



THE PERIA KARAMALAI TEA AND PRODUCE
COMPANY LIMITED

113th
ANNUAL REPORT
2025-2026



THE PERIA KARAMALAI TEA AND PRODUCE COMPANY LIMITED

Registered Office : 7, Munshi Premchand Sarani, Hastings, Kolkata - 700 022
Phone : 91-33-22233394 E-mail : periatea@lnbgroup.com Website : www.periatea.com

CIN: L01132WB1913PLC220832

CORPORATE INFORMATION

Board of Directors	:	Mr. Lakshmi Niwas Bangur	—	Chairman	
		Mrs. Alka Lakshmi Niwas Bangur	—	Managing Director	
		Mr. Ashok Kumar Bhargava	—	Independent Director	
		Mr. Gaurav Jalan	—	Independent Director	
		Mr. Amitav Kothari	—	Independent Director	
		Mr. Rajiv Kapasi	—	Independent Director	
Corporate Management Team	:	Mr. Sanjeev Kumar Singh	—	Chief Executive Officer	
		Mr. Anup Kumar Gupta	—	Chief Financial Officer	
		Mr. Saurav Singhania	—	Company Secretary	
Committees of Board	:	AUDIT COMMITTEE	Mr. Amitav Kothari	—	Chairman
			Mr. Lakshmi Niwas Bangur	—	Member
			Mr. Ashok Kumar Bhargava	—	Member
			Mr. Rajiv Kapasi	—	Member
		NOMINATION AND	Mr. Ashok Kumar Bhargava	—	Chairman
		REMUNERATION COMMITTEE	Mr. Lakshmi Niwas Bangur	—	Member
			Mr. Amitav Kothari	—	Member
			Mr. Rajiv Kapasi	—	Member
		STAKEHOLDERS	Mr. Lakshmi Niwas Bangur	—	Chairman
		RELATIONSHIP COMMITTEE	Mr. Ashok Kumar Bhargava	—	Member
			Mr. Rajiv Kapasi	—	Member
		CSR COMMITTEE	Mr. Lakshmi Niwas Bangur	—	Chairman
			Mr. Ashok Kumar Bhargava	—	Member
			Mr. Rajiv Kapasi	—	Member
	Statutory Auditors	:	M/s. Jayaraman and Krishna, Chartered Accountant, Coimbatore		
Secretarial Auditors	:	M/s A Murarka & Co., Practising Company Secretaries, Kolkata			
Internal Auditors	:	M/s. Jha Yadav & Co., Chartered Accountant, Kolkata			
Bankers	:	HDFC Bank Ltd			
Stock Exchange	:	NSE Limited, Mumbai			
Registrar & Share Transfer Agents	:	M/s. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641 028. Tel No. +91(422) 4958995, 2314792. Email: investor.helpdesk@in.mpms.mufg.com			
Head Office	:	"PANCHRATN", 286, Race Course Road, Coimbatore - 641 018			
Corporate Office	:	'Athiva', Plot No. C2, Sector - III, Huda Techno Enclave, Madhapur, Hyderabad - 500 081, Telangana			



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NOTICE TO SHAREHOLDERS

Notice is hereby given that the 113th Annual General Meeting (AGM) of the Members of The Peria Karamalai Tea & Produce Company Limited ("the Company") will be held on Saturday, the 26th day of September, 2026 at 10:30 A.M Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"), to transact the following business(es):

ORDINARY BUSINESS

1. To consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2026 including the Audited Balance Sheet as at March 31, 2026 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend on equity shares for the financial year ended 31st March, 2026.
3. To appoint a director in place of Mrs. Alka Lakshmi Niwas Bangur (DIN 00012894), who retires by rotation and being eligible offers herself for re-appointment.
4. To re-appoint Messrs Jayaraman & Krishna, Chartered Accountants (ICAI Firm Registration No. 011185S), as Statutory Auditors of the Company to hold office for a second term of 5 (Five) consecutive years.

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

"RESOLVED THAT pursuant to Section 139(1), 141, 142, 143 and other applicable provisions of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force); and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company, be and is hereby accorded for the re-appointment of Messrs Jayaraman & Krishna, Chartered Accountants (ICAI Firm Registration No.

011185S), as Statutory Auditors of the Company to hold office for the second term of five consecutive years, commencing from the conclusion of 113th AGM until the conclusion of the 118th AGM at such remuneration plus applicable taxes and out of pocket expenses, as stated in the explanatory statement, with the authority to the Audit Committee and Board of Directors of the Company to vary the said remuneration in consultation with the Auditors and duly approved by the Board of Directors of the Company, from time to time.

RESOLVED FURTHER THAT Board of Directors (including any committee constituted thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution."

SPECIAL BUSINESS

5. To re-appoint Mrs. Alka Lakshmi Niwas Bangur (DIN: 00012894) as Managing Director of the Company and approval of remuneration

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

"RESOLVED THAT pursuant to the provisions of sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with allied rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 17(1C) and all other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the applicable clauses of the Articles of Association of the Company and other applicable provisions, if any, and as recommended by the Nomination & Remuneration Committee, the Audit Committee and Board of Directors of the Company,



the consent of the Members of the Company be and is hereby accorded to the reappointment of Mrs. Alka Lakshmi Niwas Bangur (DIN: 00012894), aged about 74 years, as Managing Director of the Company and whose period of office be liable to retire by rotation under the Act, for a further period of 3 (three) years, with effect from 17th September, 2026, upon such terms and conditions as detailed out in the Explanatory Statement annexed thereto, including remuneration payable from time to time, which at all times shall be within the maximum permissible limit prescribed under Section 197 read with Section 198 and Schedule V of the Companies Act, 2013, the details of which are given in the Explanatory Statement annexed hereto, with the liberty to the Board of directors/committee thereof to alter/vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board and Mrs. Bangur within such overall ceiling.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during the tenure of Mrs. Alka Lakshmi Niwas Bangur (DIN:00012894) as Managing Director of the Company, such remuneration shall be deemed to constitute the “minimum remuneration” within the meaning of Section 197 read with Schedule V of the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and shall be payable accordingly, subject to the receipt of requisite approval, if any.

RESOLVED FURTHER THAT any of the Directors and/ or the Company Secretary of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper, expedient or incidental to give effect to the above resolution.”

6. To approve Material Related Party Transactions

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 (4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with circulars issued thereunder by SEBI and/or stock exchange(s) on which the equity shares of the Company are listed, and applicable provisions of the Companies Act, 2013, if any, read with Rules made thereunder, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force) and the Related Party Transaction Policy of the Company, as amended from time to time, and pursuant to the consent of the Audit Committee and Board of Directors of the Company and subject to such other approval(s), consent(s), and permission(s) as may be necessary from time to time, consent of the Members of the Company be and is hereby accorded to the following related party contract(s)/ arrangement(s)/ transaction(s), to be entered with the following Related Parties of the Company defined as per Section 2 (76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, from the 113th Annual General Meeting till the date of the 114th Annual General Meeting to be held for the financial year 2026-27, subject to the same being carried out in ordinary course and on an arm’s length basis and, notwithstanding the fact that the contracts / arrangements / transactions with each such Related Party, during the tenure, in aggregate, may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable, from time to time.



Sl. No	Name of the Related Party	Nature of Relationship	Nature and Particulars of Transaction	Aggregate Estimated Maximum Value of Transactions (Rs. In Crores)
1	LNB Renewable Energy Limited	Promoter Group Company	Granting of Loans	100
2	Kiran Vyapar Limited	Promoter Group Company	Granting of Loans	150
3	Shree Krishna Agency Limited	Promoter Group Company	Granting of Loans	50
4	The General Investment Company Limited	Promoter Group Company	Granting of Loans	50
5.	Kiran Vyapar Limited	Promoter Group Company	Availing of Loans	50
6.	Maharaja Shree Umaid Mills Limited	Holding Company	Availing of Loans	50
7.	IOTA Mtech Limited	Promoter Group Company	Availing of Loans	50
8.	Sidhidata Tradecomm Limited	Promoter Group Company	Availing of Loans	50

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary, be and are hereby severally authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution in the best interest of the Company."

7. To approve increase in limit to make investments, give loans, guarantees and securities in excess of limits specified under section 186 of the Companies Act, 2013

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

"RESOLVED THAT in supersession of the Special Resolution passed by the members of the Company at the Annual General Meeting held on September 20, 2025 and pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any

modification or re-enactment thereof for the time being in force), Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as the Board may in their absolute discretion deem beneficial and in the interest of the Company, for an amount at any time not exceeding a sum of Rs.700 Crores (Rupees Seven Hundred Crores only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and securities provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to take all such actions



and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

**By Order of the Board
For The Peria Karamalai Tea & Produce Co. Ltd.**

**Hyderabad
8th August, 2026**

**Saurav Singhania
Company Secretary
M.No: A27227**

NOTES:

1. Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated 8th April, 2020, read with General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 02/2022 dated 5th May, 2022, General Circular No. 10/2022 dated 28th December, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated 19th September 2024 and General Circular No. 03/2025 dated 22nd September 2025 and also SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as "said Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Shareholders at a common venue.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("Act") read with the said Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has decided to convene its ensuing 113th AGM through VC/OAVM and the Shareholders can attend and participate in the ensuing AGM through VC/OAVM. However, for the purpose of technical compliance of the provisions of section 96(2) of the Companies Act, 2013, the venue of the AGM shall be deemed to be the Registered Office of the Company at 7, Munshi Premchand Sarani, Hastings, Kolkata-700022.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her



behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC/OAVM, whereby physical attendance of Shareholders has been dispensed with and in line with the said Circulars read with Circular No.: SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 ("said SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI"), the facility to appoint a proxy to attend and cast vote for the shareholder is not made available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. Institutional / Corporate Shareholders (i.e. other than Individuals / HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC /OAVM on its behalf and to cast vote through remote e-voting as well as vote at the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to kolkata@vinodkothari.com.
4. The facility for Shareholders to join the AGM in the VC/OAVM mode will be kept open to join 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting. The Shareholders can join the AGM by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
5. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available

electronically for inspection by the members during the Annual General Meeting.

7. In line with the said Circulars issued by the MCA and SEBI, the Annual Report for the financial year ended 31st March, 2026 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith including Notice of the 113th AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email to all the Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled. A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to shareholders who have not registered their email address with the Company's RTA or Depository Participant (DP).

Members may also note that the Notice of the 113th AGM and the Annual Report 2025-26 will also be available on the Company's website at www.periatea.com and website of the Stock Exchange i.e NSE Ltd., at www.nseindia.com. The Notice of the AGM shall also be available on the website of CDSL at www.evotingindia.com.

8. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the meeting is annexed hereto and forms part of the Notice.
9. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the Company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this AGM.
11. Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS2) on General Meetings, details of directors seeking appointment /reappointment at the Annual



General Meeting are furnished in **Annexure A** which forms part of the notice.

12. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2026 to 26th September, 2026 (both days inclusive) for determining the name of members eligible for dividend on equity shares, if declared at the meeting.
13. The Dividend, as recommended by the Board, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration to those members whose names stand registered on the Company's Register of Members-
 - a. as Beneficial Owners as at 19th September, 2026 as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in electronic form; and
 - b. as members in the Register of Members of the Company in physical form on or before 19th September, 2026.
14. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to shareholders at the prescribed rates in the Income Tax Act, 1961 ("the IT Act"). For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. In general, to enable compliance with TDS requirements, the shareholders are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants (in case of shares held in demat mode). Members holding shares in physical form can submit such details by sending an email to the Registrar & Share Transfer Agent of the Company at investor.helpdesk@in.mpms.mufg.com.
 - a. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source at investor.helpdesk@in.mpms.mufg.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
 - b. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by submitting at investor.helpdesk@in.mpms.mufg.com.
15. Members holding Shares of the Company in physical form through multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into single folio by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agent of the Company.
16. In all correspondence with the Company/Registrar & Share Transfer Agent, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DPID and Client ID number.
17. National Electronic Clearing Service (NECS):
 - a. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of shareholders from depositories/investors for making payment of dividends in electronic mode. Further, pursuant to recent General Circular 20/2020 dated 5th May, 2020 companies are directed to credit the dividend of the shareholders directly to the bank accounts of the shareholders using Electronic Clearing Service. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form. In case of non-availability or non-updation of bank account details of the shareholders, the Company would be unable to pay dividends through physical instruments to shareholders



pursuant to the amendment to Regulation 12 of the SEBI Listing Regulations effective from 18th November, 2025.

- b. The Company has provided National Electronic Clearing Service (NECS) facility to the Members for remittance of dividend. NECS facility is available at locations identified by Reserve Bank of India from time to time. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent ('RTA'), M/s MUFG Intime India Private Limited. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.
 - c. Members holding shares in electronic form may note that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent, M/s MUFG Intime India Private Limited cannot act on request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members. Members holding shares in physical form and desirous of registering bank particulars against their respective folios for payment of dividend are requested to write to the Registrar and Share Transfer Agent of the Company.
18. SEBI, vide its circular dated 3 November, 2021(subsequently amended by circulars dated 14 December, 2021, 16 March, 2023 and 17 November, 2023 and Master Circular dated 7th May, 2024) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1 April, 2024, only upon furnishing all the aforesaid details in entirety. If a Member updates the abovementioned details after 1 April, 2024, then such Member would receive all the dividends declared during that period (from 1 April, 2024 till date of updation) pertaining to the shares held after the said updation automatically.
 19. In order to strengthen the dispute resolution mechanism for all disputes between a listed company and/or Registrars & Transfer Agents and its shareholder(s)/investor(s), SEBI had issued a Standard Operating Procedure ('SOP') vide Circular dated 30 May, 2022. As per this Circular, shareholder(s)/ investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated 31 July, 2023 (updated as on 20 December, 2023), introduced the Online Dispute Resolution (ODR) Portal. Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.
 20. For members holding shares in physical form, SEBI vide its Master Circular SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated 7 May, 2024 read with SEBI/HO/ MIRSD/POD-1/P/CIR/2024/81 dated 10 June, 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e., postal address with PIN code, mobile number, bank account details, PAN linked with Aadhaar etc.). In case any of the aforesaid documents/details are not available in the record of the RTA, the member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details.
 21. Members holding shares in physical form, desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and rules made thereunder are requested to submit the prescribed Form No. SH-13(Nomination Form) or SH-14 (Cancellation or Variation of Nomination), as applicable for the purpose, to the RTA of the Company ie., MUFG Intime India Private Limited. Members holding shares in demat form may contact their respective Depository Participant for recording nomination in respect of their shares.
 22. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically.If there is any change in



the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

23. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with pin code of the post office, mandate, bank particulars and Permanent Account Number (PAN) to the Company's Registrar and Share Transfer Agent ('RTA') and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
24. As per the green initiative taken by the Ministry of Corporate Affairs, members are advised to register their email address with the Company in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in demat form to enable the Company to serve documents in electronic form.
25. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company/Registrar & Share Transfer Agent.
26. Members who have executed the transfer prior to April 1, 2019 but were not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents have been provided a special re-lodgement window till February 4, 2027, to re-lodge the transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer under this window will be credited only in dematerialised form and will carry a one-year lock-in period from the date of transfer registration. Members can contact the Company or the RTA, for assistance in this regard.
27. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the Members to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories. In terms of Regulation 40 of the Listing Regulations, listed companies are not allowed to process a request of transfer of shares held in physical form. Accordingly, Members, who have not dematerialized their shares as yet, are advised to have their shares dematerialised to avail the benefits of paperless trading as well as easy liquidity as the trading in shares of the Company is under compulsory dematerialised form.
28. Members desirous of receiving any information on the accounts of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
29. Members wishing to claim dividend which remain unclaimed are requested to correspond with the Company or RTA of the Company. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's unpaid dividend account will be transferred to the Investor Education and Protection Fund.
30. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. Therefore, the dividend declared for the financial year ended March 31, 2018 and earlier years, remaining unpaid or unclaimed for a period of seven years from the date of transfer of the same to the unpaid dividend account, has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.
31. Pursuant to the provisions of Section 124 of the Companies Act, 2013 dividends that are unpaid / unclaimed for a period of seven years from the date they became due for payment are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Pursuant to the provisions of IEPF Rules 2016, the Company has uploaded the



details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2026 on the website of the Company viz., www.periatea.com. Members who have a valid claim to any of the unpaid or

unclaimed dividends are requested to lodge their claim with the Company or RTA of the Company.

The details of unpaid dividend and last date of transfer in the IEPF are given hereunder:

Year	Type of Dividend	Dividend per Share (Rs.)	Date of declaration of Dividend	Dividend Amount unpaid as on 31.03.2026	Last date for transfer of unpaid dividend in Investor Education and Protection Fund
2018-19	Final	0.75	09.09.2019	77315	16.10.2026
2019-20	Final	0.50	28.09.2020	54812	04.11.2027
2020-21	Final	1.50	24.09.2021	158468	31.10.2028
2021-22	Final	1.00	24.09.2022	109187	31.10.2029
2022-23	Final	0.50	26.09.2023	44723	02.11.2030
2023-24	Final	1.00	26.09.2024	163191	02.11.2031
2024-25	Final	1.00	20.09.2025	149928	27.10.2032

The final dividend for the financial year ended March 31, 2019 and dividends declared thereafter, which remain unclaimed for a period of seven years, will be transferred by the Company to the Investor Education and Protection Fund, as per the applicable provisions of the Companies Act, 2013 and allied rules thereunder. Please note that the due date for transferring the unclaimed final dividend for the financial year ended March 31, 2019 to Investor Education and Protection Fund is 16th October, 2026. Shareholders, who have not yet encashed their final dividend for the financial year ended March 31, 2019 or any subsequent financial years are requested to make their claim to the Company / Company's Registrar and Share Transfer Agent immediately. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on March 31, 2026 on the website of the Company at www.periatea.com.

or unclaimed for a period of seven consecutive years to IEPF Demat Account. Accordingly, the Company has transferred on due dates the shares, in respect of which dividend was unpaid or unclaimed for a consecutive period of seven (7) years or more has been transferred to the Investor Education and Protection Fund ("IEPF") upto the financial year 2017-18. During the year, the Company has transferred 7471 shares to IEPF Authority as per the requirement of the IEPF rules.

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

33. The Company published notice in newspapers and also send an individual intimation to the concerned shareholders, as and when required, pursuant to IEPF Rules read with section 124 of the Companies Act, 2013, requesting them to claim their unpaid and unclaimed dividends failing which the corresponding shares will be transferred to IEPF.

Members whose unclaimed dividends/shares are/ will be transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.

34. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed to this Notice.



35. The resolutions will be deemed to be passed on the AGM date subject to the receipt of the requisite number of votes in favour of the resolutions.

36. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and MCA Circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 13th January, 2021, 23rd June, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022, 28th December, 2022, 25th September, 2023, 19th September 2024 and 22nd September 2025 and any other applicable notification/circular, the Company is pleased to provide the Members (whether holding shares in physical or dematerialized form) with the facility to exercise their right to vote on the matters set out in the notice by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited (CDSL). For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency.

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

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

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

(i) The voting period begins on Wednesday, 23rd day of September, 2026 at 9.00 A.M and ends on Friday, 25th day of September, 2026 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 19th day of September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

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

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

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



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

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

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

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



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

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <THE PERIA KARAMALAI TEA & PRODUCE CO LTD> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non-Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- Alternatively Non Individual shareholders are mandatory required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz. kolkata@vinodkothari.com and to the Company at the email address viz; periatea@lnbgroup.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

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

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from between 19th September, 2026 to 23rd September 2026 mentioning their name, demat account number/folio number, email id, mobile number at periatea@lnbgroup.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in

advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at periatea@lnbgroup.com. These queries will be replied to by the company suitably by email.

- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self -attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA at investor.helpdesk@in.mpms.mufg.com.
- For Demat shareholders, Please update your email id & mobile no. with your respective Depository Participant (DP).
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.



All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

37. Any person who acquire shares and become the member after dispatch of Notice and hold shares as of the cut-off dates may obtain the sequence number for remote e-voting by sending a request to the Company's RTA.
38. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid up equity share capital of the Company as on the cut-off date of 19th September, 2026. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
39. The Board of Directors of the Company at their meeting held on 8th August, 2026 has appointed, M/s Vinod Kothari & Company, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the Annual General Meeting in fair and transparent manner.

40. During the AGM, the Chairman shall formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM, if already not voted through remote e voting. Voting at the AGM shall be kept open for a period of 30 minutes after the AGM ends.
41. Scrutinizer shall, after the 30 minutes of conclusion of the Meeting will unblock the votes cast during the meeting and through remote e-voting in the presence of at least two witnesses not in the employment of the Company and within a period not exceeding 2 working days from the conclusion of the meeting make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any other person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
42. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.periatea.com and on the website of CDSL www.evotingindia.com and shall also be displayed on the Notice Board of the Company at its registered office. Further, immediately after the declaration of result by the Chairman or a person authorised by him in writing shall communicate to National Stock Exchange of India Limited.



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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 4 to 7 of the accompanying Notice

Item No. 4:

Messrs Jayaraman & Krishna, Chartered Accountants (ICAI Firm Registration No. 011185S) were appointed as Statutory Auditors of the Company, for a first term of 5 consecutive years, to hold office from conclusion of the 108th Annual General Meeting until the conclusion of the 113th Annual General Meeting of the Company to be held for the financial year 2025-26. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as Statutory Auditors for not more than 2 (two) terms of 5 (five) consecutive years. Messrs Jayaraman & Krishna is eligible for reappointment for a further period of five years.

Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on August 8, 2026, approved the reappointment of Messrs Jayaraman & Krishna as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 113th Annual General Meeting until the conclusion of the 118th Annual General Meeting of the Company to be held for the financial year 2030-31.

Considering the evaluation of the past performance, experience and expertise of Messrs Jayaraman & Krishna and based on the recommendation of the Audit Committee and Board of Directors, it is proposed to re-appoint Messrs Jayaraman & Krishna as Statutory Auditors of the Company for a second term of five consecutive years till the conclusion of the 118th Annual General Meeting of the Company in terms of the aforesaid provisions.

Messrs Jayaraman & Krishna have consented to act as Statutory Auditors and have confirmed that their re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed, that they are not disqualified to be appointed as Auditors in terms of the provisions of the provision to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The details required to be disclosed under Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are as under:

Sl.No	Particulars	Details
1.	Proposed fees payable to the Statutory Auditors	Rs. 2.05 Lakhs (Rupees Two Lakhs Five Thousand Only) excluding applicable taxes and out of pocket expenses for the FY 2026-27. The fee for the subsequent year(s) as determined by the Audit Committee and/or Board of Directors of the Company in consultation with the said Statutory Auditors.
2.	Terms of appointment	Re-appointment of Messrs Jayaraman & Krishna Chartered Accountants (ICAI Firm Registration No. 011185S) as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 113th Annual General Meeting until the conclusion of the 118th Annual General Meeting of the Company to be held for the financial year 2030-31.
3.	Material changes in the fee payable to new Statutory Auditor(s) from that paid to the outgoing auditor along with the rationale for such change	N.A.



Sl.No	Particulars	Details
4.	Basis of recommendation for appointment	Messrs Jayaraman & Krishna is one of the renowned Auditor firms in Coimbatore registered with The Institute of Chartered Accountants of India (ICAI). Given the nature, size and spread of the Company's operations, and considering the evaluation of the past performance, experience and expertise of Messrs Jayaraman & Krishna the Audit Committee and the Board of Directors of the Company recommended to re-appoint Messrs Jayaraman & Krishna as Statutory Auditors of the Company for a second term of five consecutive years.
5.	Credentials of the proposed Statutory Auditors	M/s Jayaraman & Krishna is a Chartered Accountant Firm registered with The Institute of Chartered Accountants of India ("ICAI") with Firm Registration No. 011185S., situated at Coimbatore. Presently, the firm has 5 partners and also associated with few firms and free-lance professionals to enhance its visibility and professional presence. The firm is committed to provide services and solutions without compromising on quality and standards. The firm is specialised in providing an array of services covering Audit & Assurance services, Business Consultancy, Tax & Regulatory Services, etc. The clients constitute individuals, banks, corporates, government departments, etc., to whom the above arena of services are rendered. The firm has been peer reviewed and received a peer review Certificate from the ICAI.

The Board of Directors in consultation with the Audit Committee and the Statutory Auditors, may alter and vary the aforesaid terms and conditions of appointment including remuneration, in such manner and to such extent as may be mutually agreed.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

Item No. 5:

Mrs. Alka Lakshmi Niwas Bangur (DIN:00012894) was re-appointed as the Managing Director of the Company in the meeting of the Board of Directors held on 17th May, 2023 for a term of 3 years with effect from 17th September, 2023, which was approved by the shareholders in the 110th Annual General Meeting of the Company held on 26th September, 2023. The said term is expiring on 16th September, 2026.

Members of the Company are aware that Mrs. Alka Lakshmi Niwas Bangur holds Master Degree in English, Hindi and Business Administration. She is associated with the Company since 1993. She has a vast experience in the management and administration of the Company. Under her leadership, the Company has registered steady progress and growing from strength to strength. Therefore, the Board of Directors of the Company considered it desirable that Mrs. Alka Lakshmi Niwas Bangur should continue to lead the Company as Managing Director for a further period of 3 Years w.e.f 17th September, 2026.

Accordingly, the Board, in their meeting held on 26th May, 2026, on the recommendation of the Nomination and Remuneration Committee & Audit Committee at their respective meetings held on 26th May, 2026 had, subject to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V of the said Act read with applicable provisions of SEBI LODR Regulations, approved re-appointment and remuneration of Mrs. Bangur as the Managing Director and whole time Key Managerial Personnel of the Company for a period of 3 years w.e.f. 17th September, 2026, subject to approval of the shareholders of the Company at the ensuing Annual General Meeting.

While approving the re-appointment and remuneration of the Managing Director the Nomination and Remuneration Committee considered various parameters such as increase in scale of operation of the Company, increased involvement



of the Managing Director in the overall growth of the Company, increased level of responsibility and remuneration of similar professional in similar industries etc.

The terms and conditions of Mrs. Alka Lakshmi Niwas Bangur (DIN:00012894) for her reappointment as Managing Director, as recommended by the Nomination and Remuneration Committee and Audit Committee are as follows:-

1. Mrs. Alka Lakshmi Niwas Bangur shall be responsible for advising and assisting the Board of Directors of the Company in formulation of long term business plans and strategic thrust of the Company, for co-ordinating key affairs of business of the Company externally and where needed internally too, for formulation of and decision on developmental, diversification and growth plans of the Company including plans for major capital expenditure for reviewing and monitoring the execution of plans and conduct of overall affairs of the Company; and for all matters of strategic importance.
2. Mrs. Alka Lakshmi Niwas Bangur shall have adequate communication facilities and necessary office establishment, appropriate set-up and systems built-up, provided to her by the Company, for the purpose of carrying out her above duties. Mrs. Alka Lakshmi Niwas Bangur shall have power to visit the Registered Office and offices at various places, to have meetings, deliberations and negotiations with Bank/Institutions, Government Authorities and other concerned as and when needed for the purpose of discharging her duties as above.
3. Mrs. Alka Lakshmi Niwas Bangur shall generally have all powers in the normal course of business of the Company to deliberate, deal, negotiate, interact and enter into agreements on behalf of the Company with whomsoever concerned. In respect of the business of the Company from time to time, and shall exercise and perform the above and such other powers and duties as the Board of Directors of the Company may, from time to time, subject to the provisions of law and the Articles of Association of the Company, further determine.
4. Mrs. Alka Lakshmi Niwas Bangur while being away from her normal place of establishment shall be responsible to keep appropriate arrangements to keep communication with the Registered Office, other offices of the Company and other business associates, as may be necessary from time to time, for the purpose of discharging her duties.
5. Any actual expenses on travel, staying in hotel etc and any other expenses incurred by Mrs. Alka Lakshmi Niwas Bangur for the purpose of carrying out her duties as above, will be reimbursable to her or payable to the party concerned by the Company.
6. Mrs. Alka Lakshmi Niwas Bangur, while she continues to hold the office as Managing Director, in her capacity as Director of the Company, shall be subject to retirement by rotation under Section 152 of the Act and she shall reckoned as a Director for the purpose of determining the number of directors liable to retire by rotation, but she shall ipso facto and immediately cease to be the Managing Director, if for any reasons she ceases to hold office as Director of the Company.
7. Since prior to re-appointment of Mrs. Alka Lakshmi Niwas Bangur in capacity of the Managing Director with effect from September 17, 2026, she has remained in the services of the Company, she shall be deemed to be in continuous service of the Company for the purpose of the benefit of Gratuity.
8. In consideration of her services as Managing Director, Mrs. Alka Lakshmi Niwas Bangur shall be entitled to receive the following by way of remuneration as recommended by the Nomination & Remuneration Committee:
 - a. Salary: Rs.1,87,500/- (Rupees One Lakh Eighty-Seven Thousand Five Hundred Only) per month with such increments as may be determined by the Board of Directors of the Company from time to time in the salary range of Rs. 1,87,500/- to Rs. 2,60,417/-.
 - b. Commission: Commission on net profits of the company as may be determined by the Board of Directors within the overall limits laid down under the Act.
 - c. Perquisites:
 - I. In addition to salary and commission, Mrs. Alka Lakshmi Niwas Bangur, Managing Director shall also be entitled to interchangeable perquisites like furnished accommodation, where accommodation is not provided 60% of the salary as HRA, gas electricity, water, furnishings, medical reimbursement, LTA for self and family, fees of clubs, medical insurance, personal accident insurance etc. in accordance with the rules of the Company.



- II. Leave in accordance with the rules applicable to the managerial staff of the Company. Encashment of unavailed leave as per rules of the Company.
 - III. Use of Company's car, cell phone and telephone at residence for official purposes, encashment of unavailed leave at the end of tenure, contribution to Provident Fund, Superannuation Fund and Gratuity Fund will not be considered as perquisites.
 - IV. Mrs. Alka Lakshmi Niwas Bangur shall also be entitled to get reimbursement/direct payment of club membership fees for two clubs in India/abroad including admission, Annual/Life Membership Fees for the purpose of furtherance of the business of the Company, in addition to the remuneration as mentioned above, which shall not form part of the remuneration.
 - V. Gratuity payable shall not exceed half a month's salary for each completed year of service or at the rate as may be modified from time to time.
- d. In the event of loss or inadequacy of profits in any financial year, the aforesaid remuneration shall be paid by way of salary, allowances and perquisites as minimum remuneration as specified under Schedule V read with Sections 196 and 197 of the Companies Act, 2013 and as may be amended from time to time.
 - e. The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
 - f. The Managing Director shall be entrusted with substantial powers of management and shall exercise her powers subject to the superintendence, control and direction of the Board of Directors
 - g. The appointment of three years may be determined by either party by giving three months' notice in writing to the other party.
 - h. The Managing Director shall be subject to liable to retire by rotation under section 152 of the Companies Act, 2013.

A brief resume of Mrs. Alka Lakshmi Niwas Bangur, nature of her expertise in specific functional areas and names of Companies in which she holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 are given in an annexure, annexed hereto and marked as "Annexure-A" to this Notice. Further, Disclosure as required under Clause (iv) of Part B of Section II of Schedule V of the Companies Act, 2013 is given hereunder and annexed hereto and marked as "Annexure-B" to this Notice.

Accordingly, Members of the Company are requested to approve the re-appointment and the remuneration as set out above to Mrs. Alka Lakshmi Niwas Bangur.

Except Mr. Lakshmi Niwas Bangur and Mrs. Alka Lakshmi Niwas Bangur, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested financial or otherwise in the resolution.

The Board recommends passing of the resolution as set out under Item No.5 of the notice for approval of the members as a Special Resolution.

Item No. 6

The Company has Investment & financing business as a separate business segment and therefore, the Company in its ordinary course of business grant loans in the nature of working capital and/or Term loans to its group companies and other entities out of surplus funds available with the Company time to time. Similarly, the Company also avail/borrow working capital loans and/or term loans from related parties and other entities, depending upon the operational, working capital or other business requirements. All such transactions shall be undertaken on arm's length basis and in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws.



Further, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') all related party transactions requires prior approval of Audit Committee and also member's approval by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the Company and on arm's length terms. A transaction with a related party shall be considered 'material' under the Listing Regulations, if the transaction/ transactions with a related party to be entered into individually or taken together with previous transactions during a financial year exceeds the scale-based thresholds based on the annual consolidated turnover of the Company in accordance with Schedule XII of the Listing Regulations. The annual consolidated turnover of the Company as per the Company's last audited financial statements for the financial year as at 31st March, 2026 is less than Rs. 20,000 crores, and hence, the materiality threshold for the Company is based on 10% of such annual consolidated turnover.

SEBI vide its circular dated 8th April 2022, has clarified that in case of the omnibus shareholders' approval for material RPTs, the resolution approved in an AGM shall be valid upto the date of the next AGM or a period not exceeding fifteen months. The approval of the Members of the Company for Material Related Party Transaction was obtained through an Ordinary Resolution at the 112th Annual General Meeting held on 20th September, 2025, which is valid till the date of ensuing AGM.

Further, the aggregate value of the transactions with a related party are likely to exceed the aforesaid materiality limit during the Financial Year 2026-27, as per the last audited financial statements of the Company and may continue till the conclusion of Annual General Meeting for the said Financial Year 2026-27. Therefore, the said transactions would be considered to be material related party transactions for the purpose of provisions of Regulation 23 of Listing Regulations and thus, requires the approval of the Members of the Company through an Ordinary Resolution. Accordingly, the approval of Members is sought to renew the existing approved limits with enhanced monetary limits, include certain additional related parties, and expand the scope of the approval to cover both granting as well as availing of loans through Ordinary Resolution at the ensuing 113th Annual General Meeting to be held on 26th September, 2026. It is hereby clarified that the approval by the shareholders, of transactions within specified limits, upto the next AGM, shall be without prejudice to the requirement of obtaining the approval of the Audit Committee for such transactions, including the grant / review of omnibus approvals, on a financial year basis, as applicable under the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015.

The Audit Committee and the Board of Directors have reviewed the terms & conditions of this transaction(s) and the Committee has also reviewed the certificate provided by the KMP of the Company to the effect that the proposed RPT is in the interest of the Company, and have accordingly, recommended the same to the Members for their approval by way of an Ordinary Resolution.

Details in respect of the Related Party Transactions in terms of SEBI Master Circular dated 11th November, 2024 read with SEBI Circular dated February 14, 2025 and SEBI Circular dated June 26, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), which is effective from September 01, 2025 are specified below:

A(1) Basic Details of the related party

S. No.	Particulars of the information	Information provided by the management							
		Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
1.	Name of the related party	LNB Renewable Energy Limited	Kiran Vyapar Limited	Shree Krishna Agency Limited	The General Investment Company Limited	Kiran Vyapar Limited	Maharaja Shree Unaid Mills Limited	IOTA Mtech Limited	Sidhidata Tradecom Limited
2.	Country of incorporation of the related party	India	India	India	India	India	India	India	India



S. No.	Particulars of the information	Information provided by the management							
		Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
3.	Nature of business of the related party	Engineering, Procurement & Construction (EPC) and Operation & Maintenance (O&M) solutions provider for grid-connected rooftop and utility-scale for solar and wind power projects.	Non Banking Financial Company	Non Banking Financial Company	Non Banking Financial Company	Non Banking Financial Company	Textile Manufacturing, Renewable Energy and Financing & Investment	Trading in commodities	Trading in commodities

A(2). Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management							
		Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
		LNB Renewable Energy Limited	Kiran Vyapar Limited	Shree Krishna Agency Limited	The General Investment Company Limited	Kiran Vyapar Limited	Maharaja Shree Umaid Mills Limited	IOTA Mtech Limited	Sidhidata Tradecomm Limited
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Promoter Group Company	Promoter Group Company	Promoter Group Company	Promoter Group Company	Promoter Group Company	Holding Company	Promoter Group Company	Promoter Group Company
a.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	—	0.37% (Direct)	—	—	0.37% (Direct)	14.90% (Direct)	—	—
b.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA	NA	NA	NA	NA	NA	NA	NA



S. No.	Particulars of the information	Information provided by the management							
		Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
		LNB Renewable Energy Limited	Kiran Vyapar Limited	Shree Krishna Agency Limited	The General Investment Company Limited	Kiran Vyapar Limited	Maharaja Shree Umaid Mills Limited	IOTA Mtech Limited	Sidhidata Tradecomm Limited
c.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	—	15.19% (Direct)	1.73% (Direct)	0.68% (Direct)	15.19% (Direct)	51.66% (Direct 43.34% and Indirect 8.31%)	—	—

A(3) Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management							
		Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
		LNB Renewable Energy Limited	Kiran Vyapar Limited	Shree Krishna Agency Limited	The General Investment Company Limited	Kiran Vyapar Limited	Maharaja Shree Umaid Mills Limited	IOTA Mtech Limited	Sidhidata Tradecomm Limited
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	a) Operation and Maintenance (O&M) services - Rs. 15.52 lakhs b) Purchase of Goods - Rs. 468.27 Lakhs	a) Loan Given - Rs. 2650 lakhs b) Loan repaid- Rs.35 Lakhs c) Interest Received- Rs.23.36 Lakhs	NIL	NIL	Loan Given- Rs. 2650 lakhs b) Loan repaid - Rs.35 Lakhs c) Interest Received- Rs.23.36 Lakhs	a) Reimbursement of Expenses- Rs. 1.94 lakhs b) Loan Given- Rs. 3650 Lakhs c) Loan repaid- Rs.3650 Lakhs d) Interest received- Rs.16.93 Lakhs e) Acquisition of shares of Maharaja Shree Umaid Mills Limited (MSUML) pursuant to merger of Placid Limited with MSUML (Face value Rs.10 per Share)- Rs.38705.83 Lakhs	NIL	NIL



S. No.	Particulars of the information	Information provided by the management							
		Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
		LNB Renewable Energy Limited	Kiran Vyapar Limited	Shree Krishna Agency Limited	The General Investment Company Limited	Kiran Vyapar Limited	Maharaja Shree Umaid Mills Limited	IOTA Mtech Limited	Sidhidata Tradecomm Limited
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	a) Operation and Maintenance (O&M) services - Rs. 4.07 lakhs b) Purchase of Goods - Rs. 340.31 Lakhs	a) Loan Given - Rs. 1800 lakhs b) Loan Repaid- Rs.260 lakhs c) Interest Income- Rs.53.07 Lakhs	a) Loan Taken- Rs. 500 lakhs b) Interest Ex- pense- Rs.2.44 Lakhs	NIL	a) Loan Given - Rs. 1800 lakhs b) Loan Repaid- Rs.260 lakhs c) Interest Income- Rs.53.07 Lakhs	a) Reim- bursement of Expenses- Rs. 0.48 lakhs b) Loan Taken- Rs. 500 Lakhs c) Interest expense- Rs.2.12 Lakhs	NIL	a) Loan Taken - Rs. 325 lakhs b) Interest Expense- Rs.1.38 lakhs
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA	NA	NA	NA	NA	NA	NA	NA

A(4) Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management							
		Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
		LNB Renewable Energy Limited	Kiran Vyapar Limited	Shree Krishna Agency Limited	The General Investment Company Limited	Kiran Vyapar Limited	Maharaja Shree Umaid Mills Limited	IOTA Mtech Limited	Sidhidata Tradecomm Limited
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	100 crore	150 crore	50 crore	50 crore	50 crore	50 crore	50 crore	50 crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes



S. No.	Particulars of the information	Information provided by the management							
		Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
		LNB Renewable Energy Limited	Kiran Vyapar Limited	Shree Krishna Agency Limited	The General Investment Company Limited	Kiran Vyapar Limited	Maharaja Shree Umaid Mills Limited	IOTA Mtech Limited	Sidhidata Tradecomm Limited
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	1.46 times	2.20 times	0.73 times	0.73 times	0.73 times	0.73 times	0.73 times	0.73 times
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1.44 times	1.41 times	18.66 times	178.57 times	0.47 times	0.07 times	2.34 times	5.52 times
6.	Financial performance of the related party for the immediately preceding financial year	1. Turnover: Rs. 69.40 Cr. 2. PAT: Rs. 6.97 Cr. 3. Net Worth: Rs. 336.95 Cr.	1. Turnover: Rs. 63.03 Cr. 2. PAT: Rs. 11.23 Cr. 3. Net Worth: Rs. 943.29 Cr	1. Turnover: Rs. 2.68 Cr. 2. PAT: Rs. 0.43 Cr. 3. Net Worth: Rs. 185.09 Cr.	1. Turnover: Rs. 0.28 Cr. 2. PAT: Rs. (0.03) Cr. 3. Net Worth: Rs. 82.34 Cr.	1. Turnover: Rs. 63.03 Cr. 2. PAT: Rs. 11.23 Cr. 3. Net Worth: Rs. 943.29 Cr	1. Turnover: Rs. 561.00 Cr. 2. PAT: Rs. 3.67 Cr. 3. Net Worth: Rs. 1100.60 Cr.	1. Turnover: Rs. 21.39 Cr. 2. PAT: Rs. 9.16 Cr. 3. Net Worth: Rs. 200.89 Cr.	1. Turnover: Rs. 9.06 Cr. 2. PAT: Rs. 1.33 Cr. 3. Net Worth: Rs. 124.10 Cr.

**A(5). Basic details of the proposed transaction**

S. No.	Particulars of the information	Information provided by the management							
		Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
		LNB Renewable Energy Limited	Kiran Vyapar Limited	Shree Krishna Agency Limited	The General Investment Company Limited	Kiran Vyapar Limited	Maharaja Shree Umaid Mills Limited	IOTA Mtech Limited	Sidhidata Tradecomm Limited
1.	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.)	Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
2.	Details of each type of the proposed transaction	Same as above	Same as above	Same as above	Same as above	Same as above	Same as above	Same as above	Same as above
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From the 113th Annual General Meeting till the date of 114th Annual General Meeting to be held for the financial year 2026-27.	From the 113th Annual General Meeting till the date of 114th Annual General Meeting to be held for the financial year 2026-27.	From the 113th Annual General Meeting till the date of 114th Annual General Meeting to be held for the financial year 2026-27.	From the 113th Annual General Meeting till the date of 114th Annual General Meeting to be held for the financial year 2026-27.	From the 113th Annual General Meeting till the date of 114th Annual General Meeting to be held for the financial year 2026-27.	From the 113th Annual General Meeting till the date of 114th Annual General Meeting to be held for the financial year 2026-27.	From the 113th Annual General Meeting till the date of 114th Annual General Meeting to be held for the financial year 2026-27.	From the 113th Annual General Meeting till the date of 114th Annual General Meeting to be held for the financial year 2026-27.
4.	Whether omnibus approval is being sought?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes



S. No.	Particulars of the information	Information provided by the management							
		Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
		LNB Renewable Energy Limited	Kiran Vyapar Limited	Shree Krishna Agency Limited	The General Investment Company Limited	Kiran Vyapar Limited	Maharaja Shree Umaid Mills Limited	IOTA Mtech Limited	Sidhidata Tradecomm Limited
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	100 Crore Tenure From the 113th Annual General Meeting till the date of 114th Annual General Meeting to be held for the financial year 2026-27.	150 Crore Tenure From the 113th Annual General Meeting till the date of 114th Annual General Meeting to be held for the financial year 2026-27.	50 Crore Tenure From the 113th Annual General Meeting till the date of 114th Annual General Meeting to be held for the financial year 2026-27.	50 Crore Tenure From the 113th Annual General Meeting till the date of 114th Annual General Meeting to be held for the financial year 2026-27.	50 Crore Tenure From the 113th Annual General Meeting till the date of 114th Annual General Meeting to be held for the financial year 2026-27.	50 Crore Tenure From the 113th Annual General Meeting till the date of 114th Annual General Meeting to be held for the financial year 2026-27.	50 Crore Tenure From the 113th Annual General Meeting till the date of 114th Annual General Meeting to be held for the financial year 2026-27.	50 Crore Tenure From the 113th Annual General Meeting till the date of 114th Annual General Meeting to be held for the financial year 2026-27.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company has Investment & financing business as a separate business segment and therefore, the Company in its ordinary course of business grant loans in the nature of working capital and/or Term loans to its group companies and other entities. Similarly, the Company also avail/borrow working capital loans and/or term loans from group companies and other entities, depending upon the operational, working capital or other business requirements. Further, the loans are generally funded from surplus funds available from time to time, Investments, Networth, Internal accruals of the Company. Owing to short term tenure/repayable on demand nature, such loans carry lower credit and liquidity risk. Therefore, the Board is of the opinion that the aforesaid related party transactions are beneficial in the interest of the Company.							
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.								



S. No.	Particulars of the information	Information provided by the management							
		Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
		LNB Renewable Energy Limited	Kiran Vyapar Limited	Shree Krishna Agency Limited	The General Investment Company Limited	Kiran Vyapar Limited	Maharaja Shree Umaid Mills Limited	IOTA Mtech Limited	Sidhidata Tradecomm Limited
	a. Name of the director / KMP	1. Mr. Lakshmi Niwas Bangur, Director	1. Mr. Lakshmi Niwas Bangur, Director 2. Mrs. Alka Lakshmi Niwas Bangur, Managing Director	1. Mr. Lakshmi Niwas Bangur, Director 2. Mrs. Alka Lakshmi Niwas Bangur, Managing Director	1. Mr. Lakshmi Niwas Bangur, Director 2. Mrs. Alka Lakshmi Niwas Bangur, Managing Director	1. Mr. Lakshmi Niwas Bangur, Director 2. Mrs. Alka Lakshmi Niwas Bangur, Managing Director	1. Mr. Lakshmi Niwas Bangur, Director 2. Mrs. Alka Lakshmi Niwas Bangur, Managing Director	—	—
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1. Mr. Lakshmi Niwas Bangur, Director- NIL	1. Mr. Lakshmi Niwas Bangur, Director- 6.45% (Direct) 2. Mrs. Alka Lakshmi Niwas Bangur, Managing Director- 2.76% (Direct)	1. Mr. Lakshmi Niwas Bangur, Director- 0.26% (Direct) 2. Mrs. Alka Lakshmi Niwas Bangur, Managing Director- 0.22% (Direct)	1. Mr. Lakshmi Niwas Bangur, Director- 11.90% (Direct) 2. Mrs. Alka Lakshmi Niwas Bangur, Managing Director- 3.10% (Direct)	1. Mr. Lakshmi Niwas Bangur, Director- 6.45% (Direct) 2. Mrs. Alka Lakshmi Niwas Bangur, Managing Director- 2.76% (Direct)	1. Mr. Lakshmi Niwas Bangur, Director- 2.19% (Direct) 2. Mrs. Alka Lakshmi Niwas Bangur, Managing Director- 2.03% (Direct)	—	—
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
9.	Other information relevant for decision making.	Explained above	Explained above	Explained above	Explained above	Explained above	Explained above	Explained above	Explained above



B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management							
		Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
		LNB Renewable Energy Limited	Kiran Vyapar Limited	Shree Krishna Agency Limited	The General Investment Company Limited	Kiran Vyapar Limited	Maharaja Shree Umaid Mills Limited	IOTA Mtech Limited	Sidhidata Tradecomm Limited
1.	Source of funds in connection with the proposed transaction.	Surplus funds available from time to time, Investments, Networth, Internal accruals of the Company	Surplus funds available from time to time, Investments, Networth, Internal accruals of the Company	Surplus funds available from time to time, Investments, Networth, Internal accruals of the Company	Surplus funds available from time to time, Investments, Networth, Internal accruals of the Company	N.A.	N.A.	N.A.	N.A.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	No	No	No	No	NA	NA	NA	NA
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The term loans/ working capital funding will be granted at an interest rate guided by but not lower than market rates, based on nature (secured/ unsecured) and tenure of the loan and are adjustable upward/ downward to reflect the risk, potential liquidity, prevailing market conditions and cost of source of funds etc.,	The term loans/ working capital funding will be granted at an interest rate guided by but not lower than market rates, based on nature (secured/ unsecured) and tenure of the loan and are adjustable upward/ downward to reflect the risk, potential liquidity, prevailing market conditions and cost of source of funds etc.,	The term loans/ working capital funding will be granted at an interest rate guided by but not lower than market rates, based on nature (secured/ unsecured) and tenure of the loan and are adjustable upward/ downward to reflect the risk, potential liquidity, prevailing market conditions and cost of source of funds etc.,	The term loans/ working capital funding will be granted at an interest rate guided by but not lower than market rates, based on nature (secured/ unsecured) and tenure of the loan and are adjustable upward/ downward to reflect the risk, potential liquidity, prevailing market conditions and cost of source of funds etc.,	N.A	N.A	N.A	N.A



S. No.	Particulars of the information	Information provided by the management							
		Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
		LNB Renewable Energy Limited	Kiran Vyapar Limited	Shree Krishna Agency Limited	The General Investment Company Limited	Kiran Vyapar Limited	Maharaja Shree Umaid Mills Limited	IOTA Mtech Limited	Sidhidata Tradecomm Limited
5.	Maturity / due date	As per the sanctioned terms agreed for Working Capital Demand Call Loan/Term Loan	As per the sanctioned terms agreed for Working Capital Demand Call Loan/Term Loan	As per the sanctioned terms agreed for Working Capital Demand Call Loan/Term Loan	As per the sanctioned terms agreed for Working Capital Demand Call Loan/Term Loan	N.A	N.A	N.A	N.A
6.	Repayment schedule & terms	As per the sanctioned terms	As per the sanctioned terms	As per the sanctioned terms	As per the sanctioned terms	N.A	N.A	N.A	N.A
7	Whether secured or unsecured?	Unsecured	Unsecured	Unsecured	Unsecured	N.A	N.A	N.A	N.A
8.	If secured, the nature of security & security coverage ratio	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The purpose of the loan for borrower shall be working capital / term loan.	The purpose of the loan for borrower shall be working capital / term loan.	The purpose of the loan for borrower shall be working capital / term loan.	The purpose of the loan for borrower shall be working capital / term loan.	N.A	N.A	N.A	N.A

**B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**

S. No.	Particulars of the information	Information provided by the management							
		Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
		LNB Renewable Energy Limited	Kiran Vyapar Limited	Shree Krishna Agency Limited	The General Investment Company Limited	Kiran Vyapar Limited	Maharaja Shree Umaid Mills Limited	IOTA Mtech Limited	Sidhidata Tradecomm Limited
1.	Material covenants of the proposed transaction	NA	NA	NA	NA	The loans may be availed by the Company on the basis of nature of borrowing (secured/ unsecured), tenure, business exigency and prevailing market conditions.	The loans may be availed by the Company on the basis of nature of borrowing (secured/ unsecured), tenure, business exigency and prevailing market conditions.	The loans may be availed by the Company on the basis of nature of borrowing (secured/ unsecured), tenure, business exigency and prevailing market conditions.	The loans may be availed by the Company on the basis of nature of borrowing (secured/ unsecured), tenure, business exigency and prevailing market conditions.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	NA	NA	NA	NA	Unsecured working capital loan repayable on demand at the maximum interest rate to be decided on the basis of nature of borrowing, tenure, business exigency and prevailing market conditions.	Unsecured working capital loan repayable on demand at the maximum interest rate to be decided on the basis of nature of borrowing, tenure, business exigency and prevailing market conditions.	Unsecured working capital loan repayable on demand at the maximum interest rate to be decided on the basis of nature of borrowing, tenure, business exigency and prevailing market conditions.	Unsecured working capital loan repayable on demand at the maximum interest rate to be decided on the basis of nature of borrowing, tenure, business exigency and prevailing market conditions.
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	NA	NA	NA	NA	Interest and other charges, if any, will be paid as mutually agreed between the parties.	Interest and other charges, if any, will be paid as mutually agreed between the parties.	Interest and other charges, if any, will be paid as mutually agreed between the parties.	Interest and other charges, if any, will be paid as mutually agreed between the parties.



S. No.	Particulars of the information	Information provided by the management							
		Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
		LNB Renewable Energy Limited	Kiran Vyapar Limited	Shree Krishna Agency Limited	The General Investment Company Limited	Kiran Vyapar Limited	Maharaja Shree Umaid Mills Limited	IOTA Mtech Limited	Sidhidata Tradecomm Limited
4.	Maturity / due date	NA	NA	NA	NA	As per the sanctioned terms agreed for Working Capital Demand Call Loan/ Term Loan	As per the sanctioned terms agreed for Working Capital Demand Call Loan/ Term Loan	As per the sanctioned terms agreed for Working Capital Demand Call Loan/ Term Loan	As per the sanctioned terms agreed for Working Capital Demand Call Loan/ Term Loan
5.	Repayment schedule & terms	NA	NA	NA	NA	As per the sanctioned terms	As per the sanctioned terms	As per the sanctioned terms	As per the sanctioned terms
6.	Whether secured or unsecured	NA	NA	NA	NA	Unsecured	Unsecured	Unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA	NA	NA	NA	NA	NA	NA	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	NA	NA	NA	NA	The purpose of the loan for borrowing shall be working capital/term loan	The purpose of the loan for borrowing shall be working capital/term loan	The purpose of the loan for borrowing shall be working capital/term loan	The purpose of the loan for borrowing shall be working capital/term loan

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management							
		Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
		LNB Renewable Energy Limited	Kiran Vyapar Limited	Shree Krishna Agency Limited	The General Investment Company Limited	Kiran Vyapar Limited	Maharaja Shree Umaid Mills Limited	IOTA Mtech Limited	Sidhidata Tradecomm Limited
1.	Latest credit rating of the related party	Not Availled	Not Availled	Not Availled	Not Availled	NA	NA	NA	NA



S. No.	Particulars of the information	Information provided by the management							
		Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
		LNB Renewable Energy Limited	Kiran Vyapar Limited	Shree Krishna Agency Limited	The General Investment Company Limited	Kiran Vyapar Limited	Maharaja Shree Umaid Mills Limited	IOTA Mtech Limited	Sidhidata Tradecomm Limited
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	No	No	No	No	NA	NA	NA	NA
	In addition, state the following:	No	No	No	No				
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No	No	No	No				
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No	No	No	No				
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No	No	No	No				
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No	No	No	No				
	FY 2025-2026	NA	NA	NA	NA	NA	NA	NA	NA
	FY 2024-2025	NA	NA	NA	NA	NA	NA	NA	NA
	FY 2023-2024	NA	NA	NA	NA	NA	NA	NA	NA

C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management							
		Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
		LNB Renewable Energy Limited	Kiran Vyapar Limited	Shree Krishna Agency Limited	The General Investment Company Limited	Kiran Vyapar Limited	Maharaja Shree Umaid Mills Limited	IOTA Mtech Limited	Sidhidata Tradecomm Limited
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements								
	a. Before transaction	NA	NA	NA	NA	0.10	0.10	0.10	0.10



S. No.	Particulars of the information	Information provided by the management							
		Granting of Loans	Granting of Loans	Granting of Loans	Granting of Loans	Availing of Loans	Availing of Loans	Availing of Loans	Availing of Loans
		LNB Renewable Energy Limited	Kiran Vyapar Limited	Shree Krishna Agency Limited	The General Investment Company Limited	Kiran Vyapar Limited	Maharaja Shree Umaid Mills Limited	IOTA Mtech Limited	Sidhidata Tradecomm Limited
	b. After transaction	NA	NA	NA	NA	0.21	0.21	0.21	0.21
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements								
	a. Before transaction	NA	NA	NA	NA	0.46	0.46	0.46	0.46
	b. After transaction	NA	NA	NA	NA	0.06	0.06	0.06	0.06

The Board, therefore, recommends the Resolution set out at Item No. 6 of the Notice for the approval of the Members in terms of Regulation 23 of the SEBI LODR and applicable provisions of Companies Act, 2013.

None of the Directors or Key Managerial Personnel (KMPs), except to the extent of their shareholding, of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed resolution.

Item No. 7

The members of the Company by way of passing a Special Resolution at the Annual General Meeting held on September 20, 2025 had authorised the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 400 Crores (Rupees Four Hundred Crores only) which may, however, be over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

Further, the current loans and investments of the Company is although well within the limits as specified above, but as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, it is feasible for the company to enhance the aforesaid limit from Rs. 400 Crores (Rupees Four Hundred Crores only) to Rs. 700 Crores (Rupees Seven Hundred Crores only) subject to the approval of shareholders of the Company.

Accordingly, the approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to give any loan to any person or other body corporate; or give any guarantee or provide any security in connection with a loan to any other body corporate or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, for an amount not exceeding a sum of Rs. 700 Crores (Rupees Seven Hundred Crores only) in aggregate, outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and securities provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.



The proposed resolution being in the interest of business of the Company, the Board recommends the resolution set forth in item no. 7 for the approval of members as a Special Resolution.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed resolution.

**By Order of the Board
For The Peria Karamalai Tea & Produce Co. Ltd.**

**Hyderabad
8th August, 2026**

**Saurav Singhania
Company Secretary
M.No: A27227**

**Annexure A**

Details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard – 2 are as follows:

Name of Director	Mrs. Alka Lakshmi Niwas Bangur
DIN	00012894
Age / Date of Birth	74 years / 28.11.1951
Date of First Appointment on the Board	17.09.1993
Expertise in Specific functional areas	Industrialist
Qualifications	MBA
Terms and condition of appointment / re-appointment	Director Liable to Retire by rotation and eligible for reappointment and as per Note No.5 of Explanatory Statement given in the Notice.
Remuneration last drawn by such person, if applicable	Rs. 42.08 lakhs per annum
List of outside directorship held excluding alternate directorship	1. Maharaja Shree Umaid Mills Limited 2. The Marwar Textiles (Agency) Private Limited 3. Kiran Vyapar Limited (Listed Company) 4. Mugneeram Ramcoowar Bangur Charitable & Religious Company 5. Apurva Export Pvt Ltd 6. The General Investment Company Limited
Listed entities from which the Director has resigned from Directorship in last 3 (years)	Rupa & Company Limited.
Chairman / Member of the Committees of the Board of Directors of the Company	NIL
Chairman/ Member of the Committees of the Board of Directors of other companies in which he/she is a director	1. Chairman of Stakeholders Relationship Committee and Member of Audit Committee and Nomination & Remuneration Committee in Maharaja Shree Umaid Mills Limited. 2. Member of Audit Committee and Nomination & Remuneration Committee in The General Investment Company Limited.
No. of Equity shares held in the Company including shareholding as a beneficial owner.	37,638
Details of remuneration sought to be paid	Refer Item No.5 of the explanatory statement
Number of Board Meetings attended during FY 2025-26	4 (four)
Relationship with other Directors, Manager and other Key Managerial Persons of the Company	Spouse of Mr. Lakshmi Niwas Bangur, Director.

**Annexure-B**

Disclosure as required under Clause (iv) of Part B of Section II of Schedule V of the Companies Act, 2013 is given hereunder:

I. General Information

i.	Nature of industry	The Company engaged in the production and distribution of Tea, generation and distribution of power and Investment.
ii.	Date or expected date of commencement of commercial production:	Not Applicable since the Company has already Commenced its business activities
iii.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	N.A.

iv. Financial performance based on given indicators: As per Audited Financial Results for the year ended 31st March, 2026 and the comparative figure for the previous year:

(Amount in Lakhs)

Particulars	2025-26	2024-25
Revenue from Operation	6830.32	5057.10
Profit / (Loss) before interest, depreciation and tax	333.74	561.06
Profit/(Loss) before Tax	(282.18)	49.53
Profit/(Loss) after tax	(667.05)	24.11
Other Comprehensive Income	24453.12	2082.15
Total Comprehensive Income	23786.07	2106.26
Earning per equity share:		
Basic	(21.55)	0.78
Diluted	(21.55)	0.78

v. Foreign Investment or collaborators, If any: The Company does not have any Foreign collaboration.

II. Information about the appointees:

Particulars	Mrs. Alka Lakshmi Niwas Bangur
a. Background details Job profile and suitability and Recognition or awards	Mrs. Alka Lakshmi Niwas Bangur holds Masters Degree in English, Hindi and Business Administration. She is associated with the Company since 1993. She has a vast experience in the management and administration of the Company. Under her leadership, the Company has registered steady progress and growing from strength to strength.
b. Past remuneration	Rs. 42.08 lakhs per annum
c. Remuneration proposed	As per Note No.5 of Explanatory Statement given in the Notice.
d. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, scale of operations of the Company, the profile, knowledge, skills and responsibilities of Mrs. Alka Lakshmi Niwas Bangur, the Board of Directors considers that the remuneration proposed to her is commensurate with the remuneration packages paid to similar professionals in similar industries.



Particulars		Mrs. Alka Lakshmi Niwas Bangur
e.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed to be paid to Mrs. Alka Lakshmi Niwas Bangur and her holding of 37638 equity shares under the promoter category, she does not have any other pecuniary relationship with the Company. She is the Spouse of Mr. Lakshmi Niwas Bangur, Director. Except as above, she does not have any relationships with any other Director, Key Managerial Personnel or managerial personnel of the Company.

III. Other Information

a.	Reasons of loss or inadequate profits	The company is engaged in the business of agriculture focussing on tea, allied plantation and production activities; Solar power generation; and investment activities. The Profit of the Company has reduced primarily on account of increase in cost of production, unfavourable selling price and climate conditions. On account of the aforesaid reason, the profit of the Company became inadequate in terms of Section 197/198 read with Schedule V to the Companies Act, 2013.
b.	Steps taken or proposed to be taken for improvement	Automation of tea processing in the light of Global competition and shortage of estate workers is imperative for future growth of tea industry. Sharing the social cost by the State Governments will reduce the cost of production (Mainly cost of labour) and thereby increase the competitive strength of Indian tea. The company has been focusing on the diversification of business activities and also continuously striving for cost reduction, quality improvement and product development for fetching better prices. With all these efforts, the Company is hopeful to achieve better results in the current as well as in the coming years. Further, the Company is taking efforts on implementing other marketing and operational strategies to help increase in revenue from the agricultural business, Solar and investment activities thereby increasing profits of the Company.
c.	Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms because the agriculture activity is depended on weather and nature. However, the operations and profitability of the Company may improve through constant efforts and would be comparable with the industry average in future.



DIRECTORS' REPORT

Your Directors have pleasure in presenting the 113th Annual Report for the year ended 31st March 2026.

1. FINANCIAL RESULTS

The brief summary of the financial performance of the Company for the year under review along with the comparative figures for the previous year is summarized herein below:

(Rs. In Lakhs)

Particulars	2025-26	2024-25
Profit / (Loss) before interest, depreciation and tax	333.74	561.06
Less: Interest	379.31	251.73
Profit/(Loss) before depreciation	(45.57)	309.33
Less: Depreciation	230.66	259.80
Profit/(Loss) before Tax and extraordinary expenses	(276.23)	49.53
Less: Extraordinary expenses	5.95	—
Profit/(Loss) before Tax after extraordinary expenses	(282.18)	49.53
Less: Tax expenses	384.87	25.42
Profit/(Loss) after tax	(667.05)	24.11
Other Comprehensive Income	24,453.12	2,082.15
Total Comprehensive Income	23,786.07	2,106.26
Appropriations		
Profit/(Loss) after tax	(667.05)	24.11
Add: Balance brought forward from previous year	5,656.58	5,663.43
Profit available for appropriation	4,989.53	5,687.54
Less: Dividend	30.96	30.96
Balance carried forward to the Balance Sheet	4,958.57	5,656.58
Earning per equity share:		
Basic	(21.55)	0.78
Diluted	(21.55)	0.78

The financial statements for the year ended 31st March, 2026 have been prepared in accordance with the Indian Accounting Standards (IND AS) notified

under Section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014.

2. Operations

Production

During the financial year 2025-26, your Company produced 23,11,756 kg of made tea as against 25,58,307 kg of made tea produced in 2024-25.

Price & Sales

Your company's tea realized average price of Rs. 153.43 Per kg as against Rs. 147.08 per Kg realized in last year. During the year, the Company has made a total sale of tea of Rs. 4160.11 Lakhs compared to Rs 4157.33 Lakhs in last year.

Wind Power Generation

Wind Mills generated 8,180 Units upto April 2025 and subsequently discontinued operations. During the previous year 2024-25 Wind Mill generated 7,69,450 Units.

Solar Power Generation

During the year under review, the Solar Power generated 41,17,643 units as against 40,85,495 units generated during the same period in last year.

3. Material Changes and Commitments, if any, affecting the financial position of the Company

There are no material changes and commitments, affecting the financial position of the Company that have occurred between the end of the financial year 2025-26 and the date of the report.

4. Dividend

The Board of Directors is pleased to recommend a dividend of Re 0.75/- per share (last year Re. 1/- per share) for the year ended 31st March 2026 subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.

Pursuant to the Finance Act, 2020 read with the Income-tax Act, 1961, the dividend paid or distributed by a company shall be taxable in the hands of the shareholders w.e.f. April 1, 2020. Accordingly, in compliance with the said provisions, the Company shall make the payment of dividend after necessary deduction of tax at source at the prescribed rates.



For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

5. Transfer to Reserves

No amount has been transferred to the Reserves during the financial year 2025-26.

6. Change in the nature of business

During the year under review, there were no changes in the nature of the business of the Company.

7. Share Capital

During the year under review, the Authorized Share Capital of the Company stands at Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lacs Only) divided into 75,00,000 (Seventy-Five Lacs) Equity Shares of Rs. 10/- each and Issued, Subscribed and Paid-up Share Capital of the Company stands at Rs. 3,09,58,790/- (Rupees Three Crore Nine Lacs Fifty- Eight Thousand Seven Hundred Ninety Only) divided into 30,95,879 (Thirty Lacs Ninety-Five Thousand Eight Hundred Seventy -Nine) Equity Shares of Rs. 10/-each. During the year under review, your company has neither issued and allotted any fresh equity shares (including ESOP) nor has granted any stock options and sweat equity shares. Further, the Company has not issued any convertible instrument and therefore, none of the Directors of the Company hold any convertible instruments in the Company.

8. Transfer of Shares and unclaimed dividend to Investor Education and Protection Fund

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules') as amended from time to time, all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India after the completion of seven years. Further according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. Accordingly, the Company has transferred the unclaimed and unpaid dividends of Rs 82789.50/- for the financial year 2017-18 to IEPF Authority during the financial year 2025-26. Further 7471 Corresponding shares were transferred to IEPF Authority as per the requirement of the IEPF rules.

The members who have a claim on above dividends and shares may claim the same by making an online application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority at <http://www.iepf.gov.in/IEPF/refund.html>. List of shareholders whose dividend remained unclaimed as on 31st March, 2026 is uploaded on the website of the Company at www.periatea.com.

9. Annual Return

Pursuant to Section 92(3) read with Section 134(3) of the Act and rules thereof, the draft Annual Return for the year ended 31st March, 2026 is available on the website of the Company and may be accessed at the link: <https://www.periatea.com/annual-return>. The final Annual Return shall be uploaded at the same web link after the same is filed with the Registrar of Companies/Ministry of Corporate Affairs (MCA).

10. Number of Meetings of the Board of Directors

The Board meets at regular intervals to discuss and decide on Company's business Policy and strategy apart from other broad business. However, in case of a special and urgent business need, the Board's approval is taken by passing resolution through circulation, as permitted by law, which are confirmed in the subsequent Board Meeting.

The notice of Board Meeting is given well in advance to all the Directors. The Agenda of the Board/ Committee Meetings is circulated at least 7 (seven) days prior to the date of the meeting as per Section 173(3) of the Companies Act, 2013 read with Secretarial Standards on meeting of the Board of Directors (SS-1). The Agenda for the Board and Committee Meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The Board met 4 (four) times during the financial year 2025-26. The detailed information chart showing the date of the meetings of the Board and its various Committees as well as details of the Directors who attended the meeting are given in the Corporate Governance Report forming part of this Annual Report.

11. Committees of the Board

During the financial year ended 31 March 2026, the Company has 4 (four) committees as mentioned below:



1. Audit Committee
2. Stakeholders Relationship Committee
3. Nomination and Remuneration Committee
4. Corporate Social Responsibility Committee

Details of the Committees along with their charters, composition and meetings held during the year are given in the Corporate Governance Report forming a part of this Annual Report.

12. Public Deposits

During the financial year 2025-26, the Company has not accepted any deposits from the public covered under section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

13. Listing

Your Company's shares are continued to be listed on National Stock Exchange of India Limited. The Company has paid the Annual Listing Fees to the Stock Exchange upto FY 2026-27.

14. Directors' Responsibility Statement

In terms of the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013, your Director's confirm that:

- a. in the preparation of the annual accounts for the financial year ended 31st March 2026, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis;

- e. the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. Fraud Reporting

There have been no instances of frauds identified or reported by the statutory auditors during the course of their audit pursuant to sub-section 12 of section 143 of the Companies Act, 2013 and the Rules framed thereunder (amended from time to time) either to the Company or to the Central Government during the year under review.

16. Declaration by Independent Directors

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Regulations 16 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the financial year 2025-26, all Independent Directors of the Company have registered themselves with the Independent Directors Databank as specified under Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

In the opinion of the Board, all the Independent Directors fulfils the conditions specified in the Act with regard to integrity, expertise, and experience (including the proficiency) of the Independent Director and are independent of the management.

17. Company's Policy relating to Directors appointment, payment of remuneration and other matters provided under Section 178 (3) of the Companies Act, 2013

The Board on the recommendation of the Nomination and Remuneration Committee framed a policy for the selection, appointment, fixing and revising remuneration of Directors, Key Managerial Personnel, Senior Management Personnel and employees of the Company and other matters as required under Section 178(3) of the Companies Act, 2013 and Regulation 19 read with Part D



of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination and Remuneration Policy of the Company is annexed herewith as **Annexure A** and can also be accessed on the Company's website at <https://www.periatea.com/policies-and-code-of-conduct>.

18. Particulars of loans, guarantees or investments made under Section 186 of the Companies Act, 2013

The loan, guarantee given and investment made by the Company during the financial year ended March 31, 2026 are within the limits prescribed under Section 186 of the Companies Act, 2013. Further, the details of loan, guarantee given and investment made pursuant to Section 186 of the Companies Act, 2013 are disclosed in the financial statements attached to this annual report.

19. Particulars of contracts or arrangements with related parties

During the year under review, all transactions with related parties during the financial year 2025-26 were in the ordinary course of business and on arm's length basis and were reviewed by the Audit Committee of the Board. Further, during the financial year, contracts/arrangements/ transactions which were material as per the Listing Regulations, were entered into with related parties in accordance with the policy of the Company on Materiality of Related Party Transactions and on dealing with Related Party Transactions.

Details of contracts/arrangements/ transactions with related parties which are required to be reported in Form No. AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 are provided in **Annexure B** to this Report.

The policy on related party transactions as approved by the Board of Directors has been uploaded on the Company's website at <https://www.periatea.com/policies-and-code-of-conduct>.

Further, as required by Schedule V of SEBI (LODR) Regulations, 2015, disclosures of transactions with any person or entity belonging to the promoter/ promoter group which hold(s) 10% or more shareholding in the Company in the format prescribed in the relevant Accounting Standards, has been made in the relevant Notes to the Financial Statements.

20. Conservation of energy, technology absorption, foreign exchange earnings and outgo

The information on conservation of energy, technology absorption, foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith as **Annexure C**.

21. Risk Management

The Company has in place mechanism to identify, assess, monitor and mitigate various risks that may impact key business objectives of the Company and to ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated and managed, to establish a framework for the company's risk management process and to ensure company wise implementation to ensure systematic and uniform assessment of risks and to enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices and to assure business growth with financial stability.

Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory and Internal Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

22. Board Evaluation

Pursuant to the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Guidance Notes issued by SEBI in this regard, the Nomination and Remuneration Committee has formulated criteria for evaluation of the performance of the Board of Directors, its committees, Independent Directors, Non-Independent Directors, Chairman, CEO and the Managing Directors. Based on those criteria, performance evaluation has been done.

A structured questionnaire was prepared and circulated after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees,



Board culture, execution and performance of specific duties, obligations, ethics and compliances, financial reporting process and monitoring activities.

Performance parameters for the Board as a collective body included parameters like qualification and diversity of Board members, method and criteria for selection of independent directors to ensure independence, availability, appropriateness, clarity of understanding on risk scenarios faced by the Company, existence, sufficiency and appropriateness of policy on dealing with potential conflicts of interest, involvement of Board members in long –term strategic planning etc. Based on these criteria, the performance of the Board, various Board Committees, Chairman, CEO, Managing Director and Individual Directors (including Independent Directors) was found to be satisfactory.

Independent Directors have reviewed the performance of Board, Non- Independent Directors and Chairman in their separately held meeting without the participation of other Non-Independent Directors and members of management. Based on their review, the Independent Directors hold a unanimous opinion that the Non-Independent Directors, including the Chairman to the Board are experts with sufficient knowledge in their respective field of activities.

23. Directors and Key Managerial Personnel

a. Details of Directors retiring by rotation

Mrs. Alka Lakshmi Niwas Bangur (DIN: 00012894), Managing Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. Brief profile of Mrs. Alka Lakshmi Niwas Bangur, who is to be re-appointed is furnished in the notice of the ensuing Annual General Meeting as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2. The Board of Directors of your Company recommends the re-appointment of Mrs. Alka Lakshmi Niwas Bangur at the ensuing Annual General Meeting.

b. Appointment / Reappointment/Cessation of Directors and Key Managerial Personnel

- i) Mrs. Alka Lakshmi Niwas Bangur (DIN: 00012894) Managing Director of the Company whose term expires on 16th September, 2026 have been recommended by the Nomination and Remuneration Committee, Audit Committee and

Board of Directors for re-appointment, for the further period of 3 years w.e.f 17th September, 2026 by the shareholders at the ensuing Annual General Meeting. Brief profile of Mrs. Alka Lakshmi Niwas Bangur, is furnished in the Notice of the ensuing Annual General Meeting as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2.

- ii) The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has re-appointed Mr. Gaurav Jalan [DIN: 00111070] as Non-Executive Independent Director of the Company for a second term of five (5) consecutive years with effect from November 10, 2025. The said re-appointment was subsequently approved by the shareholders of the Company through Postal Ballot on January 29, 2026, being the last date fixed for e-voting by the Company and the result of the Postal Ballot was declared on January 30, 2026.
- iii) Mr. M. Sreenivasan resigned from the position of Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the Company with effect from November 15, 2025. The vacancy arising from his resignation was duly filled by the appointment of Mr. Anup Kumar Gupta as Chief Financial Officer and Key Managerial Personnel of the Company with effect from February 3, 2026. The said appointment was made by the Board of Directors in compliance with the provisions of the Companies Act, 2013 and other applicable laws.

All the Directors have confirmed that they are not disqualified from being appointed as Director in terms of Section 164(2) of the Companies Act, 2013.

Apart from the aforesaid appointment/ reappointment/ cessation, there were no other changes in Board and KMPs.

24. Disclosure of inadequacy of profits

Mrs. Alka Lakshmi Niwas Bangur was re-appointed as Managing Director for three years at the Annual General Meetings of the Company held on 26th September, 2023 on such remuneration as may be permissible under the provisions of section 197 of the Companies Act, 2013 read with Schedule V. During FY 2025-26, the Company was having inadequate profits to pay managerial remuneration



to above mentioned managerial person considering the minimum remuneration fixed by the shareholders in the aforesaid meetings. The Company has paid managerial remuneration to the above -mentioned managerial personnel of the Company in compliance of the provisions of section 197 read with Part A of Section II of Schedule V of the Companies Act, 2013. Further, reappointment of the above-mentioned managerial personnel are being proposed for approval of shareholders at the ensuing Annual General Meeting and the general information required to be provided pursuant to section II of part II of Schedule V are furnished in the Explanatory Statement to Notice of ensuing Annual General Meeting.

25. Holding Company

Pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble National Company Law Tribunal, Kolkata Bench, ("NCLT") vide Order dated 16 March 2026, Placid Limited, Promoter Group Company, along with other 19 Group Companies (Transferor Companies) were amalgamated with Maharaja Shree Umaid Mills Limited (Transferee Company/MSUM). A Certified Copy of the Order of NCLT under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 sanctioning the above Scheme was issued on 13th April, 2026, which was filed by the respective Transferor and Transferee Companies on 25th April, 2026 (Effective date) with the Registrar of Companies, West Bengal ("ROC").

Upon the scheme of amalgamation becomes effective, Placid Limited stood dissolved without winding up and its shareholding of 39.43% in the Company vested in MSUM. Consequent upon the aforesaid acquisition, the shareholding of MSUM in the Company stands increased from 1,21,275 equity shares representing 3.9173% to 13,41,881 equity shares representing 43.3441% of the total paid-up equity share capital of the Company.

Further, pursuant to the said Scheme of Amalgamation, Kiran Vyapar Limited, another Promoter Group Company which holds 4,70,224 equity shares, representing 15.19% of the paid up equity share capital of the Company, has become a subsidiary of MSUM. As a consequence, thereof, apart from its direct shareholding in the Company, Maharaja Shree Umaid Mills Limited has also acquired an indirect interest of 8.31% approx. in the paid up equity share capital of the Company through Kiran Vyapar Limited.

Accordingly, MSUM's aggregate direct and indirect shareholding in the Company increased to approximately 51.66% of the paid-up equity share capital of the company. In view thereof, Maharaja Shree Umaid Mills Limited has become the Holding Company of the Company.

26. Details of Subsidiary/Joint Venture/Associate Companies

During the Financial Year 2025-26, the Company did not have any Subsidiary, Associate or Joint Venture Company.

27. Details of significant and material orders passed by the Regulators or Courts or Tribunals

During the year under review, no significant and material order passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operation in future.

28. Adequacy of Internal Financial Controls with reference to the financial statements

The Company is having adequate internal financial control which is commensurate with the nature of its size and business. The Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively. The Internal Financial Control systems of the Company are monitored and evaluated and reviewed by the Audit Committee. Further, the Board confirms the following:

1. Systems have been laid to ensure that all transactions are executed in accordance with management's general and specific authorization. There are well laid manuals for such general or specific authorization.
2. Systems and procedures exist to ensure that all transactions are recorded as is necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for aspects and the timely preparation of reliable financial information.
3. Access to assets is permitted only in accordance with management's general and specific authorization. No assets of the Company are allowed to be used for personal purposes,



except in accordance with terms of employment or except as specifically permitted.

4. The existing assets of the Company are verified/checked at reasonable intervals and appropriate action is taken with respect to any differences, if any.
5. Proper systems are in place for prevention and detection of frauds and errors and for ensuring adherence to the Company's policies.

Based on the above, your Board is of the view that adequate internal financial controls exist in the Company. Further, the certificate from Chief Executive Officer and Chief Financial Officer, in terms of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, provided in this Annual Report, also certifies the adequacy of our Internal Control systems and procedures.

29. Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the rules made thereunder, M/s. Jayaraman & Krishna, Chartered Accountants (Firm Registration No. 011185S), were appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 108th Annual General Meeting ("AGM") until the conclusion of the 113th Annual General Meeting of the Company. Based on the recommendation of the Audit Committee, the Board of Directors has approved and recommended the re-appointment of M/s. Jayaraman & Krishna, Chartered Accountants, as the Statutory Auditors of the Company for a second term of five consecutive years, commencing from the conclusion of the 113th AGM and continuing until the conclusion of the 118th AGM, subject to the approval of the shareholders at the ensuing AGM. M/s. Jayaraman & Krishna have furnished their consent to act as the Statutory Auditors of the Company and have confirmed that their re-appointment, if approved, shall be in accordance with the provisions of Section 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

30. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A

of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Shareholders of the Company in their 112th AGM held on September 20, 2025, based on recommendations of the Audit Committee and Board of Directors of the Company, approved the appointment of M/s. A Murarka & Co, a peer reviewed firm of Practising Company Secretaries (firm registration no. S1992WB10700, Peer Reviewed Certificate No. 2199/2022), as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from FY 2025-26 up to FY 2029-30. The Secretarial Audit Report of M/s. A Murarka & Co, Practising Company Secretary, in Form MR-3, for the financial year ended 31st March, 2026, is annexed to this report as **Annexure D** which is self-explanatory. The Secretarial Auditor's report does not contain any qualifications, reservations, or adverse remarks.

31. Internal Auditors

During the year under review, M/s. Jha Yadav & Co., Chartered Accountants, Kolkata (Firm Registration No. 327725E), were appointed as the Internal Auditors of the Company for the financial year 2025–26 by the Board of Directors, on the recommendation of Audit Committee, at the meeting held on May 26, 2025, in accordance with the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014.

Further, the Audit Committee considers and reviews the Internal Audit Report submitted by the Internal Auditor on a quarterly basis.

32. Auditors' Report

The notes on financial statements referred to in the Auditors Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualifications, reservations or adverse remarks.

33. Industrial Relations

The relation between management and labour was cordial during the year.

34. Particulars of employees

Disclosure pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of



Managerial Personnel) Rules, 2014 is marked as **Annexure E** which is annexed hereto and forms a part of the Board Report.

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

The Company has in place a policy on Sexual Harassment of Women at workplace in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaint Committee has been set up to redress complaints received. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Committee has not received any complaint from any employee during the financial year 2025-26. The details of complaints of sexual harassment received, disposed of, and pending during the financial year are set out below:

- (a) Number of complaints received: NIL
- (b) Number of complaints disposed of: NIL
- (c) Number of cases pending for more than 90 days: NIL

36. Compliance under the Maternity Benefit Act, 1961

The Company has complied with the applicable provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the benefits as prescribed under the Act. The Company remains committed to supporting working mothers and promoting a gender-inclusive workplace.

37. Whistle Blower Policy/Vigil Mechanism

The Board of Directors of the Company has established a Vigil Mechanism for Internal and External Stakeholders, including individual employees, directors and their representative bodies and adopted the Whistle Blower Policy in terms of Section 177(9) and (10) of the Companies Act, 2013 and rules thereof and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to report concerns about unethical behavior, wrongful conduct and violation of Company's Code of conduct or ethics policy. The details of which have been given in the Corporate Governance Report annexed to this Report and also posted on the Company's website and can be accessed at <https://www.periatea.com/policies-and-code-of-conduct>.

38. Corporate Social Responsibility (CSR)

The Board has constituted a Corporate Social Responsibility Committee in accordance with section 135 of the Companies Act, 2013. The Annual Report on CSR activities including the details about the development of CSR Policy and initiatives taken by the Company on Corporate Social Responsibility during the year, as required by the Companies (Corporate Social Responsibility Policy) Rules, 2014 is given in the **Annexure F** to this report. The Corporate Social Responsibility Policy has been posted on the website of the Company and can be accessed at <https://www.periatea.com/policies-and-code-of-conduct>.

The Company, along with other Group Companies, has set up a Registered Public Charitable Trust named as LNB Group Foundation as implementing agency of the Company to carry out CSR activities fall within the purview of Schedule VII of the Act read with the Companies (Corporate Social Responsibility Policy) Rules 2014.

39. Management Discussion and Analysis Report

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V forms part of the Annual Report.

40. Corporate Governance Report

Your Company is committed to observe Good Corporate Governance practices. The report on Corporate Governance for the financial year ended March 31, 2026, as per Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report and annexed to this Report. The requisite certificate from Statutory Auditors M/s. Jayaraman & Krishna, Chartered Accountants confirming compliance with the conditions of corporate governance is attached to this Annual Report.

41. Certificate from CEO/CFO

The CEO/CFO certification pursuant to Regulation 17(8) read with Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year under review forms part of this Annual Report.



42. Annual Secretarial Audit under Listing Regulations

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the applicable circulars issued by SEBI and the Stock Exchanges, the Annual Secretarial Compliance Report for the financial year 2025-26 was obtained from M/s A. Murarka & Co., Practicing Company Secretaries. The said report confirms the Company's compliance with all applicable SEBI Regulations, circulars and guidelines and has been filed with the Stock Exchange(s).

43. Code for prevention of Insider Trading

The Company has adopted a Code of Conduct for prevention of Insider Trading and Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information' (UPSI) as prescribed in SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on the website of the Company can be accessed at the <https://www.periatea.com/policies-and-code-of-conduct>.

44. Secretarial Standard

The Company has complied with all applicable Secretarial Standards during the year under review.

45. Maintenance of Cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013

The Company has maintained cost records as specified by the Central Government under sub-

section (1) of section 148 of the Companies Act, 2013.

46. Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year alongwith their status as at the end of the financial year.

During the year under review, no application has been made and no proceedings are pending under Insolvency and Bankruptcy Code, 2016 (31 of 2016).

47. Details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

During the year under review, there was no one time settlement with any banks or financial institutions. Therefore, there was no instance of difference between amount of valuation done at the time of one time settlement and the valuation done while taking loan from the bank or financial institutions.

48. Acknowledgements

The Board expresses their gratitude to the shareholders, customers, vendors, financial institutions and banks for the support extended by them. The Board also appreciates the hard work and commitment of the employees of the Company at all levels during the year.

For and on behalf of the Board

Lakshmi Niwas Bangur
Chairman
(DIN: 00012617)

Hyderabad
8th August, 2026.

**Annexure - A****NOMINATION AND REMUNERATION POLICY****1. Preamble**

1.1 Sub-section (3) of Section 178 of the Companies Act, 2013 states that the Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

1.2 Section 178 of the Companies Act, 2013 has been made effective from April 1, 2014 by the Central Government by notification no. S.O. 902(E) issued on March 26, 2014. Therefore this Nomination and Remuneration Policy ("the Policy") has been framed in compliance with the provisions of the Act and Rules made under the Act.

1.3 Pursuant to the amendments in Regulation 19 read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide SEBI (LODR) (Amendment) Regulations, 2018 and the Companies (Amendment) Act, 2017, the Policy has been further revised and adopted by the Board in its Meeting held on 28th March, 2019.

1.4 In view of the recent amendments made in the Regulations of the SEBI (LODR) Regulations, 2015, this Policy has been further reviewed and approved by the Board of Directors at their meeting held on 27th July, 2023.

The Policy provides a framework for remuneration to the members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP"), Senior Management Personnel ("SMP") (collectively referred to as "Executives") and other employees of the Company.

The expression "senior management" means officers/personnel of the Company who are members of its core management team excluding directors comprising all members of the management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include the functional head by whatever name called and the company secretary and chief financial officer.

Further, the term "Applicable Law" includes any statute, law, regulations, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications or other governmental instruction and/or mandatory standards as may be applicable to the Company from time to time.

All the other terms used in the Policy shall have the same meaning as assigned to them under the Applicable Law.

1.5 The Members of the Nomination and Remuneration Committee ("the Committee or NRC") shall be appointed by the Board and shall comprise three or more non-executive directors out of which not less than one-half shall be independent directors. Any fraction in the one-half shall be rounded off to one.

1.6 This Policy will be called "PERIA Nomination & Remuneration Policy" and referred to as "the Policy".

1.7 The Policy will be reviewed at such intervals as the Nomination and Remuneration Committee will deem fit.

2. Objectives**2.1 The objectives of the Policy are as follows:**

2.1.1 To set criteria for determining qualifications, positive attributes and independence of a director, and remuneration of the Executives.

2.1.2 To enable the Company to attract, retain and motivate highly qualified members for the Board and other executive level to run the Company successfully.

2.1.3 To enable the Company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.

2.1.4 To ensure that the interests of Board members & senior executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the "pay-for-performance" principle.

2.1.5 To ensure that remuneration to directors, KMP, senior management and employees of the Company involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

3. Principles of remuneration

3.1 Support for Strategic Objectives: Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with, and supports and reinforces the achievement of the Company's vision and strategy.

3.2 Transparency: The process of remuneration management shall be transparent, conducted in good faith and in accordance with appropriate levels of confidentiality.

3.3 Internal equity: The Company shall remunerate the Executives in terms of their roles within the organisation. Positions shall be formally evaluated to determine their



relative weight in relation to other positions within the Company.

3.4 External equity: The Company strives to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Therefore the Company will remain logically mindful of the ongoing need to attract and retain high quality people, and the influence of external remuneration pressures. Reference to external market norms will be made using appropriate market sources, including relevant and comparative survey data, as determined to have meaning to the Company's remuneration practices at that time.

3.5 Flexibility: Remuneration and reward shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other laws.

3.6 Performance-Driven Remuneration: The Company shall establish a culture of performance-driven remuneration through the implementation of the Performance Incentive System.

3.7 Affordability and Sustainability: The Company shall ensure that remuneration is affordable on a sustainable basis.

4. Terms of Reference and Role of the Committee

4.1 The Terms of Reference and Role of the Committee as set by the Board of Directors are as under:

4.1.1 Evaluate the current composition and organization of the Board and its committees in light of requirements established by any Regulatory Body or any other applicable statute, rules or regulation which the Committee deems relevant and to make recommendations to the Board with respect to the appointment, re-appointment and resignation of Independent, Executive and Non-Executive Directors of the Company;

4.1.2 Review the composition and size of the Board in order to ensure that the Board is comprised of members reflecting the proper expertise, skills, attributes and personal and professional backgrounds for service as a Director of the Company, as determined by the Committee;

4.1.3 Review and recommend to the Board an appropriate course of action upon the resignation of current Board members, or any planned expansion of the Board, and review the qualifications, experience and fitness for service on the Board of any potential new members of the Board;

4.1.4 Review all stockholder proposals submitted to the Company (including any proposal relating to the nomination of a member of the Board) and the timeliness

of the submission thereof and recommend to the Board appropriate action on each such proposal;

4.1.5 Ensure "fit and proper" status of existing/proposed Directors of the Company in accordance with RBI Circular on Corporate Governance, issued from time to time;

4.1.6 Formulate, administer and supervise the Company's Stock Option schemes, if any, in accordance with relevant laws;

4.1.7 Ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;

4.1.8 Ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

4.1.9 Ensure that remuneration to Directors, Key Managerial Personnel (KMPs) and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;

4.1.10 Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel (KMPs) and other employees of the Company;

4.1.11 For appointment of an independent director, the Nomination and Remuneration Committee shall evaluate balance of skills, knowledge, and experience on the board and on the basis of such evaluation, prepare a description of role and capabilities required of an independent director recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
- b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
- c. consider the time commitments of the candidates.
- d. consider the time commitments of the candidates.

4.1.12. Formulate the criteria for evaluation of Independent Directors and the Board;

4.1.13 Devise a policy on Board diversity;

4.1.14 Identify the persons who are qualified to become Directors and who may be appointed in senior



management in accordance with the criteria laid down, recommend to the Board their appointment and removal;

4.1.15 Specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Committee or by an independent external agency and review its implementation and compliance;

4.1.16 Recommend to the Board of Directors of the Company, all remuneration, in whatever form, payable to the senior management;

4.1.17 Deal with such matters as may be referred to by the Board of Directors from time to time;

4.1.18 To Identify whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

4.2 The Committee shall:

4.2.1 Review the ongoing appropriateness and relevance of the Policy;

4.2.2 Ensure that all provisions regarding disclosure of remuneration, including pensions, leave encashment, gratuity, etc. are fulfilled;

4.2.3 Obtain reliable, up-to-date information about remuneration in other companies;

4.2.4 Ensure that no director or executive is involved in any decisions as to their own remuneration.

4.3 Without prejudice to the generality of the terms of reference as set out above, the Committee shall:

4.3.1 Operate the Company's share option schemes (if any) or other incentives schemes (if any) as they apply to. It shall recommend to the Board the total aggregate amount of any grants to the Executives including individual limit and make amendments to the terms of such schemes, as the case may be;

4.3.2 Liaise with the trustee / custodian of any employee share scheme, which is created by the Company for the benefit of employees or Directors.

4.3.3 Review the terms of Executives service contracts from time to time.

5. Procedure for selection and appointment of the Board Members

5.1 Board membership criteria:

5.1.1 The Committee, along with the Board, shall review on an annual basis, appropriate skills, characteristics and experience required of a Board Member. The objective is to have a Board with diverse background and experience in business, government, academics, technology and in areas that are relevant for the Company's global operations.

5.1.2 In evaluating the suitability of individual Board members, the Committee shall take into account many factors, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background and personal achievements. Directors must possess experience at policy-making and operational levels in large organizations with significant international activities that will indicate their ability to make meaningful contributions to the Board's discussion and decision making in the array of complex issues facing the Company.

5.1.3 Director should possess the highest personal and professional ethics, integrity and values. They should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular constituency.

5.1.4 In addition, Directors must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust.

5.1.5 The Committee shall evaluate each Director with the objective of having a group that best enables the success of the Company's business.

5.2 Selection of Board Members/ extending invitation to a potential director to join the Board:

5.2.1 One of the roles of the Committee is to periodically identify competency gaps in the Board, evaluate potential candidates as per the criteria laid above, ascertain their availability and make suitable recommendations to the Board. The objective is to ensure that the Company's Board is appropriate at all points of time to be able to take decisions commensurate with the size and scale of operations of the Company. The Committee also identifies suitable candidates in the event of a vacancy being created on the Board on account of retirement, resignation or demise of an existing Board member. Based on the recommendations of the Committee, the Board evaluates the candidate(s) and decides on the selection of the appropriate member.



5.2.2 The Board then shall make an invitation (verbal / written) to the new member to join the Board as a Director. On acceptance of the same, the new Director may be appointed by the Board.

6. Procedure for selection and nomination of KMP and SMPs

The Chairman and the Managing Director (MD) along with the Head of Human Resource (HR) Department, identify and appoint suitable candidates for appointing them as KMPs (excluding Executive Directors) or SMPs of the Company on the basis of their academic, professional qualifications, relevant work experience, skill and other capabilities suitable to the position of concerning KMP or SMP.

Further, in case of KMP (excluding Executive Director) appointment, approval of the Board of Directors / concerned Committee shall be taken in accordance with provisions of relevant Act, statutes, regulations etc. existing as on that date. The appointment and/or removal of KMPs shall be placed before the NRC and / or Board of Directors at regular intervals.

Further, in case of appointment of SMPs (excluding KMPs), the appointment and all remuneration, in whatever form as approved by the MD and Head of the HR Department shall be placed before the NRC at regular intervals.

7. Compensation Structure

7.1 Remuneration to Non-Executive Directors

The Non-executive Directors of the Company will be paid remuneration by way of fees only for attending the meetings of the Board of Directors and its Committees. The fees paid to the Non-executive Directors for attending meetings of Board of Directors shall be such as may be determined by the Board within the limit prescribed under the Companies Act, 2013 which is currently Rs. 100,000/- per meeting i.e. Board or Committee. Beside the sitting fees, they are also entitled to reimbursement of expenses and payment of commission on net profits.

The fees of the Non-executive Directors for attending meetings of Board of Directors and the Committees thereof may be modified from time to time only with the approval of the Board in due compliance of the provisions of Companies Act, 2013 and amended from time to time.

An Independent Director shall not be entitled to any stock option and may receive remuneration only by way of fees and reimbursement of expenses for participation in meetings of the Board or Committee thereof and

profit related commission, as may be permissible by the Applicable law.

If any such director draws or receives, directly or indirectly, by way of fee/remuneration any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company.

7.2 Remuneration to Executive Directors, KMPs & SMPs

The Company has a credible and transparent framework in determining and accounting for the remuneration of the Managing Director / Whole Time Directors (MD/WTDs), KMPs and SMPs. Their remuneration shall be governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards. The remuneration determined for MD/WTDs shall be approved by the Board of Directors at a meeting which shall be subject to the approval of members at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in Schedule V of the Companies Act, 2013. As a policy, the Executive Directors are not paid any fees for attending the Board and/or Committee meetings.

If any Director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law, such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company.

A Director who is in receipt of any commission from the Company and who is a managing or whole-time director of the Company may receive any remuneration or commission from any holding or subsidiary company of the Company, subject to its disclosure by the Company in the Board's report.

The remuneration (including revision) of KMPs (excluding Executive Directors) and SMPs on the recommendation of the Committee, shall be determined by Chairman along with the MD and Head of Human Resource (HR) Department after taking into consideration the academic, professional qualifications, work experience, skill, other capabilities and industry standards.

Further, the remuneration (including revision) of KMPs (excluding Executive Directors) shall also be subject to approval of the Board of Directors/concerned Committees, if stipulated by any Act, statute, regulations etc.



7.3 Other Employees: The remuneration including revision in remuneration of other employees shall be decided by the Human Resources Department within the overall framework of compensation and appraisal policy of the Company

8. Powers of the Committee and Meetings of the Committee

The Committee shall have inter-alia the following powers:

8.1 Conduct studies or authorise studies of issues within the scope of the Committee with full access to all books, records, facilities and personnel of the Company;

8.2 Retain or seek advice of consultants and experts for performance of their role under this Policy and the costs relating thereto shall be borne by the Company;

8.3 Delegate its powers to any Member of the Committee or any KMP of the Company or form sub-committees to perform any of its functions or role under this Policy.

The Committee shall meet as per the requirements of law or at such larger frequency as may be required. .

9. Approval and publication

9.1 This Policy as framed by the Committee shall be recommended to the Board of Directors for its approval.

9.2 The policy shall be placed on the website of the Company.

9.3 The Policy along with the web address of the same shall form part of Director's Report as required under Section 178(4) of the Companies Act, 2013.

10. Supplementary provisions

10.1 This Policy shall formally be implemented from the date on which it is adopted by the Board of Directors.

10.2 Any matters not provided for in this Policy shall be handled in accordance with relevant laws and regulations, the Company's Articles of Association.

10.3 The right to interpret this Policy vests in the Board of Directors of the Company.

11. Amendment / Revision

The Nomination & Remuneration Committee shall monitor and periodically review the Policy and recommend the necessary changes to the Board for its approval.

The Chief Financial Officer or Company Secretary authorised to amend the Policy to give effect to any changes/amendments notified by Ministry of Corporate Affairs or the Securities and Exchange Board of India. The amended Policy shall be placed before the NRC and the Board for noting and ratification.

The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy.

Annexure - B

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

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

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2026, which were not at arm's length basis.

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

a.	Corporate identity number (CIN) of related party	U37100WB2012PLC188046
b.	Name(s) of the related party and nature of relationship:	LNB Renewable Energy Limited ("LNBREL"), Promoter Group Company.
c.	Nature of contracts/arrangements/ transactions:	Availing of Engineering, Procurement and Construction (EPC) services includes procurement of goods from LNBREL for setting up a 1.8 MW (AC) / 2 MW (DC) Solar PV Power Project at Madurai, Tamil Nadu.



d.	Duration of the contracts / arrangements/transactions:	Within 6 months from the date of contract or within such extended period mutually agreed between the parties but should not extend the date of Annual General Meeting of the Company to be held for the FY 2025-2026.
e.	Salient terms of the contracts or arrangements or transactions including the value, if any:	EPC contract for solar project including supply of solar panels, balance of system, services, civil works, transmission line and bay work. Transactions were proposed to be undertaken in the ordinary course of business and on an arm's length basis. Value of transaction approximately Rs.8.91 crore (including EPC contract value of Rs. 8.75 crore and ongoing O&M services of approximately Rs. 16 lakh per annum).
f.	Date(s) of approval by the Board, if any:	11.08.2025
g.	Amount paid as advances, if any:	Rs. 4.68 Cr. (As on 31.03.2026- NIL.)

For and on behalf of the Board

Lakshmi Niwas Bangur
Chairman
(DIN: 00012617)

Hyderabad
8th August, 2026.

Annexure - C

Conservation of Energy, Technology absorption & Foreign Exchange Earnings and Outgo

A. Conservation of Energy

Steps taken for conservation of energy

Focus is on the need to reduce the cost of energy. In this regard the company has taken host of initiatives.

Steps taken by the Company for utilising alternate source of energy

The existing Wind Turbine Generators have outlived their economic life. The company has already installed and commissioned a 3 MW Solar Power Project on 23rd February 2018. Additionally, during the year 2025-26 the company initiated the process of installing 1.8 MW Solar Power Project and planned to complete commissioning it in the upcoming financial year as part of its continued focus on alternative green energy.

Capital investment on energy conservation equipments

Rs. 5.92 Crores.

B. Technology Absorption

i) Efforts made towards technology absorption

The company had been continuously adopting suggestions / recommendation of scientist apart from the company owned efforts in the process of quality of

leaf improvement as well as more efficient agricultural practice to reduce cost.

ii) Benefits derived

Cost reduction improvement in yield Quality up-gradation of the field and on the field.

iii) Import of technology - Nil

iv) Expenditure incurred on Research & Development - Nil

C. Foreign Exchange Earnings & outgo

(Rupees in lakhs)

31.03.2026 31.03.2025

i) Earnings in Foreign Exchange	Nil	Nil
ii) Expenditure in Foreign Currency – Travelling & Professional	3.14	31.08
iii) CIF Value of Imports:		
a) Raw Materials	Nil	Nil
b) Consumable stores and spares	Nil	Nil
c) Capital Goods	Nil	Nil
iv) All Store items consumed indigenously	100%	100%

**Annexure - D****Form No. MR-3****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st March 2026

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

To

The Members,
The Peria Karamalai Tea And Produce Company Limited
CIN: L01132WB1913PLC220832
7, Munshi Premchand Sarani,
Hastings,
Kolkata - 700 022, West Bengal

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **"The Peria Karamalai Tea and Produce Company Limited"** (hereinafter called **"the Company"**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the period covered by our audit i.e. 1st April, 2025 to 31st March, 2026 (herein after referred to as **"Audit Period"**) complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (**'the Act'**) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the rules made there under;
- (iii) The Depositories Act, 1996 and Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and

the rules and regulations made thereunder to the extent applicable to the Company;

- (v) The following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**):

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

- (vi) During the Audit period under review, provisions of the following Regulations and Guidelines were not applicable to the Company:

- a) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018;
- c) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- e) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 and dealing with client;

- (vii) We report that, having regard to the compliance system prevailing in the Company and as per information provided by the management, the Company has generally complied with the following laws specifically applicable to the Company:

- a) Tea Act, 1953;
- b) The Occupational Safety, Health and Working Conditions Code, 2020;
- c) Tea Marketing Control Order, 2003;
- d) Food Safety and Standards Act, 2006; and
- e) other rules, regulations, circulars and directions issued by Tea Board of India, as applicable to the Company.



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

- (i) Secretarial Standard on meetings of Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India with respect to Board and General Meetings; and
- (ii) The Listing Agreement entered into by the Company with the NSE Ltd.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned hereinabove.

We have not examined the compliances by the Company of applicable financial laws like Direct & Indirect Tax laws during the course of Secretarial Audit since the same have been subject to review by Statutory Auditor(s) and other designated professional.

We further report that:

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executives Directors and Independent Directors. During the Audit Period under review, the changes in composition of Board of Directors of the Company held during the previous Audit Period has been carried out in compliance with the provisions of the Act and all Compliances in relation to the Director retiring at the Annual General Meeting have been carried out by the Company;
- (b) Adequate notice is given to all the Directors to schedule the Board Meetings. Notice, Agenda and detailed notes on agenda in relation to all the 4 (Four) Board Meetings held during the Audit Period were sent at least 7 (Seven) days in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (c) All decisions at Board Meetings and Committee Meetings are generally carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report based on the information provided by the Company and also on review of quarterly compliance reports by the Company Secretary and taken on record by the Board of Directors of the Company that there are adequate systems and processes in the Company commensurate with the size and its operations to monitor and ensure

compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read only with our letter of even date which is annexed as **Annexure-A** and forms an integral part of this Report.

For A MURARKA & CO
Company Secretaries
FRN: S1992WB10700

(ANIL KUMAR MURARKA)

FCS No.: 3150

CoP No.: 1857

PR No.: 2199/2022

Place : Kolkata
Date : 26th May 2026

UDIN: F003150H000449948

Annexure A

To,

The Members,
The Peria Karamalai Tea And Produce Company Limited
CIN: L01132WB1913PLC220832
7, Munshi Premchand Sarani, Hastings,
Kolkata - 700022, West Bengal

Our Secretarial Audit Report of even date for the financial year ended 31st March, 2026 is to be read along with this letter.

- a) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis of the papers, information, documents etc. provided by the Company to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- d) We have not verified the compliances as regard to payment of statutory dues, since the same has been covered by the Statutory Auditor.



e) We have not examined any other specific laws except as mentioned herein above.

f) Wherever required, we have obtained Management's Representation about the compliance of laws, rules, regulations, standards, guidelines and happening of events etc.

g) The compliance of the provisions of corporate and other applicable Laws, Rules, Regulations, Standards and Guidelines etc. is the responsibility of management. Our examination was limited to the verification of procedures on test basis of the papers, information, documents etc. provided by the Company.

h) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For A MURARKA & CO
Company Secretaries
FRN: S1992WB10700

(ANIL KUMAR MURARKA)
FCS No.: 3150
CoP No.: 1857
PR No.: 2199/2022
UDIN: F003150H000449948

Place : Kolkata
Date : 26th May 2026



Annexure - E

Statement pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. Particulars pursuant to Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

I. Name of the Top Ten employees in terms of remuneration drawn:

Sl No	Name of Employee	Designation	Remuneration received	Nature of Employment, Whether contractual or otherwise	Qualification of employee	Experience	Date of commencement of employment	Age of the employee	The last employment held by such employee before joining the Company	Percentage of equity shares held by such employee	Whether any such employee is a relative of any director or manager of the Company and if so, name of such director or manager
1	Mrs. Alka Lakshmi Niwas Bangur	Managing Director	42,07,500	Permanent	MBA	35 Yrs	17/09/1993	74	—	1.22%	Mr. L N Bangur, Chairman
2	Mr. Shreeyash Bangur#	President	27,24,000	Permanent	M.SC (Engineering)	19 Yrs	16/11/2011	46	APPM Limited	NIL	Mr. L N Bangur, Chairman & Mrs. Alka Lakshmi Niwas Bangur, Managing Director
3	Mr. S.K.Singh	Chief Executive officer	99,09,996	Permanent	MBA	28 Yrs	21/07/2012	53	Helbriya Estates	Nil	No
4	Mr. Rohan Jhawar	Principal Executive Officer	73,44,447	Permanent	BE	20 Yrs	23/05/2012	43	Videocon Industries Ltd	Nil	No
5	Mr. Saurav Singhania	Company Secretary	18,73,296	Permanent	CS	14 Yrs	12/11/2021	42	The Peria Karamalai Tea & Produce Co Ltd	Nil	No
6	Mr. M. Sreenivasan*	Chief Financial officer	12,64,220	Permanent	B.Com, CA (Inter)	27 Yrs	07/05/2025	53	Chakaradhara Aerospace & Cargo Pvt Ltd.	Nil	No
7	Mr. Abhisegan	Medical Officer- Garden	9,52,150	Permanent	MBBS	11 Yrs	24/02/2016	39	Thai Health Care Hospital	Nil	No
8	Mr. Rathna Kumar	Manager - Garden	8,39,484	Permanent	B.Sc (Chemistry)	20 Yrs	17/03/2025	43	Sisal & Tea, Mohammed Enterprises Tanzania Ltd	Nil	No
9	Mr. Ashok Pandey	Manager- Sales	8,36,302	Permanent	MA, B .Ed	27 Yrs	02/08/2024	48	Thaishola Tea Estate	Nil	No
10	Mr. Densil	Manager - Garden	8,35,900	Permanent	BBA	32 Yrs	04/11/2024	53	Parisons estates & Industries P Ltd	Nil	No

Mr. Shreeyash Bangur resigned from the post of Deputy Managing Director of the Company with effect from the closing of business hours on 31.03.2025 and was appointed as a president of the Company w.e.f. 01.04.2025 and continuous as an employee of the company.

* Mr. M. Sreenivasan has resigned from his service and post of Chief Financial Officer of the Company w.e.f 15.11.2025.

II. Employed throughout the year and was in receipt of remuneration not less than Rupees One crore and two lakhs per annum

There were no employees of the Company was in receipt of remuneration exceeding Rupees one crore and two lakhs per annum.

III. Employed for the part of the year and was in the receipt of remuneration not less than Rupees Eight lakhs fifty thousand per month

There were no employees who employed for the part of the Year and were in receipt of remuneration of Rupees eight lakhs fifty thousand per month.



IV. Employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company. NIL

2. Particulars pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

a) The ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year is given below:

Name	Category	Ratio
Mrs. Alka Lakshmi Niwas Bangur	Managing Director	37.40: 1
Mr. Lakshmi Niwas Bangur	Director	N.A
Mr. Ashok Kumar Bhargava	Independent Director	N.A
Mr. Gaurav Jalan	Independent Director	N.A
Mr. Amitav Kothari	Independent Director	N.A
Mr. Rajiv Kapasi	Independent Director	N.A

Note: None of the Non-Executive Directors (including Independent Directors) receive any remuneration from the Company except sitting fees for attending the meeting of the Board or Committee thereof.

b) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year:

Name	Category	Percentage
Mrs. Alka Lakshmi Niwas Bangur	Managing Director	—
Mr. Lakshmi Niwas Bangur	Director	—
Mr. Gaurav Jalan	Independent Director	—
Mr. Ashok Kumar Bhargava	Independent Director	—
Mr. Amitav Kothari	Independent Director	—
Mr. Rajiv Kapasi	Independent Director	—
Mr. Sanjeev Kumar Singh	Chief Executive Officer	—
Mr. M. Sreenivasan #	Chief Financial Officer	—
Mr. Anup Kumar Gupta ##	Chief Financial Officer	—
Mr. Saurav Singhania	Company Secretary	13.57%

Note: None of the Non-Executive Directors (including Independent Director) receive any remuneration from the Company except sitting fees for attending the meeting of the Board or Committee thereof.

Mr. M. Sreenivasan has resigned from his service and post of Chief Financial Officer of the Company w.e.f 15.11.2025.

Mr. Anup Kumar Gupta appointed as a Chief Financial Officer of the Company w.e.f 03.02.2026.

c) Percentage increase in the median remuneration of employees in the financial year: 0.45%

d) Number of permanent employees on the rolls of the Company: 930

e) Average percentile increases already made in the salaries of the employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration:

There was an average increase of 0.57 % in remuneration of employee excluding key managerial personnel while the average percentile decrease in the remuneration of key managerial personnel was 1.42 %.

f) Affirmation that remuneration paid is as per the Remuneration Policy of the Company

It is affirmed that the remuneration is paid as per the Remuneration Policy of the Company.



Annexure F

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES CSR DETAILING FOR THE PERIOD 01.04.2025 TO 31.03.2026

1. A brief outline of the Company's CSR policy:

In accordance with the provisions of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, and Notification issued by the Ministry of Corporate Affairs dated the 22nd of January, 2021, the Company has framed its CSR Policy to carry out its CSR activities in accordance with Schedule VII of the Act. Through the values and principles inherent within the Group, the Company strives to positively impact the community by promoting inclusive growth in the areas of education, art, healthcare, sports, environmental sustainability and conservation etc. Along with sustained economic performance, environmental and social stewardship is also a key factor for holistic business growth. Over the period of its long existence, the Company has upheld its tradition of community service and tried to reach out to the underprivileged in order to empower their lives and provide holistic development. The Company's focus areas are concentrated on increasing access to health, education, environment sustainability, community development and holistic development with a focus on underprivileged people living around its manufacturing units and other establishments. The Company's CSR Policy also focuses on leveraging the full range of the Company's resources to broaden access to the basic facilities for the underserved population. The Company wishes to formalize and institutionalize its efforts made in the domain of Corporate Social Responsibility and this Policy shall serve as a guiding document to help identify, execute and monitor CSR projects in keeping with the spirit of the Policy. The Company's CSR policy is placed on its website and the web-link for the same is <https://www.periatea.com/policies-and-code-of-conduct/>.

2. The Composition of the CSR Committee:

Sl. No.	Names of the Director	Designation in Committee	Nature of Directorship	Number of meetings of CSR Committee held during the tenure	Number of meetings of CSR Committee attended during the year
1	Mr. Lakshmi Niwas Bangur	Chairman	Non-Executive Director	4	4
2	Mr. Ashok Kumar Bhargava	Member	Independent Director	4	3
3	Mr. Rajiv Kapasi	Member	Independent Director	4	3

The CSR Committee of the Board of Directors of the Company met 4 times during the financial year ended 31st March, 2026, on 26.05.2025, 11.08.2025, 11.11.2025 and 03.02.2026.

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company <https://www.periatea.com/investors-d-u-reg-46-sebi-lodr-2>.
4. Details of executive summary along with web-link of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014 – Not Applicable
5. Average net profit of the company as per section 135(5)
 - (a) The Average net profit of the Company for the last three Financial years is **Rs. (754.02) lakhs.**
 - (b) Two percent of average net profit of the company as per section 135(5) is **Rs. (15.08) Lakhs.**
 - (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Nil**
 - (d) Amount required to be set off for the financial year, if any: **Nil**
 - (e) Total CSR obligation for the financial year 2025-26 (b+c-d): **Nil**



6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **Nil**
 (b) Amount spent in Administrative Overheads: **Nil**
 (c) Amount spent on Impact Assessment, if applicable: **Not Applicable**
 (d) Total amount spent from 01.04.2025 to 31.03.2026 (a+b+c): **Nil**
 (e) CSR amount spent or unspent from 01.04.2025 to 31.03.2026:

Total Amount Spent from 01.04.2025 to 31.03.2026 (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Nil	—	—	—	—	—

- (f) Excess amount for set off, if any:

SI No.	Particulars	Amount [in Rs.]
(i)	Two percent of the average net profit of the company as per section 135(5)	Rs. (15.08) Lakhs
(ii)	Net CSR Obligation for the Financial Year	Nil
(iii)	Total amount spent from 01.04.2025 to 31.03.2026	Nil
(iv)	Excess amount spent for the financial year [(iii)-(ii)]	Nil
(v)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(vi)	Amount available for set off in succeeding financial years [(iv)-(v)]	Nil

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs)	Balance amount in Unspent CSR Account under section 135(6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub section (5) of section 135, if any			Amount remaining to be spent in succeeding financial years (in Rs.)	Deficiency, if any.
					Name of the fund	Amount (in Rs)	Date of transfer		
Not Applicable									

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **No**
 9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) – **Not Applicable**

For The Peria Karamalai Tea & Produce Co Limited

Sd/-

Lakshmi Niwas Bangur

Chairman

DIN: 00012617

Sd/-

Alka Lakshmi Niwas Bangur

Managing Director

DIN: 00012894

Place : Hyderabad
 Dated : August 8, 2026



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a. Industry Structure & Development

During the financial year 2025-26 India produced 1370.00 million kg of tea compared to 1303.50 million kg of tea in 2024-25 and grown by 5.10 %. In 2025-26 South Indian Tea industry produced 233.80 million kg of tea compared to 227.00 million kg of tea in 2024-25 and grown by 3.00 % in line with Indian Tea Industry. In 2025-26 North India produced 1136.20 million kg of tea compared to 1076.60 million kg of tea in 2024-25 and grown by 5.54 %.

All India auctions average sale price stood at Rs.188.03 per kg in 2025-26 compared to Rs.199.30 per kg in 2024-25 Decreased by 11.27 per kg due to Excess in supply compared to previous year. North India average sale price was Rs. 204.87 per kg in 2025-26 compared to Rs. 221.57 per kg in 2024-25 and Decreased by Rs.16.70 per Kg. South Indian Tea average sale price was Rs.128.39 per kg in 2025-26 compared to Rs.130.74 per kg in 2024-25 and Decreased by Rs.2.35 per kg.

Export of tea from India was 280.40 million kg in 2025-26 compared to 256.17 million kg in 2024-25 and increased by 24.23 million kg due to slightly export demand.

b. Opportunities & Threats

Automation of tea processing in the light of Global competition and shortage of estate workers is imperative for future growth of tea industry. Sharing the social cost by the State Governments will reduce the cost of production and thereby increase the competitive strength of Indian tea

- Increase in Labour wages:
- Inflated price of inputs like fertilizers, firewood, Diesel etc.
- Erratic weather, global warming effect.
- Deforestation
- Increasing trend of pest and disease.
- Dwindling of labour force.
- Longer period of dry spell.

c. Segment wise Performance

The price of orthodox tea is attractive and stable. Our company has been producing and selling of good quality of orthodox tea from the financial year 2018-19 onwards as a diversification.

Tea and other crops business accounted for 61.94% of the total revenue of the Company, Income from power generation is 1.93 % and Investment income accounted for 36.14 %.

d. Forward looking statements / Outlook

Certain statements included above may be forward looking and would involve number of risks uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements whether as a result of new information / future events or otherwise.

e. Risk & concerns

Risk management is an integral part of the business process. With the help of experienced professionals, the company mapped the risks at the business processes and enterprise levels and evolved a risk management framework. Risk mitigating measures have been identified and these would be periodically reviewed by the Board of Directors.

During the financial year 2025-26, our total tea production stood at 23.12 lakh kgs, compared to 25.58 lakh kgs in the previous year, reflecting a decline of 2.46 lakh kgs approximately 9.62%. This shortfall was primarily due to Excess rainfall, with the first significant rain arriving only at the end of May 2025. The impact was most pronounced in the second quarter, where we experienced a production shortfall of 2.87 lakh kgs.

f. Internal Control

The Company has adequate internal control system to monitor internal business process financial reporting and compliance with applicable laws. The internal control system ensures that all assets are protected against loss from unauthorized use and all transactions are recorded and reported correctly. The Company periodically reviews the adequacy and effectiveness of the control systems. The Audit Committee of the Board assures the existence of effective internal control environment.

g. Discussion on financial performance with respect to operational performance

This section is covered in the Board's Report under the section of financial results and operation.

h. Human Resource

Relationship with employees at all level remains cordial. Training and development of employees continue to be an area of prime importance. The devotion and commitment of employees has enabled the Company to



fulfil its targets and deadlines in time. The total number of employees on the rolls of the Company as on 31st March 2026 was No. 930

i. Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore, including:

Particulars	FY ended 31st March 2026	FY ended 31st March 2025	% of Changes between FY '26 and FY '25	Explanation
Debtors Turnover	38	26	46	The Debtors Turnover Ratio increased by 46% compared to the previous year, indicating improved efficiency in the collection of receivables.
Inventory Turnover	22	24	7.64	—
Interest Coverage Ratio	0.88	2.23	(61)	The Interest Coverage Ratio decreased during the year primarily due to a reduction in operating profitability and/or an increase in finance costs. Higher borrowings and interest expenses, coupled with comparatively lower earnings before interest and taxes (EBIT), resulted in a reduced capacity to cover interest obligations.
Current Ratio	1.39	1.62	(14.27)	—
Debt Equity Ratio	0.10	0.22	53.86	Increase in Net Worth contribution to decrease in debt equity ratio.
Operating Margin Ratio	46.95	28.50	64.74	The Operating Margin Ratio increased by 65% due to higher operating profits arising from increased revenue and improved control over operating costs, reflecting enhanced operational efficiency and profitability.
Net Profit Margin	(3.90)	0.97	(502.50)	Due to bad monsoon and reduction in production and sales quality, there is a reduction in the export market even though increase in price realisation per Kg, decrease in Investment Income (fair value of Investments) contributed decrease in the net profits of the Company.

j. Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof.

Particulars	FY ended 31st March 2026	FY ended 31st March 2025	% of Changes between FY '26 and FY '25	Explanation
Return on Net Worth	(1.48)	0.11	(1445)	The Return on Net Worth decreased by 1445% mainly due to a substantial decline in net profit during the year, resulting in lower returns generated on shareholders' funds despite maintaining a strong equity base.



REPORT ON CORPORATE GOVERNANCE

As required under Regulation 34(3) read with Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**Listing Regulations, 2015**”) the details of compliance by the Company with the norms on Corporate Governance for the Financial Year ended 31st March, 2026, are as under:

1. Company's philosophy on code of Corporate Governance

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. The Company's philosophy on Corporate Governance is based on ethical governance practices, integrity, transparency, accountability and compliance with laws which are the columns of good governance are cemented in the Company's robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level brings lasting shareholder value and enhances interest of all other stakeholders. The Company's Code of Business Conduct and ethics and its well-structured internal control systems which are subjected to regular assessment for its effectiveness, reinforces integrity of Management and fairness in dealing with the Company's stakeholders.

The Company has complied with the requirements of Corporate Governance as laid down under the Listing Regulations, 2015.

2. Board of Directors

a. Composition and category of Board and the number of other board of directors or committees in which a directors is a member or chairperson including the names of the listed entities where the person is a director and the category of directorship

The Board consists of 6 (six) Directors, out of which five are Non-Executive Directors and one Executive Director. Mrs. Alka Lakshmi Niwas Bangur is an Executive Director and all others are Non-Executive Directors.

Name of the Director	Category	Name of the other listed entities in which the person is a Director and their category	Other Directorships #	Membership of other Board Committees ^	
				Member*	Chairman
Mr. Lakshmi Niwas Bangur	Non-Executive Chairman- Promoter Director	Kiran Vyapar Ltd - Executive Chairman	5	3	0
Mrs. Alka Lakshmi Niwas Bangur	Managing Director- Promoter Director	Kiran Vyapar Ltd - Non-Executive Director	4	3	1
Mr. Ashok Kumar Bhargava	Non-Executive-Independent Director	NIL	1	1	0
Mr. Gaurav Jalan	Non-Executive-Independent Director	Nil	2	1	0
Mr. Amitav Kothari	Non-Executive-Independent Director	NIL	0	0	0
Mr. Rajiv Kapasi	Non-Executive-Independent Director	NIL	0	0	0

excludes directorship in private companies, foreign companies and section 8 companies and this listed entity

^ Only Audit Committee and Stakeholders Relationship Committee are considered excluding this listed entity.

* Number of Membership also includes Chairmanship held in the Committee(s).

The composition of the Board is in accordance with Regulation 17 of the Listing Regulations, 2015.

b. Attendance of Directors at Board Meetings and Annual General Meeting

The attendance of directors at the meetings of Board of Directors held during the financial year 2025-26 and at the last Annual General Meeting held on 20th September, 2025 are as under:



Name of the Director	Board Meeting		Annual General Meeting
	Held during the tenure	Attended	
Mr. Lakshmi Niwas Bangur	4	4	Yes
Mrs. Alka Lakshmi Niwas Bangur	4	4	Yes
Mr. Ashok Kumar Bhargava	4	4	Yes
Mr. Gaurav Jalan	4	4	Yes
Mr. Amitav Kothari	4	4	Yes
Mr. Rajiv Kapasi	4	3	Yes

c. Meetings of the Board of Directors

During the financial year 2025-26, 4 (four) meetings of the Board of Directors were held on 26th May, 2025, 11th August, 2025, 11th November, 2025 and 3rd February, 2026.

Further, the members of the Board, by the requisite majority, also passed one resolution by circulation on 5th November, 2025 pursuant to the provisions of Section 175 of the Companies Act, 2013.

d. Disclosure of relationship between directors inter-se:

None of the Directors are related to each other except Mr. Lakshmi Niwas Bangur and Mrs. Alka Lakshmi Niwas Bangur.

Name of the Directors	Relationship between Directors
Mr. Lakshmi Niwas Bangur	Spouse of Mrs. Alka Lakshmi Niwas Bangur
Mrs. Alka Lakshmi Niwas Bangur	Spouse of Mr. Lakshmi Niwas Bangur

e. Number of shares and convertible instruments held by non-executive directors

The details of Shares of the Company held by Non-Executive Directors as on 31st March, 2026 are as follows:

Name	No. of Shares
Mr. Lakshmi Niwas Bangur	25481
Mr. Ashok Kumar Bhargava	NIL
Mr. Gaurav Jalan	NIL
Mr. Amitav Kothari	NIL
Mr. Rajiv Kapasi	NIL

The Company has not issued any convertible instrument and therefore, the non-executive directors of the Company do not hold any convertible instruments in the Company.

f. Familiarization Programme for Independent Directors

At the time of appointment of an Independent Director, formal letter of appointment is given to them, which interalia explains the role, functions, duties and responsibilities expected from them as an Independent Director of the Company. Further, with a view to familiarize them with the Company's operations, an induction kit was also provided to the Independent Directors of the Company. Moreover, the Directors were also explained in detail the compliances required from them under the Companies Act, 2013 and Listing Regulations, 2015. Further, on an ongoing basis, the Independent Directors were regularly provided with documents, reports and other internal policies of the



Company to familiarise them with the Company's policies, procedures and practices. Periodic presentations are made at the Board/ Committee Meetings on the Company's operations, expansion, developments and various statutory compliances. Field along with factory visits were also arranged for the Independent Directors. They were apprised about the plucking operations, cultural practices like fertiliser application, spraying of chemicals to control pests and diseases, functioning of drip irrigation etc. They were taken around nurseries, replanted areas, check dam, areas where minor produces are grown etc. Further, they were apprised about the productivity, labour related matters, overall power consumption, cost savings and environmental protection activities undertaken by the factories.

The details of the Familiarization Programme have been disclosed on the website of the Company at its weblink at <https://www.periatea.com/familiarization-programme/>.

g. Skill, Competence and Expertise of Board of Directors

Sl. No	Skill, Competence and Expertise	Mr. Lakshmi Niwas Bangur	Mrs. Alka Lakshmi Niwas Bangur	Mr. Ashok Kumar Bhargava	Mr. Gaurav Jalan	Mr. Amitav Kothari	Mr. Rajiv Kapasi
1	Industry experience including its entire value chain and indepth experience in corporate strategy and planning and Marketing	√	√	√	√	√	√
2	Understanding of the relevant laws, rules and regulations, policies applicable to Tea Industry	√	√	√	√	√	√
3.	Experience in finance, tax , Investment, risk management, legal, compliance and corporate Governance	√	√	√	√	√	√
4.	Experience in Human Resource Management, communication and Information technology	√	√	√	√	√	√
5.	Leadership Quality including integrity and high ethical standards	√	√	√	√	√	√
6.	Social welfare orientation	√	√	√	√	√	√

h. Separate meeting of the Independent Directors

The Independent Directors meeting was held on 3rd February, 2026 without the attendance of Non-Independent Directors and members of Management. The Independent Directors reviewed the performance of Non-Independent Directors and to assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The Meeting was attended by all the Independent Directors and was conducted to enable the Independent Directors to discuss matters as required under applicable laws and regulations and put forth their combined views to the Board of Directors of the Company.

i. Confirmation by the Board of fulfillment of Independence criteria by Independent Directors

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations and are Independent of the Management.

j. Detailed reason for the Resignation of Independent Director

There was no resignation of Independent Directors during the year under review.



3. Committees of the Board

The Board constituted various committees to function in specific areas and to take informed decisions within delegated powers. Each committee exercises its functions within the scope and area as defined in its constitutional guidelines. With a view to have a more focused attention on business and for better governance and accountability and as per requirement of various provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time the Board has constituted the following Committees:

- a. Audit Committee.
- b. Nomination and Remuneration Committee.
- c. Stakeholders Relationship Committee.
- d. Corporate Social Responsibility Committee.

The Board constitutes the committees and defines their terms of reference. The members of the committees are co-opted by the Board.

a. **Audit Committee**

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. The primary objective of the Committee is to monitor and provide effective supervision of the financial reporting process to ensure reliability and timeliness of disclosures while ensuring integrity and quality of the reports.

Brief description of terms of reference of Audit Committee as per the Charter approved by the Board:

Powers of Audit Committee

The powers of Audit Committee include the following:

1. To investigate any activity within its terms of reference.
2. To seek information required from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee / Terms of Reference

The role/terms of reference of the Audit Committee includes the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors except those which are specifically prohibited;
4. Reviewing, with the management, and examination of the financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings



- e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Modified opinion(s) in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or Qualified Institutional Placement, and making appropriate recommendations to the Board to take up steps in this matter;
 7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the company with related parties and scrutiny of the method used to determine the arm's length price of any transaction;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the Whistle Blower mechanism;
 19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
 20. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision.



21. Reviewing the compliance of internal control as required under the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
22. Carrying out any other function as may be delegated by the Board of Directors from time to time or as may be required by applicable law or as is mentioned in the terms of reference of the audit committee.
23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
24. The Committee shall decide whether regarding non-implementation of trading plan (full/partial) , if any, was bona fide or not.
25. Review the framework of effective communication between statutory auditors and those charged with governance (TWCG).

Review of information by Audit Committee

1. The Audit Committee shall mandatorily review the following information:
 - a. Management discussion and analysis of financial condition and results of operations;
 - b. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - c. Internal audit reports relating to internal control weaknesses; and
 - d. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
 - e. Statement of deviations:
 - i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulations 32(1).
 - ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

Composition

The Board has constituted a well-qualified Audit Committee. All the members of the Committee are Non-Executive Directors with atleast 2/3 of them being Independent Directors including the Chairman as required under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. The Company Secretary of the Company acts as the Secretary of the Committee.

The members of the Audit Committee as on 31st March 2026 comprised of:

Name of the Director	Designation	Category
Mr. Amitav Kothari	Chairman	Independent Non Executive
Mr. Lakshmi Niwas Bangur	Member	Promoter Non Executive
Mr. Ashok Kumar Bhargava	Member	Independent Non Executive
Mr. Rajiv Kapasi	Member	Independent Non Executive

Meetings

During the year under review, the Audit Committee met 4 (four) times on 26th May, 2025, 11th August 2025, 11th November, 2025 and 3rd February, 2026.



Attendance of each member is given below:

Name of the Director	No. of meeting held during the tenure	No. of Meetings attended
Mr. Amitav Kothari	4	4
Mr. Lakshmi Niwas Bangur	4	4
Mr. Ashok Kumar Bhargava	4	4
Mr. Rajiv Kapasi	4	3

b. Nomination & Remuneration Committee

The Nomination & Remuneration Committee reviews and determines the Company's policy on managerial remuneration and recommends to the Board on the specific remunerations of Executive Directors and Key Managerial Persons, so as to ensure that they are fairly rewarded for their individual contributions to the Company's overall performance and their remuneration is in line with the industry standards.

The main objectives of the Nomination & Remuneration Committee are:

- a) To set criteria for determining qualifications, positive attributes and independence of a director, and remuneration of the Executives.
- b) To enable the Company to attract, retain and motivate highly qualified members for the Board and other executive level to run the Company successfully.
- c) To enable the Company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.
- d) To ensure that the interests of Board members & senior executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the "pay-for performance" principle.
- e) To ensure that remuneration to directors, KMP and senior management employees of the Company involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Brief description of terms of reference of Nomination & Remuneration Committee as per the Charter approved by the Board:

- I. To formulate criteria for:
 - a. determining qualifications, positive attributes and independence of a director;
 - b. evaluation of performance of independent directors and the Board of Directors.
- II. To devise the following policies on:
 - a. remuneration including any compensation related payments of the directors, key managerial personnel and other employees and recommend the same to the Board of the Company;
 - b. Board diversity laying out an optimum mix of executive, independent and non-independent directors keeping in mind the needs of the Company.
- III. To identify persons who are qualified to:
 - a. become directors in accordance with the criteria laid down, and recommend to the Board the appointment and removal of directors;
 - b. be appointed in senior management in accordance with the policies of the Company and recommend their appointment or removal to the HR Department and to the Board.
- IV. To specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;



- V. To carry out evaluation of the performance of every director of the Company;
- VI. To express opinion to the Board that a director possesses the requisite qualification(s) for the practice of the profession in case the services to be rendered by a director are of professional nature.
- VII. To decide whether to extend or continue the term of appointment of the independent director, on the basis of report of performance evaluation of independent directors;
- VIII. To recommend to the board, all remuneration, in whatever form, payable to senior management.
- IX. To carry out such other business as may be required by applicable law or delegated by the Board or considered appropriate in view of the general terms of reference and the purpose of the Nomination and Remuneration Committee.
- X. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.

The Nomination and Remuneration policy of the Company is annexed to the Board's Report and can also be accessed on the Company's website <https://www.periatea.com/policies-and-code-of-conduct/>.

Composition

The Board has constituted a well-qualified Nomination and Remuneration Committee. All the members of the Committee are Non-Executive Directors with majority of them being Independent Directors as required under Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The members of the Nomination & Remuneration Committee as on 31st March 2026 comprised of:

Name of the Director	Designation	Category
Mr. Ashok Kumar Bhargava	Chairman	Independent Non Executive
Mr. Lakshmi Niwas Bangur	Member	Promoter Non Executive
Mr. Amitav Kothari	Member	Independent Non Executive
Mr. Rajiv Kapasi	Member	Independent Non Executive

Meetings

During the year under review, the Nomination and Remuneration Committee met 3 (three) times on 26th May, 2025, 11th August, 2025 & 3rd February, 2026.

Attendance of each member is given below:

Name of the Director	No. of meeting held during the tenure	No. of Meetings attended
Mr. Ashok Kumar Bhargava	3	2
Mr. Lakshmi Niwas Bangur	3	3
Mr. Amitav Kothari	3	1
Mr. Rajiv Kapasi	3	2



Performance evaluation criteria for Independent Directors

On the advice of the Board of Directors and the Nomination and Remuneration Committee and in consonance with Guidance Note on Board Evaluation issued by SEBI through circular number SEBI/HO/CFD/CMD/CIR/P/2017/004 dated January 5, 2017, the Company formulated criteria for evaluation of the performance of the Board of Directors, its committees, Independent Directors, Non-Independent Directors. Based on those criteria, performance evaluation has been done.

Details of the performance evaluation of Board of Directors of the Company including Independent Directors is provided in the Directors' Report forming part of the Annual Report of the Company.

Remuneration Policy:

The Board of Directors of the Company has approved and adopted the Nomination and Remuneration Policy of the Company. The said Policy which includes the criteria for making payment to Non-Executive Directors can be viewed at the website of the Company <https://www.periatea.com/policies-and-code-of-conduct/>.

c. Stakeholders Relationship Committee

The Committee is responsible for the satisfactory redressal of investors' complaints pertaining to the transfer/transmission of shares, non-receipt of Annual Reports, dividend payments, issue of duplicate share certificates and other miscellaneous complaints. In addition to above the Committee also looks into other issues including status of dematerialization of shares as well as system and procedures followed to track investor complaints and suggest matter for improvement from time to time.

Brief description of terms of reference of Stakeholders Relationship Committee as per the Charter approved by the Board:

1. To ensure proper and timely attendance and redressal of grievances of security holders of the Company in relation to:
 - a. Transfer/transmission of shares,
 - b. Non-receipt of annual reports,
 - c. Non-receipt of declared dividends,
 - d. All such complaints directly concerning the shareholders / investors as stakeholders of the Company; and
 - e. Any such matters that may be considered necessary in relation to shareholders and investors of the Company.
2. Reviewing the measures taken for effective exercise of voting rights by shareholders.
3. Reviewing the adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
5. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from the shareholders from time to time;
6. To review and / or approve applications for transfer, transmission, transposition, mutation of share certificates, split / sub-division / consolidation / renewal including issue of duplicate certificates and to deal with all related matters as may be permissible under applicable law.
7. To review and/or approve requests of dematerialization of securities of the Company and such other related matters;
8. Appointment and fixing of remuneration of RTA and overseeing their performance;
9. Review the status of the litigation(s) filed by/against the security holders of the Company;
10. Review the status of claims received for unclaimed shares;



11. Recommending measures for overall improvement in the quality of investor services;
12. Review the impact of enactments/ amendments issued by the MCA/ SEBI and other regulatory authorities on matters concerning the investors in general;
13. Such other matters as per the directions of the Board of Directors of the Company and/ or as required under Regulation 20 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time.
14. Any other issue within the terms of reference.

Composition

The Board has constituted a well-qualified Stakeholders' Relationship Committee. The Composition of the Committee are formed as per requirement under the provision of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

The members of the Committee as on 31st March, 2026 comprised of:

Name of the Director	Designation	Category
Mr. Lakshmi Niwas Bangur	Chairman	Promoter Non Executive
Mr. Ashok Kumar Bhargava	Member	Independent Non Executive
Mr. Rajiv Kapasi	Member	Independent Non Executive

The Board has designated Mr. Saurav Singhania, Company Secretary as Compliance Officer.

Meetings

During the year under review, the Stakeholders Relationship Committee met 4 (four) times on 26th May, 2025, 11th August, 2025, 11th November, 2025 and 3rd February, 2026.

Attendance of each member is given below:

Name of the Director	No. of meeting held during the tenure	No. of Meetings attended
Mr. Lakshmi Niwas Bangur	4	4
Mr. Ashok Kumar Bhargava	4	3
Mr. Rajiv Kapasi	4	3

The status of complaints received from the investors during the financial year 2025-26 is furnished below:

Complaints pending as on 1st April 2025	Nil
Complaints received during the year	1
Complaints resolved during the year	1
Complaints not solved to the satisfaction of shareholders	Nil
Complaints pending as on 31st March 2026	Nil



SEBI Complaints redress System

The Company has registered with “SCORES” as per SEBI Circular CIR/OIAE/1/2014 dated December 18, 2014 and Online Dispute Resolution Portal (“ODR Portal”) as per SEBI vide its Circulars dated July 31, 2023, and August 4, 2023, read with Master Circular dated July 31, 2023 (updated as on December 28, 2023), in order to update the status of Investors Complaints. There were no complaints pending on SCORES and ODR portal as on 31st March, 2026.

d. Corporate Social Responsibility Committee

The Company has constituted a CSR Committee as required under Section 135 of the Companies Act, 2013. The Committee has overall responsibility for: (i) identifying the areas of CSR activities; (ii) recommending the amount of expenditure to be incurred on the identified CSR activities; (iii) implementing and monitoring the CSR policy from time to time; and (iv) coordinating with Company or such other agency in implementing programs and executing initiatives as per CSR policy of the Company. The purpose and responsibilities of the Committee shall include such other items/matters prescribed under applicable law or prescribed by the Board in compliance with applicable law from time to time.

The Committee is also responsible for reporting progress of various initiatives and in making appropriate disclosures on a periodic basis.

Brief description of terms of reference of Corporate Social Responsibility Committee as per the Charter approved by the Board:

- To formulate and recommend to the Board a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- To recommend the amount of expenditure to be incurred on the activities undertaken.
- To monitor CSR Policy of the Company from time to time.
- Evaluate the social impact of the Company's CSR Activities;
- Review the Company's disclosure of CSR matters;
- Submit a report on CSR matters to the Board at such intervals and in such format as may be prescribed;
- Consider other functions, as defined by the Board or as may be stipulated under any law, rule or regulation including the Listing Regulations, Corporate Social Responsibility Voluntary Guidelines, 2009 and the Companies Act, 2013.

The Company's CSR Policy is uploaded on the website of the Company at <https://www.periatea.com/policies-and-code-of-conduct/>.

Composition

The Composition of the Committee is formed as per the provisions of section 135 of the Companies Act, 2013. The members of the Committee as on 31st March, 2026 comprised of:

Name of the Director	Designation	Category
Mr. Lakshmi Niwas Bangur	Chairman	Promoter Non Executive
Mr. Rajiv Kapasi	Member	Independent Non Executive
Mr. Ashok Kumar Bhargava	Member	Independent Non Executive

Meetings

During the year under review, the Corporate Social Responsibility Committee met 4 (four) times on 26th May, 2025, 11th August, 2025, 11th November, 2025 and 3rd February, 2026.



Attendance of each member is given below:

Name of the Director	No. of meeting held during the tenure	No. of Meetings attended
Mr. Lakshmi Niwas Bangur	4	4
Mr. Rajiv Kapasi	4	3
Mr. Ashok Kumar Bhargava	4	3

4. Particulars of Senior Management

Sl. No.	Name of Senior Management	Designation
1.	Mr. Sanjeev Kumar Singh	Chief Executive Officer
2.	Mr. M. Sreenivasan#	Chief Financial Officer
3.	Mr. Anup Kumar Gupta##	Chief Financial Officer
4.	Mr. Saurav Singhania	Company Secretary

Mr. M. Sreenivasan resigned as a Chief Financial Officer of the Company w.e.f 15.11.2025

Mr. Anup Kumar Gupta appointed as a Chief Financial Officer of the Company w.e.f 03.02.2026

5. Remuneration of Directors

a) Remuneration to Executive Directors

The details of remuneration paid to Mrs. Alka Lakshmi Niwas Bangur, Managing Director during the financial year 2025-26 are given below:

Name	Designation	All elements of remuneration package, i.e. salary, benefits, bonuses, pension etc. for the year ended 31st March, 2026 (Amount In Lakhs)	
Mrs. Alka Lakshmi Niwas Bangur	Managing Director	Salary and Allowances	36.00
		Perquisites	3.38
		Contribution to Provident Fund	2.70

a. Service Contract:

- (i) **Mrs. Alka Lakshmi Niwas Bangur:** The Board of Directors at its Meeting held on 17th May, 2023 approved the re-appointment of Mrs. Alka Lakshmi Niwas Bangur as the Managing Director of the Company for a further period of 3 years w.e.f. 17th September, 2023 and the same was also approved by the shareholders at the Annual General Meeting of the Company held on 26th September, 2023.

b. Notice Period: Three Months' notice from either side

c. Severance Fees: None

d. Stock Options: None

b) Remuneration to Non-Executive Directors

Name	Category	Sitting Fees (Amount in Rs.)	Commission	Total
Mr. Lakshmi Niwas Bangur	Promotor Non Executive	1,60,000	—	1,60,000
Mr. Ashok Kumar Bhargava	Independent Director	1,75,000	—	1,75,000
Mr. Gaurav Jalan	Independent Director	1,15,000	—	1,15,000
Mr. Amitav Kothari	Independent Director	1,75,000	—	1,75,000
Mr. Rajiv Kapasi	Independent Director	1,35,000	—	1,35,000



The Company does not pay any performance incentive or severance fees. Apart from the abovementioned remuneration, the Company had no pecuniary relationship or transactions with the Non-Executive Directors during the financial year 2025-26.

In compliance with the requirements of Companies Act, 2013 and Rules made there under and pursuant to Regulation 19 of the SEBI (LODR) Regulations, 2015 read with Schedule II Part D to the said Regulations, the Board of Directors has a Nomination and Remuneration Policy for its Directors, including Non-Executive Directors, Key Managerial Personnel and other employees of the Company which is also made available on the website of the Company at <https://www.periatea.com/policies-and-code-of-conduct/>.

None of the Directors hold any stock option in the Company.

6. General Body Meetings

a) The location and time of the last three Annual General Meetings held are given as under:

Year	Date	Time	Venue
2022-23	26.09.2023	10:30 A.M.	Annual General Meeting through Video conferencing/ Other Audio Visual Means Facility (Deemed Venue for Meeting: Registered Office, 7, Munshi Premchand Sarani, Hastings, Kolkata-700022)
2023-24	26.09.2024	10:30 A.M.	Annual General Meeting through Video conferencing/ Other Audio Visual Means Facility (Deemed Venue for Meeting: Registered Office, 7, Munshi Premchand Sarani, Hastings, Kolkata-700022)
2024-25	20.09.2025	10:30 A.M.	Annual General Meeting through Video conferencing/ Other Audio Visual Means Facility (Deemed Venue for Meeting: Registered Office, 7, Munshi Premchand Sarani, Hastings, Kolkata-700022)

b) Special Resolution passed in the previous three Annual General Meetings

Date	Description of Special Resolution passed
26.09.2023	1. Special Resolution for Re-appointment of Mrs. Alka Lakshmi Niwas Bangur (DIN: 00012894) as Managing Director of the Company. 2. Special Resolution for Re-appointment of Mr. Shreeyash Bangur (Din: 00012825) as Deputy Managing Director of the Company. 3. Special Resolution for Continuation of Directorship of Mr. Lakshmi Niwas Bangur (DIN:00012617) as a Non Executive Director of the Company
26.09.2024	NIL
20.09.2025	1. Special Resolution for Payment of Remuneration by way of commission to Non-Executive Directors 2. Special Resolution for Increase in Borrowing Limits under section 180 (1)(C) of the Companies Act, 2013 3. Special Resolution for Increasing the limit under section 180 (1) (a) of the Companies Act, 2013 4. Special Resolution for Increase in limit to make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013.

c) No Extra-Ordinary General Meeting was held during the year under review.

**d) Postal Ballot:**

The details of the business transacted through Postal Ballot during FY 2025-26 are as follows:

Resolutions passed on 29 June 2025, 29 January 2026 and 22 March 2026

The Company had sought approval of the shareholders by way of Special & Ordinary Resolutions through notice of postal ballot dated 26 May 2025, 11 November 2025 and 03 February 2026. The details of the same are as follows:

Date of Postal Ballot Notice	26 May 2025	11 November 2025	03 February 2026
Voting Period	31 May 2025 to 29 June 2025	31 December 2025 to 29 January 2026	21 February 2026 to 22 March 2026
Date of passing the resolution(s)	29 June 2025	29 January 2026	22 March 2026
Date of declaration of result	01 July 2025	30 January 2026	24 March 2026
Web link	https://www.periatea.com/postal-ballot/	https://www.periatea.com/postal-ballot/	https://www.periatea.com/postal-ballot/
Resolution(s)	Approval of Material Related Party Transactions	Re-Appointment of Mr. Gaurav Jalan as an Independent Non-Executive Director for a second term of 5 consecutive years	Approval of Material Related Party Transactions
Type of Resolution(s)	Ordinary	Special	Ordinary

Mrs. Barsha Dikshit (ACS: 48152 & COP No. 18060), partner of M/s Vinod Kothari and Company, Practicing Company Secretaries were appointed as Scrutinizer, for conducting the above Postal Ballot through the Remote E-Voting process fairly and transparently and in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

The details of the voting results as are follows:

Description of the Resolution	Votes in favour of the resolution		Votes against the resolution	
	Number of valid votes cast (Shares)	Percentage of total number of valid votes cast	Number of valid votes cast (Shares)	Percentage of total number of valid votes cast
Approval of Material Related Party Transactions	65231	99.9632	24	0.0368
Re-Appointment of Mr. Gaurav Jalan as an Independent Non-Executive Director for a second term of 5 consecutive years	2075475	99.7738	4705	0.2262
Approval of Material Related Party Transactions	58230	92.52	4711	7.48

All the aforesaid resolutions were duly passed by the shareholders with requisite majority on 29 June 2025, 29 January 2026 and 22 March 2026 respectively.

Procedure for the postal ballot: The above Postal Ballot were carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and other applicable laws.



Details of the special resolution proposed to be conducted through postal ballot: At present no special resolution proposed to be conducted through Postal Ballot.

7. Means of Communication

a. Financial Results

The Quarterly, Half Yearly and Annual Financial Results of the Company are sent to the Stock Exchange immediately after these are approved by the Board. These are also published in the prescribed proforma within 48 hours of the conclusion of the meeting of the Board in which they are considered in English newspaper circulation the whole or substantially the whole of India and in one vernacular newspaper of the State where the registered office of the Company is situated [i.e. in Business standard and Ekdin (Bengali)].

These results are simultaneously posted on the website of the Company which may be accessed at the link <https://www.periatea.com/financial-results/>. and also uploaded on the website of the Stock Exchange where the Shares of the Company are listed i.e., National Stock Exchange of India Limited.

The Company has no official news releases and also has not made any presentations to institutional investors or to the analysts during the year.

b. Annual Report

Annual Report containing, inter alia, Audited Annual Accounts, Directors' Report, Corporate Governance Report, Management Discussion & Analysis Report and other relevant/important information is circulated to members and other entitles.

c. E-mail IDs for Shareholders/Investors

Investors may send their query/feedback to periatea@lnbgroup.com

8. General Shareholder Information

Date, time and venue of the Annual General Meeting

Particulars	Date & Time	Venue
113th Annual General Meeting	26.09.2026 10:30 AM	Annual General Meeting through Video conferencing/ Other Audio Visual Means Facility (Deemed Venue for Meeting: Registered Office, 7, Munshi Premchand Sarani, Hastings, Kolkata-700022)

Financial Year : The Company follows 1st April to 31st March as its Financial Year.

Financial Calendar for FY 2026-27 (tentative and subject to change)

Particulars of meeting	On or before
Unaudited Financial Results for the quarter ending 30th June 2026	14th August 2026
Unaudited Financial Results for the quarter ending 30th September 2026	14th November 2026
Unaudited Financial Results for the quarter ending 31st December 2026	14th February 2027
Audited Financial Results for the year ending 31st March 2027	30th May 2027

Date of payment of equity dividend : Dividend shall be paid to all the eligible shareholders within 30 days from the date of Annual General Meeting.

Listing on Stock Exchanges

The Company's Shares are listed in the following Stock Exchange:

1. National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G
Bandra Kurla Complex, Bandra East
Mumbai – 400 051



The Company has paid the annual listing fees to the above -mentioned Stock Exchange upto financial year 2026-27. Further, The securities of the Company are not suspended at National Stock Exchange of India Limited

Depositories Connectivity

National Securities Depository Limited (NSDL)
Central Depository Services (India) Limited (CDSL)

The Custodian fees has been duly paid to NSDL and CDSL upto financial year 2026-2027.

Registrar and Share Transfer Agents

MUFG Intime India Private Limited (formerly Link Intime India Private Limited)
“Surya”, 35, Mayflower Avenue
Behind Senthil Nagar
Sowripalayam Road
Coimbatore - 641028
Tel No +91(422) 4958995, 2539835, 2539836
Fax No +91 (422) 2539837
Email: investor.helpdesk@in.mpms.mufg.com

Share Transfer System

The Company's listed securities can be transferred only in dematerialised form. Further, SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 and further amended vide its Circular No. HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated 30 January 2026, has mandated all listed companies to issue securities only in dematerialised form, while processing requests for issue of duplicate security certificate, claim against Unclaimed Suspense Account, renewal/ exchange of security certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. Transfer of equity shares in electronic form is effected through the Depositories with no involvement of the Company.

SEBI has also mandated furnishing of PAN, contact details, bank account details and nomination by holders of physical securities. Further, the Shareholders holding shares in physical form may kindly note that SEBI, vide its various circulars has mandated that dividend shall be paid only through electronic mode with effect from 1st April, 2024. Hence the Shareholders are requested to update their details with Company/RTA by submitting ISR Forms which are available on website of the Company to avoid delay in receipt of dividend.

The Shareholders holding shares in physical form are requested to get their shares dematerialised at the earliest to avoid any inconvenience in future while transferring the shares. Shareholders are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account to seek guidance in the demat procedure.

The Shareholders may also visit the website of depositories viz. National Securities Depository Limited viz. <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited viz. <https://www.cdslindia.com/Investors/open-demat.html> for further understanding of the Demat procedure. The Shareholder may also contact our Registrar and Transfer Agent of the Company, M/s MUFG Intime India Private Limited at <https://in.mpms.mufg.com/>

Pursuant to SEBI Circular dated HO/38/13/11(2)2026-MIRSDPOD/I/3750/2026 dated January 30, 2026, members who have executed transfer deed(s) in respect of physical securities sold/ purchased prior to April 1, 2019, and where the original security certificate is available, including cases of fresh lodgement or where earlier requests were rejected, returned or not attended due to deficiencies, have been provided a special window till February 4, 2027, to lodge/re-lodge their transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer under this window will be credited only in dematerialised form and will carry a one-year lock-in period from the date of transfer registration. Members can contact the Company or the RTA, for assistance in this regard.

**Distribution of Equity Shareholding as on 31st March 2026**

Slab of shareholdings	Shareholders		Shares	
	Number of shareholders	% of Shareholders	Number of shares	% of Shareholding
1 – 500	3085	92.1721	270981	8.75
501 – 1000	147	4.3920	100475	3.25
1001 – 2000	68	2.0317	90186	2.91
2001 – 3000	10	0.2988	24063	0.78
3001 – 4000	3	0.0896	9655	0.31
4001 – 5000	3	0.0896	12817	0.41
5001 – 10000	10	0.2988	74188	2.40
10001 and above	21	0.6274	2513514	81.19
Total	3347	100.00	3095879	100.00

Category of Shareholders as on 31st March 2026

S. No.	Category	Number of shares	%
A	Indian Promoters & Promoters Group	2053542	66.33
B	Public Shareholding		
	1. Institutions		
	a) Financial Institutions / banks	3803	0.12
	b) Insurance Companies	101783	3.29
	c) Central / State Governments	18477	0.60
	2. Non Institutions		
	a) Bodies Corporate	70050	2.26
	b) Individuals	683625	22.08
	c) Others	164599	5.332
	Total Public Shareholding (1 + 2)	1042337	33.67
	Total (A + B)	3095879	100.000

Dematerialisation of shares as on 31st March 2026

S. No.	Name of the Depository	Number of shares dematerialised	% on Equity Share Capital
A	National Securities Depository Limited	1676253	54.14
	Central Depository Services (India) Limited	1271489	41.07
	Total	2947742	95.21
B	Physical	148137	4.79
	Total	3095879	100.00

**Outstanding GDRs/ ADRs/Warrants or conversion Instruments, conversion date and likely impact on equity:**

No GDRs' ADRs' or Warrants have been issued by the Company during the year.

Commodity price risk or foreign exchange risk and hedging activities

During the financial year ended 31st March 2026, the Company did not engage in commodity or foreign exchange risk and hedging activities.

Estate Location

- | | |
|---|--|
| 1. Karamalai Estate
Karamalai Bazaar Post
Valparai - 642 130 | 2. Akkamalai Estate
Akkamalai Branch P.O.
Valparai - 642 127 |
| 3. Vellamalai Estate
Karamalai,
Bazaar Post
Valparai - 642 130 | 4. Nadumalai Estate
Valparai - 642 127 |

Solar Power Project

Kudipatty Village, Peraiyur Taluk, Madurai District, Tamil Nadu

Address for Correspondence**Head Office:**

The Chief Executive Officer
The Peria Karamalai Tea & Produce Company Limited
"PANCHRATN", 286, Race Course Road,
Coimbatore – 641 018

Registered Office:

The Company Secretary
The Peria Karamalai Tea & Produce Company Limited
7, Munshi Premchand Sarani, Hastings
Kolkata – 700 022

Email ID for Investor Grievance Redressal: periatea@lnbgroup.com

Credit Rating

The Company has not issued debt instruments and not involved in mobilization of funds under any fixed deposit programme or any scheme or proposal. Therefore, the requirement of obtaining Credit Rating is not applicable to the Company.

9. Other Disclosures**a. Disclosure on materially significant related party transactions that may have potential conflict with the interests of listed entity at large**

All related party transactions are entered on an arm's length basis in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act 2013 and the SEBI (LODR) Regulations, 2015. There were no materially significant related party transactions made by the Company with the Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large. The details of transactions with related parties are provided in the Company's financial statements in accordance with the applicable Accounting Standards.

The details of related party transaction are disclosed in note no 32 attached to and forming part of the accounts.

The Related Party Transaction Policy as approved by the Board of Directors is uploaded on the Company's website which may be accessed at the link <https://www.periatea.com/policies-and-code-of-conduct/>.



b. Details of non-compliance by the listed entity, penalties and strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years

There were no penalties, strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

c. Details of establishment of Vigil Mechanism, Whistle Blower Policy, and affirmation that no personnel has been denied access to the audit committee

The Company has adopted a Vigil Mechanism for Internal and External Stakeholders, including individual employees, directors and their representative bodies and adopted the Whistle Blower Policy in terms of Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to report concerns about unethical behavior, wrongful conduct and violation of Company's Code of conduct or ethics policy. The policy provides for adequate safeguards against victimization of Internal and External Stakeholders, including individual employees, directors and their representative bodies who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee.

The Whistle Blower Policy has been posted on the website of the Company which may be accessed at the link <https://www.periatea.com/policies-and-code-of-conduct/>.

Your Company hereby affirms that no complaints were received during the year under review and no personnel has been denied access to the audit committee in this regard.

d. Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with all mandatory requirements specified in regulation 17 to 27 and clauses of (b) to (i) of Regulation 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of compliance with non-mandatory/discretionary requirements as specified in Parts E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent adopted by the Company are provided below:

- i. Non -Executive Chairman Office: Chairman office is separate from that of the Managing Director and is situated at the registered office of the Company at Kolkata. The Company is bearing all expenses including rent of the registered office of the Company.
- ii. Shareholders Rights: The quarterly, half yearly and annual financial results of the Company are published in the newspapers and are also posted on the Company's website. Further significant events are informed to the Stock Exchange from time to time and then the same is also posted on the website of the Company. The complete Annual Report is sent to every shareholder of the Company.
- iii. Audit Qualification: The Company's financial statement for the year 2025-26 does not contain any audit qualification.
- iv. Separate posts of Chairman and the Managing Director or CEO: The Company has appointed separate persons to the post of Chairman and Managing Director or Chief Executive Officer.
- v. Reporting to Internal Auditor: The Internal Auditor reports to the Audit Committee.

e. Web link where policy for determining material subsidiaries is disclosed:

The Company does not have any material subsidiary. The policy for determining material subsidiaries is available on the website of the Company at its weblink at <https://www.periatea.com/policies-and-code-of-conduct/>.

f. Web link where policy for related party transactions is disclosed:

The policy for Related Party Transactions is available on the website of the Company at its weblink at <https://www.periatea.com/policies-and-code-of-conduct/>.

g. Disclosure of Commodity Price Risk and Commodity Hedging activities:

The Company has not dealt in Commodity Hedging activities therefore not threatened by any Commodity Price Risk.



h. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)

The Company has not raised any funds through preferential allotment or qualified institutions placement during the Financial Year ended March 31, 2026.

i. Certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of corporate affairs or any such statutory authority

The Company has obtained a certificate from a Company Secretary in Practice stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by SEBI or Ministry of Corporate Affairs or any such statutory authority is attached and forming part of the Annual Report.

j. Declaration that the board has accepted all recommendation of any committee of the board which is mandatorily required, in the financial year ended March 31, 2026.

There has been no such incidence where the Board has not accepted the recommendation of the Committees of the Company during the year under review.

k. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

The total fees paid during the year by the Company to M/s. Jayaraman & Krishna, Statutory Auditors, aggregate of Rs 2.05 lakhs.

The Statutory Auditor is not a part of any other entity in the network firm/network entity.

Details relating to fees paid to the Statutory Auditors are given in Note 31 to the Financial Statements.

l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Sl. No	Particulars	Status
1.	Number of Complaints filed during the financial year	NIL
2.	Number of Complaints disposed of during the financial year	NIL
3.	Number of Complaints pending as on end of the financial year	NIL

m. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount':

Details of Loans and advances (being in the nature of loans) provided by the Company to firms/companies in which its directors are interested are given in the note no. 9 to the Financial Statement.

n. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.

During the year under review, the Company doesn't have any subsidiary. Therefore, the requirement of providing such details is not applicable to the Company.



o. Non- Compliance of any requirement of Corporate Governance report of sub- paras (2) to (10) of SEBI (LODR) Regulations, 2015, with reasons thereof shall be disclosed

The Company has complied with all the requirements of Corporate Governance Report as specified in Regulation 34(3) read with Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Certificate obtained from a Statutory Auditor, M/s Jayaraman & Krishna, Chartered Accountant that the Company has complied with the conditions of Corporate Governance is attached and forming part of the Annual Report.

10) Code of conduct for Directors and Senior Management Personnel

The Company has adopted a Code of Business Conduct and Ethics for its Directors and Senior Management Personnel. The same has been posted on the website of the Company. All Board Members and Senior Management Personnel have affirmed their compliance with the code of conduct for the year under review.

A declaration to that effect signed by the Chief Executive Officer of the Company pursuant to Schedule V (D) of the Listing Regulations, 2015 is attached and forms part of the Annual Report of the Company.

11) Disclosure with respect to demat suspense account/unclaimed suspense account

- a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: NIL
- b) Number of shareholders who approached listed entity for transfer of shares from Suspense account during the year : NIL
- c) Number of shareholders to whom shares were transferred from suspense account during the year: NIL
- d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year : NIL
- e) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: NIL

12) Disclosure of certain types of agreement binding listing entities.

There were no agreements executed during the year which was binding to the company and required to be disclosed to the Stock Exchange pursuant to Clause 5A of Paragraph A of Part A of Schedule III of SEBI (LODR) Regulations, 2015.



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members,
The Peria Karamalai Tea And Produce Company Limited
CIN: L01132WB1913PLC220832
7, Munshi Premchand Sarani Hastings,
Kolkata- 700022, West Bengal

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **"The Peria Karamalai Tea and Produce Company Limited"** having CIN: L01132WB1913PLC220832 and having its Registered Office at 7, Munshi Premchand Sarani, Hastings, Kolkata - 700022, West Bengal (hereinafter referred as **"the Company"**), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Directors	DIN	Designation	Date of Appointment
1	Mr. Lakshmi Niwas Bangur	00012617	Director - Chairman	01.04.1988
2	Mrs. Alka Lakshmi Niwas Bangur	00012894	Managing Director	17.09.1993
3	Mr. Ashok Kumar Bhargava	00640248	Independent, Non-Executive	08.05.2018
4	Mr. Gaurav Jalan	00111070	Independent, Non-Executive	10.11.2020
5	Mr. Amitav Kothari	01097705	Independent, Non-Executive	20.09.2024
6	Mr. Rajiv Kapasi	02208714	Independent, Non-Executive	20.09.2024

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

For **A MURARKA & CO**
Company Secretaries
FRN: S1992WB10700

(ANIL KUMAR MURARKA)
FCS No.: 3150
CoP No.: 1857
PR No.: 2199/2022
UDIN: F003150H000449851

Place : Kolkata
Date : 26th May, 2026



Declaration by the CEO under Regulation 26 (3) read with Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Compliance with Code of Conduct

To

The Members of The Peria Karamalai Tea & Produce Co. Ltd.
7, Munshi Premchand Sarani, Hastings, Kolkata- 700022

In accordance with Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the Financial Year ended on March 31, 2026.

For The Peria Karamalai Tea & Produce Co. Ltd.

Place : Kolkata

Date : 26th May, 2026

S K Singh

Chief Executive officer

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Members of
The Peria Karamalai Tea & Produce Company Limited

We have examined the compliance of conditions of Corporate Governance by **The Peria Karamalai Tea & Produce Company Limited ("The Company")**, for the year ended March 31, 2026 as per relevant Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on certification of Corporate Governance issued by the Institute of Chartered Accountants of India and the

Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India, which requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standards on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in the relevant Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as applicable during the year ended 31 March 2026. We state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For JAYARAMAN & KRISHNA

Chartered Accountants
ICAI Firm Registration No.011185S

S. KRISHNA MOORTHY

Partner

Membership No. 200826

UDIN: 26200826LYFFAO7122

Coimbatore

26th May 2026



**CERTIFICATE FURNISHED BY THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO REGULATION 17(8) OF SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENTS)
REGULATIONS 2015**

To
The Board of Directors
The Peria Karamalai Tea & Produce Co. Ltd
7, Munshi Premchand Sarani
Hastings, Kolkata - 700 022

- (a) We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2026 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee that:
- (i) there was no significant changes in internal control over financial reporting during the year;
 - (ii) there was no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements: and
 - (iii) there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Anup Kumar Gupta
Chief Financial Officer
Date : 26th May 2026
Place : Kolkata

S K Singh
Chief Executive Officer
Date : 26th May 2026
Place : Kolkata



INDEPENDENT AUDITORS' REPORT

To the Members of **The Peria Karamalai Tea and Produce Company Limited**

Report on the Audit of Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of **The Peria Karamalai Tea & Produce Company Limited ("the Company")** which comprises the Balance Sheet as at 31 March 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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 Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) rules 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2026, its loss, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of

the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended 31st March, 2026. These matters were addressed in the context of our audit of financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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



The Key Audit Matter	How our Audit Addressed the Matter
As described in Note: 2 (a) to the financial statements, the Company has recognized its investment in Maharaja Shree Umaid Mills Limited (MSUML) at a fair value of ₹ 38,703.68 Lakhs of March 31, 2026, resulting in a fair value gain of ₹ 32,367.63 Lakhs recognized in Other Comprehensive Income (OCI). This recognition is pursuant to the Order of the Hon'ble National Company Law Tribunal (NCLT), Kolkata dated March 16, 2026, approving the Scheme of Amalgamation of Placid Limited into MSUML with a retrospective Appointed Date of April 1, 2024. Under the approved swap ratio of the Scheme, the Company's historical holding of 93,590 equity shares in Placid Limited (previously carried at a cost of ₹63,36,04,300) was extinguished and substituted with a contractual entitlement to receive 4,81,98,850 equity shares of MSUML which is pending for allotment as at the Balance Sheet date. We identified this as a Key Audit Matter due to: 1. Complex Accounting Judgements: Assessing the derecognition of the historical Placid Limited's share value and the recognition of the MSUML's share entitlement under Ind AS 109 (Financial Instruments) and Ind AS 10 (Adjusting Events). This requires evaluating the intersection between the NCLT order date (within the financial year) and the procedural filing of Form INC-28 with the Registrar of Companies subsequent to the year-end on April 25, 2026. 2. Valuation Complexity: The underlying investment in MSUM is unlisted and valued using the Net Asset Value (NAV) methodology by a registered valuer under Ind AS 113 for arriving at the fair value as at the reporting date. This involves significant unobservable inputs and management estimates.	Our audit procedures over the valuation and recognition of the investment in MSUML included, but were not limited to, the following: * Scheme & Swap Ratio Verification: We reviewed the certified copy of the Hon'ble NCLT order dated March 16, 2026, to verify the approved share exchange ratio of 515 shares of MSUML for every share of Placid Ltd. * Legal & Timeline Evaluation: We evaluated management's application of Ind AS 10 criteria to confirm that the NCLT order passed within the financial year constituted an adjusting event. We physically verified the subsequent regulatory trail, ensuring that Form INC-28 was successfully filed with the Registrar of Companies on April 25, 2026, legally establishing the effective date of the amalgamation. Valuation: We reviewed the independent valuation report by a registered valuer appointed by the management of MSUML. We verified the mathematical accuracy of the NAV calculation of ₹ 80.30 per share used to determine the closing fair value of the swap shares in accordance with IND AS reporting. * Disclosures Review: We assessed the adequacy and completeness of disclosures in Note 2 (a) to the financial statements, ensuring a clear description of the valuation along with its presentation in the financial statements as given below : "Non-Current Investments" Fully Paid Unquoted Equity Shares at FVOCI Maharaja Shree Umaid Mills Limited (Pending allotment)

Information Other than the Standalone Ind AS Financial Statements and Auditor's Report Thereon

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

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

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the

other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management and those charged with Governance for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation



of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system, with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone Ind AS financial statements that, individually or in aggregate, makes it probable that the economic



decisions of a reasonably knowledgeable user of the standalone Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone Ind AS financial statements.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company

so far as it appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act. Read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the Internal Financial Controls Over Financial Reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended.

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements. [Refer Note No 32: C (2) under "other notes to Ind AS Standalone financial statements"



- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company subject to the details disclosed under Note no 6 in "Other notes to financial statements".
- iv) a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v) a) The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act
- b) The Board of Directors of the Company has proposed a dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting.
- vi) i) Based on our examination which included test checks, the Company uses accounting software "Tally Prime" at Head office and accounting cum Payroll application software "Plantex" at Estate for maintaining its books of accounts for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.
- ii) Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.
- iii) Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

For JAYARAMAN & KRISHNA

Chartered Accountants
ICAI Firm Registration No.011185S

S. KRISHNA MOORTHY

Auditor
Membership No. 200826
(UDIN: 26200826ECDHWI6555)

Coimbatore
26th May 2026



ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of **The Peria Karamalai Tea and Produce Company Limited** on the standalone financial statements for the year ended 31.03.2026

(i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

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

(b) The Property, Plant and Equipment, capital work-in-progress, and relevant details of right-of-use assets were physically verified in a phased manner during the year by the Management which, in our opinion, is reasonable having regard to the size of the Company and the nature of the assets. No material discrepancies were noticed on such physical verification.

(c) Based on our examination of the registered sale deed / transfer deed provided to us, we report that, the title deeds of all the immovable properties, (other than immovable properties, where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its property, plant and equipment (including right-of-use- assets) and intangible assets during the year.

(e) There are no proceedings initiated or are pending against the Company for holding any Benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in aggregate for each class of inventories were noticed on such physical verification of Inventories

(b) As disclosed in Note No. 19 under borrowings – para (1) to the Standalone Ind-AS Financial Statements, the Company has been sanctioned/ renewed working capital limits in excess of Rupees Five Crores in aggregate from banks/ financial institutions during the year on the basis of security of current assets/non-current assets of the Company. The quarterly returns/ statements filed by the Company with such banks and financial institutions are not in agreement with the unaudited books of account of the Company of the respective quarters.

(Rs. in crores)

Name of the Bank	Aggregate working capital limits sanctioned	Quarter ended	Amount of Inventory disclosed as per quarterly statement	Amount of Inventory as per books of account	Difference
HDFC Bank	Open Cash credit Rs 13.50 Crores	June 30, 2025	19.26	14.50	4.76
		September 30, 2025	17.82	12.25	5.57
		December 31, 2025	17.68	8.87	8.81
		March 31, 2026	18.06	8.87	9.19



- (iii) (a) The Company has granted unsecured loans, to companies, during the year, but not provided guarantee or security

Rs in lakhs

Particulars	Loans	Advances in nature of loans
A. Aggregate amount granted / provided during the year:		
- Subsidiaries	—	—
- Joint Ventures	—	—
- Associates	—	—
- Others	6,300.00	—
B. Balance outstanding as at balance sheet date in respect of above cases:		
- Subsidiaries	—	—
- Joint Ventures	—	—
- Associates	—	—
- Others	2,705.00	—

- (b) The terms & conditions of the grant of all the above-mentioned loans and advances in the nature of loans during the year are, in our opinion, prima facie, are not prejudicial to the Company's interest.
- (c) The Company has granted loans which are re-payable on demand. During the year the Company has not demanded repayment of such loans, however interest on the same has been duly serviced. We are of the opinion that the loans are regular.
- (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted and advances in the nature of loans provided by the Company, there were no over-dues of principal as at the balance sheet date.
- (e) During the year the Company has not renewed the demand loans in the following cases and other details as given below:

(Amt. in Lakhs)

Sl. No	Borrower	Amount outstanding	Whether Renewed or Not
1	The Beauty Impex Pvt Ltd	65.00	No
2	Universal Chemical Industries	25.00	No

- (f) The Company has granted Loans which are repayable on demand, the details of which are given below:

Rs.in lakhs.

Particulars	All Parties	Promoters	Related Parties
Aggregate of loans given during the year	6,300.00	—	6,300.00
- Repayable on demand (A)	6,300.00	—	6,300.00
- Agreement does not specify any terms or period of repayment (B)	—	—	—
Total (A+B)	6,300.00	—	6,300.00
Percentage of loans / advances in nature of loans to the total loans	100		100
Aggregate outstanding as on 31.03.2026	2,615.00		2,615.00

- iv. In our opinion and according to the information and explanations given to us the company has granted loans and made investments which are in compliance with section 185 and 186 of the Companies Act 2013.
- v. The Company has neither accepted any deposits from public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013, in respect of manufacture of tea as well as generation and transmission of electricity by the company. We have broadly reviewed the accounts and records of the Company in this connection and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however carried out a detailed examination of the same.
- vii. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, Income-tax, Goods and Services tax, Duty of Customs, Duty of Excise, Value Added Tax, cess and other



statutory dues applicable to the Company except payment of Advance tax

There are no undisputed arrears of statutory dues which were outstanding as at 31 March 2026 for a period more than six months from the date they became payable.

- (b) The details of statutory dues referred to in sub-clause (a) above, which has not been deposited as on 31.03.2026 on account of dispute are given below.

Name of Statute	Nature of the Dues	Total Amount disputed (Rs. in lakhs)	Period to which the Amount Relates	*Amount Paid (Rs. In lakhs)	Forum where Dispute is Pending
Income tax Act, 1961	Income Tax	20.82	A.Y 2017-18	4.17	CIT appeals
Goods and Services Tax Act 2017	GST	257.66	F.Y 2018-19	25.77	Deputy Commissioner of Appeals, GST

Note: Refer 'C' Other Notes to Financial Statements" para 2, under Note 32 "notes to the standalone financial statements."

* Relates to pre-deposit against appeal.

- viii. There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

- ix. (a) The Company has not defaulted in the repayment of loans or other borrowings, or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared as willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained (Also refer Note 14 to the standalone financial statements).

- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint ventures or associate companies. Hence, the requirement to report on clause (ix) (f) of the Order is not applicable to the Company

- x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x) (a) of the Order is not applicable.

- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x) (b) of the Order is not applicable to the Company.

- xi. (a) No fraud by the Company and no fraud on the Company has been noticed or reported during the year.

- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.

- (c) As represented to us by the Management, there are no whistle blower complaints received by the Company during the year.

- xii. In our opinion, the Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions



have been disclosed in the financial statements as required by the applicable accounting standards.

- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) The Internal Audit Reports of the Company issued till the date of the Audit Report, for the period under Audit have been considered by us.
- xv. According to the information and explanations given by the management and audit procedures performed by us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core Investment Company within the group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred Cash loss during the financial year under audit and has not incurred cash loss during the preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year and accordingly requirement to report on clause 3(xviii) of the Order is not applicable to the Company.

- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, (Asset Liability Maturity (ALM) pattern) other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) The Company is not required to spent/ contribute to CSR due to negative average net profit and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub- section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.
- (b) There are no ongoing projects as specified in sub section (6) of Section 135 of Companies Act, 2013 and hence reporting under this clause is not applicable for the Company.
- xxi. The company does not have any subsidiary, hence reporting under clause 3(xxi) of the order is not applicable.

For JAYARAMAN & KRISHNA
Chartered Accountants
ICAI Firm Registration No.011185S

S. KRISHNA MOORTHY
Auditor
Membership No. 200826
(UDIN: 26200826ECDHWI6555)

Coimbatore
26th May 2026



Annexure - B to the Independent Auditors' Report

(Referred to in Paragraph 2(f) of Report on Other Legal and Regulatory Requirements)

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

We have audited the internal financial controls over financial reporting of The Peria Karamalai Tea & Produce Company Limited ("the Company") as of March 31, 2026 in conjunction with our audit of the **standalone financial statements** of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting with reference to these Standalone Financial Statements

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

A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally



accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company, and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to these Standalone Ind AS Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting

to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2026, based on the internal financial controls over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For JAYARAMAN & KRISHNA
Chartered Accountants
ICAI Firm Registration No.011185S

S. KRISHNA MOORTHY
Auditor
Membership No. 200826
(UDIN: 26200826ECDHWI6555)

Coimbatore
26th May 2026



BALANCE SHEET AS AT 31ST MARCH 2026

(Rupees in Lakhs)

	Note	31.03.2026	31.03.2025
ASSETS			
1 Non-current Assets			
a Property, Plant and Equipment	1	2,860.01	2,611.00
b Capital Work In Progress	1	663.43	111.22
c Intangible assets	1	3.59	0.26
d Right of use Asset	1	31.45	2.68
e Financial Assets:			
i) Investments	2	48,518.04	15,913.18
ii) Other Financial Assets	3	152.15	118.47
f Other Non-Current Assets	4	199.73	259.06
		52,428.40	19,015.87
2 Current Assets			
a Inventories	5	887.35	1,012.16
b Financial Assets:			
i) Investments	6	3,064.14	6,748.58
ii) Trade receivables	7	134.00	234.25
iii) Cash and cash equivalents	8(a)	125.36	38.96
iv) Bank Deposits other than (ii) above	8(b)	7.83	7.40
v) Loans	9	2,615.00	—
vi) Other Financial Assets	10	47.88	18.11
c Other current assets	11	207.34	106.75
		7,088.90	8,166.21
TOTAL		59,517.30	27,182.08
EQUITY AND LIABILITIES			
1 Equity			
a Equity Share capital	12	309.59	309.59
b Other Equity	13	44,642.83	20,887.72
		44,952.42	21,197.31
2 Non-current Liabilities			
a Financial Liabilities			
i) Borrowings	14	597.29	479.67
ii) Lease Liabilities	15	11.93	—
iii) Other Financial Liabilities	16	0.90	0.95
b Deferred Tax Liabilities (Net)	17	8,436.08	208.64
c Provisions	18	417.56	257.97
		9,463.76	947.23
3 Current Liabilities			
a Financial Liabilities			
i) Borrowings	19	3,926.19	4,143.56
ii) Trade payables	20		
a) Total outstanding dues to MSME		61.39	74.02
b) Total outstanding dues to other creditors		562.61	588.26
iii) Lease liabilities	21	20.61	2.24
iv) Other financial liabilities	22	33.88	41.30
b Other Current Liabilities	23	75.76	61.51
c Current Tax Liabilities (Net)	24	356.15	—
d Provisions	25	64.53	126.65
		5,101.12	5,037.54
TOTAL		59,517.30	27,182.08
See accompanying notes to the financial statements	32		

In terms of our Report attached

For Jayaraman & Krishna
Chartered Accountants
Reg. No. 011185S

S. Krishnamoorthy
Partner M.No. 200826
Coimbatore, 26th May 2026

For and on behalf of the Board of Directors

Lakshmi Niwas Bangur
Chairman
DIN : 00012617

Alka Lakshmi Niwas Bangur
Managing Director
DIN : 00012894

Sanjeev Kumar Singh
Chief Executive Officer

Anup Kumar Gupta
Chief Financial Officer

Saurav Singhania
Company Secretary

Kolkata, 26th May 2026

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2026**

(Rupees in Lakhs)

	Note No.	31.03.2026	31.03.2025
Income:			
Revenue from operations	26	6,830.32	5,057.10
Other income	27	259.10	56.25
Total Income		7,089.42	5,113.35
Expenses:			
Cost of materials consumed		259.92	245.03
Purchase of stock in trade		249.00	152.61
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	28	141.95	31.02
Employee benefit expenses	29	2,499.87	2,715.77
Finance costs	30	379.31	251.73
Depreciation and amortization expense	1	230.66	259.80
Other expenses	31	3,604.94	1,407.88
Total expenses		7,365.65	5,063.82
Profit / (Loss) before tax		(276.23)	49.53
Extraordinary Expenses		5.95	—
Profit / loss before tax after extraordinary expenses		(282.18)	49.53
Tax expense:			
1. Current Tax Expenses		391.71	34.61
2. Deferred Tax Asset Provided / (Reversed)		(0.21)	(22.87)
3. Short provision of earlier years provided		(6.63)	13.68
Profit /(Loss) from continuing operations for the year		(667.05)	24.11
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
i) Changes in fair value of FVOCI Equity Instruments			
- Quoted		(27.86)	9.62
- Unquoted		32,716.21	1,958.57
ii) Income tax relating to these items		(8,227.66)	—
iii) Remeasurements of post employment defined benefit plans		(7.57)	113.96
Other Comprehensive Income for the year net of tax		24,453.12	2,082.15
Total Comprehensive Income for the Year		23,786.07	2,106.26
Earnings per equity share:			
(1) Basic (Face Value of Rs 10/- per share)		(21.55)	0.78
(2) Diluted (Face Value of Rs 10/- per share)		(21.55)	0.78
See accompanying notes to the financial statements.	32		

In terms of our Report attached

For Jayaraman & Krishna
Chartered Accountants
Reg. No. 011185S

S. Krishnamoorthy
Partner M.No. 200826
Coimbatore, 26th May 2026

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DIN : 00012894

Anup Kumar Gupta
Chief Financial Officer

Saurav Singhania
Company Secretary
Kolkata, 26th May 2026

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2026**

(Rupees in Lakhs)

	31.3.2026	31.3.2025
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	(276.23)	49.53
Adjustments for:		
Depreciation and Amortisation	230.66	259.80
Loss / (Gain) on sale of Property, Plant & Equipments (Net)	(200.79)	(19.04)
Net gain arising on Mutual Funds designated at FVTPL	2,155.69	(392.08)
Items debited/ (credited) to OCI	(7.57)	113.96
Gain on sale of Mutual Funds designated at FVTPL	(2,378.04)	(279.87)
Loss on sale of Fixed Asset	1.77	—
Interest income on financial assets	(67.14)	(55.55)
Dividend income from investment in equity shares	(36.16)	(1.15)
Finance costs	379.31	251.74
Operating Profit before working capital changes	(198.50)	(72.66)
Adjustments for:		
Other financial liability	0.39	(0.63)
Trade receivables and other assets	14.68	(300.85)
Inventories	124.82	43.41
Trade payables & other liabilities	94.92	(71.68)
Cash generated from operations	36.31	(402.41)
Direct Taxes paid (net)	(28.50)	(54.35)
Net Cash from operating activities (A)	7.81	(456.74)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipments	(1,079.96)	(156.23)
Sale of Property, Plant & Equipments	208.59	21.40
Sale/(purchase) of Investments	3,990.28	(4,084.13)
Interest received from financial assets	48.01	72.23
Bank balance not considered as cash and cash equivalents	(0.43)	0.55
Intercompany loans (Net) (given)/ received	(2,615.00)	1,078.00
Dividend received from investment in equity shares	36.16	1.15
Net Cash (used in) generated from investing activities (B)	587.65	(3,067.03)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Long term borrowings (net)	(241.35)	(99.76)
Availment of Long Term Loan	358.97	—
Availment of short Term Loan	—	2,578.88
Repayment of Short term Borrowings	(217.37)	-
Finance costs paid	(378.36)	(251.75)
Dividend paid including dividend distribution tax	(30.96)	(30.96)
Net Cash used in financing activities (C)	(509.07)	2,196.41
Net increase / (decrease) in Cash and Cash Equivalents (D) = (A+B+C)	86.40	(1,327.37)
Opening Cash and Cash Equivalents	38.96	1,366.34
Closing Cash and Cash Equivalents	125.36	38.97

In terms of our Report attached

For Jayaraman & Krishna
Chartered Accountants
Reg. No. 011185S

S. Krishnamoorthy
Partner M.No. 200826
Coimbatore, 26th May 2026

For and on behalf of the Board of Directors

Lakshmi Niwas Bangur
Chairman
DIN : 00012617

Alka Lakshmi Niwas Bangur
Managing Director
DIN : 00012894

Sanjeev Kumar Singh
Chief Executive Officer

Anup Kumar Gupta
Chief Financial Officer

Saurav Singhania
Company Secretary

Kolkata, 26th May 2026



STATEMENT OF CHANGES IN EQUITY

A. EQUITY SHARE CAPITAL

(Rupees in Lakhs)

	Face value	Amount
(1) Current reporting period		
Balance at the beginning of the current reporting period - 01.04.2025	10	309.59
Changes in Equity Share Capital due to prior period errors	—	—
Restated balance of the current reporting period	10	309.59
Changes in Equity Share Capital during the current year	—	—
Balance at the end of the current reporting period - 31.03.2026		309.59
(2) Previous reporting period		
Balance at the beginning of the previous reporting period - 01.04.2024	10	309.59
Changes in Equity Share Capital due to prior period errors	—	—
Restated balance of the previous reporting period	10	309.59
Changes in Equity Share Capital during the previous year	—	—
Balance at the end of the previous reporting period - 31.03.2025		309.59

B. OTHER EQUITY

(Rupees in Lakhs)

Particulars	Reserves and Surplus				Item of other comprehensive Income		Total
	Securities Premium	Capital Reserve	General Reserve	Retained Earnings	Equity Instruments through OCI	Remeasurements of Post-employment benefits obligations	
Balance as at 01.04.2024	279.74	41.69	8,302.10	5,663.43	4,554.45	(28.96)	18,812.45
Profit for the year	—	—	—	24.08	—	—	24.08
Other Comprehensive Income	—	—	—	—	1,968.18	113.96	2,082.15
Transitional provision-Ind AS 12 - Income taxes-Lease	—	—	—	—	—	—	—
Dividend paid	—	—	—	(30.96)	—	—	(30.96)
Balance as at 31.03.2025	279.74	41.69	8,302.10	5,656.55	6,522.64	85.00	20,887.72
Profit for the year	—	—	—	(667.05)	—	—	(667.05)
Other Comprehensive Income	—	—	—	—	24,460.69	(7.57)	24,453.12
Dividend paid	—	—	—	(30.96)	—	—	(30.96)
Balance as 31.03.2026	279.74	41.69	8,302.10	4,958.54	30,983.32	77.43	44,642.83

In terms of our Report attached

For Jayaraman & Krishna
Chartered Accountants
Reg. No. 011185S

S. Krishnamoorthy
Partner M.No. 200826
Coimbatore, 26th May 2026

For and on behalf of the Board of Directors

Lakshmi Niwas Bangur

Chairman
DIN : 00012617

Sanjeev Kumar Singh
Chief Executive Officer

Alka Lakshmi Niwas Bangur

Managing Director
DIN : 00012894

Anup Kumar Gupta
Chief Financial Officer

Saurav Singhania
Company Secretary

Kolkata, 26th May 2026



NOTES TO STANDALONE FINANCIAL STATEMENTS

1. PROPERTY, PLANT AND EQUIPMENT

(Rupees in Lakhs)

DESCRIPTION OF ASSETS	FREE HOLD LAND & DEVELOPMENT	BUILDINGS	PLANT, MACHINERY & EQUIPMENTS	SOLAR PLANT	FURNITURES & FIXTURES	VEHICLES	BEARER PLANTS	COMPUTERS	SOFTWARE	TOTAL
I. GROSS CARRYING VALUE										
As at 01.04.2025	353.86	1,014.61	3,053.97	1,452.55	308.56	709.75	226.59	84.58	9.26	7,213.74
Additions during the year	—	53.08	392.11	—	0.24	14.96	8.58	7.56	3.75	480.28
Deletions during the year	8.07	—	40.87	—	—	104.90	—	—	—	153.84
As at 31.03.2026	345.79	1,067.69	3,405.21	1,452.55	308.80	619.81	235.17	92.14	13.01	7,540.18
II. ACCUMULATED DEPRECIATION / AMORTISATION										
As at 01.04.2025	—	781.27	2,296.51	513.03	266.66	623.81	32.90	79.37	9.00	4,602.55
Depreciation during the year	—	13.40	94.41	72.23	9.25	16.03	2.27	4.10	0.42	212.10
Deletions during the year	—	—	40.10	—	—	99.66	—	—	—	139.76
As at 31.03.2026	—	794.67	2,350.82	585.26	275.91	540.18	35.17	83.47	9.42	4,674.89
III. NET CARRYING VALUE										
As at 31.03.2026	345.79	273.02	1,054.39	867.29	32.89	79.63	200.00	8.67	3.59	2,865.29
As at 31.03.2025	353.86	233.32	757.46	939.52	41.90	85.94	193.69	5.21	0.26	2,611.19

CAPITAL WORK IN PROGRESS

(Rupees in Lakhs)

PARTICULARS	GROSS BLOCK AT COST		
	As at 01.04.2025	Additions / (Reversals)	As at 31.03.2026
PLANT, MACHINERY & EQUIPMENTS	72.26	623.32 (72.26)	623.32
BEARER PLANTS	38.96	1.15 (—)	40.11
TOTAL	111.22	552.21	663.43

AGEING OF CAPITAL WORK IN PROGRESS

Particulars	Amount in CWIP for the period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Plant and Machinery	623.32	—	—	—	623.32
Bearer Plant	1.15	—	38.96	—	40.11
Total	624.47	—	38.96	—	663.43

RIGHT-OF-USE ASSET (Refer Note No.32(B)(1))

Description of Asset	Gross Carrying Value	Addition/ (deletion)	Depreciation as on 01.04.2025	Depreciation for the year	Deletion	Net carrying value
BUILDING	9.60	49.98	6.93	18.54	2.66	31.44
TOTAL	9.60	49.98	6.93	18.54	2.66	31.44



NOTES TO FINANCIAL STATEMENTS

2. NON CURRENT INVESTMENTS

(Rupees in lakhs)

Particulars	Nominal value of Each Share (Rs)	Balance As at 31.03.2026		Balance As at 31.03.2025	
		No. of Shares	Amount	No. of Shares	Amount
a) Investments in Equity Instruments					
i) Fully paid - Unquoted Equity shares at FVOCI					
Placid Limited*	—	—	—	93,590	6,336.04
Navjyoti Commodity Management Services Ltd	10	2,50,000	100.00	2,50,000	101.43
NSE Limited	1	1,00,000	1,900.00	1,00,000	1,550.00
Maharaja Shree Umaid Mills Limited *	10	4,82,01,008	38,705.83	—	—
ii) In fully paid Equity Shares at FVOCI :					
Quoted :					
MOIL Limited	10	2,272	6.44	2,272	7.35
Kiran Vyapar Ltd	10	1,00,000	159.40	1,00,000	186.35
b) In Debt instruments designated at FVTPL					
Investments In Mutual Funds					
HDFC Value Fund (Growth) - Equity Fund	100	2,07,155	1,390.71	2,07,155	1,389.34
Kotak Quant Fund - Equity Fund	10	9,99,950	136.72	9,99,950	139.91
Venture Capital Fund					
3P India Equity Fund 1	10	—	—	4,98,754	735.02
3P India Equity Fund-1 Class A3 - Venture Capital Fund	10	—	—	9,95,719	1,470.70
3P India Equity Fund-1 Class A3 - Venture Capital Fund	10	31,94,655	4,670.34	17,01,302	2,512.86
Ikigai Emerging Equity Fund-CLASS B3 - Venture Capital Fund	10	16,67,697	1,448.60	16,67,697	1,484.18
Total Non Current Investments			48,518.04		15,913.18
TOTAL INVESTMENTS			48,518.04		15,913.18
Aggregate carrying amount of Quoted Investments			165.84		193.70
Aggregate market value of Quoted Investments			165.84		193.70
Aggregate amount of Unquoted Investments			48,352.19		15,719.49
Aggregate amount of impairment in value of Investments			—		—

* The Company is entitled to receive 4,81,98,850 equity shares of Maharaja Shree Umaid Mills Limited ("MSUML") in lieu of its investment in 93,590 equity shares of Placid Limited pursuant to the merger of Placid Limited with MSUML which has been duly approved by the Hon'ble Company Law Tribunal, Kolkata Bench vide its order dated 16th March, 2026. (Refer Note No. 27). Further, the Company has acquired 2,158 equity shares of Maharaja Shree Umaid Mills Limited ("MSUML") during the year under review.



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.3.2026	31.3.2025
3 OTHER FINANCIAL ASSETS		
Non Current		
a) Security Deposits	123.66	101.88
b) Other Advance	28.49	16.59
	<u>152.15</u>	<u>118.47</u>
4 OTHER - NON CURRENT ASSETS		
a) Agriculture Income tax (NET)	77.06	77.06
b) Prepaid Rent	—	0.05
c) Capital advances	—	12.00
d) Tax paid on Income Tax appeal	32.67	29.95
e) Loans and Advances	90.00	140.00
	<u>199.73</u>	<u>259.06</u>
FINANCIAL ASSETS - CURRENT		
5 INVENTORIES		
a) Finished goods:		
Tea Valued at lower of cost and Net realisable value	657.67	883.47
Other Crops Valued at lower of cost and Net realisable value	83.85	—
b) Stores and Spares Valued at Average cost	140.59	124.51
c) Loose Tools Valued at Average Cost	5.24	4.18
	<u>887.35</u>	<u>1,012.16</u>
6 CURRENT INVESTMENTS		
	Each Share Rs.	No. of Shares
a) HDFC Corporate Bond Fund Growth*	10	91,87,630
		3,063.24
b) Mirae Assets Liquid Fund - DP-G - Debt Fund	10	7,312
		—
c) Trustmf Liquid Fund	10	15,945
		—
d) Nippon India ETF_Liquid Bees	10	90
		0.90
		<u>3,064.14</u>
		<u>6,748.58</u>
* Pledging of Mutual Fund Investment of 91,87,630 Units for obtaining loan from Detuche Bank		



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

7 TRADE RECEIVABLES

Un-Secured - Considered Good

Doubtful

Less : Allowance for doubtful debts

31.3.2026 31.3.2025

134.00 234.25

134.00 234.25

AGEING OF RECEIVABLES AS ON 31.03.2026

Particulars	Outstanding for the following periods from the due date of payments					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
UNDISPUTED RECEIVABLES						
Considered Good	89.87	17.38	4.10	12.12	10.53	134.00
Considered Doubtful	—	—	—	—	—	—
DISPUTED RECEIVABLES						
Considered Good	—	—	—	—	—	—
Considered Doubtful	—	—	—	—	—	—
Total	89.87	17.38	4.10	12.12	10.53	134.00

AGEING OF RECEIVABLES AS ON 31.03.2025

Particulars	Outstanding for the following periods from the due date of payments					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
UNDISPUTED RECEIVABLES						
Considered Good	178.73	7.05	17.71	25.27	5.47	234.25
Considered Doubtful	—	—	—	—	—	—
DISPUTED RECEIVABLES						
Considered Good	—	—	—	—	—	—
Considered Doubtful	—	—	—	—	—	—
Total	178.73	7.05	17.71	25.27	5.47	234.25

8 a) CASH AND CASH EQUIVALENTS

i) Balance with Banks in Current Account

ii) Balance with Banks in Margin money Deposit Account
(with less than 3 months maturity)

iii) Cash on hand

31.3.2026 31.3.2025

40.34 36.32

84.00 —

1.03 2.64

125.36 38.96



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.3.2026	31.3.2025
b) BANK DEPOSITS OTHER THAN ABOVE		
i) With more than 3 months but less than 12 months maturity E.Marked Fund	—	—
ii) Unpaid dividend Account (Refer Note)	7.83	7.40
	<u>7.83</u>	<u>7.40</u>
Note * Deposit includes Rs. 9 L with UBI as margin money deposit for issue of bank guarantee and Rs.75.00 Lakhs with HDFC for availment of Term Loan from HDFC		
9 LOANS		
Current Unsecured and Considered Good :		
Loans and advances to :-		
Related Parties (Refer Note No. 32(C)(14) & (15))	2,615.00	—
Others	—	—
	<u>2,615.00</u>	<u>—</u>

Details of Loans and Advances given to Promoters for the year ended 31.03.2026

Sl. No.	Type of Borrower	Amount of Loans and Advances given during the financial year	Balance of loan/ advance at the end of FY	% of loan / advance against total loan/advances at the end of financial year
1	Promoters Group			
	Kiran Vyapar Limited	2,650.00	2,615.00	100.00%
	Maharaja Shree Umaid Mills Limited	3,650.00	—	—
	Total	6,300.00	2,615.00	100.00%

Details of Loans and Advances given to Promoters for the year ended 31.03.2025

Sl. No.	Type of Borrower	Amount of Loans and Advances given during the financial year	Balance of loan/ advance at the end of FY	% of loan / advance against total loan/advances at the end of financial year
1	Promoters Group			
		—	—	—
	Total	—	—	—



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.3.2026	31.3.2025
10 OTHER FINANCIAL ASSETS		
a) Advances recoverable in cash	14.49	3.85
b) Interest accrued on Loans and Deposits		
Related Parties	20.90	—
Others	12.49	14.26
	<u>47.88</u>	<u>18.11</u>
11 OTHER CURRENT ASSETS (NET)		
Others:		
Advance to Suppliers	142.34	72.23
Prepaid Expenses	24.91	28.41
GST input receivable	40.09	—
Advance Tax (Net)	—	6.11
	<u>207.34</u>	<u>106.75</u>
12 EQUITY SHARE CAPITAL		
Authorised		
7,500,000 Equity Shares of Rs. 10/- each	750.00	750.00
(Seventy five lakh shares of Rupees ten each)		
Issued and Subscribed		
30,95,879 Equity Shares of Rs. 10/- each fully Paid	309.59	309.59
	Number of shares	Number of shares
At the beginning of the year	30,95,879	30,95,879
Changes during the year	—	—
At the end of the year	30,95,879	30,95,879
Equity shareholders holding more than 5% shares:		
Placid Ltd (Refer Note No. 29)	—	11,02,065
Kiran Vyapar Ltd	4,70,224	4,70,224
Maharaja Shree Umaid Mills Limited (Refer Note No. 29)	13,41,881	1,21,275



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

Details of Shareholding of Promoters

Sl. No	Particulars	31st March, 2026			31st March, 2025		
		No of Shares held	Percentage of total shares	Percentage change during the year	No of Shares held	Percentage of total shares	Percentage change during the year
1	Individuals/HUF - Promoters						
a	Lakshmi Nivas Bangur (HUF)	61,200	1.98%	—	61,200	1.98%	—
b	Alka Lakshmi Niwas Bangur	37,638	1.22%	—	37,638	1.22%	—
c	Lakshmi Nivas Bangur	25,481	0.82%	—	25,481	0.82%	—
d	Sheetal Bangur	1,260	0.04%	—	1,260	0.04%	—
2	Body Corporate - Promoters Group						
a	Placid Limited (Refer Note No. 29)'	—	0.00%	0.00%	11,54,358	37.29%	1.69%
b	Kiran Vyapar Limited	4,70,224	15.19%	—	4,70,224	15.19%	—
c	Maharaja Shree Umaid Mills Limited (Refer Note No. 29)	13,41,881	43.35%	2.14%	—	—	—
d	Shree Krishna Agency Limited	53,446	1.73%	—	53,446	1.73%	—
e	Mugneeram Ramcoowar Bangur Charitable and Religious Company	34,500	1.11%	—	34,500	1.11%	—
f	The General Investment Company Limited	21,000	0.68%	—	21,000	0.68%	—
g	Navjyoti Commodity Management Services Limited	6,912	0.21%	—	6,912	0.22%	—
	Total	20,53,542	66.34%	2.14%	19,87,294	64.20%	1.69%

13 OTHER EQUITY

Particulars	Reserves and Surplus				Other comprehensive income reserve		Total
	Securities Premium	Capital Reserve	General Reserve	Retained Earnings	Equity instruments through OCI	Remeasurement of Post employment benefits Obligation	
Balance as at 01.04.2024	279.74	41.69	8,302.10	5,663.43	4,554.45	(28.96)	18,812.45
Profit for the year				24.08			24.08
Other Comprehensive Income				—	1,968.18	113.96	2,082.15
Dividend paid				(30.96)	—		(30.96)
Balance as at 31.03.2025	279.74	41.69	8,302.10	5,656.55	6,522.63	85.00	20,887.72
Profit for the year				(667.05)			(667.05)
Other Comprehensive Income					24,460.69	(7.57)	24,453.12
Dividend paid				(30.96)			(30.96)
Balance as at 31.03.2026	279.74	41.69	8,302.10	4,958.54	30,983.32	77.43	44,642.83



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.3.2026	31.3.2025
14 BORROWINGS		
Secured : From Banks		
1) Term Loan-1 from HDFC Bank Limited	101.69	237.27
(Secured by charge on all the movable fixed assets of Company funded out of term loan and on land measuring 15.3225 acres at Kudipatty Madurai district Repayable in 108 monthly installments of Rs.11,29,853/-commencing from 04.01.2019) at Effective Interest rate of 7.85%)		
2) Term Loan-2 from HDFC Bank Limited	141.14	99.67
(Secured by second charge on all the movable fixed assets of Company funded out of term loan and on land measuring 15.3225 acres at Kudipatty Madurai district.)Repayable in 18 quarterly installments of at Effective Interest rate of 8.25%) Rs.7,66,662/-commencing from 10.03.2025) at effective interest rate of 9.05% P.A		
3) Term Loan-3 from HDFC Bank Limited	51.64	129.11
(Secured by second charge on all the movable fixed assets of Company funded out of term loan and on land measuring 15.3225 acres at Kudipatty Madurai district Repayable in 108 monthly installments of Rs.11,29,853/-commencing from 04.01.2019) at Effective Interest rate of 7.85%)		
4) Term Loan-4 from HDFC Bank Limited	295.71	—
(Secured by charge on all the movable fixed assets of Company funded out of term loan and on land measuring 15.83 acres at Kudipatty Madurai district Repayable in 84 monthly installments from 19.05.2026) at Effective Interest rate of 8.50%) Exclusive charge on all the movable fixed assets of the company funded out of term loan, Exclusive charge on all the current assets of the company both present and future, Exclusive charge on FD amount of Rs. 75 Lakhs)		
5) HDFC Bank Limited - Vehicle loan	7.11	13.62
(Secured by the vehicle, Repayable in 39 installments of Rs. 62,109 commencing from 07.01.2026 effective Interest rate 9.64%)		
	597.29	479.67
* Period and amount of continuing default in respect of each of the above loan Rs. Nil)		



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.3.2026	31.3.2025
15 LEASE LIABILITIES		
Non-Current lease liabilities (Refer Note No. 32(B)(1))	11.93	—
	<u>11.93</u>	<u>—</u>
16 OTHER FINANCIAL LIABILITIES		
Others - Deposit Received from Customers	0.90	0.95
	<u>0.90</u>	<u>0.95</u>
17 DEFERRED TAX LIABILITY		
Opening Deferred Tax Liability	208.64	234.16
Add: Provided /(Reversed) during the year	8,227.44	(25.51)
	<u>8,436.08</u>	<u>208.64</u>
18 PROVISIONS		
Provision for employees benefit :		
Provision for Gratuity (Net)	417.56	257.97
	<u>417.56</u>	<u>257.97</u>
FINANCIAL LIABILITIES - CURRENT		
19 BORROWINGS		
Secured Loan repayable on demand		
1) Cash credit facility from HDFC Bank Limited	1,080.64	1,293.88
(Secured by charge on all the movable fixed assets of Company both present and future on land measuring 15.3225 acres at Kudipatty Madurai district. Secured by charge on all the current assets of the Company both present and future) Limit - Rs. 13,50,00,000		
The company filed monthly and quarterly return to the banks and are in agreement with the books of accounts		
2) Current maturities of long term debt - (Refer Sch. 14)	345.55	249.68
Period and amount continuing default in respect of each of the above loan is Nil		
Secured - Loan repayable on demand		
Secured Loan availed from Dutsche Investment India Pvt. Limited - Short Term	2,500.00	2,600.00
(Pledging of Mutual fund investment of 9187630 units of HDFC Corporate Bond Fund Regular Growth)		
	<u>3,926.19</u>	<u>4,143.56</u>



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

20 TRADE PAYABLES

	31.3.2026	31.3.2025
Total outstanding dues of Micro & Small Enterprises	61.39	74.02
Due to Others	562.61	588.26
	624.01	662.28

Ageing of Trade Payable as on 31.03.2026

Particulars	Outstanding for the following periods from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
UNDISPUTED DUES					
MSME	61.39	—	—	—	61.39
Others	558.57	0.30	1.25	2.50	562.62
DISPUTED DUES					
MSME	—	—	—	—	—
Others	—	—	—	—	—
	619.96	0.30	1.25	2.50	624.01

Ageing of Trade Payable as on 31.03.2025

Particulars	Outstanding for the following periods from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
UNDISPUTED DUES					
MSME	74.02	—	—	—	74.02
Others	587.97	0.10	—	0.19	588.26
DISPUTED DUES					
MSME	—	—	—	—	—
Others	—	—	—	—	—
	661.99	0.10	—	0.19	662.28



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.3.2026	31.3.2025
21 LEASE LIABILITIES		
Current Lease Liabilities (Refer No. 32(B)(1))	20.61	2.24
	20.61	2.24
22 OTHER FINANCIAL LIABILITIES		
a) Interest accrued but due on term loans	6.86	5.90
b) Unpaid dividends	7.83	7.40
c) Security deposits	19.19	28.00
	33.88	41.30
23 OTHER CURRENT LIABILITIES		
Other Payables :		
Creditors for Capital Expenditure	39.40	33.90
Statutory Liabilities	36.36	27.61
	75.76	61.51
24 CURRENT TAX LIABILITY (NET)		
Provision for Taxation (Net)	356.15	—
	356.15	—
25 PROVISIONS		
Provision for employees benefit :		
Provision for Gratuity	64.53	126.65
	64.53	126.65



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.03.2026	31.03.2025
26 REVENUE FROM OPERATIONS		
Sale of Products :		
Tea	4,160.11	4,157.33
Tea Waste	19.52	15.69
Minor Produce	50.78	80.32
Other Operating Revenues :		
Sale of Electricity	131.53	87.49
Fair value gain from Financial assets (Mutual Funds)	—	392.08
Dividend Income	36.16	1.15
Interest on loans and advances (Refer Note No. 32(B) (14)	54.18	43.17
Profit on Sale of Investments	2,378.04	279.87
	6,830.32	5,057.10
27 OTHER INCOME		
Interest Income on		
Bank Deposit and EB Deposits	12.96	12.38
Unwinding of discount on security deposits	0.85	0.08
Profit on Sale of Assets	200.80	19.04
Scrap sales	12.41	—
Sundry Receipts	32.08	24.75
	259.10	56.25
28 CHANGES IN INVENTORIES OF FINISHED GOODS		
Work in Progress and Stock in Trade		
Opening stock of Finished Goods :		
Tea	883.47	914.49
Minor produce	—	—
	883.47	914.49
Less: Closing stock of Finished Goods		
Tea	657.67	883.47
Minor produce	83.85	—
	741.52	883.47
Net changes in inventories	141.95	31.02
29 EMPLOYEE BENEFIT EXPENSES :		
Salaries, Wages and Bonus	2,081.52	2,298.71
Contribution to Provident, Gratuity and Pension Fund	285.05	302.87
Employees welfare Expenses	133.30	114.19
	2,499.87	2,715.77



NOTES TO FINANCIAL STATEMENTS

(Rupees in Lakhs)

	31.03.2026	31.03.2025
30 FINANCE COST		
Interest Expenses		
Term loan	61.80	76.24
Cash Credit and others	102.56	119.54
Short term loan	205.87	51.83
Lease liability	—	0.02
Interest Others	5.84	3.62
On other financial liability	3.24	0.48
	<u>379.31</u>	<u>251.73</u>
31 OTHER EXPENSES :		
Power and Fuel	650.09	574.28
Rent	8.62	27.64
Repairs to Buildings	177.52	155.47
Repairs to Machinery	140.09	183.88
Insurance	19.53	18.30
Rates and Taxes	18.10	25.42
Transport	64.65	68.61
General Charges	80.30	77.87
Commission and Brokerage	34.48	29.19
Payment to Auditors		
Statutory Audit fee	1.25	1.25
For Certification	0.80	1.74
Travelling Expenses	72.57	64.90
Tea Selling Expenses	86.58	78.10
Loss on sale of Fixed Asset	1.77	—
Postage & Telephone	8.65	7.60
Professional Charges	33.17	62.27
Miscellaneous Expenses	51.08	31.35
Fair Value of Investments	2,155.69	—
	<u>3,604.94</u>	<u>1,407.88</u>



ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS

32 Notes to the Financial Statements for the year ended 31.03.2026

A Corporate Information:

The Peria Karamalai Tea and Produce Company Limited is a Public Limited Company domiciled in India and incorporated under The Companies Act, 1956. The registered office of the company situated in Kolkata, West Bengal, India. It is mainly engaged in the production and distribution of Tea, generation and distribution of power and investment in financial instruments.

The financial statements for the year ended March 31, 2026 are approved for issue by Company's Board of Directors on 26th May, 2026.

B. Material Accounting Policies

1. Basis of preparation and presentation:

a) Statement of Compliance:

The financial statements have been prepared in accordance with the generally accepted accounting principles in India and have complied in all material respects with the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 (the Act), the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as applicable and also complied with other relevant provisions of the Act and Interpretations issued by the Ind AS Transition Facilitation Group (ITFG) applicable to Companies reporting under Ind As and additional disclosures required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Basis of measurement:

The financial statements have been prepared on going concern basis using historical cost convention on accrual basis except for certain assets and liabilities as stated in the respective policies at fair value at the end of each reporting period.

c) Current and Non-Current Classification:

All assets and liabilities have been classified as current and non-current as per the company's normal operating cycle and other criteria set out in Ind AS 1 – Presentation of financial statements and Schedule III to the Companies Act, 2013. Based on the nature of the products and the time between acquisition of assets for processing and their realization of cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of classification of assets and liabilities as current and non-current.

The Statement of Cash flows have been prepared under Indirect Method.

2. Estimates and Judgements:

a) Use of estimates and judgments

The preparation of financial statements is in conformity with the generally accepted accounting principles that require the management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities as at the balance sheet date, reported amounts of revenue and expenses for the year and disclosure of contingent liabilities as at the date of balance sheet. The judgements, estimates and assumptions used in the accompanying financial statements are based upon the management's evaluation of the relevant facts and circumstances as on the date of financial statements. Actual amounts could differ from these estimates.

**NOTES TO FINANCIAL STATEMENTS (Contd..)****b) Significant estimates and judgements**

The areas involving significant estimates and judgements are:

- (i) Defined benefit obligation – Refer note No.18
- (ii) Current tax expense – Refer note no. 24

3. Property, Plant and Equipment:

- a) Freehold land is carried at cost. All other items of property, plant and equipment including intangibles are carried at cost less accumulated depreciation/amortisation and impairment losses, if any.

Subsequent expenditure relating to an asset is included in its book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of a component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the statement of profit and loss during the reporting period in which they are incurred.

The company has used the following useful lives to provide depreciation on the Property, Plant and Equipment:

Class of Asset	Useful Lives
Estate Building	60 Years
Factory Building	30 Years
Plant and Machinery	15 Years
Furniture and Fixture	10 Years
Computers/Software	3 Years
Vehicle	10 Years
Windmill Plant and Machinery	22 Years
Solar Plant and Machinery	20 Years
Solar Plant – Building	12 Years

b) Biological Assets**Bearer Plants**

Bearer plant is a living plant that

- a) is used in the production or supply of agricultural produce
- b) is expected to bear produce for more than one period and
- c) has a remote likelihood of being sold as agricultural produce, except for incidental scrap sales

Biological Assets which are held to bear agricultural produce are classified as bearer plants. The company recognises tea bushes in the estates as bearer plants which are carried at cost of acquisition less accumulated depreciation and any recognised impairment losses. Costs comprise of expenditure on development, extension, planting, infilling and replanting including cost of uprooting and maintenance of the newly planted bushes. The above costs are carried under Capital Work in Progress until maturity of such bushes.



NOTES TO FINANCIAL STATEMENTS (Contd..)

The productivity of tea has been diminishing due to increase in age of Tea bushes in all estates which were planted several years ago. The group has been continually striving to improve the operating efficiency by engaging in planting alternate crops such as coffee, avocado, pepper and cardamom in the estate to increase the revenue in this segment.

The company has used the following useful lives to provide depreciation on the Bearer Plants:

Class of Asset	Useful Lives
Tea and Pepper Plants	50 Years
Coffee Plants	15 Years
Cardamom Plants	10 Years

4. Intangible Assets

Intangible assets with finite useful life that are acquired separately are carried out at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is recognised on straight-line basis over their estimated useful life.

5. Depreciation and amortization

Depreciation on tangible assets is in line with the rates specified in Schedule II to the Companies Act, 2013 except for Bearer Plants which are depreciated over their estimated useful life. Tools are amortized over a period of two years. Cost of Intangible assets is amortized over a period of three years on straight line basis.

6. Borrowing Cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

7. Impairment

The carrying values of assets/cash generating units at each Balance Sheet date are annually reviewed for impairment. If any indication of impairment exists (i.e., if the carrying amount of these assets exceeds their recoverable amount), the recoverable amount of such assets is estimated and impairment is recognized. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss.

8. Foreign Currency translation

a) Functional and presentation currency

The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

b) Transactions and balances

i) Initial Recognition

Foreign currency transactions are recorded in functional currency using the exchange rates prevailing on the date of transaction.



NOTES TO FINANCIAL STATEMENTS (Contd..)

ii) Subsequent recognition

As at the reporting date, monetary assets and liabilities denominated in foreign currency are restated at the closing exchange rates. Exchange differences arising out of actual payment/realisation and from the year end restatement are recognized in the statement of profit and Loss.

9. Inventories

Inventories are stated at lower of cost and net realisable value.

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

Cost of Finished goods (Tea) is determined based on absorption costing method.

Agricultural produce included in the inventory are measured at fair value less estimated point of sale costs.

Cost of Nursery stocks represents cost incurred in raising and maintaining such stocks till transplanted.

Inventory at stores are carried at cost. Provision is made for obsolete, slow-moving and defective stocks, wherever necessary.

10. Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposit held at call with financial institutions/Banks, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

11. Trade Receivable

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business.

12. Investments and Other Financial Assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- (a) Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- (b) Those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flow.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For Investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVTOCI). The company transfers amount from other comprehensive income to Retained earnings on the de-recognition of the relevant equity instruments for which such irrevocable election has been made by the company.

The Company reclassifies debt instruments when and only when its business model for managing those asset changes.



NOTES TO FINANCIAL STATEMENTS (Contd..)

(ii) Measurement

Initial Recognition

The Company measures a financial asset (in the case of a financial asset not carried at a fair value through profit or loss) at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the statement of profit and loss.

Subsequent Measurement:

(a) Equity Instruments

The Company subsequently measures all investments in equity (except that in the subsidiary) at fair value and has elected to present fair value gains and losses on equity investments in other comprehensive income with no subsequent reclassification of fair value gains and losses to the statement of profit and loss.

Investments in subsidiaries and associates are measured at cost less provision for impairment.

Dividends from such investments are recognised in profit and loss as other income when the Company's right to received payments is established.

(b) Debt Instruments

Company's investments in Mutual Funds (debt funds) are measured at Fair Value through Profit or Loss (FVTPL). A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognized in profit or loss and presented in the statement of profit and loss in the period in which it arises.

Interest income from these financial assets is included in other income

(iii) Impairment of financial assets:

The Company assesses expected credit losses associated with its assets carried at amortised cost based on Company's past history of recovery, credit-worthiness of the counter party and existing market conditions. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Company applies the simplified approach for recognition of impairment allowance as provided in Ind AS 109, which requires expected credit losses to be recognised from initial recognition of the receivables.

(iv) De-recognition of financial assets:

A financial asset is de-recognised only when:

- (a) The Company's contractual right to the cash flow expires or
- (b) The Company has transferred the rights to receive cash flows from the financial asset.

13. Financial liabilities

Initial Measurement:

All financial liabilities are recognised initially at fair value and in the case of Interest-bearing bank loans and credit facilities are initially measured at fair value. The Company's financial liabilities include trade and other payables and loans & borrowings.

**NOTES TO FINANCIAL STATEMENTS (Contd..)****Subsequent measurement**

Financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized 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 amortization is included in finance costs in the Statement of Profit and Loss.

De-recognition

A financial liability is derecognized when the obligation is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

14. Revenue Recognition:

Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers

- a) Identify the Contracts with customers
- b) Identify the separate performance obligation
- c) Determine the transaction price of the Contract
- d) Allocate the transaction price to each of the separate performance obligations, and
- e) Recognise the revenue as each performance obligation is satisfied.

1) Sale of products

It requires revenue to be recognised when (or as) the entity satisfies a performance obligation by transferring a promised good/service to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

The entity recognizes significant financing component in a contract as finance cost (or income) as per Ind AS 115. No effect has been provided for contracts for which period of obligation is one year or less (as per para 63 of Ind AS 115).

Revenue from contract with customers is recognised when the company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations may be satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognised as per the terms of relevant contractual agreements/ arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtains 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 goods and service tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/ discounts.

Revenue from sale of tea at auction is recognised on receipt of sale notes from brokers.

2) Rendering of Services

Income from services rendered is recognised at a point in time based on agreements/arrangements with the customers when the services are performed and there are not unfulfilled obligations

3) Interest Income/other Income

Interest income from financial asset is recognised when it is probable that the economic benefit flow to the Company and amount of income can be measured reliably interest income can be measured reliably.



NOTES TO FINANCIAL STATEMENTS (Contd..)

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

Other income/Dividends are recognised in the statement of profit and loss only when the right to receive payment is established.

4) Windmill Income/solar Income

Windmill/solar income is recognised based on the units generated by the respective power generating units as per the agreed rate with the respective customers.

15. Leases:

The Company as a lessee

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.



NOTES TO FINANCIAL STATEMENTS (Contd..)

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

A Lease for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

16. Government Grant and Government assistance:

Government grants are recognised at fair value where there is a reasonable assurance that the grant will be received and all attached conditions will be complied with.

Subsidies received against manufacture of specified varieties of tea are recorded as income in the period of manufacture of such goods.

Non-monetary grant is recognised at a nominal amount.

Post recognition of government grant and Government Assistance for which necessary follow up with the authorities and reviewed the outstanding balances at the year end and necessary provision being made by the company on year on year basis.

17. Employee benefits:

New Labour codes, 2020:

The Government of India has notified the Code on Wages, 2019, the Industrial Relation Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health, and Working Conditions Code, 2020 ("Labour Codes") with effect from 21/11/2025, which consolidates 29 existing labour laws. The Labour Codes, amongst other things, introduce changes, including a uniform definition of wages and enhanced benefits relating to leave. The Ministry of Labour & Employment has issued draft Central Rules and FAQs to facilitate assessment of the financial impact arising from these regulatory changes. In accordance with the guidance issued by the Institute of Chartered Accountants of India, the Company has assessed and disclosed the financial impact under Exceptional items in the financial results for the three months and year ended 31/03/2026. The Company has recognised Rs. 5.95 Lakhs as Statutory Impact of New Labour Codes towards additional employee benefits obligations, classified as past service cost, primarily due to revised definition of wages under Labour Codes. The Company continues to monitor the developments relating to the implementation of Labour Codes and will review the estimates as further classification and Rules are notified.

a) Short term obligations

Liabilities for wages and salaries that are expected to be settled wholly within 12 months after the end of the period in which the employees render their related services are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Balance Sheet.



NOTES TO FINANCIAL STATEMENTS (Contd..)

The Company recognises a liability and an expense for bonuses where there is a contractual obligation or where there is a past practice that has created a constructive obligation.

b) Other Employee Benefit Obligation

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of the expected future payments to be made in respect of services provided by employee up to the end of reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regard less of when the actual settlement is expected to occur.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as Short term employee benefit

c) Post-employment obligations

The Company has the following post-employment obligations/plans:

- (a) Defined benefit plans such as gratuity for its eligible employees; and
- (b) Defined contribution plans such as provident fund and superannuation.

(i) Gratuity:

Liabilities with regard to the gratuity are determined by actuarial valuation at each balance sheet date using projected unit credit method by an Independent actuary. The Company makes annual contributions to The Gratuity Fund of The Peria Karamalai Tea & Produce Company (The Trust). Trustees administer contributions made to the trust and contributions are invested in schemes managed by Life Insurance Corporation of India.

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

Actuarial gains or losses are recognized in other comprehensive income. Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognized in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. Re-measurement gains or losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

(ii) Superannuation Fund:

This is a defined contribution plan. The Company contributes towards superannuation fund administered and managed by Life Insurance Corporation of India (LIC). The Company has no further obligations for future superannuation benefits other than its monthly contributions and recognises such contributions as expense in the year incurred.



NOTES TO FINANCIAL STATEMENTS (Contd..)

(iii) Provident Fund:

This is a defined contribution plan and contributions made to the Fund as per the rules of the Company are charged to profit and loss as and when due. The Company has no further obligations for future provident fund benefits other than its monthly contributions.

18. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

(a) Current tax

The current tax expense for the period is the tax payable on the current period's taxable income computed at the applicable income tax rate and is recognised in the statement of profit and loss. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted.

The provision of tax is made by following lower tax regime as prescribed u/s 115BAA provisions of the Income-tax Act, 1961 (Act).

(b) Deferred tax

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences and incurred tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

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

(c) Current and Deferred Tax for the year

Current and deferred tax are recognised in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the income taxes are also recognised in other comprehensive income or directly in equity respectively.

19. New and amended Standards

Recent accounting pronouncements The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to existing standards under the Companies (Indian Accounting Standards) Rules from time to time.



NOTES TO FINANCIAL STATEMENTS (Contd..)

MCA has notified amendments to Ind AS 1 – Presentation of Financial Statements (classification of liabilities as current or non-current, including liabilities with covenants), Ind AS 12 – Income Taxes (International Tax Reform – Pillar Two Model Rules), Ind AS 21 – The Effects of Changes in Foreign Exchange Rates (Lack of Exchangeability), and Ind AS 7 – Statement of Cash Flows and Ind AS 107 – Financial Instruments: Disclosures (Supplier Finance Arrangements), effective from April 1, 2025. The Company has reviewed these amendments and based on its evaluation, has determined that they do not have any impact on the Company's financial statements.

New standards or amendments not yet adopted

Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants – Amendments to Ind AS 1- The amendments clarify that lender waivers obtained after the reporting date cannot be considered for the purpose of classifying liabilities as current or non-current and require retrospective application in accordance with Ind AS 8. These amendments are effective for reporting periods beginning on or after April 1, 2026. The Company does not expect any material impact on its financial statements.

20. Key Accounting Estimates and Judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

- (a) Measurement of defined benefit obligations - Note 18, 25 and 29
- (b) Measurement and likelihood of occurrence of provisions and contingencies - Note 32 (21)
- (c) Recognition of deferred tax liability - Note 17
- (e) Impairment of other intangible assets/bearer plants - Note 1
- (f) Indefinite useful life of certain intangible assets/bearer plants - Note 1
- (g) Measurement of Right-of-Use Assets and Lease liabilities - Note 1

21. Provisions and Contingencies

Provisions: Provisions are recognised when there is a present obligation or constructive obligation 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 there is a reliable estimate of the amount of the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, 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 company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

**NOTES TO FINANCIAL STATEMENTS (Contd..)****22. Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

23. Segment Reporting

Segments are identified based on the manner in which the Company's Chief Operating Decision Maker ('CODM') decides about resource allocation and reviews performance. Segment results that are reported to the CODM include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment and intangible assets other than goodwill.

24. Dividend to Shareholders

Final dividend distributed to equity shareholders is recognised in the period in which it is approved by the members of the Company in the Annual General Meeting. Interim dividend is recognised when approved by the Board of Directors at the Board meeting.

Dividend distributed (including interim dividend) is recognised in the Statement of changes in Equity.

C. Other Notes to Financial Statements**1. Compliance to IND AS 116**

The Company has recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate. The incremental borrowing rate applied is 9%.

Right-of-use asset (ROU asset) - Building

(Rupees in Lakhs)

Particulars	2025-26	2024-25
Opening balance	2.66	5.72
Amount recognised during the year	49.98	—
Amount reversed during the year	(2.66)	—
Less: Depreciation*	(18.54)	(3.06)
Carrying amount at the end of the year	31.44	2.66

* The aggregate depreciation expenses on ROU Asset is included under the Depreciation and Amortisation expense in the statement of profit and loss.



NOTES TO FINANCIAL STATEMENTS (Contd..)

Lease Liability

(Rupees in Lakhs)

Particulars	2025-26	2024-25
Balance at the beginning of the year	2.24	9.22
Amount recognised/(reversed) as Lease Liability on adoption of IND AS 116	50.06	—
Add: Finance costs accrued during the period recognised in statement of profit and loss	3.24	0.48
Less: Payment of lease liabilities	23.00	7.46
Carrying amount at the end of the year	32.54	2.24
Current portion of lease liabilities	20.61	2.24
Non-current portion of lease liabilities	11.93	—

Rental Expenses for short term leases recognised in the statement of profit and loss for the year ended 31.03.2026 is Rs.8.62 Lakhs (Previous year Rs.27.64 lakhs.)

2. Contingent Liability and commitments to the extent not provided for:

Claims against the company not acknowledged as debts:

(i) Indirect tax matters:

The Company has obtained a stay of proceedings from the Honourable High Court of Madras on 24th March 2006 against a proposition notice from the Commercial Tax Department for levy of sales tax on export sales effected through auction centres. The matter is pending and in common with the other tea planting companies.

(ii) GST Matters:

The company received a notice of show cause from GST department showing discrepancies under few clauses with regard to input tax credit relating to financial year 2018-19 & raised a tax demand of Rs.257.66 Lakhs, excluding interest and penalty. The Company has preferred an appeal after a pre- deposit of 10% of the tax demand Rs.25.77 lakhs. The company is of the view that the case is likely to be disposed of in its favour and hence no provision is considered necessary therefor.

(iii) Income Tax Matters:

- Tax assessments have been completed up to Assessment year 2025-26.
- Disputed tax dues of Rs.20.82 lakhs pertaining to the Assessment year 2017-18 was appealed before CIT (Appeals), Coimbatore, which was decided against the company. The Company has filed an appeal with ITAT against the order of CIT (Appeals). ITAT allowed the appeal and directed to submit the necessary papers. The company has filed the reply with DCIT. The company is of the view that the case is likely to be disposed of in its favour and hence no provision is considered necessary therefor.

(iii) Labour Laws / Claims:

Labour disputes under adjudication relating to some workers – amount not ascertainable.

The Company's pending litigations comprise of claims against the Company by employees and pertaining to proceedings pending with various direct tax, indirect tax and other authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where ever provisions are required or disclosed as contingent liabilities, in its standalone financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its standalone financial statements.



NOTES TO FINANCIAL STATEMENTS (Contd..)

3. Details of dues to Micro and Small Enterprises under the Micro, Small and Medium Enterprise Development Act 2006.

(Rupees In Lakhs)

Particulars	2025-26	2024-25
Principal amount due and remaining unpaid	61.39	74.02
Interest due on above and the unpaid interest	1.39	3.17
Interest paid	Nil	Nil
Payment made beyond the appointed day during the year	50.51	30.32
Interest due and payable for the period of delay	6.28	0.22
Interest accrued and remaining unpaid	18.20	8.28
Amount of further interest remaining due and payable in succeeding years	18.20	8.28

Above information has been determined to the extent such parties have been identified on the basis of intimation received from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006.

4. Income tax relating to continuing Operation

Income tax recognised in profit and loss account

(Rupees In Lakhs)

Particulars	31.03.2026	31.03.2025
Current tax		
Current tax on profits for the year	391.71	34.61
Deferred tax	(0.21)	(22.87)
	391.50	11.74
Adjustment tax of prior year	(6.63)	13.68
Total income tax expense recognised for the year	384.87	25.42

Reconciliation of income tax expense to the accounting profit for the year

(Rupees In Lakhs)

Particulars	31.03.2026	31.03.2025
Profit before tax after exceptional item	(282.18)	49.53
Enacted tax rate in India	25.17%	25.17%
Computed expected tax expense at enacted tax rate	(71.02)	12.47
Tax Effect on		
Less tax impact on agricultural income	(54.98)	(46.92)
Tax effect on carry forward losses - 43B effect	12.14	—
Tax effect on unrealized gain and Ind AS - unrealised against INDAS	505.57	0.16
Total income tax expense recognised for the year	391.71	34.61



NOTES TO FINANCIAL STATEMENTS (Contd..)

The movement of Deferred Income Tax Asset & Liabilities is as follows:

(Rupees In Lakhs)

Particulars	Opening as on 01.04.2025	Provided / (reversed) during the year	Closing as on 31.03.2026
Deferred Liability on account of Depreciation	244.63	13.85	258.48
Provided as per amendment to IND AS 12 Deferred tax on Other comprehensive income	2.73	8227.66	8230.39
Deferred Tax asset:			
On account of 43B Disallowances	(38.72)	(14.07)	(52.79)
Deferred tax Liability (NET)	208.64	8,227.44	8,436.08

5. Earnings per Share:

(Rupees In Lakhs)

Particulars	31.03.2026	31.03.2025
Profit /(Loss) after tax	(667.05)	24.11
Weighted average No. of shares outstanding	30,95,879	30,95,879
Basic earnings per share (Nominal value of equity shares Rs. 10/- per share)	(21.55)	0.78
Diluted earnings per share (Nominal value of equity shares Rs. 10/- per share)	(21.55)	0.78

6. Details of Dividend proposed and paid

Dividend for the year ended 31.03.2025 paid Re.1.00 per share : Rs.30.96 lakhs

Tax Deducted thereon : Rs.2.38 lakhs

In respect of current year, the Directors proposed Dividend of Re.0.75 per share on equity shares of face value Rs.10 each on 26/05/2026.

In terms of Sections 124 and 125 of the Companies Act, 2013, ("Act") unclaimed or unpaid dividend for more than seven years shall be transferred to The Investor Education and Protection Fund ("IEPF") established by the Central Government.

The following years amount not transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government due to pending court cases against the claim amount. The details are given below

FY 2009-10 Rs. 7,568/-, FY 2010-11 Rs. 8,820/-, FY 2011-12 Rs. 3,540, FY 2012-13 Rs. 1,416/-, FY 2013-14 Rs. 1,062/-, FY 2014-15 Rs. 532/-, FY 2015-16 Rs. 532/-, FY 2016-17 Rs. 708, FY 2017-18 Rs. 531/-



NOTES TO FINANCIAL STATEMENTS (Contd..)

7. Employee Benefits:

a) Defined Contribution Plan:

The Company makes contribution towards employees' provident fund and superannuation fund. Under the rules of these schemes, the company is required to contribute a specified percentage of payroll costs. The company during the year recognized Rs.240.51 lakhs (Previous year Rs.237.17 lakhs) as expense towards contribution to the Provident Fund.

The liability towards superannuation fund for the year ended 31st March 2026 amounting to Rs 19.86 lakhs (Previous year Rs.19.86 lakhs) has been charged to Statement of Profit and Loss.

The leave encashment for the year ended 31st March 2026 amounting to Rs 43.21 lakhs been charged to the Statement of Profit and Loss (previous year Rs. 26.88 lakhs) and the net liability as on 31.03.2026 is Rs.42.30 lakhs (previous year – Rs.41.23 lakhs).

b) Defined Benefit Plan:

GRATUITY (FUNDED):

(Rupees In Lakhs)

PARTICULARS	31.03.2026	31.03.2025
A. Expense recognised in Income Statement		
1. Current Service cost	64.52	68.86
2. Interest expense	95.54	108.29
3. Interest (Income on plan asset)	(70.27)	(79.77)
4. Net interest	25.27	28.52
5. Immediate recognition of (gain) / losses	—	—
6. Defined Benefits cost included in P&L	89.79	97.38
B. Expense recognised in Other Comprehensive Income		
1. Actuarial (gain) / Losses on DBO		
(a) Due to Experience	97.10	(154.04)
(b) Due to Change in Financial Assumptions	(89.85)	36.15
(c) Due to demographic assumptions	—	—
2. Return on plan assets (Greater) / Less than Discount rate	0.31	8.10
3. Total actuarial (gain) / loss included in OCI	7.57	(109.78)
C. Net Asset / (Liability) recognised in the Balance Sheet		
1. Present value of benefit obligation	1,537.60	1,516.12
2. Fair value of plan assets	1,061.47	1,131.51
3. Funded Status (Surplus / Deficit)	(476.13)	(384.61)
4. Net Asset / (Liability) recognised in Balance Sheet	(476.13)	(384.61)



NOTES TO FINANCIAL STATEMENTS (Contd..)

PARTICULARS	31.03.2026	31.03.2025
D. Change in Present value of the obligation during the year		
1. Present value of the obligation at beginning of the year	1,516.12	1,559.67
2. Current service cost	64.52	68.86
3. Interest cost	95.54	108.29
4. Benefits paid	(145.84)	(102.81)
5. Actuarial (gain) / loss on obligation	7.26	(117.89)
(a) Due to Experience	—	—
(b) Due to Change in Financial Assumptions	—	—
6. Present value of obligation at end of the year	1,537.60	1,516.12
E. Reconciliation of opening & closing values of Plan Assets		
1. Fair value of plan assets at the beginning of the year	1,131.51	1,162.30
2. Expected return on plan assets	70.27	79.77
3. Contributions made	5.84	0.35
4. Benefits Paid	(145.94)	(102.81)
5. Actuarial gain / (loss) on plan assets	(0.31)	(8.10)
6. Fair value of plan assets at the end of the year	1,061.47	1,131.51
Actual return on plan assets	69.97	71.67
F. Actuarial Assumptions		
1. Discount rate	7.24%	6.62%
2. Salary escalation	4.50%	5.50%
3. Attrition rate	5.00%	5.00%
4. Expected rate of return on plan assets	6.62%	7.18%
5. Mortality rate	Indian Assured Lives Mortality (2012-14)	
G. Sensitivity analysis	31.03.2026 INCREASE IN DBO	% INCREASE/ DECREASE IN DBO
Projected Benefit Obligation on Current Assumptions		
Impact of increase in 100 basis points in Rate of Discounting	(56.31)	(3.66%)



NOTES TO FINANCIAL STATEMENTS (Contd..)

PARTICULARS	31.03.2026	31.03.2025
Impact of decrease in 100 basis points in Rate of Discounting	62.14	4.04%
Impact of increase in 100 basis points in Rate of Salary Increase	58.01	3.77%
Impact of decrease in 100 basis points in Rate of Salary Increase	(54.48)	(3.54%)
Impact of increase in 100 basis points in Attrition Rate	9.40	0.61%
Impact of decrease in 100 basis points in Attrition Rate	(10.67)	(0.69%)
Increase in Mortality Rate by 10%	0.20	0.01%
Decrease in Mortality Rate by 10%	(0.20)	(0.01%)
Effect of 50% Increase in Ceiling	15.37	1.00%

H. Categories of plan assets as a % of Total plan Assets:

Particulars	March 31, 2026	March 31, 2025
Funds managed by LIC of India	69.0%	74.6%

I. Risk Exposure:

The gratuity scheme is a final salary defined benefit plan, that provides for a lump sum payment at the time of separation; based on scheme rules and benefits are calculated on the basis of last drawn salary and the period of service at the time of separation and paid as lump sum. There is a vesting period of 5 years. The design entitles the following risks that affect the liabilities and cash flows:

- Interest rates risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If bond's yield falls, the defined benefit obligation will tend to increase.
- Salary inflation risk: Higher than expected increases in salary will increase the defined benefit obligation.
- Demographic risk: The risk of volatility of results due to unexpected nature of decrements that include mortality attrition, disability and retirement. The effect of these decrements on the DBO depends upon the combination of salary increase, discount rate and vesting criteria and therefore not very straightforward. It is important not to overstate withdrawal rate because the cost of retirement benefit of a short caring employees will be less compared to long service employees.
- Asset Liability mismatch: This will come into play unless the funds are invested in a term of the assets replicating the term of the liability.



NOTES TO FINANCIAL STATEMENTS (Contd..)

J. Expected contributions to the plan:

Expected contributions to the plan for the next annual reporting period is Rs.64.52 lakhs.

K. Maturity Profile of defined benefit obligation (undiscounted basis):

(Rs in Lakhs)

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Between 5 and 10 years	Above 10 years
As at March 31, 2026	279.25	175.96	369.41	336.20	376.80

8. FAIR VALUE MEASUREMENTS:

(Rupees In Lakhs)

		31st MARCH 2026			31st MARCH 2025		
PARTICULARS	HIERAR-CHY	FVTPL	FVTOCI	AMORTIZED COST	FVTPL	FVTOCI	AMORTIZED COST
Financial Assets:							
(i) Financial assets at fair value							
Investments							
Equity instruments – Quoted	1		165.84			193.70	
Equity instruments – Unquoted	2		40,705.83			7,987.47	
Mutual funds	2	10,710.51			14,860.60		
(ii) Financial assets at amortized cost							
Tax free bonds	2			—			—
Trade receivables	3			134.00			234.25
Cash and cash equivalents	3			133.19			46.35
Other financial assets	3			255.22			124.88
Loans	3			—			—
Financial Liabilities:							
Borrowings (including current maturities of long term debts)	3			4,523.47			4,623.23
Trade payables	3			624.01			662.31
Lease liability	3			32.54			2.34
Other financial liabilities	3			34.78			47.45

**NOTES TO FINANCIAL STATEMENTS (Contd..)**

Fair value measurements are categorised into

Level 1 - This hierarchy includes financial instruments measured using quoted prices. This consists of listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2 – Directly or indirectly observable market inputs, other than Level 1 inputs and

Level 3 – Inputs which are not based on observable market data

- Carrying amounts of trade receivables and trade payables, cash and cash equivalents, other financial assets & other financial liabilities (current) are considered to be the same as their fair values due to their short-term nature and categorized as level 3 hierarchies.

9. Financial risk management:

The Company's activities expose it to credit risk, market risk and liquidity risk. In order to minimise any adverse effects on the financial performance of the Company, the company has risk management policies as described below

i. Credit risk:

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Company is exposed to credit risk from its operating activities (primarily Trade Receivables) and from its investing activities (primarily Deposits with Banks, Loans and advances to Corporates and Investments in Shares and Mutual Funds).

Credit risk from balances with banks, term deposits, loans, investments is managed by Company's finance department.

Trade Receivables are typically unsecured and are derived from revenue earned from customers. Customer credit risk is managed as per the Company's policy and procedures which involve credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. Outstanding customer receivables are regularly monitored.

The Company's maximum exposure to credit risk for the components of the Balance Sheet as of 31st March, 2026 and 31st March, 2025 is the carrying amounts as disclosed in Note 9.

ii. Market risk:

Market risk is the risk that changes in market prices – such as commodity prices, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. Further, the company is not exposed to any foreign currency exchange rate risk which has an impact on the Income statement and Equity as it does not have transaction references with other currencies.

a. 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 interest rates. The interest rate risk can also impact the provision for retirement benefits.



NOTES TO FINANCIAL STATEMENTS (Contd..)

The Company's main interest rate risk arises from short term and long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk.

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of changes in market interest rates.

b. Price Risk

Securities price risk is the risk that the fair value of a financial instruments will fluctuate due to changes in market traded prices. The Company invests its surplus funds in various debt instruments and equity instruments. These investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments. To manage its price risk arising from investments in mutual funds, the Company diversifies its portfolio.

c. Agricultural Risk

Cultivation of tea being an agricultural activity, there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions, and fluctuation of selling price of finished goods (tea) due to increase/(decrease) in the supply/availability. The Company manages these price fluctuations by actively managing the sourcing of tea, and alternate blending strategies without impacting the quality of the blend.

iii. Liquidity risk:

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and maintains adequate sources of financing.

The tables below analyse the company's financial liabilities into relevant maturity groupings based on their contractual maturities. The company has only all non-derivative financial liabilities.

The amounts disclosed in the table are contracted undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant. Balances due beyond 12 months are carried at amortised cost.

Contractual maturities of financial liabilities:

(Rupees in Lakhs)

March 31, 2026	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Above 5 years	Total
Non-derivatives					
Long term loans	345.55	281.84	272.78	42.67	942.84
Short term Borrowings	3,580.64	—	—	—	3,580.64
Interest accrued on loans	6.86	—	—	—	6.86
Trade payables	624.01	—	—	—	624.01
Lease Liabilities	20.61	11.93	—	—	32.54
Other financial liabilities	76.66	—	—	—	76.66
Total non-derivative liabilities	4,654.32	293.77	272.78	42.67	5,263.54



NOTES TO FINANCIAL STATEMENTS (Contd..)

March 31, 2026	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Above 5 years	Total
March 31, 2025					
Non-derivatives					
Long term loans	249.68	250.09	229.58	—	729.35
Short term Borrowings	3893.88	—	—	—	3,893.88
Interest accrued on loans	5.90	—	—	—	5.90
Trade payables	662.29	—	—	—	662.29
Lease Liabilities	2.24	—	—	—	2.24
Other financial liabilities	103.76	—	—	—	103.76
Total non-derivative liabilities	4,917.55	250.09	229.58	—	5,397.42

10. Impairment of Assets:

The Company has carried out an exercise to ascertain the impairment, if any, in the carrying value of fixed assets. The exercise has not revealed any impairment of assets during the year under review.

11. Capitalisation of Borrowing Costs:

During the year the company capitalised Rs.3.24 Lakhs (Previous year – Nil) were capitalized to Property, plant and equipment.

12. Undisclosed Income:

There is no undisclosed income reported during the year.

13. Relationship with Struck off Companies:

During the year the Company has no transaction with the Struck off Companies

14. Disclosure under Section 186(4) of the Act:

The company has advanced loans to the following body corporates/person and the details of the loans are as under:

(Rupees in Lakhs)

Name of the Company / person	As at 31.03.2026	As at 31.03.2025
Loans to other body corporates / person		
Non- Current Assets		
The Beauty Impex Private Limited	65.00	115.00
Universal Chemicals Industries	25.00	25.00
Loans to related parties		
Current Assets		
Kiran Vyapar Limited	2,615.00	Nil
Total	2,705.00	140.00



NOTES TO FINANCIAL STATEMENTS (Contd..)

The company has advanced the aforesaid loans for their business requirements. No guarantee or security has been provided by the company under the provisions of Section 186 of the Act.

15. Related Party Disclosures:

Information on Related party transactions as required by Ind AS 24 – Related Party Disclosures for the year ended 31.03.2026

(a) List of Related Parties

(i) Parties where control exists

Holding Company

Maharaja Shree Umaid Mills Limited (Refer Note No. 28)

(ii) Key management personnel:

Name of the related party	Designation
Shri. L N Bangur	Chairman
Mrs. Alka Lakshmi Niwas Bangur	Managing Director
Shri. Sanjeev Kumar Singh	Chief Executive Officer
Shri M. Sreenivasan	Chief Financial Officer (resigned w.e.f 15.11.2025)
Shri Anup Kumar Gupta	Chief Financial Officer (appointed w.e.f 03.02.2026)
Shri. Saurav Singhania	Company Secretary

(iii) Relative of KMP (Managing Director)

Shri.L.N.Bangur

Ms. Sheetal Bangur

Shri Yogesh Bangur

Shri Shreeyash Bangur

(iv) Enterprises over which KMP or Relatives of KMP exercises control or significant influence:

M.B.Commercial Company Ltd**

Placid Limited##

The Marwar Textiles (Agency) Pvt. Ltd

Navjyoti Commodity Management Services Ltd

Samay Industries Limited

Kiran Vyapar Limited

Shree Rama Vaikunth Trust

LNB Realty Private Ltd

LNB Renewable Energy Limited

** Ceased to exist w.e.f 10th December, 2024 pursuant to the amalgamation as per the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") order dated 23rd October, 2024.



NOTES TO FINANCIAL STATEMENTS (Contd..)

Ceased to exist w.e.f 25th April, 2026 (effective date) pursuant to the amalgamation as per the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") order dated 16th March, 2026. (Refer Note No 29)

(v) Post-Employment benefit Plans:

The Gratuity Fund of The Peria Karamalai Tea & Produce Company Limited for related parties.

(b) During the year the following transactions were carried out with the related parties in the ordinary course of business:

(i) Transactions during the year with Related parties:

(Rupees in Lakhs)

Name of the Related Party	Nature of Transaction	Year ended 31.03.2026	Year ended 31.03.2025
Shri.L.N.Bangur	Sitting fees paid	1.60	1.00
Shri Shreeyash Bangur	Remuneration	27.24	Nil
M.B.Commercial Company Ltd**	Loan Given	Nil	Nil
	Loan Repaid	Nil	438.00
	Interest received	Nil	3.52
	Rent	Nil	0.97
Navjyoti Commodity Management Services Ltd	Loan Repaid	Nil	400.00
	Interest received	Nil	3.82
Shree Rama Vaikunth Trust	Rent paid	3.85	3.60
Maharaja Shree Umaid Mills Ltd	Loan Given	3,650.00	Nil
	Loan repaid	3,650.00	Nil
	Interest received	16.93	Nil
	Reimbursement of Expenses	1.94	0.97
	Acquisition of 4,81,98,850 equity Shares of Maharaja Shree Umaid Mills Limited ("MSUML") pursuant to Merger of Placid Limited with MSUML (Face value Rs 10 per share)- Refer Note. 27	38,705.83	Nil
Placid Limited	Loan Given	Nil	350.00
	Loan repaid	Nil	350.00
	Interest received	Nil	18.15
	Transfer of Investment in 93,590 equity shares of Placid Limited to Maharaja Shree Umaid Mills Limited ("MSUML") pursuant to Merger of Placid Ltd with MSUML- Refer Note No. 27	6,336.04	Nil
LNB Renewable Energy Private Limited	Services received	15.52	14.09
	Supply of goods	468.27	Nil



NOTES TO FINANCIAL STATEMENTS (Contd..)

Name of the Related Party	Nature of Transaction	Year ended 31.03.2026	Year ended 31.03.2025
The Gratuity Fund of the Peria Karamalai Tea & Produce Company Limited	Contribution to post employment benefit plan for relative of director	6.00	Nil
Kiran Vyapar Limited	Loan Given	2,650.00	Nil
	Loan Repaid	35.00	Nil
	Interest received	23.36	Nil
LNB Realty LLP	Rent paid	8.23	7.80
Samay Industries Limited	Printing Charges	0.20	0.31

(ii) Remuneration of Key Management Personnel:

The remuneration of key management personnel of the Company are set out below in aggregate for each of the categories specified in Ind AS 24 Related party disclosures.

(Rupees in lakhs)

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Salaries and Wages	151.86	194.54
Contribution to Provident Funds and Other Funds #	21.84	25.19

Does not include gratuity as it is provided in the books of accounts on the basis of actuarial valuation for the company as a whole and hence individual amount cannot be determined.

(iii) Balances as at year end are set out below:

(Rupees in Lakhs)

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Loans Receivable	2,615.00	838.00
Lease Deposit receivable	2.00	2.00
Trade Payables	90.55	69.39
Payable to Post Employment Benefit Plan – Gratuity	476.13	384.62

Note : Related party relationship are as identified by the management.

16. Corporate Social Responsibility:

The company covered under section 135 of the Companies Act, the following are details in relation to CSR activities. The average net profits of the company for the preceding three years is negative, hence the company is not required to contribute towards CSR during the year 2025-26.

17. Disclosure on Crypto or virtual Currency:

The company has not traded or invested in crypto currency or virtual currency during the current or previous year.

**NOTES TO FINANCIAL STATEMENTS (Contd..)****18. Details of Benami property:**

No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

19. Compliance with number of layers of companies:

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

20 Utilisation of borrowed funds and share premium:

- A) The Company has not advanced or loaned or invested funds to any other person(s) or entity (ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- B) The Company has not received any fund from any person(s) or entity (ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b) Provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

21 Valuation of Property, Plant & Equipment, intangible asset and investment property:

The Company has not revalued its property, plant and equipment (including Right of Use Assets) or intangible assets or both during the current or previous year

22 Wilful Defaulter:

The Company had not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

- 23 The Company does not have Charges or Satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

24 Audit Trail

The Company uses accounting software "Tally Prime" at Head office and accounting cum Payroll application software "PlantEx" at Estate for maintaining its books of accounts for the financial year ended March 31, 2026 with facility of recording audit trail (edit log).



NOTES TO FINANCIAL STATEMENTS (Contd..)

25. Details of in key financial ratios, along with detailed explanations therefor, including:

Particulars	FY ended 31st March 2026	FY ended 31st March 2025	% of Changes between FY '24 and FY '25	Explanation
Current Ratio	1.39	1.62	(14.27)	—
Debt Equity Ratio	0.10	0.22	53.86	Increase in Net worth contributed to decrease in debt equity ratio
Debt Service Coverage Ratio	0.46	1.12	(58.85)	Due to decrease in Fair value of investment contributed in decrease in debt service coverage ratio.
Return on equity - %	(0.61)	0.23	(363.15)	Due to decrease in Fair value of investment and in decrease in return on equity ratio.
Inventory Turnover Ratio	0.22	0.24	7.64	—
Trade Receivable Turnover Ratio – No of days	12.33	13.26	7.01	—
Trade Payable Turnover Ratio – No of days	50.11	50.63	1.03	—
Net Working Capital Turnover Ratio	0.13	0.22	(40.91)	Increase in Working Capital
Net Profit Ratio - %	(3.90)	0.97	(502.50)	Due to bad monsoon and reduction in production and Sales quantity, there is a reduction in the export market even though increase in price realisation per KG, decrease in investment income(fair Value of Investments) contributed decrease in the net profits of the company
Return on Capital Employed - %	0.20%	1.2%	(84.61)	Decrease in Profits contributed decrease in the return on capital employed during the year
Return on Investments %	91.37%	12.43%	634.65	Increase in value of investment contributed to increase in the return on investments during the year

26 Expenditure in Foreign Currency

During the year company incurred an expenditure of Rs. 3.14 lakhs on foreign travel. (Previous year Rs.31.08 Lakhs).

**NOTES TO FINANCIAL STATEMENTS (Contd..)****27 Merger of Placid Ltd with Maharaja Shree Umaid Mills Limited**

The Company had been holding 93,590 Equity Shares, constituting 17.43% paid up shares capital of Placid Limited. Placid Limited, being one of the Transferor Company in the scheme of arrangement, which has been duly approved by Hon'able NCLT, Kolkata, vide its order dated 16th March, 2026, has got amalgamated into Maharaja Shree Umaid Mills Limited (MSUML) with Appointed date of 1st April, 2024. In terms of the share swap ratio, the Company, in lieu of its holding in Placid Limited, is entitled to 4,81,98,850 shares of MSUML (allotment of shares is in process), face value of Rs 10 per share and the Company has shown resultant MSUML shares under its Investment schedule as at the year-end.

Consistent with the requirements of IND AS accounting principles, the Company has received a fair valuation report of MSUML as of 31st March, 2026, issued by an IBBI Registered Valuer. Accordingly, the said investment of the Company in MSUML, as on 31st March, 2026 has been recognized at ₹38,703.68 Lakhs in the financial statements of FY 2025-26.

28 Change in the company ownership – holding company

The Aggregate direct and indirect shareholding of Maharaja Shree Umaid Mills Limited (MSUML) in the company stands at 51.66% approx. in the paid-up equity share capital of the company, and MSUML has consequently become the Holding Company of the Company as at 31.03.26.

29 Scheme of Amalgamation between Placid Ltd with Maharaja Shree Umaid Mills Limited

Pursuant to a Scheme of Amalgamation ("Scheme") with appointed date as 1st April, 2024, approved by the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") vide its order dated 16th March 2026, Placid Limited along with other 19 Group Companies (Collectively referred to as "Transferor Companies") has been amalgamated with Maharaja Shree Umaid Mills Limited ("Transferee Company/MSUM") with effect from 25th April, 2026 being the Effective Date (the date on which e-Form INC-28 has been filed with the Registrar of Companies at the MCA portal by both transferor and transferee companies as defined under the aforesaid Scheme).

30 Capital Commitment by the company

The company entered in to a contract with M/s LNB Renewable Energy Limited for supply and installation of 1.80 MW Solar plant at Kudiputti Village, Madurai for Rs.865.00 Lakhs during the year, out of which Services/Goods valued Rs.468.27 Lakhs has been availed.

31 Segmental Reporting

The segments have been identified as Tea, Investment and Power. These segments offer different products and services and are driven by different operational challenges, technology and marketing strategies.

Tea segment comprises mainly manufacturing tea and selling it for human consumption. It also expanding the portfolio to include allied products such as Coffee, Cardamom and Pepper etc.

Investment segment focuses on investing in various portfolios and managing the funds flow of the company.

Power segment comprises installing renewable energy equipment primarily for solar, generating and selling electricity apart from captive consumption.



NOTES TO FINANCIAL STATEMENTS (Contd..)

Performance is measured based on segment results as included in the internal management reports that are reviewed by the management at least on monthly basis. Inter-segment pricing is determined on an arm's length basis.

The Company operates in single Geographical location in India. Accordingly, disclosure of geographical segment information has not been provided.

Year ended 31st March, 2026

(Rupees in lakhs)

Particulars	Tea	Investment	Power	Unallocated	Total
Segment Revenue					
Total Sales/income from operations	4,320.53	2,477.20	350.47	—	7,148.20
Less: Inter Segment Revenue	—	—	58.78	—	58.78
Net revenue from operations	4,320.53	2,477.20	291.69	—	7,089.42
Segment Results					
Segment Profit/(Loss) before tax & Interest	(389.59)	303.51	189.16	—	103.08
Less: Interest				—	379.31
Segment Profit/(Loss) before tax				—	(276.23)
Segment Assets (A)	3,325.35	54,353.05	1,838.90	—	59,517.30
Segment Liabilities (B)	3,147.13	10,727.66	690.10	—	14,564.89
Capital Employed (A-B)	178.22	43,625.39	1,148.80	—	44,952.41



NOTES TO FINANCIAL STATEMENTS (Contd..)

Year ended 31st March, 2025

(Rupees in lakhs)

Particulars	Tea	Investment	Power	Unallocated	Total
Segment Revenue					
Total Sales/income from operations	4,281.01	725.54	257.26	—	5,264.71
Less: Inter Segment Revenue	—	—	151.36	—	151.36
Net revenue from operations	4,281.91	725.54	105.90	—	5,113.35
Segment Results					
Segment Profit/(Loss) before tax & Interest	(394.37)	707.54	(11.91)	—	301.26
Less: Interest					251.73
Segment Profit/(Loss) before tax					49.53
Segment Assets (A)	2,967.82	22,844.61	1,369.65	—	27,182.08
Segment Liabilities (B)	2,924.17	2,600.00	460.61	—	5,984.78
Capital Employed (A-B)	43.65	20,244.61	909.04	—	21,197.30

32 Previous year's figures have been regrouped / reclassified, to the extent necessary, to confirm to current year's classifications.

33 Unless otherwise stated, all the numbers have been rounded off to the nearest lakhs.

In terms of our Report attached

For Jayaraman & Krishna
Chartered Accountants
Reg. No. 011185S

S. Krishnamoorthy
Auditor M.No. 200826
Coimbatore, 26th May 2026

For and on behalf of the Board of Directors

Lakshmi Niwas Bangur

Chairman

DIN : 00012617

Sanjeev Kumar Singh

Chief Executive Officer

Alka Lakshmi Niwas Bangur

Managing Director

DIN : 00012894

Anup Kumar Gupta

Chief Financial Officer

Saurav Singhania

Company Secretary

Kolkata, 26th May 2026

THE PERIA KARAMALAI TEA AND PRODUCE COMPANY LIMITED

CIN: L01132WB1913PLC220832

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