs	9,61.78	7,25.09
% total Revenue	8.95%	7.79%
% Increase/(Decrease)	32.64%	6.62%
Profit (Loss) before tax	**(1,156.21)**	**(2,558.24)**
% total Revenue	-10.76%	-27.49%
% Increase/(Decrease)	-54.80%	49.89%
Exceptional Item	**-**	-
Tax Expense:		
Current Tax	**-**	-
Deferred tax	(200.14)	(130.53)
Total tax expense	(200.14)	(130.53)
% total Revenue	-1.86%	-1.40%
Profit (Loss) after tax from continuing operations (A)	**(956.07)**	**(2,427.71)**
% to total revenue	**-8.89%**	**-26.09%**
% Increase/(Decrease)	-60.62%	52.69%

REVIEW OF OPERATIONS FOR THE PERIOD ENDED MARCH 31, 2021

Income from Operations

Our revenue from operations for the period ended March 31, 2021 was Rs. 10,686.25 Lakhs which was about 99.42% of the total revenue and which includes revenue from sale of tea, coffee and rubber.

Other Income

Our other income for the period ended March 31, 2021 was Rs. 62.51 Lakhs which was about 0.58% of the total revenue and which includes interest income.

Expenditure

Cost of materials consumed

The Cost of materials consumed for the period ended March 31, 2021 were Rs.2,626.40 Lakhs which was about 24.43% of the total revenue and which mainly comprises of purchase of green leaf.

Employee Benefits expenses

The employee benefits expenses for the period ended March 31, 2021 were Rs. 5,992.02 Lakhs which was about 55.75% of the total revenue and which includes Salaries and allowances, Contributions to provident and other funds, Gratuity, Staff welfare expenses and other expenses.

Other Expenses

Other Expenses for the period ended March 31, 2021 were Rs. 2,522.74 Lakhs which was about 23.47% of the total revenue and which includes consumption of stores & spare parts, power and fuel, cultivation, repairs to machine and building, freight & cartage, commission & brokerage, land revenue, rent, insurance, vehicle running & maintenance expense and other expenses.

EBIDTA

Our Company has recorded an EBITDA of Rs. 532.12 Lakhs for the period ended March 31, 2021.

Financial Costs

Financial costs for the period ended March 31, 2021 were Rs.961.78 Lakhs which was about 8.95% of the total revenue and which consists of interest expenses and bank charges.

Depreciation

Depreciation for the period ended March 31, 2021 were Rs. 726.55 Lakhs which was about 6.76% of the total revenue and which consists of depreciation and amortization.

Profit /(Loss) after Tax

Our loss at PAT level for the period ended March 31, 2021 was Rs. (956.07) Lakhs.

FISCAL YEAR ENDED MARCH 31, 2021 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2020

Income

The revenue from operation has increased by Rs.1,473.72 Lakhs and 16% from Rs. 9,212.53 Lakhs in the fiscal year ended March 31, 2020 to Rs. 10,686.25 Lakhs in the fiscal year ended March 31, 2021. The increase in revenue is on account of better realizations.

Expenditure

Total Expenditure decreased by Rs. 179.58 Lakhs and 1.73%, from Rs. 10,396.22 Lakhs in the fiscal year ended March 31, 2020 to Rs.10,216.64 Lakhs in the fiscal year ended March 31, 2021.

Cost of Materials Consumed

Cost of Materials Consumed in terms of value and percentage increased by Rs.964.98 Lakhs and 58.08% from Rs. 1,661.42 Lakhs in the fiscal year ended March 31, 2020 to Rs. 2,626.40 Lakhs in the fiscal year ended March 31, 2021. Cost of Materials Consumed has increased due to increased quantity of leaf purchased and also significant rise in prices.

Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage decreased by Rs. 148.97 Lakhs and 2.43% from Rs. 6,140.99 Lakhs in the fiscal year ended March 31, 2020 to Rs. 5,992.02 Lakhs in the fiscal year ended March 31, 2021. There has not been any significant change in employee cost.

Other Expenses

Other Expenses in terms of value and percentage decreased by Rs. 131.39 Lakhs and 4.95% from Rs. 2,654.13 Lakhs in the fiscal year ended March 31, 2020 to Rs. 2,522.74 Lakhs in the fiscal year ended March 31, 2021.

Profit / Loss before Interest, Tax, Depreciation and Amortisation (EBITDA)

EBITDA for the fiscal year ended March 31, 2021 was Rs. 532.12 Lakhs as compared to a loss of Rs. 1,089.96 Lakhs at the EBITDA level in the fiscal year ended March 31, 2020. This was on account of higher revenues and better realizations.

Finance Costs

Finance Costs in terms of value and percentage increased by Rs. 236.69 Lakhs and 32.64% from Rs. 725.09 Lakhs in the fiscal year ended March 31, 2020 to Rs. 961.78 Lakhs in the fiscal year ended March 31, 2021. Finance Costs has increased mainly due increase in borrowings.

Depreciation & Amortization Expenses

Depreciation in terms of value and percentage decreased by Rs.16.64 Lakhs and 2.24% from Rs. 743.19 Lakhs in the fiscal year ended March 31, 2020 to Rs. 725.55 Lakhs in the fiscal year ended March 31, 2021.

Profit / (Loss) before Tax and Extraordinary items

Loss before exceptional & extraordinary items and Tax has decreased by Rs. 1,402.03 Lakhs from Rs. (2,558.24) Lakhs in the fiscal year ended March 31, 2020 to Rs. (1156.21) Lakhs in the fiscal year ended March 31, 2021. Loss before exceptional & extraordinary items and Tax has decreased due to higher revenues.

Net Profit / (Loss) after Tax and Extraordinary items

Net Loss has decreased by Rs.1471.64 Lakhs and 52.69% from Rs. (2,427.71) Lakhs in the fiscal year ended March 31, 2020 to Rs. (956.07) Lakhs in the fiscal year ended March 31, 2021. Net Loss has decreased due to higher revenues.

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS, DEFAULTS AND MATERIAL DEVELOPMENTS

Except as disclosed below, there are no outstanding litigations involving our Company and our Subsidiaries including, suits, criminal or civil proceedings and taxation related proceedings that would have a material adverse effect on our operations, financial position or future revenues. In this regard, please note the following:

(i) In determining whether any outstanding litigation against our Company, other than litigation involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings relating to economic offences against our Company, would have a material adverse effect on our operations or financial position or impact our future revenues, we have considered all pending litigations involving our Company, other than criminal proceedings, statutory or regulatory actions, as 'material' and

(ii) Except as disclosed in this section, our Company is not involved in any litigation involving issues of moral turpitude or criminal liability, material violations of statutory regulations or proceedings relating to economic offences, which are currently pending.

Our Company, from time to time, has been and continues to be involved in legal proceedings, arising in the ordinary course of its business. These legal proceedings are in the nature of civil as well as tax proceedings and we believe that the number of proceedings in which it is involved is not unusual for companies of its size doing business in India.

It is clarified that for the purposes of the above, pre-litigation notices (other than those issued by statutory or regulatory authorities) received by our Company shall, unless otherwise decided by the Board, not be considered as litigation until such time that our Company is impleaded as a defendant in litigation proceedings before any judicial forum.

A. LITIGATIONS INVOLVING OUR COMPANY

1. AGAINST OUR COMPANY

(a) Pending matters, which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position of our Company:

1. An extent of 130.90 acres of land in Varandarappilly Village, Thrissur leased out for 999 years to the Company was acquired by Government of Kerala for construction of Chemoni Dam project and staff colony. Deputy Collector (LA) did not award compensation for land. However, compensation was awarded only for improvements effected in the land by way of plantation of rubber trees. Hon'ble Sub Court Irinjalakuda passed orders enhancing the compensation in accordance with all benefits entitled under Land Acquisition Act, 1984. The Company's total claim is Rs 187.22 lacs. Govt of Kerala represented by District Collector preferred appeal LAA 469/2012 , 576/2012 before High Court against this decree. The Company has received Rs 12.09 lacs only as compensation as on date. The matter is pending. The amount involved is Rs 187.22 lacs.

2. C S Asharaf, workman, Chemoni Estate raised an Industrial dispute LD 34/2015 challenging his dismissal from the services. The Company argued that the misconduct committed was proved in a properly conducted domestic enquiry and accordingly dismissal is valid and is only to be confirmed. Labout Court passed preliminary order holding that the enquiry was conducted by the subordinate officer of the disciplinary authority and set aside the enquiry granting the Company opportunity to adduce fresh evidence. The matter is pending and shall come up for hearing in due course at Labour Court, Trichur. The amount involved is not quantifiable.

3. Kerala State Estate & Plantation Workers Union raised a complaint before DLO Thrissur regarding the recovery of 8 days wages from 2 employees in Echipara Division of Chemoni Estate who has abstained from work. The Company appeared before DLO and refused to oblige the claim. The matter ID/19/2019 renumbered as 37/2020 was later referred to Industrial Tribunal, Thrissur and is pending. The amount involved in not quantifiable.

4. P I Joy, Factory worker at Pullikanam estate, met with an accident during his working hours. He was rushed to hospital and the Company paid all the treatment expenses. National Insurance Co Ltd deposited his settlement of Workmen Compensation Claim to his bank account. He has approached the court for higher compensation. The matter and shall come up for hearing in due course. The amount involved is Rs 5 Lacs.

TAX RELATED CASES

1. The issue of deduction under Section 80 IC for Assessment Years 2004 – 05 & 2005 – 06 towards Company's entitlement of Rs.175.60 lacs in respect of income generated from facilities situated in North East states has been referred back to Assessing Officer (AO) by the Calcutta High Court. Income Tax Appellate Tribunal (ITAT) in an identical matter in the case of other assessee has referred back the matter to AO and directed that addition to fixed assets spread over more than one financial year may be considered as an eligible addition subject to fulfilment of other prescribed conditions. The management of the Company does not foresee any additional liability of the income tax in this regard.

2. The Company had filed an appeal before ITAT against the order Under Section 263 of the Income Tax Act for the Assessment Year 2012 – 13 relating to the tax demand to the tune of Rs. 86.17 lacs. The appeal was dismissed and ITAT allowed the revision proceedings Under Section 263 / 143(3) of the Act with respect to levy of Dividend Distribution Tax on the entire dividend amount. The Company has thereafter filed an appeal before the Calcutta High Court G. A. No. 2753 of 2018. The matter is pending and shall come up for hearing in due course. The entire demand of Rs 86.17 lacs has already been adjusted against refunds of earlier years. Application for VVS filed on 31.01.2021.

3. The Company has filed an appeal before the Commissioner of Income Tax (Appeals) against the order passed under section 143(3) read with section 263 of the Income Tax Act for the Assessment Year 2013 – 14. This matter relates to the tax demand of Rs 330.48 lacs raised by the AO. The matter is pending and shall come up for hearing in due course. An amount of Rs 96.38 lacs has been adjusted against refund of earlier years.

4. The Company has filed an appeal before the Commissioner of Income Tax (Appeals) against the order passed under section 143(3) of the Income Tax Act for the Assessment Year 2014 – 15. This matter relates to the tax demand of Rs 63.89 lacs raised by the AO. The matter is pending and shall come up for hearing in due course.

5. The Company filed an appeal with Karnataka Appellate Tribunal against the assessment order passed by Joint Commissioner (Appeals) under Karnataka Agricultural Income Tax Act raising a demand of Rs.13.46 lacs for the Assessment Year 2009 – 10. The Appeal was disallowed and the Company has filed Writ Petition before the High Court of Karnataka, Bangalore. The matter shall come up for hearing in due course..

6. The Company filed an appeal with Karnataka Appellate Tribunal against the assessment order passed by Joint Commissioner (Appeals) under Karnataka Agricultural Income Tax Act raising a demand of Rs.14.20 lacs for the Assessment Year 2010 – 11. The Appeal was disallowed and the Company has filed Writ Petition before the High Court of Karnataka, Bangalore. The matter shall come up for hearing in due course.

7. The Company filed a Writ Petition before High Court of Calcutta challenging the constitutional validity of Section 194 N of the Income Tax Act, 1961 (Deduction of Tax at source @ 2% on cash withdrawals from Banks exceeding Rs 1 crore in a financial year). Interim stay has been granted till 30.11.2021 restraining the banks from deduction of TDS on cash withdrawals.

(b) Litigation involving issues of moral turpitude or criminal liability, which are currently pending or have arisen in the preceding last ten years:

Nil

(c) Litigation involving material violations of statutory regulations which are currently pending or have arisen in the preceding last ten years:

Nil

(d) Litigation involving proceedings relating to economic offences, which are currently pending or have arisen in the preceding last ten years:

Nil

(e) Penalties imposed by regulatory authorities for violations in the past:

Nil

2. FILED BY OUR COMPANY

(a) Pending matters, which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position of our Company:

1. Our Company has filed a Writ Appeal No. 599 of 2020 before the Hon'ble High Court of Kerala, Division Bench challenging the judgement passed in WP('C) No. 6032 of 2016. The Company's request to change the name of lessee in the records of the Forest Department was declined by the Divisional Forest Officer, Chalakkudy, stating that the transfer of land under Scheme of Arrangement duly sanctioned by the Hon'ble Calcutta High Court order is in violation of Forest Conservation Act.

The matter is pending and shall come up for hearing in due course. The amount involved is not quantifiable.

2. Notice was received from Sub Inspector of Police, Varandarapailly under various sections of Kerala Land Conservancy Act and Public Premises (Eviction of Unauthorised Occupants) Act, 1971 for alleged unauthorised enjoyment of Govt. land. The Company preferred a Writ Petition WP ('C) No. 37347/2015 before Kerala High Court to declare Section 7 & 9 of the Kerala Land Conservancy Act, 1957 to be unconstitutional and void and to quash the notices from SI & CBCID. The amount involved in not quantifiable.

3. The District Collector, Thrissur issued a notice to the Company demanding arrears of lease rent being arbitrarily revised from Rs 2 / hectare to Rs 1300 / hectare under Kerala Grants & Leases (Modification of Rights) Act, 1980. Govt, Revenue Department, Trivandrum, rejected Company's appeal against the increase. By way of abundant caution, revised lease rent was remitted by the Company under protest. The Company filed a Writ Petition (Civil) No. 6716/2011 before the Hon'ble High Court of Kerala to declare that Kerala Grants & Leases (Modification of Rights) Act, 1980 has no application over the land possessed by the Company. The Govt has not accepted the lease rent from FY 2014-15 onwards. The matter is currently pending. The amount involved is Rs 144.86 lacs and accounted as contingent liability. Since lease rent WP 6716/2011 was a subject matter in WP 6032/2016, this will be considered in WA 599 / 2020.

4. Tahasildar Chalakudy Taluk demanded difference in plantation tax for the period from 2000-2001 to 2015-16 alongwith interest. The Company preferred an appeal before Appellate Authority Revenue Divisional Officer Thrissur which was turned down. Aggrieved by this Company filed Writ Petition Civil No. 30293/2017 before the Hon'ble High Court of Kerala. The matter is currently pending. The amount involved is Rs 29.44 lacs. The Company had paid Plantation Tax for FY 2017-18 without prejudice to WP.

5. Writ Petition WP ('C) No. 13846/2007 filed by the Company before High Court of Kerala challenging State Govt order levying Seigniorage on rubber logs and firewood. Principle Secretary Forest has since issued Govt Order in June 2018 fully exempting seigniorage on rubber trees. The amount involved is Rs 177.02 lacs and has been paid under protest.

6. Tahasildar Chalakudy, Thrissur issued notices to the Company demanding Plantation Tax for the financial years 2018-19 & 2019-20 inspite of Government Order to abolish Plantation Tax in the State of Kerala. The Company has filed Writ Petition 22384 of 2020 before the Hon'ble High Court of Kerala to declare such notices arbitrary and illegal. The Court has passed an interim order staying the demand and recovery notice issued by the Revenue authorities. The matter shall come up for further hearing in due course. The amount involved is Rs 7.54 lacs.

7. Writ petition WP('C) 1840/2008 filed by the Company before Hon'ble High Court of Kerala challenging award passed by Industrial Tribunal for suspension of three workers namely E D James, P J Georgekutty and Jessy George of Pullikanam Estate, seeking a mandamus remanding back the dispute to Industrial Tribunal for a decision in accordance with law after permitting parties to file necessary pleadings. The Company paid Subsistence Allowance per month upto the disposal of Writ Petition as per the Court order on Industrial Appeal. The matter is now pending before Industrial Tribunal. The amount involved is Rs 28.21 lacs.

8. The Company had filed a writ petition WP('C) 24527/2010 before the High Court of Kerala challenging the order passed by Labour Court, Ernakulam in Claim Petition filed by Kunjukutty, a worker of Pullikanam Estate. The dispute is regarding claim of subsistence allowance till the date of termination. It was disposed of by upholding the order passed by Labour Court but leaving open the impact of any valid settlement. The Company filed a review petition RP 535/2019 seeking to review the above judgement with regard to payment of subsistence allowance during the period of closure. The judgement in the writ petition has been recalled and set aside and the workman has been given liberty to approach the appropriate forum for adjudication of dispute. The amount involved is Rs 0.34 lacs.

9. The Company has filed an application Crl MP 3410/2018 before the District & Special Court, Kochi under Companies Act seeking eviction of Lellamma, worker of Pullikanam Estate, from the labour line unit occupied by her while she was working at the estate. The accused requested for one year period to vacate the unit to which the Company objected. The Court has directed the accused to vacate the unit in six months and posted the case to a subsequent date for confirmation. The amount involved is not quantifiable.

10. The Company has filed a suit OS 146/2016 before the Munsiff's Court, Peermade against Kurianchan (defendant) to pass an order of interim injunction restraining the respondents from cut opening a road through plaint schedule property or from committing any acts of mischief and from doing any act which will interfere with the Company's peaceful possession and enjoyment of the property till the disposal of the suit. The amount involved is not quantifiable. The Court has appointed Survey Commission which has started the Survey and asked the defendant to produce documents.

11. The Company has filed a suit OS 92/08 before the Munsiff's Court, Peermade under Civil Procedure Code, 1908 against D C School of Management (defendant) seeking permanent prohibitory injunction against the Respondent from making any structures or improvements in the plaint schedule property measuring 2.60 hectares located at No. 1154 Vagamon villag, District Idduki or from disposing off the said property to third parties. The court ordered appointment of Survey Commissioner to survey the schedule property with the help of Taluk Surveyor. Field measurement book and field measurement sketch are not available in Taluk Office, Peermade and in Central Survey Office, Thiruvananthpuram. The Company is tryingto get the same from District Survey Office, Thoduphuza. The amount involved is not quantifiable.

12. The Company filed Appeal ATA NO. 1216(7)2015, 328(7)2013, 1302(7)2015 pending before Employees Provident Fund Appelate Tribunal against levy of Section 14 B damages relating to Kolhalamedu Division of Pullikanam Estate for delay in remitting Provident Fund contributions. The matter has been transferred to Central Govt Industrial Tribunal cum Labour Court, Ernakulam, and the new Case Nos. assigned are 398/19, 619/19, 236/19. The amount involved is Rs 51.80 lacs and accounted as contingent liability.

13. Aleyyamma, permanent worker at Pullikanam estate did not vacate the labour line unit allotted to her after retiring from the services. She raised a dispute before the controlling authority under the Payment of Gratuity Act and Deputy Labour Commissioner for claiming gratuity. The Deputy Commissioner without hearing the Company passed an order for payment of gratuity and initiate revenue recovery if the amount was not paid within 30 days. The Company approached High Court of Kerala WP ('C) 4724 / 2019 and stayed the proceedings of revenue recovery on the condition that gratuity cheque be deposited before the controlling authority with a direction not to disburse the amount. The Company has done the same. The matter is pending and shall come up for hearing in due course. The amount involved is Rs 1.08 lacs.

14. The Company has filed a suit OS 118/2013 before the Munsiff's Court, Peermade against K P Joy (defendant) to pass an order of interim injunction restraining the respondent from trespassing into plaint schedule property measuring 20 cents, from reducing whole or any portion of the property in to his possession or from committing any acts of mischief and from doing any act which will interfere with the Company's peaceful possession and enjoyment of the property till the disposal of the suit. The amount involved is not quantifiable. Survey Commission appointed, yet to submit report.

15. The Company has filed a suit OS 71/2018 before the Munsiff's Court, Peermade against K J Stephen (defendant) to pass an order of interim injunction restraining the respondent from trespassing into plaint schedule property measuring 3 acres, from reducing whole or any portion of the property in to his possession or from committing any acts of mischief and from doing any act which will interfere with the Company's peaceful possession and enjoyment of the property till the disposal of the suit. The amount involved is not quantifiable.

16. The Company filed a Writ Petition No 21809 of 2020 in Kerala High Court seeking direction to Circle Inspector of Police, Vagamon to provide adequate police protection for smooth functioning of the Pullikanam Estate, factory and office and to ensure no disturbance or threat from High Range Estate Employees Association, High Range Estate Labour Union, High Range Employee Union, Kerala Plantation Workers Union or their members. The Court has passed interim order directing the police to provide adequate protection and ensure maintenance of law and order inside and outside the estate premises. Unions were directed to appear before the High Court, which they did not do. The matter shall come up for further hearing in due course. The amount involved is not quantifiable.

17. APFC Mysore had levied Section 14B damages amounting to Rs.11.89 lacs in Cowcoody estate. The Company has filed an appeal No.385 of 2017 with CGIT, Bangalore to pass an interim order staying the operation of damages pending disposal of appeal. On 29.10.2020, the appeal filed was dismissed for non – prosecution.

18. The Company has filed a suit No.84/19 in the court of Civil Judge, Dibrugarh for recovery of dues from Magnum Automation System for Rs.9.10 lacs. The party has given PDCs and outstanding as on 31.03.21 is Rs 4.86 lacs.

19. The Company has filed seven suits before Munsiff's Court, Dibrugarh against four permanent workers, two retired permanent workers of Jamirah Tea Estate and one outsider to pass an order of temporary injunction restraining the respondents to illegally occupy the suit land and construct kutcha structure thereon and from doing any act which will interfere with the Company's peaceful possession and enjoyment of the property. The Court has granted status quo on the suit land until further orders. The amount involved is not quantifiable.

20. The Company has filed a suit OS 136/2020 before the Munsiff's Court, Mudigere against Sandeep Naik and another (defendants) to pass an order of permanent injunction restraining the respondents from passing through the tarred road passing through the middle of Goomankhan Estate or breaking open the gate within the Company's private land or disturbing peaceful possession of the property. The Court has granted exparte temporary injunction in favour of the Company. The matter shall come up for hearing in due course. The amount involved is not quantifiable. The defendants continued with their nefarious activities due to which GM of Goomankhan estate and 5 others were wrongly framed and arrest warrant was issued in their name. They had to take legal measures to obtain bail. Application has been filed in the High Court of Karnataka to get the FIR quashed.

21. The Company has filed a Writ Petition W P No. 16804 (W) of 2016 in the Hon'ble High Court of Calcutta against State of West Bengal and others to pass an order commanding the respondents to pay the rent compensation in respect of land from the date of taking over of possession by the State under West Bengal Land (Requisition & Acquisition) Act, 1948 till the date of return of land, or to forthwith return the subject land to the Company, or to initiate and complete fresh proceedings for acquisition of the subject land under the provisions of the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 and to make payment of compensation for the said acquisition in terms of the said Act of 2013. The said land belonged to Gold Company Limited, which merged with the Company with effect from 30th September, 2006 by way of Scheme of Arrangement duly sanctioned by High Court of Calcutta. The amount involved is not quantifiable.

22. The Company has filed an application Crl MP 222/2021 before the JFMC Court, Peermade under Companies Act seeking eviction of Vellapandy, worker of Pullikanam Estate, from the labour line unit occupied by her while she was working at the estate. The matter shall come up for hearing in due course. The amount involved is not quantifiable.

23. The Company has filed an application Crl MP 223/2021 before the JFMC Court, Peermade under Companies Act seeking eviction of Rejini, worker of Pullikanam Estate, from the labour line unit occupied by her while she was working at the estate. The matter shall come up for hearing in due course. The amount involved is not quantifiable.

(b) Litigation involving issues of moral turpitude or criminal liability, which are currently pending or have arisen in the preceding last ten years:

The Company has filed nine complaints for dishonour of cheques under Negotiable Instruments Act, 1881 against various parties. These matters are pending at various stages of adjudication. The amount involved is Rs 27.47 lacs.

(c) Litigation involving material violations of statutory regulations which are currently pending or have arisen in the preceding last ten years:

Nil

(d) Litigation involving proceedings relating to economic offences, which are currently pending or have arisen in the preceding last ten years:

Nil

B. LITIGATIONS INVOLVING OUR SUBSIDIARY COMPANY

1. LITIGATIONS AGAINST OUR SUBSIDIARY COMPANY

(a) Pending matters, which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position of our subsidiary Company:

Nil

(b) Litigation involving issues of moral turpitude or criminal liability, which are currently pending or have arisen in the preceding last ten years:

Nil

(c) Litigation involving material violations of statutory regulations which are currently pending or have arisen in the preceding last ten years:

Nil

(d) Litigation involving proceedings relating to economic offences, which are currently pending or have arisen in the preceding last ten years:

Nil

(e) Penalties imposed by regulatory authorities for violations in the past:

Nil

2. LITIGATIONS BY OUR SUBSIDIARY COMPANY

(a) Pending matters, which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position of our subsidiary Company:

Nil

(b) Litigation involving issues of moral turpitude or criminal liability, which are currently pending or have arisen in the preceding last ten years:

Nil

(c) Litigation involving material violations of statutory regulations which are currently pending or have arisen in the preceding last ten years:

Nil

(d) Litigation involving proceedings relating to economic offences, which are currently pending or have arisen in the preceding last ten years:

Nil

C. INVESTIGATION AGAINST OUR PROMOTER/DIRECTOR

Nil

D. DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, our Promoters nor our Directors are or have been classified as a wilful defaulter by a bank or financial institution or a consortium thereof in accordance with the guidelines on wilful defaulters issued by RBI.

E. MATERIAL CHANGES AND COMMITMENTS

We confirm that other than the disclosures made in the financial statements as appearing in this Letter of Offer, there are no material changes and commitments affecting the financial position of the company.

F. MATERIAL DEVELOPMENTS SINCE THE DATE OF THE LAST AUDITED ACCOUNTS

To our knowledge no circumstances have arisen since the date of the latest audited balance sheet i.e. March 31, 2021, which may materially and adversely affect or are likely to affect our operations, performance, prospects or profitability, or the value of our assets or our ability to pay material liabilities except as mentioned below.

GOVERNMENT AND OTHER APPROVALS

Our Company has obtained necessary consents, licenses, permissions and approvals from governmental and regulatory authorities that are material for carrying on our present business activities. Some of the approvals and licenses that our Company requires for our business operations may expire in the ordinary course of business, and our Company will apply for their renewal from time to time.

There are no material pending regulatory and government approvals and no pending renewals of licenses or approvals in relation to the activities undertaken by our Company, or in relation to the Issue.

A. Approvals from government / regulatory authority in relation to our business:

1. Material approvals for which applications have been made by our Company but are currently pending grant:

   - Mutation in the name of the Company in respect of Nilmoni Tea Estate consequent upon merger of Shyam Sunder Tea Co Pvt Ltd with the Company.
   - Mutation in the name of the Company in respect of Jamirah Tea Estate consequent upon merger of Jamirah Tea Company Ltd with the Company.
   - Leasehold land and buildings of Shreemoni Tea Factory purchased from M\s Dhunseri Petrochem & Tea Ltd to be registered and mutated.
   - Change of name of lessee in the records of Forest Department, Govt of Kerala in respect of Chemoni Pudukad Rubber estates transferred to the Company under Scheme of Arrangement.

2. Material approvals which have expired and for which renewal applications have been made by our Company:

   Nil

3. Material approvals which have expired and for which renewal applications are yet to be made by our Company:

   Nil

4. Material approvals for which no application has been made by our Company

   Nil

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

This Issue is authorized by our Board pursuant to a resolution passed in its meeting held on July 14, 2020 as per Section 62 of the Companies Act, 2013, and by way of an ordinary resolution passed by our shareholders on September 14, 2020 through postal ballot.

Our Company has received 'in-principle' approval from the BSE for listing of the Rights Equity Shares to be allotted in the Issue pursuant to their dated February 18, 2021 being the designated stock exchange.

The Rights Issue Committee of our Board of Directors in their meeting held on December 16, 2021 has determined the Issue Price as ₹60 /- per Rights Equity Share and the Rights Entitlement as 1 Rights Equity Share for every 1 Equity Share held on the Record Date. The Issue Price has been arrived at in consultation with the Lead Manager to the Issue.

Our Company has been allotted the ISIN INE574G20021 for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company.

Prohibition by SEBI or RBI or other governmental authorities

Our Company, the Promoters, the members of the Promoter Group and the Directors of our Company have not been prohibited or debarred from accessing or operating in the capital markets, or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

The companies with which our Promoters, our Directors or the persons in control of our Company are or were associated as promoter, directors or persons in control have not been debarred from accessing the capital market under any order or direction passed by SEBI or any other regulatory or governmental authority.

None of the Directors of our Company are associated with the securities market in any manner. Further, SEBI has not initiated any action against any entity with which the Directors are associated.

We confirm that none of our Promoters or Directors is a fugitive economic offender.

Eligibility for the Issue

Our Company is eligible to make this Rights Issue in terms of Chapter III of SEBI ICDR Regulations. Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI ICDR Regulations as explained below:

1. Our Company has been filing periodic reports, statements and information with the BSE and CSE in compliance with the SEBI Listing Regulations and listing agreements (to the extent applicable) for the last one year immediately preceding the date of this Letter of Offer;

2. The reports, statements and information referred to in paragraph (1) above are available on the website of BSE with nationwide trading terminals or on a common e-filing platform specified by SEBI.

3. Our Company has investor grievance-handling mechanism which includes meeting of the Shareholders/Investors Grievance Committee at frequent intervals, appropriate delegation of power by the Board as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI ICDR Regulations, disclosures in this Letter of Offer have been made in terms of Clause (4) of Part B of Schedule VI of the SEBI ICDR Regulations.

Compliance with Regulation 62(1) of the SEBI ICDR Regulations

Our Company is in compliance with the conditions specified in Regulation 62(1), to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company has made applications for "in-principle" approval for listing of the Rights Equity Shares to BSE, being the designated stock exchange. We have received such approval from the BSE vide its letter no. DCS/RIGHT/PB/FIP/1032/2020-21 dated February 18, 2021. We will apply to the BSE and CSE for final approval for the listing and trading of the Rights Equity Shares. BSE Ltd is the Designated Stock Exchange for the Issue.

DISCLAIMER CLAUSE OF SEBI

The Draft Letter of Offer has not been filed with SEBI in terms of SEBI ICDR Regulations as the size of issue is less than ₹ 5,000.00 lakhs. However, this Letter of Offer will be filed with SEBI.

Caution

Disclaimer Statement from our Company and the Lead Manager:

We and the Lead Manager accept no responsibility for statements made otherwise than in this Letter of Offer or in any advertisement or other material issued by us or by any other persons at our instance and anyone placing reliance on any other source of information would be doing so at her/his own risk.

We and the Lead Manager shall make all information available to the Equity Shareholders and no selective or additional information would be available for a section of the Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Letter of Offer with SEBI.

No dealer, salesperson or other person is authorised to give any information or to represent anything not contained in the Letter of Offer. You must not rely on any unauthorised information or representations.

The Letter of Offer gives rights to purchase the Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in the Letter of Offer is current only as of its date.

Investors who invest in the Issue will be deemed to have represented to us and Lead Manager and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares, and are relying on independent advice/evaluation as to their ability and quantum of investment in the Issue.

Disclaimer with respect to jurisdiction

This Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of this Issue will be subject to the jurisdiction of the appropriate court(s) in Chennai, only.

Designated Stock Exchange

The Designated Stock Exchange for the purposes of this Issue will be BSE Ltd.

Disclaimer clause of BSE

BSE Limited (the "Exchange") has given, vide its letter dated February 18, 2021 permission to this Company to use the Exchange's name in this Letter of Offer as one of the stock exchanges on which this Company's securities are proposed to be listed. The Exchange has scrutinized this Letter of Offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

(i) Warrant, certify or endorse the correctness or completeness of any of the contents of this letter of offer; or

(ii) Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or

(iii) Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this Letter of Offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Filing

In terms of Clause 2 (C) of SEBI Notification No. SEBI/LAD-NRO/GN/2020/31 dated September 28, 2020, the minimum threshold limit of Rights Issue for filing draft letter of offer with SEBI as specified in SEBI (ICDR) Regulations has been increased from ₹10 Crore to ₹50 Crore. In light of the above, the Company may open the Rights Issue if the size is less than ₹50 Crores subject to the following conditions:

1. The issuer shall prepare the final letter of offer in accordance with requirements as specified in SEBI ICDR Regulations, 2018 and file the same with the Stock Exchange and SEBI

2. The eligibility and general conditions as specified in Regulation 61 & 62 SEBI ICDR Regulations, 2018 respectively shall be complied with.

3. All other provisions in SEBI LODR Regulations, 2015 and SEBI Circulars shall continue to apply.

4. Abridged letter of offer and the common application form shall be sent to all the shareholders on record date as specified in SEBI ICDR Regulations, 2018 and Circulars issued thereunder.

Further, this Letter of Offer is being filed with the Designated Stock Exchange i.e. BSE.

Listing

Our Company will apply to BSE and CSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

Selling Restrictions

Each person who exercises Rights Entitlement and subscribes for Rights Equity Shares or excess Rights Equity Shares, or who purchases Rights Entitlement or Rights Equity Shares shall do so in accordance with the restrictions set out below.

The distribution of the Letter of Offer, Letter of Offer, the Abridged Letter of Offer and Application Form and the issue of Rights Entitlements and the Rights Equity Shares to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Letter of Offer, Letter of Offer, the Abridged Letter of Offer and Application Form may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders of our Company and will dispatch through email the Letter of Offer, Letter of Offer/ Abridged Letter of Offer and Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company. No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of the Letter of Offer, Letter of Offer, the Abridged Letter of Offer and Application Form or any other material relating to our Company, the Rights Equity Shares or Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that this Letter of Offer has been filed with Stock Exchanges and SEBI

Accordingly, none of this Letter of Offer, Letter of Offer, the Abridged Letter of Offer and Application Form or any offering materials or advertisements in connection with the Rights Equity Shares or Rights Entitlement may be distributed or published in any jurisdiction outside India and the Rights Equity Shares and Rights Entitlement may not be offered or sold, directly or indirectly, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, Letter of Offer, the Abridged Letter of Offer and Application Form will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

The Letter of Offer and its accompanying documents will be supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

If the Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlement referred to in the Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and the Rights Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Rights Equity Shares or Rights Entitlement.

Neither the delivery of the Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information.

Estimated Issue Related Expenses

The Issue related expenses consist of fees payable to the Lead Manager, Legal Counsel, processing fee to the SCSBs, Registrars to the Issue, printing and stationery expenses, advertising expenses and all other incidental and miscellaneous expenses for listing the Rights Equity Shares on the Stock Exchanges. Our Company will need approximately ₹35.32 lakhs towards these expenses, a break-up of the same is as follows:

(₹ in lakhs)

Activity	Estimated Expense	% of Total Expenses	As a % of Issue size
Fees payable to the intermediaries (including Lead Manager fees, Legal Counsel fees, registrar fees, underwriter fee and expenses)	19.00	53.79%	0.76%
Advertising, Printing, stationery and distribution Expenses	5.50	15.57%	0.22%
Statutory and other Miscellaneous Expenses	10.82	30.64%	0.44%
Total*	**35.32**	**100.00%**	**1.42%**

**Subject to finalisation of Basis of Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards repayment of unsecured borrowings.*

Investor Grievances and Redressal System

Our Company has adequate arrangements for the redressal of investor complaints in compliance with the corporate governance requirements under the SEBI Listing Regulations. Our Company has a Stakeholders' Relationship Committee which currently comprises of three directors viz. Vinita Bangur, Jay Kumar Surana and Hemant Bangur. The broad terms of reference include

a) Consider, approve or refuse the registration of transfer/transmission of shares in the Company.
b) Approve the sub-division, consolidation and renewal of share certificates and to issue new certificates, duplicate share certificates in lieu of those lost or destroyed.

c) Review and redress the compliance of laws and regulations governing the Company to the extent they are related to Shareholders' right.
d) Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
e) Review of measures taken for effective exercise of voting rights by shareholders.
f) Review of adherence to the service standards adopted by the Company in respect of various service being rendered by the Registrar & Share Transfer Agent.
g) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the shareholders of the Company.

Status of outstanding investor complaints in relation to our Company

As on the date of this Letter of Offer, there were no outstanding investor complaints in relation to our Company.

Investor Grievances arising out of the Issue

Our Company's investor grievances arising out of the Issue will be handled by Bigshare Services Private Limited, the Registrar to the Issue. The Registrar will have a separate team of personnel handling only post-Issue correspondence. The agreement between our Company and the Registrar provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of Allotment Advice/ demat credit/ refund order to enable the Registrar to redress grievances of Investors.

All grievances relating to the Issue may be addressed to the Registrar or the SCSB in case of ASBA Applicants giving full details such as folio number / demat account number, name and address, contact telephone / cell numbers, email id of the first Applicant, number of Rights Equity Shares applied for, amount paid on application and the name of the bank and the branch where the application was deposited, along with a photocopy of the acknowledgement slip. In case of renunciation, the same details of the renouncee should be furnished.

In case of non-routine grievances where verification at other agencies is involved, it would be the endeavour of the Registrar to attend to them as expeditiously as possible. Our Company undertakes to resolve the investor grievances in a time bound manner.

The investor complaints received by our Company are generally disposed of within 30 days from the date of receipt of the complaint. **Investors may contact our Compliance Officer or the Registrar in case of any pre-Issue/post-Issue related problems such as non-receipt of Allotment advice/demat credit/refund orders etc.**

The contact details of the Compliance Officer and Registrar to the Issue are as follows:

Registrar to the Issue	Compliance Officer
Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oas Makwana Road Marol, Andheri (East), Mumbai- 400 0 **Tel:** +91 22 6263 8200 **Fax:** +91 22 6263 8280 **E-mail:** rightsissue@bigshareonline.com, **Investor Grievance Email:** investor@bigshareonline. **Website:** www.bigshareonline.com **Contact person:** Mr. Arvind Tandel	**Mr. Sharad Bagree** Company Secretary & Compliance Officer **Telephone:** +91 33 22300780 **E-mail:** cs@joonktolleetea.in **Website:** www.joonktolleetea.in

SECTION VIII – ISSUE INFORMATION

TERMS OF THE ISSUE

This Section applies to all Investors. ASBA Investors should note that the ASBA process involves procedures that may be different from that applicable to other Investors and should carefully read the provisions applicable to such Applications, in this Letter of Offer, the Abridged Letter of Offer, the Application Form and the Rights Entitlement Letter, before submitting an Application Form. Our Company is not liable for any amendments, modifications or changes in applicable law which may occur after the date of the Letter of Offer. Investors who are eligible to apply under the ASBA process or B-WAP (only for original shareholders), as the case may be, are advised to make their independent investigations and to ensure that the Application Form and the Rights Entitlement Letter is correctly filled up.

Please note that in accordance with the provisions of the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 ("SEBI – Rights Issue Circular"), all investors (including renouncee) shall make an application for a rights issue only through ASBA facility. However, in view of the COVID-19 pandemic and the lockdown measures undertaken by Central and State Governments, relaxation from the strict enforcement of the SEBI – Rights Issue Circular has been provided by SEBI, vide its Circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 06, 2020, Circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, Circular SEBI/HO/CFD/DIL1/CIR/P/2021/13dated January 19, 2021, and SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021 and SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2021/633dated October 01, 2021. As per the said circulars, all eligible shareholders shall be able to apply to this Issue through an optional mechanism (non- cash mode only), in this case being B-WAP in addition to the ASBA facility.

The Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Letter of Offer, the Abridged Letter of Offer, including the Application Form and the Rights Entitlement Letter, the MOA and AOA of our Company, the provisions of the Companies Act, the terms and conditions as may be incorporated in the FEMA, applicable guidelines and regulations issued by SEBI or other statutory authorities and bodies from time to time, the SEBI Listing Regulations, terms and conditions as stipulated in the allotment advice or security certificate and rules as may be applicable and introduced from time to time.

OVERVIEW

The Issue and the Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Letter of Offer, the Abridged Letter of Offer, the Application Form and the Rights Entitlement Letter, the Memorandum of Association and the Articles of Association, the provisions of Companies Act, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from the SEBI, the RBI or other regulatory authorities, the terms of Listing Agreements entered into by our Company with the Stock Exchanges and terms and conditions as stipulated in the Allotment Advice.

Important:

1) Dispatch and availability of Issue materials:

In accordance with the SEBI ICDR Regulations, SEBI circulars SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, Circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, Circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and the MCA Circular, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity

Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

a) Our Company at www.joonktolleetea.in
b) the Registrar to the Issue at www.bigshareonline.com
c) the Stock Exchanges at www.bseindia.com andwww.cse-india.com; and
d) the Registrar's web-based application platform B-WAP

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.bigshareonline.com by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e., www.joonktolleetea.in).

Further, our Company will undertake all adequate steps to reach out to the Eligible Equity Shareholders by other means if feasible in the current COVID-19 situation. However, our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form. Eligible Shareholders, who are holding Equity Shares in physical form as on the Record Date i.e. January 19, 2022, can obtain details of their respective Rights Entitlements from the website of the Registrar by entering their Folio Number.

2) Facilities for Application in this Issue:

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021, SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021 and SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2021/633dated October 01, 2021 (Collectively hereafter referred to as "**SEBI Rights Issue Circulars**") and SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011 and the SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (Collectively hereafter referred to as "**ASBA Circulars**"), all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in this Issue, i.e., B-WAP (only for Original Shareholders). Original Shareholders shall mean the Resident Shareholders who are holding the Equity Shares of our Company as on the Record Date i.e. January 19, 2022 (hereinafter referred to as the "**Original Shareholders**"). However, the Shareholders who receive the renounced Equity Shares offered in this Issue shall not be considered as Original Shareholders and shall not be eligible to apply through B-WAP. Further, Investors holding Equity Shares in physical form as on the Record Date shall also not be able to subscribe to the Issue through B-WAP and therefore, will have to apply through ASBA facility only. Investors should carefully read the provisions applicable to such Applications before making their Application through

ASBA or using optional mechanism. For details, see "*Procedure for Application through the ASBA Process*" and "*Procedure for Application through B-WAP*" on page 178 and 179 respectively.

For guidance on the Application process through B-WAP and resolution of difficulties faced by the Investors, the Investors are advised to carefully read the frequently asked questions, visit the online/ electronic dedicated investor helpdesk on the website of the Registrar to the Issue at www.bigshareonline.com or call helpline number (+91 22 6263 8200). For details, see "*Procedure for Application through B-WAP*" on page 179.

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 and SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 our Company will make use of advertisements in television channels, radio, internet etc., including in the form of crawlers/ tickers, to disseminate information relating to the Application process in India.

3) *Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders:*

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, "JOONKTOLLEE TEA & INDUSTRIES LIMITED- UNCLAIMED SECURITIES SUSPENSE ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or or (d) credit of the Rights Entitlements returned/reversed/failed; (e) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings.

In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date i.e. February 18, 2022, shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

4) *Application by Eligible Equity Shareholders holding Equity Shares in physical form:*

In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on the Record Date are required to furnish the details of their demat account along with copies of self-attested PAN and details of address proof by way of uploading on Registrar website the records confirming the legal and beneficial ownership of their respective Equity Shares at least two Working Days prior to the Issue Closing Date i.e. February 18, 2022, after which they can apply through ASBA facility only. Kindly note that the Equity Shareholder holding Equity Shares in physical form cannot apply through the B-WAP facility.

Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in "*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*" on page 184.

5) Investors to kindly note that after purchasing the Rights Entitlements through On Market Renunciation / Off Market Renunciation, an Application has to be made for subscribing the Rights Equity Shares. If no application is made by the purchaser of Rights Entitlements on or before Issue Closing Date then such Rights Entitlements

will get lapsed and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the amount paid to acquire the rights entitlements. For procedure of Application by shareholders who have purchased the Right Entitlement through On Market Renunciation / Off Market Renunciation, please refer to the heading titled "*Procedure for Application through the ASBA process*" on page 178 of the Letter of Offer.

6) *Other important links and helpline:*

The Investors can visit following links for the below-mentioned purposes:

a) Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.bigshareonline.com
b) Updation of Indian address/ email address/ mobile number in the records maintained by the Registrar or our Company: www.bigshareonline.com
c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.bigshareonline.com
d) Request Letter to be sent by the non-resident Eligible Equity Shareholders to the Registrar at their email id: rightsissue@bigshareonline.comfor updating their Indian address. The Request Letter should be accompanied by their PAN card and Address proof. Kindly note that the non-resident Equity Shareholders who do not have an Indian address are no eligible to apply for this Issue.

Renouncees

All rights or obligations of the Eligible Equity Shareholders in relation to Applications and refunds relating to the Issue shall, unless otherwise specified, apply to the Renouncee(s) as well.

Basis for the Issue

The Rights Equity Shares are being offered for subscription for cash to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of the Equity Shares held dematerialized form and on the register of members of our Company in respect of the Equity Shares held in physical form at the close of business hours on the Record Date, decided in consultation with the Designated Stock Exchange, but excludes persons not eligible under the applicable laws, rules, regulations and guidelines.

Rights Entitlement ("REs") (Rights Equity Shares)

Eligible Equity Shareholders whose names appear as a beneficial owner in respect of the Equity Shares held in dematerialized form or appear in the register of members as an Equity Shareholder of our Company in respect of the Equity Shares held in physical form as on the Record Date, i.e., January 19, 2022, are entitled to the number of Rights Equity Shares as set out in the Application Form.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue (www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (www.joonktolleetea.in).

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. If the Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material only to the Eligible Equity Shareholders who have provided Indian address or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

This Letter of Offer will be provided, through email and courier/registered post, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. This Letter of Offer, the Abridged Letter of Offer and the Application Form may also be accessed on the websites of the Registrar and our Company through a link contained in the aforementioned email sent to email addresses of Eligible Equity Shareholders (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) and on the Stock Exchange websites. The distribution of the Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer will be filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlements and Rights Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed. Accordingly, persons receiving a copy of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations. If this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who acquires Rights Entitlements or makes and Application will be deemed to have declared, warranted and agreed, by accepting the delivery of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, that it is entitled to subscribe for the Rights Equity Shares under the laws of any jurisdiction which apply to such person.

Further, our Company will undertake all adequate steps to reach out the Eligible Equity Shareholders by other means if feasible in the current COVID-19 situation. However, our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

PRINCIPAL TERMS OF THE RIGHTS EQUITY SHARES ISSUED UNDER THIS ISSUE

Face Value

Each Rights Equity Share will have the face value of ₹10.

Issue Price

Each Rights Equity Share is being offered at a price of ₹60 per Rights Equity Share in the Issue. The Issue Price has been arrived at by our Company prior to the determination of the Record Date.

The full amount of Issue Price ₹60/- is payable on application.

The Issue Price and other relevant conditions are in accordance with Regulation 10(4) of the SEBI Takeover Regulations.

The Rights Issue Committee, at its meeting held on December 16, 2021, has determined the Issue Price.

Rights Entitlement Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 1 (one) Rights Equity Share for every 1 (one) Equity Share held on the Record Date i.e. January 19, 2022.

Rights of instrument holder

Each Rights Equity Share shall rank pari passu with the existing Equity Shares of the Company.

Terms of Payment

The full amount of Issue Price ₹60/- is payable on application.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 1 (one) Rights Equity Share for every 1 (one) Equity Share held on the Record Date i.e. January 19, 2022. So there will be no fractional entitlements.

Ranking

The Rights Equity Shares to be issued and Allotted pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and the Articles of Association. The Rights Equity Shares to be issued and Allotted pursuant to the Issue shall rank *pari passu* with the existing Equity Shares of our Company, in all respects including dividends.

Mode of payment of dividend

In the event of declaration of dividend, our Company shall pay dividend to the Eligible Equity Shareholders as per the provisions of the Companies Act and the provisions of the Articles of Association.

Listing and trading of the Rights Equity Shares to be issued pursuant to the Issue

Our Company's existing Equity Shares are listed on BSE (Scrip code: 538092) and CSE (Scrip code: 10020009), and traded on BSE (Scrip code: 538092) under the ISIN: INE574G01013. The Rights Equity

Shares proposed to be issued on a rights basis shall be listed and admitted for trading on BSE and CSE subject to necessary approvals. Our Company has received in-principle approval from BSE through letter no. DCS/RIGHT/PB/FIP/1032/2020-21 dated February 18, 2021. Our Company will apply to BSE and CSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

Upon receipt of such listing and trading approval, the Rights Equity Shares proposed to be issued pursuant to the Issue shall be debited from such temporary ISIN and credited in the existing ISIN and thereafter be available for trading under the existing ISIN as fully paid-up Equity Shares of our Company.

The Rights Equity Shares allotted pursuant to the Issue will be listed as soon as practicable and all steps for completion of the necessary formalities for listing and commencement of trading of the Rights Equity Shares shall be taken within the specified time.

If permissions to list, deal in and for an official quotation of the Rights Equity Shares are not granted by BSE and/or CSE, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Letter of Offer. If such money is not repaid beyond eight days after our Company becomes liable to repay it, then our Company and every Director who is an officer in default shall, on and from such expiry of eight days, be liable to repay the money, with interest as applicable.

For details of trading and listing of partly paid-up Rights Equity Shares, please refer to the heading "*Mode of Payment*" at page 183 of this Letter of Offer.

Subscription to the Issue by our Promoter and Promoter Group

For details of the intent and extent of the subscription by our Promoter and Promoter Group, see "*Capital Structure – Intention and extent of participation by our Promoter and Promoter Group in the Issue*" on page 45.

Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of holders of Equity Shares

Subject to applicable laws, the Equity Shareholders shall have the following rights:

- The right to receive dividend, if declared;
- The right to vote in person, or by proxy;
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive surplus on liquidation;
- The right of free transferability of Equity Shares;
- The right to attend general meetings and exercise voting powers in accordance with law, unless prohibited by law; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act, the Memorandum of Association and the Articles of Association

General terms of the Issue

Market Lot

The Equity Shares of our Company are tradable only in dematerialized form. The market lot for Equity Shares in dematerialized mode is one Equity Share.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold such Equity Share as the joint holders with the benefit of survivorship subject to the provisions contained in the Articles of Association. Application Forms would be required to be signed by all the joint holders to be considered valid.

Nomination

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. An Investor can nominate any person by filling the relevant details in the Application Form in the space provided for this purpose.

Since the Allotment of Rights Equity Shares is in dematerialized form only, there is no need to make a separate nomination for the Rights Equity Shares to be Allotted in the Issue. Nominations registered with respective Depository Participant of the Investor would prevail. Any Investor desirous of changing the existing nomination is requested to inform its respective Depository Participant.

Arrangements for Disposal of Odd Lots

Our Equity Shares are traded in dematerialized form only and therefore the marketable lot is one Equity Share and hence, no arrangements for disposal of odd lots are required.

New Financial Instruments

There are no new financial instruments like deep discount bonds, debentures with warrants, secured premium notes etc. issued by our Company.

Restrictions on transfer and transmission of shares and on their consolidation/splitting

There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant to this Issue.

However, the Investors should note that pursuant to provisions of the SEBI Listing Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not effected unless the securities are held in the dematerialized form with a depository

Notices

In accordance with the SEBI ICDR Regulations, SEBI Rights Issue Circulars and MCA General Circular No. 21/2020, our Company will send, through email and courier, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material to the email addresses of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. This Letter of Offer will be provided, through email and courier, by the Registrar on behalf of our Company to the Eligible

Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard.

Further, our Company will undertake all adequate steps to dispatch the physical copies of the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, if feasible in the current COVID-19 situation. However, our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one (1) Bengali language daily newspaper with wide circulation at the place where our Registered Office is situated.

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021, our Company will make use of advertisements in television channels, radio, internet etc., including in the form of crawlers/ tickers, to disseminate information relating to the Application process in India. The Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

PROCEDURE FOR APPLICATION

How to Apply

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in this Issue. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or the optional mechanism. Kindly note that the B-WAP mechanism is available only for Original Resident Equity Shareholders. Further, the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date shall apply for this Issue through ASBA facility only. For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, see "*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*" on page 184.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Application Form

The Application Form for the Rights Equity Shares offered as part of this Issue would be sent to the Eligible Equity Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email and courier at least three days before the Issue Opening Date i.e. February 04, 2022. In case of non-resident Eligible Equity Shareholders, the Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email to email address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

Further, our Company will undertake all adequate steps to reach out the Eligible Equity Shareholders by other means if feasible in the current COVID-19 situation. However, our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

Please note that neither our Company nor the Registrar shall be responsible for delay in the receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non availability of the email addresses or physical addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

Investors can access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

a) Our Company at www.joonktolleetea.in
b) the Registrar to the Issue at www.bigshareonline.com
c) the Stock Exchanges at www.bseindia.com andwww.cse-india.com; and
d) the Registrar's web-based application platform at www.bigshareonline.com (B-WAP).

The Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (in case of resident Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e., www.joonktolleetea.in). The Application Form can be used by the Investors, Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue. Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account. Further, in accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date can apply through this Issue by first furnishing the details of their demat account along with their self-attested PAN and details of address proof by way of uploading on Registrar website the records confirming the legal and beneficial ownership of their respective Equity Shares at least two Working Days prior to the Issue Closing Date i.e. February 18, 2022, after which they can apply through ASBA facility only.

In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account. Investors may accept this Issue and apply for the Rights Equity Shares (i) submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) filling the online Application Form available on B-WAP and make online payment using the internet banking or UPI facility from their own bank account thereat. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein, (i) the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB; or (ii) the requisite internet banking or UPI details (in case of Application through B-WAP which is available only for resident Investors).

Please note that Applications without depository account details shall be treated as incomplete and shall be rejected. Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB) and B-WAP. Incorrect depository account details or

PAN number could lead to rejection of the Application. For details see "*Grounds for Technical Rejection*" on page 189. Our Company, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see "*Application on Plain Paper under ASBA process*" on page 181.

Options available to the Eligible Equity Shareholders

Details of each Eligible Equity Shareholders RE will be sent to the Eligible Equity shareholder separately along with the Application Form and would also be available on the website of the Registrar to the Issue at www.bigshareonline.com and link of the same would also be available on the website of our Company at (www.joonktolleetea.in). Respective Eligible Equity Shareholder can check their entitlement by keying their requisite details therein.

The Eligible Equity Shareholders will have the option to:

- Apply for his Rights Entitlement in full;
- Apply for his Rights Entitlement in part (without renouncing the other part);
- Apply for his Rights Entitlement in full and apply for additional Rights Equity Shares;
- Apply for his Rights Entitlement in part and renounce the other part of the Rights Equity Shares; and
- Renounce his Rights Entitlement in full.

In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date i.e. February 18, 2022 desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period through ASBA mode only. Such resident Eligible Equity Shareholders must check the procedure for Application in "*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*" on page 184.

Procedure for Application through the ASBA process

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link. Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

Procedure for Application through B-WAP:

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, a separate web based application platform, i.e., the B-WAP facility (accessible at www.bigshareonline.com), has been instituted for making an Application in this Issue by resident Original Shareholder. Further, B-WAP is only an additional option and not a replacement of the ASBA process. At the B-WAP, resident Investors can access and submit the online Application Form in electronic mode using the B-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat. Kindly note that the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date can apply through ASBA facility only.

Acceptance of this Issue

Investors may accept this Issue and apply for the Rights Equity Shares (i) submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) filling the online Application Form available on B-WAP, the optional mechanism devised by the Registrar and make online payment using their internet banking or UPI facility from their own bank account thereat. Please note that on the Issue Closing Date i.e. February 18, 2022, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the optional facility, B-WAP will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

The Renouncee(s) who purchase the Rights Entitlements from On-Market Renunciation or Off-Market Renunciation by the Eligible Shareholders need to separately apply for the Rights Equity Shares offered in this Issue by making an Application as described above and in this chapter. In case, the Renouncee(s) fails to make an Application, the Rights Entitlements purchased shall extinguish and no Rights Equity Shares shall be allotted to such Renouncee(s).

Applications submitted to anyone other than the Designated Branches of the SCSB or using the optional mechanism are liable to be rejected.

Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the section "*Application on Plain Paper under ASBA process*" on page 181.

Additional Rights Equity Shares

Investors are eligible to apply for additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Applications for additional Rights Equity Shares shall be considered and allotment shall be made at the sole discretion of the Board, subject to applicable sectoral caps, and in consultation if necessary with the Designated Stock Exchange and in the manner prescribed under the section titled "*Terms of the Issue*" on page 168. Applications for additional Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner prescribed under the section "*Basis of Allotment*" on page 192.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Equity Shares.

Applications by Overseas Corporate Bodies

By virtue of the Circular No. 14 dated September 16, 2003, issued by the RBI, Overseas Corporate Bodies ("OCBs"), have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to OCBs) Regulations, 2003.

Accordingly, the existing Eligible Equity Shareholders of our Company who do not wish to subscribe to the Rights Equity Shares being offered but wish to renounce the same in favour of Renouncee shall not be able to renounce the same (whether for consideration or otherwise), in favour of OCB(s). The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003, that OCBs which are incorporated and are not and were not at any time subject to any adverse notice from the RBI, are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000, under the foreign direct investment scheme with the prior approval of Government of India if the investment is through the government approval route and with the prior approval of RBI if the investment is through automatic route on case by case basis. Eligible Equity Shareholders renouncing their rights in favour of such OCBs may do so provided such Renouncee obtains a prior approval from the RBI. On submission of such RBI approval to our Company at our Registered Office, the OCB shall receive the Abridged Letter of Offer and the Application Form.

Procedure for Renunciation of Rights Entitlements

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off - market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation.

In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13dated January 22, 2020, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two working days prior to issue closing date, such that credit of REs in their demat account takes place at least one day before issue closing date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

(a) On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN INE574G20021 subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time. The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., Friday, February 04, 2022 to Monday, February 14, 2022 (both days inclusive). The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN INE574G20021 and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

(b) *Off Market Renunciation*

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date i.e. Friday, February 18, 2022.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE574G20021, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

Applications on Plain Paper under ASBA process

An Eligible Equity Shareholder who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, Manager to the Issuer or from the website of the Registrar, can make an Application to subscribe to the Issue on plain paper through ASBA process. Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

The envelope should be super scribed "***Joonktollee Tea & Industries Limited – Rights Issue***" and should be postmarked in India. The application on plain paper, duly signed by the Eligible Equity Shareholders including joint holders, in the same order and as per the specimen recorded with our Company/Depositories, must reach the office of the Registrar to the Issue before the Issue Closing Date i.e. Friday, February 18, 2022.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. The Investor should send such plain paper Application by registered post directly to the Registrar to the Issue. For details of the mode of payment, see "*Modes of Payment*" on page 183.

PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH B-WAP.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date i.e. Friday, February 18, 2022 and should contain the following particulars:

- Name of our Issuer, being Joonktollee Tea & Industries Limited;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- DP and Client ID No.;
- Number of Equity Shares held as on Record Date i.e. January 19, 2022;
- Allotment option preferred - only Demat form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for within the Right Entitlements;
- Total amount paid at the rate of ₹ 60 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- Additionally, all such Applicants are deemed to have accepted the following:

*"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("**US Securities Act**") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("**United States**") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("**Regulation S**"). I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not in the United States and understand that neither us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.*

"*I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.*

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

I/We acknowledge that the Company will rely upon the truth and accuracy of the foregoing representations and agreements."

Kindly note that as per Regulation 78 (1) of the SEBI ICDR Regulations, the SCSBs shall accept plain paper application forms only if all details required for making the application as mentioned above and as prescribed in the these regulations are specified in the plain paper application.

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com. Our Company and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date i.e. Friday, February 18, 2022.

Last date for Application

The last date for submission of the duly filled in Application Form is Issue Closing Date i.e. Friday, February 18, 2022. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date i.e. Friday, February 04, 2022.

If the Application together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue or the Registrar on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as provided under "*Terms of the Issue - Basis of Allotment*" on page 192.

Modes of Payment

All payments against the Application Forms shall be made only through ASBA facility or internet banking or UPI facility if applying through B-WAP, the optional mechanism devised. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility or internet banking or UPI facility.

Mode of payment for Resident Investors

All payments against the Application Forms shall be made only through ASBA facility or internet banking or UPI facility if applying through the optional mechanism. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility or internet banking or UPI facility.

Mode of payment for Non-Resident Investors

As regards Applications by Non-Resident Investors, the following conditions shall apply:

- Individual non-resident Indian Applicants who are permitted to subscribe to Rights Equity Shares by applicable local securities laws can obtain Application Forms on the websites of the Registrar and our Company.

  Note: In case of non-resident Eligible Equity Shareholders, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall be sent to their email addresses if they have provided their Indian address to our Company or if they are located in certain jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. The Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Non-Resident Investors shall send their Right Entitlement credit request with ID proof to the Registrar to the Issue at rightsissue@bigshareonline.com.

- Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Equity Shares may be restricted by applicable securities laws.

- Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI.

- Eligible Non-Resident Equity Shareholders applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and Eligible Non-Resident Equity Shareholders applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("**NRO**") accounts for the full amount payable, at the time of the submission of the Application Form to the SCSB. Applications received from NRIs and non-residents for allotment of the Rights Equity Shares shall be inter alia, subject to the conditions imposed from time to time by the RBI under the FEMA in the matter of refund of Application Money, allotment of Rights Equity Shares and issue of letter of allotment. If an NR or NRI Investors has specific approval from RBI, in connection with his shareholding, he should enclose a copy of such approval with the Application Form.

Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue at www.bigshareonline.com at least two Working Days prior to the Issue Closing Date i.e. Friday, February 18, 2022. They may also communicate with the Registrar with the help of the helpline number (+91 22 6263 8200) and their email address (rightsissue@bigshareonline.com).

In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date i.e. Friday, February 18, 2022, shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form

Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and have furnished the details of their demat account to the Registrar or our Company, in the manner provided above, at least two Working Days prior to the Issue Closing Date i.e. Friday, February 18, 2022, shall apply to this Issue through ASBA mode only. For details, see "*Procedure for Application through the ASBA Process*" on page 178.

Eligible Equity Shareholders holding Equity Shares in physical form cannot apply through the optional mechanism i.e. B-WAP and any Applications received under the said mechanism are liable to be rejected.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.bighsareonline.com) by entering Folio Number. The link for the same shall also be available on the website of our Company (i.e., www.joonktolleetea.in);

PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE I.E. FRIDAY, FEBRUARY 18, 2022, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

Allotment of the Rights Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE.

FOR DETAILS, SEE "ALLOTMENT ADVICES/REFUND ORDERS" ON PAGE 193.

General instructions for Investors

(a) Please read this Letter of Offer and Application Form carefully to understand the Application process and applicable settlement process.

(b) In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date i.e. Friday, February 18, 2022, shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

(c) Please read the instructions on the Application Form sent to you.

(d) The Application Form can be used by both the Eligible Equity Shareholders and the Renouncees.

(e) Application should be made only through the ASBA facility or using B-WAP (for Original Shareholders only).

(f) Applications by Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be made through ASBA facility only.

(g) Application should be complete in all respects. The Application Form found incomplete with regard to any

of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected.

(h) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section "*Application on Plain Paper under ASBA process*" on page 181. In accordance with Regulation 78 , kindly ensure that the plain paper application forms shall contain all the details required for making the application as mentioned in this chapter and as prescribed in the these regulations are specified in the plain paper application.

(i) In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in this Issue, i.e., B-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using B-WAP.

(j) An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application.

(k) In case of Application through B-WAP, the Investors should enable the internet banking or UPI facility of their respective bank accounts.

(l) Applications should be (i) submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) filled on B-WAP. Please note that on the Issue Closing Date i.e. Friday, February 18, 2022, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the optional facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

(m) Applications should not be submitted to the Bankers to the Issue or Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar.

(n) In case of Application through ASBA facility, Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form.

(o) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.

(p) In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. Furthermore, in case of Applications submitted using the optional facility, payments shall be made using internet banking or UPI facility. Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not acceptable for application through ASBA process. In case payment is made in contravention of this, the Application will be deemed invalid and the Application Money will be refunded and no interest will be paid thereon.

(q) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India.

Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.

(r) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.

(s) All communication in connection with Application for the Rights Equity Shares, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio numbers/DP ID and Client ID and Application Form number, as applicable. In case of any change in address of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.

(t) Only persons outside restricted jurisdictions and who are eligible to subscribe for Rights Entitlement and Rights Equity Shares under applicable securities laws are eligible to participate.

(u) Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, Applications made through ASBA facility may be submitted at the Designated Branches of the SCSBs. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

(v) In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications.

Do's:

(a) Ensure that the Application Form and necessary details are filled in.

(b) Except for Application submitted on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, each Applicant should mention their PAN allotted under the Income-tax Act.

(c) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects.

(d) Investors should provide correct DP ID and client ID/ folio number while submitting the Application. Such DP ID and Client ID/ folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.

Don'ts:

(a) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.

(b) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.

(c) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.

(d) Do not pay the Application Money in cash, by money order, pay order or postal order.

(e) Do not submit multiple Applications.

Do's for Investors applying through ASBA:

(a) Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only.

(b) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.

(c) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including additional Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.

(d) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application and have signed the same.

(e) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.

(f) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.

(g) In accordance with Regulation 78 , kindly ensure that the plain paper application forms shall contain all the details required for making the application as mentioned in this chapter and as prescribed in the these regulations are specified in the plain paper application.

(h) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

Don'ts for Investors applying through ASBA:

a) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.

b) Do not send your physical Application to the Registrar, the Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.

c) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process.

Do's for Investors applying through B-WAP:

(a) Ensure that the details of the correct bank account have been provided while making payment along with submission of the Application;

(b) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including additional Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in the bank account through which payment is made using the B-WAP;

(c) Ensure that you make the payment towards your application through your bank account only and not use any third party bank account for making the payment;

(d) Ensure that you receive a confirmation email/SMS on successful transfer of funds; and

(e) Ensure you have filled in correct details of folio number, DP ID and Client ID, PAN as applicable, and all such other details as may be required.

Don'ts for Investors applying through B-WAP:

(a) Do not apply from bank account of third parties.

(b) Do not apply if you are an Eligible Equity Shareholder holding Equity Shares in physical form as on the Record Date.

(c) Do not apply if you are a non-resident Investor.

(d) Do not apply from non-resident account.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

(a) DP ID and Client ID mentioned in Application not matching with the DP ID and Client ID records available with the Registrar.
(b) Sending an Application to the Registrar, Company, Manager to the Offer, Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB or our Company.
(c) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
(d) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
(e) Account holder not signing the Application or declaration mentioned therein.
(f) Submission of more than one application Form for Rights Entitlements available in a particular demat account.
(g) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
(h) In accordance with Regulation 78 , all the details required for making the application as mentioned in this chapter and as prescribed in the these regulations have not been mentioned in the plain paper application.
(i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
(j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the demographic details provided by the Depositories.
(k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any

other SCSB.

(l) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and this Letter of Offer.
(m) Physical Application Forms not duly signed by the sole or joint Investors.
(n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.
(o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
(p) Applications which have evidence of being executed or made in contravention of applicable securities laws.

Applications under the B-WAP process are liable to be rejected on the following grounds (in addition to above applicable grounds):

(a) Applications by non-resident Investors;
(b) Applications by Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date.
(c) Payment from third party bank accounts; and
(d) Applied from both mode i.e. B-WAP and ASBA in that case B-WAP application will be liable for rejection.

IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS OR THROUGH THE B-WAP (AVAILABLE ONLY FOR ORIGINAL RESIDENT SHAREHOLDERS), TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE I.E. JANUARY 19, 2022. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.

Investors applying under this Issue should note that on the basis of name of the Investors, Depository Participant's name and identification number and beneficiary account number provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Hence, Investors applying under this Issue should carefully fill in their Depository Account details in the Application.

These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. By signing the Application Forms, the Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

The Allotment advice and the email intimating unblocking of ASBA Account or refund (if any) would be emailed to the address of the Investor as per the email address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for

unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such Application Forms s are liable to be rejected.

Multiple Applications

A separate Application can be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Applications shall not be treated as multiple applications. For details, see "*Investment by Mutual Funds*" below on page 197.

In cases where multiple Applications are submitted, including cases where an Investor submits Application Forms along with a plain paper Application or multiple plain paper Applications, such Applications shall be treated as multiple applications and are liable to be rejected.

Underwriting

The Board of Directors of the company has decided to get the rights issue underwritten in terms of regulation 81 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Issue has been underwritten only to the extent of entitlement of shareholders other than the promoters and promoter group. The details of the underwriting is as under:

Name of underwriter	**Amount underwritten (Rs. Lakhs)**
Narnolia Financial Services Limited	311.50
Horizon Financial Consultants Private Limited	311.50
Total	**623.00**

Issue schedule

Last date for Credit of Rights Entitlement: $	Thursday, February 03, 2022
Issue Opening Date:	Friday, February 04, 2022
Last date for on market renunciation of rights *	Monday, February 14, 2022
Issue Closing Date: #	Friday, February 18, 2022
Finalization of Basis of Allotment (on or about):	Monday, February 28, 2022
Date of Allotment (on or about):	Monday, February 28, 2022
Date of Credit (on or about):	Thursday, March 10, 2022
Date of Listing (on or about):	Wednesday, March 16, 2022

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

#Our Board of Directors or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date

$ The Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, and accordingly in such cases, the last date of credit of Rights Entitlements shall be Thursday, February 18, 2022.

Basis of Allotment

Subject to the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, the Articles of Association of our Company and the approval of the Designated Stock Exchange, our Board will proceed to allot the Rights Equity Shares in the following order of priority:

a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.

b) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for additional Rights Equity Shares. The Allotment of such additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

c) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for additional Rights Equity Shares provided there is surplus available after making full Allotment under (a) and (b) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

d) Allotment to any other person, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b) and (c) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Designated Branches, a list of the ASBA Investors who have been Allotted Rights Equity Shares in the Issue, along with:

(a) The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for the Issue, for each successful ASBA Application;

(b) The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and

(c) The details of rejected ASBA Applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

In the event of over subscription, Allotment shall be made within the overall size of the Issue.

Allotment Advices/Refund Orders

Our Company will issue and dispatch Allotment advice, refund instructions (including in respect of Applications made through the optional facility) or demat credit of securities and/or letters of regret, along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 days from the Issue Closing Date or the devolvement of underwriters, if any. In case of failure to do so, our Company shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 15 days' period.

In case of Applications through the optional facility B-WAP, refunds, if any, will be made to the registered bank account details in demat account. Therefore, the Investors should ensure that such bank accounts remain valid and active.

Investors residing at centers where clearing houses are managed by the RBI will get refunds through National Automated Clearing House ("**NACH**") except where Investors have not provided the details required to send electronic refunds or where the investors are otherwise disclosed as applicable or eligible to get refunds through direct credit and real-time gross settlement ("**RTGS**").

In case of those investors who have opted to receive their Rights Entitlement in dematerialized form using electronic credit under the depository system, and the Allotment advice regarding their credit of the Rights Equity Shares shall be sent at the address recorded with the Depository. Investors to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post intimating them about the mode of credit of refund within 15 days of the Issue Closing Date or the devolvement of underwriters, if any.

The letter of allotment or refund order would be sent by registered post or speed post to the sole/ first Investor's address provided by the Eligible Equity Shareholders to our Company. Such refund orders would be payable at par at all places where the Applications were originally accepted. The same would be marked 'Account Payee only' and would be drawn in favor of the sole/ first Investor. Adequate funds would be made available to the Registrar for this purpose.

Payment of Refund

Mode of making refunds

In case of Applicants not eligible to make an application through ASBA process, the payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes:

1. **National Electronic Fund Transfer ("NEFT")** – Payment of refund shall be undertaken through NEFT wherever the Investors' bank has been assigned the Indian Financial System Code ("**IFSC Code**"), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, such MICR number and the bank account number will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.

2. **Direct Credit** – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for such refund would be borne by our Company.

3. **RTGS** – If the refund amount exceeds ₹ 200,000, Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event such IFSC Code is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the refund bank(s) for such refund would be borne by our Company. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.

4. For all other Investors, the refund orders will be dispatched through speed post or registered post. Such refunds will be made by cheques, pay orders or demand drafts drawn in favor of the sole/first Investor and payable at par.

5. Credit of refunds to Investors in any other electronic manner, permissible under the banking laws, which are in force, and is permitted by SEBI from time to time.

Refund payment to Non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

Printing of Bank Particulars on Refund Orders

As a matter of precaution against possible fraudulent encashment of refund orders due to loss or misplacement, the particulars of the Investor's bank account are mandatorily required to be given for printing on the refund orders. Bank account particulars, where available, will be printed on the refund orders which can then be deposited only in the account specified. Our Company will, in no way, be responsible if any loss occurs through these instruments falling into improper hands either through forgery or fraud.

Allotment advice or Demat Credit

The demat credit of securities to the respective beneficiary accounts or the demat suspense account (pending receipt of demat account details for Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.) will be credited within 15 days from the Issue Closing Date or the devolvement of underwriters, if any, or such other timeline in accordance with applicable laws.

Option to receive Right Equity Shares in Dematerialised Form

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE I.E. JANUARY 19, 2022, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE I.E. FRIDAY, FEBRUARY 18, 2022 BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR (C) DEMAT SUSPENSE ACCOUNT WHERE THE CREDIT OF THE RIGHTS ENTITLEMENTS RETURNED/REVERSED/FAILED.

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES OF OUR COMPANY CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALISED FORM.

The procedure for availing the facility for Allotment of Rights Equity Shares in the Issue in the electronic form is as under:

- Open a beneficiary account with any Depository Participant (*care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company*). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for each such holding. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.

- It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.

- The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.

- If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.

- The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders whose Equity Shares are with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by email and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.

- Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in the Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

- Non-transferable allotment advice/ refund orders will be sent directly to the Investors by the Registrar to the Issue.

- Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure.

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares in this Issue must check the procedure for application by and credit of Rights Equity Shares to such Eligible Equity Shareholders in "Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form" on page 184.

Investment by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the multiple entities having common ownership, directly or indirectly, of more than 50% or common control) must be below 10% of our post- Issue Equity Share capital. Further, in terms of FEMA Rules, the total holding by each FPI shall be below 10% of the total paid-up equity share capital of a company on a fully-diluted basis and the total holdings of all FPIs put together shall not exceed 24% of the paid-up equity share capital of a company on a fully diluted basis.

Further, pursuant to the FEMA Rules the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. The FPIs who wish to participate in the Issue are advised to use the ASBA Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, only Category I FPIs, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons eligible to be registered as Category I FPIs; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI may transfer offshore derivative instruments to persons compliant with the requirements of Regulation 21(1) of the SEBI FPI Regulations and subject to receipt of consent, except where pre-approval is provided.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Investment by Systemically Important Non-Banking Financial Companies (NBFC – SI)

In case of an application made by Systemically Important NBFCs registered with the RBI, (a) the certificate of registration issued by the RBI under Section 45 –IA of the RBI Act, 1934 and (b) net worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Investment by AIFs, FVCIs and VCFs

The SEBI (Venture Capital Funds) Regulations, 1996, as amended ("**SEBI VCF Regulations**") and the SEBI (Foreign Venture Capital Investor) Regulations, 2000, as amended ("**SEBI FVCI Regulations**") prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI (Alternative Investments Funds) Regulations, 2012 ("**SEBI AIF Regulations**") prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue.

Venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other

categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations.

Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection

Applications will not be accepted from FPIs in restricted jurisdictions.

FPIs which are QIBs, Non-Institutional Investors or whose application amount exceeds ₹ 2 lakhs can participate in the Rights Issue only through the ASBA process. Further, FPIs which are QIB applicants and Non-Institutional Investors are mandatorily required to use ASBA, even if application amount does not exceed ₹ 2 lakhs.

Investment by NRIs

Investments by NRIs are governed by Rule 12 of FEMA Rules. Applications will not be accepted from NRIs in Restricted Jurisdictions.

NRIs may please note that only such Applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The NRIs who intend to make payment through NRO ccounts shall use the Application form meant for resident Indians and shall not use the Application forms meant for reserved category.

As per Rule 12 of the FEMA Rules read with Schedule III of the FEMA Rules, an NRI or OCI may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Investment by Mutual Funds

Applications made by asset management companies or custodians of Mutual Funds should clearly and specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Procedure for applications by Systemically Important NBFCs

In case of application made by Systemically Important NBFCs registered with the RBI, (i) the certificate of registration issued by the RBI under Section 45 –IA of the RBI Act, 1934 and (ii) networth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Payment by stock invest

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest Scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Impersonation

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who:
(i) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(ii) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(iii) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 10 lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. Where such fraud (i) involves an amount which is less than ₹ 10 lakhs or 1% of the turnover of the Company, whichever is lower, and (ii) does not involve public interest, then such fraud is punishable with imprisonment for a term extending up to five years or fine of an amount extending up to ₹ 50 lakhs or with both.

Dematerialised Dealing

Our Company has entered into tripartite agreements dated September 29, 2004 and July 16, 2004 with NSDL and CDSL, respectively, and our Equity Shares bear the ISIN: INE574G01013.

Disposal of Applications and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branch of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form and the B-WAP platform would generate an electronic acknowledgment to the Eligible Equity Shareholders upon submission of the Application. Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA or refunded to the Investors in the registered bank account, in case of an application using the B-WAP facility. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 15 days from the Issue Closing Date / devolvement of underwriters, if any. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

Utilization of Issue Proceeds

Our Board of Directors declares that:

(a) All monies received out of the Issue shall be transferred to a separate bank account;

(b) Details of all monies utilized out of the Issue shall be disclosed, and shall continue to be disclosed until the time any part of the Issue Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;

(c) Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and

(d) Our Company may utilize the funds collected in the Issue only after final listing and trading approvals for the Rights Equity Shares Allotted in the Issue is received.

Undertakings by our Company

Our Company undertakes the following:

(i) The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily.

(ii) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Rights Equity Shares are to be listed will be taken within the time prescribed by the SEBI.

(iii) The funds required for making refunds to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.

(iv) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.

(v) No further issue of securities affecting our Company's Equity Share capital shall be made until the Rights Equity Shares are listed or until the Application Money is refunded on account of non-listing, under subscription etc.

(vi) In case of unblocking of the application amount for unsuccessful Applicants or part of the application amount in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.

(vii) Adequate arrangements shall be made to collect all ASBA Applications and to consider them similar to non-ASBA Applications while finalizing the Basis of Allotment.

(viii) At any given time, there shall be only one denomination for the Rights Equity Shares of our Company.

(ix) Our Company shall comply with all disclosure and accounting norms specified by the SEBI from time to time.

(x) Our Company accepts full responsibility for the accuracy of information given in this Letter of Offer and confirms that to the best of its knowledge and belief, there are no other facts the omission of which makes any statement made in this Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.

Minimum subscription

Pursuant to the Regulation 86 of the SEBI ICDR Regulations, as amended, the provision relating to the minimum subscription shall not be applicable to the proposed issue as the object of the proposed issue is to finance for repayment of unsecured loans. However, our Promoter and Promoter Group have confirmed that they will subscribe to their entitlement in full and would also subscribe to any unsubscribed portion in this Issue.

Filing

SEBI *vide* the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Draft Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Draft Letter of Offer has been filed with BSE and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with BSE and CSE.

Withdrawal of the Issue

Subject to provisions of the SEBI ICDR Regulations, the Companies Act and other applicable laws, Our Company reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue anytime after the Issue Opening Date, a public notice within two (2) Working Days or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisement has appeared and the Stock Exchanges will also be informed promptly.

The Registrar to the Issue will instruct the SCSBs to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchanges.

If our Company withdraws the Issue at any stage including after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh offer document with the stock exchanges where the Equity Shares may be proposed to be listed.

Important

Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected. It is to be specifically noted that this Issue of Rights Equity Shares is subject to the risk factors mentioned in "*Risk Factors*" on page 20.

All enquiries in connection with this Letter of Offer or Application Form and the Rights Entitlement Letter must be addressed quoting the Registered Folio Number or the DP and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed "***Joonktollee Tea & Industries Limited – Rights Issue***" on the envelope to the Registrar at the following address:

Bigshare Services Private Limited
1st floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East), Mumbai- 400 059,
Maharashtra, India.
Telephone: +91 22 6263 8200
Facsimile: +91 22 6263 8280
E-mail: rightsissue@bigshareonline.com
Website: www.bigshareonline.com
Contact person: Ashish Bhope
Investor grievance: investor@bigshareonline.com
SEBI Registration No: INR000001385
Validity of Registration: Permanent

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar (www.bigshareonline.com). Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is (+91 22 6263 8200).

The Issue will remain open for a minimum period of 15 days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date i.e. Friday, February 04, 2022 (inclusive of the Issue Closing Date).

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

ARTICLES OF ASSOCIATION OF JOONKTOLLEE TEA & INDUSTRIES LIMITED

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed through postal ballot on January 09, 2016 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

		SHARES
Division of Capital	5.	The Authorised Capital of the Company shall be as stated in the Capital Clause of Memorandum of Association of the Company
Shares at the disposal of the Directors	6.	Subject to the provisions of these Articles the Shares shall be under the control of the Board who may allot or otherwise dispose of the same to such persons on such terms and conditions, and at such times as the Board thinks fit either at par or at premium and for such consideration as the Board thinks fit. Provided that where at any time it is proposed to increase the subscribed capital of the Company by allotment of further Shares, then, subject to the provision of Section 62, the Board shall issue such Shares in the manner set out in Section 62 and 42 and Applicable law. Further provided that the Board may determine whether or not any offer of Shares made under Section 62 (1) (a) shall include a right exercisable by any person concerned to renounce all or any of the Shares offered to him in favour of any other person.
Restriction on Allotments	7.	The Company can offer Shares to the public subject to compliance with section 39 of the Act and other Applicable Laws
Commission and brokerage	8.	a. Subject to the provisions of Section 40(6) of the Act and Applicable Law made thereunder and subject to the terms of issue of the Shares or debentures or any Securities, as defined in the Securities Contract (Regulations) Act, 1956 the Company may at any time pay a commission out of proceeds of the issue or profit or both to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely on conditionally) for any Shares in or debentures of the Company, or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for Shares, debentures or of the Company but so that the commission shall not exceed in the case of Shares, five per cent of the price at which the Shares are issued, and in the case of debentures, two and a half per cent of the price at which the debentures are issued or at such rates as may be fixed by the Board within the overall limit prescribed under the Act or Applicable law. Such commission may be satisfied by payment in cash or by allotment of fully or partly paid Shares, Securities or debentures or partly in one way and partly in the other. b. The Company may, subject to Applicable Law, pay a reasonable and lawful sum for brokerage to any person for subscribing or procuring subscription for any Securities, at such rate as sanctioned by the Board
Prohibition on issue of Shares at a discount	9.	Subject to and in compliance with Section 54 and other Applicable Law, the Company may issue sweat equity shares at a discount. Further, debentures or other Securities can be issued at discount; however, Company shall not issue any shares or Securities convertible into shares at a discount.

Instalments on shares to be duly paid	10.	If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalments every such instalment shall, when due, be paid to the Company by the person who for the time being shall be the member registered in respect of the share or by his executor or administrator.
Liability of members registered jointly in respect of shares	11.	Members who are registered jointly in respect of share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share
Trusts not recognized	12.	Save as herein otherwise provided, the Company shall be entitled to treat the member registered in respect of any Shares as the absolute owner thereof and accordingly shall not, except as ordered by a Court of competent jurisdiction, or as by statute required be bound to recognize any equitable or other claim to or interest in such share of or on the part of any other person.
Shares to be registered in the name of	13.	Shares may be registered in the name of any person, company or other body corporate. Unless the Board otherwise consents not more than three persons shall be registered jointly as members in respect of any Share.
		CERTIFICATES
Certificates	14.	Subject to Applicable law, the certificates of title to Shares and duplicates thereof when necessary shall be issued under the Seal of the Company , if any, which shall be affixed in the presence of (i) two directors duly authorized by the Board of Directors of the Company for the purpose or the committee of the Board, if so authorized by the Board; and (ii) the Secretary or any other person authorised by the Board for the purpose, all of whom shall sign such share certificate; Provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or Whole-time Director
Members right to certificate	15.	Every member shall be entitled free of charge to one certificate for all the Shares of each class registered in his name or, if the Board so approves, to several certificates each for one or more of such Shares but, in respect of each additional certificate, the Company shall be entitled to charge a fee of Rs. 2/- or such other sum as the Board may determine. Unless the conditions of issue of any Shares otherwise provide, the Company shall, within two months after the date of either allotment and on surrender to the Company of its letter making the allotment or of its fractional coupons of requisite value (save in the case of issue against letters of acceptance or of renunciation or in case of issue of bonus Shares) or within one month of receipt of the application for registration of the transfer of any of its Shares as the case may be complete and have ready for delivery the certificates of such Shares. Every certificate of shares shall specify the name of the person in whose favor the certificate is issued the Shares to which it relates and the amount paid up thereon. Particulars of every certificate issued shall be entered in the Register of Members maintained in the form set out under Applicable law or, in form as near thereto as circumstances admit against the name of the person, to whom it has been issued, indicating the date of issue. In respect of any share registered in the joint names of several members, the Company shall not be bound to issue more than one certificate and delivery of a certificate to one of several members registered jointly in respect thereof shall be sufficient delivery to all such members.
As to issue of new certificates	16.	If any certificate be worn out, defaced, mutilated, old/ or torn or if there be no further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation then upon production and surrender of such

		certificate to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating the evidence produced as the Board deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under the article shall be issued in case of splitting or consolidation of Share certificate(s) or in replacement of Share certificate(s) that are defaced, mutilated, torn or old, decrepit or worn out without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50 for each certificate) as the Directors shall prescribe. Further, no duplicate certificate shall be issued in lieu of those that are lost or destroyed, without the prior consent of the Board and only on furnishing of such supporting evidence and/or indemnity as the Board may require, and the payment of out-of-pocket expenses incurred by the Company in investigating the evidence produced, without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50 for each certificate) as the Directors shall prescribe. Provided that the Company shall comply with the provisions of Section 46 of the Act and other Applicable Law, in respect of issue of duplicate Shares. The provision of this Article shall mutatis mutandis apply to issue of certificates of debentures of the Company.
Particulars of new certificate to be entered in the Register	17. a.	Where a new share certificate has been issued in pursuance of the last preceding paragraph, particulars of every such certificate shall also be entered in a Register of Renewed and Duplicate Certificates indicating against the name of the person to whom the certificate is issued the number and date of issue of the certificate in lieu of which the new certificate is issued and the necessary changes indicated in the Register of Members by suitable cross-references in the "Remarks" Column. All entries made in the Register of Members or in the Register of Renewed and Duplicate Certificates shall be authenticated by the Secretary or such other person as may be appointed by the Board for purposes of sealing and signing the share certificate under paragraph (a) hereof.
	b.	There shall be no charge for any new certificate issued in replacement of those which are old decrepit or worn out or where the pages on the reverse for recording transfer have been fully utilised but for new certificate issued in replacement of those that are torn, defaced, lost or destroyed or that are sub-divided or consolidated, there shall be paid to the Company the sum of Rs. 21/- or such smaller sum together with such out-of-pocket expenses incurred by the Company in investigating evidences as the Board may determine.
	c.	Notwithstanding anything contained herein, the Board may refuse subdivision or consolidation of Certificates of Shares into less than marketable lot, as may be determined by the Board, for the time being of Company's Shares.
		CALLS
Calls	18.	The Board may, from time to time subject to the terms on which any Shares may have been issued, and subject to the provisions of Section 49, make such calls as the Board thinks fit upon the members in respect of all moneys unpaid on the Shares held by them respectively, and not by the conditions of allotment thereof made payable at fixed times, and each Member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Board. A call may be made payable by instalments and shall be deemed to have been made when the resolution of the Board authorising such call was

		passed
Notice of calls	19.	Not less than fourteen days' notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid
When interest on call or instalment payable	20.	If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the member for the time being in respect of the share for which the call has been made or instalment shall be due shall pay interest for the same at the rate of 12 percent per annum from the day appointed for the payment thereof to the time of the actual payment or at such lower rate (if any) as the Board may determine.
Amount payable at fixed times or payable by instalment as calls	21.	If by the terms of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed times, whether on account of the nominal value of the share or by way of premium, every such amount or instalment shall be payable as if it were a call duly made by the Board and of which due notice had been given, and all the provisions herein contained in respect of calls shall relate to such amount or instalment accordingly.
Evidence in actions by Company against members	22.	On the trial or hearing of any action or suit brought by the Company against any shareholders or his representatives to recover any debt or money claimed to be due, in respect of his Shares, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Registrar of the Company as a holder or one of the holders, of the number of Shares in respect of which such claim is made, and the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the directors who made any call nor that a quorum of directors was present at the Board at which any call was made nor that the meeting at which any call was made, was duly convened or constituted, nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
Payment of calls in advance	23.	The Board may, if it thinks fit, receive from any members willing to advance the same, all or any part of the money due upon the share held by him beyond the sums actually called for and upon the money so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the share in respect of which such advance has been made, the Company may pay interest at such rate not exceeding 6 per cent per annum to the member paying such sum in advance and the Board agrees upon. Money so paid in excess of the amount of a call shall not confer a right to dividend or otherwise to participate in profits The Board may at any time repay the amount so advanced upon giving to such member not less than three months notice in writing.
Revocation of call	24.	A call may be revoked or postponed at the discretion of the Board.
Applicability of these provisions to Securities or debentures	25.	The provisions of these Articles shall mutatis mutandis apply to the calls on debentures or other Securities of the Company
		FORFEITURE AND LIEN
If call or instalment not paid notice may be given	26.	If any member fails to pay any call or instalment on or before the day appointed for the payment of the same the Board may at any time thereafter during such time as the call or instalment remains unpaid, serve a notice on such member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
Form of Notice	27.	The notice shall name a day (not being less than fourteen days from the date of

		the notice) and a place or places on and at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time, and at the place appointed the Shares in respect of which such call was made or instalment is payable will be liable to be forfeited.
If notice not complied with shares may be forfeited	28.	If the requisitions of any such notice as aforesaid be not complied with any Shares in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited Shares and not actually paid before the forfeiture.
Notice after forfeiture	29.	When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with date thereof shall forthwith be made in the Register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
Forfeited share to become property of the Company	30.	Any share so forfeited shall be deemed to be the property of the Company and the Board may sell re-allot or otherwise dispose of the same in such manner as it thinks fit.
Power to annul forfeiture	31.	The Board may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it think fit.
Member still liable to pay money owing at time of forfeiture and interest	32.	A person whose Share has been forfeited shall cease to be member in respect of the forfeited share, but shall notwithstanding, remain liable to pay, and shall forthwith pay to the Company, all calls, or instalments, interests and expenses, owing upon in respect of such Share at the time of the forfeiture, together with interest thereon, from the time of forfeiture until payment, at 12 percent per annum and the Board may enforce the payment thereof, or any part thereof, without any deduction or allowance for the value of the shares at the time of forfeiture, but shall not be under any obligation to do so.
Partial payment not to preclude forfeiture	33.	Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his Shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.
Evidence of Forfeiture	34.	A duly verified declaration in writing that the declarant is a Director of the Company, and that certain Shares in the Company have been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Shares and such declaration and the receipt of the Company for the consideration, if any, given for the Shares on the sale or disposition thereof shall constitute a good title to such Shares: and the person to whom any such share is sold shall be registered as the member in respect of such Shares and shall not be bound to see the application of the purchase money, nor shall his title to such share be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition.
Company's lien on shares	35.	The Company shall have a first and paramount lien upon every Share not being fully paid up registered in the name of each member (whether solely or jointly with others), and upon the proceeds of sale thereof for moneys called or payable at a fixed time in respect of such share whether the time for the payment thereof shall have actually arrived or not and no equitable interest in any share shall be created except upon the footing and condition that Article 12

		hereof is to have full effect. Such lien shall extend to all dividends payable and bonuses declared from time to time declared in respect of such Share. Unless otherwise agreed the registration of a transfer of a Shares shall operate as a waiver of the Company's lien, if any on such Share.
As to to enforcing lien sale	36.	For the purpose of enforcing such lien the Board may sell the Share subject thereto in such manner as it thinks fit but no sale shall be made until such time for payment as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member, his executor or administrator or his committee, curator bonis or other legal representative as the case may be and default shall have been made by him or them in the payment of the money called or payable at a fixed time in respect of such share for seven days after the date of such notice.
Application of proceeds of sale	37.	The net proceeds of the sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the share before the sale) be paid to the person entitled to the share at the date of the sale.
Validity of sales in exercise of lien and after forfeiture	38.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint any person to execute an instrument of transfer of the share sold and cause the purchaser's name to be entered in the Register in respect of the share sold and the purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money, and after his name has been entered in the Register in respect of such share the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
Board may issue new certificates	39.	Where any Share under the powers in that behalf herein contained is sold by the Board and the certificate in respect thereof has not been delivered up to the Company by the former holder of such Share, the Board may issue a new certificate for such Share distinguishing it in such manner as it may think fit from the certificate not so delivered up. The certificate or certificates originally issued in respect of the relative Shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect.
		TRANSFER AND TRANSMISSION
Execution of transfer etc	40.	Save as provided in Section 56, no transfer of Share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company together with the certificate or, if no such certificate is in existence, the Letter of Allotment of the Share.Every such instrument of transfer shall be signed both by the transferor and the transferee; and the transferor shall be deemed to remain the holder of such Share until the name of the transferee is entered in the Register of Members in respect thereof.
Application of transferor	41.	Application for the registration of the transfer of a Share may be made either by the transferor or the transferee, provided that, where such application is made by the transferor no registration shall in the case of a partly paid Share be effected unless the Company gives the notice of the application in the manner specified under Section 56 of Applicable Law, to the transferee and the Company, unless the transferee gives objection to the transfer within two weeks from the receipt of notice, enter in the Register the name of the transferor in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee.
Form of transfer	42.	The instrument of transfer shall be in the form as prescribed under sub-Section

		(1) of Section 56.
In what cases the Board may refuse to register transfer	43.	Subject to the provisions of Section 56 of the Act, these Articles and other Applicable Laws, the Board may refuse, in the interest of the Company or in pursuance of a power under any Applicable Law, to register the transfer of, or the transmission by operation of law of the right to, any Shares or Securities of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal.
No transfer to minor etc.	44.	No transfer shall be made to a minor or person of unsound mind
Transfer to be left at office when to be retained	45.	Every instrument of transfer shall be left at the office for registration accompanied by the certificate of the share, the subject of the instrument of transfer or, if no such certificate is in existence, by the Letter of Allotment of the share and such other evidence as the Board may require to prove the title of the transferor or his right to transfer the share. Every instrument of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Board may refuse to register shall be returned to the person depositing the same.
Transmission of registered shares	46.	The executor or administrator of deceased member (not being one of several members registered jointly in respect of a Share) shall be the only person recognised by the Company as having any title to the Share registered in the name of such member and in case of the death of any one or more of the members registered jointly in respect of any Shares, the survivor shall be the only person recognised by the Company having any title to or interest in such Share, but nothing herein contained shall be taken to release the estate of a deceased member from any liability on the share held by him jointly with any other person. Before recognizing any executor or administrator the Board may require him to obtain a Grant of Probate or Letters of Administration or other legal representation, as the case may be from a competent Court in India. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit it shall be lawful for the Board to dispense with the production of Probate or letters of Administration or such other legal representation upon such terms as to indemnity or otherwise.
As to transfer of shares of insane, minor, deceased or bankrupt members	47.	Any person becoming entitled to Shares in consequence of the death, lunacy, bankruptcy or insolvency of any member, or the marriage of a female member, or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Board of Directors and subject as hereinafter provided, elect, either to be registered himself as holder of the Shares or debentures, as the case may be; or to make such transfer of the Shares or debentures, as the case may be, as the deceased shareholder or debentures holder, as the case may be, could have made. Provided nevertheless that it shall be lawful for the Directors in their absolute discretion to dispense with the production of any evidence including any legal representation upon such terms as to indemnity or otherwise as the Directors may deem fit. Provided nevertheless, that if such person shall elect to have his nominee registered he shall testify the election by executing to his nominee an instrument of transfer in accordance with the provisions herein contained and

		until he does so, he shall not be freed from any liability in respect of the Shares.
Election under the Transmission Article	48.	a. The Board shall, in either of the cases mentioned above, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the Share before his death or insolvency. b. If the nominee, so becoming entitled, elects himself to be registered as holder of the Shares or debentures, as the case may be, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with death certificate of the deceased shareholder or debentures holder and the certificate(s) of Shares or debentures, as the case may be, held by the deceased in the Company. c. If the person aforesaid shall elect to transfer the Share, he shall testify his election by executing a transfer of the Share. d. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member. e. Subject to the provisions of Section 56 of the Act and these Articles, the Board may register the relevant Shares or debentures in the name of the nominee of the transferee as if the death of the registered holder of the Shares or debentures had not occurred and the notice or transfer were a transfer signed by that shareholder or debentures holder, as the case may be. f. A nominee on becoming entitled to Shares or debentures by reason of the death of the holder or joint holders shall be entitled to the same Dividend and other advantages to which he would be entitled if he were the registered holder of the Share or debentures, except that he shall not before being registered as holder of such Shares or debentures, be entitled in respect of them to exercise any right conferred on a member or debentures holder in relation to meetings of the Company. g. The Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the Shares or debentures, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonus, interest or other moneys payable or rights accrued or accruing in respect of the relevant Shares or debentures, until the requirements of the notice have been complied with.
Registration in marketable lot	49.	Notwithstanding anything contained herein, the Board may not accept any application for registration of transfer of shares in less than marketable lot as determined by the Board except as required by any law or statutory order or regulation.
		INCREASE OF CAPITAL
Increase of Capital	53.	Subject to Applicable Law and approval of Members in General Meeting, the Board may, from time to time, increase the capital by the creation of new Shares. Such increase shall be of such aggregate amount and to be divided into such Shares of such respective amounts, as the resolution shall prescribe.
On what conditions new shares may be issued	54.	Subject to the provisions of the Act, any Shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the Board shall determine, and in particular, such Shares may be issued with a preferential or qualified right to dividends, or otherwise, or with a right to participate in some profits or assets of the

		Company, or with such differential or qualified right of voting at General Meetings of the Company, as permitted in terms of Section 47 of the Act or other Applicable Law.
Provisions pertaining to the issue	55.	Subject to the provisions of Section 62 of the Act, read with the conditions as laid down in the Applicable Law, the Company may issue Shares either at a premium or at par, in any manner whatsoever . Any issue on preferential basis should also comply with the conditions with respect to private placement as laid down in Section 42 and Applicable law.
How far new shares to rank with existing shares	56.	Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new Shares, shall be considered as part of the existing capital ranking pari passu with existing Shares, and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.
Issue of redeemable preference shares	57. A	Subject to the provisions of Section 55 and Applicable Law, any preference shares may be issued from time to time, on the terms that they are redeemable within 20 years and such other terms as may be decided at the time of the issue.
	57. B	Such Shares shall be redeemed only on the terms on which they were issued or as varied after due approval of preference shareholders under Section 48 of the Act.
	57.C	Register of Members maintained under Section 88 shall contain the particulars in respect of such preference Share holder(s).
Acceptance of shares.	58.	An application signed by or on behalf of an applicant for Shares in the Company, followed by an allotment of any Share therein, shall be an acceptance of Shares within the meaning of these Articles; and every person who thus or otherwise accepts any shares and whose name is on the Register of Members shall, for the purpose of these Articles, be a Member.
Private placement	59.	The Board may, from time to time, offer any Securities on private placement basis, to such persons as the Board may determine, provided that such private placement shall comply with Applicable Law.
Power to issue securities outside India	60.	Pursuant to provisions of Section 41 and other applicable provisions of the Act and subject to such terms and conditions or such modifications thereto as may be prescribed under Applicable Law, the Company will be entitled to issue Securities outside India
Inequality in number of new shares	61.	If, owing to any inequality in the number of new Shares to be issued and the number of Shares held by members entitled to have the offer of such new Shares, any difficulty which shall arise in the apportionment of such new Shares or any of them amongst the members, such difficulty shall, in the absence of any direction in the resolution creating the shares or by the Company in General Meeting be determined by the Board.
Reduction of capital	62.	The Company may (subject to the provisions of Section 52, 55, 66 or any other Applicable Law) from time to time by way of Special Resolution reduce its Share Capital, any capital redemption reserve account or share premium account in the manner for the time being authorised by law.
		ALTERATION OF CAPITAL
Power to sub-divide and consolidate shares	63.	The Company in General Meeting may alter the conditions of its Memorandum of Association so as to -
		a. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

		b. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.
		c. cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
Sub-division into Preference and Equity shares	64.	The Resolution whereby any share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-division, one or more of such Shares shall have some preference or special advantage as regards dividend, capital, voting, or otherwise over or as compared with the others or other, subject to the provisions of Sections 43, 47, 48 of the Act.
Surrender of Shares	65.	Subject to the provisions of Sections 66 and Applicable Law, the Board may accept from any member the surrender on such terms and conditions as shall be agreed of all or any of his Shares.
		CAPITALISATION OF RESERVES
Capitalisation of Reserves	147.	The Company in General Meeting may, upon the recommendation of the Board, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve(s) accounts, or to the credit of the Statement of Profit and Loss, or otherwise available for distribution; and that such sum be accordingly set free for distribution amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. The sum aforesaid shall not be paid in cash but shall be applied, subject to applicable provisions contained herein, either in or towards (a) paying up any amounts for the time being unpaid on any Shares held by such members respectively; (b) paying up in full any unissued Shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; (c) partly in the way specified in (a) and partly in (b); A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued share to be issued to members of the Company as fully paid bonus share . Whenever such a resolution as aforesaid shall have been passed, the Board shall (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares if any; and (b) generally do all acts and things required to give effect thereto.
Surplus money	148.	A General Meeting may resolve that any surplus moneys arising from the realisation of any capital assets of the Company or any investments representing the same or any other undistributed profits of the Company not subject to charge for income tax, be distributed among the members on the understanding that they receive the same as capital.
Fractional certificates	149.	The Board shall have power (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of Shares becoming distributable in fractions; and (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further Shares to which they may be entitled upon such

		capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing Shares; (c) Any agreement made under such authority shall be effective and binding on such members.
		DIVIDENDS
How profits shall be divisible	150.	The profits of the Company, subject to any special rights as to Dividends or authorized to be created by these Articles, and subject to the provisions of these Articles shall be divisible among the members in proportion to the amount of Capital paid-up on the Shares held by them respectively.
Declaration of dividends	151.	The Company in General Meeting may declare dividends to be paid to members according to their respective rights, but no Dividend shall exceed the amount recommended by the Board; the Company in General Meeting may, however declare a smaller Dividend. No Dividend shall bear interest against the Company.
Dividend	152.	The Dividend can be declared and paid only out of the following profits; a. Profits of the financial year, after providing depreciation as stated in Section 123(2) read with Schedule II of the Act and Applicable Law. b. Accumulated profits of the earlier years, after providing for depreciation u/s 123(2) read with Schedule II of the Act and Applicable Law. c. Out of money provided by Central or State Government for payment of dividend in pursuance of a guarantee given by the Government. d. If the Company has incurred any loss in any previous financial year or years, the amount of the loss or any amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the dividend is proposed to be declared or paid or against the profits of the Company for any previous financial year or years arrived at in both cases after providing for depreciation in accordance with the provisions of Section 123(2) of the Act or Applicable Law, or against both.
Interim dividends	153.	Subject to the provisions of Section 123 of the Act and Applicable Law, the Board may, from time to time pay to the Members such interim dividends as appear to it to be justified by the profits of the Company.
Debts may be deducted	154.	The Board may deduct from any Dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the Shares of the Company.
Dividend and call together	155.	Any General Meeting declaring a Dividend may make a call on the members of such amount as the meeting fixes, but so that the call on each member shall not exceed the Dividend payable to him, and so that the call be made payable at the same time as the Dividend and the Dividend may, if so arranged between the Company and the Member, be set off against the call.
Payment of pro-rata Dividend	156.	All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the Dividend is paid; but if any Share is issued on terms providing that it shall rank for Dividend as from a particular date such Share shall rank for Dividend accordingly.
Dividend in cash	157.	No Dividend shall be payable except in cash. Provided that nothing in the foregoing shall be deemed to prohibit the capitalisation of profits or reserves of the Company for the purpose of issuing fully paid-up bonus Shares or paying up any amount for the time being unpaid on the Shares held by the Members of the Company.
Effect of transfer	158.	A transfer of Shares shall not pass the rights to any Dividend declared thereon before the registration of the transfer by the Company.

To whom dividends payable	159.	No Dividend shall be paid in respect of any Share except to the member registered in respect of such share or to his order or to his bankers but nothing contained in this Article shall be deemed to require the bankers of a member to make a separate application to the Company for the payment of the dividend. Nothing in this Article shall be deemed to affect in any manner the operation of Article 163.
Dividend to members registered jointly	160.	Any one of several persons who are Members registered jointly in respect of any Share may give effectual receipts for all dividends, bonuses and other payments in respect of such share.
Notice of dividends	161.	Notice of any Dividend, whether interim or otherwise, shall be given to the persons entitled to share in the manner hereinafter provided.
Dividend to be kept in abeyance	162.	The Board may retain the Dividends payable in relation to such Shares in respect of which any person is entitled to become a Member by virtue of transmission or transfer of Shares and in accordance sub-Section (5) of Section 123 of the Act or Applicable Law. The Board may also retain Dividends on which Company has lien and may apply the same towards satisfaction of debts, liabilities or engagements in respect of which lien exists.
Manner of paying Dividend	163.	Any Dividend, interest or other monies payable in cash in respect of Shares may be paid by any Electronic Mode to the shareholder entitled to the payment of the Dividend, or by way of cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or Warrant or pay-slip or receipt lost in transmission or for any Dividend payable to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any pay-slip or receipt or the fraudulent recovery of the Dividend by any other means.
Unclaimed dividends	164.	Any dividend remaining unpaid or unclaimed shall be dealt with in accordance with the provisions of the Act and Applicable Law.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts (not being contracts entered into in the ordinary course of business carried on by our Company) which are, or may be deemed material, have been entered or to be entered into by our Company. Copies of the documents for inspection referred to hereunder, would be available on the website of our Company at www.joonktolleetea.in from the date of this Letter of Offer until the Issue Closing Date.

Material contracts for the Issue

1. Issue Agreement dated December 23, 2020 between our Company and the Lead Manager to the Issue.
2. Agreement dated April 23, 2021 between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated May 07, 2021 amongst our Company, the Lead Manager, the Registrar to the Issue and the Banker to the Issue.
4. Underwriting agreement dated January 13, 2022 between our Company, the Lead Manager to the Issue and the Underwriters

Material documents

1. Certified copies of our Memorandum of Association and Articles of Association as amended until date.
2. Certificate of incorporation dated August 7, 1874.
3. Fresh certificate of incorporation dated July 21, 1972, consequent upon change of name.
4. Board resolution of our Company dated July 14, 2020 authorising the Issue.
5. Shareholders' resolution of our Company dated September 14, 2020 authorising the Issue.
6. Resolution of the Rights Issue Committee dated January 13, 2022, approving the Letter of Offer.
7. Copies of annual reports of the Company for last 5 years.
8. Consent dated December 23, 2020 from the Statutory Auditor, namely, JKVS & Co., Chartered Accountants, to include their name as required under SEBI ICDR Regulations in this Letter of Offer and as an "expert" defined under Section 2(38) of the Companies Act, to the extent and in their capacity as a statutory auditor in respect of their report dated December 16, 2021 on the statement of possible tax benefits available to the Company and its shareholders under the applicable laws in India included in this Letter of Offer.
9. Consents of Bankers to our Company, the Lead Manager to the Issue, Registrar to the Issue, Underwriters to the Issue, Bankers to the Issue, Legal Advisor to the Issue, Directors of our Company, Company Secretary and Compliance Officer, to include their names in this Letter of Offer to act in their respective capacities.
10. In-principle listing approval dated February 18, 2021 from the BSE.
11. Tripartite Agreement dated September 29, 2004 between our Company, NSDL and Maheshwari Datamatics Private Limited.
12. Tripartite Agreement dated July 16, 2004 between our Company, CDSL and Maheshwari Datamatics Private Limited.

Any of the contracts or documents mentioned in this Letter of Offer may be amended or modified at any time, if so required, in our interest or if required by the other parties, without reference to the Shareholders, subject to compliance with applicable law.

DECLARATION

We, the undersigned, hereby declare that, all the relevant provisions of the Companies Act 2013, and the guidelines issued by the Government of India or the guidelines and regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations or guidelines issued, as the case may be. We further certify that all the disclosures and statements made in this Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF THE COMPANY

Name	Signature
Hemant Bangur *Non-Executive Chairman*	
Vinita Bangur *Non Executive Director*	
Manoj Kumar Daga *Independent Director*	
Jay Kumar Surana *Independent Director*	
Navratan Bhairuratan Damani *Non Executive Director*	
Komal Bhotika *Independent Director*	

Name	Signature
Sayansiddha Das *Chief Financial Officer*	
Sharad Bagree *Company Secretary & Compliance Officer*	

Date: January 13, 2022
Place: Kolkata