



Letter of Offer
Dated: November 01, 2021
For Eligible Equity Shareholders Only

ASIAN TEA AND EXPORTS LIMITED

Asian Tea and Exports Limited was originally incorporated on February 11, 1987 as “*Sita Plantation Private Limited*” having its registered office at 4A, Pollock Street, Kolkata-700001, West Bengal, India, under the provisions of the Companies Act, 1956 bearing Certificate of Incorporation No. 41876 of 1987 issued by the Registrar of Companies, Kolkata, West Bengal. The company was converted into Public Limited Company vide a fresh Certificate of Incorporation consequent on change of name dated March 09, 1994 in the name of “*Sita Plantation Limited*”. Subsequently name of the company has been changed to “*Asian Tea and Exports Limited*” vide a fresh Certificate of Incorporation pursuant to change of name dated April 11, 1994 issued by the Registrar of Companies, Kolkata, West Bengal. The current Corporate Identification Number of the company is L24219WB1987PLC041876.

Registered & Corporate office: Sikkim Commerce House, 5th Floor, 4/1 Middleton Street, Kolkata, West Bengal – 700071, India

Contact Person: Ms. Annu Jain, Company Secretary & Compliance Officer; **Tel No:** 033 – 40063601

E-Mail ID: cosec@asianteaexports.com; **Website:** www.asianteaexports.com; **CIN:** L24219WB1987PLC041876

OUR PROMOTERS:

(I) Mr. HARIRAM GARG AND (II) Mr. SUNIL GARG

NEITHER OUR COMPANY OR ANY OF OUR PROMOTERS OR DIRECTORS ARE WILLFUL DEFAULTERS.
FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY

THE ISSUE

ISSUE OF UPTO 1,00,00,000 FULLY PAID UP EQUITY SHARES WITH A FACE VALUE OF ₹10/- EACH OF OUR COMPANY FOR CASH AT AN ISSUE PRICE OF ₹15/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹5/- PER EQUITY SHARE (“RIGHTS EQUITY SHARE”) FOR AN AGGREGATE AMOUNT UP TO ₹15.00 CRORES* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 (ONE) RIGHTS EQUITY SHARE(S) FOR EVERY 1(ONE) FULLY PAID-UP EQUITY SHARE(S) HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON NOVEMBER 09, 2021 (THE “ISSUE”). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS 1.5 TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” ON BEGINNING ON PAGE 136 OF THIS LETTER OF OFFER.

*Assuming full subscription

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk with such investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this offering. For taking an investment decision, investors shall rely on their own examination of the issuer and the offer including the risks involved. The Right Equity Shares being offered in this issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of “*Risk factors*” beginning on page no. 16 under the section “*General Risks*” of this Letter of Offer.

ISSUER’S ABSOLUTE RESPONSIBILITY

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

LISTING

The existing Equity Shares of our Company are listed on BSE Limited (“BSE”) and The Calcutta Stock Exchange Limited (“CSE”). Our Company has received “in-principle” approval from BSE for listing of the Right Equity Shares to be allotted in this Issue pursuant to letter dated October 26, 2021. The In-principle approval from CSE is not required as CSE is a regional stock exchange. For the purpose of this issue, BSE shall be the Designated Stock Exchange.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	REGISTRAR TO THE COMPANY
 FINSHORE <small>Creating Enterprise Managing Values</small>	 CAMEO	
FINSHORE MANAGEMENT SERVICES LTD Anandlok”, Block-A, 2 nd Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal Telephone: 033 – 22895101 Email: ramakrishna@finshoregroup.com Website: www.finshoregroup.com Investor Grievance: info@finshoregroup.com Contact Person: Mr. S. Ramakrishna Iyengar SEBI Registration No: INM000012185 CIN No: U74900WB2011PLC169377	CAMEO CORPORATE SERVICES LTD "Subramanian Building", No. 1, Club House Road, Chennai - 600 002, India Tel No: +91-44-28460390 Fax No: +91-44-28460129 Email: investor@cameoindia.com Contact Person: Ms. K Sreepriya Website: www.cameoindia.com SEBI Registration Number: INR000003753 CIN No: U67120TN1998PLC041613	S.K. INFOSOLUTIONS PRIVATE LTD D/42, Katju Nagar, Ground Floor, Katju Nagar Bazar, Jadavpur, Kolkata, West Bengal - 700032 Telephone: 033 – 24120027 / 24120029 Email: contact@skcinfo.com Website: www.skcinfo.com Investor Grievance: contact@skcinfo.com Contact Person: Mr. Dilip Bhattacharya SEBI Registration No: INR000003886 CIN No: U72300WB1999PTC090120

ISSUE PROGRAMME*

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION**	ISSUE CLOSES ON***
NOVEMBER 18, 2021	NOVEMBER 26, 2021	DECEMBER 02, 2021

*Pursuant to the January 22 – Rights Issue Circular, SEBI has introduced the concept of credit of Rights Entitlements into the demat accounts of the Eligible Equity Shareholders, which can be renounced by them by way of On Market Renunciation or Off Market renunciation. Further, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made only in dematerialised form.

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

***Our Board or a duly authorised committee thereof will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

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SECTION I: DEFINITIONS AND ABBREVIATIONS

This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the respective meanings given below. References to statutes, regulations, rules, guidelines and policies will be deemed to include all amendments and modifications thereto as amended from time to time.

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Letter of Offer, and references to any statute or regulations or policies will include any amendments or re-enactments thereto, from time to time.

General Terms

TERMS	DESCRIPTIONS
“Asian Tea and Exports Limited”, “Asian Tea”, “ATEL” “ASIANTE”, “The Company”, “Our Company”, or “Issuer”	Unless the context otherwise indicates or implies, “Asian Tea and Exports Limited”, a public limited company incorporated under the provision of Companies Act, 1956 and having its Registered Office at Sikkim Commerce House, 5th Floor, 4/1 Middleton Street, Kolkata, West Bengal – 700071, India.
“We”, “Our”, or “us”	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries and Associates
Our Promoters or Promoters of the Company	The promoters of our company being (I) Mr. Hariram Garg and (II) Mr. Sunil Garg
Promoter Group	Includes such persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed by our Company to the Stock Exchange from time to time

Conventional Terms

TERMS	DESCRIPTIONS
ACIT	Assistant Commissioner of Income Tax.
AIF(s)	The alternative investment funds, as defined in, and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981.
Category I Foreign Portfolio Investor(s)	FPIs who are registered as “Category I foreign portfolio investor” under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	FPIs who are registered as “Category II foreign portfolio investor” under the SEBI FPI Regulations.
Category III Foreign Portfolio Investor(s)	FPIs who are registered as “Category III foreign portfolio investor” under the SEBI FPI Regulations.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made there under.
Companies Act/Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made there under.
Competition Act	The Competition Act, 2002.
Consolidated FDI Policy	Consolidation FDI Policy dated August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
CST Act	Central Sales Tax Act, 1956.
FCNR Account	Foreign currency non-resident account.
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there under.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000.
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations.
Financial Year/ Fiscal/ Fiscal Year/F.Y.	Period of twelve (12) months ended March 31 of that particular year, unless otherwise stated.
Foreign Portfolio Investor or FPI	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
Fugitive economic offender	“Fugitive economic offender” shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
FVCI	Foreign Venture Capital Investor, registered under the FVCI Regulations.
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
Hazardous Waste Rules, 2008	Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.

TERMS	DESCRIPTIONS
Income Tax Act or the I.T. Act	The Income Tax Act, 1961.
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016, as amended.
LLP Act	The Limited Liability Partnership Act, 2008.
Notified Sections	The sections of the Companies Act, 2013, that have been notified by the Government as having come into effect prior to the date of this Letter of Offer.
NRE Account	Non-resident external account.
NRO Account	Non-resident ordinary account.
RBI Act	Reserve Bank of India Act, 1934.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996.
Securities Act	U.S. Securities Act of 1933, as amended.
State Government	The government of a state of the Union of India.
STT	Securities Transaction Tax.
Sub-account	Sub-accounts registered with SEBI under the SEBI FII Regulations other than sub-accounts which are foreign corporate or foreign individuals.
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI VCF Regulations.
Water Act, 1974	Water (Prevention and Control of Pollution) Act, 1974.

Issue Related Terms

TERMS	DESCRIPTIONS
“Abridged Letter of Offer” or “ALOF”	Abridged letter of offer to be sent to the Eligible Equity Shareholders with respect to this Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act, 2013.
“Allot”, “Allotment” or “Allotted”	Allotment of Rights Equity Shares pursuant to this Issue.
“Allotment Accounts”	The accounts opened with the Bankers to this Issue, into which the Application Money lying credit to the Escrow Account and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013.
“Allotment Date”	Date on which the Allotment shall be made pursuant to this Issue.
“Allottee(s)”	Person(s) who shall be Allotted Rights Equity Shares pursuant to the Allotment.
“Application”	Application made through (i) submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, or (ii) filling the online Application Form available on R-WAP, to subscribe to the Rights Equity Shares at the Issue Price.
“Application Form”	Unless the context otherwise requires, an application form (including online application form available for submission of application at R-WAP facility or through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue.
“Applicant(s)” or “Investor(s)”	Eligible Equity Shareholder(s) and/or Renouncee(s) who are entitled to apply or make an application for the Rights Equity Shares pursuant to this Issue in terms of this Letter of Offer.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Allot/Allotment/Allotted of Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.

TERMS	DESCRIPTIONS
Application Form	The form in terms of which an Applicant shall make an Application and which shall be considered as the application for the Allotment pursuant to the terms of this Letter of Offer.
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid authorizing a SCSB to block the Bid Amount in the ASBA Account.
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by Applicants for blocking the Bid Amount mentioned in the ASBA Form
ASBA Applicant(s)	Any prospective investors in this Issue who apply for Equity Shares of our Company through the ASBA process in terms of this Letter of Offer.
ASBA Forms	An application form, whether physical or electronic, used by ASBA Applicants, which will be considered as the application for Allotment in terms of the Letter of Offer.
ASBA Application Location(s)/Specified Cities	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on www.sebi.gov.in/pmd/scsb.pdf
Banker to the Issue	Bank which are clearing members and registered with SEBI as banker to an issue and with whom the Rights Issue Account will be opened, in this case being “ICICI Bank Limited”
Banker to the Issue Agreement	Agreement dated November 01, 2021 entered into amongst the Company, Lead Manager, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange under the Issue, as described in the Section “Terms of the Issue” beginning on page no. 136 of this Letter of Offer.
Business Day	Monday to Saturday (except 2nd & 4th Saturday of a month and public holidays).
BSE	BSE Limited
CSE	The Calcutta Stock Exchange Limited
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collection Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Controlling Branches of SCSBs	Such branches of the SCSBs which coordinate Applications under this Issue made by the Applicants with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository/Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Depository Participant/DP	A depository participant as defined under the Depositories Act, 1966.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.bseindia.com
Designated Date	The date on which the funds are transferred by the Escrow Collection Bank from the Escrow Account(s) or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Rights Issue Account, as appropriate in terms of the Letter of Offer and the aforesaid transfer and instructions shall be issued only after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange.
Designated Intermediaries/Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.bseindia.com
Designated Stock Exchange	BSE Limited

TERMS	DESCRIPTIONS
DP	Depository Participant.
DP ID	Depository Participant's Identity number.
Eligible NRI(s)	NRI(s) from such jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this Letter of Offer constitutes an invitation to subscribe for the Equity Shares Issued herein on the basis of the terms thereof.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Letter of Offer constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Equity Shares	Equity Shares of our Company of face value ₹10/- each.
FII/Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
Issue/Rights Issue/Issue Size Rights Issue	Rights Issue of 1,00,00,000 Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹15/- per Equity Share (including a share premium of ₹5/- per Equity Share) aggregating upto ₹15.00 Crores by our Company, in terms of this Letter of Offer.
Issue Agreement	The Issue Agreement dated February 15, 2021 between our Company and Lead Manager.
Issue Closing Date	The date on which Issue Closes for Subscription.
Issue Opening Date	The date on which Issue Opens for Subscription.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective Investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company being ₹15/- per Equity Share.
Issue Proceeds	The proceeds of the Issue that are available to our company.
Lead Manager/LM	Finshore Management Services Limited
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the BSE Limited.
Mutual Fund(s)	Mutual fund (s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
NPCI	National Payments Corporation of India (NPCI), a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA)
Overseas Corporate Body/OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Other Investors	Investors other than Retail Individual Investors. These include individual Applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust, or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Rights Issue Account	The Bank Account opened with the Banker(s) to this Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Accounts on the Designated Date.
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Registered Brokers	Stockbrokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate.

TERMS	DESCRIPTIONS
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Registrar of Company	Registrar of the company is “ <i>S.K. Infosolutions Private Limited</i> ”.
Registrar to this Issue	Registrar to the Issue in our case is “ <i>Cameo Corporate Services Limited</i> ”.
Registrar Agreement	The agreement dated January 28, 2021 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar pertaining to the Issue.
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Reserved Category(ies)	Categories of persons eligible for making application under reservation portion.
Retail Individual Investors/ RIIs	Applicants or minors applying through their natural guardians, (including HUFs in the name of Karta and Eligible NRIs) who have applied for an amount less than or equal to ₹ 2 Lakh in this Issue.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable.
Self-Certified Syndicate Bank(s) or SCSB(s)	Banks registered with SEBI, Issuing Services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html
Specified Locations	Collection Centers where the SCSBs shall accept application forms, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.
SEBI (ICDR) Regulations / ICDR Regulation / Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015/ Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2020 and as amended thereto, including instructions and clarifications issued by SEBI from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
Transaction Registration Slip /TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application
UPI	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons’ bank accounts using a payment address which uniquely identifies a person's bank a/c.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Days	“working day” means all days on which commercial banks in the city as specified in the offer document are open for business. However, till issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the offer document are open for business. The time period between the bid/issue closing date and the listing of the specified securities on the stock exchanges, working day shall mean all trading days of the stock exchanges, excluding Sundays and bank holidays, as per circulars issued by the Board, as per the SEBI Circular No. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and in terms of regulation 2(1)(mmm) of SEBI ICDR Regulations 2018.

Company Related Terms

TERMS	DESCRIPTIONS
“Articles” or “Articles of Association” or “AOA”	The Articles of Association of our Company, as amended from time to time.
Auditor / Statutory Auditor	The Statutory Auditors of our Company, being “M/s. Kaushal Surana & Co.” Chartered Accountants having its office at 224, A.J.C. Bose Road Krishna Building, 5th Floor, Room No- 504, Kolkata - 700 017.
Audit Committee	Audit Committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed by our Company to the Stock Exchange from time to time.
“Board of Director(s)” or “the/our Board”	Unless otherwise specified, The Board of Directors of our Company, as duly constituted from time to time, including any committee(s) thereof.
“CFO” or Chief Financial Officer	The Chief Financial Officer of our company being “Mr. Rajesh Garg”.
CIN	Corporate Identification Number being L24219WB1987PLC041876
Companies Act	The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force.
Company Secretary & Compliance Officer	The Company Secretary & Compliance Officer of our company being “Ms. Annu Jain”.
Corporate Social Responsibility committee	Corporate Social Responsibility committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed by our Company to the Stock Exchange from time to time.
DIN	Directors Identification Number.
Director/Director(s)	The directors of our Company, unless otherwise specified
E-Commerce	E-Commerce refers to the buying and selling of goods or services using the internet, and the transfer of money and data to execute these transactions
ED	Executive Director
Equity Shares	The Equity Shares of our Company of face value of ₹10/- each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons/Entities holding Equity Shares of our Company.
Export	Export means taking goods out of India to a place outside India
Group Companies/Entities	Such companies with which there were related party transactions, during the period for which financial information is disclosed in this Letter of Offer, which are covered under the applicable accounting standards and other companies as considered material by our Board, as identified in “Our Group Companies”
HUF	Hindu Undivided Family.
IBC	The Insolvency and Bankruptcy Code, 2016
IFRS	International Financial Reporting Standards
Ind AS	Indian Accounting Standard
Ind GAAP	Generally Accepted Accounting Principles in India.
Import	Import means bringing goods into India from a place outside India
Independent Director	Non-executive & Independent Director as per the Companies Act, 2013
IT Act	The Income Tax Act, 1961 as amended till date
JV / Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
ISIN	International Securities Identification Number In this case being “INE822B01017”
KMP / Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations 2018, Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled “Our Management” beginning on page no. 45 of this Letter of Offer.
MD	Managing Director
Materiality Policy	A policy adopted by our Company for identification of material litigation(s) for the purpose of disclosure of the same in this Letter of Offer.
Memorandum/Memorandum of Association/MoA	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	Nomination and Remuneration committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed by our Company to the Stock Exchange from time to time.
Non-Residents	A person resident outside India, as defined under FEMA Regulations, 2000
“On Market Renunciation”	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchanges through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchanges, from time to time, and other applicable laws, on or before November 26, 2021.
“Off Market Renunciation”	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI

TERMS	DESCRIPTIONS
	Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.
Promoters	Shall mean promoters of our Company as mentioned in this Letter of Offer.
“Record Date”	Designated date for the purpose of determining the Equity Shareholders eligible to apply for Rights Equity Shares, being November 09, 2021.
Registered & Corporate Office	Registered & Corporate Office of the Company is presently situated at Sikkim Commerce House, 5th Floor, 4/1 Middleton Street, Kolkata, West Bengal – 700071, India.
“Renouncee(s)”	Any person(s) who, not being the original recipient has/have acquired the Rights Entitlement, in accordance with the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars.
“Renunciation Period”	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on November 26, 2021 in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.
“Rights Entitlements” / “REs”	The right to apply for the Rights Equity Shares, being offered by way of this Issue, by an Investor, in accordance with the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, in this case being 1(One) Rights Equity Share for every 1 (One) Equity Shares held by an Eligible Equity Shareholder, on the Record Date.
“Rights Entitlement Letter”	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The Rights Entitlements are also accessible through the R-WAP facility and on the website of our Company.
“Rights Equity Shareholders”	A holder of the Rights Equity Shareholders, from time to time.
“Rights Equity Shares”	Equity shares of our Company to be Allotted pursuant to this Issue, on fully paid-up basis on Allotment.
RoC/Registrar of Companies	The Registrar of Companies, Kolkata, West Bengal, India.
“R-WAP”	Registrar’s web-based application platform accessible at https://rights.cameoindia.com/asiantea , instituted as an optional mechanism in accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, read with SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021 for accessing/ submitting online Application Forms by resident Investors.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
Shareholders	Shareholders of our Company
Subscriber to MOA / Initial Promoters	Initial Subscriber to MOA
WTD	Whole Time Director
Willful Defaulter(s)	A person or an issuer who or which is categorized as a willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations 2018.

Technical and Industry related terms

TERMS	DESCRIPTIONS
ASSOCHAM	Associated Chambers of Commerce of India
BPM	Business Process Management
CAGR	Compounding Annual Growth Rate
CPI	Consumer Price Index
CSO	Central Statistics Office's
DIPP	Department of Industries Policy and Promotion
EDP	Electronic Data Processing
EPFO	Employees' Provident Fund Organisation
ESI	Employee State Insurance
EU	European Union
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FY	Financial Year
GDP	Gross Domestic Product
GST	Goods and Service Tax
GVA	Gross Value Added
G-sec	Government Securities
IBEF	Indian Brand Equity Foundation
IMF	International Monetary Fund
IMP/HRS	Impression per Hour
INR	Indian Rupee Rates
MNC	Multinational Corporation
MOU	Memorandum of Understanding
MSMEs	Micro, Small and Medium Enterprises
MVC	Model View Controller
MYEA	Mid-Year Economic Analysis
NITI Aayog	National Institution for transforming India
NMP	National Manufacturing Policy
OMR	Optical Marking Recognition
OSA	Out Sourcing Agent
PMA	Preferential Market Access
PSUs	Private Sector Units
RIMS	Records and Information Management Services
RBI	Reserve Bank of India
RTD	Ready to Drink Beverages
SED	Strategic Engineering Division
SEZ	Special Economic Zone
SMB	Server Message Block
TFA	Trade Facilitation Agreement
US	United States
VDP	Variable Data Printing
WPI	Wholesale Price Index

Abbreviations

TERMS	DESCRIPTIONS
₹ or Rupees or INR	Indian Rupees.
AGM	Annual General Meeting.
AS/Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India.
A. Y.	Assessment year.
BC	Before Christ.
BPLR	Bank Prime Lending Rate.
BSE	BSE Limited.
CARO	Companies (Auditor's Report) Order, 2003.
CDSL	Central Depository Services (India) Limited.
CEO	Chief Executive Officer.
CIN	Corporate Identity Number.
CLB	Company Law Board.
CrPC	Criminal Procedure Code, 1973, as amended.
CSR	Corporate Social Responsibility.
DIN	Director Identification Number.

TERMS	DESCRIPTIONS
DP ID	Depository participant's identification.
ECS	Electronic Clearing System.
EBITDA	Earnings before Interest, Tax Depreciation and Amortisation.
EGM	Extraordinary General Meeting of the Shareholders of the Company.
EPS	Earnings Per Share.
ESOS	Employee Stock Option Scheme.
FDI	Foreign direct investment.
FIPB	Foreign Investment Promotion Board.
GAAR	General anti avoidance rules.
GBP	Great Britain Pound.
GIR	General index register.
GoI/Government	Government of India.
GST	Goods & Service Tax
HNI	High Net Worth Individual.
HUF	Hindu Undivided Family.
ICAI	Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISO	International Organization for Standardization.
IT Act	The Income Tax Act, 1961, as amended.
IT Rules	The Income Tax Rules, 1962, as amended.
JV	Joint Venture.
MCA	Ministry of Corporate Affairs, Government of India.
MoU	Memorandum of Understanding.
N.A.	Not Applicable.
NAV/Net Asset Value	Net asset value being paid up equity share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of profit and loss account, divided by number of issued Equity Shares.
NECS	National Electronic Clearing Services.
NEFT	National Electronic Fund Transfer.
NoC	No Objection Certificate.
No.	Number.
NR	Non-Resident.
NSDL	National Securities Depository Limited.
NTA	Net Tangible Assets.
p.a.	Per annum.
PAN	Permanent Account Number.
PAT	Profit After Tax.
PBT	Profit Before Tax.
PCB	Pollution Control Board.
P/E Ratio	Price per Earnings Ratio.
Pvt.	Private.
RBI	Reserve Bank of India.
RoC	Registrar of Companies.
RONW	Return on Net Worth.
RTGS	Real Time Gross Settlement.
SCN	Show Cause Notice.
SCSB	Self-Certified Syndicate Bank.
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
UIN	Unique Identification Number.
US	United States.
VAT	Value Added Tax.
w.e.f.	With effect from
YoY	Year on Year.

The words and expressions used but not defined in this Letter of Offer will have the same meaning as assigned to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder.

NOTICE TO INVESTORS

The distribution of this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlements Letter and any other Issue material and the issue of Rights Entitlements and the Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlements Letter may come, are required to inform themselves about and observe such restrictions.

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Abridged Letter of Offer, Application Form, Rights Entitlements Letter and other Issue material (i) only to e-mail addresses of the resident Eligible Equity Shareholders who have provided their e-mail addresses; (ii) physical delivery only to the Indian address of resident Eligible Equity Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Equity Shareholders have not provided the valid email address to our Company; (iii) physical delivery only to the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and (iv) to the e-mail addresses of the foreign corporate or institutional shareholders.

The Letter of Offer will also be provided by our Company to any existing Shareholder who makes a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Lead Managers, the Stock Exchanges and on R-WAP.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer has been filed with the BSE for observation. Accordingly, this Letter of Offer, Abridged Letter of Offer, the Rights Entitlements Letter or the Application Form or any Issue materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in or into any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction and the Rights Entitlements and the Rights Equity Shares may not be offered or sold, directly or indirectly, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, Abridged Letter of Offer, the Rights Entitlements Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdictions or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer, Abridged Letter of Offer, the Rights Entitlements Letter or the Application Form must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. Accordingly, persons receiving a copy of this Letter of Offer, Abridged Letter of Offer, the Rights Entitlements Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer, Abridged Letter of Offer, the Rights Entitlements Letter or the Application Form in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations or would subject our Company or its affiliates or the Lead Managers or their respective affiliates to any filing or registration requirement (other than in India). If this Letter of Offer, Abridged Letter of Offer, the Rights Entitlements Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Letter of Offer, Abridged Letter of Offer, the Rights Entitlements Letter or the Application Form.

Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Rights Entitlements and the Rights Equity shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates or the Lead Managers or its affiliates to make any filing or registration (other than in India).

Our Company, the Registrar, the Lead Manager or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form. Neither the delivery of this Letter of Offer nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Letter of Offer or the date of such information.

The contents of this Letter of Offer and Abridged Letter of Offer should not be construed as business, financial, legal, tax or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of Rights Equity Shares or Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of the Rights Equity Shares or Rights Entitlements. In addition, neither our Company nor the Lead Managers are making any representation to any offeree or purchaser of the Rights Equity Shares regarding the legality of an investment in the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.

NO OFFER IN THE UNITED STATES

The Rights Equity Shares or Rights Entitlements have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of the Letter of Offer, Letter of Offer and the CAF. Any representation to the contrary is a criminal offence in the United States. The rights and securities of the Company, including the Rights Equity Shares and Right Entitlements have not been and will not be registered under the United States Securities Act, 1933, as amended (the “**Securities Act**”), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States or the territories or possessions thereof (the “**United States**” or “**U.S.**”) or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act (“**Regulation S**”), except in a transaction exempt from the registration requirements of the U.S. Securities Act. The Rights Equity Share referred to in this Letter of Offer are being offered in India, but not in the United States. The offering to which this Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States or as a solicitation therein of an offer to buy any of the said securities or rights. Accordingly, this Letter of Offer/ Abridged Letter of Offer and the enclosed CAF should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company, has reason to believe is, either a U.S. person (as defined in Regulation S) or otherwise in the United States when the buy order is made. No application form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States or from any other jurisdiction where it would be illegal to make an offer under this Letter of Offer, and all persons subscribing for the Rights Shares and wishing to hold such Rights Shares in registered form must provide an address for registration of the Rights Shares in India. Our Company is making this issue of Rights Equity Shares on a rights basis to the eligible equity shareholders and the Letter of Offer/Abridged Letter of Offer and CAF will be dispatched to (i) only to e-mail addresses of resident Eligible Equity Shareholders who have provided their e-mail addresses; (ii) physical delivery only to the Indian addresses of the resident Eligible Equity Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Equity Shareholders have not provided the valid e-mail address to our Company; (iii) physical delivery only to the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and (iv) to the e-mail addresses of foreign corporate or institutional shareholders.

Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed, (i) that it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made, (ii) it is not a U.S. person (as defined in Regulation S), and does not have a registered address (and is not otherwise located) in the United States, and (iii) is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company and the Lead Manager are not making, and will not make, and will not participate or otherwise be involved in any offers or sales of the Rights Entitlements, the Rights Equity Shares or any other security with respect to this Issue in the United States.

Our Company, in consultation with the Lead Manager, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed “Overseas Shareholders” to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States of America, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; or (iii) where our Company believes that the Application Form is incomplete or the acceptance of such Application Form may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form. Rights Entitlement may not be transferred or sold to any person in the United States of America.

The above information is given for the benefit of the Applicants / Investors. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

CERTAIN CONVENTIONS, USE OF FINANCIAL INDUSTRY & MARKET DATA, AND CURRENCY PRESENTATION
Certain Conventions

Unless otherwise specified or the context otherwise requires, all references to “India” in this Letter of Offer are to the Republic of India.

Unless stated otherwise, all references to page numbers in this Letter of Offer are to the page numbers of this Letter of Offer.

In this Letter of Offer, the terms “we”, “us”, “our”, “the Company”, “our Company”, “Issuer”, “Issuer Company”, “ATEL”, “Asian Tea”, “ASIANTE”, and “Asian Tea and Exports Limited” unless the context otherwise indicates or implies, refers to “Asian Tea and Exports Limited”.

In this Letter of Offer, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lacs / Lakhs”, the word “Crore” means “ten millions” and the word “billion (bn)” means “one hundred crores”. In this Letter of Offer, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

Financial Data

Unless stated otherwise, the financial information in this Letter of Offer is extracted from the Audited Financial Statements of our Company for the financial Years ended March 31, 2021 which have been prepared in accordance with Indian Accounting Standard (IND AS) and Limited Review unaudited financials for the period ended June 30, 2021.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

Unless otherwise indicated, any percentage amounts, as set forth in this Letter of Offer, including in the Sections titled “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page no. 16, 41, and 125 respectively, have been calculated on the basis of the Audited Financial Statements of our Company included in this Letter of Offer.

Currency and Units of Presentation

All references to “Rupees”, “Rs.”, “INR” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “£” or “GBP” are to Great Britain Pound, the official currency of the United Kingdom. All references to “\$”, “US\$”, “USD”, “U.S. \$” or “U.S. Dollars” are to United States Dollars, the official currency of the United States of America.

Our Company has presented certain numerical information in this Letter of Offer in “Lakh” units. One lakh represents 1,00,000. In this Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off.

Industry and Market Data

Unless stated otherwise, industry and market data used throughout this Letter of Offer has been derived from Ministry of Statistics and Programme Implementation (MOSPI), RBI, Press Information Bureau, Department of Industrial Policy & Promotion, India Brand Equity Foundation and industry publications etc. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although, we believe that the industry and market data used in this Letter of Offer is reliable, neither we nor the Lead Manager nor any of their respective affiliates or advisors have prepared or verified it independently. The extent to which the market and industry data used in this Letter of Offer is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the Section titled “*Risk Factors*” beginning on page no. 16 of this Letter of Offer. Accordingly, investment decisions should not be based on such information.

Exchange Rates

This Letter of Offer may contain conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

FORWARD LOOKING STATEMENT

The Company has included statements in this Letter of Offer which contain words or phrases such as “may”, “will”, “aim”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “potential” and similar expressions or variations of such expressions, that are or may be deemed to be forward looking statements.

All statements regarding the expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements as to the business strategy, the revenue, profitability, planned initiatives. These forward-looking statements and any other projections contained in this Letter of Offer (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. Important factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the Section titled “*Risk Factors*”; “*Industry Overview*”; “*Our Business*”; and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”; beginning on page no. 16, 38, 41 and 125, respectively, of this Letter of Offer.

The forward-looking statements contained in this Letter of Offer are based on the beliefs of our management, as well as the assumptions made by and information currently available to our management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materializes, or if any of the underlying assumptions prove to be incorrect, the actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

Certain important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

- Uncertainty of the continuing impact of Covid-2019 on our financial conditions and operations
- General economic and business conditions in India and other countries;
- Increase in price and material components
- Fluctuation in other operating cost
- Ability to retain the customers is heavily dependent upon various factors including our reputation and our ability to maintain a high level of product/Service quality including our satisfactory performance for the customers;
- We operate in a significantly fragmented and competitive market in each of our business segments;
- Regulatory changes relating to the finance and capital market sectors in India and our ability to respond to them;
- Our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks that have an impact on our business activities or investments;
- The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
- Changes in the value of the Rupee and other currencies;
- The occurrence of natural disasters or calamities; and

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Our Company, the Lead Manager, or their respective affiliates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors are informed of material developments until the time of the grant of final listing and trading permissions with respect to Equity Shares being issued in this Issue, by the Stock Exchanges. Our Company will ensure that investors are informed of material developments in relation to statements about our Company in this Letter of Offer until the Equity Shares are allotted to the investors.

SECTION II: SUMMARY OF LETTER OF OFFER

The following is a general summary of certain disclosures included in this Letter of Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Letter of Offer or all details relevant to prospective Investors.

(A) PRIMARY BUSINESS OF OUR COMPANY:

Asian Tea & Exports Limited is actively engaged in the trading of pulses like Whole Pigeon Peas (Toor), Yellow Peas, Red Lentil, Urhat, Green Peas, Chickpeas, etc. both in International and Domestic market. We are also actively engaged in the trading of various foodstuff product like raw cashew nuts, sugar, soyabean, sesame seed, spices, etc. both in International and Domestic market. Our company is also engaged in domestic trade and exports of different types of Rice from India to many countries.

Our Company is also engaged in trading and exports of tea and engaged in tea plantation & manufacturing through different group companies.

For further detailed information, please refer to chapter titled “Our Business” beginning from page no. 41 of this Letter of Offer.

(B) OBJECTS OF THE ISSUE:

Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects:

Sl. No.	Particulars	Amount (₹ in Crores)	In %
1	To Meet working capital requirement	14.30	95.33%
2	Rights Issue expenses	0.40	2.67%
3	General corporate purpose	0.30	2.00%
Total: Gross Issue Proceeds		15.00	100.00%

For further details, please refer chapter “Objects of the Issue” beginning from page no. 34 of this Letter of Offer.

(C) INTENTION AND EXTENT OF PARTICIPATION IN THE ISSUE BY THE PROMOTER AND PROMOTER GROUP:

Our Promoter(s) and entities forming part of our Promoter Group have, vide their letters dated October 19, 2021 (the “Subscription Letters”) undertaken to: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoter or member(s) of the Promoter Group of our Company; and (b) subscribe to, either individually or jointly and/ or severally with any other Promoter or member of the Promoter Group, for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue.

Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such participation of additional Rights Equity Shares (including any unsubscribed portion of the Issue) is exempt in terms of Regulation 10(4)(b) of the Takeover Regulations as conditions mentioned therein have been fulfilled and shall not result in a change of control of the management of our Company in accordance with provisions of the Takeover Regulations. However, any such participation of additional Rights Equity Shares (including any unsubscribed portion of the Issue) shall not result in a breach of the minimum public shareholding requirement stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

(D) SUMMARY OF OUTSTANDING LITIGATIONS:

Our Promoters, Promoters Group and Group Company are party to certain litigation and claims. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. Any adverse decision may render us liable to liabilities/penalties and may adversely affect our business and results of operations. A classification of these legal and other proceedings is given below:

Sr No.	Outstanding Litigations	Number of Matter	Financial Implications to the Extent Quantifiable (₹ in Lakhs)
1.	Filed against the Company		
	Direct Tax / Indirect Tax	8	1.76
	Pending cases in Calcutta High Court	5	--
2.	Filed against our Directors		
	Direct Tax / Indirect Tax	10	5.79
3.	Litigation involving Promoter Group/Group Company		
	Direct Tax / Indirect Tax	16	245.15

Note: The amount mentioned above may be subject to additional interest, rates or Penalties being levied by the concerned authorities for delay in making payment or otherwise.



For further details, please refer chapter “Outstanding Litigation, Default and Material Development” beginning from page no. 127 of this Letter of Offer.

(E) CROSS REFERENCE TO THE SECTION TITLED “RISK FACTORS”:

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Letter of Offer. *For the details pertaining to the internal and external risk factors relating to the Company, kindly refer to the chapter titled “Risk Factors” beginning on page no. 16 of this Letter of Offer.*

(F) SUMMARY OF CONTINGENT LIABILITIES AS DISCLOSED IN THE FINANCIAL STATEMENTS:

As on the date of this Letter of Offer, we have certain contingent liabilities and commitments that had not been provided for, details of the same is as under:

Particulars	Amount (₹ in Lakhs)
Corporate Guarantees given on behalf of Asian Tea Company Pvt. Ltd. (Associate)	5,200.00
Total	5,200.00

The issuer Company had issued a Corporate Guarantee amounting to Rs. 5,200 Lakhs in favor of State Bank of India for Asian Tea Company Pvt. Ltd., being an associate of the issuer Company. (Source: MCA master Data)

(G) SUMMARY OF RELATED PARTY TRANSACTIONS AS DISCLOSED IN THE FINANCIAL STATEMENTS:

For details pertaining to Related Party Transactions, kindly refer to the chapter titled “Financial Information” beginning on page no. 56 of this Letter of Offer

(H) DETAILS OF ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR FROM THE DATE OF THIS LETTER OF OFFER:

Our Company has not issued any Equity Shares for consideration other than cash in the last one (1) year preceding the date of this Letter of Offer.

SECTION III: RISK FACTORS

RISK FACTOR

Any Investment in equity shares involves a high degree of risk. Investors should carefully consider all the information in this Letter of Offer, including the risks and uncertainties described below, before making an investment in our Rights Equity Shares. The risks described below are not the only risks relevant to our Company’s business, operations or our Rights Equity Shares, but also to the industry and segments in which we operate or propose to operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our equity shares could decline, and investors may lose all or part of their investment. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with “Financial Information” beginning on page 49 and other information contained in this Letter of Offer. In making an investment decision, investors and purchasers of the Rights Equity Shares must rely on their own examination of us and our business and the terms of the Issue including the merits and risks involved. Potential investors and purchasers of our Rights Equity Shares should consult their tax, financial and legal advisors about the consequences of investing in the Issue. Prospective investors and purchasers of the Rights Equity Shares should pay attention to the fact that our Company is incorporated under the laws of India and are subject to a legal and regulatory environment, which may differ in certain respects from that of other countries.

This Letter of Offer contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements because of certain factors, including the considerations described below and elsewhere in this Letter of Offer.

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

INTERNAL RISK FACTOR:

- The novel coronavirus (COVID-19) pandemic outbreak and steps taken to control the same have significantly impacted our business, results of operations, financial condition and cash flows and further impact will depend on future developments, which are highly uncertain.**

The rapid spread of COVID-19 and global health concerns relating to this outbreak have had a severe negative impact on all businesses, including the industry in which our Company operates and from where it derives substantial revenues and profits. The COVID-19 pandemic could continue to have an impact that may worsen for an unknown period of time. Currently, there is substantial medical uncertainty regarding COVID-19 and till any cure is found, this pandemic may continue to cause unprecedented economic disruption in India and in the rest of the world. The scope, duration and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe.

At this point of time, our Company cannot predict by when our Company’s operation shall resume to normalcy, or at all. Further if in case due to any subsequent wave of Coronavirus, if long term lockdown is imposed in the country or the state in which we perform our business, we may face huge losses and our business operations could be severely impacted.

- Our Company, our Group Company, our Promoters and Directors are parties to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, result of operations and financial conditions.**

A summary of material outstanding legal proceedings involving our Company, Group Companies, Promoters, Directors etc., as on the date of this Letter of Offer, including the aggregate approximate amount involved to the extent ascertainable, is set out below:

Sr No.	Outstanding Litigations	Number of Matter	Financial Implications to the Extent Quantifiable (₹ in Lakhs)
1.	Filed against the Company		
	Direct Tax / Indirect Tax	8	1.76
	Pending cases in Calcutta High Court	5	--
2.	Filed against our Directors		
	Direct Tax / Indirect Tax	10	5.79
3.	Litigation involving Promoter Group/Group Company		
	Direct Tax / Indirect Tax	16	245.15

Note: The amount mentioned above may be subject to additional interest, rates or Penalties being levied by the concerned authorities for delay in making payment or otherwise.

For further details, please refer chapter “Outstanding Litigation and Material Development” beginning from page no. 127 of this Letter of Offer.

Any unfavorable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, business, financial condition and results of operations. For further details, please refer "Outstanding Litigation and Material Developments" beginning on page 127 of this Letter of Offer.

3. *Our Company has certain contingent liabilities and profitability may be adversely affected if any of these contingent liabilities materialize.*

As on the date of this DLOF, our Company has issued a Corporate Guarantee amounting to Rs.5,200.00 Lakhs in favor of State Bank of India for Loan by Asian Tea Company Pvt. Ltd., being an associate of the Parent Company. Currently there is no default in Loan repayments, however in the unlikely event of default resulting in invoking of the Bank guarantee in future on failure of Asian Tea Company Pvt. Ltd. to refund the loan to the bank, can have a material adverse effect on our financial position and results of operations.

4. *We are heavily dependent on certain suppliers for procurement and sale of our traded goods. Any disruption of supply from such entities may affect our business operations.*

We mainly procure our traded goods from various players in Indian Agro Industry. We believe that the quality of agro products supplied, the transparent pricing, locational advantage, etc. are some of the major reasons, our Company prefers to procure our traded goods from these key players. However, we have not entered into any formal agreement or MOU with these key suppliers. Also, the fact that we are so heavily dependent on these suppliers, exposes us indirectly to the risks that these suppliers face. Any failure of the suppliers to deliver these traded goods in the necessary quantities or to adhere to delivery schedules or specified quality standards and specifications would adversely affect our business operations and our ability to deliver orders on time and at the desired level of quality. As a result, we may lose customers and incur liabilities for failure to execute orders, which could have a material adverse effect on our business financial condition and results of operations.

5. *In the past, there have been instances of delays on filings of certain forms/documents/information which were required to be filed as per the reporting requirements under the SEBI (LODR) Regulations and Companies Act, 2013 to RoC.*

In the past, there have been certain instances of delay in filing certain forms/documents/information, as per the reporting requirements under the SEBI (LODR) Regulations and Companies Act, 2013. The BSE has penalized for delay in filing various documents amounting to Rs. 16.85 Lakhs during March 2020 to June 2021, Rs. 9440/- paid as penalty for delay in filing of Audited Financial results for the quarter ended on 31/03/2020, Rs. 5900/- paid as penalty for delay in filing of Audited Financial results for the quarter ended on 31/03/2019, and Rs. 23,600/- paid for delay in filing of Corporate Governance report for the quarter ended on September 2018 etc.

Further, penalty or fine may be imposed by the authority in some cases in respect to the same. It cannot be assured, that there will not be such instances in the future or our Company will not commit any further delays or defaults in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our results of operations and financial position.

6. *Pending transfer of shares pursuant to a Scheme of Amalgamation amongst the shareholders (companies) of the Company.*

Pursuant to a scheme of amalgamation approved by the Hon'ble National Company Law Tribunal, Kolkata Bench vide order dated 16/12/2020, wherein Kanchan Wood Products Pvt. Ltd, Deluxe Dealcom Pvt. Ltd, Nibedita Vanijya Private Ltd, and Adyamaa Tracom Pvt. Ltd. (Transferor Companies) were amalgamated with Greenex Chemicals Pvt. Ltd. (Transferee Company). By virtue of this amalgamation, 7,59,511 (Nos.) of Equity shares of our Company held by the Transferor Companies are required to be transferred to Greenex Chemicals Pvt. Ltd. (Transferee Company).

All the said shares except for 90,000 Nos. of shares held by Deluxe Dealcom Pvt. Ltd. has been transferred to Greenex Chemicals Pvt. Ltd. However, in the unlikely event, if the above share transfers are not effected before the record date of this Rights Issue, then the transferee company will not be able to avail the Rights offer for the 90,000 (Nos.) of shares. Further, the regulatory authority may impose penalty for non-compliance/delayed compliance of implementation of the Order of Hon'ble National Company Law Tribunal, Kolkata Bench.

7. *The prices of agricultural commodities are volatile*

The prices of agricultural commodities are volatile and depends on various macro and micro economic factors including the impact of Covid pandemic, rise in crude oil prices, climatic conditions, demand-supply metrics etc. This price risk affects producers, consumers, and traders of commodities. Keeping a close watch on the economic and related factors, using historical price analysis and watching key trends may help reduce price risk to some extent.

8. We operate in a highly-competitive and fragmented industry, and our business, results of operations and financial condition may be adversely affected if we are not able to compete effectively.

We operate in the highly competitive and fragmented agro based commodities industry. There are no entry barriers in our industry, which puts us to the threat of competition from new entrants. Numerous players operate in the industry. We face tough competition in our business from a large number of unorganized and a few organized players. Our aim is to provide the branded, standardized and uniform quality products at competitive prices to our consumers. We compete with our competitors on a regional or product line basis. Many of our competitors have substantially large capital base and resources than we do and offer broader range products. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the services and products.

Our future success depends on our ability to compete effectively which is primarily dependent on ensuring consistent product quality and timely delivery at competitive prices and our cost effective and integrated offerings, our focus on customer satisfaction and our reliability combined with our quality consciousness.

9. We have incurred substantial indebtedness which exposes us to various risks which may have an adverse effect on our business and results of operations. We may also be unable to obtain future financing to fund our operations, expected capital expenditure and working capital requirements on favourable terms, or at all.

Our company is having Term Loan and working capital loans. Our level of indebtedness has important consequences to us, such as:

- increasing our vulnerability to general adverse economic, industry and competitive conditions;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
- affecting our credit rating;
- limiting our ability to borrow more money both now and in the future; and
- increasing our interest expenditure and adversely affecting our profitability.

If any of these risks were to materialise, our business and results of operations may be adversely affected. Our business requires funding for capital expenditure and working capital requirements. The actual amount and timing of future capital expenditure may depend on several factors, among others, new opportunities, availability of land, regulatory approvals, regulatory changes, economic conditions, technological changes and market developments in our industry. Our sources of additional funding, if required, to meet our capital expenditure may include the incurrence of debt or the issue of equity or debt securities or a combination of both. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. In case there is insufficient cash flow to meet our working capital requirement or we are unable to arrange the same from other sources or there is delay in disbursement of arranged funds, or there is any increase in interest rate on our borrowings, it may adversely affect our operations and profitability. These factors may result in an increased amount of short-term borrowings.

10. We rely on third party logistic providers, with whom we have no formal arrangements. Any disruption in our transportation arrangements or increases in transportation costs may adversely affect our business, results of operations and financial condition.

We rely on third party logistic providers and consequently, any disruption in our transportation arrangements or increases in transportation costs may adversely affect our business, results of operations and financial condition. There are a limited number of such logistic providers and in the absence of a formal arrangement, we are exposed to fluctuations in transportation costs. Also, if the terms offered to such logistic providers by our competitors are more favourable than those offered by us, they may decline to provide their services to us and terminate their informal arrangements with us. We may also be affected by transport strikes, which may affect our delivery schedules. If we are unable to secure alternate transport arrangements in a timely manner and at an acceptable cost, or at all, our business, results of operations and financial condition may be adversely affected.

11. We are subject to certain government regulation and if we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required to operate our business, our business and results of operations may be adversely affected.

Our operations are subject to certain government regulation and we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in India, generally for carrying out our business. A majority of these approvals are granted for a limited duration and require renewal. Further, while we have applied for some of these approvals, we cannot assure you that such approvals will be issued or granted to us in a timely manner, or at all. We cannot assure you that we will be able to obtain such consent in a timely manner. If we do not receive such approvals or are not able to renew the approvals in a timely manner, our business and operations may be adversely affected. The approvals required by our Company are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject

to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

12. *The success of our business is largely dependent upon our senior management and key personnel and our ability to attract and retain them could adversely affect our businesses*

The success of our business is largely dependent upon our senior management. Our experienced senior management and Directors have had significant contribution to the growth of our business, and our future success is dependent on the continued services of our senior management team. Whereas, our Managing Director and majority of the Directors/Independent Directors have decades of experience and are actively participating in the growth of our business in spite of some of them reaching the age of 70 years or more. However ageing and other factors may impair their ability and agility to continue in the same manner in the future times to come. So the loss of service of our senior management could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of our senior management may adversely affect the operations, finances and profitability of our Company.

13. *Our business and results of operations are dependent on the contracts, including certain short-term contracts that we enter into with our customers. Any breach of the conditions under these contracts may adversely affect our business and results of operations*


We have entered into some short-term as well as long-term contracts with our customers which, depending on the customer, may contain certain terms and conditions. Any dispute with a customer with respect to such obligations could have adverse effects on our relationship with that customer and other current and prospective customers, reduce demand for our products, damage our reputation and harm our business, results of operations and financial condition. While we internally consider all such factors prior to entering into these contracts, we cannot assure you that we will be able to continue to enter into similar such contracts in the future, which are not more onerous than the contracts we enter into currently. Additionally, non-compliance with the terms of our contracts, including breach of confidentiality provisions, may subject us to damages or penalties, lead to termination of the contracts and also result in us being unable to attract further business in the future.

14. *Our business is dependent on developing and maintaining continuing relationships with our clients and customers. The loss of any significant client or customer could have a material adverse effect on our business, financial condition and results of operations.*

Our business is dependent on developing and maintaining a continuing relationship with our key clients and customers. In the event of a significant decline in the demand for our products or services by our key clients, our business, results of operations and financial condition may be materially and adversely affected. There can be no assurance that we will be able to maintain the historic levels of business from these clients and customers or that we will be able to replace these clients in case we lose any of them.

15. *The industry in which we operate, is labour intensive and our operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees.*

The industry in which we operate being labour intensive depends on labour force for carrying out its activity. Although we have not experienced any labour unrest, we cannot assure you that we will not experience disruptions in work due to disputes or other problems with our work force, which may adversely affect our ability to continue our business operations. Any labour unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. These actions are impossible for us to predict or control and any such event could adversely affect our business, results of operations and financial condition.

16. *Our company is using different registered Logos for different purpose. Registration of trademark of one logo “” has been expired. There is no assurance that the renewal application shall result in us being granted registration in a timely manner. Failure to protect our intellectual property may adversely affect our reputation, goodwill and business operations*

Our Company has been using the said trademark since 11/02/1987. We have applied for registration of our above-mentioned logo on 09/08/2010 and got its registered on 29/10/2012 in the name of our company. However, the present status of the said trademark has been showing as Abandoned. As such, we do not enjoy the statutory protection accorded to a registered trademark as on date. There can be no assurance that we will be able to register the trademark in future or that, third parties will not infringe our intellectual property, causing damage to our business prospects, reputation and goodwill. Further, we cannot assure you that any application for registration of our trademark in future by our Company will be granted by the relevant authorities in a timely manner or at all. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property. For further details of our trademarks, please see “*Government and Other Approvals*” beginning on page no. 131 of this Letter of Offer.

17. Our Company is subject to foreign exchange control regulations which can pose a risk of currency fluctuations.

Our Company is involved in various business transactions with international clients and has to conduct the same in accordance with the rules and regulations prescribed under FEMA. Due to non-receipt of such payments in a timely manner, our Company may fail to adhere to the prescribed timelines and may be required to pay penalty to the appropriate authority or department to regularize the payment. Further, our international operations (export sales) make us susceptible to the risk of currency fluctuations, which may directly affect our operating results. In case we are unable to adhere to the timelines prescribed under the applicable laws or are unable to mitigate the risk of currency fluctuation, it may adversely affect our business, results of operations, financial conditions and cash flows.

18. Our Registered Office and other premises from where we operate are not owned by us

None of our business premises is owned by us. Our Registered office and other business premises are taken on leave and License basis. The registered office is owned by M/s. Greenol Laboratories Pvt Ltd (subsidiary of Issue Company). We cannot assure you that we will be able to continue the above arrangement on commercially acceptable / favourable terms in future. If we are required to vacate the current premises, we would be required to make alternative arrangements for new offices and other infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

19. Our Company had negative cash flow from operating activities in the last three financial years, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow from operating, Investing and Financing activities in the last three financial years as enumerated below:

(₹ in Lakhs)

Consolidated

Particulars	31-03-2021	31-03-2020	31-03-2019
Net cash from operating activities	-296.41	3,178.21	-5,011.82
Net Cash (used in) / from investing activities	549.31	-1,503.10	1,772.08
Net Cash used in financing activities	-186.52	-1,607.79	3,223.51
Net increase/(decrease) in cash and cash equivalent	66.38	67.32	-16.23

Standalone

Particulars	31-03-2021	31-03-2020	31-03-2019
Net cash from operating activities	-285.29	2,944.81	-1,859.46
Net Cash (used in) / from investing activities	557.62	-1,497.04	-1,139.92
Net Cash used in financing activities	-216.10	-1,385.60	2,980.74
Net increase/(decrease) in cash and cash equivalent	56.23	62.17	-18.64

20. Some of our Subsidiaries/Associates/Group Companies may have conflicts of interest as they are engaged in similar business and may compete with us

Some of our Subsidiaries/Associates/Group Companies are engaged in the same industry segment as our Company so there might be conflicts of interest in future. We have not entered into any non-compete agreements with such Subsidiaries/Associates/Group Companies and there can be no assurance that such Subsidiaries/Associates/Group Companies will not compete with our existing business or any future business that we might undertake or that we will be able to suitably resolve such a conflict without an adverse effect on our business and financial performance

21. Some of our Subsidiaries/Associates have incurred losses in the past

Some of our Subsidiaries/Associates have incurred losses in the past, details of which are as under:

(₹ In Lakhs)

Particulars	Relations	Profit/Loss		
		2019-20	2018-19	2017-18
Sarita Nupur Vyapaar Pvt Ltd	Subsidiary	-2.84	-0.77	-0.89
Kesavatsapur Tea Co. Pvt Ltd	Associates	-299.96	-241.43	-49.27
Hurdeodass Co. Pvt Ltd	Associates	4.60	-11.07	-54.99
Inspire Tie Up Pvt Ltd	Associates	-0.29	-0.42	-0.23
HRG HealthCare Pvt Ltd	Associates	24.02	-0.27	-0.21
Indong Tea Co. Pvt Ltd	Associates	-2.59	-18.84	-11.72

There can be no assurance that our Subsidiaries/Associates will not incur losses in any future periods, or that there may not be an adverse effect on our reputation or business as a result of such losses. Such losses incurred by our Subsidiaries/Associates may be perceived adversely by external parties such as customers, bankers, and suppliers, which may affect our reputation.

22. *Our Company's insurance coverage to protect us against all material hazards which may result in disruptions of operations/monetary loss on account of stoppage of work may not be sufficient.*

Our Company has insured itself against some business or operational risks. But we cannot assure you that these would be sufficient to protect us against all material hazards which may result in disruptions of operations/monetary loss on account of stoppage of work. Any excess loss would have to be borne by us and our results of operations, cash flows and financial performance could be adversely affected.

23. *We do not have long term agreements with suppliers of raw material and an increase in the cost of or a shortfall in the availability of raw materials could have an adverse effect on our business, results of operations and financial condition.*

The price and availability of raw materials depend on several factors beyond our control, including overall economic conditions, production levels, market demand and competition for such material, production and transportation cost, duties and taxes and trade restrictions. We usually do not enter into long term supply contracts with any of the raw material supplier and typically place orders with them in advance for our anticipated requirements. The absence of long-term contracts at fixed prices exposes us to volatility in the prices of raw material that we require and we may be unable to pass these costs onto our customers. We also face a risk that one or more of our existing suppliers may discontinue their supplies to us, and any inability on our part to procure the raw material from alternate suppliers in a timely fashion, or on terms acceptable us, may adversely affect our operations and our financial performance.

24. *We require high working capital for our smooth day to day operations of business and any discontinuance or our inability to acquire adequate working capital timely and on favourable terms may have an adverse effect on our operations, profitability and growth prospects.*

Our business demands substantial funds towards working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects.

25. *The improper handling of our products, or spoilage of and damage to such products, or any real or perceived contamination/ inferiority in products, could subject us to regulatory action, damage our reputation and have an adverse effect on our business, results of operations and financial condition.*

Any shortcoming in the supply of our product due to negligence, human error or otherwise, may damage our products and result in non-compliance with applicable regulatory standards. Any allegation that our material are of inferior quality could damage our reputation, adversely affect our sales and result in legal proceedings being initiated against us, irrespective of whether such allegations have any factual basis.

26. *Our inability to expand or effectively manage our growing customer groups may have an adverse effect on our business, results of operations and financial condition.*

We have our own sales network and marketing team. To sell our products to our end consumers, we use modern trade channels. Our ability to expand and grow our product reach significantly depends on the reach and effective management of our sales network. We continuously seek to increase the penetration of our product into different customer groups. We cannot assure you that we will be able to successfully identify new consumers. Due to this our business and results of operations may be adversely affected.

27. *Our actual results could differ from the estimates and projections used to prepare our financial statements.*

The estimates and projections are based on and reflect our current expectations, assumptions and/ or projections as well as our perception of historical trends and current conditions, as well as other factors that we believe are appropriate and reasonable under the circumstances. There can be no assurance that our expectations, estimates, assumptions and/or projections, including with respect to the future earnings and performance will prove to be correct or that any of our expectations, estimates or projections will be achieved.

28. *We have entered into certain related party transactions and may continue to do so.*

We have entered into related party transactions with our Promoters, its group members/ entities, Directors and other associates. While we believe that all such transactions have been conducted on arm's length basis, however it is difficult to ascertain whether more favourable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we will continue to enter into related party transactions in the near future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation.

29. *Non-compliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, results of operations and financial condition.*

We are subject to laws and government regulations, including in relation to safety, health and environmental protection. We cannot assure you that we will not be involved in future litigation or other proceedings, or be held liable in any litigation or proceedings including in relation to safety, health and environmental matters, the costs of which may be significant. Any accidents at our facilities may result in personal injury or loss of life resulting in the suspension of operations. The loss or shutdown of our operations over an extended period of time could have an adverse effect on our business and operations.

30. *Our business and prospects may be adversely affected if we are unable to maintain and grow our brand image.*

Our brand and its reputation are among our most important assets and we believe our brands serve in attracting customers to our product in preference over those of our competitors. We also believe that continuing to develop awareness of our brand, through focused and consistent branding and marketing initiatives, among retail consumers, is important for our ability to increase our sales volumes and our revenues, grow our existing market share and expand into new markets. Consequently, any adverse publicity involving us, or any of our products may impair our reputation, dilute the impact of our branding and marketing initiatives and adversely affect our business and our prospects.

31. *Any delay or default in customer's payment could result in the reduction of our profits.*

Our operations involve extending credit for extended periods of time to our certain customers and consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. As a result of such industry conditions, we have and may continue to have high levels of outstanding receivables. If our customers delay or default in making these payments, our profits margins could be adversely affected.

32. *The Promoters and Directors hold Equity Shares in our Company and are therefore interested in our Company's performance in addition to their remuneration and reimbursement of expenses.*

Certain of our Directors (including our Promoters) are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters may take or block actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders.

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

Our performance depends largely on the efforts and abilities of our senior management and other key personnel. We believe that the inputs and experience of our senior management and key managerial personnel are valuable for the development of business and operations and the strategic directions taken by our Company. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The loss of the services of such persons may have an adverse effect on our business and our results of operations. The continued operations and growth of our business is dependent upon our ability to attract and retain personnel who have the necessary and required experience and expertise. Competition for qualified personnel with relevant industry expertise in India is intense. A loss of the services of our key personnel may adversely affect our business, results of operations and financial condition.

34. *Certain relevant copies of education qualification and experience certificates of our promoters/Directors are not traceable.*

Relevant copies of education qualification and experience certificates of some of our promoters/Directors are not traceable. We can't assure you that back-ups for the relevant copies of educational qualifications will be available in a timely manner or at all. We have relied on personal undertakings provided from them.

35. *Our Company has availed certain unsecured loans that are recallable by the lenders at any time.*

Our Company had availed certain unsecured loans and may continue to do so in future that are recallable on demand by the lenders. In such cases, the lender is empowered to require repayment of the facility at any point in time during the tenor. In case the loan is recalled on demand by the lender and our Company is unable to repay the outstanding amounts under the facility at that point, it would constitute an event of default under the respective loan agreements. For further details, please refer chapter titled "*Financial Information*" beginning on page 49 of this Letter of Offer.

36. *Our funding requirements and the proposed deployment of the funds are based on management estimates and have not been independently appraised.*

Our funding requirements and the proposed deployment of the funds are based on management estimates and is subject to change in light of changes in external circumstances, costs, other financial condition or business strategies, and have

not been appraised by an independent entity. In the absence of such independent appraisal, or the requirement for us to appoint a monitoring agency in terms of the SEBI Regulations, the deployment of the Issue Proceeds is at our discretion. We cannot assure you that we will be able to monitor and report the deployment of the funds in a manner similar to that of a monitoring agency. Further, we may have to revise our expenditure and funding requirements as a result of variations in costs, estimates, quotations or other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling planned expenditure and funding requirements at the discretion of our Board. Additionally, various risks and uncertainties, including those set out in this “Risk Factors” section, may limit or delay our Company’s efforts to use the funds and to achieve profitable growth in our business.

37. Any future issuance of Equity Shares may dilute your shareholdings, and sale of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.

Any future equity issuances by our Company may lead to the dilution of investors’ shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Issue, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

38. The Right Issue Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the Issue Price and you may not be able to sell your Equity Shares at or above the Issue Price.

The Issue price is based on numerous factors and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price are:

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

39. Any future acquisitions, joint ventures, partnerships, strategic alliances, tie-ups or investments could fail to achieve expected synergies and may disrupt our business and harm our financial condition and operating results.

Our success will depend, in part, on our ability to expand our business in response to changing technologies, customer demands and competitive pressures. We have, in the past, explored and continue to explore opportunities on our own, or through tie-ups, acquisitions, strategic alliances, partnerships or joint ventures across countries and regions of focus. In some circumstances, we may also decide to acquire, or invest in, complementary technologies instead of internal development. While we are currently evaluating opportunities and speaking to several potential partners, we have not entered into any definitive agreements in relation to this. Further, the identification of suitable acquisition can be difficult, time-consuming and costly, and we may not be able to successfully complete acquisitions that we target in the future. The risks we face in connection with acquisitions may include integration of product and service offerings, co-ordination of R&D and sales and marketing functions and the diversion of management time and focus from operating our business to addressing acquisition integration challenges. Our failure to address these risks or other problems encountered in connection with our acquisitions and investments could cause us to fail to realise the anticipated benefits of these acquisitions or investments, cause us to incur unanticipated liabilities, and harm our business generally.

40. Managing employee benefit pressures in India may prevent us from sustaining our competitive advantage which could adversely affect our business prospects and future financial performance.

Employee benefits represent a major expense for us and our ability to maintain or reduce such costs is critical for our business operations. We may be required to increase employee compensation levels to remain competitive and manage attrition, and consequently we may need to increase the prices of our products and services. An increase in wages/ salaries paid to our employees may result in a material adverse effect on our profits in the event that we are unable to pass on such increased expenditure to our users or customers without losing their business to our competitors. Likewise, if we are unable to sustain or increase the number of employees as necessary to meet growing demand, our business, financial condition and results of operations could be adversely affected.

RISKS RELATING TO RIGHTS ISSUE
1. Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of Investor's shareholding.

The Rights Entitlements that are not exercised prior to the end of the Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Rights Issue. Renounees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renounees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renounee will not be able to apply in this Rights Issue with respect to such Rights Entitlements.

2. The Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form ("Physical Shareholders") may lapse in case they fail to furnish the details of their demat account to the Registrar.

In accordance with the circular SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated December 3, 2018 issued by the SEBI, with effect from April 1, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares).

3. Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.

In terms of the SEBI ICDR Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation, cash flows or financial condition, or other events affecting the Applicant's decision to invest in the Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Equity Shares at a price that will be higher than the actual market price for the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

4. Investors will be subject to market risks until the Equity Shares credited to the investors demat account are listed and permitted to trade.

Investors can start trading the Equity Shares allotted to them only after they have been credited to the investor's demat account, are listed and permitted to trade. Since the Equity Shares are currently traded on the Stock Exchanges, investors will be subject to market risk from the date they pay for the Equity Shares to the date when trading approval is granted for the same. Further, there can be no assurance that the Equity Shares allocated to an investor will be credited to the investor's demat account or that trading in the Equity Shares will commence in a timely manner.

5. Any future issuance of Equity Shares by us or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares.

Any future issuance of our Equity Shares by us could dilute your shareholding. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may also adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an offering of our securities. We cannot assure you that we will not issue further Equity Shares or that the shareholders will not dispose of, pledge or otherwise encumber their Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

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

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

7. The Equity Shares to be allotted may not be credited to your demat account in a timely manner and cannot be traded unless the listing and trading approval is received or at all.

There is no guarantee that the Rights Equity Shares issued pursuant to this Rights Issue will be listed on the Stock Exchange in a timely manner. In accordance with Indian law and regulations and the requirements of the Stock Exchange, in principle and final approvals for listing and trading of the Rights Equity Shares issued pursuant to this Rights Issue will not be applied for or granted until after the Rights Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorising the issuing of Rights Equity Shares to be submitted. Accordingly, there could be a failure or delay in listing the Rights Equity Shares on the Stock Exchange. If there is a delay in obtaining such approvals, we may not be able to credit the Rights Equity Shares allotted to the Investors to their depository participant accounts or assure ownership of such Rights Equity Shares by the Investors in any manner promptly after the Closing Date. In any such event, the ownership of the Investors over Rights Equity Shares allotted to them and their ability to dispose of any such Equity Shares may be restricted.

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

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, read with SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 and SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 a separate web-based application platform, i.e., the R-WAP facility (accessible at <https://rights.cameoindia.com/asiantea>), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process. On R-WAP, the resident Investors can access and fill the Application Form in electronic mode and make online payment using the internet banking or UPI facility from their own bank account thereat. For details, see “*Issue Information*” beginning on page no. 136 of this Letter of Offer. Such payment gateways and mechanisms are faced with risks such as:

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

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

EXTERNAL RISK FACTORS

1. Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.

Our business and industry is regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended/ changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

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

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short-term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long-term capital gains and is taxable at 10%, in excess of Rs. 1,00,000. Any long-term gain realized on the sale of equity shares, which are sold other than on a recognized stock exchange and on which no STT has been paid, is also subject to tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty

between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

3. *Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse effect on our business, financial condition and results of operations.*

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include:

- custom duties on imports of raw materials and components;
- Goods and Service

These taxes and levies affect the cost and prices of our products and therefore demand for our product. An increase in any of these taxes or levies, or the imposition of new taxes or levies in the future, may have a material adverse effect on our business, profitability and financial condition.

4. *Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.*

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

5. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and industry in which we operate contained in the Letter of Offer.*

While facts and other statistics in the Letter of Offer relating to India, the Indian economy and the industry in which we operate has been based on various web site data and IBEF that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled "**Industry Overview**" beginning on page 38 of this Letter of Offer. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

6. *Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.*

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

7. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.*

Under the foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

8. *The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition.*

India's physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company's normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These

problems could interrupt our Company's business operations, which could have an adverse effect on its results of operations and financial condition.

- 9. *Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing.***
Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.
- 10. *Natural calamities could have a negative impact on the Indian economy and cause our Company's business to suffer.***
India has experienced natural calamities such as earthquakes, tsunami, floods etc. in recent years. The extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.
- 11. *Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.***
Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks in India, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

SECTION IV: INTRODUCTION

A. ISSUE DETAIL IN BRIEF:

The present Issue of 1,00,00,000 Equity Shares in terms of Letter of Offer has been authorized pursuant to a resolution of our Board of Directors held on January 25, 2021 passed under Section 62(1)(a) and other applicable provisions of the Companies Act, 2013. The terms of the Issue including the Record Date and Rights Entitlement Ratio, have been approved by a resolution passed by our Board at its meeting held on November 01, 2021.

The following is a summary of this Issue, and should be read in conjunction with and is qualified entirely by, the information detailed in “*Terms of the Issue*” beginning on page no. 136 of this Letter of Offer.

Rights Equity Shares being offered by our Company	Up to 1,00,00,000 Right Equity Shares.
Rights Entitlement	1 (One) Rights Equity Share(s) for every 1 (One) fully paid-up Equity Share(s) held on the Record Date
Record Date	November 09, 2021
Face value per Equity Share	₹10/- each
Issue Price per Rights Equity Share	₹15/- each
Issue Size	Up to ₹15.00 Crores (<i>Assuming Full Subscription</i>)
Equity Shares issued, subscribed and paid-up prior to the Issue	1,00,00,000 Equity Shares
Equity Shares issued, subscribed and paid-up after the Issue (assuming full subscription for and allotment of the Rights Entitlement)	2,00,00,000 Equity Shares
Security Codes	BSE: ASIANTNE / 519532 CSE: 011053 ISIN: INE822B01017 ISIN for Rights Entitlement: INE822B20017
Use of Issue Proceeds	For details, see “ <i>Objects of the Issue</i> ” beginning on page no. 34 of this Letter of Offer.
Terms of the Issue	For details, see “ <i>Terms of the Issue</i> ” beginning on page no. 136 of this Letter of Offer.
Terms of Payment	The full amount of the Issue Price being ₹ 15/- per equity shares will be payable on application.
Issue Open Date	November 18, 2021
Last date for On Market Renunciation of Rights	November 26, 2021
Issue Close Date	December 02, 2021



B. GENERAL INFORMATION

Asian Tea and Exports Limited was originally incorporated on February 11, 1987 as “*Sita Plantation Private Limited*” having its registered office at 4A, Pollock Street, Kolkata-700001, West Bengal, India, under the provisions of the Companies Act, 1956 bearing Certificate of Incorporation No. 41876 of 1987 issued by the Registrar of Companies, Kolkata, West Bengal. The company was converted into Public Limited Company vide a fresh Certificate of Incorporation consequent on change of name dated March 09, 1994 in the name of “*Sita Plantation Limited*”. Subsequently name of the company has been changed to “*Asian Tea and Exports Limited*” vide a fresh Certificate of Incorporation pursuant to change of name dated April 11, 1994 issued by the Registrar of Companies, Kolkata, West Bengal.

Brief of Company and Issue Information	
Name & CIN	ASIAN TEA AND EXPORTS LIMITED L24219WB1987PLC041876
Registered & Corporate Office	<i>Asian Tea and Exports Limited</i> Sikkim Commerce House, 5th Floor, 4/1 Middleton Street, Kolkata, West Bengal – 700071, India E-Mail ID: cosec@asianteaexports.com Tel No: 033 – 40063601 Website: www.asianteaexports.com
Warehouse Address	<i>Asian Tea and Exports Limited</i> H/100/A/14/10, Sevak Road, Siliguri, Darjeeling, West Bengal - 734001
Address of Registrar of Companies	Registrar of Companies, Kolkata, West Bengal Nizam Palace, 2 nd MSO Building, 2 nd Floor, 234/a AJC Bose Road, Kolkata – 700 020, West Bengal, India.
Designated Stock Exchange	BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400 001
Company Secretary and Compliance Officer	Ms. Annu Jain Asian Tea and Exports Limited Sikkim Commerce House, 5th Floor, 4/1 Middleton Street, Kolkata, West Bengal – 700071, India E-Mail ID: cosec@asianteaexports.com Tel No: 033 – 40063601
Chief Financial Officer	Mr. Rajesh Garg Asian Tea and Exports Limited Sikkim Commerce House, 5th Floor, 4/1 Middleton Street, Kolkata, West Bengal – 700071, India E-Mail ID: cfo@asianteaexports.com Tel No: 033 – 40063601
Statutory Auditor of the company	Kaushal Surana & Co. Chartered Accountants 224, A.J.C. Bose Road Krishna Building, 5th Floor, Room No- 504 Kolkata - 700 017 Contact Person: CA Kaushal Kumar Surana Designation: Proprietor Membership No: 065552 Contact No: 9830019238 E-mail ID: surana_kaushal@yahoo.co.in Firm Registration No: 329248E

Details of Key Intermediaries pertaining to this Issue and our Company:

LEAD MANAGER	REGISTRAR TO THIS ISSUE
FINSHORE MANAGEMENT SERVICES LIMITED Anandlok”, Block-A, 2 nd Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal Telephone: +91 – 33 – 22895101 Email: ramakrishna@finshoregroup.com Website: www.finshoregroup.com Investor Grievance Email: info@finshoregroup.com Contact Person: Mr. S. Ramakrishna Iyengar (Director) SEBI Registration No: INM000012185 CIN No: U74900WB2011PLC169377	CAMEO CORPORATE SERVICES LIMITED "Subramanian Building", No. 1, Club House Road, Chennai - 600 002, India Tel No: +91-44-28460390 Fax No: +91-44-28460129 Email: investor@cameoindia.com Contact Person: Ms. K Sreepriya (Vice President) Website: www.cameoindia.com SEBI Registration Number: INR000003753 CIN No: U67120TN1998PLC041613

REGISTRAR TO THE COMPANY	LEGAL ADVISOR TO THE ISSUE
<p>S.K. INFOSOLUTIONS PRIVATE LTD D/42, Katju Nagar, Ground Floor, Katju Nagar Bazar, Jadavpur, Kolkata, West Bengal - 700032 Telephone: 033 – 24120027 / 24120029 Email: contact@skcinfo.com Website: www.skcinfo.com Investor Grievance: contact@skcinfo.com Contact Person: Mr. Dilip Bhattacharya SEBI Registration No: INR000003886 CIN No: U72300WB1999PTC090120</p>	<p>J MUKHERJEE & ASSOCIATES D-1, MMS Chambers, 1st Floor, 4A, Council House Street, Kolkata-700001. West Bengal, India Telephone: +91 9830640366 Email: jmukherjeeandassociates@gmail.com Contact Person: Mr. Jayabrata Mukherjee, Advocate.</p>
BANKER TO THE ISSUE	
<p>ICICI Bank Limited Capital Market Division, 1st Floor, 122, Mistry Bhavan, DinshawVachha Road, Backbay Reclamation, Churchgate, Mumbai – 400020 Tele No: 022- 66818911/23/24 Fax No: 022- 22611138 E-mail: sagar.welekar@icicibank.com Website: www.icicibank.com SEBI Registration No: INBI00000004 Contact Person: Mr. Sagar Welekar</p>	

Note: Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc. All grievances in relation to the application through ASBA process or R-WAP may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/first holder, folio number or demat account, number of Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of R-WAP process), ASBA Account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process), and copy of the e-acknowledgement (in case of R-WAP process).

Self-Certified Syndicate Banks (“SCSBs”)

The lists of banks that have been notified by SEBI to act as SCSB for the ASBA process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details of the Designated Branches which shall collect Application Forms, please refer to the above-mentioned SEBI link.

Collecting Depository Participants

The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange at BSE Limited, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Statement of Inter Se Allocation of Responsibilities

Finshore Management Services Limited is the sole Lead Manager to this Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

Credit Rating

This being an Issue of Right Equity Shares, credit rating is not required.

Debenture Trustees

As the Issue is of Right Equity Shares, the appointment of Debenture trustees is not required.

Monitoring Agency

As the Issue Size is below ₹ 10,000 lakhs, the appointment of a monitoring agency is not required.

Underwriting

This Issue of Rights Equity Shares is not being underwritten and no standby support is being sought for the said Issue.

Filing of Draft Letter of Offer/Letter of Offer

The Draft Letter of Offer shall not be filed with SEBI, nor will SEBI issue any observation on the Draft Letter of Offer as the size of issue is less than Rs. Fifty Crores.

The Draft Letter of Offer has been filed with BSE (the Designated Stock Exchange having nationwide terminal) for obtaining in-principle approval.

However, a copy of the Letter of Offer shall be filed with the SEBI for the purpose of their information and dissemination on its website through the SEBI intermediary portal at <https://siportal.sebi.gov.in> in terms of the SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 issued by the SEBI and with the Designated Stock Exchanges. Further, in light of the SEBI notification dated March 27, 2020, our Company will submit a copy of the Letter of Offer to the e-mail address: cfdil@sebi.gov.in.

Minimum Subscription

The objects of the Issue involve financing other than financing of capital expenditure for a project and our Promoters and members of our Promoter Group have undertaken to (i) subscribe to the full extent of their respective Rights Entitlements, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR; and (ii) have also confirmed that they shall not renounce their Rights Entitlements except to the extent of renunciation within the promoter or members of promoter group.

Accordingly, in terms of the SEBI ICDR Regulations, the requirement of minimum subscription in the Issue is not applicable.

Issue Schedule

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

Last date for credit of Rights Entitlement	November 15, 2021
Issue Opening Date	November 18, 2021
Last date for On Market Renunciation*	November 26, 2021
Issue Closing Date	December 02, 2021
Finalisation of Basis of Allotment (on or about)	December 10, 2021
Date of Allotment (on or about)	December 13, 2021
Date of credit (on or about)	December 14, 2021
Date of listing (on or about)	December 17, 2021

Note: The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the BSE main board platform are taken within the prescribed timelines, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the BSE. The Commencement of the trading of Equity shares will be entirely at the discretion of BSE in accordance with the applicable laws.

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

*# The Board of Directors or the Rights Issue Committee will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. **Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.***

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., November 29, 2021 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., December 01, 2021. Further, in accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. For details, see **“Terms of the Issue”** beginning on page no. 136 of this Letter of Offer.

Investors are advised to ensure that the Applications are submitted on or before the Issue Closing Date. Our Company, the Lead Managers or the Registrar to the Issue will not be liable for any loss on account of non-submission of Applications on or before the Issue Closing Date. Further, it is also encouraged that the applications are submitted well in advance before Issue Closing Date, due to prevailing COVID-19 related restrictions. Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

C. CAPITAL STRUCTURE

The Capital Structure of our company before the Issue and after giving effect to the Issue, as at the date of this Letter of Offer, is set forth below:

(Rs. in Lakhs except share data)

No.	Particulars	Aggregate Nominal Value	Aggregate Value at Issue Price
A	Authorized Share Capital		
	3,00,00,000 Equity Shares of ₹10/- each	3,000.00	--
B	Issued, Subscribed & Paid-up Share Capital prior to the Offer		
	1,00,00,000 Equity Shares of ₹10/- each	1,000.00	--
C	Present issue in terms of the Letter of Offer*		
	1,00,00,000 Equity Shares of ₹10/- each for cash at a price of ₹ 15/- per share	1,000.00	1,500.00
D	Issued, Subscribed & Paid-up Share Capital after the Offer		
	2,00,00,000 Equity Shares of ₹10/- each	2,000.00	--

*Assuming full subscription to the Rights Entitlements and Allotment of the Rights Equity Shares.

Notes to the Capital Structure:

- Our Company does not have any employee stock option scheme or employee stock purchase scheme.
- Our Company does not have any outstanding warrants, options, convertible loans, debentures or any other securities convertible at a later date into Equity Shares, as on the date of this Letter of Offer, which would entitle the holders to acquire further Equity Shares.
- All Equity Shares are fully paid-up and there are no partly paid Equity Shares outstanding as on the date of this Letter of Offer. The Rights Equity Shares, when issued, shall be fully paid-up.
- At any given time, there shall be only one denomination of the Equity Shares.
- No Equity Shares held by our Promoter or members of our Promoter Group have been locked-in, pledged or encumbered as of the date of this Letter of Offer.

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

Our Promoter(s) and entities forming part of our Promoter Group have, vide their letters dated October 19, 2021 (the "Subscription Letters") undertaken to: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoter or member(s) of the Promoter Group of our Company; and (b) subscribe to, either individually or jointly and/ or severally with any other Promoter or member of the Promoter Group, for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue.

Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such participation of additional Rights Equity Shares (including any unsubscribed portion of the Issue) is exempt in terms of Regulation 10(4)(b) of the Takeover Regulations as conditions mentioned therein have been fulfilled and shall not result in a change of control of the management of our Company in accordance with provisions of the Takeover Regulations. However, any such participation of additional Rights Equity Shares (including any unsubscribed portion of the Issue) shall not result in a breach of the minimum public shareholding requirement stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015."

The ex-rights price per Equity Share arrived in accordance with Regulation 10(4)(b) of the SEBI Takeover Regulations is ₹ 17.81/-

Shareholding Pattern of our Company as per the last filing with the Stock Exchange in compliance with the provisions of the SEBI Listing Regulations:

- (i) *The statement showing holding of Equity Shares of persons belonging to the category “Promoter and Promoter Group” including the details of lock-in, pledge of and encumbrance thereon, for the Quarter ending September, 2021 can be accessed on the website of the BSE at:*

<https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=519532&qtrid=111.00&QtrName=September%202021>

- (ii) *The statement showing specified securities acquired by the promoter and promoter group in the last one year immediately preceding the date of filing of the letter of offer with the designated stock exchange:*

There has been no acquisition of specified securities by the Promoter and Promoter Group in the last one (1) year immediately preceding the date of filing of this Letter of Offer except as mentioned below.

Pursuant to a scheme of amalgamation approved by the Hon’ble National Company Law Tribunal, Kolkata Bench vide order dated 16/12/2020, wherein Kanchan Wood Products Pvt. Ltd, Deluxe Dealcom Pvt. Ltd, Nibedita Vanijya Private Ltd, and Adyamaa Tracom Pvt. Ltd. (Transferor Companies) were amalgamated with Greenex Chemicals Pvt. Ltd. (Transferee Company). By virtue of this amalgamation, 7,59,511 (Nos.) of Equity shares of our Company held by the Transferor Companies are required to be transferred to Greenex Chemicals Pvt. Ltd. (Transferee Company). All the said shares except for 90,000 Nos. of shares held by Deluxe Dealcom Pvt. Ltd. has been transferred to Greenex Chemicals Pvt. Ltd.

- (iii) *The shareholding pattern of our Company for the Quarter ending September, 2021 can be accessed on the website of the BSE at:*

<https://www.bseindia.com/stock-share-price/asian-tea--exports-ltd/asiantne/519532/shareholding-pattern/>

- (iv) *The statement showing shareholders holding more than 1% of the total number of Equity Shares for the Quarter ending September, 2021 is as follows:*

For Promoters and Promoters Group Category

<https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=519532&qtrid=111.00&QtrName=September%202021>

For Public Category

<https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=519532&qtrid=111.00&QtrName=September%202021>

SECTION V: PARTICULARS OF THE ISSUE

A. OBJECTS OF THE ISSUE

The Objects of the Issue are to finance working capital requirement of our Company and in connection with our Company's current business activities and matters related thereto.

We intend to utilise the issue proceeds for the following objects:

- A. Funding of working capital requirements of the company
- B. To meet the Issue Expenses
- C. General Corporate Purposes

The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the object clause of our Memorandum. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. These are based on current circumstances of our business.

Requirement of Funds

Our funding requirement is dependent on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial condition. Such factors may entail rescheduling and/or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

The following table summarizes the requirement of funds:

Sr. No.	Particulars	Amount (Rs. In Crores)
A	Funding the working capital requirements of the Company	14.30
B	Issue related expenses	0.40
C	General corporate purposes	0.30
	Total Issue Proceeds	15.00

Means of Finance:

We propose to meet the requirement of funds for the stated objects of the Issue from the Issue Proceeds. Hence, no amount is required to be raised through means other than the Issue Proceeds. Accordingly, the requirements under Regulation 62(1)(c) of the SEBI ICDR Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals) are not applicable.

In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail re-scheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013 / Companies Act, 1956.

Details of the Use of the Proceeds**A. Working Capital Requirement and basis of estimation:**

Our business is working capital intensive and our company funds a majority of our working capital requirement through internal accruals and banking limits. For the expansion of our business and to enter new geographical areas, our company requires additional working capital which is based on our management estimations of the future business plan for the FY 2021-22.

Details of estimation of working capital requirement are as follows:

Particulars	31-03-2019	31-03-2020	31-03-2021	31-03-2022
	(Audited)	(Audited)	(Estimation)	(Estimation)
Cash & Bank Balance	0.15	0.77	1.33	1.04
Sundry Debtors	12.60	13.06	12.10	18.75
Inventory	30.45	6.80	8.98	15.00
Other Current Assets	17.44	30.82	25.49	26.00
Total Current Assets	60.64	51.45	47.90	60.79
Sundry Creditors	11.19	11.84	6.58	9.83
Other Current Liabilities	2.30	0.67	0.29	0.70
Short Term Borrowings	36.48	27.43	26.72	21.00
Total Current Liabilities	49.97	39.94	33.59	31.53
Working Capital Gap	10.67	11.51	14.31	29.26
Source of Working Capital				
Proceeds from this Right Issue	-	-	-	14.30
Internal Accrual	10.67	11.51	14.31	14.96
Total	10.67	11.51	14.31	29.26

Assumption on working capital requirement:

We have estimated our working capital requirement based on the following holding periods:

Particulars	31-03-2019	31-03-2020	31-03-2021	31-03-2022
Sundry Debtors Holding period (Months)	1.00	0.71	1.56	1.50
Inventory Holding Period (Months)	2.42	0.37	1.16	1.20
Sundry Creditor Holding Period (Months)	0.85	0.87	0.89	0.80

B. General Corporate Purpose

The Issue Proceeds will be first utilized towards the Objects as mentioned as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the Issue Proceeds, in compliance with the Regulation 62(2) of SEBI ICDR Regulations, 2018. Our Company intends to deploy the balance Issue Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

(i) Strategic initiatives (ii) brand building and strengthening of marketing activities; and (iii) ongoing general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “General Corporate Purposes” and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Issue Proceeds for general corporate purposes, as mentioned above.

C. Issue Related Expense

The expenses for this Issue include issue management fees, registrar fees, legal advisor fees, printing and distribution expenses, issue related advertisement expenses, depository charges and listing fees etc. to the Stock Exchange, among others. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

Activity	Estimated Expenses (Rs. In Crores)	As a % of Total Estimated Issue Expenses	As a % of the Total Issue Size
Fees payable to the intermediaries like Lead Manager, RTA, Legal Advisor, Banker including Brokerage, Selling Commission and upload Fees etc.	0.29	72.50%	1.93%
Advertising and Marketing Expenses	0.025	6.25%	0.17%
Fees payable to Regulators Including Stock Exchanges	0.06	15.00%	0.40%
Printing and Other Miscellaneous charges	0.025	6.25%	0.17%
Total	0.40	100.00%	2.67%

Appraisal Entity

The Objects of the Issue have not been appraised by any bank or financial institution.

Strategic and/ or Financial Partners

There are no Strategic and Financial partners.

Bridge Financing Facilities

As on the date of this Letter of Offer, we have not raised any bridge loans which are proposed to be repaid from the Issue Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement/cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue.

Interim Use of Proceeds

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Issue Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

Monitoring Utilization of Funds

As the Issue size is less than Rs. 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency.

Our Board and the management will monitor the utilization of the Issue Proceeds through its audit committee. Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Letter of Offer and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

Key Industry Regulation for the proposed objects of the issue (If different from existing business of issuer)

The object of the issue is to utilise the fund in the existing business activity of the company. So specific key industry regulation is same as the present industry regulation applicable to the company.

Interest of Promoter, Promoter Group and Directors, in the objects of the Issue

Our Promoter, Promoter Group and Directors do not have any interest in the objects of the Issue. No part of the Net Proceeds will be paid by our Company as consideration to our Promoter, Promoter Group and Directors of our Company.

B. STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors
Asian Tea and Exports Limited
Sikkim Commerce House, 5th Floor,
4/1 Middleton Street, Kolkata,
West Bengal – 700071, India

Dear Sir,

Sub: Statement of possible Special tax benefit available to Asian Tea and Exports Limited, its shareholders and its material subsidiaries (if any).

Ref: Proposed Right Issue of Equity Shares of Asian Tea and Exports Limited.

We report that there are no possible special direct tax benefits available to the Company, its shareholders and its material subsidiaries under the Income-tax Act, 1961, presently in force in India.

This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue.

Neither we are suggesting nor advising the investor to invest money based on this statement. The contents of this statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

We hereby give consent to include this statement of tax benefits in the Draft Letter of Offer, the Letter of Offer and in any other material used in connection with the Issue.

No assurance is given that the revenue authorities / courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change.

We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith of intentional misconduct.

Signed in terms of our separate report of even date.

For and on behalf of

M/s. Kaushal Surana & Co.

Chartered Accountants

Firm Registration No: 329248E

Sd/-

CA Kaushal Kumar Surana

(Proprietor)

Membership No: 065552

Place: Kolkata

Dated: 05/10/2021

UDIN No: 21065552AAAABI8845

SECTION VI: ABOUT THE INDUSTRY, COMPANY AND MANAGEMENT

INDUSTRY OVERVIEW

Unless noted otherwise, the information in this section is obtained or extracted from “www.ibef.org” and also extracted from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have independently verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

Overview of Indian Agriculture and Allies Industry overview



Introduction

Agriculture is the primary source of livelihood for about 58% of India’s population. Gross Value Added by agriculture, forestry, and fishing was estimated at Rs. 19.48 lakh crore (US\$ 276.37 billion) in FY20. Share of agriculture and allied sectors in gross value added (GVA) of India at current prices stood at 17.8 % in FY20. Consumer spending in India will return to growth in 2021 post the pandemic-led contraction, expanding by as much as 6.6%. The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year due to its immense potential for value addition, particularly within the food processing industry. Indian food and grocery market is the world’s sixth largest, with retail contributing 70% of the sales. The Indian food processing industry accounts for 32% of the country’s total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth. Principal agricultural commodities export for April 2020 - January 2021 was US\$ 32.12 billion.

Market Size

During 2019-20 crop year, food grain production reached a record of 296.65 million tonnes. In 2020-21, Government of India is targeting food grain production of 298 million tonnes. Production of horticulture crops in India was estimated at a record 319.56 million metric tonnes (MMT) in FY20 as per third advance estimates. India has the largest livestock population of around 535.78 million, which translates to around 31% of the world population. Milk production in the country is expected to increase to 208 MT in FY21 from 198 MT in FY20, registering a growth of 10% y-o-y. Sugar production in India reached 26.46 MT between October 2019 and May 2020 sugar season according to Indian Sugar Mills Association (ISMA).

India is among the 15 leading exporters of agricultural products in the world. Agricultural export from India reached US\$ 38.54 billion in FY19 and US\$ 35.09 billion in FY20. The organic food segment in India is expected to grow at a CAGR of 10% during 2015-25 and is estimated to reach Rs. 75,000 crore (US\$ 10.73 billion) by 2025 from Rs. 2,700 crore (US\$ 386.32 million) in 2015. The Indian food processing industry is expected to reach US\$ 535 billion by 2025-26 on the back of government initiatives such as planned infrastructure worth US\$ 1 trillion and Pradhan Mantri Kisan Sampada Yojna.

Investments

According to the Department for Promotion of Industry and Internal Trade (DPIIT), the Indian food processing industry has cumulatively attracted Foreign Direct Investment (FDI) equity inflow of about US\$ 10.24 billion between April 2000 and December 2020.

Some major investments and developments in agriculture are as follows:

- In March 2020, F&S, the oldest large-scale fertiliser manufacturer in the country, crossed one million production and sales mark.
- Nestle India will invest Rs. 700 crore (US\$ 100.16 million) in construction of its ninth factory in Gujarat.
- In November 2019, Haldiram entered into an agreement for Amazon's global selling program to E-tail its delicacies in the United States.
- In November 2019, Coca-Cola launched 'Rani Float' fruit juices to step out of its trademark fizzy drinks.
- Two diagnostic kits developed by Indian Council of Agricultural Research (ICAR) - Indian Veterinary Research Institute (IVRI) and the Japanese Encephalitis IgM ELISA were launched in October 2019.
- Investment worth Rs. 8,500 crore (US\$ 1.19 billion) have been announced in India for ethanol production.

Government Initiatives

Some of the recent major Government initiatives in the sector are as follows:

- As per Union Budget 2021-22, Rs. 4,000 crore (US\$ 551.08 million) was allocated towards implementing Pradhan Mantri Krishi Sinchayee Yojana (PMKSY-PDMC).
- The Ministry of Food Processing has been allocated Rs. 1,308.66 crore (US\$ 180.26 million) in the Union Budget 2021-22.
- In November 2020, the government inaugurated a mega food park in Punjab worth Rs. 107.83 crores (US\$ 14.6 million) that will be spread across over 55 acres of land.
- In October 2020, the Tribal Cooperative Marketing Development Federation of India (TRIFED) included 100 new Forest Fresh Organic Products sourced from tribes across India on its e-marketplace (tribesindia.com).
- In October 2020, Agri-lender Nabard (National Bank for Agriculture and Rural Development) proposed plans to set up a subsidiary to provide guarantee for loans under agriculture and rural development.
- In October 2020, the government announced that it is putting up a common data infrastructure for farmers in the country. PMFBY (Pradhan Mantri Fasal Bima Yojana), PM-Kisan and the Soil Health Card will be integrated through a common database, along with land record details.
- In September 2020, the government launched the PM Matsya Sampada Yojana, e-Gopala App and several initiatives in fisheries production, dairy, animal husbandry and agriculture. Under this scheme, an investment of Rs. 20,000 crore (US\$ 2.7 billion) will be made in the next 4-5 years in 21 states.
- In May 2020, Government announced the launch of animal husbandry infrastructure development fund of Rs. 15,000 crore (US\$ 2.13 billion).
- In September 2019, Prime Minister, Mr. Narendra Modi launched National Animal Disease Control Programme (NADCP), expected to eradicate foot and mouth disease (FMD) and brucellosis in livestock. In May 2020, Rs. 13,343 crore (US\$ 1.89 billion) was allocated to the scheme.
- The Government of India came out with Transport and Marketing Assistance (TMA) scheme to provide financial assistance for transport and marketing of agriculture products in order to boost agriculture exports.
- The Agriculture Export Policy, 2018 was approved by the Government of India in December 2018. The new policy aimed to increase India's agricultural export to US\$ 60 billion by 2022 and US\$ 100 billion in the next few years with a stable trade policy regime.
- The Government of India is going to provide Rs. 2,000 crore (US\$ 306.29 million) for computerization of Primary Agricultural Credit Society (PACS) to ensure cooperatives are benefitted through digital technology.
- The Government of India launched the Pradhan Mantri Krishi Sinchai Yojana (PMKSY) with an investment of Rs. 50,000 crore (US\$ 7.7 billion) aimed at development of irrigation sources for providing a permanent solution from drought.
- Government plans to triple the capacity of food processing sector in India from the current 10% of agriculture produce and has also committed Rs. 6,000 crore (US\$ 936.38 billion) as investments for mega food parks in the country, as a part of the Scheme for Agro-Marine Processing and Development of Agro-Processing Clusters (SAMPADA).
- The Government of India has allowed 100% FDI in marketing of food products and in food product E-commerce under the automatic route.

Achievements in the sector

- Paddy procurement in Kharif Marketing Season (KMS) 2020-21 until January 10, 2021, reached over 534.44 lakh metric tonnes (LMT), an increase of 26.24% against the last year corresponding purchase of 423.35 LMT.
- In November 2020, the planting of winter crops exceeded by 10% compared with the last year and witnessed 28% increase in area under pulses. The total area acreage under pulses increased to 8.25 million hectares from 6.45 million hectares last year.
- Out of the total 37 mega food parks that were sanctioned, 22 mega food parks are operational, as of January 2021.

- In November 2020, Minister of Consumer Affairs, Food and Public Distribution, Mr. Piyush Goyal announced that the Food Cooperation of India and state agencies are set to procure a record quantity of 742 LMT (lakh metric tonnes) paddy during the ongoing Kharif crop season as against 627 LMT paddy last year.
- The Electronic National Agriculture Market (e-NAM) was launched in April 2016 to create a unified national market for agricultural commodities by networking existing APMCs. It had 16.9 million farmers and 157,778 traders registered on its platform until February 2021. Over 1,000 mandis in India are already linked to e-NAM and 22,000 additional mandis are expected to be linked by 2021-22.
- Sale of tractors in the country stood at 880,048 units in 2020 with the export of 77,378 units.
- During FY20 (till February 2020), tea export stood at US\$ 709.28 million.
- Coffee export stood at US\$ 742.05 million in FY20.

Road Ahead

India is expected to achieve the ambitious goal of doubling farm income by 2022. The agriculture sector in India is expected to generate better momentum in the next few years due to increased investment in agricultural infrastructure such as irrigation facilities, warehousing and cold storage. Furthermore, the growing use of genetically modified crops will likely improve the yield for Indian farmers. India is expected to be self-sufficient in pulses in the coming few years due to concerted effort of scientists to get early maturing varieties of pulses and the increase in minimum support price. In the next five years, the central government will aim US\$ 9 billion in investments in the fisheries sector under PM Matsya Sampada Yojana. The government is targeting to raise fish production to 220 lakh tonnes by 2024-25.

Going forward, the adoption of food safety and quality assurance mechanisms such as Total Quality Management (TQM) including ISO 9000, ISO 22000, Hazard Analysis and Critical Control Points (HACCP), Good Manufacturing Practices (GMP) and Good Hygienic Practices (GHP) by the food processing industry will offer several benefits. The agri export from India is likely to reach the target of US\$ 60 billion by the year 2022.

References: *Agricultural and Processed Food Products Export Development Authority (APEDA), Department of Commerce and Industry, Union Budget 2021-22, Press Information Bureau, Ministry of Statistics and Programme Implementation, Press Releases, Media Reports, Ministry of Agriculture and Farmers Welfare, Crisil*

*as per 3rd advance estimates, PE- Provisional Estimates

Note: Conversion rate used in February 2021, Rs. 1 = US\$ 0.01357

OUR BUSINESS

BRIEF OVERVIEW: -

About the Group:

Asian Group having its interest spread over Tea Plantation & Manufacturing, Domestic & International trading of Tea and other Commodities and Real Estate Development industries is founded by Kolkata based Garg family and Mr. Hariram Garg is the founder of the group. The Asian group via different group company owns tea gardens in North India like - Matigara Tea Estate, located in the Darjeeling district producing both Black & Green Tea, Ligripookrie Tea Estate, located in Sivasagar District in Assam which produces the Orthodox and CTC teas, Indong Tea Estate producing CTC tea in Dooars region and Doyapore Tea Estate in Cachar, Assam.

In the Real Estate Sector, the group has constructed many landmark projects like Sikkim Commerce House, B.P. Poddar Cancer Hospital, Meghalaya House in West Bengal among others.

The group also deals in different commodities in domestic as well international market like Africa, Middle East, Russia, Canada, Kazakhstan, UAE, Iran, Iraq Sri Lanka, Kenya and many other countries.

Asian Group has been recognised by the Government of India as a star export house. The group has also been awarded the prestigious Niryat Shree Export Award by FIEO, Ministry of Commerce, Government of India.

Asian Tea & Exports Limited is the flagship company of Asian Group.

About the Issuer Company:

Asian Tea and Exports Limited was originally incorporated on February 11, 1987 as “*Sita Plantation Private Limited*” having its registered office at 4A, Pollock Street, Kolkata-700001, West Bengal, India, under the provisions of the Companies Act, 1956 bearing Certificate of Incorporation No. 41876 of 1987 issued by the Registrar of Companies, Kolkata, West Bengal. The company was converted into Public Limited Company vide a fresh Certificate of Incorporation consequent on change of name dated March 09, 1994 in the name of “*Sita Plantation Limited*”. Subsequently name of the company has been changed to “*Asian Tea and Exports Limited*” vide a fresh Certificate of Incorporation pursuant to change of name dated April 11, 1994 issued by the Registrar of Companies, Kolkata, West Bengal. The current Corporate Identification Number of the company is L24219WB1987PLC041876 and the registered office is situated at Sikkim Commerce House, 5th Floor, 4/1 Middleton Street, Kolkata, West Bengal – 700071, India

The equity shares of our company are listed on Calcutta Stock Exchange (“CSE”) since November 17, 1994 and BSE Limited since November 28, 1994.

Asian Tea & Exports Limited is actively engaged in the trading of pulses like Whole Pigeon Peas (Toor), Yellow Peas, Red Lentil, Urhat, Green Peas, Chickpeas, etc. both in Domestic and International market like Russia, Ukraine, Lithuania, Canada, Argentina, Tanzania, Mozambique, Benin, Burma & others. Our company is also engaged in domestic trade and exports of different types of Rice, Sugar and other commodities from India to many countries in Africa, Middle East and other countries. Our Company is also engaged in trading and exports of tea. We are also actively engaged in the trading of various foodstuff product like raw cashew nuts, sugar, soyabean, sesame seed, spices, etc. both in International and Domestic market.

Main Object of Our Company as per latest Memorandum of Association (MOA)

1. To plant, grow, import, export, buy, sell, process, manufacture for carrying on business as farmer, agriculturist, producer and grower of all kinds of herbs, plants, trees and in any way deal in all types of produce of the soil and to carry on business as planters in all its branches to carry on and engage in the business of cultivators, winners and buyers of every kind of vegetables, minerals, or other produce of the soil to prepare, manufacture and render marketable any such produce and to sell, dispose off and deal in any such produce either in its prepared, manufactured or raw state and either by wholesale or retail.
2. To acquire by purchase, lease, exchange, hire or otherwise develop or operate or deal in any tenure or description including agricultural land, mines, quarries, tea or coffee gardens, farms, gardens, orchard groves, plantations, any estate or interest therein, and any right over or connected with land and buildings so situated and develop or to turn the same as may seem expedient and in particular by preparing building sites.
3. (i) To carry on in India and elsewhere the trade or business or manufacturing, mining, prospecting, exploring operating, buying selling, importing, exporting, trade and to act as agent, broker, stockiest, distributors, consultants, contractors, operator, mine owner or otherwise deal in all kinds of iron and steel, by products of iron and steel, sponge iron, pig iron, metal scrap, minerals and their by products, iron ore, fine ores, manganese, manganese ores, ferro alloys of all types, ferro chrome, coal, coke, lignite, coking coal, thermal coal, coal in all description, steel substances, refractories, sands, stones, clay, china clay, marbles, stones, granites, limestone, dolomite, bauxite ore, copper ore, lead, zinc, tin, edible oils, de-oiled and oiled cakes, Soya bean, ground nut oil seeds, other oil bearing sub-stances, crude oil, steel, cotton yarn, synthetic yarn blended yarn, chemicals, metals, fertilizers, textiles, capital goods, automobiles, automobile spares, consumer durables, commodities, precious metals, electronic goods, machines, paper, cement, building and construction material, fibers,

machinery items, breweries, distilleries, leather articles, garments, foot wear, watches, furniture, electrical goods and accessories, engineering goods, leather products, textiles, garments, gems & jewellery, organic and in-organic chemicals, agricultural products, foods, hydrocarbons, oil derivatives and other articles & goods capable of being produced, processed, manufactured, imported, exported and traded.

(ii) To Carry on the business activities as promoters, builders, warehousing management, logistic support & management, developers of land, buildings, townships, colonies, sheds, structures, residential plots, commercial plots, industrial plots and sheds, factories, godowns, warehouses, flats, blocks, offices, shops, mall, garages, cinemas, theatre, hotel, resorts, restaurant, motels, roads, bridges, channels, culverts etc. and to act as architect, designers, contractors, sub-contractors, for all types of constructions and developments work for private sector, government departments, semi government departments and to develop the sites and plots and to carry on the business activities of acquirer, purchaser, lease, exchange, hire or otherwise all types of land, and immovable properties of any tenure or any interest in the same or to erect and construct houses, land or property and to pull down re-build, enlarge, alter, and improve, existing houses, buildings, purchasing agents and brokers for land, buildings, factories, godowns, flats, blocks, offices, shops, malls, gorges, cinemas, theatre, hotels, resorts, restaurant, motels or structures of whatever construction materials, furniture, fixtures, equipment and appliances.

❖ **Our Competitive Strengths:**

1. **Organizational stability along with management expertise:** Our company has an established track record of more than 3 decades indicates the company's ability to weather economic and business cycles and competent promoters have over 3 decades of relevant experience. This indicates our ability to maintain business viability and steer the business through operational hurdles.
2. **Smooth flow of operations:** Established relationship with customers and suppliers ensure stability in demand and an uninterrupted supply of materials. We have maintained long-standing relationship with our major customers. We are successful in building a strong client base for our business. Our existing relationships help us to get repeat business from our customers. This has helped us to maintain a long-term working relationship with our customers and improve our customer retention strategy. We believe that our existing relationship with our clients represents a competitive advantage in gaining new clients and increasing our business.
3. **Well-defined organizational structure:** The company has a qualified and experienced second-tier management that has decision making powers. It is expected to benefit from the management's ability to ensure smooth flow of operations. Our Company is managed by a team of competent personnel having knowledge of core aspects of our Business. We have an experienced management team having vast experience in the Industry. We believe that our senior management has pioneered our growth and fostered a culture of innovation, entrepreneurship and teamwork within our organization. We believe that a motivated and empowered employee base is key to our competitive advantage. Our personnel policies are aimed towards recruiting talented employees and facilitating their integration into our organization and encouraging the development of their skills and expertise. We believe that our experience, knowledge and human resources will enable us to drive the business in a successful and profitable manner. We are dedicated to the development of expertise and know-how of our employees and continue to invest in them through training and skills
4. **Existing Supplier Relationship:** Our existing supplier relationship protects the business with terms of supply and pricing of the products, the quality of the products offered etc. We, being a small and medium size organization, rely on personal relationships with our suppliers. Our company enjoys existing relationship with our suppliers. Further we also leverage the past experience of our management in maintaining effective supplier relationship.

❖ **Our Business Strategy:**

1. **Focus on Increase in Volume of Sales:** As part of our growth strategy, we intend to focus on increase in volume of sales by increasing our area of operation.
2. **Quality Assurance:** We will continue to maintain quality of our existing product to cater to various customers in the market. We endeavor to maintain the quality of our products, and follow strict procedures to ensure quality control, timely delivery and competitive prices. The company intends to strengthen its product development effort by leveraging skills of its employees which will help to increase the sales of the Company and retain customers.
3. **Increase geographical presence:** Going forward we plan to establish our presence in the more regions. Our emphasis is on expanding the scale of our operations as well as growing our supply chain network, which we believe will provide attractive opportunities to grow our client base and revenues.
4. **Leverage and enhance our brand name:** We believe that our brand commands a recall amongst the consumers in the areas where we operate due to its image and goodwill established over the years. We intend to leverage the brand equity that we enjoy. Also, we plan to leverage our existing brands, which have good recall with customers to introduce a wider range of products.
5. **Improving operational efficiencies:** Our Company intends to improve operating efficiencies to achieve cost reductions to have a competitive edge over the peers. We will be addressing the increase in operational output through continuous process improvements, quality check and technology development. Our employees are regularly motivated to increase efficiency with error free exercise. We believe that this can be done through continuous process improvements. Further we believe that this can be done through domestic presence and economies of scale. We believe in strong in-house management to control the entire process. It controls costs by eliminating unnecessary

intermediaries for procuring materials in cost efficient manner by optimizing logistics and maximizing labour efficiency.

6. **Leveraging our Market skills and Relationships:** This is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting contracts in hand on time, maintaining our customer relationship and renewing our relationship with existing buyers.

❖ **Competition:**

We operate in the highly competitive and fragmented agro based commodities industry. There are no entry barriers in our industry which puts us to the threat of competition from new entrants. There are numerous players operate in the industry. We face tough competition in our business from a large number of unorganized and a few organized players. Our aim is to provide the branded, standardized and uniform quality products at competitive prices to our consumers. We compete with our competitors on a regional or product line basis. Many of our competitors have substantially large capital base and resources than we do and offer broader range products. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the services and products.

We believe that our ability to compete effectively is primarily dependent on ensuring consistent product quality and timely delivery at competitive prices, thereby strengthening our brand over the years. We believe that our cost effective and integrated offerings, our focus on customer satisfaction and our reliability combined with our quality consciousness provides us with competitive advantage in our business. We believe that our technical capabilities, experience in this business and quality assurance will be key to overcome competition posed by such organized and unorganized players.

Plant & Machinery, Technology, Process etc:




Being into trading activity, our company don't require plant, machinery or technology to run the business.

Existing Capacity and Capacity Utilisation:

Being into trading activity, capacity and capacity utilisation is not applicable to our company.

Intellectual Property Details:

The company is using logos mentioned in below table.

Sr. No.	Logo	Class	Trademark Type	Owner of Trademark	Application No.	Date of application	Status
1		30	Trade Mark Device	Asian Tea & Exports Limited	3269959	27/05/2016	Registered
2		30	Trade Mark Device	Asian Tea & Exports Limited	2006160	09/08/2010	Abandoned
3		30	Trade Mark Device	Asian Tea & Exports Limited	3269958	27/05/2016	Registered



Subsidiary / Associate Companies / Joint Venture details:

As on the date of this Letter of Offer, our Company has only two (2) wholly-owned subsidiary namely

- (i) Greenol Laboratories Pvt Ltd. and
- (ii) Sarita Nupur Vyapaar Pvt Ltd.,

and six (6) Associate company namely

- (i) Kesavatsapur Tea Co. Pvt Ltd,
- (ii) Asian Tea Co. Pvt Ltd,
- (iii) Hurdeodass Co. Pvt Ltd,
- (iv) Inspire Tie Up Pvt Ltd,
- (v) HRG HealthCare Pvt Ltd and
- (vi) Indong Tea Co. Pvt Ltd

OUR MANAGEMENT

A) Board of Directors

As per the Articles of Association, our Company is required to have not less than 3 (Three) directors and not more than 15 (Fifteen) Directors. Our Company currently has 7 (seven) directors on its Board. The present composition of our Board of Directors and its committees are in accordance with the corporate governance requirements provided under the Companies Act, 2013 and SEBI Listing Regulations. The detailed composition are as follows:

Sl. No.	Name of the Director	DIN	Age	Designation
1	Mr. Hariram Garg	00216053	75 Years	Managing Director
2	Mr. Sunil Garg	00216155	53 Years	Executive Director
3	Mrs. Rama Garg	00471845	54 Years	Executive Director (Women)
4	Mr. Ashok Chamaria	00445605	67 Years	Independent Director
5	Mr. Sushil Kumar Nevatia	06391023	71 Years	Independent Director
6	Mr. Manash Kumar Banerjee	07168868	80 Years	Independent Director
7	Mr. Akhil Kumar Manglik	01344949	65 Years	Independent Director

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

Sl. No.	Particulars	Details
1	Name of the Director	Mr. Hariram Garg
	Father's Name	Mr. Tokhram Garg
	Residential Address	Flat 2C, 2 nd Floor, 2, Deodar Street, near St. Lawrence High School, Ballygunge, Circular road, Kolkata-700019, West Bengal, India.
	Date of Birth	29/10/1946
	Age	75 Years
	Designation	Managing Director
	DIN	00216053
	Occupation	Business
	Date of Appointment	Appointed as Director since 27/10/1994. Re-appointed as Managing Director on 16/09/2017 for 5 years.
	Date of expiration of current term	16/09/2022
Directorship in other companies	<ol style="list-style-type: none"> Ganadhip Tradecom Private Limited Cofinex Developer Private Limited Viraat Plaza Private Limited Roseberry Tradelink Private Limited Asian Housing and Infrastructure Limited Asian Capital Market Limited Indong Tea Company Private Limited Greenol Laboratories Private Limited Greenex Chemicals Private Limited Hurdeodass Company Private Limited Kesavatsapur Tea Company Private Limited 	

Sl. No.	Particulars	Details
2	Name of the Director	Mr. Sunil Garg
	Father's Name	Mr. Hariram Garg
	Residential Address	2 nd Floor, 2, Deodar Street, near St. Lawrence High School, Ballygunge, Circular road, Kolkata-700019, West Bengal, India.
	Date of Birth	10/04/1968
	Age	53 Years
	Designation	Executive Director
	DIN	00216155
	Occupation	Business
	Date of Appointment	16/12/1999
	Date of expiration of current term	Liable to retire by rotation
Directorship in other companies	<ol style="list-style-type: none"> Dhanteras Agro Industries Private Limited Moonlink Devcon Private Limited Aqualina Projects Private Limited Alokbarsha Trading Private Limited Asian Tea Company Private Limited HRG Vyapaar Private Limited Express Devcon Private Limited Ambey Infra Realty Private Limited HRG Construction Private Limited 	

		10. Inspire Tie Up Private Limited 11. Tanishka Expo (India) Private Limited 12. Asian Housing and Infrastructure Limited 13. Waltz Dealcom Private Limited 14. Indong Tea Company Private Limited 15. Kanchan Wood Products Private Limited 16. Doyapore Tea & Industries Private Limited
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Sl. No.	Particulars	Details
3	Name of the Director	Mrs. Rama Garg
	Father's Name	Mr. Omraomal Goel
	Husband's Name	Mr. Rajesh Garg
	Residential Address	4, Church Road, Ward No. 10, near Post Office, Darjeeling, Siliguri-734001, West Bengal, India.
	Date of Birth	03/10/1967
	Age	54 Years
	Designation	Women Executive Director
	DIN	00471845
	Occupation	Business
	Date of Appointment	21/07/2014
	Date of expiration of current term	Liable to retire by rotation
	Directorship in other companies	1. Zillion Dealcom Private Limited 2. Caravan Vinmay Private Limited 3. Possible Dealers Private Limited 4. Attractive Dealtrade Private Limited 5. Aware Vinimay Private Limited 6. Ultrashine Marketing Private Limited

Sl. No.	Particulars	Details
4	Name of the Director	Mr. Ashok Chamaria
	Father's Name	Mr. Mahabir Prasad Chamaria
	Residential Address	12, Lake View Road, Triangular Park, Sarat Bose Road S.O, Kolkata-700029, West Bengal, India.
	Date of Birth	31/07/1954
	Age	67 Years
	Designation	Independent Director
	DIN	00445605
	Occupation	Business
	Date of Appointment	14/08/2018
	Date of expiration of current term	29/09/2023
Directorship in other companies	1. Phaskowa Tea Company Limited 2. Pandua Cold Storage Private Limited 3. Forever Commedeal Private Limited 4. Avigna Humanitarian Services Confederation (Sec 8 Company)	

Sl. No.	Particulars	Details
5	Name of the Director	Mr. Sushil Kumar Nevatia
	Father's Name	Mr. Ram Prasad Nevatia
	Residential Address	Flat A7, Building No. 3, Aasha apartment, 93 D.P Sasmal road, Tollygunge, Kolkata-700033, West Bengal, India.
	Date of Birth	19/07/1950
	Age	71 Years
	Designation	Independent Director
	DIN	06391023
	Occupation	Businessmen
	Date of Appointment	21/07/2014
	Date of expiration of current term	Reappointed as Independent Director for 5 Years with effect from 31/05/2019
	Directorship in other companies	1. Greenol Laboratories Private Limited 2. Sarita Nupur Vyappar Private Limited

Sl. No.	Particulars	Details
6	Name of the Director	Mr. Manash Kumar Banerjee
	Father's Name	Mr. Dhirandra Lal Banerjee
	Residential Address	Swastik Apartment, Flat No-6, 41-E Ramanath Das Road, Kolkata -700031
	Date of Birth	01/11/1941
	Age	80 Years
	Designation	Independent Director
	DIN	07168868
	Occupation	Business
	Date of Appointment	27/04/2015
	Date of expiration of current term	Reappointed as Independent Director for 5 Years with effect from 31/03/2020
	Directorship in other companies	Nil

Sl. No.	Particulars	Details
7	Name of the Director	Mr. Akhil Kumar Manglik
	Father's Name	Mr. Rajendra Kumar Manglik
	Residential Address	41, Hazra Road, Ballygunge, Kolkata -700019, West Bengal, India
	Date of Birth	27/07/1956
	Age	65 Years
	Designation	Independent Director
	DIN	01344949
	Occupation	Business
	Date of Appointment	06/09/2021
	Date of expiration of current term	Till the conclusion of the next Annual General Meeting
	Directorship in other companies	1. AKM Securities Private Limited 2. G M Global Finance Private Limited

Past Directorships in listed companies

- a) **Details of current and past directorship(s) for a period of five years in listed companies for each Director mentioned above, whose shares have been/were suspended from being traded on any of the stock exchanges, during his/her tenure:**
None of our Directors are, or were a director of any listed company other than the issuer company, whose shares have been, or were suspended from being traded on any of the stock exchanges during the term of their directorships in such companies during the last five years preceding the date of this Letter of Offer. However, the shares of issuer company i.e. Asian Tea & Exports Limited was suspended from being traded at CSE, however the same is now active as on date of this letter of offer.
- b) **Details of current and past directorship(s) in listed companies for each Director mentioned above, who have been/were delisted from the stock exchange(s) during his/her tenure in the past ten years:**
None of our Directors are or were a director of any listed company other than the issuer company, which has been, or was delisted from any stock exchange during the term of their directorship in such company during the last ten years preceding the date of this Letter of Offer. Our Company is in the process of delisting its shares from CSE and has initiated the process in this respect.

Family Relationships between the Directors

Mr. Hariram Garg, Mr. Sunil Garg and Mrs. Rama Garg are having family relationship as under:

Sr. No.	Name of the Director	Related to Director	Relationship
1	Mr. Hariram Garg	Mr. Sunil Garg	Father
2	Mr. Hariram Garg	Mrs. Rama Garg	Father-in-Law
3	Mr. Sunil Garg	Mrs. Rama Garg	Brother-in-Law

Arrangements with major Shareholders, Customers, Suppliers or Others

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a Director or member of a senior management as on the date of this Letter of Offer.

Service Contracts

Our Company has not executed any service contracts with its directors providing for benefits upon termination of their employment.

Director's association with the Securities Market

None of the Directors of our Company are associated with securities market.

B) Our Senior and Key Managerial Personnel

The details of our senior and the key managerial personnel as on the date of this Letter of Offer are set out below. All the Key Managerial Personnel’s are permanent employees of our Company. Except for certain statutory benefits, there are no other benefits accruing to the Key Managerial Personnel.

1. Mr. Hariram Garg is the Managing Director of our company.
2. Mr. Sunil Garg is the Executive Director of our company.
3. Mrs. Rama Garg is the Executive Director of our company.
4. Mr. Rajesh Garg is the Chief Financial Officer of our company.
5. Ms. Annu Jain is the Company Secretary & Compliance Officer of our company.

Relationship amongst the Key Managerial Personnel and or Directors of our Company

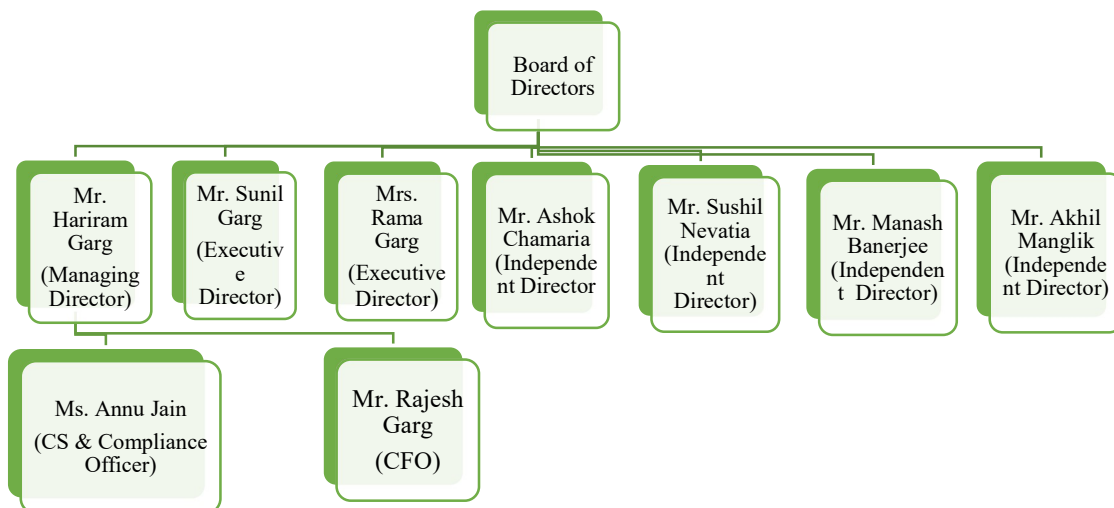
Mr. Hariram Garg, Mr. Sunil Garg, Mr. Rajesh Garg and Mrs. Rama Garg are having family relationship as under:

Sr. No.	Name of the KMP	Related to	Relationship
1	Mr. Hariram Garg (Managing Director)	Mr. Sunil Garg (Executive Director)	Father
2	Mr. Hariram Garg (Managing Director)	Mr. Rajesh Garg (CFO)	Father
3	Mr. Hariram Garg (Managing Director)	Mrs. Rama Garg (Executive Director)	Father-in-Law
4	Mr. Sunil Garg (Executive Director)	Mrs. Rama Garg (Executive Director)	Brother-in-Law
5	Mr. Rajesh Garg (CFO)	Mrs. Rama Garg (Executive Director)	Husband
6	Mr. Sunil Garg (Executive Director)	Mr. Rajesh Garg (CFO)	Brother

Interests of Key Management Personnel

The Key Management Personnel do not have any interest in our Company, other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of shareholding in our Company

C) Current Organisational Structure



SECTION VII: FINANCIAL INFORMATION

The limited reviewed unaudited Financial Results for the three months period ended June 30, 2021

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM QUARTERLY CONSOLIDATED FINANCIAL RESULTS OF ASIAN TEA & EXPORTS LIMITED

TO THE BOARD OF DIRECTORS OF ASIAN TEA & EXPORTS LIMITED

1. We have reviewed the unaudited consolidated financial results of Asian Tea & Exports Limited (the "Parent"), its subsidiaries (the parent and its subsidiaries hereinafter referred to as the "Group") and associates (refer Note 1 on the Statement) for the quarter ended which are included in the accompanying 'Statement of Consolidated Unaudited Financial Results for the quarter ended 30th June, 2021. However as far as standalone financials result of subsidiaries are concerned same have been reviewed by their respective auditors and approved by Board of Directors of the Company and as far as financial results of the associates are concerned the same have not been reviewed by any auditor and the same have only been approved by the Board of Directors of the Company. The Statement is being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), which has been initiated by us for identification purposes. Attention is drawn to the fact that the consolidated figures for the corresponding quarter ended 30th June, 2020 as reported in these financial results have been approved by the Parent's Board of Directors.
2. This Statement, which is the responsibility of the Parent's Management and has been approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion
4. The Statement includes the results of the following entities:

1.	Asian Tea & Exports Limited
	<u>Subsidiaries and step down subsidiaries</u>
2.	Greenol Laboratories Private Limited
3.	Sarita Nupur Vyapaar Private Limited

5. Based on our review conducted and procedures performed as stated in paragraph 3 above, and based on the consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in all material respects in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it, or that it contains any material misstatement.
6. We did not review the interim financial results of two subsidiaries included in the unaudited consolidated financial results, whose interim financial results reflect total assets of Rs. 1,218.85 Lacs and net assets of Rs. 767.99 Lacs as at June 30th, 2021 and total revenues of Rs. 32.79 Lacs and total net profit is Rs 0.28 Lacs for the quarter ended June 30th, 2021 and for the period from April 1st, 2021 to June 30th, 2021, respectively, as considered in the consolidated unaudited financial results. These interim financial statements have been reviewed by other auditors and their reports dated August 21st 2021, vide which, they have issued an unmodified opinion, the conclusion have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above. Our conclusion on the Statement is not modified in respect of the above matters. Further, the results of the associates for quarter ending 30th June 2021 has been certified by the management and no review have been made available to us for these associates as tabled below:

Name of Associates	Percentage of Shareholding as on 30-06-2021
Kesavatsapur Tea Company (P) Ltd.	40.79%
Hurdeodass Co. (P) Ltd.	27.19%
Asian Tea Company Pvt Ltd	40.43%
Indong Tea Co. Pvt. Ltd.	32.07%
Inspire Tie Up Pvt. Ltd.	5.43%
HRG HealthCare Pvt. Ltd.	16.63%

Our conclusion on the Statement is not modified in respect of the above matters.

7. Without qualifying our opinion, we draw your attention to the following matters:
- The Company has non-current investment in unquoted equity shares of Doyapore Tea Industries Pvt. Ltd. and Azamabad Tea Company Pvt. Ltd. amounting to Rs. 255.08 Lakhs, Rs. 6.06 lakhs respectively. The said investments are valued at cost. Due to unavailability of audited financial statement for the FY 2020-21 the Company has relied on the audited financial statements for the year ended 31st march 2020. Where there is a decline in the value of investment amounting to Rs. 157.92 Lakhs and Rs. 5.21 Lakhs respectively. However, the Company has not made any provision for diminution in value of investment as in the view of management these investments are long term and such diminution is temporary in nature.

Our conclusion is not modified in respect of this matter.

For Kaushal Surana & Co.
Chartered Accountant

S/d-

FCA Kaushal Kumar Surana
Proprietor
Membership No: 065552
Firm Registration No.: 329248E
Place: Kolkata
Date: 27th August 2021
UDIN: 21065552AAAABD7052

ASIAN TEA & EXPORTS LIMITED

CIN: L24219WB1987PLC041876

"Sikkim Commerce House", 4/1, Middleton Street, Kolkata-700 071, India

Phones: (91-033) 4006-3601/3602, Fax: (91-033) 2280-3101

E-mail: info@asianteaexports.com; Website: www.asianteaexports.com

Statement of Consolidated unaudited Financial Results for the quarter ended 30th June, 2021

Rs. in Lakhs excepts for Shares & EPS

Particulars	Consolidated			
	Quarter ended			Year ended
	30.06.2021	31.03.2021	30.06.2020	31.03.2021
	Unaudited	Unaudited	Unaudited	Audited
1. Income from Operations				
a) Revenue from Operations	1,634.22	6,752.16	1,092.40	11,808.44
b) Other Income	45.92	-5.74	187.00	579.56
1. Total Revenue (1+2)	1,680.14	6,746.42	1,279.40	12,388.00
2. Expenses				
a) Cost of Materials Consumed	-			
b) Purchase of Stock in Trade	1,458.65	4,995.85	1,539.25	11,090.08
c) Changes in Inventories of Finished goods, Work-in-progress and Stock in Trade	44.68	1,184.30	-391.25	-244.37
d) Employees Benefits Expense	12.73	12.69	16.42	59.59
e) Finance Costs	82.87	104.11	42.23	346.53
f) Depreciation and Amortisation expense	3.24	4.55	4.00	16.68
g) Other Expenditure	35.98	426.79	51.29	718.35
2. Total Expenses	1,638.15	6,728.29	1,261.95	11,986.86
3) Profit before exceptional and extraordinary items and tax (3-4)	42.00	18.13	17.46	401.14
4) Exceptional Items	-	-	-	-
5) Profit before tax (5-6)	42.00	18.13	17.46	401.14
6) Tax Expense:				
a) Current Tax	3.12	9.80	0.84	26.50
b) Deferred Tax	0.94	8.79	-1.19	7.64
c) Earlier year Tax	-	-	-	-
7) Profit (Loss) for the period (7-8)	37.94	-0.46	17.81	367.00
8) Other Comprehensive Income	1.80	0.86	1.96	2.25
9) Total Comprehensive Income (9-10)	39.75	0.40	19.77	369.26
10) Paid up Equity Share Capital (F.V. Rs 10/-)	1,000.00	1,000.00	1,000.00	1,000.00
11) Reserves excluding revaluation reserve		-		-
12) Earning Per Share (EPS)				
i) Before Extraordinary items (of Rs.10/- each) (not annualised)				
(a) Basic	0.38	-0.00	0.18	3.67
(b) Diluted	0.38	-0.00	0.18	3.67
ii) EPS after Extraordinary items (of Rs.10/- each) (not annualised)				
(a) Basic	0.38	-0.00	0.18	3.67
(b) Diluted	0.38	-0.00	0.18	3.67

For Asian Tea & Exports Limited

S/d-

Hari Ram Garg

Director

DIN: 00216053

Place: Kolkata

Date: 27th August 2021

ASIAN TEA & EXPORTS LIMITED

CIN: L24219WB1987PLC041876

"Sikkim Commerce House", 4/1, Middleton Street, Kolkata-700 071, India

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E-mail: info@asianteaexports.com; Website: www.asianteaexports.com

Reporting of Segment wise Revenue, Results & Capital Employed for the quarter ended 30th June 2021

Rs. in Lakhs

Particulars	Consolidated			
	Quarter ended			Year ended
	30.06.2021	31.03.2021	30.06.2020	31.03.2021
	Unaudited	Unaudited	Unaudited	Audited
1) Segment Revenue (net Sales/income)				
a) Segment- Domestic				
l) Tea & other component	1,640.20	6,112.27	1,185.94	11,979.92
b) Segment-International				
l) Tea & others	1.69	46.39	5.71	45.61
c) unallocated	38.26	587.76	87.75	362.47
Total	1,680.14	6,746.42	1,279.40	12,388.00
Net Sales/income from operations.	1,680.14	6,746.42	1,279.40	12,388.00
2) Segment Results (Profit (+)/Loss (-) before tax and interest from each segment.				
a) Segment- Domestic				
l) Tea & other Component.	86.82	194.13	-26.73	359.45
b) Segment-International				
l) Tea & others	1.69	46.40	5.71	45.55
Total	88.51	240.53	-21.02	405.00
Less (i) Interest	82.87	104.11	42.23	346.53
ii) Other un-allocable expenditure net off	-36.36	118.29	-80.70	-342.67
Total Profit before Tax.	42.00	18.13	17.46	401.14
3) Segment Asset				
a) Segment- Domestic				
l) Tea & other Component.	4,616.23	5,188.13	6,310.54	5,188.13
b) Segment-International				
i) Tea & other Component.	150.73	149.04	182.35	149.04
c) Unallocated	2,789.96	2,880.65	2,554.87	2,880.65
Total	7,556.92	8,217.82	9,047.76	8,217.82
4) Segment Liabilities				
a) Segment- Domestic				
l) Tea & other Component.	42.10	864.10	1,586.77	864.10
b) Segment-International				
i) Tea & other Component.	-	-	-	-
c) Unallocated	3,345.15	3,219.38	3,662.19	3,219.38
Total	3,387.25	4,083.48	5,248.96	4,083.48
Capital Employed (Segment Assets- Segment Liabilities)	4,169.67	4,134.34	3,798.80	4,134.34

Notes:

1. The unaudited Financial Results have been reviewed by the Audit Committee and its meeting held on 27th August 2021 and approved by the Board of Directors at its meeting held on 27th August 2021.

2. The Company is mainly engaged in the Business of sale of made tea, , Yellow Peas, Rice, Urad Dalm Toor etc.

3. The Company has non-current investment in unquoted equity shares which the Company had valued at cost.

4. The figures of previous year/quarters wherever required have been rearranged or regrouped.

For Asian Tea & Exports Limited

S/d-

Hari Ram Garg

Director

DIN: 00216053

Place: Kolkata

Date: 27th August 2021

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM QUARTERLY STANDALONE FINANCIAL RESULTS OF ASIAN TEA & EXPORTS LIMITED

TO THE BOARD OF DIRECTORS OF ASIAN TEA & EXPORTS LIMITED

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of Asian Tea & Exports Limited ("the Company"), for the quarter ended June 30, 2021 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement
5. Further subject to the above, we draw your attention to the following matters:
 - a. The Company has non-current investment in unquoted equity shares of Doyapore Tea Industries Pvt. Ltd. and Azamabad Tea Company Pvt. Ltd. amounting to Rs. 255.08 Lakhs, Rs. 6.06 lakhs respectively. The said investments are valued at cost. Due to unavailability of audited financial statement for the FY 2020-21 the Company has relied on the audited financial statements for the year ended 31st march 2020. Where there is a decline in the value of investment amounting to Rs. 157.92 Lakhs and Rs. 5.21 Lakhs respectively. However, the Company has not made any provision for diminution in value of investment as in the view of management these investments are long term and such diminution is temporary in nature.

Our conclusion is not modified in respect of the above matters.

For Kaushal Surana & Co.
Chartered Accountant

S/d-

FCA Kaushal Kumar Surana
Proprietor
Membership No: 065552
Firm Registration No.: 329248E
Place: Kolkata
Date: 27th August 2021
UDIN: 21065552AAAABC3293

ASIAN TEA & EXPORTS LIMITED

CIN: L24219WB1987PLC041876

"Sikkim Commerce House", 4/1, Middleton Street, Kolkata-700 071, India

Phones: (91-033) 4006-3601/3602, Fax: (91-033) 2280-3101

Statement of Standalone unaudited Financial Results for the quarter ended 30th June, 2021

Rs. in Lakhs excepts for Shares & EPS

Particulars	Standalone			
	Quarter ended			Year ended
	30.06.2021	31.03.2021	30.06.2020	31.03.2021
	Unaudited	Unaudited	Unaudited	Audited
1. Income from Operations				
a) Revenue from Operations	1,610.48	5,366.06	1,072.64	9,295.52
b) Other Income	12.30	-13.36	93.86	197.80
1. Total Revenue (a+b)	1,622.78	5,352.70	1,166.50	9,493.31
2. Expenses				
a) Cost of Materials Consumed	-	-	-	-
b) Purchase of Stock in Trade	1,458.65	4,998.48	1,517.32	8,876.99
c) Changes in Inventories of Finished goods, Work-in-progress and Stock in Trade	26.90	27.51	-391.25	-218.56
d) Employees Benefits Expense	11.83	12.09	15.19	56.36
e) Finance Costs	81.31	101.06	42.21	343.03
f) Depreciation and Amortisation expense	1.77	2.64	2.52	10.35
g) Other Expenditure	31.90	167.78	23.74	330.38
2. Total Expenses	1,612.36	5,309.56	1,209.73	9,398.55
3) Profit before exceptional and extraordinary items and tax (1-2)	10.42	43.14	-43.24	94.76
4) Exceptional Items	-	-	-	-
5) Profit before tax (3-4)	10.42	43.14	-43.24	94.76
6) Tax Expense:				
a) Current Tax	3.02	10.83	-	24.67
b) Deferred Tax	0.94	-0.43	-1.19	-1.58
c) Earlier year Tax Provision	-	-	-	-
7) Profit (Loss) for the period (5-6)	6.46	32.74	-42.05	71.67
8) Other Comprehensive Income	1.80	0.85	1.96	2.24
9) Total Comprehensive Income (7-8)	8.27	33.59	-40.09	73.92
10) Paid up Equity Share Capital (F.V. Rs 10/-)	1,000.00	1,000.00	1,000.00	1,000.00
11) Reserves excluding revaluation reserve				1,894.20
12) Earning Per Share (EPS)				
i) Before Extraordinary items (of Rs.10/- each) (not annualised)				
(a) Basic	0.06	0.33	-0.42	0.72
(b) Diluted	0.06	0.33	-0.42	0.72
ii) EPS after Extraordinary items (of Rs.10/- each) (not annualised)				
(a) Basic	0.06	0.33	-0.42	0.72
(b) Diluted	0.06	0.33	-0.42	0.72

For Asian Tea & Exports Ltd

S/d-

(H. R. GARG)

Managing Director

DIN: 00216053

Place: Kolkata

Date: 27th August 2021

ASIAN TEA & EXPORTS LIMITED

CIN: L24219WB1987PLC041876

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Reporting of Segment wise Revenue, Results & Capital Employed for the quarter 30th June, 2021

Particulars	Standalone (Rs. In Lakhs)			
	Quarter ended			Year ended
	30.06.2021	31.03.2021	30.06.2020	31.03.2021
	Unaudited	Unaudited	Unaudited	Unaudited
1) Segment Revenue (net Sales/income)				
a) Segment- Domestic				
I) Tea & other component	1,614.85	5,422.07	1,073.04	9,435.71
b) Segment-International				
I) Tea & others	1.69	46.39	5.71	45.61
c) unallocated	6.24	-115.76	87.75	11.99
Total	1,622.78	5,352.70	1,166.50	9,493.31
Less: Inter Segment Revenue.				
Net Sales/income from operations.	1,622.78	5,352.70	1,166.50	9,493.31
2) Segment Results (Profit (+)/Loss (-) before tax and interest from each segment.				
a) Segment- Domestic				
I) Tea & other Component.	85.41	221.13	-87.23	396.50
b) Segment-International				
I) Tea & others	1.69	46.40	5.71	45.55
Total	87.10	267.53	-81.52	442.05
Less (i) Interest	81.31	101.06	42.21	343.03
ii) Other un-allocable expenditure net off	-4.63	123.35	-80.48	4.26
Total Profit before Tax.	10.42	43.14	-43.24	94.76
3) Segment Asset				
a) Segment- Domestic				
I) Tea & other Component.	3,857.55	4,433.32	5,290.52	4,433.32
b) Segment-International				
i) Tea & other Component.	150.73	149.04	182.35	149.04
c) Unallocated	2,051.29	2,163.61	2,025.79	2,163.61
Total	6,059.57	6,745.98	7,498.66	6,745.98
4) Segment Liabilities				
a) Segment- Domestic				
I) Tea & other Component.	127.82	683.95	1,434.08	683.95
b) Segment-International				
i) Tea & other Component.	-	-	-	-
c) Unallocated	3,029.28	3,167.83	3,284.40	3,167.83
Total	3,157.10	3,851.78	4,718.48	3,851.78
Capital Employed (Segment Assets- Segment Liabilities)	2,902.47	2,894.19	2,780.18	2,894.19

Notes:

1. The above Unaudited standalone Financial Results and Segment Results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 27th August 2021. The limited review for the quarter and period ended 30th June 2021 has been carried out by the Statutory Auditors, as required under Regulation 33 of the SEBI(LODR) Regulation, 2015.
2. The Company is mainly engaged in the Business of sale of made tea, Yellow Peas, Rice, Dal etc.
3. The Company has non-current investment in unquoted equity shares which the Company had valued at cost.
4. The figures and heads of previous year/quarters has been regrouped and re arranged wherever necessary to make comparable to the current period/quarter.

For Asian Tea & Exports Ltd

S/d-
(H. R. GARG)
Managing Director
DIN: 00216053

Place: Kolkata
Date: 27th August 2021



CONSOLIDATED FINANCIALS

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF ASIAN TEA & EXPORTS LIMITED****Report on the Consolidated Ind AS Financial Statements**

We have audited the accompanying consolidated Ind AS financial statements of **ASIAN TEA & EXPORTS LIMITED** (hereinafter referred to as "the Parent") and its subsidiaries (audited by other auditor) (the Parent and its subsidiaries together referred to as "the Group"), comprising the Consolidated Balance Sheet as at March 31, 2021 the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Parent's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Parent, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Parent's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Parent's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on consideration of reports of the other auditors on separate financial statements of subsidiaries referred to in the Other Matters paragraph below, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March

31, 2021 and their consolidated profit, consolidated total comprehensive income, their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

We did not Audit the financial statements of two subsidiaries Sarita Nupur Vyapaar Private Limited and Greenol Laboratories Pvt Ltd. included in the audited consolidated financial statements, whose financial statements reflect total assets of Rs.1,237.98 Lacs and net assets of Rs. 772.12 Lakh as at 31st March 2021 and the total revenues of Rs. 2,711.18 Lakh and Rs. 19.35 Lakh, total net loss after tax of Rs. 12.77 Lakh and net profit after tax of Rs, 9.86 Lakh for the year ended 31st March 2021, respectively, as considered in the consolidated financial statements. These financial statements have been audited by other auditors and their reports dated 24-07-2021 and 24-07-2021 respectively, vide which, they have issued an unmodified conclusion. These have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated above. Our conclusion on the Statement is not modified in respect of the above matters. Further, the financial statements of the associates for year ending 31st March 2021 have also been audited by other auditors and reviewed by the Board of Directors of the respective Company and the Board of Directors of Asian Tea & Exports Limited and no audit have been performed by us for these associates as tabled below:

Name of Associates	Percentage of Shareholding as on 31-03-2021
Kesavatsapur Tea Company (P) Ltd.	40.79%
Hurdeodass Co. (P) Ltd.	27.19%
Asian Tea Company Pvt Ltd	40.43%
Indong Tea Co. Pvt. Ltd.	32.07%
Inspire Tie Up Pvt. Ltd.	5.43%
HRG HealthCare Pvt. Ltd.	16.63%

Our conclusion on the Statement is not modified in respect of the above matters.

Emphasis-of-Matter

Without qualifying our opinion, we draw your attention to the following matters:

- a. The Parent has non-current investment in unquoted equity shares of Doyapore Tea Industries Pvt. Ltd. and Azambad Tea Company Pvt. Ltd. amounting to Rs.. 255.08 Lakhs, Rs. 6.06 lakhs respectively. The said investments are valued at cost. Due to unavailability of audited financial statements for the financial year 2020 -2021, the Company has relied on the audited financial statements for the year ended 31st march 2020. Where there is a decline in the value of investment amounting to Rs. 157.92 Lakhs, Rs. 5.21 Lakhs respectively. However, the Company has not made any provision for diminution in value of investment as in the view of management these investments are long term and such diminution is temporary in nature.

Our opinion is not modified in respect of these matters.

Other Matter

We did not audit the financial information of subsidiaries and associates. This financial information's have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated Ind AS financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

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

- i. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
- ii. in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and report of other auditors.

- iii. the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- iv. in our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
- v. on the basis of the written representations received from the Directors of the Parent as on March 31, 2021 taken on record by the Board of Directors of the Parent, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
- vi. with respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Parent. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting, for the reasons stated therein.
- vii. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent.

For Kaushal Surana & Co.

Chartered Accountant

Sd/-

FCA Kaushal Kumar Surana

Proprietor

Membership No: 065552

Firm Registration No.: 329248E

Place: Kolkata

Date: 14th August 2021

UDIN: **21065552AAAABB9930**

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31st 2021, we have audited the internal financial controls over financial reporting of ASIAN TEA & EXPORTS LIMITED (hereinafter referred to as "the Parent" or "Company"), as of that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Parent, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Parent 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 the Parent's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Parents' 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 Parent's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Parent, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021 based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note.

For Kaushal Surana & Co.

Chartered Accountant

Sd/-

FCA Kaushal Kumar Surana

Proprietor

Membership No: 065552

Firm Registration No.: 329248E

Place: Kolkata

Date: 14th August 2021

UDIN: **21065552AAAABB9930**

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2021

[All amounts in Rs, unless otherwise stated]

Particulars	Notes	31st March 2021	31st March 2020
ASSETS			
Non- Current assets			
(a) Property, Plant and Equipment	2	64,696,922	68,102,686
(b) Intangible Assets (Goodwill on Consolidation)		33,232,437	33,232,437
(c) Investment in Associates	3	176,766,831	146,929,850
(d) Financial Assets			
Investments	4	49,866,918	49,874,963
(e) Deferred Tax Assets (Net)	5	2,125,345	3,002,209
(f) Other Non-Current Assets	6	1,576,608	1,547,139
Total Non-Current Assets		328,265,061	302,689,284
Current Assets			
(a) Inventories	7	94,769,406	70,332,309
(b) Financial Assets			
(i) Trade Receivables	8	108,085,418	136,283,700
(ii) Cash & Cash Equivalents	9	14,132,013	3,414,695
(iii) Other Bank Balances	10	1,602,236	5,681,592
(iv) Other Financial Assets	11	7,661,161	7,338,349
(c) Current Tax Assets (Net)	12	2,677,442	1,903,834
(d) Other Current Assets	13	264,589,045	327,137,847
Total Current Assets		493,516,721	552,092,326
TOTAL ASSETS		821,781,782	854,781,610
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	14	100,000,000	100,000,000
Other Equity	15	313,433,972	278,382,438
Total Equity		413,433,972	378,382,438
Liabilities			
Non- current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	53,631,800	28,788,416
(ii) Other Financial Liabilities	17	7,225,000	7,225,000
(b) Employee Benefit Obligations	18	655,817	715,526
Total Non- current Liabilities		61,512,617	36,728,942
Current Liabilities			
(a) Financial Liabilities			
Borrowings	19	257,588,040	270,306,051
Trade Payables	20	76,589,726	120,213,202
Other Financial Liabilities	21	9,629,180	5,805,860
(b) Other Current Liabilities	22	1,089,270	41,403,258
(c) Employee Benefit Obligations	23	1,938,977	1,941,859
Total Current Liabilities		346,835,193	439,670,230
TOTAL LIABILITIES		408,347,810	476,399,172
TOTAL EQUITY AND LIABILITIES		821,781,782	854,781,610

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

The above statement of Consolidated Balance Sheet should be read in conjunction with the accompanying notes.

For & on behalf of the Board

For Kaushal Surana & Co.

Chartered Accountants

Sd/-

FCA Kaushal Kumar Surana

Proprietor

Mem No. 065552

FRN: 329248E

Place: Kolkata

Date: 14-08-2021

Sd/-

(HARIRAM GARG)

Managing Director

DIN: 00216053

Sd/-

(SUNIL GARG)

Director

DIN: 00216155

Sd/-

(RAJESH GARG)

Chief Financial Officer

Sd/-

(ANNU JAIN)

Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2021

[All amounts in Rs, unless otherwise stated]

Particulars	Notes	Year ended 31st March 2021	Year ended 31st March 2020
Income:			
Revenue from Operations	24	1,180,844,105	2,364,208,718
Other Income	25	57,956,311	17,770,383
Total Income		1,238,800,416	2,381,979,101
Expenses:			
Purchases of Stock in Trade	26	1,109,008,412	1,799,579,450
Changes in Inventories of Finished Goods	27	(24,437,097)	236,577,789
Employee Benefits Expense	28	5,959,462	8,446,411
Finance Costs	29	34,653,101	57,651,524
Depreciation and Amortization Expense	30	1,668,154	1,871,856
Other Expenses	31	71,835,397	243,162,850
Total Expenses		1,198,687,429	2,347,289,880
Profit before exceptional and extraordinary items and tax (III - IV)		40,112,987	34,689,221
Exceptional Item			
Profit before extraordinary items & Tax (V - VI)		40,112,987	34,689,221
Extraordinary Items			
Profit before tax		40,112,987	34,689,221
Income Tax Expense			
(1) Current Tax		2,650,362	7,957,353
(2) Deferred Tax		764,232	(1,302,480)
(3) Earlier year Tax		(2)	294,991
Total Tax Expense		3,414,592	6,949,864
Profit for the year		36,698,395	27,739,357
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurements of net defined benefit plans		311,419	126,485
Income tax relating to above items		(86,637)	(35,188)
Share of Other Comprehensive Income from Associates			
Other Comprehensive Income for the year, net of tax		224,782	91,297
Total Comprehensive Income for the year		36,923,177	27,830,654
Earning per equity share (Face Value of Rs.10 each)	32		
(1) Basic		3.67	2.77
(2) Diluted		3.67	2.77

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

The above Consolidated Statement of Profit and Loss should be read in conjunction with the accompanying notes.

For & on behalf of the Board

For Kaushal Surana & Co.

Chartered Accountants

Sd/-

FCA Kaushal Kumar Surana

Proprietor

Mem No. 065552

FRN: 329248E

Place: Kolkata

Date: 14-08-2021

Sd/-

(HARIRAM GARG)

Managing Director

DIN: 00216053

Sd/-

(RAJESH GARG)

Chief Financial Officer

Sd/-

(SUNIL GARG)

Director

DIN: 00216155

Sd/-

(ANNU JAIN)

Company Secretary

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2021

Particulars	As at 31st March 2021	As at 31st March 2020
(A) Cash Flow From Operating Activities		
Profit as per consolidated statement of Profit & Loss	40,112,987	34,689,221
Add: Comprehensive Income		-
Profit before Income Tax	40,112,987	34,689,221
Adjustments for		
Fair Value of Financial assets (Net)	(6,348)	(80,371)
Provision for Gratuity	229,359	231,167
Depreciation and Amortisation Expense	1,668,153	1,871,856
Interest Income Received on Loans	(1,314,806)	(1,086,235)
Finance Costs	34,600,344	44,571,411
Remeasurements of Defined Benefit Plans (Net)		
Sundry Balance Written Off (Net)	(8,833,690)	85,869
Share of Profit from Associates	(29,822,587)	(5,952,194)
Loss on fair valuation of Financial assets		28,452
Profit on sale of Fixed Assets	-	5,577
Operating profit before working capital changes	36,633,412	74,364,753
Adjustments for		
Decrease/(Increase) in Other Non-Current Asset	-	(10,000)
Decrease/(Increase) in Inventories	(24,437,097)	236,577,789
Decrease/(Increase) in Trade Receivables	20,442,898	(16,090,061)
Decrease/(Increase) in Other Current Financial Asset	(322,813)	5,692,719
Decrease/(Increase) in Current Tax Asset (Net)	86,288	(326,279)
Decrease/(Increase) in Other Current Assets	8,798,725	425,140
(Decrease)/Increase in Non-Current Employee Benefit Obligations	(10,000)	-
(Decrease)/Increase in Trade Payable	(55,038,023)	3,027,753
(Decrease)/Increase in Other Current Liabilities	(11,845,371)	19,251,671
(Decrease)/Increase in Current Employee Benefit Obligations		-
Cash Generated from Operations	(25,691,981)	322,913,485
Income Tax Paid	(3,949,253)	(5,092,329)
Cash Flow before Extraordinary Items	(29,641,234)	317,821,156
Income/(Expenses) pertaining to previous year		
Net Cash from Operating Activities	(29,641,234)	317,821,156
(B) Cash Flow from Investing Activities		
Payment for Property, Plant & Equipment	(134,039)	(2,271,034)
Proceeds from sale of Property, Plant & Equipment	-	21,186
Purchase of Investments		(5,552,722)
Interest Received on Loan	1,314,806	1,086,235
Loans to Others	53,750,076	(143,593,624)
Net Cash Generated From/ (Used in) Investing Activities	54,930,843	(150,309,959)
(C) Cash Flow from Financial Activities		
Borrowings (Repaid) / Taken	15,948,693	(116,207,395)
Finance Costs	(34,600,344)	(44,571,411)
Net Cash Generated From/(Used in) Financing Activities	(18,651,651)	(160,778,806)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	6,637,958	6,732,391
Opening Cash & Cash Equivalents (Refer Note No. 9 & 10)	9,096,287	2,363,896
Closing Cash & Cash Equivalents (Refer Note No. 9 & 10)	15,734,251	9,096,287

Notes:

- i. The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.
- ii. Cash and cash equivalents include "Cash and Bank Balances".
- iii. Previous years figures have been re-arranged/re-grouped wherever necessary.

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

For & on behalf of the Board

For Kaushal Surana & Co.
Chartered Accountants

Sd/-
FCA Kaushal Kumar Surana
Proprietor
Mem No. 065552
FRN: 329248E
Place: Kolkata
Date: 14-08-2021

Sd/-
(HARIRAM GARG)
Managing Director
DIN: 00216053

Sd/-
(RAJESH GARG)
Chief Financial Officer

Sd/-
(SUNIL GARG)
Director
DIN: 00216155

Sd/-
(ANNU JAIN)
Company Secretary

STATEMENT OF CHANGES IN EQUITY

A. EQUITY SHARE CAPITAL

	Notes	Amount
As at 31st March 2019		100,000,000
Changes in Equity Share Capital	15	-
As at 31st March 2020		100,000,000
Changes in Equity Share Capital	15	-
As at 31st March 2021		10,000,000

B. OTHER EQUITY

Particulars	Capital Reserve	Securities Premium Reserve	General Reserve	Revaluation Reserve	Retained Earnings	Other Reserves - OCI	Total
As at 31st March 2018	614,029	63,000,000	1,300,000	33,484,259	144,098,939	84,666	242,581,893
Addition during the year					12,650,120	(542,588)	12,107,532
Deletion during the year				(2,137,485)			(2,137,485)
As at 31st March 2019	614,029	63,000,000	1,300,000	31,346,774	156,749,059	(457,922)	252,551,940
Addition during the year					27,739,357	91,297	27,830,654
Deletion during the year				(2,000,156)			(2,000,156)
As at 31st March 2020	614,029	3,000,000	1,300,000	29,346,618	184,488,416	(366,625)	278,382,438
Addition during the year					36,698,395	224,782	36,923,177
Deletion during the year				(1,871,643)			(1,871,643)
As at 31st March 2021	614,029	63,000,000	1,300,000	27,474,975	221,186,811	(141,843)	313,433,972

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

The above Statement of Changes In Equity should be read in conjunction with the accompanying notes.

For & on behalf of the Board

For Kaushal Surana & Co.

Chartered Accountants

Sd/-

FCA Kaushal Kumar Surana

Proprietor

Mem No. 065552

FRN: 329248E

Place: Kolkata

Date: 14-08-2021

Sd/-

(HARIRAM GARG)

Managing Director

DIN: 00216053

Sd/-

(RAJESH GARG)

Chief Financial Officer

Sd/-

(SUNIL GARG)

Director

DIN: 00216155

Sd/-

(ANNU JAIN)

Company Secretary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

Background:

Asian Tea & Exports Limited (the Parent Company) is a company limited by shares, incorporated and domiciled in India. The Group is engaged in the Business of sale of made tea, Fibre Boards, Elevators, Yellow Peas, etc. The Parent Company, its Subsidiaries and associates are together referred as "The Group".

Note No. 1: SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all years presented, unless otherwise stated.

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS**1.1.1 Compliance with Ind AS:**

These financial statements comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

1.1.2 Classification of Current and Non-Current

All the Assets and Liabilities have been classified as current or non-current as per the group's normal operating cycle and other criteria set out in the 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 the acquisition of assets for processing and their realization in cash and cash equivalents, the group has ascertained its operating cycle to be 12 months for the purpose of current/non-current classification of assets and liabilities.

1.1.3 Historical Cost Convention:

These financial statements have been prepared in accordance with generally accepted accounting principles in India under the historical cost convention, except for the following:

- i. Defined Benefit Plans – Plan Assets measured at fair value.
- ii. Certain Financial Assets and Liabilities which are measured at fair value.
- iii. Assets held for sale - measured at lower of carrying amount or fair value less cost to sell.

1.1.4 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Rupees as per the requirement of Schedule III, unless otherwise stated.

1.2 Segment Reporting

Operating Segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

1.3 Foreign Currency Translation

Foreign currency transactions are translated into Indian Rupee (INR) which is the functional currency (i.e., The currency of the primary economic environment in which the entity operates) using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognized in profit or loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

1.4 Revenue Recognition:

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of tea claims and are net of sales return, sales tax/value added tax/goods and service tax, trade allowances and amount collected on behalf of third parties.

The group recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the group and significant risk and rewards incidental to the sale of products is transferred to the buyer.

1.5 Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the group has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets/liabilities are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiary and associate where in case of assets it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which temporary difference can be utilized and in case of liabilities the group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

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

Minimum Alternate Tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the group will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer convincing evidence to the effect that the group will pay normal income tax during the specified period.

1.6 Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, 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.

1.7 Trade Receivables

Trade Receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment, if any.

1.8 Inventories

Inventories are stated at lower of cost and net realizable value. Cost is determined using FIFO method and comprises of the purchase price including duties and taxes, freight inward and other expenditure directly attributable to the acquisition, but excluding trade discount and other rebates.

1.9 Investments and other Financial Assets

The group classifies its financial assets in the following measurement categories:

- i. those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- ii. those measured at amortized cost.

The classification depends on the group's business model for managing the financial assets and the other contractual terms of cash flows.

1.9.1 Measurement - Equity Instruments:

The group measures its equity investment other than in subsidiaries and associates at cost. However where the group's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income, there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss.

1.9.2 Measurement - Mutual Funds

All mutual funds in scope of Ind-AS 109 are measured at fair value through profit and loss (FVTPL).

1.9.3 De-Recognition of Financial Assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the group has transferred its rights to receive cash flows from the asset.

1.10 Financial Liabilities

Initial Recognition and Measurement

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified as amortised cost.

Subsequent Measurement

These liabilities include are borrowings and deposits. Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

De-Recognition of Financial Liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

1.11 Income Recognition:

Dividends- Dividends are recognized in profit or loss only when the right to receive payment is established.

Interest Income- Interest Income from debt instrument is recognised using the effective interest rate method.

1.12 Property, Plant and Equipment

All items of Property, Plant and Equipment are stated at historical cost less depreciation. Historical Cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value:

Depreciation on Property, Plant and Equipment is provided as per Written Down Method (WDV). Depreciation for the current year is provided on the basis of useful lives as prescribed in Schedule II to the Companies Act, 2013, which in the view of the management is reasonable based on the life the asset is expected to be used.

The assets' residual values and useful lives are reviewed, adjusted if appropriate, at the end of each reporting period.

Gain and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/losses.

1.13 Equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

1.14 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the group, on or before the end of the reporting period but not distributed at the end of the reporting period.

1.15 Earnings per Share**1.15.1 Basic earnings per share**

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the group
- By the weighted average number of equity shares outstanding during the financial year.

1.15.2 Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

1.16 Impairment of Financial assets:

In accordance with Ind-AS 109, the group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets:

Trade Receivables

For recognition of impairment loss on Trade Receivable, the group determines whether there has not been a significant increase in the credit risk since initial recognition and if the credit risk has not increased significantly, no impairment loss is provided.

Other Financial Assets

For recognition of impairment loss on other financial assets and risk exposure, the group determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

1.17 Use of Estimates

The Preparation of financial statements in conformity with the generally accepted accounting principles in India requires the management to make estimates and assumptions that affects the reported amount of assets and liabilities as at the balance sheet date, the reported amount of revenue and expenses for the periods and disclosure of contingent liabilities at the balance sheet date. The estimates and assumptions used in the financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of financial statements and actual results could differ from estimates.

1.18 Borrowing

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

1.19 Borrowing Cost:

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss.

1.20 Employee Benefits**Post-employment obligations - Defined benefit plans such as Gratuity:**

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity fund is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

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

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in other comprehensive income in the statement of changes in equity and in the balance sheet.

1.21 **Provisions and contingent liabilities**

Provisions are recognised when the group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the group or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

1.22 **Principles of consolidation and equity accounting**

1.22.1 **Subsidiaries**

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The group combines the financial statements of the parents and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

1.22.2 **Associates**

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

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profit or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income.

Dividends received or receivable from associate are recognised as a reduction in the carrying amount of the investment.

1.23 **Control**

The Group assessed whether or not it has control on its investees based on whether, as an investor, it has the power/rights and consequently the practical ability to direct the relevant activities of its investees unilaterally. In making this judgement, the Group considered the absolute size of its holding, the relative size of and dispersion of other shareholders, and whether any contractual arrangements exist between the Company (and its subsidiaries) and other shareholders of the investees. Based on this, and in accordance with its Accounting Policy, the Group has determined that the entities listed in the notes to the financial statements are the only entities over which Group has control.

PROPERTY, PLANT AND EQUIPMENT

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount as at 31st March, 2020
	Original Cost as at 1st April, 2019	Additions during the year	Dispos als during the year	As at 31st March, 2020	As at 1st April, 2019	Depreciat ion for the year	Dispos als during the year	As at 31st March, 2020	
Tangible Assets									
Freehold Land	21,211,500	-	-	21,211,500	-	-	-	-	21,211,500
Building	17,814,358	-	-	17,814,358	5,543,510	591,603	-	6,135,113	11,679,245
Premises - Leasehold	55,128,564	-	-	55,128,564	22,965,328	2,066,428	-	25,031,756	30,096,808
Wells and Tubewells	58,364	-	-	58,364	44,285	2,668	-	46,953	11,411
Tea Plantation	1,517,840	-	-	1,517,840	-	-	-	-	1,517,840
Office Equipment's	460,624	120,635	-	581,259	370,767	76,572	-	447,339	133,919
Furniture & Fixtures	1,459,829	21,484	-	1,481,313	1,142,882	77,203	-	1,220,085	261,228
Vehicles	6,459,830	1,703,888	535,257	7,628,461	4,388,792	845,773	508,494	4,726,071	,902,390
Computers	72,281	210,613	-	282,894	66,807	133,022	-	199,829	83,065
Roof & Wall Sheet	99,134	-	-	99,134	29,525	18,019	-	47,544	51,590
Plant & Machinery		214,414	-	214,414		60,723	-	60,723	153,691
Total	104,282,324	2,271,034	535,257	106,018,100	34,551,896	3,872,012	508,494	37,915,414	68,102,686

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount as at 31st March, 2021
	Original Cost as at 1st April, 2020	Additions during the year	Dispos als during the year	As at 31st March, 2021	As at 1st April, 2020	Depreciat ion for the year	Dispos als during the year	As at 31st March, 2021	
Tangible Assets									
Freehold Land	21,211,500	-	-	21,211,500	-	-	-	-	21,211,500
Building	17,814,358	-	-	17,814,358	6,135,113	563,080	-	6,698,193	11,116,165
Premises - Leasehold	55,128,564	-	-	55,128,564	25,031,756	1,933,662	-	26,965,418	28,163,146
Wells and Tubewells	58,364	-	-	58,364	46,953	2,162	-	49,115	9,249
Tea Plantation	1,517,840	-	-	1,517,840	-	-	-	-	1,517,840
Office Equipment's	581,259	89,199	-	670,458	447,339	56,289	-	503,628	166,829
Furniture & Fixtures	1,481,313	-	-	1,481,313	1,220,085	48,962	-	1,269,047	212,266
Vehicles	7,628,461	-	-	7,628,461	4,726,071	817,164	-	5,543,235	2,085,226
Computers	282,894	-	-	282,894	199,829	49,006	-	248,835	34,059
Roof & Wall Sheet	99,134	-	-	99,134	47,544	13,355	-	60,899	38,235
Plant & Machinery	214,414	44,840	-	259,254	60,723	6,122	-	116,845	142,409
Total	106,018,100	134,039	-	106,152,140	37,915,414	3,539,802	-	41,455,215	64,696,924

2. INVESTMENT IN ASSOCIATES ACCOUNTED USING EQUITY METHOD

Particulars	31st March 2021	31st March 2020
(In Unquoted Equity Shares of Rs. 10/- each fully paid, except otherwise stated)		
Equity Instruments at Cost		
<u>Investment in Equity Instruments - Associate</u>		
Kesavatsapur Tea Co. Pvt Ltd.	13,587,963	9,394,028
3100000 (31.03.2019- 3100000) Shares		
Asian Tea Co. Pvt Ltd.	124,789,140	105,972,902
198125 (31.03.2019- 198125) Shares		
Hurdeodass Co. Pvt Ltd.	7,672,620	6,084,162
104000 (31.03.2019- 104000) Shares		
Inspire Tie Up Pvt Ltd.	295,976	297,123
30000 (31.03.2019- 30000) Shares		
HRG HealthCare Pvt Ltd.	1,060,868	1,051,997
66500 (31.03.2019- 66500) Shares		
Indong Tea Co. Pvt Ltd.	29,360,264	24,144,032
1637798 (31.03.2019- 1637798) Shares		
TH Infracon Pvt Ltd.	-	(6,031)
60000 (31.03.2019- 60000) Shares		
Sriram Tokharam Realtors Pvt Ltd.	-	(8,362)
21500 (31.03.2019- 21500) Shares		
Total	176,766,831	146,929,850

3. NON-CURRENT INVESTMENTS

Particulars	31st March 2021	31st March 2020
(In Equity Shares of Rs. 10/- each fully paid, except otherwise stated)		
Equity Instruments designated at Cost		
<u>Investments in Equity Instruments - Others</u>		
Doyapore Tea Industries Pvt Ltd.	25,508,055	25,508,055
191675 (31.03.2019- 191675) Shares		
IBM Finance & Investment Pvt Ltd	2,919,000	2,919,000
83400 (31.03.2019- 83400) Shares		
Azamabad Tea Co Pvt Ltd.	606,625	606,625
3800 (31.03.2019- 3800) Shares		
Prachi Mittal Creations Pvt Ltd.	488,550	488,550
10510 (31.03.2019- 10510) Shares		
Mittal Tex Fab Pvt Ltd.	241	241
14 (31.03.2019- 14) Shares		
Kanchan Wood Products Pvt Ltd	800,000	800,000
80000 (31.03.2019- 80000) Shares		
Asian Housing & Infrastructure Pvt Ltd	4,743,677	4,743,677
209750 (31.03.2019- 209750) Shares		
Asian Capital Market Ltd	3,175,000	3,175,000
52000 (31.03.2019- 52000) Shares		
Sita Plantations Pvt Ltd	2,400,000	2,400,000
54750 (31.03.2019- 54750) Shares		
ST Buildcon Pvt Ltd	800,000	1,800,000
84000 (31.03.2019- 84000) Shares		
Skyview Dealtrade Pvt Ltd	1,223,500	1,223,500
16313 (31.03.2019- 16313) Shares		
Sriram Tokhram Tea Vanijya Pvt Ltd	1,000,000	1,000,000
5000 (31.03.2019- 5000) Shares		
Ultrafocus Developers Pvt Ltd	2,050,000	2,050,000
90000 (31.03.2019- 10000) Shares		
Everlasting Procon Pvt Ltd	650,000	650,000
50000 (31.03.2019- 20000) Shares		
Upmost Retails Pvt Ltd	100,000	100,000

10000 (31.03.2019- 10000) Shares		
Ultrashine Marketing Pvt Ltd	100,000	100,000
10000 (31.03.2019- 10000) Shares		
Moonview Marcom Pvt Ltd	100,000	100,000
10000 (31.03.2019- 10000) Shares		
Greenex Chemical Pvt Ltd	816,890	816,890
3600 (31.03.2019- 3600) Shares		
Swati Nippon Pvt Ltd	100,000	100,000
10000 (31.03.2019- 10000) Shares		
Maharaja Barter Pvt Ltd	175,000	175,000
17500 (31.03.2019- 17500) Shares		
TH Infracon Pvt Ltd.	1,593,969	600,000
60000 (31.03.2019- 60000) Shares		
Sriram Tokharam Realtors Pvt Ltd.	2,06,638	215,000
21500 (31.03.2019- 21500) Shares		
Meghalaya Global Services Ltd.	5,000	5,000
1000 (31.03.2019. NIL) Shares		
Total (A)	49,562,145	49,576,538
B. Other Investment Designated at FVTPL		
Investment in Other Instruments		
Gold Coin (9 Pcs)	304,773	298,425
Kotak Securities		-
Total (B)	304,773	298,425
Total (A+B)	49,866,918	49,874,963
Aggregate Value of Unquoted Investments	226,328,976	196,506,388
Total Amount of Investments	226,633,749	196,804,813

- i. In the previous financial Year, the company ceases to have common control in case of TH Infracon Pvt Ltd & Sriram Tokharam Realtors Pvt Ltd on and from 06.03.2020 due to resignation of common director from the aforesaid companies.
- ii. The Company has non-current investment in unquoted equity shares of Doyapore Tea Industries Pvt. Ltd. and Azamabad Tea Company Pvt. Ltd. amounting to Rs. 255.08 Lakhs, Rs. 6.06 lakhs respectively. The said investments are valued at cost. Due to non availability of audited financial statements for the financial year 2020 -2021, the Company has relied on the audited financial statements for the year ended 31st march 2020. Where there is a decline in the value of investment amounting to Rs. 157.92 Lakhs, Rs. 5.21 Lakhs respectively. However, the Company has not made any provision for diminution in value of investment as in the view of management these investments are long term and such diminution is temporary in nature.

4. DEFERRED TAX ASSET (NET)

Particulars	31st March 2021	31st March 2020
Deferred tax b/f	3,002,209	1,734,917
Created during the year	157,619	1,302,480
Financial asset at FVTOCI	(1,034,483)	(35,188)
Total	2,125,345	3,002,209

Movement in Deferred Tax Assets

Particulars	1st April, 2019	Recognised in Statement of Profit and Loss	Recognised in Other Equity	31st March, 2020
Balance b/f	1,734,917	-		1,734,917
Depreciation	-	1,302,480		1,302,480
Remeasurements of net defined benefit plans	-	-	(35,188)	(35,188)
Total	1,734,917	1,302,480		3,002,209

Movement in Deferred Tax Assets

Particulars	1st April, 2020	Recognized in Statement of Profit and Loss	Recognized in Other Comprehensive Income	31st March, 2021
Balance b/f	3,002,209	-		3,002,209
Depreciation	-	157,619		157,619
Remeasurements of net defined benefit plans	-	-	(1,034,483)	(1,034,483)
Total	3,002,209	157,619		2,125,345

5. OTHER NON CURRENT ASSETS (Unsecured - considered good unless otherwise stated)

Particulars	31st March 2021	31st March 2020
Group Gratuity Fund	1,576,608	1,547,139
Total	1,576,608	1,547,139

6. INVENTORIES

Particulars	31st March 2021	31st March 2020
At lower of cost and net realisable value		
Finished Goods-Stock of Tea	2,981,141	4,629,381
Pulses	86,838,876	63,334,178
Traded Goods	4,949,389	2,368,750
Total	94,769,406	70,332,309

7. TRADE RECEIVABLES

Particulars	31st March 2021	31st March 2020
Unsecured more than 6 months		
- Considered Good	108,085,418	136,283,700
Unsecured		
- Considered Good		
Total	108,085,418	136,283,700

8. CASH AND CASH EQUIVALENTS

Particulars	31st March 2021	31st March 2020
Balances with Banks in Current Accounts	11,657,358	2,048,750
Cash on Hand (as certified by management)	2,474,655	1,365,945
Total	14,132,013	3,414,695

9. OTHER BANK BALANCES

Particulars	31st March 2021	31st March 2020
Balances with Bank held as Margin Money	1,212,166	5,316,418
Other Bank Deposits	390,070	365,174
Total	1,602,236	5,681,592

10. OTHER FINANCIAL ASSETS

Particulars	31st March 2021	31st March 2020
Security Deposits	5,536,734	5,536,734
Mutual Funds	2,124,427	1,801,615
Total	7,661,161	7,338,349

11. CURRENT TAX ASSETS (NET)

Particulars	31st March 2021	31st March 2020
Advance Tax & TDS (net of provision)	1,404,165	570,264
MAT Credit Entitlement	95,627	69,632
Input Receivable - GST	1,177,650	1,263,938
Total	2,677,442	1,903,834

12. OTHER CURRENT ASSETS

Particulars	31st March 2021	31st March 2020
(Unsecured, considered good)		
Advances to Employees		
Advance to others	264,262,881	317,539,648
Balances with Revenue Authorities		
(i) Export Incentive Receivable	140,692	140,692
Prepaid Expenses	185,472	9,457,507
Total	264,589,045	327,137,847

13. EQUITY SHARE CAPITAL

Particulars	31st March 2021	31st March 2020
Authorized		
3,00,00,000 (31.03.2020- 3,00,00,000, 31.03.2019-3,00,00,000) Equity Shares of Rs.10/- each	300,000,000	300,000,000
	300,000,000	300,000,000
Issued, Subscribed and Paid-up		
1,00,00,000 (31.03.2020- 1,00,00,000, 31.03.2019-1,00,00,000) Equity Shares of Rs.10/- each fully paid up	100,000,000	100,000,000
Total	100,000,000	100,000,000

The Reconciliation of the number of shares outstanding is set out below

Particulars	No. of shares	No. of shares
Equity Shares at the beginning of the year	10,000,000	10,000,000
Add: Issued during the year	-	-
Equity Shares at the end of the year	10,000,000	10,000,000

(a) Rights, preferences and restrictions attached to Shares

The Company has only one class of shares referred to as Equity Shares having a par value of Rs.10/- per share. Each shareholder is entitled for one vote per share held and is entitled to participate in dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(b) Details of Equity Shares held by Shareholders holding more than 5% shares of the aggregate Equity Shares in the Company

Particulars	31st March 2021	31st March 2020
Asian Capital Market Ltd.	1,650,813 (16.51%)	1,650,813 (16.51%)
Shri Hariram Garg	808,398 (8.08%)	808,398 (8.08%)
Greenex Chemicals Pvt Ltd.	658,480 (6.58%)	658,480 (6.58%)
Kanchan Wood Products Pvt Ltd.	593,401 (5.93%)	593,401 (5.93%)
Shri Sunil Garg	634,998 (6.35%)	634,998 (6.35%)
Smt. Sita Garg	521,972 (5.22%)	521,972 (5.22%)

14. OTHER EQUITY

Particulars	Capital Reserve	Securities Premium Reserve	General Reserve	Revaluation Reserve	Retained Earnings	Other Reserves - OCI	Total
As at 31st March 2019	614,029	63,000,000	1,300,000	31,346,774	156,749,059	(457,922)	252,551,940
Add: Profit for the year	-	-	-	-	27,739,357	-	27,739,357
Less: Adjustment of Depreciation on upward revaluation	-	-	-	(2,000,156)	-	-	(2,000,156)
Remeasurement of post-employment defined benefit obligations	-	-	-	-	-	126,485	126,485
Income Tax relating to these items	-	-	-	-	-	(35,188)	(35,188)

Share of OCI from Associates	-	-	-	-	-	-	-
As at 31st March 2020	614,029	63,000,000	1,300,000	29,346,618	184,488,416	(366,625)	278,382,438
As at 31st March 2020	614,029	63,000,000	1,300,000	29,346,618	184,488,416	(366,625)	278,382,438
Add: Profit for the year	-	-	-	-	36,698,395	-	36,698,395
Less: Adjustment of Depreciation on upward revaluation	-	-	-	(1,871,648)	-	-	(1,871,648)
Remeasurement of post- employment defined benefit obligations	-	-	-	-	-	311,419	311,419
Income Tax relating to these items	-	-	-	-	-	(86,632)	(86,632)
Share of OCI from Associates	-	-	-	-	-	-	-
As at 31st March 2021	614,029	63,000,000	1,300,000	27,474,970	221,186,811	(141,838)	313,433,972

Nature and Purpose of Other Reserves

a) Securities Premium Reserve

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

b) General Reserve

General Reserve is created and utilised in compliance with the provisions of the Act.

c) Retained Earnings

Retained Earnings represent accumulated profits earned by the Group and remaining undistributed as on date.

15. NON-CURRENT BORROWINGS

Particulars	31st March 2021	31st March 2020
Secured		
Term Loan from Banks	47,110,741	32,554,324
Less: Current Maturities of Long Term Borrowings	(7,892,329)	(3,765,908)
	39,218,412	28,788,416
(a) Nature of Security		
Secured Against hypothecation of property of third party		
(b) Rate of Interest		
Interest is payable on monthly basis at Base Rate plus 1.1%		
(c) Terms of Repayment		
120 Equalised Monthly Installments of Rs. 5,23,081 each		
Loan guaranteed by Managing Director, Whole Time Director and Other Third Parties		
MSME Laon	11,088,150	
Less: Current Maturities of Long Term Borrowings	(1,674,762)	
	9,413,388	
HDFC Bank Ltd.	-	233,643
Less: Current Maturities of Long Term Borrowings	-	(233,643)
(a) Nature of Security		
Secured against hypothecation of Car.		
(b) Rate of Interest		
Interest is payable on monthly basis at 8.76% p.a.		
(c) Terms of Repayment		
36 Equalised Monthly Installments of Rs. 22,182 each		
Unsecured		
Loans given by Body Corporates	5,000,000	-
Total	53,631,800	28,788,416

16. OTHER NON-CURRENT FINANCIAL LIABILITIES

Particulars	31st March 2021	31st March 2020
Security Deposits	7,225,000	7,225,000
Total	7,225,000	7,225,000

17. NON-CURRENT EMPLOYEE BENEFIT OBLIGATIONS

Particulars	31st March 2021	31st March 2020
Provision for Gratuity Fund	655,817	715,526
Total	655,817	715,526

18. CURRENT BORROWINGS

Particulars	31st March 2021	31st March 2020
Secured Loans repayable on demand from Banks		
<u>State Bank of India</u>		
Cash Credit Account		
Agri Finance *	52,441,998	71,324,834
Short Term Loan*	35,234,836	15,000,000
Nature of Security		
Secured by hypothecation charge on all current assets covering raw material/finished goods at parent company's godown, procurement centres, goods in transit, goods with parent company's agent/representative etc. domestic and export receivable and other current assets present and future and collateral security in the form of equitable mortgage of properties and personal guarantee of Managing Director & Whole-time Director.		
Working Capital Demand Loan **	55,777,588	55,214,983
** Equitable Mortgage of rented commercial property at sikkim house, 4/1, middleton street unit no 105, 1st floor, kolkata-700071. owned by Hariram Garg., Equitable Mortgage of rented commercial property at sikkim house, 4/1, middleton street unit no 106 & 107, 1st Floor, kolkata-700071. owned by HRG Merchants LLP. And Equitable Mortgage of vacant commercial property at 5A, Sadananda Road Kalighat, Kolkata -700026, Owned by Aeroheight Vanijya Pvt Ltd.		
Unsecured Loans		
From Corporates And Others	114,133,618	128,766,234
Total	257,588,040	270,306,051

19. TRADE PAYABLES

Particulars	31st March 2021	31st March 2020
Trade Payables		
a) Total outstanding dues of micro enterprises and small enterprises (Refer Note below)		
b) Total outstanding dues other than micro enterprises and small enterprises		
For Goods purchased	988,139	84,373,088
For Services received	75,601,587	35,840,114
Total	76,589,726	120,213,202

Note: There are no outstanding dues of Micro and Small Enterprises (MSEs) based on the information available with the company.

20. OTHER FINANCIAL LIABILITIES

Particulars	31st March 2021	31st March 2020
Current Maturities of Non-Current Borrowings	96,29,180	5,805,860
Total	96,29,180	5,805,860

21. OTHER CURRENT LIABILITIES

Particulars	31st March 2021	31st March 2020
Statutory Dues (including Provident Fund and Tax Deducted at Source)	911,012	4,324,144
Advances from Customers	-	36,257,060
Other Payables	148,407	327,210
Provision for Income Tax (PY - Nil)	29,851	494,844
Total	1,089,270	41,403,258

22. CURRENT EMPLOYEE BENEFIT OBLIGATIONS

Particulars	31st March 2021	31st March 2020
Provision for Gratuity Fund	19,38,977	19,41,859
Total	19,38,977	19,41,859

23. REVENUE FROM OPERATIONS

Particulars	31st March 2021	31st March 2020
(i) SALES OF PRODUCTS		
A. Exports:		
Rice	-	23,202,048
B. High Sea Sales	-	3,622,348
C. Domestic:		
Tea	1,763,872	8,166,787
Pulses	1,177,201,931	2,328,995,605
Others	1,615,872	
(ii) OTHER OPERATING REVENUES		
Lease Rent from Agricultural Products	262,430	221,930
Total	1,180,844,105	2,364,208,718

24. OTHER INCOME

Particulars	31st March 2021	31st March 2020
Interest Income	1,314,806	1,086,235
Gain on Forex fluctuation	12,135,808	7,715,773
Fair Value Gain on Gold	6,348	80,371
Miscellaneous Receipts	18,000	375,237
Rent Received	2,017,202	2,086,563
Revaluation of Mututal Fund	322,813	
Sundry Balances written off/back	12,289,947	
Interest on Income Tax	28,800	474,010
Share of Profit from Associates	29,822,587	5,952,194
Total	57,956,311	17,770,383

25. PURCHASES OF STOCK IN TRADE

Particulars	31st March 2021	31st March 2020
Tea	-	1,247,219
Rice	-	17,819,500
High Seas Purchase	-	3,474,604
Pulses	1,108,834,084	1,777,038,127
Others	174,328	-
Total	1,109,008,412	1,799,579,450

26. CHANGES IN INVENTORIES OF FINISHED GOODS

Particulars	31st March 2021	31st March 2020
Opening Stock	70,332,309	306,910,098
Less: Closing Stock	94,769,406	70,332,309
Decrease/(Increase)	(24,437,097)	236,577,789

27. EMPLOYEE BENEFITS EXPENSE

Particulars	31st March 2021	31st March 2020
Salaries and wages	5,436,077	8,015,400
Contribution to Provident Funds and Other Funds	357,853	372,654
Staff Welfare Expenses	165,532	58,357
Total	5,959,462	8,446,411

28. FINANCE COSTS

Particulars	31st March 2021	31st March 2020
Loan Processing Fee	326,900	530,480
Interest Expenses	34,145,017	56,537,568
Bank Charges	181,184	583,476
Total	34,653,101	57,651,524

29. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	31st March 2021	31st March 2020
Depreciation on Property, Plant and Equipment	3,539,802	3,872,012
Less: Adjusted from Revaluation Reserve	1,871,648	2,000,156
Total	1,668,154	1,871,856

30. OTHER EXPENSES

Particulars	31st March 2021	31st March 2020
Advertisement & Sponsorship	100,853	1,253,642
Auditor's Remuneration	336,758	336,050
Brokerage & Commission	9,649,196	77,673,135
Business Promotion Expenses	1,221,543	1,635,485
Clearing & Forwarding Charges	6,510,300	74,948,325
Consultancy Charges	66,000	1,016,000
Detention Charges	5,670,359	27,168,631
Directors Sitting Fees	27,000	12,750
Discount Allowed	235,021	689,788
Donation	11,000	286,750
Electricity Charges	477,592	488,628
Loss on Fair Value of Financial assets	-	28,452
Filing Fees	33,473	20,382
Freight Expenses	1,786,297	6,639,329
Insurance	374,638	872,349
Lease Expenses	202,700	202,700
Legal, Professional & Listing Fees Expenses	1,163,719	8,972,061
Loss on sale of Investment	22,412	-
Loss on sale of Vehicles	-	36,702
Membership & Subscription	256,751	5,577
Misc. Expenses	1,204,371	341,882
Office Expenses	240,496	5,257,404
Packing Expenses	115,247	380,978
Postage, Telegram & Telephone Expenses	129,046	6,495,123
Provision for Gratuity	229,359	193,308
Rent, Rates & Taxes	1,629,126	231,167
Repairs & Maintenance	1,060,372	4,997,912
Security Expenses	-	5,962,271
Sundry Balance Written Off (Net)	-	205,455

Travelling & conveyance	1,388,353	4,973,804
FSSAI Charges	39,112	-
Fumigation Charges	125,552	-
Loading/Unloading	2,037,395	-
Storage Charges	3,474,551	-
Import Related Expenses	22,335,102	-
Interest on TDS/statutory dues	18,505	-
CS Certification Fees	3,000	-
Delay charges	8,707,339	-
Warehousing Charges	952,859	11,836,810
Total	71,835,397	243,162,850

31. EARNINGS PER SHARE(EPS)

Particulars	31st March 2021	31st March 2020
BASIC AND DILUTED EARNINGS PER SHARE		
i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs.)	36,698,395	27,739,357
ii) Weighted Average number of equity shares	10,000,000	10,000,000
iii) Basic and Diluted Earnings per share attributable to the equity holders of the company (Rs.)	4	3
iv) Face Value per equity share (Rs.)	10	10

32. AUDITORS REMUNERATION

Particulars	31st March 2021	31st March 2020
i) Statutory Audit & Limited Review Fees	247,766	220,650
ii) Tax Audit Fees	87,992	85,400
Total	335,758	306,050

33. VALUE OF IMPORTS ON CIF BASIS

Particulars	31st March 2021	31st March 2020
Pulses	357,850,008	542,563,082
Total	357,850,008	542,563,082

34. EARNINGS IN FOREIGN EXCHANGE

Particulars	31st March 2021	31st March 2020
Export of Goods on FOB Basis (excluding high seas sales)	-	23,202,047
Total	-	23,202,047

35. CONTINGENT LIABILITY NOT PROVIDED FOR

Particulars	31st March 2021	31st March 2020
Corporate Guarantees given on behalf of Asian Tea Company Pvt. Ltd. (Associate)	370,000,000	370,000,000
Total	370,000,000	370,000,000

36. INTEREST IN OTHER ENTITIES

(i) Interest in Subsidiaries

The group's subsidiaries at 31st March, 2021 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of entity	Ownership interest held by the group	
	31st March 2021	31st March 2020
Greenol Laboratories Pvt Ltd.	100.00%	100.00%
Sarita Nupur Vyapaar Pvt Ltd.	100.00%	100.00%

(ii) Interest in Associates

Set out below are the associates of the Group as at 31st March, 2021, which has share capital consisting solely of equity shares and are held directly by the group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held. The Consolidated Financial Statements also include the Group's interest in the following Associate Companies accounted for under equity method based on their financial statement.

Name of entity	Ownership interest held by the group	
	31st March 2021	31st March 2020
Kesavatsapur Tea Co. Pvt Ltd	40.79%	40.79%
Asian Tea Co. Pvt Ltd	40.43%	40.43%
Hurdeodass Co. Pvt Ltd	27.19%	27.19%
Inspire Tie Up Pvt Ltd	5.43%	5.43%
HRG HealthCare Pvt Ltd	16.63%	16.63%
Indong Tea Co. Pvt Ltd	32.07%	32.07%

*In the previous financial Year the company ceases to have common control in case of TH Infracon Pvt Ltd & Sriram Tokharam Realtors Pvt Ltd on and from 06.03.2020 due to resignation of common director from the aforesaid companies and hence the company had not accounted for profits/losses in these companies as associate for the financial year 19-20.

37. EMPLOYEE BENEFITS

As required by Ind AS 19, "Employee Benefits", the disclosures regarding defined benefits is given below:

- a) Provident Fund and Pension Fund are defined contribution schemes and the contribution thereto are charged to Statement of Profit and Loss for the year when the contributions to the respective funds are paid/due.
- b) Gratuity
Group Gratuity Fund is defined benefit plan and the cost of providing the benefit is determined using the Projected Unit Credit Method (PUCM) with actuarial valuation being carried out at each reporting date.

The following tables set forth the particulars in respect of aforesaid Defined Benefit Plans of the Company for the year ended 31st March 2021 and corresponding figures for the previous years:

Particulars	31st March 2021	31st March 2020
(i) Reconciliation of opening and closing balances of Defined Benefit Obligation		
Present Value of Obligation at beginning of year	2,657,385	2,266,396
Interest Cost	181,560	151,169
Current Service Cost	154,937	163,429
Benefits Paid	(105,000)	
Actuarial (gain)/loss on Obligations-		
a) Due to change in financial assumptions	(16,162)	4,968
b) Due to change in demographic		
c) Due to experience adjustment	(277,926)	71,423
Present Value of Obligation at end of Year	2,594,794	2,657,385
(ii) Reconciliation of opening and closing balances of Fair Value of Plan Assets		
Fair Value of Plan Assets at beginning of Year	1,537,139	1,250,832
Interest Income on Plan Assets	107,139	83,430
Benefits Paid	(105,000)	
Contributions	10,000	
Return on Plan Asset excluding Interest Income	17,330	202,877
Fair Value of Plan Assets at end of Year	1,566,608	1,537,139
(iii) Reconciliation of Present Value of Obligations and Fair Value of Plan Assets (Amount recognised in Balance Sheet)		
Present Value of Obligation at end of the year	2,594,794	2,657,385
Fair Value of Plan Assets at end of the year	1,566,608	1,537,139
Net Asset/(Liability) Position	(1,028,186)	(1,120,246)
(iv) Total expense recognized in Statement of Profit and Loss		

Current Service Cost	154,937	163,429
Interest Cost	181,560	151,169
Interest Income on Plan Assets	17,330	202,877
Present Value of Obligation at end of Year	353,827	517,475
(v) Remeasurement recognized in Other Comprehensive Income		
Actuarial (gain)/loss on Defined Benefit Obligations	(294,088)	76,391
Return on Plan Asset excluding Interest Income	17,330	202,877
Net (Income)/Expense recognized in Other Comprehensive Income	(311,418)	(126,486)

Significant estimates: Actuarial Assumptions

Particulars	31st March 2021	31st March 2020
Discount Rate	6.97% p.a.	6.74% p.a.
Expected Return on Plan Asset	6.97% p.a.	6.74% p.a.
Future Salary Increase	6.00% p.a.	6.00% p.a.
Average expected future service (Remaining working Life)	19 years	19 years
Average Duration of Liabilities	19 years	19 years
Mortality Table	IALM 2006-2008 Ultimate	IALM 2006-2008 Ultimate
Superannuation at age	60 years	60 years
Early Retirement & Disablement (All Causes Combined)	1% p.a.	1% p.a.

Particulars	As at 31st March, 2021	
	Increase	Decrease
Discount Rate (-/+ 0.5%)	2,561,892	2,630,810
% Change Compared to base due to sensitivity	-1.27%	1.39%
Salary Growth (-/+ 0.5%)	2,630,810	2,561,607
% Change Compared to base due to sensitivity	1.39%	-1.28%
Attrition Rate (-/+ 0.5%)	2,594,872	2,594,716
% Change Compared to base due to sensitivity	0.00%	0.00%
Mortality Rate (-/+ 10%)	2,594,894	2,594,690
% Change Compared to base due to sensitivity	0.00%	0.00%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Expected future benefit payments

Year	Amount (Rs.)
1	2,005,412
2	6,112
3	6,814
4	7,502
5	7,505
6 to 10	415,080
More than 10	1,221,187
Total Undiscounted Payments Past and Future Service	-
Total Undiscounted Payments related to Past Service	3,669,611
Less Discount for Interest	1,074,817
Projected Benefit Obligation	2,594,794

38. RELATED PARTY DISCLOSURES

i. List of Related Parties where control exists with whom transactions have taken place and relationships:

Name of the Party	Nature of Relation
1. Sarita Nupur Vyapaar Pvt Ltd	Wholly Owned Subsidiary
2. Greenol Laboratories Pvt. Ltd	
3. HRG Health Care (P) Ltd	Associate
4. Inspire Tie Up (P) Ltd	
5. Hurdeodass Co. Pvt Ltd	
6. Asian Tea Company Pvt Ltd	
7. Kesavatsapur Tea Company Pvt.	
8. Indong Tea Co. Pvt. Ltd.	
9. Asian Housing & Infrastructure Pvt Ltd	
10. IBM Finance & Investment Pvt Ltd	
11. Asian Capital Market Limited	Significant Influence of Key Management Personnel (KMP)
12. Mr. H.R.Garg	Key Management Personnel (KMP)
13. Sunil Garg	
14. Mr. Rajesh Garg	
15. Ms. Rashi Nagori	

ii. Transactions during the year and outstanding balance with Related Parties

Particulars	31st March 2021	31st March 2020
a) Transactions with Key Management Personnel		
a.i) Remuneration to Key Management Personnel:		
Mr. H.R.Garg	2,100,000	2,100,000
Mr. Rajesh Garg	205,480	264,000
Ms. Rashi Nagori	356,638	330,622
Mrs. Rama Garg	225,000	-
a.ii) Advance given to Key Management Personnel:		
Mr. H.R.Garg	-	-
a. iii) Loan taken from Key Management Personnel :		
Mr. H.R. Garg		
At the beginning of the year	-	6,542,398
Loans taken during the year	6,100,000	2,050,000
Loans repaid during the year	6,100,000	8,789,271
Interest expenses	-	196,873
At the end of the year	-	-
Mr. Sunil Garg		
At the beginning of the year	17,273,736.00	9,563,320
Loans taken during the year	7,950,000.00	21,907,625
Loans repaid during the year	25,223,736.00	14,594,029
Interest expenses	-	396,820
At the end of the year	-	17,273,736
Mr. Rajesh Garg		
At the beginning of the year	-	-
Loans Taken during the year	400,000	-
Loan repaid during the year	400,000	-
Interest Expense	-	-
At the end of the year		
b) Transactions / Balances with Associates/ Subsidiaries		
Hurdeodas & Co. Pvt Ltd	-	368,277
n. iii) Rent Received		
Asian Capital Market Ltd	6,000	6,000
Asian Housing & Infrastructure Pvt Ltd	12,000	12,000
IBM Finance & Investments Pvt Ltd	600,000	6,000
Hurdeodass Co. Pvt Ltd	262,430	222,000
b. iv) Security Deposit		
Asian Capital Market Ltd	1,500,000	1,500,000

b.v) Loan Given to Associate - Indong Tea Co. Pvt. Ltd.		
At the beginning of the year	9,642,139	-
Loans advanced during the year	6,350,000	10,250,000
Loan repayments received during the year	15,992,139	1,200,000
Interest charged	529,441	592,139
At the end of the year	-	9,642,139
b.vi) Advance Given to Associate		
Outstanding Advance at the end of the year		
Hurdeodas & Co. Pvt Ltd		-
At the beginning of the year	-	-
Loans advanced during the year	900,000	-
Interest charged (NET)	99,900	-
At the end of the year	999,900	-
b. vii) Sundry Creditors for Goods		
Hurdeodas & Co. Pvt Ltd	-	531,723
b.viii) Sundry Creditors for Services		
IBM finance & Investments Pvt Ltd	-	540,000
b. ix) Advance taken from Associates		
Asian Tea & Co. Pvt Ltd	5,281,281	5,281,281
b.x) Loan Given to Associate - Asian Capital Market Ltd.		
At the beginning of the year	21,003,452	86,556,381
Loans advanced during the year	160,907,500	251,477,751
Loan repayments received during the year	142,481,280	321,982,000
Interest charged	1,035,386	4,951,320
At the end of the year	-	21,003,452
b. xi) Advance Taken from Associate - Asian Capital Market Ltd.		
At the beginning of the year	-	47,487
Loans advanced during the year	826,519	1,652,487
Loan repayments received during the year	826,519	1,726,519
Interest charged		26,545
At the end of the year	-	-

39. SEGMENT INFORMATION

In accordance with Accounting Standard Ind As 108 'Operating Segment' are:

- a. Domestic
- b. International

Identification of segments:

The chief operational decision maker monitors the operating results of its business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements, Operating segment have been identified on the basis of Geographical Area of operations and other quantitative criteria specified in the Ind AS 108.

Segment revenue and results:

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure (net of allocable income).

Segment assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipment, trade receivables, Inventory and other operating assets. Segment liabilities primarily includes trade payable and other liabilities. Common assets and liabilities which can not be allocated to any of the business segment are shown as unallocable assets / liabilities.

Inter Segment transfer:

Profit or loss on inter segment transfers are eliminated at company level.

Segment Revenue	Domestic	International	Unallocated	Total
Sales	1,180,844,105	-	-	1,180,844,105
	(2,344,336,428)	(27,588,063)	-	(2,371,924,491)
Other Income	17,148,391	4,561,335	36,246,586	57,956,312
	(258,435)	(1,271,566)	(8,524,609)	(10,054,610)
Total	1,197,992,496	4,561,335	36,246,586	1,238,800,417
	(2,344,594,863)	(28,859,629)	(8,524,609)	(2,381,979,101)
Segment Expenses	1,162,048,748	6,309	36,632,371	1,198,687,428
	(2,249,387,486)	(25,406,257)	(72,496,137)	(2,347,289,880)
Segment Results	36,243,748	4,555,026	(685,785)	40,112,989
	(95,207,377)	(3,453,372)	63,971,528	(34,689,221)
Segment Assets	518,813,133	14,904,266	288,064,381	821,781,780
	(520,452,681)	(25,033,249)	(309,295,680)	(854,781,610)
Segment Liabilities	86,409,520	-	321,938,290	408,347,810
	(168,510,587)	(32,511)	(307,856,074)	(476,399,172)
Segment Capital Employed	432,403,613	14,904,266	(33,873,909)	413,433,970
	(351,942,094)	(25,000,738)	(1,439,606)	(378,382,438)

40. FINANCIAL INSTRUMENTS

i. Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are Company into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for financial instruments

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Financial Assets and Liabilities measured at fair value-recurring fair value measurements as at 31st March,2021

	Note	Level 1	Level 2	Level 3	Total
Financial Assets					
<i>Investments at FVTPL</i>					
Gold Coin (69 Gram) - 9 Pcs	4	-	304,773	-	304,773
<i>Investments at FVTOCI</i>					
Mutual Funds	11	2,124,427			2,124,427
Total Financial Asset		2,124,427	304,773	-	2,429,200
Financial Liabilities		-	-	-	-
Total Financial Liabilities		-	-	-	-

Financial Assets and Liabilities measured at fair value-recurring fair value measurements as at 31st March,2020

	Note	Level 1	Level 2	Level 3	Total
Financial Assets					
<i>Investments at FVTPL</i>					
Gold Coin (69 Gram) - 9 Pcs	4	-	298,425	-	298,425
<i>Investments at FVTOCI</i>					
Mutual Funds	11	1,801,615			1,801,615
Total Financial Asset		1,801,615	298,425	-	2,100,040
Financial Liabilities		-	-	-	-
Total Financial Liabilities		-	-	-	-

ii. Valuation processes

The finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. Discussions of valuation processes and results are held between the CFO and the valuation team at least once every three months, in line with the company's quarterly reporting periods.

41. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the Company, the company has risk management policies as described below: -

(A) Credit risk

Credit risk refers to the risk of financial loss arising from default / failure by the counterparty to meet financial obligations as per the terms of contract. The Company is exposed to credit risk for receivables, cash and cash equivalents and financial guarantees. None of the financial instruments of the Company result in material concentration of credit risks.

Credit risk on receivables is minimum since sales are made after judging credit worthiness of the customers, advance payment or against letter of credit by banks. The history of defaults has been minimal and outstanding receivables are regularly monitored. Before giving loans to parties including subsidiary, the Company assesses the material risk on account of non-performance by any of the parties.

For derivative and financial instruments, the Company manage its credit risks by dealing with reputable banks and financial institutions.

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

(B) Liquidity risk

Liquidity risk refers to the risk that the Company fails to honour its financial obligations in accordance with terms of contract. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

Management monitors rolling forecasts of the company's liquidity position (including the undrawn credit facilities extended by banks and financial institutions) and cash and cash equivalents on the basis of expected cash flows. In addition, the Company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans

Maturities of financial liabilities

The tables below analyze the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities as at 31st March 2021	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
Financial Liabilities					
Borrowings	267,217,220	18,985,563	30,914,951	3,731,286	320,849,020
Trade Payables	76,589,726	-	-	-	76,589,726
Total	343,806,946	18,985,563	30,914,951	3,731,286	397,438,746

(C) Market risk

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Group's operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, EUR and GBP. Foreign exchange risk arises from future

commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows.

The Group's, as risk management policy, hedges foreign currency transactions to mitigate the risk exposure and reviews periodically to ensure that the results from fluctuating currency exchange rates are appropriately managed.

(ii) Price risk

The Group's exposure to equity securities price risk arises from unquoted investments held and classified in the balance sheet as Cost. The Company is not expecting high risk exposure from its investment in securities.

(D) Agricultural Risk

Cultivation of tea being an agricultural activity, there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions, logistic problems inherent to remote areas, and fluctuation of selling price of finished goods (tea) due to increase in supply/availability.

The Company manages the above financial risks in the following manner:

- Sufficient inventory levels maintained so that timely corrective action can be taken in case of adverse weather conditions.
- Slightly higher level of consumable stores are maintained in order to mitigate financial risk arising from logistics problems.
- Sufficient working-capital-facility is obtained from banks in such a way that procurement and sale of tea is not adversely affected even in times of adverse conditions.

42. CAPITAL MANAGEMENT

(a) Risk Management

The Groups objectives when managing capital are to

- (a) safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- (b) Maintain an optimal capital structure to reduce the cost of capital

In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Company monitors capital on the basis of net debt to equity ratio and maturity profile of overall debt portfolio of the Company.

Net debt implies total borrowings of the Company as reduced by Cash and Cash Equivalent and Equity comprises all components attributable to the owners of the Company

The following table summarizes the Net Debt, Equity and Ratio thereof.

Particulars	31st March 2021	31st March 2020
Borrowings - Non-Current	53,631,800	28,788,416
- Current	257,588,040	270,306,051
Current Maturities of Long-Term Debt	9,629,180	5,805,860
Total Debt	320,849,020	304,900,327
Less: Cash and Cash Equivalents	14,132,013	3,414,695
Other bank balance	1,602,236	5,681,592
Total	15,734,249	9,096,287
Net Debt	305,114,771	295,804,040
Total Equity	413,433,972	378,382,438
Net Debt to Equity Ratio	0.74	0.78

Under the terms of the major borrowing facilities, the Company has complied with the financial covenants as imposed by the bank.

43. ADDITIONAL INFORMATION REQUIRED BY SCHEDULE III

(Amount in Rs.)

Name of the Entity in the Group	Net Assets (i.e. total assets minus liabilities)		Share in profit and loss		Share in other comprehensive income (OCI)		Share in total comprehensive income (TCI)	
	As a % of Consolidated Net Asset	Amount	As a % of Consolidated Profit or Loss	Amount	As a % of Consolidated OCI	Amount	As a % of Consolidated TCI	Amount
Parent								
Asian Tea & Exports Ltd*	50%	289,419,599	20%	7,167,225	100%	224,782	20%	7,392,007
Subsidiaries								
Greenol Laboratories Pvt Ltd.	7%	41,184,807	3%	986,010	0%	-	3%	986,010
Sarita Nupur Vyapaar Pvt Ltd.	6%	36,027,432	-3%	(1,277,424)	0%	-	-3%	(1,277,424)
Associates								
Kesavatsapur Tea Co. Pvt Ltd	2%	13,587,963	11%	4,193,935	0%	-	11%	4,193,935
Asian Tea Co. Pvt Ltd	22%	124,789,140	51%	18,816,238	0%	-	51%	18,816,238
Hurdeodass Co. Pvt Ltd	1%	7,672,620	4%	1,588,458	0%	-	4%	1,588,458
Inspire Tie Up Pvt Ltd	0%	295,976	0%	(1,147)	0%	-	0%	(1,147)
HRG HealthCare Pvt Ltd	0%	1,060,868	0%	8,871	0%	-	0%	8,871
Indong Tea Co. Pvt Ltd**	5%	29,360,264	14%	5,216,232	0%	-	14%	5,216,232
Consolidation Adjustment	6%	33,232,437	0%	-	0%	-	0%	-
Total	100%	576,631,105	100%	36,698,399	100%	224,782	100%	36,923,180

*Excluding investment in subsidiaries and associates

** In the current financial Year, the company ceases to have common control in case of TH Infracon Pvt Ltd & Sriram Tokharam Realtors Pvt Ltd on and from 06.03.2020 due to resignation of common director from the aforesaid companies.

44. Previous year figures have been regrouped/rearranged wherever considered necessary, in line with transition to Ind AS and otherwise as appropriate.

For & on behalf of the Board

For Kaushal Surana & Co.

Chartered Accountants

Sd/-

FCA Kaushal Kumar Surana

Proprietor

Mem No. 065552

FRN: 329248E

Place: Kolkata

Date: 14-08-2021

Sd/-

(HARIRAM GARG)

Managing Director

DIN: 00216053

Sd/-

(RAJESH GARG)

Chief Financial Officer

Sd/-

(SUNIL GARG)

Director

DIN: 00216155

Sd/-

(ANNU JAIN)

Company Secretary

STANDALONE FINANCIALS

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ASIAN TEA & EXPORTS LIMITED

Report on the Standalone Indian Accounting Standard (Ind AS) Financial Statements

We have audited the standalone financial statements of **Asian Tea & Exports Limited**, ("the Company"), which comprise the Balance Sheet as at March 31, 2021, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility 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 financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our responsibility is to express an opinion on these standalone financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under section 143(11) of the Act.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and its profit, 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 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 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the Board's Report including Annexures to the Board's Report but does not include the financial statements and our auditor's report thereon. Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the 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.

Emphasis-of-Matter

Without qualifying our opinion, we draw your attention to the following matters:

- b. The Company has non-current investment in unquoted equity shares of Doyapore Tea Industries Pvt. Ltd. and Azamabad Tea Company Pvt. Ltd. amounting to Rs. 255.08 Lakhs, Rs. 6.06 lakhs respectively. The said investments are valued at cost. Due to unavailability of audited financial statements for the financial year 2020-2021, the Company has relied on the audited financial statements for the year ended 31st march 2020. Where there is a decline in the value of investment amounting to Rs. 157.92 Lakhs, Rs. 5.21 Lakhs respectively. However, the Company has not made any provision for diminution in value of investment as in the view of management these investments are long term and such diminution is temporary in nature.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
 - i. 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.
 - ii. 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.
 - iii. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - iv. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - v. On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - vi. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - vii. 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 financial statements.

- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Kaushal Surana & Co.

Chartered Accountant

Sd/-

FCA Kaushal Kumar Surana

Proprietor

Membership No: 065552

Firm Registration No.: 329248E

Place: Kolkata

Date: 14th August 2021

UDIN: **21065552AAAABA7243**

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **ASIAN TEA & EXPORTS LIMITED** ("the Company") as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities 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, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements. Limitations of Internal Financial Controls Over Financial Reporting Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial

reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Kaushal Surana & Co.
Chartered Accountant

Sd/-
FCA Kaushal Kumar Surana
Proprietor
Membership No: 065552
Firm Registration No.: 329248E
Place: Kolkata
Date: 14th August 2021
UDIN: **21065552AAAABA7243**

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Infosys Limited of even date)

- i. In respect of the Company's fixed assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us there are no immovable properties held in the name of the Company as at the balance sheet date. Also, there are no immovable properties of land and building have been taken on lease and disclosed as fixed assets in the standalone financial statements.
- ii. The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- iii. According to the information and explanations given to us, the Company has not granted unsecured loans to any party, covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
 - a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
 - b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
 - c) There is no overdue amount remaining outstanding as at the year-end.
- iv. In our opinion and according to the information and explanation given to us, the company has complied with provision of section 185 and 186 of the act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2021 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - a) The Company has *generally* been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities except Goods and Service Tax.
 - b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.
 - c) There were no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute as at March 31, 2021
- viii. The Company has taken loan from Banking Institution. It has not defaulted in repayment of loans to banks.

- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has not paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Kaushal Surana & Co.

Chartered Accountant

Sd/-

FCA Kaushal Kumar Surana

Proprietor

Membership No: 065552

Firm Registration No.: 329248E

Place: Kolkata

Date: 14th August 2021

UDIN: **21065552AAAABA7243**

BALANCE SHEET AS AT 31ST MARCH 2021

Particulars	Notes	31st March 2021	31st March 2020
ASSETS			
Non- Current assets			
(a) Property, Plant and Equipment	2	2,663,915	3,564,580
(b) Investment in Subsidiary and Associates	3	162,982,743	162,982,743
(c) Financial Assets			
Investments	4	27,723,203	27,716,855
(d) Deferred Tax Assets (Net)	5	697,405	626,423
(e) Other Non-Current Assets	6	1,576,608	1,547,139
Total Non-Current Assets		195,643,874	196,437,740
Current Assets			
(a) Inventories	7	89,820,017	67,963,559
(b) Financial Assets			
(i) Trade Receivables	8	121,017,862	130,611,611
(ii) Cash & Cash Equivalents	9	11,723,538	2,021,285
(iii) Other Bank Balances	10	1,602,236	5,681,592
(iv) Other Financial Assets	11	7,658,161	7,335,349
(c) Current Tax Assets (Net)	12	2,396,707	1,263,938
(d) Other Current Assets	13	244,734,732	299,577,244
Total Current Assets		478,953,253	514,454,578
TOTAL ASSETS		674,597,127	710,892,318
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	14	100,000,000	100,000,000
Other Equity	15	189,419,601	182,027,596
Total Equity		289,419,601	282,027,596
Liabilities			
Non- current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	48,631,800	28,788,416
(b) Employee Benefit Obligations	17	655,817	715,526
Total Non- current Liabilities		49,287,617	29,503,942
Current Liabilities			
(a) Financial Liabilities			
Borrowings	18	257,588,040	270,306,051
Trade Payables	19	65,800,139	118,351,264
Other Financial Liabilities	20	9,567,091	3,999,551
(b) Other Current Liabilities	21	995,662	4,762,056
(c) Employee Benefit Obligations	22	1,938,977	1,941,858
Total Current Liabilities		335,889,909	399,360,780
TOTAL LIABILITIES		385,177,526	428,864,722
TOTAL EQUITY AND LIABILITIES		674,597,127	710,892,318

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

The above statement of Balance Sheet should be read in conjunction with the accompanying notes.

For & on behalf of the Board

For Kaushal Surana & Co.

Chartered Accountants

Sd/-

FCA Kaushal Kumar Surana

Proprietor

Mem No. 065552

FRN: 329248E

Place: Kolkata

Date: 14-08-2021

Sd/-

(HARIRAM GARG)

Managing Director

DIN: 00216053

Sd/-

(RAJESH GARG)

Chief Financial Officer

Sd/-

(SUNIL GARG)

Director

DIN: 00216155

Sd/-

(ANNU JAIN)

Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2021

Particulars	Notes	Year ended 31st March 2021	Year ended 31st March 2020
Income:			
Revenue from operations	23	929,551,790	2,192,546,447
Other Income	24	19,779,613	10,194,621
Total Income		949,331,403	2,202,741,068
Expenses:			
Purchases of stock in trade	25	887,698,803	1,641,364,786
Changes in inventories of finished goods	26	(21,856,458)	236,577,789
Employee benefits expense	27	5,636,462	6,562,308
Finance Costs	28	34,303,084	42,453,289
Depreciation and Amortization Expense	29	1,034,701	1,202,578
Other Operative expenses	30	33,038,454	245,298,371
Total Expenses		939,855,046	2,173,459,121
Profit before tax		9,476,357	29,281,947
Income Tax Expense			
(1) Current Tax		2,466,752	7,758,553
(2) Deferred Tax		(157,619)	116,167
(3) Taxes for Earlier Years		-	278,536
Total Tax Expense		2,309,133	8,153,256
Profit for the year		7,167,223	21,128,691
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurements of net defined benefit plans		311,419	126,485
Income tax relating to above items		(86,637)	(35,188)
Other Comprehensive Income for the year, net of tax		224,782	91,297
Total Comprehensive Income for the year		7,392,005	21,219,988
Earning per equity share (Face Value of Rs.10 each)	31		
(1) Basic		0.72	2.11
(2) Diluted		0.72	2.11

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

The above statement of Profit and Loss should be read in conjunction with the accompanying notes.

For & on behalf of the Board

For Kaushal Surana & Co.

Chartered Accountants

Sd/-

FCA Kaushal Kumar Surana

Proprietor

Mem No. 065552

FRN: 329248E

Place: Kolkata

Date: 14-08-2021

Sd/-
(HARIRAM GARG)

Managing Director

DIN: 00216053

Sd/-
(RAJESH GARG)
Chief Financial Officer

Sd/-
(SUNIL GARG)

Director

DIN: 00216155

Sd/-
(ANNU JAIN)
Company Secretary

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

[All amounts in Rs., unless otherwise stated]

Particulars	As at 31st March 2021	As at 31st March 2020
(A) Cash Flow From Operating Activities		
Profit before Income Tax	9,476,357	29,281,947
Adjustments for		
Fair Value of Financial assets (Net)	(6,348)	(80,371)
Provision for Gratuity- P/L	229,359	231,167
Depreciation and Amortisation Expense	1,034,701	1,202,578
Interest Income Received on Loans	(1,202,107)	(1,050,468)
Finance Costs	34,303,084	42,453,289
Remeasurements of net defined benefit plans (Net)	-	-
Sundry Balance Written Off (Net)	(8,833,690)	49,167
Loss on fair valuation of Financial assets	-	28,452
Loss on sale of Fixed Assets	-	5,577
Operating profit before working capital changes	35,001,356	72,121,338
Adjustments for		
Decrease/(Increase) in Trade Receivables	18,427,439	(4,603,145)
Decrease/(Increase) in Inventories	(21,856,458)	236,577,789
Decrease/(Increase) in Other Financial Asset - Current	(322,813)	5,692,719
Decrease/(Increase) in Other Current Assets	148,107	173,109
Decrease/(Increase) in Other Non Current Asset	(10,000)	(10,000)
Decrease/(Increase) in Other Current Tax Asset	86,288	(326,279)
(Decrease)/Increase in Trade Payable	(52,551,125)	6,391,021
(Decrease)/Increase in Other Financial Liabilities		
(Decrease)/Increase in Other Current Liabilities	(3,271,550)	(17,042,350)
Cash Generated from Operations	(24,348,755)	298,974,201
Income Tax Paid	(4,180,653)	(4,492,740)
Cash Flow before Extra Ordinary Items	(28,529,408)	294,481,461
Net Cash from Operating Activities	(28,529,408)	294,481,461
(B) Cash Flow From Investing Activities		
Payment for Property, Plant & Equipment	(134,039)	(2,271,034)
Proceeds from sale of Property, Plant & Equipment	-	21,186
Purchase of Investments	-	(6,018,820)
Interest Received on Loan	1,202,107	1,050,468
Loans to Others	54,694,405	(142,485,466)
Net Cash Generated From/(Used in) Investing Activities	55,762,473	(149,703,664)
(C) Cash Flow From Financial Activities		
Borrowings (Repaid) / Taken	12,692,913	(96,106,277)
Finance Costs	(34,303,084)	(42,453,289)
Net Cash Generated From/(Used in) Financing Activities	(21,610,170)	(138,559,566)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	5,622,895	6,218,231
Opening Cash & Cash Equivalents	7,702,877	1,484,645
Closing Cash & Cash Equivalents (Refer Note No. 9 & 10)	13,325,772	7,702,877

Notes :

- (i) The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.
- (ii) Cash and cash equivalents include "Cash and Bank Balances".
- (iii) Previous year's figures have been re-arranged/re-grouped wherever necessary

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



For & on behalf of the Board

For Kaushal Surana & Co.
Chartered Accountants

Sd/-
FCA Kaushal Kumar Surana
Proprietor
Mem No. 065552
FRN: 329248E
Place: Kolkata
Date: 14-08-2021

Sd/-
(HARIRAM GARG)
Managing Director
DIN: 00216053

Sd/-
(RAJESH GARG)
Chief Financial Officer

Sd/-
(SUNIL GARG)
Director
DIN: 00216155

Sd/-
(ANNU JAIN)
Company Secretary

STATEMENT OF CHANGES IN EQUITY

A. EQUITY SHARE CAPITAL

	Notes	Amount
As at 31st March 2019		100,000,000
Changes in Equity Share Capital	15	-
As at 31st March 2020		100,000,000
Changes in Equity Share Capital	15	-
As at 31st March 2021		10,000,000

B. OTHER EQUITY

PARTICULARS	SECURITIES PREMIUM RESERVE	GENERAL RESERVE	RETAINED EARNINGS	OTHER RESERVES - OCI	TOTAL
As at 31st March 2019	63,000,000	1,300,000	6,999,493	(491,886)	160,807,607
Add: Profit after tax for the year			21,128,691		21,128,691
Other Comprehensive Income for the year				126,485	126,485
Income Tax relating to these items				(35,188)	(35,188)
As at 31st March 2020	63,000,000	1,300,000	118,128,185	(400,589)	182,027,596
Add: Profit after tax for the year	-	-	7,167,223	-	7,167,223
Other Comprehensive Income for the year	-	-	-	311,419	311,419
Income Tax relating to these items				(86,637)	(86,637)
As at 31st March 2021	63,000,000	1,300,000	125,295,408	(175,807)	189,419,601

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

The above Statement of Changes In Equity should be read in conjunction with the accompanying notes.

For & on behalf of the Board

For Kaushal Surana & Co.

Chartered Accountants

Sd/-

FCA Kaushal Kumar Surana

Proprietor

Mem No. 065552

FRN: 329248E

Place: Kolkata

Date: 14-08-2021

Sd/-

(HARIRAM GARG)

Managing Director

DIN: 00216053

Sd/-

(RAJESH GARG)

Chief Financial Officer

Sd/-

(SUNIL GARG)

Director

DIN: 00216155

Sd/-

(ANNU JAIN)

Company Secretary

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

Background:

Asian Tea & Exports Limited is a company limited by shares, incorporated and domiciled in India. The Company is engaged in the Business of sale of made Tea, Fibre Boards, Elevators, Yellow Peas, Rice, Pulses etc.

Note No. 1: SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all years presented, unless otherwise stated.

1.1 Basis of Preparation of Financial Statements**1.1.1 Compliance with Ind AS:**

These financial statements comply in all material aspects with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 (the "Act")

The financial statements up to year ended 31st March, 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act.

The financial statements up to year ended 31st March, 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act.

1.1.2 Classification of Current and Non-Current:

All the Assets and Liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the 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 the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle to be 12 months for the purpose of current/non-current classification of assets and liabilities.

1.1.3 Historical Cost Convention:

These financial statements have been prepared in accordance with generally accepted accounting principles in India under the historical cost convention, except for the following:

- i. Defined Benefit Plans - Plan Assets measured at fair value.
- ii. Certain Financial Assets and Liabilities which are measured at fair value.
- iii. Assets held for sale - measured at lower of carrying amount or fair value less cost to sell.

1.1.4 Rounding of amounts:

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Rupees as per the requirement of Schedule III, unless otherwise stated.

1.2 Segment Reporting:

Operating Segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

1.3 Foreign Currency Translation:

Foreign currency transactions are translated into Indian Rupee (INR) which is the functional currency (i.e. the currency of the primary economic environment in which the entity operates) using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognized in profit or loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognized in the Statement of Profit and Loss.

1.4 Revenue Recognition:

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of tea claims and are net of sales return, sales tax/value added tax/goods and service tax, trade allowances and amount collected on behalf of third parties.

The company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and significant risk and rewards incidental to the sale of products is transferred to the buyer.

1.5 **Income Tax:**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets/liabilities are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiary and associate where in case of assets it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which temporary difference can be utilized and in case of liabilities the group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

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

Minimum Alternate Tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

1.6 **Cash and Cash Equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, 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.

1.7 **Trade Receivables:**

Trade Receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment, if any.

1.8 **Inventories:**

Inventories are stated at lower of cost and net realizable value. Cost is determined using FIFO method and comprises of the purchase price including duties and taxes, freight inward and other expenditure directly attributable to the acquisition, but excluding trade discount and other rebates.

1.9 **Investments in subsidiaries and associates:**

Investments in subsidiaries and associates are recognised at cost as per Ind AS 27, except where investments are accounted for at cost in accordance with Ind AS 105.

1.10 Investments and other Financial Assets

The Company classifies its financial assets in the following measurement categories:

- i. those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- ii. those measured at amortized cost.

The classification depends on the company's business model for managing the financial assets and the other contractual terms of cash flows.

1.10.1 Measurement - Equity Instruments:

The Company measures its equity investment other than in subsidiaries and associates at cost. However, where the Company's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income, there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss.

1.10.2 Measurement - Mutual Funds:

All mutual funds in scope of Ind-AS 109 are measured at fair value through profit and loss (FVTPL).

1.10.3 De-Recognition of Financial Assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

1.11 Financial Liabilities

Initial Recognition and Measurement

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified as amortised cost.

Subsequent Measurement

These liabilities include are borrowings and deposits. Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

De-Recognition of Financial Liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

1.12 Income Recognition

Dividends: - Dividends are recognized in profit or loss only when the right to receive payment is established
Interest Income- Interest Income from debt instrument is recognised using the effective interest rate method.

1.13 Property, Plant and Equipment:

All items of Property, Plant and Equipment are stated at historical cost less depreciation. Historical Cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, 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 any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value:

Depreciation on Property, Plant and Equipment is provided as per Written Down Method (WDV). Depreciation for the current year is provided on the basis of useful lives as prescribed in Schedule II to the Companies Act, 2013, which in the view of the management is reasonable based on the life the asset is expected to be used.

The assets' residual values and useful lives are reviewed, adjusted if appropriate, at the end of each reporting period.

Gain and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/losses.

1.14 Equity:

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

1.15 Dividends:

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Company, on or before the end of the reporting period but not distributed at the end of the reporting period.

1.16 Earnings per Share

1.16.1 Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Company
- By the weighted average number of equities shares outstanding during the financial year.

1.16.2 Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

1.17 Impairment of Financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets:

Trade Receivables

For recognition of impairment loss on Trade Receivable, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if the credit risk has increased significantly impairment loss is provided.

Other Financial Assets

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

1.18 Use of Estimates

The Preparation of financial statements in conformity with the generally accepted accounting principles in India requires the management to make estimates and assumptions that affects the reported amount of assets and liabilities as at the balance sheet date, the reported amount of revenue and expenses for the periods and disclosure of contingent liabilities at the balance sheet date. The estimates and assumptions used in the financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of financial statements. Actual results could differ from estimates.

1.19 Borrowing

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

1.20 Borrowing Cost:

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss.

1.21 Employee Benefits

Post-employment obligations - Defined benefit plans such as Gratuity:

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity fund is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

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

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in Other Comprehensive Income in the statement of changes in equity and in the balance sheet.

1.22 Provisions and contingent liabilities:

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

2. PROPERTY, PLANT AND EQUIPMENT

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount as at 31st March, 2020
	Original Cost as at 1st April, 2019	Additions during the year	Dispos als during the year	As at 31st March, 2020	As at 1st April, 2019	Depreciat ion for the year	Dispos als during the year	As at 31st March, 2020	
Tangible Assets									
Office Equipment's	229,319	91,062	-	320,381	169,499	60,351	-	229,850	90,531
Furniture & Fixtures	1,459,828	21,484	-	1,481,312	1,142,882	77,203	-	1,220,085	261,227
Vehicles	6,459,830	1,703,888	535,257	7,628,461	4,388,792	845,773	508,494	4,726,071	2,902,390
Computers	72,281	210,613	-	282,894	66,807	133,022	-	99,829	83,065
Roof & Wall Sheet	99,134	-	-	99,134	29,525	18,019	-	47,544	51,590
Electric installation	-	29,573	-	29,573	-	7,487	-	7,487	22,086
Plant & machinery	-	214,414	-	214,414	-	60,723	-	60,723	153,691
Total	8,320,392	2,271,034	535,257	10,056,169	5,797,505	1,202,578	508,494	6,491,589	3,564,580

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount as at 31st March, 2021
	Original Cost as at 1st April, 2020	Additions during the year	Disposals during the year	As at 31st March, 2021	As at 1st April, 2020	Depreciation for the year	Disposals during the year	As at 31st March, 2021	
Tangible Assets									
Office Equipment's	320,381	89,199	-	409,580	229,850	44,377	-	274,227	135,353
Furniture & Fixtures	1,481,312	-	-	1,481,312	1,220,085	48,962	-	1,269,047	212,265
Vehicles	7,628,461	-	-	7,628,461	4,726,071	817,164	-	5,543,235	2,085,226
Computers	282,894	-	-	282,894	199,829	49,006	-	248,835	34,059
Roof & Wall Sheet	99,134	-	-	99,134	47,544	13,355	-	60,899	38,235
Electric installation	29,573	-	-	29,573	7,487	5,717	-	13,204	16,369
Plant & machinery	214,414	44,840	-	259,254	60,723	56,122	-	116,845	142,409
Total	10,056,169	134,039	-	10,190,208	6,491,589	1,034,704	-	7,526,293	2,663,915

3. INVESTMENT IN SUBSIDIARY AND ASSOCIATES

Particulars	31st March 2021	31st March 2020
(In Unquoted Equity Shares of Rs. 10/- each fully paid, except otherwise stated)		
Equity Instruments at Cost		
Investment in Equity Instruments - Subsidiary		
Greenol Laboratories Pvt Ltd. 979,990 Shares (PY 979,990 Shares)	40,688,360	40,688,360
Sarita Nupur Vyapaar Pvt Ltd. 322,490 Shares (PY 322,490 Shares)	35,473,900	35,473,900
Investment in Equity Instruments - Associate		
Kesavatsapur Tea Co. Pvt Ltd. 3,100,000 Shares (PY - 3,100,000 Shares)	31,000,000	31,000,000
Asian Tea Co. Pvt Ltd. 198,125 Shares (PY 198,125 Shares)	25,075,000	25,075,000
Hurdeodass Co. Pvt Ltd. 99,000 Shares (PY- 99,000 Shares)	9,942,500	9,942,500
Inspire Tie Up Pvt Ltd. 30,000 Shares (PY 30,000 Shares)	300,000	300,000
HRG HealthCare Pvt Ltd. 66,500 Shares (PY- 66,500 Shares)	665,000	665,000
Indong Tea Co. Pvt Ltd. 1,637,798 Shares (PY- 1,637,798 Shares)	19,837,983	19,837,983
Total	162,982,743	162,982,743

4. NON-CURRENT INVESTMENTS

Particulars	31st March 2021	31st March 2020
(In Unquoted Equity Shares of Rs. 10/- each fully paid, except otherwise stated)		
A. Equity Instruments at Cost		
Investments in Equity Instruments - Others		
Azamabad Tea Co Pvt Ltd. 3,800 Shares (PY-3,800 Shares)	606,625	606,625
Prachi Mittal Creations Pvt Ltd. 10,510 Shares (PY - 10,510 Shares)	488,550	488,550
Doyapore Tea Industries Pvt Ltd. 793,557 Shares (PY- 191,675 Shares)	25,508,055	25,508,055
Mittal Tex Fab Pvt Ltd. 10 Shares (PY -10 Shares)	200	200

TH Infracon Pvt Ltd.**	600,000	600,000
60,000 Shares (PY - 60,000 Shares)		
Sriram Tokharam Realtors Pvt Ltd.**	215,000	215,000
21,500 Shares (PY-21,500 Shares)		
Total (A)	27,418,430	27,418,430
B. Other Investment Designated at FVTPL		
Investment in Other Instruments		
Gold Coin (9 Pcs)	304,773	298,425
Total (A+B)	27,723,203	27,716,855
Aggregate amount of unquoted investments	190,401,173	190,401,173
Total Amount of Investments	190,705,946	190,699,598

(i) The Company has non-current investment in unquoted equity shares of Doyapore Tea Industries Pvt. Ltd. and Azamabad Tea Company Pvt. Ltd. amounting to Rs. 255.08 Lakhs, Rs. 6.06 lakhs respectively. The said investments are valued at cost. Due to unavailability of audited financial statements for the financial year 2020 -2021, the Company has relied on the audited financial statements for the year ended 31st march 2020. Where there is a decline in the value of investment amounting to Rs. 157.92 Lakhs, Rs. 5.21 Lakhs respectively. However, the Company has not made any provision for diminution in value of investment as in the view of management these investments are long term and such diminution is temporary in nature.

** In the previous financial Year, the company ceases to have common control in case of TH Infracon Pvt Ltd & Sriram Tokharam Realtors Pvt Ltd on and from 06.03.2020 due to resignation of common director from the aforesaid companies.

5. DEFERRED TAX ASSET (NET)

Particulars	31st March 2021	31st March 2020
Deferred tax b/f	626,423	777,778
Created during the year	157,619	(116,167)
Financial asset at FVTOCI	(86,637)	(35,188)
Total	697,405	626,423

Movement in Deferred Tax Assets

Particulars	1st April, 2019	Recognised in Statement of Profit and Loss	Recognised in Other Equity	31st March, 2020
Balance b/f	777,778			777,778
Depreciation		(116,167)		(116,167)
Remeasurements of net defined benefit plans			(35,188)	(35,188)
Total	777,778	(116,167)	(35,188)	626,423

Movement in Deferred Tax Assets

Particulars	1st April, 2020	Recognized in Statement of Profit and Loss	Recognized in Other Equity	31st March, 2021
Balance b/f	626,423			626,423
Depreciation		157,619		157,619
Remeasurements of net defined benefit plans			(86,637)	(86,637)
Total	626,423	157,619	(86,637)	697,405

6. OTHER NON CURRENT ASSETS (Unsecured - considered good unless otherwise stated)

Particulars	31st March 2021	31st March 2020
Group Gratuity Fund	1,576,608	1,547,139
Total	1,576,608	1,547,139

7. INVENTORIES

Particulars	31st March 2021	31st March 2020
At lower of cost and net realisable value		
Finished Goods-Stock of Tea	2,981,141	4,629,381
Pulses	86,838,876	63,334,178
Total	89,820,017	67,963,559

8. TRADE RECEIVABLES

Particulars	31st March 2021	31st March 2020
Unsecured		
- Considered Good	121,017,862	130,611,611
Total	121,017,862	130,611,611

9. CASH AND CASH EQUIVALENTS

Particulars	31st March 2021	31st March 2020
Balances with Banks in Current Accounts	10,535,072	1,531,529
Cash on Hand (as certified by management)	1,188,466	489,756
Total	11,723,538	2,021,285

10. OTHER BANK BALANCES

Particulars	31st March 2021	31st March 2020
Balances with Bank held as Margin Money	1,212,166	5,316,418
Other Bank Deposits	390,070	365,174
Total	1,602,236	5,681,592

11. OTHER FINANCIAL ASSETS

Particulars	31st March 2021	31st March 2020
Security Deposits	5,533,734	5,533,734
Mutual Funds	2,124,427	1,801,615
Total	7,658,161	7,335,349

12. CURRENT TAX ASSETS (NET)

Particulars	31st March 2021	31st March 2020
Advance Tax & TDS (net of provision)	1,219,056.91	-
Input Receivable - GST	1,177,649.70	1,263,938
Total	2,396,706.61	1,263,938

13. OTHER CURRENT ASSETS

Particulars	31st March 2021	31st March 2020
(Unsecured, considered good)		
Advances to Employees		
Advance to others	244,416,430	299,110,836
Balances with Revenue Authorities		
(i) Income tax refundable		
(i) Export Incentive Receivable	140,692	140,692
Earnest Money Deposit		
Prepaid Expenses	177,610	325,716
Total	244,734,732	299,577,244

14. EQUITY SHARE CAPITAL

Particulars	31st March 2021	31st March 2020
Authorized		
3,00,00,000 (31.03.2020- 3,00,00,000, 31.03.2019-3,00,00,000) Equity Shares of Rs.10/- each	300,000,000	300,000,000
	300,000,000	300,000,000
Issued, Subscribed and Paid-up		
1,00,00,000 (31.03.2020- 1,00,00,000, 31.03.2019-1,00,00,000) Equity Shares of Rs.10/- each fully paid up	100,000,000	100,000,000

Total	100,000,000	100,000,000
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The Reconciliation of the number of shares outstanding is set out below

Particulars	No. of shares
Equity Shares at the beginning of the year	10,000,000
Add: Issued during the year	-
Equity Shares at the end of the year	10,000,000

(a) **Rights, preferences and restrictions attached to Shares**

The Company has only one class of shares referred to as Equity Shares having a par value of Rs.10/- per share. Each shareholder is entitled for one vote per share held and is entitled to participate in dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(b) **Details of Equity Shares held by Shareholders holding more than 5% shares of the aggregate Equity Shares in the Company**

Particulars	31st March 2021	31st March 2020
Asian Capital Market Ltd.	1,650,813 (16.51%)	1,650,813 (16.51%)
Shri Hariram Garg	808,398 (8.08%)	808,398 (8.08%)
Greenex Chemicals Pvt Ltd.	658,480 (6.58%)	658,480 (6.58%)
Kanchan Wood Products Pvt Ltd.	593,401 (5.93%)	593,401 (5.93%)
Shri Sunil Garg	634,998 (6.35%)	634,998 (6.35%)
Smt. Sita Garg	521,972 (5.22%)	521,972 (5.22%)

15. OTHER EQUITY

Particulars	Securities Premium Reserve	General Reserve	Retained Earnings	Other Reserves - OCI	Total
As at 31st March 2019	63,000,000	1,300,000	96,999,493	(491,886)	160,807,607
Add: Profit for the year	-	-	21,128,691	-	21,128,691
Remeasurement of post-employment defined benefit obligations	-	-	-	126,485	126,485
Income Tax relating to these items	-	-	-	(35,188)	(35,188)
As at 31st March 2020	63,000,000	1,300,000	118,128,185	(400,589)	182,027,596
Add: Profit for the year	-	-	7,167,223	-	7,167,223
Remeasurement of post-employment defined benefit obligations	-	-	-	311,419	311,419
Income Tax relating to these items	-	-	-	(86,637)	(86,637)
As at 31st March 2021	63,000,000	1,300,000	125,295,408	(175,807)	189,419,601

Nature and Purpose of Other Reserves

a) **Securities Premium Reserve**

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

b) **General Reserve**

General Reserve is created and utilised in compliance with the provisions of the Act.

c) **Retained Earnings**

Retained Earnings represent accumulated profits earned by the Company and the remaining undistributed as on date.

16. NON-CURRENT BORROWINGS		
Particulars	31st March 2021	31st March 2020
Secured		
Term Loan from Banks		
KMB CAR LOAN NO.CF17547399	653,220	1,064,201
Less: Current Maturities of Long Term Borrowings	451,528	411,976
	201,692	652,225
(a) Nature of Security		
Secured against hypothecation of Car.		
(b) Terms of Repayment		
36 Equalized Monthly Installments of Rs. 41,068/- each		
TERM LOAN	27,933,193	31,490,123
Less: Current Maturities of Long-Term Borrowings	4,154,522	3,353,932
	23,778,671	28,136,191
(1) Nature of Security		
Secured Against hypothecation of property of third party		
(2) Rate of Interest		
Interest is payable on monthly basis at Base Rate plus 1.1%		
(3) Terms of Repayment		
120 Equalized Monthly Installments of Rs. 5,23,081 each		
Loan guaranteed by Managing Director, Whole Time Director and Other Third Parties		
MSME LOAN	18,524,328	-
Less: Current Maturities of Long Term Borrowings	3,286,279	-
	15,238,049	-
(1) Nature of Security		
A. Primary Security:		
Extension of First and exclusive charge on the existing and future current asset and movable fixed asset of the borrower		
B. Collateral Security:		
i. Extension of Equitable/Registered Mortgage over following properties:		
(a) Commercial Property at Sikkim Commerce House, 503 and 504, 5th Floor, North Block, 4/1 Middleton Street, Kolkata 700071 owned by Greenol Laboratories Pvt. Ltd.		
(b) Commercial Property at Asian tea and Export Ltd Holding No. H4-93A/new, BBT Road R.H.5, PS. Maheshtala. Kolkata 70014. owned by M/S Sarita Nupur Vyapar Pvt. Ltd (The property is common collateral for existing LAP TL Facility , O/S of Rs. 3.08 Cr. as on 01.06.2020)		
(2) Rate of Interest		
Interest is payable on monthly basis at 8%		
(3) Terms of Repayment		
(a) Moratorium of '12 months shall be allowed.		
(b) During the moratorium period, interest has to be serviced		
(c) The Term Loan facility shall be repaid in the form of 36 Equated Monthly instalments (EMIs) / 36 equal monthly installments along with interest (specify as applicable), commencing from the next month after completion of moratorium, i.e. from 13th month. interest shall be serviced during the moratorium period		

(d) The Borrower shall deposit into & keep adequate funds in overdraft/Cash Credit/Current Account, if any, for the purpose of debt service to the Bank		
(e) Pre-payment / advance payment may be made by the borrower for which the Bank shall not levy any penal charges.		
HDFC Bank Ltd.	-	233,643
Less: Current Maturities of Long Term Borrowings	-	(233,643)
	-	-
(a) Nature of Security		
Secured against hypothecation of Car.		
(b) Rate of Interest		
Interest is payable on monthly basis at 8.76% p.a.		
(c) Terms of Repayment		
36 Equalized Monthly Installments of Rs. 22,182 each		
Aditya Birla Capital Ltd	11,088,150	-
Less: Current Maturities of Long Term Borrowings	(1,674,762)	-
	9,413,388	-
(a) Nature of Security		
** Equitable Mortgage of rented commercial property at Sikkim House, 4/1, Middleton Street unit no 105, 1st floor, Kolkata-700071. owned by Hariram Garg., Equitable Mortgage of rented commercial property at Sikkim House, 4/1, Middleton Street unit no 106 & 107, 1st Floor, Kolkata-700071. owned by HRG Merchants LLP. And Equitable Mortgage of vacant commercial property at 5A, Sadananda Road Kalighat, Kolkata - 700026, Owned by Aeroheight Vanijya Pvt Ltd.		
(b) Rate of Interest		
Interest is payable on monthly basis at 11.25% p.a.		
(c) Terms of Repayment		
1. Principal Monomorium of 12 Month		
2.Principal Installment - 36 Installments after Moratorium		
3. Interest payment monthly		
Total	48,631,800	28,788,416

17. NON-CURRENT EMPLOYEE BENEFIT OBLIGATIONS

Particulars	31st March 2021	31st March 2020
Provision for Gratuity Fund	655,817	715,526
Total	655,817	715,526

18. CURRENT BORROWINGS

Particulars	31st March 2021	31st March 2020
Secured Loans repayable on demand from Banks		
Agri Finance *	52,441,998	71,324,834
Short Term Loan*	35,234,836	15,000,000
Nature of Security		
*Secured by hypothecation charge on all current assets covering raw material/finished goods at company's godown, procurement centers, goods in transit, goods with company's agent/ representative etc. domestic and export receivable and other current assets present and future and collateral security in the form of equitable mortgage of properties lying in the name of subsidiary concerns and personal guarantee of Managing Director		

& Whole-time Director and Subsidiary, corporate guarantee of Greenol Laboratories Pvt Ltd.)		
Working Capital Demand Loan **	55,777,588	55,214,983
** Equitable Mortgage of rented commercial property at Sikkim House, 4/1, Middleton Street unit no 105, 1st floor, Kolkata-700071. owned by Hariram Garg., Equitable Mortgage of rented commercial property at Sikkim House, 4/1, Middleton Street unit no 106 & 107, 1st Floor, Kolkata-700071. owned by HRG Merchants LLP. And Equitable Mortgage of vacant commercial property at 5A, Sadananda Road Kalighat, Kolkata - 700026, Owned by Aeroheight Vanijya Pvt Ltd.		
Unsecured Loan		
From Corporates and Others	114,133,618	128,766,234
Total	257,588,040	270,306,051

19. TRADE PAYABLES

Particulars	31st March 2021	31st March 2020
Trade Payables		
a) Total outstanding dues of micro enterprises and small enterprises (Refer Note below)		
b) Total outstanding dues other than micro enterprises and small enterprises		
For Goods purchased	1,420,254	78,638,650
For Services received	64,379,885	39,712,614
Total	65,800,139	118,351,264

Note: There are no outstanding dues of Micro and Small Enterprises (MSEs) based on the information available with the company.

20. OTHER FINANCIAL LIABILITIES

Particulars	31st March 2021	31st March 2020
Current Maturities of Long-Term Borrowings for Kotak Mahindra Bank (Refer Note -16)	7,892,329	3,765,908
Current Maturities of Long-Term Borrowings for HDFC Bank (Refer Note -16)	-	233,643
Current Maturities of Long-Term Borrowings for Aditya Birla Capital Ltd (Refer Note -16)	1,674,762	-
Total	9,567,091	3,999,551

21. OTHER CURRENT LIABILITIES

Particulars	31st March 2021	31st March 2020
Statutory dues (including Provident Fund and Tax Deducted at Source)	898,862	3,940,002
Other Payables	96,800	327,210
Provision for Income Tax (P.Y. - Nil)	-	494,844
Total	995,662	4,762,056

22. CURRENT EMPLOYEE BENEFIT OBLIGATIONS

Particulars	31st March 2021	31st March 2020
Provision for Gratuity Fund	1,938,977	1,941,859
Total	1,938,977	1,941,859

23. REVENUE FROM OPERATIONS

Particulars	31st March 2021	31st March 2020
(i) SALES OF PRODUCTS		
A. Exports:		
Rice	-	23,202,048
B. High Sea Sales	-	3,622,348

C. Domestic:		
Tea	1,763,872	8,166,787
Pulses	926,172,046	2,157,555,264
Others	1,615,872	-
Total	929,551,790	2,192,546,447

24. OTHER INCOME

Particulars	31st March 2021	31st March 2020
Interest Income	1,202,107	1,050,468
Gain on Forex fluctuation	9,006,550	7,715,773
Fair Value Gain on Gold (net)	6,348	80,371
Revaluation of Mutual Funds	322,813	16,339
Sundry Balances Written back	8,833,690	13,842
Miscellaneous Receipts	18,000	295,890
Interest on Income Tax	-	465,375
Rent Received	390,105	556,563
Total	19,779,613	10,194,621

25. PURCHASES OF STOCK IN TRADE

Particulars	31st March 2021	31st March 2020
Tea	-	1,247,219
High Seas Purchase	-	3,474,604
Rice	-	17,819,500
Purchase of Pulses	887,524,475	1,618,823,463
Other Items	174,328	-
Total	887,698,803	1,641,364,786

26. CHANGES IN INVENTORIES OF FINISHED GOODS

Particulars	31st March 2021	31st March 2020
Opening Stock	67,963,559	304,541,348
Less: Closing Stock	89,820,017	67,963,559
Decrease/(Increase)	(21,856,458)	236,577,789

27. EMPLOYEE BENEFITS EXPENSE

Particulars	31st March 2021	31st March 2020
Salaries and wages	5,113,077	6,131,297
Contribution to Provident Funds and Other Funds	357,853	372,654
Staff Welfare Expenses	165,532	58,357
Total	5,636,462	6,562,308

28. FINANCE COSTS

Particulars	31st March 2021	31st March 2020
Loan Processing Fee	326,900	530,480
Interest Expenses	33,847,757	41,348,107
Bank Charges	128,427	574,702
Total	34,303,084	42,453,289

29. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	31st March 2021	31st March 2020
Depreciation on Property, Plant and Equipment	1,034,701	1,202,578
Total	1,034,701	1,202,578

30. OTHER OPERATIVE EXPENSES

Particulars	31st March 2021	31st March 2020
Advertisement & Sponsorship	100,853	1,253,642
Auditor's Remuneration	265,958	250,000
Brokerage & Commission	8,314,743	77,673,135

Business Promotion Expenses	1,221,543	1,635,485
Clearing & Forwarding Charges	6,510,300	74,867,068
Consultancy Charges	66,000	1,016,000
Detention Charges	5,670,359	27,168,631
Directors Sitting Fees	27,000	12,750
Discount Allowed	6,309	689,788
Electricity Charges	444,282	461,358
Filing Fees	31,953	12,708
Freight Expenses	1,786,297	6,639,329
Insurance	371,718	860,511
Legal, Professional & Listing Fees Expenses	1,102,199	8,888,701
Loss on Fair valuation of financial assets	-	28,452
Loss on Sale of Vehicle	-	5,577
Membership & Subscription	256,751	341,882
Misc. Expenses	1,043,179	5,239,259
Office Expenses	240,496	377,198
Packing Expenses	115,247	6,495,123
Postage, Telegram & Telephone Expenses	129,046	193,308
Provision for Gratuity	229,359	231,167
Rent, Rates & Taxes	1,859,670	8,624,217
Repairs & Maintenance	893,913	5,944,371
Donation	11,000	286,750
Travelling & conveyance	1,387,420	4,973,804
Warehousing Charges	952,859	11,128,157
Total	33,038,454	245,298,371

31. EARNINGS PER SHARE(EPS)

Particulars	31st March 2021	31st March 2020
BASIC AND DILUTED EARNINGS PER SHARE		
i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs.)	7,167,223	21,128,691
ii) Weighted Average number of equity shares	10,000,000	10,000,000
iii) Basic and Diluted Earnings per share attributable to the equity holders of the company (Rs.)	0.72	2.11
iv) Face Value per equity share (Rs.)	10	10

32. AUDITORS REMUNERATION

Particulars	31st March 2021	31st March 2020
i) Statutory Audit & Limited Review Fees	212,766	200,000
ii) Tax Audit Fees	53,192	50,000
Total	265,958	250,000

33. VALUE OF IMPORTS ON CIF BASIS

Particulars	31st March 2021	31st March 2020
Pulses	197,538,648	492,563,082
Total	197,538,648	492,563,082

34. EARNINGS IN FOREIGN EXCHANGE

Particulars	31st March 2021	31st March 2020
Export of Goods on FOB Basis (excluding high seas sales)	-	23,202,047
Total	-	23,202,047

35. CONTINGENT LIABILITY NOT PROVIDED FOR

Particulars	31st March 2021	31st March 2020
Corporate Guarantees given on behalf of Asian Tea Company Pvt. Ltd. (Associate)	370,000,000	370,000,000
Total	370,000,000	370,000,000

36. EMPLOYEE BENEFITS

As required by Ind AS 19, "Employee Benefits", the disclosures regarding defined benefits is given below:

- a) Provident Fund and Pension Fund are defined contribution schemes and the contribution thereto are charged to Statement of Profit and Loss for the year when the contributions to the respective funds are paid/due.
- b) Gratuity
Group Gratuity Fund is defined benefit plan and the cost of providing the benefit is determined using the Projected Unit Credit Method (PUCM) with actuarial valuation being carried out at each reporting date.

The following tables set forth the particulars in respect of aforesaid Defined Benefit Plans of the Company for the year ended 31st March 2021 and corresponding figures for the previous years:

Particulars	31st March 2021	31st March 2020
(i) Reconciliation of opening and closing balances of Defined Benefit Obligation		
Present Value of Obligation at beginning of year	2,657,385	2,266,396
Interest Cost	181,560	151,169
Current Service Cost	154,937	163,429
Benefits Paid	(105,000)	
Actuarial (gain)/loss on Obligations-		
a) Due to change in financial assumptions	(16,162)	4,968
b) Due to change in demographic		
c) Due to experience adjustment	(277,926)	71,423
Present Value of Obligation at end of Year	2,594,794	2,657,385
(ii) Reconciliation of opening and closing balances of Fair Value of Plan Assets		
Fair Value of Plan Assets at beginning of Year	1,537,139	1,250,832
Interest Income on Plan Assets	107,139	83,430
Benefits Paid	(105,000)	
Contributions	10,000	
Return on Plan Asset excluding Interest Income	17,330	202,877
Fair Value of Plan Assets at end of Year	1,566,608	1,537,139
(iii) Reconciliation of Present Value of Obligations and Fair Value of Plan Assets (Amount recognised in Balance Sheet)		
Present Value of Obligation at end of the year	2,594,794	2,657,385
Fair Value of Plan Assets at end of the year	1,566,608	1,537,139
Net Asset/(Liability) Position	(1,028,186)	(1,120,246)
(iv) Total expense recognized in Statement of Profit and Loss		
Current Service Cost	154,937	163,429
Interest Cost	181,560	151,169
Interest Income on Plan Assets	17,330	202,877
Present Value of Obligation at end of Year	353,827	517,475
(v) Remeasurement recognized in Other Comprehensive Income		
Actuarial (gain)/loss on Defined Benefit Obligations	(294,088)	76,391
Return on Plan Asset excluding Interest Income	17,330	202,877
Net (Income)/Expense recognized in Other Comprehensive Income	(311,418)	(126,486)

Significant estimates: Actuarial Assumptions

Particulars	31st March 2021	31st March 2020
Discount Rate	6.97% p.a.	6.74% p.a.
Expected Return on Plan Asset	6.97% p.a.	6.74% p.a.
Future Salary Increase	6.00% p.a.	6.00% p.a.
Average expected future service (Remaining working Life)	19 years	19 years

Average Duration of Liabilities	19 years	19 years
Mortality Table	IALM 2006-2008 Ultimate	IALM 2006-2008 Ultimate
Superannuation at age	60 years	60 years
Early Retirement & Disablement (All Causes Combined)	1% p.a.	1% p.a.

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	Increase	Decrease	Increase	Decrease
Discount Rate (-/+ 0.5%)	2,561,892	2,630,810	2,623,184	2,694,748
% Change Compared to base due to sensitivity	-1.27%	1.39%	-1.29%	1.41%
Salary Growth (-/+ 0.5%)	2,630,810	2,561,607	2,694,615	2,622,998
% Change Compared to base due to sensitivity	1.39%	-1.28%	1.40%	-1.29%
Attrition Rate (-/+ 0.5%)	2,594,872	2,594,716	2,657,146	2,657,624
% Change Compared to base due to sensitivity	0.00%	0.00%	-0.01%	0.01%
Mortality Rate (-/+ 10%)	2,594,894	2,594,690	2,657,412	2,657,358
% Change Compared to base due to sensitivity	0.00%	0.00%	0.00%	0.00%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Expected future benefit payments

Year	Amount (Rs.)
1	2,005,412
2	6,112
3	6,814
4	7,502
5	7,505
6 to 10	415,080
More than 10	1,221,187
Total Undiscounted Payments Past and Future Service	-
Total Undiscounted Payments related to Past Service	3,669,611
Less Discount for Interest	1,074,817
Projected Benefit Obligation	2,594,794

37. RELATED PARTY DISCLOSURES

i. List of Related Parties where control exists with whom transactions have taken place and relationships:

Name of the Party	Nature of Relation
1. Sarita Nupur Vyapaar Pvt Ltd	Wholly Owned Subsidiary
2. Greenol Laboratories Pvt. Ltd	
3. HRG Health Care (P) Ltd	Associate
4. Inspire Tie Up (P) Ltd	
5. Hurdeodass Co. Pvt Ltd	
6. Asian Tea Company Private Limited	
7. Kesavatsapur Tea Company Pvt. Ltd	
8. Indong Tea Co. Pvt. Ltd.	
9. IBM Finance & Investment Pvt Ltd	
10. Asian Capital Market Limited	Significant Influence of Key Management Personnel (KMP)
11. Mr. H.R. Garg	Key Management Personnel (KMP)
12. Sunil Garg	
13. Mr. Rajesh Garg	
14. Ms. Rashi Nagori	

ii. Transactions during the year and outstanding balance with Related Parties

Particulars	31st March 2021	31st March 2020
a. i) Remuneration to Key Management Personnel:		
Mr. H.R. Garg	2,100,000.00	2,100,000
Mr. Rajesh Garg	205,480.00	264,000
Ms. Rashi Nagori	356,638.00	330,622
Mrs. Rama Garg	225,000.00	-
a. ii) Advance given to Key Management Personnel:		
Mr. H.R.Garg	-	-
a. iii) Loan taken from Key Management Personnel:		
Mr. H.R. Garg		
At the beginning of the year	-	6,542,398
Loans Taken during the year	6,100,000.00	2,050,000
Loan repaid during the year	6,100,000.00	8,789,271
Interest expenses	-	196,873
At the end of the year	-	-
Mr. Sunil Garg		
At the beginning of the year	17,273,736.00	9,563,320
Loans Taken during the year	7,950,000.00	21,907,625
Loan repaid during the year	25,223,736.00	14,594,029
Interest Expense	-	396,820
At the end of the year	-	17,273,736
Mr. Rajesh Garg		
At the beginning of the year	-	-
Loans Taken during the year	400,000.00	-
Loan repaid during the year	400,000.00	-
Interest Expense	-	-
At the end of the year	-	-
b) Transactions / Balances with Subsidiaries		
b. i) Rent Paid:		
Sarita Nupur Vyapaar Pvt Ltd.	1,150,000.00	4,800,000
Greenol Laboratories Pvt. Ltd.	30,000.00	30,000
b. ii) Sale of Pulses		
Sarita Nupur Vyapaar Pvt Ltd.	14,741,750.00	503,500
b. iii) Purchase of Pulses		
Sarita Nupur Vyapaar Pvt Ltd.	12,220,975.00	5,157,023
b. v) Outstanding Balances:		
Sundry Creditors for services		
Sarita Nupur Vyappar Pvt Ltd (Debit Balance)	20,747,316.10	6,826,023
Sundry Debtors for goods sold		
Sarita Nupur Vyappar Pvt Ltd (Debit Balance)	2,667,783.59	-
c) Transactions / Balances with Associates		
c. i) Sale of Tea:		
Asian Tea Company Pvt Ltd.	-	-
c. ii) Purchase of Tea:		
Hurdeodas & Co. Pvt Ltd	-	368,277
c. iii) Loan Given to Associate - Indong Tea Co. Pvt. Ltd.		
At the beginning of the year	9,642,139.00	-
Loans advanced during the year	6,350,000.00	10,250,000
Loan repayments received during the year	15,992,139.00	1,200,000
Interest charged	529,441.00	592,139
Interest received (including Tax Deducted at Source)	529,441.00	-
At the end of the year	-	9,642,139
c. iv) Advance Given to Associate		
Outstanding Advance at the end of the year		
Hurdeodas & Co. Pvt Ltd		
At the beginning of the year	-	-
Loans advanced during the year	900,000.00	-

Loan repayments received during the year	-	-
Advance converted into loan	-	-
Interest charged (NET)	99,900.00	-
Interest received (including Tax Deducted at Source)	-	-
At the end of the year	999,900.00	-
c. v) Advance Taken from Associate		
Asian Tea & Co. Pvt Ltd	5,281,281.00	5,281,281
c. v) Outstanding Balances:		
Sundry Creditors for goods		
Hurdeodas & Co. Pvt Ltd	-	531,723
d. i) Loan Taken from - Asian Capital Market Ltd		
At the beginning of the year	19,197,143.00	64,649,381
Loans advanced during the year	157,607,500.00	205,152,751
Loan repayments received during the year	137,374,970.98	253,650,000
Interest Expenses (net)	1,035,386.02	3,045,011
At the end of the year	-	19,197,143

38. SEGMENT INFORMATION

In accordance with Accounting Standard Ind As 108 'Operating Segment' are:

- Domestic
- International

Identification of segments:

The chief operational decision maker monitors the operating results of its business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements, Operating segment have been identified on the basis of Geographical Area of operations and other quantitative criteria specified in the the Ind AS 108.

Segment revenue and results:

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure (net of allocable income).

Segment assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipments, trade receivables, Inventory and other operating assets. Segment liabilities primarily includes trade payable and other liabilities. Common assets and liabilities which can not be allocated to any of the business segment are shown as unallocable assets / liabilities.

Inter Segment transfer:

Profit or loss on inter segment transfers are eliminated at company level.

Particulars	Domestic	International	Unallocated	Total
Segment Revenue				
Sales	929,551,790 (2,165,722,051)	- (26,824,396)	- -	929,551,790 (2,192,546,447)
Interest Income	- -	- -	1,202,107 (1,515,843)	1,202,107 (1,515,843)
Other Income	14,019,132 (5,680,540.00)	4,561,335 (2,035,233.00)	-2,962 (1,012,171.00)	18,577,505 (8,727,944)
Total	943,570,922 (2,171,402,591)	4,561,335 (28,859,629)	-2,962 (2,528,014)	948,129,296 (2,202,790,234)
Segment Expenses	903,920,811 (2,090,874,130)	6,309 (25,406,257)	35,927,925 (57,227,901)	939,855,045 (2,173,508,288)
Segment Results	39,650,111 (80,528,461.00)	4,555,026 (3,453,372.00)	-34,728,780 54,699,887.00	9,476,358 (29,281,946.00)
Segment Assets	443,332,260 (376,563,389)	14,904,266 (25,033,249)	216,360,601 (309,295,680)	674,597,127 (710,892,318)
Segment Liabilities	68,394,933 (120,976,138)	- (32,511)	316,782,593 (307,856,074)	385,177,526 (428,864,723)
Segment Capital Employed	- (255,587,251)	- (25,000,738)	289,419,601 (1,439,606)	289,419,601 (282,027,595)

The previous year figures are given in brackets

39. FINANCIAL INSTRUMENTS

i. Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are Company into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for financial instruments

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Financial Assets and Liabilities measured at fair value-recurring fair value measurements as at 31st March,2021

	Note	Level 1	Level 2	Level 3	Total
Financial Assets					
<i>Investments at FVTPL</i>					
Gold Coin (69 Gram) - 9 Pcs	4	-	304,773	-	304,773
<i>Investments at FVTOCI</i>					
Mutual Funds	11	2,124,427			2,124,427
Total Financial Asset		2,124,427	304,773	-	2,429,200
Financial Liabilities		-	-	-	-
Total Financial Liabilities		-	-	-	-

Financial Assets and Liabilities measured at fair value-recurring fair value measurements as at 31st March,2020

	Note	Level 1	Level 2	Level 3	Total
Financial Assets					
<i>Investments at FVTPL</i>					
Gold Coin (69 Gram) - 9 Pcs	4	-	298,425	-	298,425
<i>Investments at FVTOCI</i>					
Mutual Funds	11	1,801,615			1,801,615
Total Financial Asset		1,801,615	298,425	-	2,100,040
Financial Liabilities		-	-	-	-
Total Financial Liabilities		-	-	-	-

ii. Valuation processes

The finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. Discussions of valuation processes and results are held between the CFO and the valuation team at least once every three months, in line with the company's quarterly reporting periods.

40. FINANCIAL RISK MANAGEMENT

The Company's activities expose it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the Company, the company has risk management policies as described below: -

(B) Credit risk

Credit risk refers to the risk of financial loss arising from default / failure by the counterparty to meet financial obligations as per the terms of contract. The Company is exposed to credit risk for receivables, cash and cash equivalents and financial guarantees. None of the financial instruments of the Company result in material concentration of credit risks.

Credit risk on receivables is minimum since sales are made after judging credit worthiness of the customers, advance payment or against letter of credit by banks. The history of defaults has been minimal and outstanding receivables are regularly monitored. Before giving loans to parties including subsidiary, the Company assesses the material risk on account of non-performance by any of the parties.

For derivative and financial instruments, the Company manage its credit risks by dealing with reputable banks and financial institutions.

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

(C) Liquidity risk

Liquidity risk refers to the risk that the Company fails to honour its financial obligations in accordance with terms of contract. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

Management monitors rolling forecasts of the company's liquidity position (including the undrawn credit facilities extended by banks and financial institutions) and cash and cash equivalents on the basis of expected cash flows. In addition, the Company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans

Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities as at 31st March 2021	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
Financial Liabilities					
Borrowings	267,155,130	13,985,563	30,914,951	3,731,286	315,786,931
Trade Payables	65,800,139	-	-	-	65,800,139
Total	332,955,269	13,985,563	30,914,951	3,731,286	381,587,069

(D) Market risk

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, EUR and GBP. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows.

The Company, as risk management policy, hedges foreign currency transactions to mitigate the risk exposure and reviews periodically to ensure that the results from fluctuating currency exchange rates are appropriately managed.

(ii) Price risk

The Company's exposure to equity securities price risk arises from unquoted investments held and classified in the balance sheet as Cost. The Company is not expecting high risk exposure from its investment in securities.

(E) Agricultural Risk

Cultivation of tea being an agricultural activity, there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions, logistic problems inherent to remote areas, and fluctuation of selling price of finished goods (tea) due to increase in supply/availability.

The Company manages the above financial risks in the following manner:

- Sufficient inventory levels maintained so that timely corrective action can be taken in case of adverse weather conditions.
- Slightly higher level of consumable stores are maintained in order to mitigate financial risk arising from logistics problems.
- Sufficient working-capital-facility is obtained from banks in such a way that procurement and sale of tea is not adversely affected even in times of adverse conditions.

41. CAPITAL MANAGEMENT

(a) Risk Management

The Company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain an optimal capital structure to reduce the cost of capital

In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Company monitors capital on the basis of net debt to equity ratio and maturity profile of overall debt portfolio of the Company.

Net debt implies total borrowings of the Company as reduced by Cash and Cash Equivalent and Equity comprises all components attributable to the owners of the Company

The following table summarizes the Net Debt, Equity and Ratio thereof.

Particulars	31st March 2021	31st March 2020
Borrowings - Non-Current	48,631,800	28,788,416
- Current	257,588,040	270,306,051
Current Maturities of Long-Term Debt	9,567,091	3,999,551
Total Debt	315,786,931	303,094,018
Less: Cash and Cash Equivalents	11,723,538	2,021,285
Other bank balance	1,602,236	5,681,592
Total	13,325,774	7,702,877
Net Debt	302,461,157	295,391,140
Total Equity	289,419,601	282,027,596
Net Debt to Equity Ratio	1.05	1.05

Under the terms of the major borrowing facilities, the Company has complied with the financial covenants as imposed by the bank.

42. DETAILS OF UNHEDGE EXPOSURE IN FOREIGN CURRENCY DENOMINATED MONETARY ITEMS.

Particulars	31st March 2021 USD	31st March 2020 USD
Debtors	200,783	281,390
Advance to Supplier	680,591	2,801,948

43. Previous year figures have been regrouped/rearranged wherever considered necessary, in line with transition to Ind AS and otherwise as appropriate.

For & on behalf of the Board

For Kaushal Surana & Co.

Chartered Accountants

Sd/-

FCA Kaushal Kumar Surana

Proprietor

Mem No. 065552

FRN: 329248E

Place: Kolkata

Date: 14-08-2021

Sd/-

(HARIRAM GARG)

Managing Director

DIN: 00216053

Sd/-

(RAJESH GARG)

Chief Financial Officer

Sd/-

(SUNIL GARG)

Director

DIN: 00216155

Sd/-

(ANNU JAIN)

Company Secretary

STATEMENT OF ACCOUNTING RATIOS

The following tables present certain accounting and other ratios computed on the basis of amounts derived from the Audited Financial Statements and the Unaudited June Financial Results included in "Financial Statements" as above:

- On Standalone Basis

Particulars	30-06-2021	31-03-2021	31-03-2020
Net Profit for the period/year ended on (A) (₹ in crores)	0.06	0.72	2.11
Net worth at the end of period/year ended on (B) (₹ in crores)	29.02	28.94	28.20
No. of equity shares outstanding at the period/year ended on (C) (in crores)	1.00	1.00	1.00
Earnings Per Share (EPS) (Basic and Diluted) (₹) (A/C)	0.06	0.72	2.11
Return on Net Worth (%) (A/B)	0.21%	2.49%	7.48%
Net Asset Value per Share (in ₹) (B/C)	29.02	28.94	28.20
EBITDA (₹ in crores)	0.93	4.48	7.29

- On Consolidated basis

Particulars	30-06-2021	31-03-2021	31-03-2020
Net Profit for the period/year ended on (A) (₹ in crores)	0.38	3.67	2.77
Net worth at the end of period/year ended on (B) (₹ in crores)	41.70	41.34	37.84
No. of equity shares outstanding at the period/year ended on (C) (in crores)	1.00	1.00	1.00
Earnings Per Share (EPS) (Basic and Diluted) (₹) (A/C)	0.38	3.67	2.77
Return on Net Worth (%) (A/B)	0.91%	8.88%	7.32%
Net Asset Value per Share (in ₹) (B/C)	41.70	41.34	37.84
EBITDA (₹ in crores)	1.28	7.64	9.42

Formula used:

- Earnings Per Share (₹):** Net Profit after tax for the year attributable to Equity Shareholders divided by weighted average no of equity shares outstanding during the period.
- Return on Net Worth (%):** Net Profit after tax for the year attributable to Equity Shareholders divided by Net Worth at the end of the period multiplied by 100.
- Net Asset Value Per Share (₹):** Net Assets as at the year-end/ period end divided by total number of equity shares outstanding at the end of the period.
- EBITDA (₹ in lacs):** Profit before tax plus finance costs plus depreciation and amortisation expense and interest income.

Signed in terms of our separate report of even date.

For and on behalf of

Kaushal Surana & Co.

Chartered Accountants

Firm Registration No: 329248E

S/d-

CA Kaushal Kumar Surana

Proprietor

Membership No: 065552

Place: Kolkata

Date: 05/10/2021

UDIN No: 21065552AAAABI8845

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

The following discussion is intended to convey management's perspective on our unaudited financial condition for the three-month period ended as on June 30, 2021 and audited financial condition and results of operations for the financial year ended March 31, 2021 and 2020. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with the section titled "**Financial Information**" beginning on page 49 of the Letter of Offer. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "**Risk Factors**" beginning on page 16 of this Letter of Offer. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "**Forward-Looking Statements**" beginning on page 13 of this Letter of Offer.

Unless otherwise stated, the financial information of our Company used in this section has been derived from the Consolidate/standalone Audited Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year. In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Asian Tea & Exports Limited, our Company.

BUSINESS OVERVIEW

For Detailed information on our business, please refer to chapter titled "**Our Business**" beginning from page no. 41 of this Letter of Offer

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED PERIOD

In the opinion of the Board of Directors of our Company, since the date of the last audited period i.e., March 31, 2021, there have not arisen any circumstance that materially or adversely affect or are likely to affect the trading or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months:

KEY FACTORS AFFECTING OUR RESULTS OF OPERATION

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "**Risk Factor**" beginning on page 16 of this Letter of Offer. Our results of operations and financial conditions are affected by numerous factors including the following:

1. Our dependence on limited number of customers for a significant portion of our revenues;
2. Any failure to comply with the financial and restrictive covenants under our financing arrangements;
3. Our ability to retain and hire key employees or maintain good relations with our workforce;
4. Impact of any reduction in sales of our services/products;
5. Rapid Technological advancement and inability to keep pace with the change;
6. Increased competition in industries/sector in which we operate;
7. General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
8. Changes in laws and regulations relating to the Sectors in which we operate;
9. Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
10. Any adverse outcome in the legal proceedings in which we/our promoters may be involved, if any;
11. Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
12. Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition and
13. Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability.

SIGNIFICANT ACCOUNTING POLICIES:

Our significant accounting policies are described in the section entitled "**Financial Information**" beginning from page no. 49 of the Letter of Offer

SUMMARY OF THE RESULTS OF OPERATION:

The following table sets forth select financial data from unaudited financial condition for the three-month period ended as on June 30, 2021 and Audited standalone Profit and Loss accounts for the financial year ended on 31st March 2021 and 31st March 2020 and the components of which are also expressed as a percentage of total income for such periods.

(Rs. in Crores)

Particulars	For the period/year ended					
	30-06-2021	% of Total Revenue	31-03-2021	% of Total Revenue	31-03-2020	% of Total Revenue
(1) Revenue						
(a) Revenue from Operations	16.11	99.26%	92.95	97.91%	219.25	99.54%
(b) Other Income	0.12	0.74%	1.98	2.09%	1.02	0.46%
Total Revenue (1)	16.23	100.00%	94.93	100.00%	220.28	100.00%
(2) Expenses						
(a) Purchase	14.59	89.90%	88.77	93.51%	164.14	74.51%
(b) Change in Inventory	0.27	1.66%	-2.19	-2.31%	23.66	10.74%
(c) Employee Benefit Expenses	0.12	0.74%	0.56	0.59%	0.66	0.30%
(d) Other Expenses	0.32	1.97%	3.3	3.48%	24.53	11.14%
Total Expenses (2)	15.30	94.27%	90.44	95.27%	212.98	96.69%
(3) Profit/(Loss) before Interest, Depreciation and Tax (1-2)	0.93	5.73%	4.49	4.73%	7.29	3.31%
Depreciation & Amortisation Expenses	0.02	0.12%	0.11	0.12%	0.12	0.05%
(4) Profit/(Loss) before Interest and Tax	0.91	5.61%	4.38	4.61%	7.17	3.26%
Financial Charges	0.81	4.99%	3.43	3.61%	4.25	1.93%
(5) Profit/(Loss) before Tax	0.10	0.62%	0.95	1.00%	2.93	1.33%
Prior Period Items	-	-	-	-	-	-
(6) Profit/(Loss) before Tax	0.10	0.62%	0.95	1.00%	2.93	1.33%
Tax expense						
(a) Current Tax	0.03	0.18%	0.25	0.26%	0.81	0.37%
(b) Deferred Tax	0.01	0.06%	-0.02	-0.02%	0.01	0.00%
Total Tax Expenses	0.04	0.25%	0.23	0.24%	0.82	0.37%
(7) Profit/(Loss) for the period/ year	0.06	0.37%	0.72	0.76%	2.11	0.96%

COMPARISON OF THE FINANCIAL PERFORMANCE FOR THE PERIOD 3 MONTH ENDED JUNE 2021 WITH JUNE 2020

Due to prevailing pandemic COVID-19 related condition and world-wide lock down, our business activity has been adversely affected post March 20 due to slowdown resulting into overall lower turnover. During the period under review, the company has recorded a turnover of Rs. 16.11 crores only up to June 30, 2021 as compared to Rs. 10.75 crores up to June 30, 2020 in previous year. The Company has recorded a net profit to the tune of Rs. 0.06 crores as compared to loss of Rs. 0.42 crores in the previous year, which is overall better than previous years figure due to ease of lock down from March 21.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2021 WITH FISCAL 2020

During the year under review, the company has recorded a turnover of Rs.92.95 crores as compared to Rs. 219.25 crores in the Previous Year. The Company has recorded a net profit to the tune of Rs. 0.72 crores as compared to Rs. 2.11 crores in the previous year. Our business activity has been adversely affected post March 20 due to slowdown resulting into overall lower turnover and profitability.

Except as described in this Letter of Offer, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent

SECTION VIII: LEGAL AND OTHER INFORMATIONS

OUTSTANDING LITIGATION AND DEFAULTS

Except as disclosed below, there are no outstanding litigation with respect to (i) issues of moral turpitude or criminal liability on the part of our Company; (ii) material violations of statutory regulations by our Company; (iii) economic offences where proceedings have been initiated against our Company; (iv) any pending matters, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position.

I. CONTINGENT LIABILITIES OF OUR COMPANY

As on the date of this Letter of Offer, we have certain contingent liabilities and commitments that had not been provided for, details of the same is as under:

Particulars	Amount (₹ in Lakhs)
Corporate Guarantees given on behalf of Asian Tea Company Pvt. Ltd. (Associate company)	5,200.00
Total	5,200.00

Note: The issuer Company had issued a Corporate Guarantee amounting to Rs.5,200 Lakhs in favor of State Bank of India for loan availed by Asian Tea Company Pvt. Ltd., being an associate of the issuer Company. (Source: MCA master Data)

I. LITIGATION INVOLVING OUR COMPANY

A. Pending matters, which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position of our Company:

a) Our company is having TDS outstanding demand since long and pending for settlement as under:

Financial Year	Amount	Particulars
2007-08	79,620.00	Short Deduction and Interest
2008-09	29,360.00	Short Deduction and Interest
2009-10	18,150.00	Short Deduction and Interest
2010-11	7,060.00	Short Deduction and Interest
2011-12	130.00	Interest on Late Payment
2012-13	18,520.00	Short Deduction and Interest
2013-14	2,010.00	Short Deduction and Interest
2017-18	21,360.00	Short Deduction and Interest
Total	1,76,210.00	

b) Asian Tea & Exports Limited Versus Additional Commissioner of Customs (Port) & 2 Ors.

Court/Authority	Hon'ble High Court at Calcutta, Constitutional Writ Jurisdiction, Appellate Side W.P.A. No. 14814 of 2021
Section Code	Article 226 of the Constitution of India
Date of Filing	16.09.2021
Case Details	The Writ petition was filed by the Company for challenging the legality and /or validity of the Show Cause Notice bearing F. No. S202 Gr.I (P)-84/2019A dated 30.09.2020 issued against it by the Respondent No.1 u/s 124 of Customs Act, 1962 and corrigendum dated 13.11.2020 issued in relation thereto and all the purported proceedings thereunder. The said impugned proceedings are in respect of the importation of Black matpe by the Petitioner at Kolkata Port and which was imported pursuant to orders passed by the Hon'ble High Court, Calcutta in connection with the Petitioner's Writ petition no. W.P. No.21380(W) of 2018. The Petitioner contended that, the Show Cause Notice was issued without authority of Law.
Status	Pending
Amount Involved	-

c) Asian Tea & Exports Limited Versus Union of India & Director General of Foreign Trades & 2 ors.

Court/Authority	Hon'ble High Court at Calcutta, Constitutional Writ Jurisdiction, Appellate Side W.P.A. No. 21380 of 2018
Section Code	Article 226 of the Constitution of India
Date of Filing	10.10.2018
Case Details	The Writ petition was filed by the Company for challenging the legality and /or validity of the Notification No. 22/(2015-2020)/New Delhi dated 21 st August, 2017. In the course of its business the Company had entered in to an Agreement on 05.09.2018 with a foreign supplier for import of Black Matpe. The Respondent No.2 in exercise of its powers conferred by section 3 of the Foreign Trade (Development and Regulation) Act, 1992 read with Foreign Trade Policy had amended the import policy vide the said notification, whereby the Respondent No.2 had restricted the import of Black matpe, for a limited period
Status	Pending
Amount Involved	-

d) Asian Tea & Exports Limited Versus Union of India & Director General of Foreign Trades & 2 Ors.

Court/Authority	Hon'ble High Court at Calcutta, Constitutional Writ Jurisdiction, Appellate Side W.P.A. No. 21382 of 2018
Section Code	Article 226 of the Constitution of India
Date of Filing	10.10.2018
Case Details	The Writ petition was filed by the Company for challenging the legality and /or validity of the Notification No. 04/(2015-2020)/New Delhi dated 25 th April, 2018. In the course of its business the Company had entered in to an Agreement on 05.09.2018 with a foreign supplier for import of Yellow Peas and Green Peas. The Respondent No.2 in exercise of its powers conferred by section 3 of the Foreign Trade (Development and Regulation) Act, 1992 read with Foreign Trade Policy had amended the import policy vide the said notification, whereby the Respondent No.2 had restricted the import of Peas, from the existing policy "free to restricted".
Status	Pending
Amount Involved	-

e) Asian Tea & Exports Limited & Anr. Versus Amrendra Narayan, Additional Commissioner of Customs (Port) Kolkata

Court/Authority	Hon'ble High Court at Calcutta, Special Civil Jurisdiction (Contempt) C.P.A.N. 05 of 2020 of W.P 21380 of 2018
Section Code	Article 215 of the Constitution of India
Date of Filing	03.01.2020
Case Details	A contempt of court petition was filed in the Hon'ble High Court at Calcutta against the Additional Commissioner of Customs (Port) for his show cause Notice dated 24.10.2019, for, inter alia, issuing threats of confiscation of imported goods and imposing penalty and redemption under Sections 111(d), 112(a), 125 of the Customs Act, 1962 by deliberately ignoring and disobeying that part of the Order dated 22.05.2019 passed by the Hon'ble High Court at Calcutta in CAN 4312 of 2019 of WP 21380 of 2018, by which the contemnor had been directed to assume that the notification against import of said goods was stayed and not in force.
Status	Pending
Amount Involved	-

f) Asian Tea & Exports Limited & Anr. Versus Amrendra Narayan, Additional Commissioner of Customs (Port) Kolkata

Court/Authority	Hon'ble High Court at Calcutta, Special Civil Jurisdiction (Contempt) C.P.A.N. 06 of 2020 arising out of MAT No.453of 2019 and CAN No.3305 of 2019
Section Code	Article 215 of the Constitution of India
Date of Filing	03.01.2020
Case Details	A contempt of court petition was filed in the Hon'ble High Court at Calcutta against the Additional Commissioner of Customs (Port) for his show cause Notice dated 05.11.2019, for, inter alia, issuing threats of confiscation of imported goods and imposing penalty and redemption under Sections 111(d), 112(a), 125 of the Customs Act, 1962 by deliberately ignoring and disobeying that part of the Order dated 04.04.2019, passed by the Hon'ble Division Bench in MAT 453 of 2019, CAN 3305 of 2019 and MAT 486 of 2019, CAN 3511 of 2019, by which the contemnor had been directed to assume that the notification against import of said goods was stayed and not in force.
Status	Pending

Amount Involved	-
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- B. Proceedings involving issues of moral turpitude or criminal liability on the part of our Company: NIL
- C. Proceedings involving material violations of statutory regulations by our Company: NIL
- D. Matters involving economic offences where proceedings have been initiated against our Company: NIL

II. LITIGATION INVOLVING OUR DIRECTORS, PROMOTERS AND PROMOTER GROUP

Some of our Directors, Promoters and Promoter Group have outstanding demand from Income Tax Department, details of which are mentioned below:

a) **Mr. Hariram Garg [Director and forming part of Promoter and Promoter Group]:**

A. Y.	Section Code	Date of Demand	Amount	Particulars
2005-06	143(1)	31/10/2006	2,026	Pending
2008-09	143(1)	30/06/2009	60,994	Pending
2010-11	220(2)	07/06/2017	24,485	Pending
2013-14	154	09/09/2016	4,08,352	Pending
		Total	4,95,857	

b) **Mr. Sunil Garg [Director and forming part of Promoter and Promoter Group]:**

A. Y.	Section Code	Date of Demand	Amount	Particulars
2008-09	143(1)	12/11/2009	46,169	Pending
2017-18	143(1)(B)	29/06/2020	1,308	Pending
		Total	47,477	

c) **Ms. Rama Garg [Director and forming part of Promoter and Promoter Group]:**

A. Y.	Section Code	Date of Demand	Amount	Particulars
2008-09	143(1)	26/02/2010	4,166	Pending
2009-10	143(1)(a)	10/11/2010	3,190	Pending
2012-13	143(1)(a)	24/03/2014	25,740	Pending
2015-16	-	10/02/2018	450	Pending
		Total	33,546	

d) **Sita Garg [Forming part of Promoter Group]:**

A. Y.	Section Code	Date of Demand	Amount	Particulars
2007-08	143(1)	19/03/2009	30,397	Pending
2008-09	143(1)	16/11/2009	27,671	Pending
2012-13	143(1)(a)	22/02/2013	4,740	Pending
2015-16	143(3)	10/08/2017	6,14,109	Pending
2018-19	154	17/06/2019	11,110	Pending
		Total	6,88,027	

e) **Nisha Garg [Forming part of Promoter Group]:**

A. Y.	Section Code	Date of Demand	Amount	Particulars
2008-09	143(1)	22/12/2009	25,763	Pending
		Total	25,763	

f) **Asian Housing and Infrastructure Limited [Promoter and Promoter Group]:**

A. Y.	Section Code	Date of Demand	Amount	Particulars
2009-10	154	28/08/2020	59,550	Pending
2013-14	220(2)	21/10/2020	23,136	Pending
2013-14	271AAb(1)(a)	30/09/2016	52,94,602	Pending
2014-15	250	23/08/2017	48,12,135	Pending
2015-16	143(3)	27/12/2017	6,28,079	Pending
		Total	1,08,17,502	

g) **Maharaja Barter Pvt. Ltd. [Promoter and Promoter Group]:**

A. Y.	Section Code	Date of Demand	Amount	Particulars
2005-06	143(1)	07/09/2006	15,492	Pending
2010-11	250	28/03/2017	6,250	Pending
2012-13	143(1)(a)	13/09/2013	28,546	Pending
2014-15	143(3)	31/03/2016	1,210	Pending
		Total	51,498	

h) **Asian Capital Markets Limited. [Promoter and Promoter Group]:**

A. Y.	Section Code	Date of Demand	Amount	Particulars
2014-15	271AAB(1)(c)	30.09.2016	1,29,32,669	Pending
		Total	1,29,32,669	

III. LITIGATION INVOLVING OUR GROUP ENTITIES: NIL

IV. LITIGATIONS INVOLVING OUR SUBSIDIARIES: NIL

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, nor our Promoter or any of our directors are or have been categorized as a willful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the RBI.

DETAILS OF MATERIAL DEVELOPMENTS AFTER THE DATE OF LAST BALANCE SHEET I.E. MARCH 31, 2021.

Except as mentioned in this Letter of Offer, no material circumstances have arisen since the date of last financial statement until the date of filing the Letter of Offer, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months to our knowledge. The Details are as under:

- ii) Covid-19 pandemic and lock down restriction due to which our business operations were impacted.
- iii) Pursuant to a scheme of amalgamation approved by the Hon'ble National Company Law Tribunal, Kolkata Bench vide order dated 16/12/2020, wherein Kanchan Wood Products Pvt. Ltd, Deluxe Dealcom Pvt. Ltd, Nibedita Vanijya Private Ltd, and Adyamaa Tracom Pvt. Ltd. (Transferor Companies) were amalgamated with Greenex Chemicals Pvt. Ltd. (Transferee Company). By virtue of this amalgamation, 7,59,511 (Nos.) of Equity shares of our Company held by the Transferor Companies are required to be transferred to Greenex Chemicals Pvt. Ltd. (Transferee Company). All the said shares except for 90,000 Nos. of shares held by Deluxe Dealcom Pvt. Ltd. has been transferred to Greenex Chemicals Pvt. Ltd.

GOVERNMENT APPROVALS

Our Company is required to comply with the provisions of various laws and regulations and obtain approvals, registrations, permits and licenses under them for conducting our operations. The requirement for approvals may vary based on factors such as the activity being carried out and the legal requirements in the jurisdiction in which we are operating.

Further, our obligation to obtain and renew such approvals arises periodically and applications for such approvals are made at the appropriate stage. Our Company has obtained all material consents, licenses, permissions and approvals from governmental and regulatory authorities that are required for carrying on our present business activities. In the event, some of the approvals and licenses that are required for our business operations expire in the ordinary course of business, we will apply for their renewal, from time to time.

As on the date of this Letter of Offer, there are no pending material Government and Regulatory approvals required for our Company to conduct our existing business and operations and objects of the Issue.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

1. The Issue of this Right Equity Shares to the eligible shareholders in terms of this Letter of Offer has been authorized by a resolution by the Board of Directors passed at their meeting held on January 25, 2021 under Section 62(1)(a) of the Companies Act 2013.
2. Our Board/Right Issue Committee in its meeting held on November 01, 2021 has resolved to issue the Rights Equity Shares to the Eligible Equity Shareholders aggregating up to ₹ 15.00 crores and decided to issue the Rights Equity Shares at an Issue Price of ₹ 15/- per Rights Equity Share (including a premium of ₹ 5/- per Rights Equity Share), in the ratio of 1 (one) Rights Equity Share for every 1 (one) Equity Shares, as held on the Record Date. The Issue Price of ₹ 15/- per Rights Equity Share has been arrived at, in consultation with the Lead Managers, prior to determination of the Record Date.
3. The Draft Letter of Offer has been approved by our Board pursuant to its resolution dated October 19, 2021.
4. The Letter of Offer has been approved by our Board pursuant to its resolution dated November 01, 2021.
5. Our Company has received In-principle approval from BSE (being the Designated Stock Exchange) under regulation 28 of the SEBI Listing Regulation vide their letter dated October 26, 2021 for listing of Right Equity Shares to be allotted in the issue. In-principle approval from CSE is not required as CSE is a regional stock exchange.
6. Our Company will also make applications to the BSE to obtain their trading approvals for the Rights Entitlements as required under the January 22, 2020 – Rights Issue Circular.
7. Our Company has been allotted the ISIN - INE822B20017 for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company. For details, see “*Terms of the Issue*” beginning on page 151 of this Letter of Offer.

Confirmation:

- Our Company, our Promoters, Promoter Group, our Directors, person(s) in control of the promoter or our Company have not been or are not prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.
- Our Company, our Promoters, Promoters’ Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
- None of our Directors are associated with the securities market in any manner and there has been no outstanding action initiated by the SEBI against the Directors.

Eligibility for the Issue:

In terms of Regulation 3 of SEBI ICDR regulation, in case of rights issue size is less than Rs. Fifty (₹50.00) crores, the SEBI ICDR regulation shall not apply unless otherwise provided and the issuer shall prepare the letter of offer in accordance with requirement as specified in the regulation and file the same with the SEBI for information and dissemination on the SEBI’s website.

Our Company is a listed company and is eligible to make this Rights Issue in terms of Chapter III of SEBI ICDR Regulations. Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI ICDR Regulations as explained below:

1. Our Company has been filing periodic reports, statements and information with the designated stock exchange in compliance with the listing agreements or SEBI Listing Regulations (to the extent applicable) for the last one year immediately preceding the date of this Letter of Offer;
2. The reports, statements and information referred to in paragraph (1) above are available on the website of BSE with nationwide trading terminals.
3. Our Company has investor grievance-handling mechanism which includes meeting of the Stakeholders Relationship Committee at frequent intervals, appropriate delegation of power by the Board as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI ICDR Regulations, disclosures in this Letter of Offer have been made in terms of Clause (4) of Part B of Schedule VI of the SEBI ICDR Regulations.

Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations:

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable, details are mentioned as under:

- Our Company, any of our Promoters, Promoter Group or our Directors are not debarred from accessing the capital market by SEBI.
- None of our promoters or Directors of our company is a promoter or director of any other company which is debarred from accessing the capital market by SEBI.
- None of our Promoters or our Directors are declared as Fugitive Economic Offenders within the meaning of the Fugitive Economic Offenders Act, 2018.
- Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company has made an application to BSE (designated stock exchanges having nationwide terminal) for their In-principle approval and undertakes to make an application to BSE for listing and trading approval of the Rights Equity Shares to be issued pursuant to the Issue.
- All Equity Shares are fully paid-up and there are no partly paid Equity Shares outstanding as on the date of this Letter of Offer. The Rights Equity Shares, when issued, shall be fully paid-up.
- We will ensure compliance with the conditions specified in Regulation 62(2) of the SEBI ICDR Regulations, to the extent applicable.
- Neither our Company, nor our Promoters or our Directors, have been identified as a willful defaulter by the RBI.
- The promoters or promoter group of our company will not renounce their rights except to the extent of renunciation within the promoter group.

DISCLAIMER CLAUSE OF SEBI

In terms of Regulation 3 of SEBI ICDR regulation, in case of Rights Issue size is less than Rs. Fifty (₹50.00) crores, the SEBI ICDR regulation shall not apply unless otherwise provided and the issuer shall prepare the letter of offer in accordance with requirement as specified in the regulation and file the same with the SEBI for information and dissemination on the SEBI's website.

Since the Board of Directors of our Company has approved and passed resolution on January 25, 2021 to authorize the Board of Directors to raise the funds by way of Right Offering amount not exceeding Rupees Fifteen (₹15.00) Crores, the letter of offer has not been filed with SEBI for their approval. Only the Letter of Offer will be filed with the SEBI for information and dissemination on the SEBI's website.

HOWEVER, IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE LETTER OF OFFER TO THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER.

DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER

Our Company and the Lead Manager accept no responsibility for statements made otherwise than in this Letter of Offer or in the advertisements or any other material issued by or at the instance of our company and that anyone placing reliance on any other source of information would be doing so at their own risk.

Investors who invest in the Issue will be deemed to have been represented by our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Right Equity Shares of our Company, and are relying on independent advice/evaluation as to their ability and quantum of investment in this Issue.

CAUTION

Our Company and the Lead Manager shall make all information available to the Eligible Equity Shareholders and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Letter of Offer with the SEBI/Stock Exchange.

No dealer, salesperson or other person is authorised to give any information or to represent anything not contained in this Letter of Offer. You must not rely on any unauthorised information or representations. This Letter of Offer is an offer to sell only the Rights Equity Shares and rights to purchase the Rights Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Letter of Offer is current only as of its date.

DISCLAIMER IN RESPECT OF JURISDICTION

This Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in *Kolkata, West Bengal, India* only.

DISCLAIMER CLAUSE OF BSE (THE DESIGNATED STOCK EXCHANGE)

As required, a copy of the Letter of Offer has been submitted to BSE. The disclaimer clause, as intimated by BSE to our Company, post scrutiny of the Letter of Offer is set out below:

“BSE Limited (“the Exchange”) has given vide its letter dated October 26, 2021, permission to this Company to use the Exchange’s name in this Letter of Offer as the stock exchange on which this Company’s securities are proposed to be listed. The Exchange has scrutinized this letter of offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- i Warrant, certify or endorse the correctness or completeness of any of the contents of this letter of offer; or**
- ii Warrant that this Company’s securities will be listed or will continue to be listed on the Exchange; or**
- iii Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;**

and it should not for any reason be deemed or construed that this letter of offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever”

LISTING

Our Company will apply to BSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

FILING

The Draft Letter of Offer shall not be filed with SEBI, nor will SEBI issue any observation on the Draft Letter of Offer as the size of issue is less than Rupees Fifty Crores.

The Draft Letter of Offer has been filed with BSE (the Designated Stock Exchange having nationwide terminal) for obtaining in-principle approval.

However, a copy of the Letter of Offer shall be filed with the SEBI for the purpose of their information and dissemination on its website through the SEBI intermediary portal at <https://siportal.sebi.gov.in> in terms of the SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 issued by the SEBI and with the Designated Stock Exchanges. Further, in light of the SEBI notification dated March 27, 2020, our Company will submit a copy of the Letter of Offer to the e-mail address: cfdil@sebi.gov.in.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI Listing Regulations.

- ✓ We have been registered with the SEBI Complaints Redress System (SCORES) as required by SEBI and monitor the same on regular interval.
- ✓ Our Company has a Stakeholders Relationship Committee to redress complaints, if any. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights.

✓ Our Company has appointed Ms. Annu Jain, Company Secretary, as the Compliance Officer to redress complaints, if any.

S.K. Infosolutions Private Ltd is Registrar to our Company. All investor grievances received by us have been handled by the Registrar in consultation with the Company Secretary and Compliance Officer.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar for the redressal of routine investor grievances shall be seven (7) to fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Investor Grievances arising out of the Issue

Our company has appointed Cameo Corporate Services Limited (“CAMEO”) as Registrar to this Right issue.

Our Company has also appointed Ms. Annu Jain, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue.

Investors may contact the Registrar or our Compliance Officer for any pre-Issue/post-Issue related matter. All grievances relating to the ASBA process or R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail ID of the sole/ first holder, folio number or demat account number, serial number of the Application Form, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form, or the plain paper application, as the case may be, was submitted by the ASBA Investors along with a photocopy of the acknowledgement slip (in case of ASBA process), and copy of the e-acknowledgement (in case of R-WAP process).

In case of non-routine grievances where verification at other agencies is involved, it would be the endeavor of the Registrar to attend to them as expeditiously as possible. Our Company undertakes to resolve the investor grievances in a time bound manner.

Contact details of the Registrar to this issue and of our Company Secretary and Compliance Officer are as follows:

Registrar to the Issue

CAMEO CORPORATE SERVICES LIMITED

"Subramanian Building", No. 1, Club House
Road, Chennai - 600 002, India

Tel No: +91-44-28460390

Fax No: +91-44-28460129

Email: investor@cameoindia.com

Contact Person: Ms. K Sreepriya

Website: www.cameoindia.com

SEBI Registration Number: INR000003753

Company Secretary & Compliance officer

Ms. Annu Jain, Company Secretary

Asian Tea and Exports Limited

Sikkim Commerce House, 5th Floor,

4/1 Middleton Street, Kolkata,

West Bengal – 700071, India

E-Mail ID: cosec@asianteaexports.com

Contact No: 033 – 40063601

Website: www.asianteaexports.com

Status of outstanding investor complaints in relation to our Company

As on the date of this Letter of Offer, there were no outstanding investor complaints in relation to our Company.

SECTION IX: ISSUE INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company and the Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is correctly filled up. Unless otherwise permitted under the SEBI ICDR Regulations read with SEBI Rights Issue Circulars, Investors proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this section.

Please note that pursuant to Regulation 76 of the SEBI ICDR Regulations and the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (“January 22 – Rights Issue Circular”), all the Investors including Renounees must mandatorily invest through the ASBA process only. However, due to the impact of the COVID-2019 pandemic and lockdown measures undertaken by the Government of India, SEBI by its Circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 (“May 6 – Rights Issue Circular”), read with SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 (“July 24 – Rights Issue Circular”), SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021 has permitted the introduction of an optional mechanism (non-cash method only), as an additional option over and above the existing mandatory ASBA process to accept Applications from the Investors. Accordingly, our Company has instituted a separate web-based application platform, i.e., the Registrar’s Web-based Application Platform (“R-WAP”) facility for making an Application in this Issue by resident Investors.

Further, in accordance with Regulation 77A of the SEBI ICDR Regulations read with the January 22 – Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, the Eligible Equity Shareholders who are holding Equity Shares in physical form and are desirous of subscribing to the Issue, are advised to furnish the details of their demat account to the Registrar not later than two working days prior to the Issue Closing Date. However, SEBI, pursuant to the May 6 – Rights Issue Circular and July 24 – Rights Issue Circular has stated that in the event there are physical shareholders who have not been able to open a demat account pursuant to the January 22 – Rights Issue Circular or are unable to communicate their demat account details to our Company or the Registrar for credit of Rights Entitlements, such physical shareholders may be allowed to submit their application subject to conditions. For more details, see “Application by Eligible Equity Shareholders holding Equity Shares in physical form” beginning on page no. 138 of this Letter of Offer.

OVERVIEW

This Issue and the Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, FEMA Act, FEMA Rules, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from the RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice.

Important:**1) Dispatch and availability of Issue materials:**

In accordance with the SEBI ICDR Regulations and relevant SEBI circulars on Rights Issue, our Company will send, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material (i) only to e-mail addresses of the resident Eligible Equity Shareholders who have provided their e-mail addresses; (ii) physical delivery only to the Indian address of resident Eligible Equity Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Equity Shareholders have not provided the valid email address to our Company; (iii) physical delivery only to the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and (iv) to the e-mail addresses of the foreign corporate or institutional shareholders, and in each case who make a request in this regard.

The Letter of Offer will also be provided by our Company to any existing Shareholder who makes a request in this regard.

Please note that Eligible Equity Shareholders, in order to update the respective Indian addresses/ email addresses/ mobile numbers in the records maintained by the Registrar or our Company, should visit www.cameoindia.com. Investors can access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- (i) our Company at www.asianteaexports.com;
- (ii) the Registrar at www.cameoindia.com;
- (iii) the Lead Manager at www.finshoregroup.com;
- (iv) the Stock Exchanges at www.bseindia.com
- (v) the Registrar's web-based application platform ("R-WAP") at <https://rights.cameoindia.com/asiantea>;

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (<https://rights.cameoindia.com/asiantea>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (www.asianteaexports.com).

Further, our Company along with the Lead Manager will undertake all adequate steps to reach out the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible. In light of the current COVID-19 situation, our Company and the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the email addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

2) Facilities for Application in this Issue:

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. However, due to the impact of COVID-19 pandemic and lockdown measures undertaken by the Government of India and pursuant to May 6 – Rights Issue Circular and July 24 – Rights Issue Circular, an optional non-cash method has also been instituted only for the resident Investors in this Issue, i.e. R-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Procedure for Application through the ASBA Process" and "Procedure for Application through the R-WAP" below:

a) **ASBA facility:** Investors can submit either the Application Form in physical mode to the Designated Branch of the SCSBs or online/electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Investors should note that the ASBA process involves procedures that are different from the procedure under the R-WAP process. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process. For details, see "**Procedure for Application through the ASBA Process**" beginning on page no. 147 of this Letter of Offer

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

b) **Registrar's Web-based Application Platform (R-WAP):** In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, and SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 a separate web-based application platform, i.e., the R-WAP facility (accessible at <https://rights.cameoindia.com/asiantea>), has been instituted for making an Application in this Issue by resident Investors. **Further, R-WAP is only an additional option and not a replacement of the ASBA process.** At the R-WAP, resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE **“RISK FACTORS - THE R-WAP PAYMENT MECHANISM FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS.”** ON BEGINNING FROM PAGE 16 OF THIS LETTER OF OFFER.

For guidance on the Application process through R-WAP and resolution of difficulties faced by the Investors, the Investors are advised to carefully read the frequently asked questions, visit the online/ electronic dedicated investor helpdesk (<https://rights.cameoindia.com/asiantea>) or call helpline number 044 – 28460390/40020710. For details, see **“Procedure for Application through the R-WAP”** beginning on page no. 147 of this Letter of Offer.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB) and R-WAP. Please note that incorrect depository account details or PAN or Application Forms without depository account details (except in case of Eligible Equity Shareholders who hold Equity Shares in physical form and are applying in this Issue in accordance with the SEBI Rights Issue Circulars through R-WAP) shall be treated as incomplete and shall be rejected. For details see **“Grounds for Technical Rejection”** beginning on page 155 of this Letter of Offer. Our Company, the Lead Manager, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see **“Application on Plain Paper under ASBA process”** beginning from page 149.

3) Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders:

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

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer.

4) Application by Eligible Equity Shareholders holding Equity Shares in physical form:

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Application by such Eligible Equity Shareholders is subject to following conditions:

- (i) the Eligible Equity Shareholders apply only through R-WAP;
- (ii) the Eligible Equity Shareholders are residents;
- (iii) the Eligible Equity Shareholders are not making payment from non-resident account;
- (iv) the Eligible Equity Shareholders shall not be able to renounce their Rights Entitlements; and
- (v) the Eligible Equity Shareholders shall receive Rights Equity Shares, in respect of their Application, only in demat mode.

Prior to the Issue Opening Date, the Rights Entitlements of those resident Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Accordingly, such resident Eligible Equity Shareholders are required to send a communication to our Company or the Registrar containing the name(s), Indian address, email address, contact details and the details of their demat account along with copy of self- attested PAN and self-attested client master sheet of their demat account either by post, speed post, courier, electronic mail or hand delivery, to enable process of credit of Rights Equity Shares in such demat account.

Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in *“Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form”* and *“Credit and Transfer of Rights Equity Shares in case of shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner”* beginning from pages 151 and 160, respectively.

5) Application for Additional Equity Shares

Investors are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “Basis of Allotment” beginning on page 159.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

- 6) Investors to kindly note that after purchasing the Rights Entitlements through On Market Renunciation / Off Market Renunciation, an application has to be made for subscribing to the Rights Equity Shares. If no such Application is made by the renouncee on or before Issue Closing Date, then such Rights Entitlements will get lapsed and shall be extinguished after the Issue Closing Date and no Rights Equity Shares for such lapsed Rights Entitlements will be credited. For procedure of Application by shareholders who have purchased the Right Entitlement through On Market Renunciation / Off Market Renunciation, please refer to the heading titled *“Procedure for Application through the ASBA process”* and *“Procedure for Application through R-WAP”* on pages 147 and 147 of this Letter of Offer.

7) Other important links and helpline:

The Investors can visit following links for the below-mentioned purposes:

- a) Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: <https://rights.cameoindia.com/asiantea>.
- b) Updation of Email address/ mobile number in the records maintained by the Registrar or our Company: <https://rights.cameoindia.com/asiantea>.
- c) Updation of Indian address in the records maintained by the Registrar or our Company by email to priya@cameoindia.com.
- d) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: <https://rights.cameoindia.com/asiantea>.
- e) Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders: <https://rights.cameoindia.com/asiantea>.

Renounees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renounee(s) as well.

Basis for this Issue

The Rights Equity Shares are being offered for subscription for cash to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date, fixed in consultation with the Designated Stock Exchange, but excludes persons not eligible under applicable laws, rules, regulations and guidelines.

Rights Entitlements

Eligible Equity Shareholders whose name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, may be entitled to subscribe to the number of Rights Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (<https://rights.cameoindia.com/asiantea>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (www.asianteaexports.com).

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (<https://rights.cameoindia.com/asiantea>). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts, except in case of resident Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and applying through R-WAP (an additional optional facility).

For details of Application through R-WAP by the Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, see *“Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form”* and *“Credit and Transfer of Rights Equity Shares in case of shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner”* on pages 152 and 160, respectively.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form (i) only to e-mail addresses of the resident Eligible Equity Shareholders who have provided their e-mail addresses; (ii) physical delivery, only to the Indian address of resident Eligible Equity Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Equity Shareholders have not provided the valid email address to our Company; (iii) physical delivery, only to the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and (iv) to the e-mail addresses of the foreign corporate or institutional shareholders, and in each case who make a request in this regard.

The Letter of Offer will also be provided to any existing Shareholder who makes a request in this regard.

The Letter of Offer, the Abridged Letter of Offer and the Application Form may also be accessed on the websites of the Registrar, R -WAP, our Company and the Lead Manager through a link contained in the aforementioned email sent to email addresses of Eligible Equity Shareholders (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) and on the Stock Exchange websites. The distribution of the Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer has been filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlements and Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those

circumstances, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed. Accordingly, persons receiving a copy of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations. If the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who acquires Rights Entitlements or makes an Application will be deemed to have declared, warranted and agreed, by accepting the delivery of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, that it is entitled to subscribe for the Rights Equity Shares under the laws of any jurisdiction which apply to such person.

PRINCIPAL TERMS OF THIS ISSUE

Face Value

Each Rights Equity Share will have the face value of ₹10/-.

Issue Price

Each Rights Equity Share is being offered at a price of ₹15/- per Rights Equity Share (including a premium of ₹5/- per Rights Equity Share) in this issue. Investors will have to pay the entire offer price i.e. ₹15/- per Rights Equity Share at the time of Application.

The Issue Price for Rights Equity Shares has been arrived at by our Company in consultation with the Lead Manager and has been decided prior to the determination of the Record Date.

Ranking of Equity Shares

The Rights Equity Shares being issued shall be subject to the provisions of the Memorandum of Association and Articles of Association. The Rights Equity Shares shall rank pari-passu, in all respects including dividend, with our existing Equity Shares.

The voting rights in a poll, whether present in person or by representative or by proxy shall be in proportion to the paid-up value of the Shares held, and no voting rights shall be exercisable in respect of moneys paid in advance, if any.

Mode of Payment of Dividend

In the event of declaration of dividend, our Company shall pay dividend to the shareholders of our Company as per the provisions of the Companies Act and the provisions of the Articles of Association.

Rights Entitlements Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 1 (one) Rights Equity Share for every 1 (one) Equity Shares held by the Eligible Equity Shareholders as on the Record Date, which will be credited in the demat account of the Applicant after the Allotment.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 1 (one) Rights Equity Shares for every 1 (one) Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 1 (one) Equity Shares or is not in the multiple of 1 (one) Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Security if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than 1 (one) Equity Shares shall have 'zero' entitlement for the Rights Equity Shares. Such Eligible Equity Shareholders are entitled to apply for additional Rights Equity Shares and will be given preference in the Allotment of one Rights Equity Shares, if such Eligible Equity Shareholders apply for additional Rights Equity Shares, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

Process of Credit of Rights Entitlements in dematerialised account

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, “ATEL RIGHTS DEMAT ESCROW ACCOUNT – SHARES”) opened by our Company, for the Eligible Equity Shareholders holding Equity Shares in physical form.

In this regard, our Company has made necessary arrangements with NSDL and CDSL for the crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is INE822B20017. The said ISIN shall remain frozen (for debit) till the Issue Opening Date and shall become active on the Issue Opening Date and remain active for renunciation or transfer during the Renunciation Period. It is clarified that the Rights Entitlements shall not be available for transfer or trading post the Renunciation Period. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., by November 29, 2021 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date i.e., by December 01, 2021, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other relevant circulars, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other relevant circulars, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer. For details, see **“Procedure for Renunciation of Rights Entitlements”** on page 148.

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, and SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, **will not be able to renounce their Rights Entitlements.**

Trading of the Rights Entitlements

In accordance with the SEBI January 22 - Rights Issue Circulars, the Rights Entitlements credited shall be admitted for trading on the Stock Exchanges under ISIN INE822B20017. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. Investors shall be able to trade their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

The On Market Renunciation shall take place electronically on the secondary market platform of the Stock Exchanges on T+2 rolling settlement basis, where T refers to the date of trading. The transactions will be settled on trade-for-trade basis. The Rights Entitlements shall be tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlement.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from November 18, 2021 to November 26, 2021 (both days inclusive). No assurance can be given regarding the active or sustained

On Market Renunciation or the price at which the Rights Entitlements will trade. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date. For details, see “*Procedure for Renunciation of Rights Entitlements – On Market Renunciation*” and “*Procedure for Renunciation of Rights Entitlements – Off Market Renunciation*” on page 149 and page 149, respectively.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Payment Schedule of Rights Equity Shares

Each Rights Equity Share is being offered at a price of ₹15/- per Rights Equity Share (including a premium of ₹5/- per Rights Equity Share), for every 1 Rights Equity Share allotted in this Issue. Investors will have to pay the entire offer price i.e. ₹15/- per Rights Equity Share at the time of Application.

Where an Applicant has applied for additional Rights Equity Shares and is Allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The un-blocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations and *SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021*. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

Listing and trading of the Rights Equity Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchange. Unless otherwise permitted by the SEBI ICDR Regulations, the Rights Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary procedures for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received In-principle approval from the BSE through letter bearing reference number DCF/RIGHT/PB/FIP/1602/2021-22 dated October 26, 2021. Our Company will apply to the Stock Exchange for final approvals for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed on BSE (Scrip Code: 519532) and CSE (Scrip Code: 011053) and traded on BSE (Scrip Code: 519532) under the ISIN: INE822B01017. The Rights Equity shall be credited to temporary ISINs which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchange. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISINs and credited to the existing ISIN as fully paid-up Equity of our Company.

The listing and trading of the Rights Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule. In case our Company fails to obtain listing or trading permission from the Stock Exchanges, we shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from the Stock Exchange, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within four days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer -in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

Subscription to this Issue by our Promoter and our Promoter Group

For details of the intent and extent of subscription by our Promoter and the Promoter Group, see “*Capital Structure - Intention and extent of participation by our Promoter and Promoter Group*” on page 32.

Rights of holders of Rights Equity Shares of our Company

Subject to applicable laws, holders of the Rights Equity Shares shall have the following rights:

- a) The Rights Equity Shares shall rank *pari-passu* with the existing Equity Shares in all respects.
- b) The right to receive dividend, if declared;
- c) The right to vote in person, or by proxy, except in case of Rights Equity Shares credited to the demat suspense account for resident Eligible Equity Shareholders holding Equity Shares in physical form;
- d) The right to receive surplus on liquidation;
- e) The right to free transferability of Rights Equity Shares;
- f) The right to attend general meetings of our Company and exercise voting powers in accordance with law; and
- g) Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

Subject to applicable law and Articles of Association, holders of Rights Equity Shares shall be entitled to the above rights in proportion to amount paid-up on such Rights Equity Shares in this Issue.

GENERAL TERMS OF THE ISSUE

Market Lot

The Rights Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for the Rights Equity Shares in dematerialized mode is one Equity Share.

Minimum Subscription

Pursuant to the Regulation 86 of the SEBI ICDR Regulations, as amended, the provision relating to the minimum subscription shall not be applicable to the proposed issue as the object of the proposed issue involves financing other than financing of capital expenditure for a project and our Promoter and Promoter Group have confirmed that they will subscribe to their entitlement in full and would also subscribe to any unsubscribed portion in this Issue.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. Application forms would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Rights Equity Shares offered in this Issue.

Nomination

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Rights Equity Shares to be Allotted in this Issue. Nominations registered with the respective DPs of the Investors would prevail. Any Investor holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

Arrangements for Disposal of Odd Lots

Our Rights Equity Shares are traded in dematerialized form only and therefore the marketable lot is one Equity Share and hence no arrangements for disposal of odd lots are required.

Notices

In accordance with the SEBI ICDR Regulations, SEBI Rights Issue Circulars and MCA General Circular No. 21/2020, our Company will send the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material (i) only to e-mail addresses of resident Eligible Equity Shareholders who have provided their e-mail addresses; (ii) physical delivery, only to the Indian addresses of the resident Eligible Equity Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Equity Shareholders have not provided the valid e-mail address to our Company; (iii) physical delivery, only to the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and (iv) to the e-mail addresses of foreign corporate or institutional shareholders, in each case who make a request in this regard.

The Letter of Offer will also be provided by our Company to any existing Shareholder who makes a request in this regard.

Further, our Company along with the Lead Manager will undertake all adequate steps to dispatch the physical copies of the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, if feasible in the current COVID-19 situation. However, our Company, Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one Bengali language daily newspaper with wide circulation (Bengali being the regional language of West Bengal, where our Registered and Corporate Office is situated).

The Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchange for making the same available on their websites.

Offer to non-resident Eligible Equity Shareholders/Investors

As per Rule 7 of the FEMA Rules, the RBI has given general permission to Indian companies to issue rights equity shares to non-resident shareholders including additional rights equity shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by the RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or in part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-

residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by the RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlements Letters/ letters of Allotment/Allotment advice.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent to the e-mail address of non-resident Eligible Equity Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company, the Lead Manager and the Stock Exchanges. The Rights Committee may at its absolute discretion, agree to such terms and conditions as may be stipulated by the RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis.

In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company and the Lead Manager.

Any non-resident shareholder who has applied in the Issue without submitting RBI approval and/or without providing Indian address, his/her application will be liable for rejection.

Please note that only resident Investors can submit an Application using the R-WAP.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by the RBI, Overseas Corporate Bodies (“OCBs”) have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of the RBI and to obtain prior approval from RBI for applying in this Issue.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. through email to priya@cameoindia.com.

PROCEDURE FOR APPLICATION

How to Apply

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in this Issue, i.e., R-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP.

For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, see **“Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form”** on page 151.

The Lead Manager, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Application Form

The Application Form for the Rights Equity Shares offered as part of this Issue would be sent to the Eligible Equity Shareholders (i) only to e-mail addresses of resident Eligible Equity Shareholders who have provided their e-mail addresses; (ii) physical delivery, only to the Indian addresses of the resident Eligible Equity Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Equity Shareholders have not provided the valid email address to our Company; (iii) physical delivery, only to the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and (iv) to the e-mail addresses of foreign corporate or institutional shareholders. The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email or physical delivery, as applicable, at least three days before the Issue Opening Date.

Please note that neither our Company nor the Registrar nor the Lead Manager shall be responsible for delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit or there is a delay in physical delivery (where applicable).

To update the respective e-mail addresses/ mobile numbers in the records maintained by the Registrar or our Company, Eligible Equity Shareholders should visit <https://rights.cameoindia.com/asiantea>. Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of:

- (i) our Company at www.asianteaexports.com;
- (ii) the Registrar at www.cameoindia.com;
- (iii) the Lead Manager at www.finshoregroup.com;
- (iv) the Stock Exchanges at www.bseindia.com
- (v) the Registrar's web-based application platform ("R-WAP") at <https://rights.cameoindia.com/asiantea>;

The Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (<https://rights.cameoindia.com/asiantea>) by entering their DP ID and Client ID or Folio Number (in case of resident Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.asianteaexports.com).

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue basis the Rights Entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable. Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Rights Equity Shares by (i) submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) filling the online Application Form available on R-WAP and make online payment using the internet banking or UPI facility from their own bank account thereat. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein, (i) the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB; or (ii) the requisite internet banking or UPI details (in case of Application through R-WAP, which is available only for resident Investors).

Please note that Applications without depository account details shall be treated as incomplete and shall be rejected, except in case of Eligible Equity Shareholders who hold Equity Shares in physical form and are applying in this Issue in accordance with the SEBI Rights Issue Circulars through R-WAP.

Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB) and R-WAP. Incorrect depository account details or PAN number could lead to rejection of the Application. For details see "Grounds for Technical Rejection" on page 155. Our Company, the Lead Manager, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making an application that is available on the website of the Registrar, Stock Exchanges, Lead Manager or on a plain paper with the same details as per the Application Form available online. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see "*Application on Plain Paper under ASBA process*" on page 149.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- (i) apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- (ii) apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- (iii) apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- (iv) apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares; or
- (v) renounce its Rights Entitlements in full.

In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in “*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*” and “*Credit and Transfer of Rights Equity Shares in case of shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner*” on pages 151 and 160, respectively.

Procedure for Application through the ASBA process

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

Procedure for Application through the R-WAP

Resident Investors, making an Application through R-WAP, shall make online payment using internet banking or UPI facility. Prior to making an Application, such Investors should enable the internet banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds. Our Company, the Registrar and the Lead Manager shall not be responsible if the Application is not successfully submitted or rejected during Basis of Allotment on account of failure to be in compliance with the same. R-WAP facility will be operational from the Issue Opening Date. For risks associated with the R-WAP process, see “*Risk Factors - The R-WAP payment mechanism facility proposed to be used for this Issue may be exposed to risks, including risks associated with payment gateways*” on page 16.

Set out below is the procedure followed using the R-WAP:

- (a) Resident Investors should visit R-WAP (accessible at <https://rights.cameoindia.com/asiantea>) and fill the online Application Form available on R-WAP in electronic mode. Please ensure to provide correct DP ID, Client ID, Folio number (only for resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date), PAN details and all other details sought for while submitting the online Application Form.
- (b) Non-resident Investors are not eligible to apply in this Issue through R-WAP.
- (c) The Investors should ensure that Application process is verified through the email / mobile number. Post due verification, the Investors can obtain details of their respective Rights Entitlements and apply in this Issue by filling up the online Application Form which, among others, will require details of total number of Rights Equity Shares to be applied for. Please note that the Application Money will be determined based on number of Rights Equity Shares applied for.

- (d) The Investors who are Renounees should select the category of ‘Renounee’ at the application page of R-WAP and provide DP ID, Client ID, PAN and other required demographic details for validation. The Renounees shall also be required to provide the required Application details, such as total number of Rights Equity Shares to be applied for.
- (e) Prior to making an Application, the Investors should enable the internet banking or UPI facility of their respective bank accounts and the Investors should ensure that the respective bank accounts have sufficient funds. If the funds available in the bank account are less than total amount payable on submission of online Application Form, such Application shall be rejected. Please note that R-WAP is a non-cash mode mechanism in accordance with the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 and SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021.
- (f) The Investors shall make online payment using internet banking or UPI facility from their own bank account only. Such Application Money will be adjusted for either Allotment or refund. Applications made using payment from third party bank accounts will be rejected.
- (g) Verification in respect of Application through Investors’ own bank account, shall be done through the latest beneficial position data of our Company containing Investor’s bank account details, beneficiary account details provided to the depository, penny drop, cancelled cheque for joint holder verification and such other industry accepted and tested methods for online payment.
- (h) The Application Money collected through Applications made on the R-WAP will be credited to the Escrow Account, opened by our Company with the Escrow Collection Bank.

Acceptance of this Issue

Investors may accept this Issue and apply for the Rights Equity Shares (i) submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) filling the online Application Form available on R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R -WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Applications submitted to anyone other than the Designated Branches of the SCSB or using R-WAP are liable to be rejected.

Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the section *“Application on Plain Paper under ASBA process”* on page 149.

Additional Rights Equity Shares

Investors are eligible to apply for additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. The Rights Entitlements comprise of 1 (one) Rights Equity. Where the number of additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner prescribed under the section *“Basis of Allotment”* on page 159.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Equity Shares.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date cannot renounce until the details of their demat account are provided to our Company or the Registrar and the dematerialized Rights Entitlements are transferred from suspense escrow demat account to the respective demat accounts of such Eligible Equity Shareholders within prescribed timelines. However, Such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Rights Equity Shares while submitting the Application through ASBA process or using the R-WAP.

Procedure for Renunciation of Rights Entitlements

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off -market transfer, during the Renunciation Period. Such renunciation shall result in renouncement of the Rights Equity Shares. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

(a) On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under the ISIN that shall be allotted for the Rights Entitlement subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from November 18, 2021 to November 26, 2021 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN - INE822B20017 (for Rights Entitlement) that shall be allotted for the Rights Entitlement and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

(b) Off Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

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

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN (for Rights Entitlement) that shall be allotted for the Rights Entitlement, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

Application on Plain Paper under ASBA process

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB.

Applications on plain paper will not be accepted from any address outside India. Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being “*Asian Tea and Exports Limited*”;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Registered Folio No./DP and Client ID No.;
4. Number of Equity Shares held as on Record Date;
5. Allotment option – only dematerialised form;
6. Number of Rights Equity Shares entitled to;
7. Total number of Rights Equity Shares applied for;
8. Number of additional Rights Equity Shares applied for, if any;
9. Total number of Rights Equity Shares applied for;
10. Total amount paid at the rate of ₹15/- each for Rights Equity Shares issued in one Rights Entitlement;
11. Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
12. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address, branch of the SCSB with which the account is maintained and a copy of the RBI approval obtained pursuant to Rule 7 of the FEMA Rules.
13. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
16. In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

“I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the “US Securities Act”) or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the “United States”) except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/ we understand that none of the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Managers or any other person acting on behalf of the Company has reason to believe is in the United States, or if such person is outside India and the United States, such person is not a corporate shareholder, or is ineligible to participate in the Issue under the securities laws of their jurisdiction. I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S under the US Securities Act (“Regulation S”), or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States, and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.

I/ We acknowledge that the Company, the Lead Managers, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.” In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://rights.cameoindia.com/asiantea>.

I/ We acknowledge that Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date”.

Mode of payment

All payments against the Application Forms shall be made only through (i) ASBA facility; or (ii) internet banking or UPI facility if applying through R-WAP. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility or internet banking or UPI facility if applying through R-WAP.

In case of Application through ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account, details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those resident Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Such Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in ***“Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form”*** and ***“Credit and Transfer of Rights Equity Shares in case of shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner”*** on pages 151 and 160, respectively.

To update respective email addresses/ mobile numbers in the records maintained by the Registrar or our Company, Eligible Equity Shareholders should visit <https://rights.cameoindia.com/asiantea>.

Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- (a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date. The Eligible Equity Shareholders are encouraged to send the details by e-mail due to lockdown and restrictions imposed due to current pandemic COVID-19;
- (b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- (c) The Eligible Equity Shareholders can access the Application Form from:
 - our Company at www.asianteaexports.com;
 - the Registrar at www.cameoindia.com;
 - the Lead Manager at www.finshoregroup.com;

- the Stock Exchanges at www.bseindia.com
- the Registrar’s web-based application platform (“R-WAP”) at <https://rights.cameoindia.com/asiantea>;

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (<https://rights.cameoindia.com/asiantea>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (www.asianteaexports.com);

- (d) The Eligible Equity Shareholders shall, on or before the Issue Closing Date, (i) submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) fill the online Application Form available on R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

Further, (a) Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date, and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, may also apply in this Issue during the Issue Period by filling the online Application Form available on R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat, on or before the Issue Closing Date. Such resident Eligible Equity Shareholders may be required to submit address, email address, contact details, copy of PAN, for verification of their Application.

Further, such resident Eligible Equity Shareholder can:

- ✓ apply for its Rights Equity Shares to the full extent of its Rights Entitlements;
- ✓ apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); and
- ✓ apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares.

PLEASE NOTE THAT NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

For details of credit of the Rights Equity Shares to such resident Eligible Equity Shareholders, see “*Credit and Transfer of Rights Equity Shares in case of shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner*” on page 160.

Allotment of the Rights Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, SEE “ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS” ON PAGE 160.

General instructions for Investors

- (a) Please read this Letter of Offer carefully to understand the Application process and applicable settlement process.
- (b) In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Such Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in “*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*” and “*Credit and Transfer of Rights Equity Shares in case of shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner*” on pages 151 and 160, respectively.
- (c) Please read the instructions on the Application Form sent to you.
- (d) The Application Form can be used by both the Eligible Equity Shareholders and the Renounees.
- (e) Application should be made only through the ASBA facility or using R-WAP.

- (f) Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.
- (g) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section “**Application on Plain Paper under ASBA process**” on page 149.
- (h) In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in this Issue, i.e., R-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP.
- (i) An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application.
- (j) In case of Application through R-WAP, the Investors should enable the internet banking or UPI facility of their respective bank accounts.
- (k) Applications should be (i) submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) filled on the R-WAP. Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.
- (l) Applications should not be submitted to the Bankers to the Issue or Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar or the Lead Manager.
- (m) In case of Application through ASBA facility, Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form.
- (n) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, **Applications without PAN will be considered incomplete and are liable to be rejected.** With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be “suspended for credit” and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.
- (o) In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. Furthermore, in case of Applications submitted using the R-WAP facility, payments shall be made using internet banking or UPI facility. Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not acceptable for application through ASBA process. In case payment is made in contravention of this, the Application will be deemed invalid and the Application Money will be refunded and no interest will be paid thereon.
- (p) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.
- (q) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant’s name and all communication will be addressed to the first Applicant.
- (r) All communication in connection with Application for the Rights Equity Shares, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio numbers/DP ID and Client ID and Application Form number, as applicable. In case of any change in address of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Shares in physical form.

- (s) Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, Applications made through ASBA facility may be submitted at the Designated Branches of the SCSBs. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.
- (t) In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications.
- (u) Investors are required to ensure that the number of Rights Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- (v) An Applicant being an OCB is required not to be under the adverse notice of the RBI and must submit approval from RBI for applying in this Issue.
- (w) Only persons outside restricted jurisdictions and who are eligible to subscribe for Rights Entitlement and Rights Equity Shares under applicable securities laws are eligible to participate.

Do's:

- (a) Ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.
- (b) Except for Application submitted on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, each Applicant should mention their PAN allotted under the Income-tax Act.
- (c) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("Demographic Details") are updated, true and correct, in all respects.
- (d) Investors should provide correct DP ID and client ID/ folio number while submitting the Application. Such DP ID and Client ID/ folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, the Lead Manager, SCSBs or the Registrar will not be liable for any such rejections.

Don'ts:

- (a) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- (b) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- (c) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- (d) Do not pay the Application Money in cash, by money order, pay order or postal order.
- (e) Do not submit multiple Applications.

Do's for Investors applying through ASBA:

- (a) Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.
- (b) Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only.
- (c) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- (d) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including additional Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.

- (e) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application and have signed the same.
- (f) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- (g) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- (h) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

Do's for Investors applying through R-WAP:

- (a) Ensure that the details of the correct bank account have been provided while making payment along with submission of the Application.
- (b) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including additional Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in the bank account through which payment is made using the R-WAP.
- (c) Ensure that you make the payment towards your application through your bank account only and not use any third party bank account for making the payment. In case you are using a bank account which is not linked with your demat account, please make sure to attach a copy of cheque at the time of submitting the Application.
- (d) Ensure that you receive a confirmation email on successful transfer of funds.
- (e) Ensure you have filled in correct details of PAN, folio number, DP ID and Client ID, as applicable, and all such other details as may be required.
- (f) Ensure that you receive an acknowledgement from the R-WAP for your submission of the Application.

Don'ts for Investors applying through ASBA:

- (a) Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.
- (b) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- (c) Do not send your physical Application to the Lead Manager, the Registrar, the Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- (d) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process.

Don'ts for Investors applying through R-WAP:

- (a) Do not apply from bank account of third parties.
- (b) Do not apply if you are a non-resident Investor.
- (c) Do not apply from non-resident account.
- (d) Do not apply from corporate account.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

- (a) DP ID and Client ID mentioned in Application not matching with the DP ID and Client ID records available with the Registrar.
- (b) Sending an Application to the Lead Manager, Registrar, Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB or our Company.

- (c) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- (d) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- (e) Account holder not signing the Application or declaration mentioned therein.
- (f) Submission of more than one Application Forms for Rights Entitlements available in a particular demat account.
- (g) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
- (h) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- (i) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the demographic details provided by the Depositories.
- (j) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- (k) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and this Letter of Offer.
- (l) Physical Application Forms not duly signed by the sole or joint Investors.
- (m) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.
- (n) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
- (o) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs) or other jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) outside India and the United States and is a foreign corporate or institutional shareholder eligible to subscribe for the Rights Equity Share under the applicable securities laws or (b) a U.S. QIB in the United States, and in each case such person is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.
- (p) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- (q) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- (r) Applications by a non-resident without the approval from RBI with respect to Rule 7 of the FEMA Rules.

Applications under the R-WAP process are liable to be rejected on the following grounds (in addition to above applicable grounds):

- (a) Applications by non-resident Investors.
- (b) Payment from third party bank accounts.

Our Company may, in consultation with the Lead Managers and Designated Stock Exchange, may decide to relax any of the grounds of technical rejection mentioned hereinabove.

Depository account and bank details for Investors holding Shares in demat accounts and applying in this Issue

IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS OR THROUGH THE R-WAP PROCESS (AVAILABLE ONLY FOR RESIDENT INVESTORS), TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD

MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.

Investors applying under this Issue should note that on the basis of name of the Investors, Depository Participant's name and identification number and beneficiary account number provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Hence, Investors applying under this Issue should carefully fill in their Depository Account details in the Application.

These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants.

By signing the Application Forms, the Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

The Allotment advice and the email intimating unblocking of ASBA Account or refund (if any) would be emailed to the address of the Investor as per the email address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar or the Lead Manager shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such Application Forms are liable to be rejected.

Modes of Payment

All payments against the Application Forms shall be made only through ASBA facility or internet banking or UPI facility if applying through R-WAP. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility or internet banking or UPI facility if applying through R-WAP.

Mode of payment for Resident Investors

All payments on the Application Forms shall be made only through ASBA facility or internet banking or UPI facility if applying through R-WAP. Applicants are requested to strictly adhere to these instructions.

Mode of payment for non-resident Investors

As regards the Application by non-resident Investors, the following conditions shall apply:

1. Individual non-resident Indian Applicants who are permitted to subscribe to Rights Equity Shares by applicable local securities laws can obtain Application Forms on the websites of the Registrar, our Company and the Lead Manager.

Note: In case of non-resident Eligible Equity Shareholders, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall be sent to (i) the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and (ii) the e-mail addresses of the foreign corporate or institutional shareholders.

The Letter of Offer will be provided by the Registrar on behalf of our Company or the Lead Manager to the Eligible Equity Shareholders at (i) the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and (ii) the e-mail addresses of the foreign corporate or institutional shareholders, in each case who make a request in this regard.

2. Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Equity Shares may be restricted by applicable securities laws.
3. Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI.

Notes:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act.
2. In case Rights Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India.
3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by the RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.
5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.
6. Non-resident Renounees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Rights Equity Shares.

Multiple Applications

In case where multiple Applications are made in respect the Rights Entitlements using same demat account, such Applications shall be liable to be rejected. However supplementary applications in relation to further Rights Equity Shares with/without using additional Rights Entitlements will not be treated as multiple application. Similarly, a separate Application can be made against Equity Shares held in dematerialised form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see **“Procedure for Applications by Mutual Funds”** below. Cases where Investor submits Application Forms along with plain paper or multiple plain paper Applications for same Rights Entitlements shall be treated as multiple applications.

In cases where multiple Application Forms are submitted, such Applications shall be treated as multiple applications and are liable to be rejected.

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is December 02, 2021, i.e., Issue Closing Date. The Rights Committee may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP, on or before the Issue Closing Date or such date as may be extended by the Rights Committee, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and the Rights Committee shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under the section, **“Basis of Allotment”** on page 159.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their application at any time during Issue Period by approaching the SCSB where application is submitted or sending the email withdrawal request to priva@cameoindia.com in case of Application through R-WAP facility. However, no Investor, whether applying through ASBA facility or R-WAP facility, may withdraw their application post the Issue Closing Date.

Issue Schedule

LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENTS	November 15, 2021
ISSUE OPENING DATE	November 18, 2021
LAST DATE FOR ON MARKET RENUNCIATION*	November 26, 2021
ISSUE CLOSING DATE	December 02, 2021
FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)	December 10, 2021
DATE OF ALLOTMENT (ON OR ABOUT)	December 13, 2021
DATE OF CREDIT (ON OR ABOUT)	December 14, 2021
DATE OF LISTING (ON OR ABOUT)	December 17, 2021

Note: The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the BSE main board platform are taken within the prescribed timelines, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the BSE. The Commencement of the trading of Equity shares will be entirely at the discretion of BSE in accordance with the applicable laws.

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

*# The Board of Directors or the Rights Issue Committee will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. **Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.***

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., November 29, 2021 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date.

For details, see “**General Information - Issue Schedule**” on page 29.

Our Board / The Rights Issue Committee may however decide to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

Basis of Allotment

Subject to the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to Allot the Rights Equity Shares in the following order of priority:

- (a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renounee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.
- (b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Rights Equity Share each if they apply for additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
- (c) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for additional Rights Equity Shares. The Allotment of such additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (d) Allotment to Renounees who having applied for all the Rights Equity Shares renounced in their favour, have applied for additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (e) Allotment to any other person, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding. After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be ‘unsubscribed’.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Investors who have been allocated Rights Equity Shares in this Issue, along with:

- 1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;

2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

For Applications through R-WAP, instruction will be sent to Escrow Collection Bank with list of Allottees and corresponding amount to be transferred to the Allotment Account. Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Escrow Collection Bank to refund such Applicants.

Allotment Advice or Refund/ Unblocking of ASBA Accounts

Our Company will e-mail Allotment advice, refund intimations (including in respect of Applications made through R-WAP facility) or demat credit of Shares and/or letters of regret, along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company and the Directors who are “officers in default” shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 15 days’ period.

In accordance with the SEBI Circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021, in case of Applications made through the R-WAP facility, refunds, if any for un-allotted or partially allotted applications shall be completed on or before T+1 day (T being the date of finalisation of Basis of Allotment).

In case of Applications through R-WAP, refunds, if any, will be made to the same bank account from which Application Money was received. Therefore, the Investors should ensure that such bank accounts remain valid and active.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through email, to the email address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Credit and Transfer of Rights Equity Shares in case of shareholders holding Equity Shares in Physical Form

In case of Allotment to resident Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date, have paid the Application Money and have not provided the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, the following procedure shall be adhered to:

- (a) The Registrar shall send Allotment advice and credit the Rights Equity Shares to a demat suspense account to be open by our Company;
- (b) Such Eligible Equity Shareholders shall be required to send a communication to our Company or the Registrar containing the name(s), Indian address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by post, speed post, courier, electronic mail or hand delivery;
- (c) Our Company (with the assistance of the Registrar) shall, after verification of the details of such demat account by the Registrar, transfer the Rights Equity Shares from the demat suspense account to the demat accounts of such Eligible Equity Shareholders;
- (d) Our Company shall send reminder notices seeking the requisite details of demat account, in due course, to such resident Eligible Equity Shareholders who have not provided the requisite details; and
- (e) In case the details of demat account provided by the Eligible Equity Shareholders are not of his/ her own demat account, the Rights Equity Shares shall remain in the demat suspense account.

Notes:

1. Our Company will open a separate demat suspense account to credit the Rights Equity Shares in respect of such Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date and have not provided details of their demat accounts to our Company or the Registrar, at least two Working Days prior to the Issue Closing Date. Our Company, with the assistance of the Registrar, will initiate transfer of such Rights Equity Shares from the demat suspense account to the demat account of such Eligible Equity Shareholders, upon receipt of details of demat accounts from the Eligible Equity Shareholders.

2. The Eligible Equity Shareholders cannot trade in such Rights Equity Shares until the receipt of demat account details and transfer to such Eligible Equity Shareholders' respective account.
3. There will be no voting rights against such Rights Equity Shares kept in the demat suspense account. However, the respective Eligible Equity Shareholders will be eligible to receive dividends, if declared, in respect of such Rights Equity Shares in proportion to amount paid-up on the Rights Equity Shares, as permitted under applicable laws.
4. Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of buying or selling of Rights Equity Shares or Rights Entitlements. The Eligible Equity Shareholders should obtain their own independent tax and legal advice and may not rely on our Company or any of their affiliates including any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates when evaluating the tax consequences in relation to the Rights Equity Shares (including but not limited to any applicable short-term capital gains tax, or any other applicable taxes or charges in case of any gains made by such Eligible Equity Shareholders from the sale of such Rights Equity Shares).
5. The Lead Manager, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not be liable in any manner and not be responsible for acts, mistakes, errors, omissions and commissions, etc., in relation to any delay in furnishing details of demat account by such Eligible Equity Shareholders, any resultant loss to the Eligible Equity Shareholders due to sale of the Rights Equity Shares, if such details are not correct, demat account is frozen or not active or in case of non-availability of details of bank account of such Eligible Equity Shareholders, profit or loss to such Eligible Equity Shareholders due to aforesaid process, tax deductions or other costs charged by our Company, or on account of aforesaid process in any manner.

Payment of Refund

Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes. Please note that payment of refund in case of Applications made through R-WAP, shall be through modes under (b) to (g) below.

- (a) Unblocking amounts blocked using ASBA facility.
- (b) National Automated Clearing House (“**NACH**”) – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.
- (c) National Electronic Fund Transfer (“**NEFT**”) – Payment of refund shall be undertaken through NEFT wherever the Investors' bank has been assigned the Indian Financial System Code (“**IFSC Code**”), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
- (d) **Direct Credit** – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.
- (e) **RTGS** – If the refund amount exceeds ₹ 2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the refund bank(s) for the same would be borne by our Company. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.
- (f) For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favor of the sole/first Investor and payable at par.
- (g) Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

In case of Application through R-WAP, refunds, if any, will be made to the same bank account from which Application Money was received. Therefore, the Investors should ensure that such bank accounts remain valid and active.

Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

Allotment Advice or Demat Credit of Shares

The demat credit of Shares to the respective beneficiary accounts or the demat suspense account (pending receipt of demat account details for Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.) will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

Receipt of the Rights Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO

(A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR

(B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR

(C) DEMAT SUSPENSE ACCOUNT PENDING RECEIPT OF DEMAT ACCOUNT DETAILS FOR RESIDENT ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM/ WHERE THE CREDIT OF THE RIGHTS ENTITLEMENTS RETURNED/REVERSED/FAILED.

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form.

INVESTORS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Rights Equity Shares in this Issue in the dematerialised form is as under:

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
2. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
3. The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.
4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.
5. The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by email and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.
6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, by email and, if the printing is feasible, through physical dispatch.

7. Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected. Resident Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares in this Issue must check the procedure for application by and credit of Rights Equity Shares to such Eligible Equity Shareholders in *“Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form”* and *“Credit and Transfer of Rights Equity Shares in case of shareholders holding Equity Shares in Physical Form”* on pages 151 and 160, respectively.

Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post -Offer Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements. Further, the aggregate limit of all FPIs investments, with effect from April 1, 2020, is up to the sectoral cap applicable to the sector in which our Company operates.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. The FPIs who wish to participate in the Offer are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against Shares held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions: (a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

Procedure for Applications by AIFs, FVCIs and VCFs

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility or using R - WAP (available only for residents). Otherwise, applications of such AIFs are liable for rejection.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India (“OCI”) may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid - up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share

warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporated in a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government of India. It is not clear from the press note whether or not an issuance of the Rights Equity Shares to Restricted Investors will also require a prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required and such approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

Procedure for Applications by Systemically Important Non-Banking Financial Companies (“NBFC-SI”)

In case of an application made by NBFC-SI registered with the RBI, (a) the certificate of registration issued by the RBI under Section 45IA of the RBI Act, 1934 and (b) net-worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Impersonation

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its Shares; or makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its Shares; or otherwise induces directly or indirectly a company to allot, or register any transfer of, Shares to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least ₹ 10 lakhs or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

In case the fraud involves (i) an amount which is less than ₹ 10 lakhs or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹ 50 lakhs or with both.

Payment by stockinvest

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stockinvest scheme has been withdrawn. Hence, payment through stockinvest would not be accepted in this Issue.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branch of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form and the R-WAP platform would generate an electronic acknowledgment to the Eligible Equity Shareholders upon submission of the Application.

The Rights Committee reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In cases where refunds are applicable, such refunds shall be made within a period of 15 days. In case of failure to do so, our Company and the Directors who are “officers in default” shall pay interest at the prescribed rate. In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA or refunded to the Investors in the same bank account through which Application Money was received, in case of an application using the R-WAP facility. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

Undertakings by our Company

Our Company undertakes the following:

- a) The complaints received in respect of the issue shall be attended to by our Company expeditiously and satisfactorily.
- b) All steps for completion of the necessary formalities for listing and commencement of trading at all stock exchanges where the Right Equity Shares are to be listed are taken within the time limit specified by the SEBI.
- c) The funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the issue by our Company.
- d) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
- e) Where release of block on the application amount for unsuccessful bidders or part of the application amount in case of proportionate allotment, a suitable communication shall be sent to the applicants.
- f) Adequate arrangements shall be made to collect all ASBA applications

Utilisation of Issue Proceeds:

Our Board declares that:

- (A) All monies received out of issue of this Right Equity Issue to the public shall be transferred to a separate bank account.
- (B) Details of all monies utilized out of this Right Issue referred to in clause (A) above shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies had been utilised; and
- (C) Details of all unutilized monies out of this Right Issue referred to in clause (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

Important

1. Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.
2. All enquiries in connection with this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed “ASIAN TEA AND EXPORTS LIMITED – *RIGHT ISSUE*” on the envelope and postmarked in India or in the email) to the Registrar at the following address:

CAMEO CORPORATE SERVICES LTD

"Subramanian Building", No. 1, Club House Road,

Chennai - 600 002, India

Tel No: +91-44-28460390/40020710

Fax No: +91-44-28460129

Email: investor@cameoindia.com

Contact Person: Ms. K Sreepriya

Website: www.cameoindia.com

SEBI Registration Number: INR000003753

3. In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar (<https://rights.cameoindia.com/asiantea>). Further, helpline numbers provided by the Registrar for guidance on the Application process and resolution of difficulties are 044 – 28460390/40020710.

This Issue will remain open for a minimum 15 days. However, the Rights Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

There are two routes through which foreign investors may invest in India. One is the “automatic route”, where no government approval is required under Indian foreign exchange laws to make an investment as long as it is within prescribed thresholds for the relevant sector. The other route is the “government route”, where an approval is required under foreign exchange laws from the relevant industry regulator, prior to the investment.

Foreign investment in Indian securities is regulated through the FDI Policy and FEMA. The government bodies responsible for granting foreign investment approvals are the concerned ministries/departments of the GoI and the RBI. Pursuant to the Office Memorandum dated June 5, 2017 issued by the Department of Economic Affairs, Ministry of Finance, approval for foreign investment under the FDI Policy and FEMA has been entrusted to the concerned ministries/departments.

The GoI has from time to time made policy pronouncements on FDI through press notes and press releases. The DIPP (now DPII), issued the consolidated FDI Policy by way of circular no. D/o IPP F. No. 5(1)/2017-FC-1 dated August 28, 2017 which is effective from August 28, 2017. The FDI Policy will be valid until the DIPP (now DPII) issues an updated FDI Policy. Further, one of the conditions with respect to receipt of foreign capital under the FDI route is that the respective State Governments/Union territories are to implement the FDI policy.

As per Regulation 7 of the FEM Rules, the RBI has given general permission to Indian companies to issue rights securities to non-resident shareholders including additional rights securities. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by the RBI, non-residents may, inter alia, (i) subscribe for additional securities over and above their rights entitlement; (ii) renounce the securities offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the securities renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be inter alia, subject to the conditions imposed from time to time by the RBI under the FEMA in the matter of refund of Application Money, Allotment of Rights Equity Shares and issue of Allotment advice. This Letter of Offer, Abridged Letter of Offer, Rights Entitlement Letter and Application Form shall be dispatched to non-resident Eligible Equity Shareholders at their Indian address only. If an NR or NRI Investor has specific approval from the RBI, in connection with his shareholding, he should enclose a copy of such approval with the Application. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the allotment of Rights Equity Shares. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporated in a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government of India. It is not clear from the press note whether or not an issuance of the Rights Equity Shares to Restricted Investors will also require a prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required and such approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

As per the existing policy of the Government of India, erstwhile OCBs cannot participate in this Issue.

The Rights Entitlements, Rights Equity Shares and Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements and Rights Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sale occur. The Rights Entitlements, Rights Equity Shares and Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this prospectus. Applicants are advised to consult their legal counsel, to make their independent investigations and ensure that Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations prior to accepting any provisional allotment of Rights Equity Shares, applying for excess Rights Equity Shares or making any offer, sale, resale, pledge or other transfer of the Rights Entitlements or the Rights Equity Shares.

SECTION X: STATUTORY AND OTHER INFORMATION

A) Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only.

B) Material Contracts and Documents for Inspection

The copies of the following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all working days from the date of this Letter of Offer until the Issue Closing Date.

A. Material Contracts to the Issue

1. Issue Agreement dated February 15, 2021 entered into among our Company and the Lead Manager.
2. RTA Agreement dated January 28, 2021 entered into among our Company and the Registrar to the Issue.
3. Escrow Agreement dated November 01, 2021 among our Company, the Lead Manager, the Registrar to the Issue and the Banker to the Issue.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.
2. Certificate of Incorporation of our Company dated February 11, 1987 issued by Registrar of Companies, Kolkata, West Bengal in the name of Sita Plantation Private Limited.
3. Subsequent Certificate of Incorporation dated March 09, 1994 in the name of Sita Plantation Limited and Certificate of Incorporation dated April 11, 1994 in the name of Asian Tea and Exports Limited.
4. Resolution of the Board of Directors of our Company under section 62 of the Companies Act, 2013 dated January 25, 2021 authorizing the Issue.
5. Resolution of the Board/Rights Issue Committee dated November 01, 2021 approving the terms of the Issue.
6. Resolution of our Board dated October 19, 2021 approving the Draft Letter of Offer.
7. Resolution of our Board dated November 01, 2021 approving the Letter of Offer.
8. Consents of Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditors, Legal Advisor to the Issue, Banker to the Issue, Lead Manager, Registrar to the Issue, to include their names in the Letter of Offer to act in their respective capacities.
9. Annual Reports of our Company for Fiscal 2021, 2020, 2019, 2018 and 2017.
10. The reports of the Statutory Auditors, in relation to the Unaudited Financial Statements and Limited Review Financial Information for the quarter ended June 2021 dated August 27, 2021.
11. Statement of Tax Benefits from statutory auditor of the company dated October 10, 2021.
12. In-principle listing approval dated October 26, 2021 from the BSE Limited.

Any of the contracts or documents mentioned in this Letter of Offer may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Eligible Equity Shareholders, subject to compliance with applicable law.

DECLARATION

We, hereby declare that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. All the legal requirements connected with the issue as also the guidelines, instructions etc., issued by SEBI, Government and any other competent authority in this behalf, have been duly complied with.

We further certify that all the statements in this Letter of Offer are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Mr. Hariram Garg <i>DIN: 00216053</i> <i>Designation: Managing Director</i>	S/d-
Mr. Sunil Garg <i>DIN: 00216155</i> <i>Designation: Whole Time Director</i>	S/d-
Mrs. Rama Garg <i>DIN: 00471845</i> <i>Designation: Whole Time Director</i>	S/d-
Mr. Ashok Chamaria <i>DIN: 00445605</i> <i>Designation: Non-Executive Independent Director</i>	S/d-
Mr. Sushil Kumar Nevatia <i>DIN: 06391023</i> <i>Designation: Non-Executive Independent Director</i>	S/d-
Mr. Manash Kumar Banerjee <i>DIN: 07168868</i> <i>Designation: Non-Executive Independent Director</i>	S/d-
Mr. Akhil Kumar Manglik <i>DIN: 01344949</i> <i>Designation: Non-Executive Independent Director</i>	S/d-

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER	SIGNED BY THE CHIEF FINANCIAL OFFICER
S/d-	S/d-
_____	_____
Ms. Annu Jain	Mr. Rajesh Garg

Dated: November 01, 2021

Place: Kolkata, West Bengal.