



The United Nilgiri Tea Estates Company Limited

CIN : L01132TZ1922PLC000234

Regd. Office : P.B. No. 3708, No. 3, Savithri Shanmugam Road, Race Course, Coimbatore - 641 018

Phone : 0422-2220566, 2220125 Email : headoffice@unitea.co.in Website : unitednilgiritea.com

17.06.2025

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

Dear Sirs,

**Sub: Regulation of 34 of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015.**

We attach herewith a soft copy of the Annual Report 2024-25 of the Company.

Kindly take the same on record.

Thanking you,

Yours faithfully,

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED,

R.V. SRIDHARAN
Company Secretary





103rd

*Annual Report &
Accounts 2024-2025*

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

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THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

REGISTERED OFFICE

No. 3, Savithri Shanmugam Road,
Race Course,
Coimbatore - 641 018

CIN : L01132TZ1922PLC000234
E Mail : headoffice@unitea.co.in
Website : unitednilgiratea.com
Phone : 0422-2220566

BOARD OF DIRECTORS

Ms. Mallika Srinivasan, Chairman
Mr. P.B. Sampath
Mr. R. Vijayaraghavan
Mr. Sankar Datta (upto 09.11.2024)
Ms. Sashikala Srikanth (w.e.f. 31.12.2024)
Ms. P. Shobhana Ravi
Mr. R. Rajkumar

CHIEF FINANCIAL OFFICER

Mr. S. Raghuraman

COMPANY SECRETARY

Mr. R. V. Sridharan

INTERNAL AUDITORS

Deloitte Touche Tohmatsu India LLP
Prestige Trade Tower, Level 19,
46, Palace Road, High Grounds,
Bengaluru - 560 001

STATUTORY AUDITORS

K. S. Aiyar & Co.,
Chartered Accountants,
No. 57, Sambandam Road (East),
R.S. Puram,
Coimbatore - 641 002

SECRETARIAL AUDITORS

Shanmugam Rajendran & Associates LLP
2nd Floor, Hari Kripa, 71/1, McNicholas Road,
(Off Poonamallee High Road), Chetpet,
Chennai - 600 031

BANKERS

Central Bank of India
HDFC Bank Ltd.

REGISTRAR AND SHARE TRANSFER AGENT

Integrated Registry Management
Services Private Limited,
"Kences Towers," 2nd Floor,
No.1, Ramakrishna Street,
North Usman Road,
Chennai - 600 017

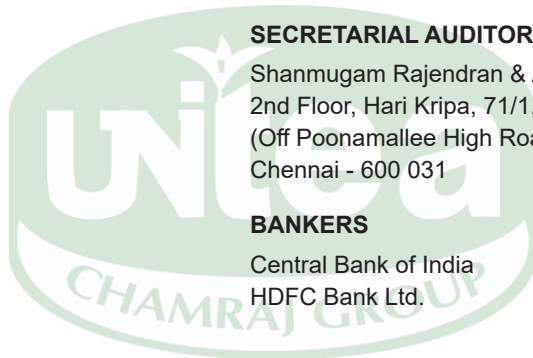
PLANTATIONS

Chamraj, Allada Valley and,
Devabetta Estates,
Chamraj Estate & Post,
The Nilgiris - 643 204

Korakundah Estate
Korakundah Estate and Post
The Nilgiris - 643 219

COMMERCIAL PROPERTY

UNITEA Centre,
Race Course,
Coimbatore - 641 018



THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

REGISTERED OFFICE: No.3, SAVITHRI SHANMUGAM ROAD, RACE COURSE, COIMBATORE - 641 018

CIN : L01132TZ1922PLC000234

E- mail : headoffice@unitea.co.in Website : unitednilgiratea.com

Phone : 91-422-2220566

103rd ANNUAL GENERAL MEETING

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 103rd Annual General Meeting of the members of the Company will be held on Saturday, the 12th July, 2025 at 11.00 A.M IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Report of the Board of Directors and Auditors thereon; and
2. (i) To confirm the payment of interim dividend of Re.1/- per equity share and
(ii) To declare Final Dividend for the financial year 2024-25.
3. To appoint a Director in place of Mr. R. Rajkumar [DIN 10044122] who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS:

4. Re-appointment of Mr. R. Vijayaraghavan [DIN:00026763] as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and Regulation 17, 17(1A), 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) Mr. R. Vijayaraghavan [DIN:00026763] who has attained 75 years of age and who was appointed as an Independent Director of the Company at the 100th Annual General Meeting held on 9th August 2022 and who holds office up-to the conclusion of 103rd Annual General Meeting and who is eligible for reappointment based on the report of the evaluation of his performance during the previous tenure and who has submitted a declaration that he meets the criteria of independence under Section 149 (6) of the Act, Regulation 16 (1) (b) of (Listing Regulations) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a second term of three years commencing from the conclusion of 103rd Annual General Meeting up-to the conclusion of the 106th Annual General Meeting to be held in the year 2028.

NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

5. Appointment of Shanmugam Rajendran & Associates LLP, Company Secretaries as Secretarial Auditors of the Company.

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

RESOLVED THAT pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment (s), statutory modification(s) or re-enactment (s) thereof, for the time being in force) and on the recommendation of the Board of Directors of the Company, Shanmugam Rajendran & Associates LLP (LLPIN: AAJ0071), Company Secretaries, Chennai be and are hereby appointed as the Secretarial Auditors of the Company for a first term of five (5) consecutive financial years commencing from the financial year 2025-26 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors”.

Chennai
23rd May 2025

(By order of the Board)
For The United Nilgiri Tea Estates Company Limited

R.V. SRIDHARAN
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its relevant Circulars issued during the years 2020, 2021, 2022, 2023 and 2024 permitted the conduct of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, Listing Regulations, MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the Circular No.14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, the body corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate at the meeting and cast their votes through e-voting.
3. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding). Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No.17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at unitednilgiratea.com. The Notice can also be accessed from the website of National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
6. The Explanatory Statement pursuant to Section 102 of the Act with respect to the special business as set out in the Notice is annexed hereto. The relevant details, pursuant to Regulations 26 (4) and 36 (3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of Director seeking appointment at this AGM is also annexed.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 6th July 2025 to 12th July 2025 (both days inclusive) for determining the entitlement of the shareholders to the final dividend for the financial year 2024-25.
8. The final dividend, when declared at the AGM to be held on 12th July 2025 will be paid subject to deduction of tax at source.
 - i. To all members in respect of shares held in physical form after giving valid transfers in respect of transfer, transmission or transposition requests lodged with the Company as on the close of business hours on 5th July 2025.
 - ii. To all beneficial owners in respect of shares held in electronic form as per details furnished National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on the closing hours on 5th July 2025.
9. As per Regulation 40 of SEBI Listing Regulations as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019 except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents - Integrated Registry Management Services Private Limited for assistance in this regard.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile number, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank, branch, account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to Integrated Registry Management Services Private Limited in case the shares are held in physical form.
11. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

13. To support the 'Green Initiative,' members are requested to register their email address with the concerned Depository Participant in respect of shares held in electronic form.
14. Under Section 124(5) of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF). The Company had transferred unclaimed dividend in respect of Interim dividend 2018 to the account of Investor Education and Protection Fund.
15. Members are requested to note that dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund Authority. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority.

Members whose unclaimed dividend for the financial year 2016-17 already transferred to the IEPF account and who have not encashed the dividends for the subsequent financial years, are requested to note that the underlying shares of the Company, in respect of final dividend for the financial year 2017-18, are liable to be transferred to IEPF Authority in terms of Section 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

In view of this, members are requested to claim their dividends from the Company within the stipulated time. Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form IEPF-5 which is available on www.iepf.gov.in

The details of shareholders and the shares due for transfer are displayed on the website of the Company, viz unitednilgiratea.com

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining the demat accounts. Members holding shares in physical form can submit their PAN details to the Company. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN Card to the Company for registration of transfer of securities.
17. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the members in respect of shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form SH-13. Members are requested to submit the said form to their depository participants in case the shares are held in electronic form and to the Company in case the shares are held in physical form.
18. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021 read with SEBI Circular dated May 12, 2020, Notice of the AGM is being sent through electronic mode to those Members whose email addresses are registered with the Company / Depository Participants. Members may note that the Notice of AGM will also be available on the Company's website at unitednilgiratea.com, on the website of National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.

NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

19. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their PAN with the Company / Registrar and Share Transfer Agent (in case of shares held in physical mode) and depositories (in case of shares held in demat mode) immediately.

A Resident individual shareholder having PAN entitled to receive dividend amount exceeding Rs.10,000/- and who is not liable to pay income tax can submit a yearly declaration in Form 15G/ 15H, to avail the benefit of non-deduction of tax at source by email to headoffice@unitea.co.in on or before 12th July 2025. Shareholders are requested to note that in case their PAN is not registered, tax will be deducted at the applicable higher rate.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to corpserv@integratedindia.in. The aforesaid declarations and documents need to be submitted by the Shareholders on or before 12th July 2025.

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

22. **Voting through electronic means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. The instructions for members for remote e-voting and joining AGM are as under:

1. The e-voting period commences at 09.00 A.M. on 9th July, 2025 and ends at 5.00 P.M. on 11th July, 2025. During this period, members of the company holding shares either in physical form or in dematerialized form as on the cut-off date 5th July, 2025 will be entitled to cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently. Those members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
2. The Members who have cast their votes by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

3. The voting rights of members (for voting through remote e-Voting or by poll at the meeting) shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date 5th July, 2025.
4. Any person, holding shares in physical form and non-individual shareholders, who acquires shares of the Company and become members of the Company after dispatch of Notice and holding shares as on cut-off date 5th July, 2025 may obtain the Login ID and password by sending a request at evoting@nsdl.com or headoffice@unitea.co.in or corpserv@integratedindia.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no.1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and become a Member of the Company after sending of the Notice and holding shares as on the cut-off date 5th July, 2025 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.
5. Mr.S.Kasi Viswanathan, Partner, Gopalaiyer & Subramanian, Chartered Accountants has been appointed as the Scrutinizer to scrutinize both e-voting during the AGM and remote e-voting process in a fair and transparent manner.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Wednesday, 9th July, 2025 at 09.00 A.M. and ends on Friday, 11th July, 2025 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 5th July, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 5th July 2025.

How to vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience NSDL Mobile App is available o  App Store  Google Pla  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL, CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kasi.s@gopalaiyer.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms.Pallavi Mhatre, Senior Manager, NSDL at pallavi@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to headoffice@unitea.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to headoffice@unitea.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Instructions for members for e-Voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.

NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

2. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
7. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at headoffice@unitea.co.in on or before 05.00 P.M. IST on 8th July, 2025.
8. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other instructions

The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by her in writing, who shall counter sign the same.

1. The Chairman or the person authorized by her in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the results of the voting. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company unitednilgiratea.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the declaration of result either by the Chairman or Chief Financial Officer of the Company. The results shall also be immediately forwarded to the National Stock Exchange of India Limited, Mumbai.
2. Subject to the receipt of requisite number of votes, the Resolution forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of AGM i.e. 12th July, 2025.

(By order of the Board)
For The United Nilgiri Tea Estates Company Limited

Chennai
23rd May 2025

R.V. SRIDHARAN
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

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

Item No.4 of the agenda

Mr. R. Vijayaraghavan, Non-Executive Independent Director, who was appointed as an Independent Director of the Company by the members at the 100th Annual General Meeting held on 9th August 2022 for a period of three years would retire at the conclusion of 103rd Annual General Meeting.

The Board has recommended the re-appointment of Mr. R. Vijayaraghavan for a second term of three years commencing from the conclusion of 103rd Annual General Meeting upto the conclusion of 106th Annual General Meeting for the financial year 2027-28 to be held in the year 2028.

Mr. R. Vijayaraghavan is a Post Graduate in Science & Business Administration and a law graduate. He has got vast experience in direct and indirect taxation, arbitration & conciliation, implementation and planning of acquisitions and mergers, restructuring, double taxation agreements and transfer pricing. He is a partner in Law Firm Subbaraya Aiyar Padmanabhan and Ramamani for the past 41 years and currently its senior partner. A brief profile / expertise of Mr. R. Vijayaraghavan is provided in the Annexure to the Notice for information of the shareholders.

Mr. R. Vijayaraghavan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") order or any other such authority. Mr. R. Vijayaraghavan has given the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the Listing Regulations, and that his name is included in the data bank of Independent Directors as required under Rule 6 (3) of the Companies (Appointment and Qualification of Directors) Rules, 2014. Further, the Company has received a Notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Independent Director of the Company.

The Nomination and Remuneration Committee after taking into consideration the skills, expertise and competencies required for an Independent Director to be a part of the Board of this Company in the context of the business and sector and based on the performance evaluation of the appointee director during his previous tenure recommended his re-appointment to the Board.

Further, in terms of Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, re-appointment of Sri R Vijayaraghavan (DIN: 00026763) as a Non-Executive Independent Director requires approval of the shareholders of the Company by way of a special resolution. In terms of proviso to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, where a special resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an Independent Director shall be deemed to have been made under this regulation.

NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

Further, in the opinion of the Board, Mr. R. Vijayaraghavan also fulfills the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his re-appointment as an Independent Director of the Company and is also independent of the Management

Pursuant to regulation 17(1A) of the SEBI Listing Regulations, consent of the shareholders by way of Special Resolution is required for appointment/ reappointment /continuation of directorship of the Non-Executive Director of the Company who have attained the age of 75 years.

The aforesaid Director despite his age (of above 75 years) is an active member of the Board and respective Committees. His knowledge, expertise and independent judgment will bring valuable insight to the Board

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its Meeting held on 23rd May 2025 has recommended to the shareholders his reappointment as a Non-Executive Independent Director

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India furnished hereunder forms part of this Notice.

In compliance with Schedule IV to the Act, the terms and conditions of appointment of the independent director shall be open for inspection at the registered office of the Company by any member from Monday to Friday from 10.00 am to 12.30 pm, except on holidays and the same shall also be available at the Company's website unitednilgiritea.com

The Board recommends the Special Resolution as set out in item No.4 of the Notice for consideration and approval of members.

Except Mr. R. Vijayaraghavan, none of the Directors, Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise in the above resolution.

Item No.5 of the agenda

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations 2024, the Secretarial Auditors of the Company shall be appointed by the shareholders of the Company based on the recommendation of the Board of Directors.

Accordingly, the Board of Directors of the Company at its meeting held on 23rd May, 2025 has recommended the appointment of Shanmugam Rajendran & Associates LLP holding LLIPN: AAJ-0071 (formerly S R Srinivasan & Co LLP), Company Secretaries, Chennai as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years commencing from the financial year 2025-26 at a remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

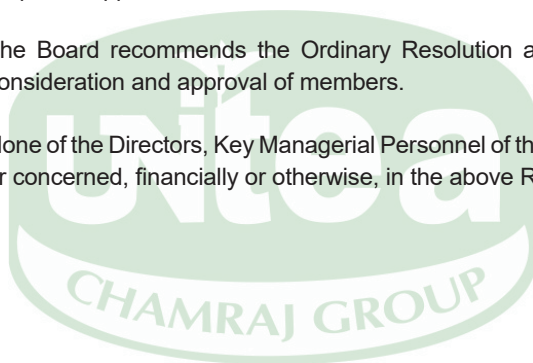
NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

Shanmugam Rajendran & Associates LLP are based out of Chennai and presently has two partners and houses a team of qualified and seasoned professionals who bring together 7 years of rich experience and knowledge in the field of Corporate and allied laws. The firm serves a wide array of clients across India in varied industries and has experience in undertaking secretarial audit assignments. Their services include incorporation of companies, societies, trusts and section 8 companies, business strategies, business re-organization / restructuring, consultation and advisory services, secretarial audit, due diligence, NCLT applications for compounding, DP Audit, training programs for corporates etc.

The firm holds a valid Peer Review Certificate (bearing No.1177/2021) issued by the Institute of Company Secretaries of India and meets the criteria of appointment as prescribed under Regulations 24A of the listing regulations. The Company has received their consent for the proposed appointment.

The Board recommends the Ordinary Resolution as set out in Item No.5 of the Notice for consideration and approval of members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the above Resolution.



Profile of Directors seeking appointment / re-appointment at the Annual General Meeting to be held on 12th July 2025 pursuant to Regulation 26 and 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS 2 – Secretarial Standards on General Meetings.

Name of the Director	Mr. R. Rajkumar	Mr. R. Vijayaraghavan
DIN	10044122	00026763
Date of Birth and Age	02/05/1968 and 57 years	02/01/1950 and 75 years
Nationality	Indian	Indian
Date of first appointment on the Board	30/03/2023	09/08/2022
Qualification	B.Sc Electronics	M.Sc., MBA (Syrapuse, USA),. BL
Experience	31 years in tea plantations.	1. Served as an Officer in Reserve Bank of India. 2. Worked as an Executive in Amalgamations Group. 3. Partner in Law Firm Subbaraya Aiyar Padmanabhan and Ramamani for the past 41 years and currently its senior partner.
Expertise in Special Functions	Expertise in factory operations, field practices, quality management, manufacture of green tea / CTC/ Orthodox/Specialty teas and marketing including exports.	Expertise in direct and indirect taxation, arbitration & conciliation, implementation and tax planning of acquisitions and mergers, restructuring, double taxation agreements and transfer pricing.
Relationship between directors inter se	None	None
Relationship with Managers / Key Managerial Personnel	None	None
Board position held	Whole-time Director	Non-Executive Independent Director
Terms of appointment / re-appointment	Was appointed as Whole-time Director of the Company for a period of three years with effect 30th March 2023 by the members through postal ballot.	As set out in the Notice of AGM
Remuneration sought to be paid	As approved by the members through postal ballot on 16th May 2023.	Mr. R. Vijayaraghavan will be paid sitting fees for attending Board Meeting (s)/Committee Meeting (s). He is also eligible for profit-related commission as may be approved by the Board within the limit as approved by the shareholders.
Remuneration last drawn	Rs.37,18,108/-	Sitting Fees: Rs. 55,000/- Commission: Rs. 1,75,000/-
Number of Board Meetings attended during the year	5	5

Name of the Director	Mr. R. Rajkumar	Mr. R. Vijayaraghavan
Directorship in other companies	Southern Tree Farms Limited	1. Lucas Indian Service Limited 2. Simpson and Company Limited 3. Veeyes Charities Foundation 4. Sundaram Fasteners Limited 5. Caplin Laboratories Limited
Committee positions held in other companies	Nil	Lucas Indian Service Limited 1. Audit Committee – Chairman 2. Nomination and Remuneration Committee – Chairman 3. Corporate Social Responsibility Committee - Member Simpson and Company Limited 1. Audit Committee – Member 2. Nomination and Remuneration Committee – Member 3. Corporate Social Responsibility Committee – Member Caplin Point Laboratories Limited 1. Audit Committee – Chairman 2. Stakeholders Relationship Committee - Member
Names of listed entities in which the director has resigned in the past three years	Nil	1. India Nippon Electricals Limited 2. Bimetal Bearings Limited 3. Sanco Trans Limited
No. of shares held	Nil	Nil

(By order of the Board)
For The United Nilgiri Tea Estates Company Limited

Chennai
23rd May 2025

R.V. SRIDHARAN
Company Secretary

DIRECTORS' REPORT

Your directors' have pleasure in presenting the 103rd Annual Report on the performance of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2025.

FINANCIAL RESULTS:

Given below is a summary of the financial results:

Rs. in Lakhs

	Year ended 31.03.2025	Year ended 31.03.2024
Profit before finance cost, depreciation and tax	2,486.07	2,398.64
Finance Cost	(9.80)	(9.91)
Depreciation	(346.14)	(351.30)
Profit before tax	2,130.13	2,037.43
Tax Expense	(279.13)	(432.14)
Profit for the year	1,851.00	1,605.29
Other Comprehensive Income	(87.70)	241.39
Total Comprehensive Income	1,763.30	1,846.68

Indian Accounting Standards (Ind AS)

In the preparation of financial statements, the Company has followed the Indian Accounting Standards (Ind AS) and the financial results have been prepared in accordance with the recognition and measurements principles laid down in the said standards.

Dividend

Your directors have recommended a final dividend of Rs. 2.00 per share (20% of paid up value) which together with an interim dividend of Re. 1.00 per share (10% of paid up value) already paid, makes a total dividend of Rs. 3.00 per share (30% of paid up value) for the year ended 31st March, 2025 [previous year Rs.2.70 per share]. The proposed final dividend of Rs. 2.00 per share for the year totalling to Rs. 99.93 lakhs will be accounted in the financial year 2025-26 in accordance with Ind AS10 – 'Events after the reporting period'.

Transfer to Reserves

The Directors have proposed to transfer a sum of Rs. 1,500 lakhs to the General Reserve which will be accounted in the financial year 2025-26 in accordance with Ind AS 10 – 'Events after the reporting period'.

Operations

The total quantity of tea manufactured during the year under review was 30.43 lakhs kgs as against 32.35 lakhs kgs during the previous year. The rainfall during the year was 1750 mm

DIRECTORS' REPORT – (Contd.)

as against 1061 mm during the previous year. Sale of teas during the year under review was 34.25 lakhs kgs. (previous year 36.35 lakhs kgs) The average price realized for the year was, however, higher than the previous year. Profit before tax for the year was Rs. 2,130.13 lakhs as against Rs. 2,037.43 lakhs during the previous year.

Outlook

Timely summer showers in the current year have led to more production from April onwards. With enhanced production capacity, more production of primary grade tea in the factories, strict control on man-power usage and increase in mechanized harvesting in the field, the outlook for the current year is encouraging.

Share Capital

The paid-up capital of the Company as at 31st March 2025 remains unchanged.

Directors' Responsibility Statement

As required by sub-section 5 of Section 134 of the Companies Act, 2013, your Directors confirm that:

- a) in the preparation of Annual Accounts for the year ended 31st March, 2025, the applicable Indian Accounting Standards have been followed without any material departures;
- b) such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2025 and of the profit of the Company for that period;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) proper internal financial controls to be followed by the Company have been laid down and that the financial controls are adequate and were operating effectively;
- f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and were operating effectively.

Directors and Key Managerial Personnel

Mr. Sankar Datta retired on 9th November, 2024 after completing 10 years as an independent director. The Board places on record its appreciation of Mr. Sankar Datta's involvement and valuable contribution for the growth of the Company during his tenure and his long period of association with the Company.

DIRECTORS' REPORT – (Contd.)

Ms. Sashikala Srikanth was appointed as an additional director by the Board of Directors on 31st December 2024. The shareholders have approved her appointment as a Non-Executive Independent Director at the Extraordinary General Meeting held on 30th January, 2025 for a period commencing from 31st December, 2024 until the conclusion of the 105th Annual General Meeting of the Company to be held in the year 2027.

Of the Directors liable to retire by rotation, Mr. R. Rajkumar will retire at the forthcoming Annual General Meeting. He is eligible for re-election and offers himself accordingly.

Mr. R. Vijayaraghavan, who has attained the age of 75 years, will be completing his first term of three years as an independent director at the ensuing 103rd Annual General Meeting. It is proposed to reappoint him for a second term of three years commencing from the conclusion of 103rd Annual General Meeting and ending with the conclusion of 106th Annual General Meeting.

The Board of Directors and the Nomination and Remuneration Committee are of the opinion that having regard to his credentials and vast experience in direct and indirect taxation, arbitration & conciliation, implementation and tax planning of acquisitions and mergers, restructuring, double taxation agreements and transfer pricing, Mr. Vijayaraghavan's reappointment as a Non-Executive Independent Director would be beneficial to the Company and will enable the Board to discharge its functions and duties effectively.

Accordingly, the Board recommends his re-appointment for a second term of three years to the members for their approval at the ensuing Annual General Meeting.

Mr.R.Rajkumar, Whole-time Director, Mr.S.Raghuraman, Chief Financial Officer, Mr.R.V.Sridharan, Company Secretary, and Mr. Shilajit Roy Choudhury, Vice President are the key managerial personnel of the Company.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Details pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo are given in **Annexure 1**.

Particulars of Loan, Guarantees or Investments under Section 186

The Company has not given any loan or guarantee to any Body Corporate attracting the provisions of Section 186 of the Companies Act, 2013, during the financial year 2024-25

Particulars of contracts or arrangements made with related parties

Particulars of contracts or arrangement with related parties referred to in Section 188 (1) of the Companies Act, 2013 in the prescribed form AOC-2 is appended as **Annexure 2** to this report.

Material changes and Commitments between 31st March 2025 and date of this report

There are no material changes and commitments affecting the financial position of the company which have occurred between 31st March 2025 and the date of this report.

DIRECTORS'

REPORT – (Contd.)

Transfer to Investor Education and Protection Fund (IEPF)

The Company has transferred during the year unclaimed dividends amounting to Rs. 4,36,279/- to the Investor Education and Protection Fund as required under law. There were no shares due to be transferred to the demat account of IEPF Authority during the year.

Annual Return

Pursuant to Section 92 (3) read with Section 134 (3) of the Companies Act, 2013, the draft Annual Return for the year ended 31st March, 2025 is available on the website of the Company at the weblink: <https://www.unitednilgiri.com/investors>. The final Annual Return shall be uploaded after the same is filed with the Ministry of Corporate Affairs.

Number of meetings of the Board

Five meetings of the Board were held during the year the details of which are furnished in the Report on Corporate Governance which forms part of this report.

Declaration by Independent Directors

The Company has received declarations from all the independent directors confirming that they meet the criteria of independence as prescribed under both the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Policy on appointment and remuneration of Directors

The Company's policy on Directors' appointment and remuneration remains unchanged and can be accessed on the Company's website [unitednilgiri.com](https://www.unitednilgiri.com).

Committees of the Board

The Company has five Committees of the Board as mentioned below:

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

A detailed note on the composition of the Board, its Committees and the meetings held during the financial year is provided in the Report on Corporate Governance.

Statutory Auditors

There are no qualifications, reservations or adverse remarks or disclaimers made by K.S.Aiyar & Co., Chartered Accountants, Statutory Auditors in their report. No details of any fraud has been reported by the Auditors.

DIRECTORS' REPORT – (Contd.)

K.S. Aiyar & Co., Chartered Accountants were reappointed as the Statutory Auditors of the Company by the shareholders at the 100th Annual General Meeting held on 9th August 2022 for a period of 5 years to hold office from the conclusion of the 100th Annual General Meeting till the conclusion of 105th Annual General Meeting.

Secretarial Audit Report

Secretarial Audit has been carried out by Shanmugam Rajendran & Associates LLP (formerly S R Srinivasan & Co LLP), Practicing Company Secretaries and their report is annexed herewith.

With regard to remarks made by the Secretarial Auditors in their report, your Directors' will ensure timely compliance of the Listing Regulations.

Appointment of Secretarial Auditors

In line with SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, it is proposed to appoint Shanmugam Rajendran & Associates LLP as Secretarial Auditors of the Company for a period of five consecutive years commencing from the financial year 2025-26. The said firm holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India and meets the criteria for appointment as prescribed under Regulations 24A of Listing Regulations.

The Board recommends their appointment as Secretarial Auditors of the Company for members' approval at the ensuing Annual General Meeting.

Risk Management

The Company has a robust risk management policy and system. The strategic risks are integrated with the business plan with mitigation measures and reviewed periodically. High impact operational and financial risks are reviewed by the management and discussed at the Board periodically. A Risk Management Committee is functional since 10th February 2025.

Corporate Social Responsibility

CSR Policy objectives and the annual report on CSR activities are given in **Annexure 3**. The Company's policy on Corporate Social Responsibility, composition of the CSR Committee and projects approved by the Board are available on the Company's website unitednilgirittea.com.

Besides supporting the public medical scheme administered by the Company in the area of rural development and tribal welfare, your Company has been associated with United Nilgiri Conservative Society (UNCS). UNCS since its establishment in 2013 has earned the trust and confidence of the residence of Kotagiri and Ooty through its efforts to achieve better standard of life through community development work.

DIRECTORS'

REPORT – (Contd.)

Board Evaluation

The details in this regard are furnished in the Report on Corporate Governance which forms part of this Report. The policy regarding performance evaluation of Board of Directors and its Committees and Independent Directors is available on the Company's website unitednilgiritea.com.

Report on Corporate Governance

A Report on Corporate Governance forms part of this report. The Auditor's certificate on Corporate Governance is enclosed as an Annexure.

Particulars of Employees

Particulars of employees as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure 4**.

A statement showing the remuneration of employees who were in receipt of remuneration as prescribed under Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report and will be provided to any member on a written request to the Company Secretary.

Management Discussion and Analysis Report

Management Discussion and Analysis Report is given separately in **Annexure 5**, which forms part of this Report..

Financial Statements of Associate Companies

A statement containing salient features of the financial statements of Associate Companies pursuant to first proviso to sub-section (3) Section 129 read with rule 5 of Companies (Accounts) Rules, 2014 is appended as **Annexure 6** to the report.

Environmental Protection

The Company has been certified by the Rain Forest Alliance in the area of environmental protection. To ensure sustainability and environmental protection, your Company undertakes planting of trees covering about 100 acres every year to ensure environmental protection and sustainable source of firewood for our factories.

Industrial Relations

Industrial relations have been cordial during the year.

Public Deposits

The Company has not accepted or renewed any public deposit during the year.

DIRECTORS' REPORT – (Contd.)

Vigil Mechanism

The Company has a vigil mechanism, details of which can be accessed at the Company's website unitednilgirttea.com. No complaints have been received during the year under review.

Sexual Harassment of Women at Workplace

As per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, an Internal Complaints Committee has been constituted to redress the grievances of women at workplace. The Committee has not received any complaint received during the year under review.

Cost Records

The Company maintains cost records for its products in the books of account as per the requirement of Section 148 (1) of the Companies Act, 2013 read with Companies (Cost records and audit) Rules, 2014. No complaint has been received during the year under review.

Others

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the Company and its future operations.

Acknowledgement

The Board of Directors acknowledges the support received from the promoters, shareholders, bankers, suppliers, customers and employees at all levels.

Chennai
23rd May, 2025

For and on behalf of the Board

MALLIKA SRINIVASAN
Chairman
DIN : 00037022

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION
AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

A. Conservation of Energy

Sl. No.	Action	Remarks
1	Steps taken or impact on conservation of energy	Replaced low efficient lights with energy efficient LED lights in factories and PF meters replaced to achieve better electrical efficiency.
2.	Steps taken by the Company for utilizing alternate source of energy	1. Installation of Solar Power plant – 63 KW each in Chamraj Factory and Allada Valley Factory. 2. 60 KW Hydro power plant at Korakundah.
3.	Capital investment on energy conservation equipment	Solar Power plant in Chamraj factory and Allada Valley factory – 63 KW each at a cost of Rs.32 Lakhs.

B. Technology Absorption

Sl. No.	Action	Remarks
1	Imported Technology	Low cost colour sorter for tea at Korakundah factory will be installed in the current year.
2	Expenditure on R & D	Expenditure on development of battery-operated single man harvesters.
3	Benefits derived like product improvement, cost reduction, product development, or import substitution	Increase use of single man battery operated harvesters has led to reduction of 8700-man days in field compared to previous year.
4	Efforts made towards automation	Conventional plucking shears replaced with single man battery operated harvesters.

C. Foreign Exchange Earnings and Outgo

Actual Inflow	Rs. 42,73,31,969/-
Actual Outflow	Rs. 41,79,331/-

FORM NO. AOC 2

[Pursuant to Clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013
and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Particulars of Contracts or Arrangements made with related parties**Particulars of contracts/arrangements made with related parties**

This form pertains to the disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013, including certain arm's length transactions under third proviso thereto.

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

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2025, which were not at arm's length basis.

Details of contracts or arrangements or transactions at arm's length basis

The details of contracts or arrangements or transactions at arm's length basis for the year ended March 31, 2025 are as follows::

Name of the related party	Amalgamations Private Limited	Sivasailam Chamraj Education Foundation	Sivasailam Chamraj Hospital Foundation
Nature of contract	1.Payment of service charges	Amount received towards reimbursement of expenses	1.Contribution made towards CSR activities
	2. Payment towards reimbursement of expenses		2. Amounts received towards reimbursement of expenses
			3. Amounts paid towards employee medical expenses
			4.Amounts paid towards purchases.
Nature of relationship	A director of the Company is member /Director in the related party company	Two directors of the Company are directors in the related party company. A director of the Company is member in the related party company.	A director of the Company is director in the related party company.
Duration of contract	Yearly (from 01.04.2024 to 31.03.2025)	Yearly (from 01.04.2024 to 31.03.2025)	Yearly (from 01.04.2024 to 31.03.2025)
Salient terms	At arm's length price in the ordinary course of business	At arm's length price in the ordinary course of business	At arm's length price in the ordinary course of business
Amount	1.Payment of services charges: Rs.4,88,460 /-	Amount received towards reimbursement of expenses Rs.16,64,095/-	1. Contribution made towards CSR activities: Rs.13,40,000/-
	2.Payment towards reimbursement of expenses: Rs.1,72,275/-		2. Amounts received towards reimbursement of expenses: Rs.33,36,552/-
			3. Amounts paid towards employee medical expenses: Rs.65,40,102/-
			4. Amounts paid towards purchases: Rs.45,02,234/-

Chennai
23rd May, 2025

For and on behalf of the Board
MALLIKA SRINIVASAN
Chairman
DIN : 00037022

ANNUAL REPORT ON CSR ACTIVITIES OF THE COMPANY

1. Brief outline on CSR Policy of the Company:

The Company adopts the following objectives as part of its Corporate Social Responsibility:

- (i) Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set up by the Central Government for the promotion of sanitation and making available safe drinking water.
- (ii) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently-abled and livelihood enhancement projects;
- (iii) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- (iv) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro-forestry, conservation of natural resources and maintaining quality of soil, air and water including Clean Ganga Fund set up by the Central Government for rejuvenation of river Ganga;
- (v) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art' setting up public libraries, promotion and development of traditional art and handicrafts;
- (vi) Measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- (vii) Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
- (viii) Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the central government for socio economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- (ix)
 - a) Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government; and
 - b) Contributions to public funded universities, Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE), Department of Biotechnology (DBT), Department of Science and Technology (DST), Department of Pharmaceuticals, Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homeopathy (AYUSH), Ministry of Electronics and Information Technology and other bodies, namely Defence Research and Development Organisation (DRDO), Indian Council of Agricultural Research (ICAR), Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).
- (x) Rural Development Projects and Tribal Welfare;
- (xi) Slum area development;
- (xii) Disaster management, including relief, rehabilitation and reconstruction activities;

2. Composition of CSR Committee:

The CSR Committee of the Board of Directors is optimally balanced between Independent and Non-Independent Directors. The members of the Committee as on 31st March, 2025 comprised of:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Mallika Srinivasan	Non-Executive Non-Independent	1	1
2	Mr. Sankar Datta*	Non-Executive Independent	1	1
3	Mr. P.B. Sampath	Non-Executive Independent	1	1
4	Ms. Sashikala Srikanth*	Non-Executive Independent	1	0

* Mr. Sankar Datta ceased to be a member with effect from 9th November, 2024. Ms. Sashikala Srikanth was appointed as a member of CSR Committee on 31st December, 2024.

3. Provide the web-link where composition of CSR Committee, CSR Policy and CSR Reports approved by the board are disclosed on the website of the company : unitednilgiritea.com/?page_id=876
4. Provide the executive summary along with web-link (s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable : Not applicable
5. (a) Average net profit of the company as per section 135 (5): Rs. 11,35,96,771
- (b) Two percent of average net profit of the company as per section 135 (5) : Rs. 22,71,935
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. : —
- (d) Amount required to be set off for the financial year, if any : Rs. 11,037
- (e) Total CSR obligation for the financial year (7a+7b-7c) : Rs. 22,60,898

6	(a) Amount spent on CSR Projects:	Rs.
	(i) Ongoing Project	—
	(ii) Other than Ongoing Project	27,47,968
	(b) Amount spent on Administrative Overheads	—
	(c) Amount spent on Impact Assessment, if applicable	—
	(d) Total amount spent for the Financial Year [(a) + (b) + (c)]	27,47,968

The Committee has not carried out impact assessment of CSR projects in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 as the same is not applicable to the Company.

(e) CSR amount spent or unspent for the Financial Year:

Total Amount spent for the financial year (Rs.)	Amount unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per Section 135 (6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135 (5)		
	Amount	Date of transfer	Name of the fund	Amount	Date of transfer
27,47,968	—	—	—	—	—

(f) Excess amount for set off, if any

S. No.	Particulars	Amount Rs.
(i)	Two percent of average net profit of the Company as per Section 135 (5)	22,71,935
(ii)	Total amount spent for the financial year	27,59,005
(iii)	Excess amount spent for the financial years [(ii) – (i)]	4,87,070
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	—
(v)	Amount available for set off in succeeding financial years [(iii) – (iv)]	4,87,070

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

S. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under Section 135 (6)	Balance amount in unspent CSR amount under Section 135 (6)	Amount spent in the Financial Year	Amount transferred to a fund as specified under Schedule VII as per Section 135 (5), if any		Amount remaining to be spent in succeeding financial years	Deficiency, if any
		Rs.	Rs.	Rs.	Amount Rs	Date of transfer	Rs.	
1	2021-22	—	—	—	—	—	—	—
2	2022-23	—	—	—	—	—	—	—
3	2023-24	—	—	—	—	—	—	—
	TOTAL	—	—	—	—	—	—	—

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

The Company has not created or acquired any capital asset through CSR spending in the financial year and hence reporting under the clause does not arise

Sl. No.	Short particulars of the property or asset (s) [including complete address and location of the property]	Pincode of the property or asset (s)	Date of creation	Amount of CSR amount spent	Details of entity / Authority / beneficiary or the registered owner		
1	2	3	4	5	6		
					CSR Registration Number, if applicable	Name	Registered address
	—	—	—	—	—	—	—

9. Specify the reason (s), if the -Company has failed to spent two percent of the : average net profit as per Section 135 (5)

Not applicable

Chennai
23rd May, 2025

P.B. SAMPATH
Member
DIN: 00037043

MALLIKA SRINIVASAN
Chairman of the CSR Committee
DIN: 00037022

PAYMENT OF REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

(Pursuant to Section 197 (12) of the Companies Act, 2013 and Rule 5 (1) and 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

Particulars of Employees:

- (i) **The ratio of remuneration of Whole-time Director to the median remuneration of the employees of the Company for the financial year:**

Name and Designation	Remuneration paid during the year 2024-25 (Rs. in lacs)	Ratio of remuneration to median remuneration of the employees
Mr. R. Rajkumar, Whole-time Director	37.18	7.5

- (ii) **Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

There was no increase in the remuneration of the Chief Financial Officer for the year. The Company Secretary was given an increase of 3 % for the year.

- (iii) **Percentage increase in the median remuneration of employees in the financial year:**

Percentage increase in the median remuneration of employees in the financial year is 5%.

- (iv) **Number of permanent employees on the rolls of the Company:**

Number of permanent employees on the rolls of the Company as on 31st March, 2025 is 1097.

- (v) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The average percentage increase in the salaries of workmen, staff and managers was 7%. The increase in the salary of Whole-time Director for the year was 13.5%.

- (vi) **Affirmation that remuneration is as per the Remuneration Policy of the Company:**

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

- (vii) **Employed throughout the year and was in receipt of remuneration not less than Rupees One Crore and two lakhs per annum:**

There were no employees who were in receipt of remuneration exceeding Rupees One Crore and two lakhs per annum.

- (viii) **Employed for part of the year and was in receipt of remuneration not less than Rupees Eight Lakhs fifty thousand per month:**

There were no employees who were in receipt of remuneration exceeding Rupees Eight Lakhs fifty thousand per month.

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

There were no employees who were in receipt of remuneration at a rate which in aggregate is in excess of remuneration drawn by the managing director or whole-time director or manager and holds himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Developments

Indian tea industry saw significant growth in exports in 2024, achieving a decade high of 255 million kgs, surpassing Sri Lanka to become world's second largest tea exporter. While South India contributed significantly to India's tea exports, production saw a decline, though exports increased.

Opportunities and threats

Improved quality and increased production of primary grade teas has led to a very good demand for Company's teas and the order books are full for the next one year.

With increased demand and more orders, there is a threat of delayed supplies to customers.

Performance

The total quantity of tea manufactured during the year under review was 30.43 lakhs kgs as against 32.35 lakhs kgs during the previous year. Sale of teas during the year under review was 34.25 lakhs kgs. (previous year 36.35 lakhs kgs) The total exports during the year were 18.33 lakhs kgs as against 17.28 lakhs kgs during the previous year. The average price realized for the year was, however, higher than the previous year. Profit before tax for the year was Rs. 2,130.13 lakhs as against Rs. 2,037.43 lakhs during the previous year.

Income from commercial building during the financial year 2024-25 generated a revenue of Rs. 638.22 lakhs as against previous year's revenue of Rs.584.07 lakhs

Outlook

Timely summer showers in the current year have led to more production from April onwards. With enhanced production capacity, more production of primary grade tea in the factories, strict control on man-power usage and increase in mechanized harvesting in the field, the outlook for the current year is encouraging.

Risk and Concerns

Your Company is dependent on weather conditions for production of green leaf, which is a major risk factor for the business. The market demand and potential competition in both domestic and international markets have significant impact on the results. Prevailing government regulations with reference to labour and operations also continue to have an impact on operations. Since export of teas is substantial, foreign exchange risk is incidental to the Company's operations.

Internal Control Systems and their adequacy

Your Company has adequate internal control systems in place which are further strengthened by an internal audit function carried out by an external audit firm. With the statutory auditors operating at the apex level, in the opinion of the Board of Directors, these systems are adequate for the size and nature of the Company's business.

The Company has appropriate strategies in place to mitigate the above risks.

Financial Performance

Revenue from operations achieved during the year was Rs. 89.79 crores as against Rs.84.01 crores in the previous year. Profit before tax for the year was Rs. 21.30 crores as against Rs.20.37 crores during the previous year. The performance of the Company improved due to better sales realization and also increase in fair value gain from financial assets during the year under review.

Labour Relations

The labour relations in the estates during the year were cordial. The estate managements continue to implement various measures relating to safety and welfare of the employees beyond what is stipulated by the prevailing laws and regulations. The total number of permanent employees on the rolls of the Company as on 31st March, 2025 was 1,097.

Key financial ratios

Key financial ratios are given under Note 32 of the attached financial statements.

FORM NO. AOC 1

Statement containing salient features of the financial statement of Subsidiaries / Associate Companies /Joint Ventures

[Pursuant to first proviso to Section 129 (3) of the Companies Act
read with Rule 5 of Companies (Accounts) Rules, 2014]

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

	Name of Associates	Sivasailam Chamraj Education Foundation	Sivasailam Chamraj Hospital Foundation
1	Latest audited Balance Sheet Date	31st March, 2025	31st March, 2025
2	Date on which the Associate was associated	31st January, 2022	17th February, 2022
3	Shares of associate held by the Company on the year end		
	- No. of shares	12,500	12,500
	- Amount of investment in Associate (Rs.)	1,25,000	1,25,000
	- Extent of Holding %	25%	25%
4	Description of how there is significant influence	Voting rights	Voting rights
5	Reason why the associate is not consolidated	Because it is a Section 8 Company	Because it is a Section 8 Company
6	Networth attributable to Shareholding as per latest audited Balance Sheet	—	—
7	(Excess of expenditure over income) / Excess of income over expenditure for the year - Rs. Lacs	(1.84)	6.06
	i. Considered in Consolidation	—	—
	ii. Not Considered in Consolidation	—	—

As per our Report of even date attached
For K.S. Aiyar & Co.
Chartered Accountants
Firm Registration No.100186W
S. KALYANARAMAN
Partner
Membership No.200565
Place : Chennai
Date : 23.05.2025

MALLIKA SRINIVASAN
(DIN : 00037022)
Chairman

For and on behalf of the Board of Directors
P.B. SAMPATH
(DIN : 00037043)
Director

R. RAJKUMAR
(DIN : 10044122)
Director

S.RAGHURAMAN
Chief Financial Officer

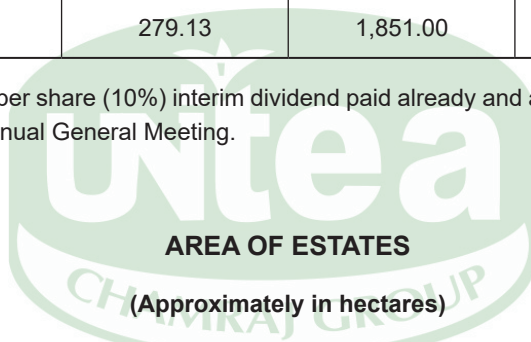
R.V.SRIDHARAN
Company Secretary

Place : Chennai
Date : 23.05.2025

PROGRESS REPORT AND CROP HARVESTED

Year	Profit	Taxation	Net Profit after taxation	Tea Crop (made tea)	Dividend
	Rs. (in lakhs)	Rs. (in lakhs)	Rs. (in lakhs)	Kg (in lakhs)	%
2018-19	1,700.10	262.87	1,437.23	30.91	27%
2019-20	1,387.82	316.63	1,071.19	29.15	27%
2020-21	1,513.47	288.86	1,224.61	30.29	27%
2021-22	1,288.31	259.40	1,028.91	34.12	37%
2022-23	1,492.08	280.55	1,211.53	33.95	27%
2023-24	2,037.43	432.15	1,605.28	32.35	27%
2024-25	2,130.13	279.13	1,851.00	30.43	30%*

* Subject to confirmation of Re.1.00 per share (10%) interim dividend paid already and approval of Rs. 2.00 per share (20%) final dividend by the members at the Annual General Meeting.



AREA OF ESTATES

(Approximately in hectares)

Division	Mature Tea	Immature Tea	Fuel Area and Wind Belts Rocks & Roads	Shola, Jungles, Frost Prone Areas, Frost Prone Area Maintenance	Total
ALLADA VALLEY	219.15	4.00	2.98	6.46	232.59
CHAMRAJ	123.07	4.96	1.00	25.74	154.77
DEVABETTA	170.50	2.00	2.00	0.66	175.16
KORAKUNDAH	271.00	3.00	128.00	586.41	988.41
ROCKLAND	22.48	—	—	—	22.48
TOTAL	806.20	13.96	133.98	619.27	1573.41

Form MR 3

Secretarial Audit Report

(For the Financial year ended on March 31, 2025)

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

To,

The Members

The United Nilgiri Tea Estates Company Limited
3, Savithri Shanmugam Road
Race Course, Coimbatore - 641 018

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **The United Nilgiri Tea Estates Company Limited (CIN: L01132TZ1922PLC000234)** [hereinafter called 'the Company'] for the financial year ended 31st March, 2025 ["period under review"]. The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the Period under Review, has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period under review, according to the provisions of applicable laws provided hereunder:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent applicable to the Company;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), to the extent applicable: -
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company for the period under review).
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015; (Not applicable to the Company for the period under review).
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021; (Not applicable to the Company for the period under review)
 - (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company for the period under review)
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company for the period under review)
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company for the period under review) and

- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company for the period under review)
- (vi) Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:
- Tea Act, 1953;
 - Plantation Labour Act, 1951 and Rules made thereunder;
 - Tea Marketing Control Order, 2003;
 - Food Safety and Standards Act 2006 and Regulations made thereunder;
 - Factories Act, 1948 and Rules made thereunder
 - and other laws applicable to the Company as informed by the management.

The examination and reporting of these laws are limited to whether there are adequate systems and processes in place to monitor and ensure compliance with those laws.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India with respect to board and general meetings.

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

We further report that:

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

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

All the decisions were unanimous and there was no instance of dissent in Board or Committee Meetings.

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

We further report that during the period under review, the Company has not undertaken any specific events/ actions that can have a major bearing on the Company's compliance responsibility in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

We further report that during the period under review NSE Limited had vide its letter dated 17th March, 2025 issued notice to the listed entity imposing a fine of Rs. 3,00,900/- (Including GST) for non-compliance of Regulation 17(1) and Rs. 1,20,360/- (Including GST) for non-compliance of Regulation 18(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the quarter ended 31st December, 2024 and the same was remitted by the listed entity on 19th March, 2025.

For **Shanmugam Rajendran & Associates LLP**
(formerly SR Srinivasan & Co. LLP)
Company Secretaries

Place : Chennai
Date : 22.05.2025

S. RAJENDRAN
Managing Partner
FCS: 3737| CP. No. 14055
UDIN: F003727G000410331
Peer Review Cert. No. 1177/2021

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

**ANNEXURE A TO SECRETARIAL AUDIT REPORT OF
THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED DATED 22ND MAY 2025**

To,

The Members
The United Nilgiri Tea Estates Company Limited
3, Savithiri Shanmugam Road
Race Course
Coimbatore - 641 018

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is partially limited to virtual examination based on inputs provided by the management in soft copies.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Shanmugam Rajendran & Associates LLP**
(formerly SR Srinivasan & Co. LLP)
Company Secretaries

Place : Chennai
Date : 22.05.2025

S. RAJENDRAN
Managing Partner
FCS: 3737| CP. No. 14055
UDIN: F003727G000410331
Peer Review Cert. No. 1177/2021

REPORT ON CORPORATE GOVERNANCE

Compliance Report on Corporate Governance as required under Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is furnished below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Board of Directors and the Management of **THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED** are committed to:

Constantly improving the quality and quantity of production of orthodox teas of exportable grades and be a leader in the export of organic teas.

- Enhancing Shareholder Value, keeping in view the interest of stakeholders, through pro-active management and observance of high ethical standards.
- Ensuring transparency and accountability
- Social Responsibility including welfare of workers in the plantation.
- Adopting fair-trade practices as recommended by Fair-trade Labelling Organization International.

2. BOARD OF DIRECTORS

Composition

The Board of Directors of the Company as on 31st March, 2025 comprised of-

S. No.	Directors	Designation
1	Ms. Mallika Srinivasan	Chairman (Non-Executive and Non-Independent)
2	Mr. P.B.Sampath	Director (Non-Executive – Independent)
3	Mr. R.Vijayaraghavan	Director (Non-Executive – Independent)
4	Ms. Sashikala Srikanth*	Director (Non-Executive – Independent)
5	Ms. P.Shobhana Ravi	Director (Non-Executive and Non-Independent)
6	Mr. R.Rajkumar	Director (Executive – Non-Independent)

* With effect from 31.12.2024

Details of directorship in other companies

Name of the Director	Directorship in other Companies excluding Private Limited/Foreign Companies	Membership of other Board Committees*	
		Member	Chairman
Ms. Mallika Srinivasan	5	—	—
Mr. P. B. Sampath	8	2	2
Mr. R. Vijayaraghavan	3	2	2
Ms. Sashikala Srikanth	1	—	1
Ms. P. Shobhana Ravi	—	—	—
Mr. R. Rajkumar	1	—	—

* Chairmanship and Membership of Audit Committee and Stakeholders Relationship Committee in Public Limited Companies, whether listed or not, alone are considered pursuant to Regulation 26(1)(a) and (1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per disclosures received from the Directors, none of the Directors serve as member of more than 10 committees or as Chairman/Chairperson of more than 5 committees as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Names of the listed entities where the person is a director

Name of the Director	Name of the listed entities in which he/she is a Director	Category of Directorship
Ms. Mallika Srinivasan	Nil	Nil
Mr. P.B.Sampath	Nil	Nil
Mr. R.Vijayaraghavan	Caplin Point Laboratories Limited	Independent Director
	Sundaram Fasteners Limited	Independent Director
Ms. Sashikala Srikanth	Tuticorin Alkali Chemicals and Fertilizers Limited	Independent Director
Ms. P.Shobhana Ravi	Nil	Nil
Mr. R.Rajkumar	Nil	Nil

Meetings of the Board of Directors

No.	Date of Board Meeting	Total Strength of the Board of Directors	Number of Directors present
1	27th May 2024	6	6
2	12th August 2024	6	6
3	7th November 2024	6	6
4	30th January 2025	6	6
5	10th February 2025	6	5

Attendance of Directors at Board Meetings and Annual General Meeting

The attendance of directors at the meetings of Board of Directors held during the financial year 2024-25 and at the last Annual General Meeting held on 6th September, 2024 were as under:

Director	No. of Board Meetings Attended	Last AGM Attended
Ms. Mallika Srinivasan	5	Yes
Mr. P. B. Sampath	5	Yes
Mr. R. Vijayaraghavan	5	Yes
Ms. Sashikala Srikanth	1	No
Ms. P. Shobhana Ravi	5	Yes
Mr. R. Rajkumar	5	Yes

Disclosure of relationships between directors inter-se

None of the Directors is related to each other.

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

The details of shares held by Non-Executive Directors are as follows:

Name	Number of shares
Ms. Mallika Srinivasan	1,45,100
Mr. P.B. Sampath	Nil
Mr. R. Vijayaraghavan	Nil
Ms. Sashikala Srikanth	Nil
Ms. P. Shobhana Ravi	Nil

The non-executive directors of the company do not hold any convertible instruments in the Company.

Familiarization Programme for Directors

The Independent Directors were regularly provided with documents, reports and other internal policies of the company to familiarize them with the Company's policies, procedures and practices. Periodic presentations are made at the Board/ Committee meetings on the Company's business, developments and various statutory compliances.

The Directors were briefed about the manufacturing process, field operations, cultural practices, productivity, labour related matters, overall power consumption, cost savings and environmental protection activities undertaken by the factories. Details of familiarization programme conducted for the Independent Directors are available on the Company's website of the Company at unitednilgiritea.com/?Page_id=948.

The terms and conditions of appointment of Independent Directors have been posted on the Company's website unitednilgiritea.com.

Confirmation on the fulfillment of the conditions of independence

Based on the declarations received from the Independent Directors, the Board of Directors are of the opinion that the Independent Directors fulfill the conditions specified under Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

Detailed reasons for the resignation of Independent directors

None of the Independent Directors has resigned before the expiry of the tenure during the year under review.

Separate meeting of the Independent Directors

The independent Directors' meeting was held on 15th March, 2025 without the attendance of Non-Independent Directors and members of Management. The independent directors reviewed the performance of Non-Independent Directors and the Board as a whole. They also reviewed the performance of the Whole-time Director taking into account the views of the Non-Executive Directors.

Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, board committees, chairman and individual directors pursuant to the Companies Act, 2013, SEBI Listing Regulations and Guidance Note on Board Evaluation issued by Securities and Exchange Board of India.

The performance of the Board was evaluated after seeking inputs from all the Directors viz. board structure, board operations and interaction, roles and responsibilities of the board, board and management relations, professional development etc.

The performance of individual directors was evaluated based on inputs received from the individual directors such as knowledge and competency, fulfillment of functions, ability to function as a team, attendance and integrity.

The performance of various committees was evaluated based on inputs received from the committee members such as composition, effectiveness of meetings, meaningful and constructive contribution etc.

The Board as a whole reviewed the performance of the Chairman, and assessed the quality, quantity and timeliness of flow of information between Company and the Board.

Certification from Company Secretary in Practice

Shanmugam Rajendran & Associates LLP (formerly S R Srinivasan & Co LLP), has issued a certificate as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed which forms part of this report.

Expertise and attributes of Board Members

The Board comprises quality members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees.

The Board members are committed to ensuring that the Company's Board is in compliance with the highest standards of corporate governance

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

Director	Area of Expertise						
	Strategy and Planning	Financial Literacy	Leadership	Board Service and governance	Legal	Global Business	Innovation, Information technology & Cyber security
Mallika Srinivasan – Non-Executive Non-Independent Director	√	√	√	√	—	√	√
P.B.Sampath Independent Director	√	√	√	√	√	—	—
R. Vijayaraghavan Independent Director	√	√	√	√	√	√	—
Sashikala Srikanth Independent Director	√	√	√	√	√	√	—
P. Shobhana Ravi Non-Executive Non-Independent Director	√	√	√	√	—	—	√
R. Rajkumar – Whole-time Director	√	√	√	√	—	√	—

COMMITTEES OF THE BOARD

At present, the Board has 5 Committees:

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

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

3. AUDIT COMMITTEE

The powers, role and terms of reference of the Audit Committee cover the areas as contemplated under Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013..

Composition

The members of the Audit Committee as on 31st March 2025 comprised of:

Name of the Director	Designation	Category
Mr. P.B. Sampath	Chairman	Non-Executive Independent Director
Mr. R. Vijayaraghavan	Member	Non-Executive Independent Director
Ms. Sashikala Srikanth*	Member	Non-Executive Independent Director

* With effect from 31.12.2024

Mr. P.B. Sampath, Ms. Sashikala Srikanth and Mr. R. Vijayaraghavan possess expert knowledge in finance and accounts. The former two are Chartered Accountants and the later a practicing lawyer. Mr. R. V. Sridharan, Company Secretary is the Secretary of the Committee.

The Chairman of the Audit Committee has attended the last Annual General Meeting held on 6th September 2024.

Meetings

During the year 2024-25, the Audit Committee met four (4) times on 25th May, 2024, 10th August, 2024, 6th November 2024 and 8th February, 2025,

Attendance of each member is given below:

Name of the Director	No. of Meetings held	No. of Meetings attended
Mr. P.B. Sampath	4	4
Mr. R. Vijayaraghavan	4	4
Ms. Sashikala Srikanth*	4	0

* With effect from 31.12.2024

4. NOMINATION AND REMUNERATION COMMITTEE

The role of Nomination and Remuneration Committee covers areas as specified in Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Remuneration policy of the Company can be accessed on the Company's website unitednilgirittea.com

Composition

The members of the Nomination and Remuneration Committee as on 31st March 2025 comprised of:

Name of the Director	Designation	Category
Mr. P.B. Sampath	Chairman	Non-Executive Independent Director
Ms. Mallika Srinivasan	Member	Non-Executive Non-Independent Director
Mr. R. Vijayaraghavan	Member	Non-Executive Independent Director

Mr. P. B. Sampath who was Chairman of the Nomination and Remuneration Committee attended the Annual General Meeting held on 6th September, 2024.

Mr. R. V. Sridharan, Company Secretary is the Secretary of the Committee.

Meetings

During the year 2024-25, Nomination and Remuneration Committee met three times on 27th May, 2024, 31st May 2024 and 31st December, 2024. All the members attended all the meeting.

5. REMUNERATION TO DIRECTORS

a) Remuneration to Whole-time Director

The details of remuneration paid to Mr. R. Rajkumar, Whole-time Director during the financial year 2024-25 are given below:

Description	Total (Rs.)
Salary	16,68,240
Contribution to Provident Fund and Superannuation Fund	4,38,288
Special Allowance	10,02,960
Education Allowance	69,600
Incentive	4,00,000
Holiday Allowance	1,39,020
TOTAL	37,18,108

b) Remuneration to Non Whole-time Directors

Name	Sitting Fees (Rs.)	Commission* (Rs.)	Total (Rs.)
Ms. Mallika Srinivasan	35,000	1,75,000	2,10,000
Mr. Sankar Datta	30,000	1,75,000	2,05,000
Mr. P.B. Sampath	55,000	1,75,000	2,30,000
Mr. R. Vijayaraghavan	55,000	1,75,000	2,30,000
Ms. P. Shobhana Ravi	25,000	1,75,000	2,00,000
Ms. Sashikala Srikanth	5,000	—	5,000
TOTAL	2,05,000	8,75,000	10,80,000

* Pertaining to 2023-24 accounts paid during the financial year 2024-25. Provision for Commission to Non-Whole-time Directors amounting to Rs.8,75,000/- has been made in the accounts for the year ended 31st March, 2025.

Criteria of making payments to Non Whole-time Directors is available on the company's website at unitednilgiritea.com

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

The role of Stakeholders Relationship Committee covers areas as specified in Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Composition

The members of the Committee as on 31st March 2025 comprised of:

Name of the Director	Designation	Category
Mr. R. Vijayaraghavan	Chairman	Non-Executive Independent Director
Mr. P.B. Sampath	Member	Non-Executive Independent Director
Ms. P. Shobhana Ravi	Member	Non-Executive Non-Independent Director

Mr. R. Vijayaraghavan who was the Chairman of the Stakeholders Relationship Committee attended the Annual General Meeting held on 6th September, 2024.

The Board has designated Mr. R.V. Sridharan, Company Secretary as Compliance Officer.

Meetings

During the year 2024-25, the Stakeholders Relationship Committee met five (5) times on 20th May, 2024, 16th December 2024, 7th February 2025, 17th February 2025 and 21st March, 2025.

Attendance of each member is given below:

Name of the Director	No. of Meetings held	No. of Meetings attended
Mr. R. Vijayaraghavan	5	5
Mr. P.B. Sampath	5	5
Ms. P. Shobhana Ravi	5	5

The Committee deals with matters relating to redressal of investor's complaints pertaining to transfer and transmission of shares, non-receipt of annual reports, dividend payments and other miscellaneous complaints.

In addition, the Committee looks into other issues including status of dematerialization/re-materialization of shares as well as systems and procedures to be followed to track investor complaints and suggest measures for improvement from time to time.

The share transfers, transmissions, transposition, name deletion and issue of duplicate share certificates approved by the Committee are placed at the Board Meeting from time to time.

Status of Complaints

No complaint was received during the year ended 31st March, 2025 There were no outstanding complaints as on 31st March, 2025.

7. RISK MANAGEMENT COMMITTEE

The role of the Risk Management Committee covers the areas as contemplated under Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Composition

The members of the Risk Management Committee as on 31st March 2025 comprised of:

Name of the Director	Designation	Category
Ms. Mallika Srinivasan	Chairman	Non-Executive Non-Independent Director
Mr. R. Vijayaraghavan	Member	Non-Executive Independent Director
Ms. Sashikala Srikanth	Member	Non-Executive Independent Director

Mr. R. V. Sridharan, Company Secretary is the Secretary of the Committee.

Meetings

During the year 2024-25, the Risk Management Committee met once on 15th March, 2025. All the members attended the meeting.

8. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The terms of reference of Corporate Social Responsibility Committee are:

- to formulate and recommend to the Board a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- to recommend the amount of expenditure to be incurred on the activities undertaken;
- to monitor CSR policy of the Company from time to time; and
- any other matter that may be referred by the Board from time to time or as may be necessary for compliance with the Companies Act, 2013 or Rules made thereunder.

Composition

The members of the Committee as on 31st March 2025 comprised of:

Name of the Director	Designation	Category
Ms. Mallika Srinivasan	Chairman	Non-Executive Non-Independent Director
Mr. P.B. Sampath	Member	Non-Executive Independent Director
Ms. Sashikala Srikanth*	Member	Non-Executive Independent Director

* With effect from 31.12.2024

Mr. R. V. Sridharan, Company Secretary is the Secretary of the Committee.

Meetings

The Committee met once on 27th May, 2024 during the financial year 2024-25. All the members attended the meeting.

The initiatives taken by the Company are listed in **Annexure 3** which forms part of the Directors' Report.

9. GENERAL BODY MEETINGS

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

Year	Date	Time	Venue
2021-22	09.08.2022	2.45 P.M.	No.3, Savithri Shanmugam Road, Race Course, Coimbatore – 641 018 As the AGM was conducted through video conferencing, the registered office of the company was deemed to be the venue of the AGM.
2022-23	21.07.2023	3.00 P.M.	No.3, Savithri Shanmugam Road, Race Course, Coimbatore – 641 018 As the AGM was conducted through video conferencing, the registered office of the company was deemed to be the venue of the AGM.
2023-24	06.09.2024	3.00 P.M.	No.3, Savithri Shanmugam Road, Race Course, Coimbatore – 641 018 As the AGM was conducted through video conferencing, the registered office of the company was deemed to be the venue of the AGM.

Special Resolution passed in the previous three Annual General Meetings

Date	Description of Special Resolution passed
09.08.2022	1. Appointment of Mr. P.B.Sampath [DIN:00037043] as an Independent Director 2. Appointment of Mr. R.Vijayaraghavan [DIN: 00026763] as an Independent Director
21.07.2023	Nil
06.09.2024	1. Re-appointment of Mr. P. B. Sampath (DIN: 00037043) as an Independent Director. 2. Approval for payment of commission to non-whole-time Directors.

Extra-ordinary General Meeting

During the year, an Extra-ordinary General Meeting was held on 30th January 2025.

Special Resolution passed in the Extra-ordinary General Meeting

Date	Description of Special Resolution passed
30.01.2025	Appointment of Ms. Sashikala Srikanth [DIN: 01678374] as an Independent Director

Postal Ballot

No postal ballot was conducted during the year.

Postal Ballot proposed to be conducted

As on date of this report, the Company does not foresee the need for postal ballot to pass any resolution in the financial year 2025-26.

10. MANAGEMENT DISCUSSION AND ANALYSIS REPORT FORMS PART OF THIS ANNUAL REPORT

11. MEANS OF COMMUNICATION

Quarterly, half yearly and annual financial results are published in “Business Line” (All India Edition) and “Dinamani” (Coimbatore Edition). The Company’s financial results are posted on the Company’s website unitednilgiratea.com.

There has been no presentation to institutional investors or to the analysts.

12. GENERAL SHAREHOLDER INFORMATION

Date, Time and Venue of AGM

	Date & Time	Venue
103rd Annual General Meeting	Saturday 12th July 2025 11.00 A.M.	The AGM being convened through video conferencing/ other audio-visual means and hence the registered office of the company will be deemed to be the venue of the AGM.

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

Financial Calendar 2025-26 (tentative and subject to change)

Particulars of meeting	On or before
Unaudited Financial Results for the quarter ending 30th June 2025	14th August 2025
Unaudited Financial Results for the quarter ending 30th September 2025	14th November 2025
Unaudited Financial Results for the quarter ending 31st December 2025	14th February 2026
Audited Financial Results for the year ending 31st March 2026	30th May 2026

Date of book closure for payment of dividend : 6th July 2025 to 12th July, 2025
(both days inclusive)

Date of payment of equity dividend : Dividend shall be paid within 30 days from the date of Annual General Meeting

Listing on Stock Exchanges

The Company’s Shares are listed in The National Stock Exchange of India Limited, “Exchange Plaza,” C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai – 400 051.

The Company has paid the annual listing fees for the year 2025-26 on 7th April, 2025 to the National Stock Exchange of India Limited.

Stock Code : UNITEDTEA
ISIN : INE 458F 01011

High, low and closing price of Company's shares during each month in NSE in the last financial year and performance in comparison with broad based indices

Month	NSE (Rs.)			NIFTY 50 INDEX		
	High	Low	Month Close	High	Low	Month Close
April 2024	364.45	319.60	353.15	22783.35	21777.65	22604.85
May 2024	368.00	321.05	332.10	23110.80	21821.05	22530.70
June 2024	432.55	323.10	393.20	24174.00	21281.45	24010.60
July 2024	464.70	391.05	427.60	24999.75	23992.70	24951.15
August 2024	449.00	384.00	410.75	25268.35	23893.70	25235.90
September 2024	463.00	403.10	424.15	26277.35	24753.15	25810.85
October 2024	520.00	415.30	486.00	25907.60	24073.90	24205.35
November 2024	524.00	470.05	467.65	24537.60	23263.15	24131.10
December 2024	615.05	456.00	545.40	24857.75	23460.45	23644.80
January 2025	619.00	453.05	468.30	24226.70	22786.90	23508.40
February 2025	484.95	360.00	366.60	23807.30	22508.40	22124.70
March 2025	447.95	350.10	395.75	23869.60	21964.60	23519.35

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

Registrar and Share Transfer Agents

Integrated Registry Management Services Private Limited
 "Kences Towers," 2nd Floor,
 No.1, Ramakrishna Street,
 North Usman Road,
 T.Nagar, Chennai – 600 017
 Phone: 044-28140801 / 28149893
 Fax No: 044-28142479
 E-mail: corpserve@integratedindia.in

Share Transfer System

Share Transfers are processed within a period of 15 days from the date of receipt of documents by the Registrar and Share Transfer Agents, if the documents are complete in all respects. All requests for dematerialization of shares are processed and confirmed to the depositories NSDL and CDSL within 15 days.

Distribution of Equity Shareholding as on 31st March 2025

Range of shareholdings	Shareholders		Shares	
	Number of shareholders	%	Number of shares	%
Upto 5000	5,885	98.55	9,74,443	19.50
5001 – 10000	50	0.84	3,37,719	6.76
10001 – 20000	18	0.30	2,49,629	5.00
20001 – 30000	4	0.07	95,111	1.90
30001 – 50000	1	0.02	30,078	0.60
50001 and above	13	0.22	33,09,586	66.24
Total	5,971	100.00	49,96,566	100.00

Category of Shareholders as on 31st March 2025

S. No.	Category	Number of Shares	%
A	Indian Promoters & Promoters Group	24,87,982	49.79
	Total Promoters & Promoters Group Shareholding	24,87,982	49.79
B	Public Shareholding		
	1. Institutions		
	a) Financial Institutions / banks	2,747	0.05
	b) Insurance Companies	1,93,234	3.87
	c) Central / State Governments	—	—
	2. Non Institutions		
	a) Bodies Corporate	79,345	1.59
	b) Individuals	22,33,258	44.70
	Total Public Shareholding (1 + 2)	25,08,584	50.21
	Total (A + B)	49,96,566	100.00

Dematerialisation of shares as on 31st March 2025

Equity shares representing 89.80% of the company's paid up share capital has been dematerialized as on 31st March, 2025.

Name of the Depository	Number of shares dematerialised	% on Equity Share Capital
National Securities Depository Limited	39,02,238	78.10
Central Depository Services (India) Limited	5,84,788	11.70
Total	44,87,026	89.80

Outstanding GDRs or ADRs or warrants or any convertible instruments and their impact on equity:

There are no outstanding warrants or any convertible instruments. The company has not issued GDR/ADR during the year.

Commodity price risk or foreign exchange risk and hedging activities:

The Company did not engage in commodity or hedging activities during the financial year ended 31st March, 2025.

Estate Location

Chamraj Estate, Allada Valley Estate and Devabetta Estate
Chamraj Estate & Post,
The Nilgiris - 643 204.

Korakundah Estate,
Korakundah Estate and Post,
The Nilgiris - 643 219

Address for Correspondence

The Company Secretary,
The United Nilgiri Tea Estates Company Limited,
No.3, Savithri Shanmugam Road,
Race Course, Coimbatore – 641 018.

Email ID for Investor Grievance Redressal : headoffice@unitea.co.in

Credit Rating

The Company does not have any debt instruments or fixed deposit programme or any scheme or proposal involving mobilization of funds either in India or abroad that requires Credit Rating.

13. OTHER DISCLOSURES**Related Party Transactions**

All related party transactions with the Company's promoters, Directors, or Key Managerial Personnel are disclosed in the Accounts under Note No. 30 of Notes forming part of the financial statements and in the opinion of the Board of Directors, these financial and commercial transactions are not in conflict with the interest of the Company.

The Related Party Transaction Policy as approved by the Board of Directors is uploaded on the Company's website unitednilgiratea.com/?page_id=945.

Details of non-compliance by the Company

There was non-compliance with regard to composition of Board and Audit Committee consequent to the retirement of an independent Director during the period from 10th November 2024 to 30th December 2024 as required under Regulation 17 (1) and Regulation 18 (1) of the Listing Regulations. The National Stock Exchange of India Limited has imposed a fine of Rs. 4,21,260/- for the non-compliance of the said regulations and the fine was paid on 19th March, 2025.

Other than the above, no penalties and/or strictures were imposed on the Company by SEBI or any Statutory Authorities on any matter relating to capital markets.

Whistle Blower Policy and Vigil Mechanism

The Company has adopted a Whistle Blower Policy to provide a formal mechanism for Directors and employees to report their concerns about unethical behavior actual or suspected fraud or violation of the Company's code of conduct. No person has been denied access to the Chairman of the Audit Committee.

The Whistle Blower Policy has been posted on the website of the Company unitednilgiratea.com/?page_id=879.

No complaints have been received during the year under review.

Compliance with mandatory requirements and adoption of non-mandatory requirements

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

The Company has complied with the following non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. The Company's financial statements for the year 2024-25 do not contain any audit qualification.
2. Deloitte, Touche Tohmatsu India LLP, the internal auditors of the Company make quarterly presentations directly to the Audit Committee on their reports.

Material Subsidiaries

The Company does not have any subsidiary.

Commodity price risks and hedging activities

The Company did not engage in commodity hedging activities during the financial year.

Utilization of funds raised through preferential allotment or qualified institutions placement

The Company has not raised any funds through preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Certificate on non-disqualification of directors

A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority has been obtained and is annexed to this report..

Recommendations of the Committees of the Board

During the year under review, the recommendations made by various committees have been accepted and there were no instances where the Board of Directors had not accepted any recommendation of the Committees.

Total fees for all services paid to the Statutory Auditor

The Company has paid a sum of Rs. 10,46,424/- (last year Rs. 10,91,618/-) as fees including out of pocket expenses and applicable taxes on consolidated basis to the statutory auditor and all entities in the network firm/entity of which the statutory auditor is a part for the services rendered by them.

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

As per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has constituted an Internal Complaints Committee. No complaint was received by the Committee during the year 2024-25 and none outstanding at the end of the financial year.

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

Non-compliance with any requirement of corporate governance report

There has been no instances of non-compliance of any requirement of corporate governance report as stated above.

Disclosure with respect to demat suspense account/unclaimed suspense account

S. No.	Particulars	Number of shareholders	Number of shares
a	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	37	30,078
b	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	—	—
c	Number of shareholders to whom shares were transferred from suspense account during the year	—	—
d	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	37	30,078
e	The voting rights on these shares shall remain frozen till the rightful owner of such shares claim the shares.		

Certificate from CEO/CFO

The CEO/ CFO certification of the financial statements for the year has been submitted to the Board of Directors at its meeting held on 23rd May, 2025 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Declaration for Code of Conduct

I hereby affirm and state that all members of Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the code of conduct of board of directors and senior management for the financial year 2024-25.

Chennai
23rd May, 2025

R. RAJKUMAR
Whole-time Director
DIN: 10044122

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To

**The Members,
The United Nilgiri Tea Estates Company Limited
3, Savithri Shanmugam Road
Race Course
Coimbatore - 641 018**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of The United Nilgiri Tea Estates Company Limited having CIN: L01132TZ1922PLC000234 and having registered office at 3, Savithri Shanmugam Road, Race Course, Coimbatore - 641 018. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 has been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sl. No.	Name of Director	DIN	Date of appointment in Company*
1	Ms. Mallika Srinivasan	00037022	25/01/2011
2	Mr. Ranganathan Vijayaraghavan	00026763	09/08/2022
3	Mr. Rajagopal Rajkumar	10044122	30/03/2023
4	Ms. Parakkat Shobhana Ravi	08815683	10/08/2020
5	Mr. Sampath Bahukudumbi Pillapakkam	00037043	09/08/2022
6	Ms. Sashikala Srikanth	01678374	31/12/2024**

* The date of appointment is as per MCA Portal

** Ms. Sashikala Srikanth was appointed as an Independent Director of the Company from December 31, 2024, in place of Mr. Sankar Datta, up-to the conclusion of 105th Annual General Meeting of the Company to be held in the year 2027 for the financial year 2026-27.

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

For Shanmugam Rajendran & Associates LLP
(Formerly: SR Srinivasan & Co. LLP)
Company Secretaries

Place : Chennai
Date : 26.05.2025

CS S. RAJENDRAN
Managing Partner
FCS No.: 3727 CP No.: 14055
FRN: L2017TN002700
P/R: 1177/2021
UDIN: F003727G000445511

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

THE MEMBERS OF THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter dated 9th September 2024.
2. We, K. S. Aiyar & Co, Chartered Accountants, the Statutory Auditors of **The United Nilgiri Tea Estates Company Limited** ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2025, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) as amended from time to time.

Managements' Responsibility

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

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2025.
5. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations during the year ended 31 March 2025 except that the company did not comply with Regulation 17(1) and Regulation 18(1) of the Listing Regulations during the period from November 10, 2024 to December 30, 2024 . This issue was subsequently addressed by the company.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **K.S. Aiyar & Co.,**
Chartered Accountants
Firm Registration No. 100186W

(S. KALYANARAMAN)
Partner

Membership No. 200565
UDIN: 25200565BMIVRU4338

Date : 23.05.2025
Place : Chennai

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **The United Nilgiri Tea Estates Company Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2025, 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 notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2025, and its profit, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report..

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS (Contd.)

Sl. No	Key Audit Matter	Auditor's Response
1	NET REALIZABLE VALUE OF FINISHED GOODS: Finished goods of inventory (Made Tea) are valued at lower of cost and net realizable value. Considering that, the selling price of made tea is dependent upon various market conditions. Determination of the net realizable value for this involves significant management judgement and therefore has been considered as a Key Audit Matter. The total value of finished goods of Made tea at 31st March 2025 is Rs. 221.97 Lakhs. Also refer to Note 2.9 for the accounting policy on valuation of finished goods.	Evaluated the design of internal controls relating to the valuation of finished goods of made tea and tested the operating effectiveness of the aforesaid controls. Evaluated the process of arriving at the Cost of Production and the other attributable costs to arrive at the per unit cost for valuation of Made tea. Obtained an understanding of the determination of the net realizable values of the Made tea and tested the reasonableness of the significant judgements applied by the management. Evaluated the actual costs incurred to sell based on the latest sale transaction to assess the reasonableness of the cost to sell that was estimated and considered by the management. Compared the actual realization after the year end/ latest realization to assess the reasonableness of the net realizable value that was estimated and considered by the management. Compared the cost of the finished goods of made tea with the estimated net realizable value and checked if the finished goods were recorded at lower of the Cost and net realizable value. Assessed the appropriateness of the disclosure in the financial statements in accordance with the applicable Accounting Standards.

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

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Company's Annual Report but does not include the financial statements and our 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS (Contd.)

Management's Responsibility for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either 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 Responsibility for the Audit of the Financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements system in place and the operating effectiveness of such controls.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS (Contd.)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we enclose in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS (Contd.)

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31st March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014 as amended, 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 litigation on its financial position in its Financial Statements- Refer Note 29 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv.
 - a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b. The Management has represented, that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS (Contd.)

understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- c. In our opinion and based on the audit procedures we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement
- v. As stated in Note no 36(b) to the financial statements
 - (i) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
 - (ii) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.
 - (iii) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with Section 123, as applicable.
- vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

For **K.S.Aiyar & Co.,**
Chartered Accountants
Firm Registration No. 100186W
(S. KALYANARAMAN)
Partner
Membership No. 200565
UDIN: 25200565BMIVRT4987

Date : 23.05.2025
Place : Chennai

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS (Contd.)

Annexure A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on other Legal and Regulatory Requirements' section of our report to the members of **The United Nilgiri Tea Estates Company Limited** of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(B) The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) As per information and explanations given to us, physical verification of Property, Plant and Equipment has been carried out by the Management during the year in accordance with the phased program of verification of all assets at reasonable intervals. As informed, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of title deed like registered sale deed provided to us, the title deeds of all the immovable property are held in the name of the Company as at the balance sheet date.
- (d) According to the information and explanations given to us and as shown by the records verified by us, the Company has not revalued any of its Property, Plant and Equipment or Intangible Assets or both during the year.
- (e) According to the information and explanations given to us and based on the records examined by us, no proceedings have been initiated during the year or are pending against the company as at 31st March 2025 under Benami Transactions (Prohibition) Act, 1988, as amended and rules made thereunder as the Company does not hold any Benami Property.
- (ii) a) The inventories (excluding stocks with third parties) were physically verified by the Management during the year at reasonable intervals. In respect to inventory of tea lying at third party warehouses, the Company has obtained confirmations from such warehouses for the inventory held by them. In our opinion and according to the information and explanations given to us, the coverage and procedure for such verification is appropriate considering the size and nature of the business of the company. As per information and explanations given to us, no material discrepancies of 10% or more in the aggregate for each class of inventory were noticed on the said physical verification carried out by the management.
- b) The Company has not been sanctioned working capital limits in excess of Rs.5 crores, in aggregate, at any point of time during the year, from any banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) According to the information and explanations given to us, the Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties during the year. Accordingly, reporting under clause (iii) of the Order is not applicable.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS (Contd.)

- (iv) In our opinion, and according to the information and explanations given to us, the Company has not given any loans or provided any guarantee or security as specified under section 185 of the Companies Act, 2013 and the Company has complied with the provision of Section 186 of the Companies Act, 2013 in respect of investments made, as applicable.
- (v) The Company has not accepted any deposits from the public to which the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposit) Rules 2014 apply. No order has been passed by the Company Law Board, National Law Tribunal or Reserve Bank of India or any other court or any other tribunal.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148 (1) of the Companies Act, 2013 for the manufacturing of tea and tea products, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us and the records of the Company examined by us, in respect of statutory dues:
- a) The Company has been generally regular in depositing undisputed statutory dues, including Goods and Service Tax, Provident Fund, Income-Tax and any other material statutory dues applicable to it with the appropriate authorities.

According to the information and explanations given to us and the records of the Company examined by us, there were no undisputed amount payable in respect of Goods and Service Tax, Provident Fund, Income-Tax and any other material statutory dues applicable to it, were outstanding, as at 31st March 2025, for a period of more than six months from the date they became payable;

- b) According to the information and explanation given to us, the statutory dues referred to in (vii)(a) above, which have not been deposited on account of any dispute are given below:

Name of the Statute	Nature of the Dues	Amount not deposited (in Rs. Thousands)	Period to which the amount relates	Forum where dispute is pending
The In-come-tax Act, 1961	Income-tax (Including Interest)	2,917	Assessment Year – 2012-13	Commissioner of Income-tax (Appeals)
The Income-tax Act, 1961	Income-tax (Including Interest)	1,522	Assessment Year – 2013 -14	Commissioner of Income-tax (Appeals)
The Income-tax Act, 1961	Income-tax (Including Interest)	5,942	Assessment Year – 2014 -15	Commissioner of Income-tax (Appeals)

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS (Contd.)

Name of the Statute	Nature of the Dues	Amount not deposited (in Rs. Thousands)	Period to which the amount relates	Forum where dispute is pending
The Income-tax Act, 1961	Income-tax (Including Interest)	2,821	Assessment Year – 2018 -19	Commissioner of Income-tax (Appeals)

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- (ix) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- c) According to the information and explanations given to us, the Company has not obtained any term loans during the year and there are no outstanding term loans at the beginning of the year and accordingly, reporting under clause 3(ix)(c) of the Order is not applicable.
- d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short term basis have been used for long term purpose by the company.
- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) of the Order is not applicable.
- f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable.
- (x) a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b) According to the information and explanations given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence reporting under clause 3(x)(b) of the Order is not applicable.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS (Contd.)

- (xi) a) According to the information and explanations furnished by the management, which have been relied upon by us, there were no frauds by the Company and no material fraud on the Company has been noticed or reported during the year;
- b) According to the information and explanation given to us, no report under sub-section 12 of section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c) According to the information and explanations furnished by the management, which have been relied upon by us, no Whistle Blower Complaint was received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Financial Statements, as required by the applicable accounting standards.
- (xiv) a) According to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business
- b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us and based on our examination of the records, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) a) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provision of clause 3(xvi)(a) of the Order is not applicable.
- b) The Company is not a Non-Banking Finance Company or a Housing Finance Company. Accordingly, provision of clause 3(xvi)(b) of the Order is not applicable.
- c) In our opinion, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, provision of clause 3(xvi)(c) of the Order is not applicable.
- d) According to the information and explanations given to us, the Company does not have any Core Investment Company as part of the group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable
- (xvii) The Company has not incurred any cash losses in the current financial year and in the immediately preceding financial year.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS (Contd.)

- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumption, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing as at the date of balance sheet as and when they fall due within a period of one year from the balance sheet. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us, the provisions of section 135 of the Act are applicable to the Company. The Company has made the required contributions during the year and there are no unspent amounts which are required to be transferred either to a Fund or to a Special Account as per the provisions of section 135 of the act read with schedule VII. Accordingly, reporting under clause 3(xx)(a) and clause 3(xx)(b) of the Order is not applicable to the Company.

Date : 23.05.2025
Place : Chennai

For **K.S.Aiyar & Co.,**
Chartered Accountants
Firm Registration No. 100186W

(S. KALYANARAMAN)
Partner

Membership No. 200565
UDIN: 25200565BMIVRT4987

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS

Annexure B to Independent Auditors' Report

(Referred to in paragraph 2(f) under 'Report on other Legal and Regulatory Requirements' section of our report to the Members of **The United Nilgiri Tea Estates Company Limited** of even date)

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

We have audited the internal financial controls over financial reporting of **The United Nilgiri Tea Estates Company Limited** ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management and Board of Directors are 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 (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls 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 Act 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS (Contd.)

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 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, 2025, based on the criteria for internal financial control over financial reporting 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 **K.S.Aiyar & Co.**,
Chartered Accountants
Firm Registration No. 100186W

(S. KALYANARAMAN)
Partner

Date : 23.05.2025
Place : Chennai

Membership No. 200565
UDIN: 25200565BMIVRT4987

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

Balance Sheet as at 31st March 2025

(All amounts in Rs. thousands unless otherwise stated)

Particulars	Note No.	As at 31st March 2025	As at 31st March 2024
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	3,21,250	2,99,303
(b) Capital work in progress	31	14,317	22,140
(c) Intangible assets	3	579	1,164
(d) Investment property	4	1,16,254	1,26,362
(e) Financial assets			
(i) Investments	5a	12,13,420	11,52,557
(ii) Other financial assets	5e	1,12,125	65,956
(f) Other non current assets	6	—	1,800
Total non-current assets		17,77,945	16,69,282
Current assets			
(a) Inventories	7	36,943	65,529
(b) Financial assets			
(i) Investments	5a	3,00,972	1,90,472
(ii) Trade receivables	5b	68,719	1,28,768
(iii) Cash and cash equivalents	5c	53,810	48,381
(iv) Bank balances other than (iii) above	5d	44,657	23,415
(v) Other financial assets	5e	11,512	7,498
(c) Current tax assets	15	16,986	13,914
(d) Other current assets	8	19,527	22,051
Total current assets		5,53,126	5,00,028
Total Assets		23,31,071	21,69,310
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	9a	49,966	49,966
(b) Other equity	9b	21,55,160	19,92,321
Total Equity		22,05,126	20,42,287
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
Other financial liabilities	10a	23,385	21,150
(b) Deferred tax liabilities (net)	12	37,261	34,837
(c) Other non current liabilities	13	7,137	5,410
Total non-current liabilities		67,783	61,397
Current liabilities			
(a) Financial liabilities			
(i) Trade payables			
(a) total outstanding dues of micro and small enterprises	10b	129	80
(b) total outstanding dues of creditors other than micro and small enterprises	10b	13,098	19,901
(ii) Other financial liabilities	10a	8,856	11,583
(b) Provisions	11	630	629
(c) Other current liabilities	14	35,449	33,433
Total current liabilities		58,162	65,626
Total liabilities		1,25,945	1,27,023
Total equity and liabilities		23,31,071	21,69,310
Summary of significant accounting policies	2		
The accompanying notes form an integral part of these financial statements			

As per our Report of even date attached

For K.S. Aiyar & Co.
Chartered Accountants
Firm Registration No.100186W
S. KALYANARAMAN
Partner
Membership No.200565
Place : Chennai
Date : 23.05.2025

MALLIKA SRINIVASAN
(DIN : 00037022)
Chairman

S.RAGHURAMAN
Chief Financial Officer

For and on behalf of the Board of Directors

P.B. SAMPATH
(DIN : 00037043)
Director

R.V.SRIDHARAN
Company Secretary

R. RAJKUMAR
(DIN : 10044122)
Director

Place : Chennai
Date : 23.05.2025

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

Statement of Profit and Loss for the year ended 31st March 2025

(All amounts in Rs. thousands unless otherwise stated)

Particulars	Note No.	For the year ended 31st March 2025	For the year ended 31st March 2024
I Income			
Revenue from operations	16	8,97,955	8,40,153
Other Income	17	94,982	75,607
Total Income (I)		9,92,937	9,15,760
II Expenses			
Cost of green leaf purchased and consumed		1,59,209	1,30,839
Purchase of tea		25,096	46,888
Changes in value of finished goods (Tea)	18	31,319	4,435
Employee benefits expense	19	2,28,877	2,47,151
Finance cost	20	980	991
Depreciation and amortisation expense		34,614	35,130
Other expenses	21	2,99,829	2,46,583
Total Expenses (II)		7,79,924	7,12,017
III Profit before tax (I - II)		2,13,013	2,03,743
IV Tax expense:			
Current tax	22	25,500	27,500
Deferred tax	12	2,413	15,714
Total tax expense (IV)		27,913	43,214
V Profit for the year (III-IV)		1,85,100	1,60,529
VI Other comprehensive income			
Items that will not be reclassified to profit or loss:			
— Re-measurement of gains / (losses) on defined benefit obligation		112	(3,421)
— Tax on re-measurement of defined benefit obligation		(11)	344
— Changes in fair value of FVOCI Equity instruments		(8,871)	27,216
Total other comprehensive income (VI)		(8770)	24,139
Total comprehensive income for the year (V+VI)		1,76,330	1,84,668
Earnings per equity share (of Rs.10/- each)			
Basic and diluted (in Rs.)	25	37.04	32.13
Summary of significant accounting policies	2		
The accompanying notes form an integral part of these financial statements			

As per our Report of even date attached

For K.S. Aiyar & Co.
Chartered Accountants
Firm Registration No.100186W
S. KALYANARAMAN
Partner
Membership No.200565
Place : Chennai
Date : 23.05.2025

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(DIN : 10044122)
Director

Place : Chennai
Date : 23.05.2025

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

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

(All amounts in Rs. thousands unless otherwise stated)

A. Equity Share Capital — (Refer Note 8a)

Year ended 31st March 2025

Balance as at April 1, 2024	Changes in equity share capital during the year	Balance as at March 31,2025
49,966	—	49,966

Year ended 31st March 2024

Balance as at April 1, 2023	Changes in equity share capital during the year	Balance as at March 31,2024
49,966	—	49,966

B. Other Equity — (Refer Note 8b)

Year ended 31st March 2025

	Reserves and surplus		Other Reserves	Total
	General Reserve	Retained Earnings	FVOCI Equity instruments	
Balance as at April 1,2024	14,45,000	2,33,964	3,13,357	19,92,321
Total Comprehensive Income for the current year :				
Profit for the year		1,85,100		1,85,100
Amount transferred from Other reserves to retained earnings in respect of FVOCI equity instruments sold during the year		101	(8,871)	(8,770)
Dividends				
- Final 2024		(8,494)		(8,494)
- Interim 2025		(4,997)		(4,997)
Transfer to General Reserve	1,20,000	(1,20,000)		
Balance as at March 31,2025	15,65,000	2,85,674	3,04,486	21,55,160

Year ended 31st March 2024

	Reserves and surplus		Other Reserves	Total
	General Reserve	Retained Earnings	FVOCI Equity instruments	
Balance as at April 1, 2023	13,45,000	1,76,813	2,99,331	18,21,144
Total Comprehensive Income for the previous year :				
Profit for the year		1,60,529		1,60,529
Other comprehensive income for the year		(3,077)	27,216	24,139
Amount transferred from Other reserves to retained earnings in respect of FVOCI equity instruments sold during the year		13,190	(13,190)	—
Dividends				
- Final 2023		(8,494)		(8,494)
- Interim 2024		(4,997)		(4,997)
Transfer to General Reserve	1,00,000	(1,00,000)		
Balance as at March 31,2024	14,45,000	2,33,964	3,13,357	19,92,321

As per our Report of even date attached

For K.S. Aiyar & Co.
Chartered Accountants
Firm Registration No.100186W
S. KALYANARAMAN
Partner
Membership No.200565
Place : Chennai
Date : 23.05.2025

MALLIKA SRINIVASAN
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For and on behalf of the Board of Directors

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Director

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Company Secretary

R. RAJKUMAR
(DIN : 10044122)
Director

Place : Chennai
Date : 23.05.2025

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

Cash Flow Statement for the year ended 31st March, 2025

(All amounts in Rs. thousands unless otherwise stated)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Cash flow from operating activities		
Profit before tax	2,13,013	2,03,743
Adjustments for:		
Depreciation and amortisation expense	34,614	35,130
(Gain) on disposal of property, plant and equipment	(366)	—
Interest on financial liability	980	991
Deferred license fees	(982)	(929)
Fair value gain from financial assets (mutual funds)	(85,234)	(70,467)
Interest income	(6,666)	(2,395)
Dividend Income	(1,728)	(1,938)
Provision no longer required written back	—	(440)
Allowance for doubtful debts	3,129	—
Profit on switch out /redemption of financial assets (mutual funds)	—	(367)
Net unrealised exchange (gain)/loss	303	(318)
Operating profit before changes in operating assets / liabilities	1,57,063	1,63,010
Adjustments for increase / (decrease) in liabilities:		
Other financial liabilities	(501)	(1,280)
Trade payables	(6,754)	3,300
Other non current liabilities	1,727	(950)
Other current liabilities	2,016	1,367
Non current Provision	—	(503)
Current Provision	1	503
Adjustments for (increase) / decrease in assets:		
Trade receivables	56,920	(74,711)
Inventories	28,586	5,390
Other current assets	2,524	8,888
Other financial assets	(1,169)	333
Cash generated from operations	2,40,413	1,05,347
Income tax paid	(28,571)	(27,090)
Net cash flow from operating activities (A)	2,11,842	78,257
Cash flow from investing activities :		
Payments for purchase of property, plant and equipment	(36,509)	(20,322)
Proceeds from sale of property, plant and equipment	440	—
Capital Advance	—	(1,800)
Payment for purchase of non-current investments	—	(14,000)
Payment for purchase of current investments	(95,000)	(8,000)
Proceeds from sale of non current investments	—	14,237
Proceeds from sale of current investments	—	35,000
(Increase) in Bank balances not considered as cash and cash equivalents	(21,242)	6,651
Invested in Bank deposit maturing more than twelve months	(45,000)	(20,000)
Invested in Corporate deposits (other non current financial assets)	—	(40,000)
Profit on switch out /redemption of financial assets (mutual funds)	—	367
Interest received	2,652	1,740
Dividend received	1,728	1,938
Net cash flow used in investing activities (B)	(1,92,931)	(44,189)

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

Cash Flow Statement for the year ended 31st March, 2025 – (Contd.)

(All amounts in Rs. thousands unless otherwise stated)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Cash flow from financing activities :		
Dividends paid	(13,482)	(18,487)
Net cash flow used in financing activities (C)	(13,482)	(18,487)
Net Increase/(decrease) in Cash and cash equivalents (A+B+C)	5,429	15,581
Cash and cash equivalents at the beginning of the year (Note 5c)	48,381	32,800
Cash and cash equivalents at the end of the year	53,810	48,381
Components of cash and cash equivalents at the end of the year comprise:		
Cash on hand	104	63
Balances with banks		
In current accounts	13,706	48,318
In deposit account	40,000	—
Total Cash and cash equivalents (Refer Note 5c)	53,810	48,381
The accompanying notes form an integral part of these financial statements		

Note : The above Cash Flow Statement has been prepared under "Indirect Method" set out in the Ind AS 7 - Cash Flow Statement.

As per our Report of even date attached
For K.S. Aiyar & Co.
Chartered Accountants
Firm Registration No.100186W
S. KALYANARAMAN
Partner
Membership No.200565
Place : Chennai
Date : 23.05.2025

MALLIKA SRINIVASAN
(DIN : 00037022)
Chairman

S.RAGHURAMAN
Chief Financial Officer

For and on behalf of the Board of Directors
P.B. SAMPATH
(DIN : 00037043)
Director

R.V.SRIDHARAN
Company Secretary

R. RAJKUMAR
(DIN : 10044122)
Director

Place : Chennai
Date : 23.05.2025

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

Notes to the Financial Statements as at and for the year ended 31st March 2025

1. CORPORATE INFORMATION:

The United Nilgiri Tea Estates Company Limited is a public company incorporated under the provisions of the Companies Act; its shares are listed on National Stock Exchange of India Limited. The Company is primarily engaged in growing and manufacture of Tea besides Letting-out of property. The Company's teas are sold both in domestic and international markets.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

2.1 Basis of preparation of financial statements

(a) Statement of compliance

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

(b) Basis of measurement

These financial statements have been prepared under historical cost convention except for certain assets and liabilities as stated in the respective policies, which have been measured at fair value.

(c) Current / Non current classification

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 Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities. Cash or cash equivalent is treated as current, unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.2 Use of estimates and judgement

The preparation of financial statements in conformity with the generally accepted accounting principles requires the management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities as at the balance sheet date, reported amounts of revenue and expenses for the year and disclosure of contingent liabilities as of the date of balance sheet. The judgments, estimates and assumptions used in the accompanying financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of financial statements. Actual amounts could differ from these estimates.

2.3 Significant estimates and judgements

The areas involving significant estimates and judgements are :

- i) Estimation of fair value of investment property – (Refer Note.4.3)
- ii) Defined benefit Obligation – (Refer Note 23)
- iii) Tax expense – (Refer Note.22)

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

Notes to the Financial Statements as at and for the year ended 31st March 2025

2.4 Property, Plant and Equipment

- (a) Freehold land is carried at cost. All other items of property, plant and equipment including intangibles are carried at cost less accumulated depreciation/amortization and impairment losses, if any.

Subsequent expenditure relating to an asset is included in its book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of a component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance costs are charged to profit or loss during the reporting period in which they are incurred.

- (b) Biological Assets

Bearer Plants

Biological Assets which are held to bear agricultural produce are classified as bearer plants. The Company recognises tea bushes in the estates as bearer plants which are carried at cost of acquisition less accumulated depreciation and any recognised impairment losses. Costs comprise of expenditure on development, extension planting, infilling and replanting including cost of uprooting and maintenance of the newly planted bushes. The above costs are carried under Capital Work in Progress until maturity of such bushes.

2.5 Investment Property

Property that is held for long-term rental yields or for capital appreciation or both is classified as investment property. Investment property is carried at cost including related transaction costs less accumulated depreciation and impairment losses, if any. Subsequent expenditure is included in the asset's book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When a part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

2.6 Depreciation and amortisation

Depreciation on tangible assets (Property, plant and equipment and Investment property) is provided using straight line method over the useful life of the assets in line with the rates specified in Schedule II to the Act, except for the following categories of assets, in whose case the life of the assets has been determined based on technical evaluation, taking into account the estimated usage and past history of replacement.

Name of the Asset	Useful life prescribed In Schedule II to the Companies Act, 2013	Useful life followed by the Company
Property, plant and equipment		
Bearer Plant	Not specified	60 years
Vehicles	8 years	5 years
Hydro Electric power generation Machinery	40 years	25 years
Investment property		
Certain items of machinery	15 years	8 years
Electrical installations	10 years	8 years

Cost of Intangible asset is amortized over its estimated useful life of three years on a straight line basis.

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

Notes to the Financial Statements as at and for the year ended 31st March 2025

2.7 Impairment

The carrying values of assets/cash generating units at each Balance Sheet date are annually reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased such reversal of impairment loss is recognised in the Statement of Profit and Loss.

2.8 Foreign Currency translation

i) Functional and presentation currency

The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

ii) Transactions and balances

Initial Recognition

Foreign currency transactions are recorded in functional currency using the exchange rates prevailing on the date of transaction.

Subsequent recognition

As at the reporting date, monetary assets and liabilities denominated in foreign currency are restated at the closing exchange rates. Exchange differences arising out of actual payment/realisation and from the year end restatement are recognized in the statement of profit and Loss.

Forward contracts

Foreign exchange forward contracts outstanding at the year-end on account of firm commitment / highly probable forecast transactions are marked to market and the gains / losses, if any, are recognised in the Statement of Profit and Loss. The Company does not enter into any speculative transactions in derivatives.

2.9 Inventories

Inventories are stated at lower of cost and net realisable value.

Cost of stores and spares is ascertained on moving weighted average basis. Cost of Nursery stocks represents costs incurred in raising and maintaining such stocks till transplanted.

Cost of Finished Goods (Tea) is determined based on absorption costing method.

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

2.10 Cash and cash equivalents

Cash and cash equivalents consist of all cash balances including deposits with banks with original maturities of three months or less.

2.11 Trade receivables

Trade receivables are recognised initially at the transaction price and subsequently measured at amortised cost less provision for impairment loss, if any. The Company applies the simplified approach permitted by Ind As 109 Financial Instruments, which requires expected credit losses to be recognized from initial recognition of the receivables.

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

Notes to the Financial Statements as at and for the year ended 31st March 2025

2.12 Investments and other financial assets

i) Classification

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

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

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flow.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For Investments in debt instruments, this will depend on the business model in which the investment is held. The Company reclassifies debt instruments when and only when its business model for managing those assets changes. For investments in equity instruments the Company has made an irrevocable election at the time of initial recognition to account for the equity investments at fair value through Other Comprehensive Income (FVOCI). The Company transfers amounts from FVOCI equity instruments to retained earnings on de-recognition of the relevant equity instruments.

ii) Measurement

Initial recognition :

The Company measures a financial asset (in the case of a financial asset not carried at a fair value through profit or loss) at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Subsequent measurement :

a. Investment in Equity Instruments

The Company subsequently measures all investments in equity (except that in the associates) at fair value and has elected to present fair value gains and losses on equity investments in other comprehensive income with no subsequent reclassification of fair value gains and losses to profit or loss.

Investments in associates are measured at cost less provision for impairment.

b. Investment in Mutual Funds:

Company's investments in Mutual Funds are measured at Fair Value through Profit or Loss (FVTPL). A gain or loss on such investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognized in profit or loss and presented in the statement of profit and loss in the period in which it arises.

iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. Impairment is considered when there is significant increase in credit risk. Note 35 details how the Company determines whether there has been a significant increase in credit risk.

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

Notes to the Financial Statements as at and for the year ended 31st March 2025

2.12 Investments and other financial assets — (Contd.)

iv) De-recognition of financial assets

A financial asset is de-recognised only when :

- a) The Company's contractual right to the cash flow expires or
- b) The Company has transferred the rights to receive cash flows from the financial asset.

2.13 Revenue recognition

(i) Revenue from Contracts with customers

Revenue from contracts with customers (export tea sales) is recognised when the Company satisfies performance obligation by transferring promised goods to customers. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset. Revenue from private tea sales is recognised when the significant risks and rewards of ownership in the goods are transferred to customers and recovery of the consideration is probable. Revenue from sale of tea at auction is recognised on receipt of sale notes from the brokers.

Revenue is measured at transaction price which is the consideration received or receivable and is net of returns, allowances, rebates and Goods and Services Tax.

- (ii) Export benefits are accounted for based on eligibility and when there is no uncertainty in receiving them.
- (iii) The Company recognises the License fee as per Leave and License agreements with the lessees in respect of its let-out property as revenue on a straight line basis over the lease term.
- (iv) Interest income from debt instruments is recognized using the effective interest rate method.
- (v) Dividends are recognized in the statement of profit and loss only when the right to receive payment is established.

2.14 Leases

As a Lessee

Leases are recognized as a right-of-use asset with a corresponding lease liability at the date on which the leased asset is available for use by the Company as a lessee except for payments associated with short term leases (lease term of 12 months or less) and low value leases, which are recognized on a straight-line basis as an expense in the profit or loss.

The Company's lease arrangements are all short term in nature and accordingly the lease rentals are recognised as an expense in the profit or loss on a straight line basis.

As a Lessor

Lease income (Licence fees) from the lease arrangements where the Company is a lessor is recognised as income on a straight line basis over the lease term unless the license fees is structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases in which event such increases are recognised in the year in which such benefits accrue. The related leased assets are included in the balance sheet based on their nature.

2.15 Government grant

Government grants are recognised where there is a reasonable assurance that the grant will be received and all attached conditions will be complied with.

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

Notes to the Financial Statements as at and for the year ended 31st March 2025

Government grants relating to income are recognised in the statement of profit and loss over the periods in which the related costs, for which the grants are intended to compensate, are recognised as expenses and presented within other income.

Government grants relating to purchase of property, plant and equipment are included in other non-current / current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

2.16 Employee benefits / Obligations

(i) Short term obligations

Liabilities for wages and salaries including non monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees rendered their related service are recognised in respect of employees' services upto to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Balance Sheet.

The Company recognises a liability and an expense for bonuses. The Company recognises bonus provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(ii) Post employment obligations

The Company has the following post employment obligations / plans :

- a) Defined benefit plans such as gratuity for its eligible employees; and
- b) Defined contribution plans such as provident fund and superannuation.

(a) Gratuity

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by Actuaries using the Projected Unit Credit method.

Actuarial gains or losses are recognized in other comprehensive income. Further, the profit or loss does not include an expected return on plan assets. Instead net interest cost recognized in profit or loss is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets.

Re-measurement gains or losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Other Comprehensive Income (net of tax). They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

Notes to the Financial Statements as at and for the year ended 31st March 2025

2.16 Employee benefits / Obligations — (Contd.)

(b) Provident Fund

This is a defined contribution plan, and contributions made to the Fund as per the rules of the Company are charged to profit or loss. The Company has no further obligations for future provident fund benefits other than its monthly contributions.

(c) Superannuation Fund

This is a defined contribution plan. The Company contributes towards superannuation fund administered by the Trustees and managed by Life Insurance Corporation of India (LIC). The Company has no further obligations for future superannuation benefits other than its monthly contributions and recognises such contributions as expense in the year incurred.

(iii) Other long term employee benefit obligation

Certain employees are entitled to compensated absence as per the rules of the Company. These employees can carry forward a portion of the unavailed leave to the subsequent year. The liability for the unavailed leave is recognised based on actual cost in the period in which such employees render their related services.

2.17 Taxes on Income

Taxes on Income comprise current tax and deferred tax.

The current tax expense for the period is the tax payable on the current period's taxable income computed at the applicable income tax rate and is recognised in the statement of profit and loss. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

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

Deferred tax assets are recognised only if it is possible that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax is recognised in statement of profit and loss, except to the extent that 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.

2.18 Provisions and contingencies

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of past events, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingencies

Wherever there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the entity

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

Notes to the Financial Statements as at and for the year ended 31st March 2025

2.18 Provisions and contingencies — (Contd.)

or a present obligation that arises from past events but is not recognised because (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation ; or (b) the amount of the obligation cannot be measured with sufficient reliability are recognised as contingent liability. Show Cause notices are not considered as contingent liabilities unless converted into demand.

2.19 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2.20 Premium from Fair Trade International (FLO)

Sale of tea under "Fair Trade International charter" (FLO Charter) offers a certain premium besides "minimum price" for the grade as agreed with the customer.

The "premium receivable on sale under FLO Charter, which is collected under an obligation to pay it over to a trust constituted under the Charter- namely "Chamraj Plantation Welfare Trust"- for the benefit of workers and community welfare, is invoiced separately and is recognised as part of revenue from operations. The amounts so transferred to the said Trust are recognised as staff welfare expenses.

2.21 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM").

2.22 Dividend to Shareholders

Final dividend distributed to equity shareholders is recognised in the period in which it is approved by the members of the Company in the Annual General Meeting. Interim dividend is recognised when approved by the Board of Directors at the Board meeting. Dividend distributed (including interim dividend) is recognised in the Statement of changes in Equity.

2.23 Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under the Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March 2025, MCA has notified new standards or amendments to the existing standards which are not applicable to the Company.

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED
Notes to the Financial Statements as at and for the year ended 31st March 2025

(All amounts in Rs. thousands unless otherwise stated)

Note 3. Property, Plant and Equipment and Intangible Assets

	Property, plant and equipment								Intangible Assets	
	Freehold Land and Development	Buildings	Machinery and Electrical Installations	Furniture and Fixtures	Office and Computer equipment	Vehicles	Bearer plant	Total	Software	Grand Total
Year ended March 31, 2024										
Gross carrying amount										
Balance as at March 31, 2023	1,02,768	98,786	1,51,163	8,703	6,576	22,182	18,168	4,08,346	1,987	4,10,333
Additions	—	11,167	10,571	—	657	481	4,457	27,333	527	27,860
Disposals	—	—	2,248	—	—	—	—	2,248	—	2,248
Balance as at March 31, 2024	1,02,768	1,09,953	1,59,486	8,703	7,233	22,663	22,625	4,33,431	2,514	4,35,945
Accumulated depreciation/amortisation										
Depreciation /amortisation charge during the year	—	20,896	67,542	2,929	4,250	13,286	2,586	1,11,489	791	1,12,280
Disposals	—	4,077	13,135	604	1,568	3,015	506	22,905	559	23,464
Balance as at March 31, 2024	—	—	266	—	—	—	—	266	—	266
Net carrying amount as on March 31, 2024	—	24,973	80,411	3,533	5,818	16,301	3,092	1,34,128	1,350	1,35,478
	1,02,768	84,980	79,076	5,170	1,415	6,362	19,533	2,99,303	1,164	3,00,467
Year ended March 31, 2025										
Gross carrying amount										
Balance as at March 31, 2024	1,02,768	1,09,953	1,59,486	8,703	7,233	22,663	22,625	4,33,431	2,514	4,35,945
Additions	—	19,431	11,098	263	1,489	2,989	8,987	44,257	—	44,257
Disposals	—	—	124	16	70	420	—	630	—	630
Balance as at March 31, 2025	1,02,768	1,29,384	1,70,460	8,950	8,652	25,232	31,612	4,77,058	2,514	4,79,572
Accumulated depreciation/amortisation										
Depreciation /amortisation charge during the year	—	24,973	80,411	3,533	5,818	16,301	3,092	1,34,128	1,350	1,35,478
Disposals	—	4,372	12,701	542	1,636	2,441	614	22,306	585	22,891
Balance as at March 31, 2025	—	—	123	16	67	420	—	626	—	626
Net carrying amount as at March 31, 2025	—	29,345	92,989	4,059	7,387	18,322	3,706	1,55,808	1,935	1,57,743
	1,02,768	1,00,039	77,471	4,891	1,265	6,910	27,906	3,21,250	579	3,21,829

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED
Notes to the Financial Statements as at and for the year ended 31st March 2025
(All amounts in Rs. thousands unless otherwise stated)

Note 4. Investment Property

Description of Assets	Freehold Land	Buildings	Machinery and Electrical Installations	Total
Year ended March 31, 2024				
Gross carrying amount				
Balance as at March 31, 2023	400	1,47,458	70,909	2,18,767
Additions	—	—	162	162
Balance as at March 31, 2024	400	1,47,458	71,071	2,18,929
Accumulated depreciation / amortisation	—	41,286	39,615	80,901
Depreciation/amortisation charge during the year	—	5,898	5,768	11,666
Balance as at March 31, 2024	—	47,184	45,383	92,567
Net carrying amount as at March 31, 2024	400	1,00,274	25,688	1,26,362
Year ended March 31, 2025				
Gross carrying amount				
Balance as at March 31, 2024	400	1,47,458	71,071	2,18,929
Additions	—	—	1,687	1,687
Disposals	—	—	266	266
Balance as at March 31, 2025	400	1,47,458	72,492	2,20,350
Accumulated depreciation / amortisation	—	47,184	45,383	92,567
Depreciation/amortisation charge during the year	—	5,898	5,825	11,723
During the year	—	—	194	194
Balance as at March 31, 2025	—	53,082	51,014	1,04,096
Net carrying amount as at March 31, 2025	400	94,376	21,478	1,16,254

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED
Notes to the Financial Statements as at and for the year ended 31st March 2025
(All amounts in Rs. thousands unless otherwise stated)

	Year ended	
	31st March 2025	31st March 2024
4.1 Amounts recognised in profit and loss for investment property :		
Rental income from freehold buildings	63,821	58,407
Direct operating expense from property that generated rental income	8,894	8,488
Profit from investment property before depreciation	54,927	49,919
Depreciation	11,723	11,666
Profit from investment property	43,204	38,253
	Year ended	
	31st March 2025	31st March 2024
4.2 Fair Value		
Land	5,32,060	5,17,680
Buildings	2,53,337	2,49,062
Machinery and Electrical installations	33,536	37,271
	8,18,933	8,04,013
4.3 Estimation of Fair Value		
The best evidence of fair value is current prices in an active market for similar properties. Since investment properties leased out by the Company are cancellable leases, the market rates for sale / purchase of such premises are representative of fair values. Company's investment properties are at a location where active market is available for similar kind of properties. The market approach is being followed for ascertaining the fair value of the investment properties and hence fair value is ascertained on the basis of market rates prevailing for similar properties in those locations determined by an independent registered valuer. Consequently this is classified as a Level 2 valuation.		
4.4 Minimum lease payments receivable on lease of immovable property are as follows :		
Particulars	Year ended	
	March 31, 2025	March 31, 2024
Less than one year	58,641	51,560
One to five years	2,41,637	2,90,520
More than five years	—	37,190
Total	3,00,278	3,79,270

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED
Notes to the Financial Statements as at and for the year ended 31st March 2025

(All amounts in Rs. thousands unless otherwise stated)

Note 5 a. Investments

Non-current investments

Particulars	Nominal value of Shares/units	As at 31st March 2025		As at 31st March 2024	
		No. of shares/Units	Amount	No. of shares/Units	Amount
A Investments in equity instruments					
(i) Investment in Associates at cost - Unquoted (fully paid)					
Sivasailam Chamraj Education Foundation*	10	12,500	125	12,500	125
Sivasailam Chamraj Hospital Foundation*	10	12,500	125	12,500	125
* incorporated under Section 8 of the Companies Act, 2013 and are not - for - profit Companies			250		250
(ii) Investments in equity instruments designated at fair value through other comprehensive income					
a. Unquoted (fully paid)					
Stanes Amalgamated Estates Limited	10	81,783	5,435	81,783	4,586
Simpson and Company Limited	2500	65	2,41,475	65	2,41,475
Orkay Industries Limited	10	450	—	450	—
Palani Andavar Cotton & Synthetic Spinners Ltd.	10	500	—	500	—
			2,46,910		2,46,061
b. Quoted (fully paid)					
IP Rings Limited	10	3,600	504	3,600	536
TATA Consumer Products Limited	1	2,999	3,005	2,999	3,288
Uniworth India Limited	10	750	-	750	-
ZF Commercial Vehicle Control Systems India Limited	5	4,300	55,872	4,300	65,278
			59,381		69,102
Total Investments in equity instruments			3,06,541		3,15,413

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED
Notes to the Financial Statements as at and for the year ended 31st March 2025

(All amounts in Rs. thousands unless otherwise stated)

Note 5 a. Investments
Non-current investments

Particulars	Nominal value of Shares/units	As at 31st March 2025		As at 31st March 2024	
		No. of shares/units	Amount	No. of shares/Units	Amount
B Investments in Mutual Funds designated at Fair Value through Profit and Loss					
Nippon India Short Term Fund-Growth	10	83,721	4,318	83,721	3,989
Nippon India Banking and PSU Debt Fund - Growth - Direct	10	29,26,534	61,611	29,26,534	56,777
Nippon India Arbitrage Fund - Growth- Direct	10	95,659	2,697	95,659	2,500
HDFC Corporate Bond Fund -Growth-Direct	10	17,08,135	55,585	17,08,135	51,045
HDFC Nifty G-Sec Dec 2026 Index Fund - Growth-Direct	10	78,55,244	93,706	78,55,244	86,894
Aditya Birla Sunlife Banking and PSU Debt Fund-Growth-Direct	10	95,839	35,667	95,839	32,861
Bandhan Banking and PSU Debt Fund - Growth - Direct	10	48,06,722	1,19,154	48,06,722	1,10,097
Bandhan Crisil Gilt 2027 Index Fund - Growth - Direct	10	37,54,517	47,690	37,54,517	44,063
AXIS Banking and PSU Debt Fund - Growth - Direct	1000	38,522	1,02,380	38,522	94,527
LIC Short Term Bond Fund - Growth-Direct	10	10,94,612	16,630	10,94,612	15,297
HSBC Corporate Bond Fund- Growth-Direct	10	4,77,469	36,283	4,77,469	33,422
UTI Corporate Bond Fund -Growth - Direct	10	55,21,056	90,362	55,21,056	83,192
Kotak Corporate Bond Fund - Growth - Direct	1000	16,131	62,040	16,131	57,026
Invesco Corporate Bond Fund - Growth - Direct	1000	18,479	61,498	18,479	56,532
Invesco India Arbitrage Fund - Growth - Direct	10	1,59,392	5,405	1,59,392	5,000
TATA Crisil-IBX Gilt April 2026 Index Fund - Growth - Direct	10	87,42,310	1,04,829	87,42,310	97,422
TATA Arbitrage Fund - Growth - Direct	10	4,73,406	7,024	4,73,406	6,500
Total investments in Mutual Funds			9,06,879		8,37,144
Total non current investments			12,13,420		11,52,557

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED
Notes to the Financial Statements as at and for the year ended 31st March 2025

Note 5 a. Investments (All amounts in Rs. thousands unless otherwise stated)

Non-current investments (Contd.)

Particulars	Nominal value of Shares/units	As at 31st March 2025		As at 31st March 2024	
		No. of shares/Units	Amount	No. of shares/Units	Amount
Other Disclosures					
Aggregate carrying amount of quoted investments			59,381		69,102
Aggregate market value of quoted investments			59,381		69,102
Aggregate amount of unquoted investments			11,54,039		10,83,455

The investments in Mutual Funds are in open ended schemes which are not listed on any recognised stock exchanges. The Net Asset Values are based on the data published by the respective Asset Management Companies. Consequently this is classified as level 2 valuation.

Current Investments

Particulars	Nominal value of Shares/units	As at 31st March 2025		As at 31st March 2024	
		No. of shares/Units	Amount	No. of shares/Units	Amount
Investments in debt instruments at fair value through profit and loss					
Nippon India Liquid Fund - Growth-Direct	1000	13,798	87,577	13,798	81,534
DSP Liquid Fund - Growth-Direct	1000	31,564	1,17,047	31,564	1,08,938
Axis Liquid Fund - Growth - Direct	1000	23,002	66,328	—	—
TATA Overnight Fund - Growth - Direct	1000	14,856	20,015	—	—
Invesco India Ultra Short Duration Fund - Growth - Direct	1000	3,544	10,005	—	—
Total current investments			3,00,972		1,90,472

The investments in Mutual Funds are in open ended schemes which are not listed on any recognised stock exchanges. The Net Asset Values are based on the data published by the respective Asset Management Companies. Consequently this is classified as level 2 valuation.

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Notes to the Financial Statements as at and for the year ended 31st March 2025
(All amounts in Rs. thousands unless otherwise stated)

Particulars		As at 31st March 2025	As at 31st March 2024				
Note 5b - Trade Receivables							
Unsecured							
Considered good		68,719	1,28,768				
Credit impaired		3,129	—				
Sub-total		71,848	1,28,768				
Less: Allowance of doubtful debts		3,129	—				
Total		68,719	1,28,768				
There are no dues from related parties.							
Note 5b(1) Trade Receivables ageing Schedule - Year ended 31st March 2025							
Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	20,838	47,865	16	—	—	—	68,719
(ii) Undisputed Trade receivables - credit impaired				3,129			3,129
Sub-total	20,838	47,865	16	3,129	—	—	71,849
Less : Allowance for doubtful debts	—	—	—	3,129	—	—	3,129
Total	20,838	47,865	16	—	—	—	68,719
Trade Receivables ageing Schedule - Year ended 31st March 2024							
Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - Considered good	68,655	59,945	168	—	—	—	1,28,768
Note 5 c - Cash and cash equivalents							
(a) Cash on hand				104		63	
(b) Balances with banks							
- In current accounts				13,706		48,318	
- In Deposit account				40,000		—	
Total				53,810		48,381	

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED
Notes to the Financial Statements as at and for the year ended 31st March 2025
(All amounts in Rs. thousands unless otherwise stated)

Particulars	As at 31st March 2025	As at 31st March 2024
Note 5 d - Bank balances other than cash and cash equivalents		
(a) In deposit accounts (original maturity of more than three months)	41,212	19,979
(b) In earmarked accounts:		
Unpaid dividend accounts	3,445	3,436
Total	44,657	23,415
Note 5 e - Other financial assets (Unsecured - considered good)		
Non current		
Security Deposits	7,125	5,956
Bank Balance –		
In deposit Account (Original maturity of more than twelve months)	65,000	20,000
Corporate Deposit	40,000	40,000
Total	1,12,125	65,956
Current		
Accrued interest on fixed deposits	5,656	1,642
Replanting / Orthodox Subsidy receivable	5,856	5,856
Total	11,512	7,498
Note 6. Other Non Current Assets (Unsecured - considered good)		
Capital advance	—	1,800
Total	—	1,800
Note 7. Inventories		
Finished goods (Tea)	22,197	53,516
Stores and Spare Parts	13,778	10,465
Nursery Stock	968	1,548
Total	36,943	65,529
Note 8. Other current assets (Unsecured - considered good)		
Advances - Trade and supplies	3,274	2,820
Prepaid expenses	13,136	12,287
Due from Gratuity Trust (Note 23)	—	3,765
Others	3,117	3,179
Total	19,527	22,051

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Notes to the Financial Statements as at and for the year ended 31st March 2025
(All amounts in Rs. thousands unless otherwise stated)

Description of Assets	As at 31st March 2025		As at 31st March 2024	
	No. of Shares	Amount	No. of Shares	Amount
9a. Equity share capital				
Authorised				
Equity shares of Rs.10/- each	50,00,000	50,000	50,00,000	50,000
Issued, subscribed and fully paid-up				
Equity shares of Rs. 10/- each	49,96,566	49,966	49,96,566	49,966
		<u>49,966</u>		<u>49,966</u>
i. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year				
Equity Shares				
At the beginning of the year	49,96,566	49,966	49,96,566	49,966
Less: Changes during the year	—	—	—	—
Outstanding at the end of the year	49,96,566	49,966	49,96,566	49,966
ii. Rights, preferences and restrictions attached to equity shares				
Each shareholder is entitled to one vote per share and dividend when declared. Other rights are governed by the Articles of Association of the Company and the Companies Act 2013.				
iii. Details of shares held by each shareholder holding more than 5% of share capital	No. of shares	%	No. of Shares	%
Tractors and Farm Equipment Limited	8,55,363	17.12%	8,55,363	17.12%
T Stanes & Company Limited	8,40,441	16.82%	8,40,441	16.82%
Amalgamations Private Limited	4,09,213	8.19%	4,09,213	8.19%
Trustees T Stanes & Co Limited Staff Pension Fund	2,64,816	5.30%	2,64,816	5.30%
	<u>23,69,833</u>		<u>23,69,833</u>	

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED
Notes to the Financial Statements as at and for the year ended 31st March 2025
(All amounts in Rs. thousands unless otherwise stated)

iv. Shareholding of Promoters and Promoter Group

Shares held by promoters as at 31.03.2025

S. No.	Promoter Name	No. of shares	% of total shares	% Change during the year
1	Tractors and Farm Equipment Limited	8,55,363	17.12%	—
2	T.Stanes and Company Limited	8,40,441	16.82%	—
3	Amalgamations Private Limited	4,09,213	8.19%	—
4	Ms. Mallika Srinivasan	1,45,100	2.90%	—
5	Mr. Murali Venkatraman	76,185	1.52%	—
6	Simpson and Company Limited	61,506	1.23%	—
7	Addison & Company Limited	24,344	0.49%	—
8	Bimetal Bearings Limited	17,264	0.35%	—
9	Associated Printer(Madras) Private Limited	16,652	0.33%	—
10	Sri Rama Vilas Service Limited	10,934	0.22%	—
11	Southern Tree Farms Limited	7,520	0.15%	—
12	Mrs.Bhavani Krishnamoorthy	6,680	0.13%	—
13	Speed-A-Way Private Limited	3,224	0.06%	—
14	Simpson and General Finance Co. Limited	2,700	0.05%	—
15	Mr. A.Krishnamoorthy	732	0.01%	—
16	Mr. A.Krishnamoorthy and Mrs. Bhavani Krishnamoorthy	10,124	0.20%	—
	Total	24,87,982	49.79%	

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED
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iv. Shareholding of Promoters and Promoter Group (Contd.)

Shares held by promoters as at 31.03.2024

S. No.	Promoter Name	No. of shares	% of total shares	% Change during the year
1	Tractors and Farm Equipment Limited	8,55,363	17.12%	—
2	T.Stanes and Company Limited	8,40,441	16.82%	—
3	Amalgamations Private Limited	4,09,213	8.19%	—
4	Ms. Mallika Srinivasan	1,45,100	2.90%	0.04
5	Mr. Murali Venkatraman	76,185	1.52%	—
6	Simpson and Company Limited	61,506	1.23%	—
7	Addison & Company Limited	24,344	0.49%	—
8	Bimetal Bearings Limited	17,264	0.35%	—
9	Associated Printer(Madras) Private Limited	16,652	0.33%	—
10	Sri Rama Vilas Service Limited	10,934	0.22%	—
11	Southern Tree Farms Limited	7,520	0.15%	—
12	Mrs. Bhavani Krishnamoorthy	6,680	0.13%	—
13	Speed-A-Way Private Limited	3,224	0.06%	—
14	Simpson and General Finance Co. Limited	2,700	0.05%	—
15	Mr. A.Krishnamoorthy	732	0.01%	—
16	Mr. A.Krishnamoorthy and Mrs. Bhavani Krishnamoorthy	10,124	0.20%	—
	Total	24,87,982	49.79%	

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED
Notes to the Financial Statements as at and for the year ended 31st March 2025
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Particulars	As at 31st March 2025	As at 31st March 2024
Note 9 b. Other equity		
Reserves and Surplus		
General Reserve	15,65,000	14,45,000
Retained earnings (Surplus)	2,85,674	2,33,964
Other reserves - FVOCI Equity Instruments	3,04,486	3,13,357
Total	21,55,160	19,92,321
(i) General reserve		
Opening balance	14,45,000	13,45,000
Add : Transfer from retained earnings	1,20,000	1,00,000
Closing balance	15,65,000	14,45,000
(ii) Retained earnings (surplus)		
Opening balance	2,33,964	1,76,813
Add : Profit for the year	1,85,100	1,60,529
Add: Items of Other Comprehensive income recognised directly in retained earnings:		
Remeasurements of post-employment benefit obligations, net of tax	101	(3,077)
Add: Amount transferred from other reserves in respect of FVOCI equity instruments sold during the year	—	13,190
Less: Appropriations		
Transfer to General reserve	(1,20,000)	(1,00,000)
Transaction with owners in their capacity as owners:		
Dividend declared and paid during the year - Final 2024 / Final 2023	(8,494)	(8,494)
- Interim 2025 / Interim 2024	(4,997)	(4,997)
Closing Balance	2,85,674	2,33,964
(iii) Other Reserves :		
FVOCI Equity Instruments		
Opening balance	3,13,357	2,99,331
Add: Change in fair value of FVOCI equity instruments	(8,871)	27,216
Less : Amount transferred to retained earnings in respect of FVOCI equity instruments sold during the year	—	(13,190)
Closing balance	3,04,486	3,13,357
Nature and Purpose of Other Reserves :		
The Company has elected to recognise changes in the fair value of investments in equity instruments in Other Comprehensive Income. These changes are accumulated within FVOCI equity instruments in Other Equity. The Company transfers amounts from FVOCI equity instruments to retained earnings on de-recognition of the relevant equity instruments.		

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Notes to the Financial Statements as at and for the year ended 31st March 2025
(All amounts in Rs. thousands unless otherwise stated)

Particulars	As at 31st March 2025	As at 31st March 2024
Note 10 a. Other financial liabilities		
Non Current (carried at amortized cost)		
Security deposits	23,385	21,150
Total	<u>23,385</u>	<u>21,150</u>
Current		
Unclaimed Dividend	3,445	3,436
Due to Chamraj Plantation Welfare Trust	5,411	8,147
Total	<u>8,856</u>	<u>11,583</u>
Note 10 b. Trade payables		
Total outstanding dues of micro and small enterprises (Refer note 28)	129	80
Total outstanding dues of creditors other than micro and small enterprises	13,098	19,901
Total	<u>13,227</u>	<u>19,981</u>
10 b 1. There are no dues to any related party nor were there any acceptances outstanding as at the year end.		

Trade Payables ageing Schedule - year ended 31st March 2025

Particulars	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	—	129	—	—	—	—	129
(ii) Others	5,888	6,185	365	—	—	—	13,098

Trade Payables ageing Schedule - year ended 31st March 2024

Particulars	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	—	80	—	—	—	—	80
(ii) Others	7,184	12,717	—	—	—	—	19,901

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Notes to the Financial Statements as at and for the year ended 31st March 2025
(All amounts in Rs. thousands unless otherwise stated)

Particulars	As at 31st March 2025	As at 31st March 2024
Note 11. Provisions		
Current		
Provision for Compensated Absences	630	629
	<u>630</u>	<u>629</u>
Note 11.1 Provisions for Compensated Absences		
Provision at the beginning of the year	629	1,069
Add: Provision made during the year	630	—
Less: Provision utilised during the year	379	—
Less: Provision reversed during the year	250	440
Provision at the end of the year	<u>630</u>	<u>629</u>
Note 12 Deferred tax Liabilities / (Assets) (Net)		
12. 1. Balance comprises temporary differences attributable to:		
Deferred tax liabilities :		
— Property, Plant and Equipment and Intangible Assets	816	809
— Investments	36,354	33,633
— Provision for Employee benefit	406	395
	<u>37,576</u>	<u>34,837</u>
Deferred tax assets :		
Allowance for doubtful debts	(315)	—
	<u>(315)</u>	<u>—</u>
Net deferred tax liabilities	<u>37,261</u>	<u>34,837</u>

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED
Notes to the Financial Statements as at and for the year ended 31st March 2025
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Note 12 Deferred tax Liabilities / (Assets) (Net) (Contd.)					
12.2. Movement in deferred tax liability / (asset)					
	Property, Plant and equipment	Investments	Employee benefit	Allowance for doubtful debts	Total
As at April 1, 2023	1,166	17,562	739	—	19,467
Charged/(credited) to					
— Profit and Loss	(357)	16,071	—	—	15,714
— Other comprehensive income	—	—	(344)	—	(344)
As at March 31, 2024	809	33,633	395	—	34,837
As at April 1, 2024	809	33,633	395	—	34,837
Charged/(credited) to					
— Profit and Loss	7	2,721	—	(315)	2,413
— Other comprehensive income	—	—	11	—	11
As at March 31, 2025	816	36,354	406	(315)	37,261
Particulars				As at 31st March 2025	As at 31st March 2024
Note 13. Other non current liabilities					
Deferred Government grants				1,191	1,211
Deferred license income				5,946	4,199
Total				7,137	5,410
Note 14. Other current liabilities					
Statutory remittances				3,549	3,667
Payable on purchase of property, plant and equipment				152	—
Advance from customers				144	290
Employee Benefits payable				27,223	28,512
Due to Gratuity Trust (Note 23)				15	—
Other Liabilities				4,366	964
Total				35,449	33,433
Note 15. Current tax assets					
Advance tax paid				2,30,414	2,09,467
Tax deducted at source				56,872	49,248
Less : Provision for Current Tax				2,70,300	2,44,801
Total				16,986	13,914

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED
Notes to the Financial Statements as at and for the year ended 31st March 2025
(All amounts in Rs. thousands unless otherwise stated)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Note 16. Revenue from operations		
a) Sale of Products - Tea (Refer note 16(i) below)	8,21,771	7,65,589
b) Sale of services - License fees from letting of property	63,821	58,407
c) Other operating revenues (Refer note 16(ii) below)	12,363	16,157
Total	8,97,955	8,40,153
Note : 16(i) Includes Revenue from contracts with customers	5,03,513	4,47,108
Note : 16(ii) Other operating revenues comprise		
Export benefits:		
Duty Drawback	590	576
RODTEP License	8,706	4,128
Scrap sales	575	628
Government grants	21	21
Insurance claim received	—	977
Income from other planting activities	2,471	9,827
Total	12,363	16,157
Note 17. Other Income		
Fair value gain from financial assets (mutual funds) mandatorily measured at FVTPL	85,234	70,467
Profit on switch out / redemption of financial assets (mutual funds)	—	367
Interest Income on		
Bank deposits	3,035	1,725
Corporate deposits	3,210	186
Others	421	484
Dividend Income on		
Non current investments	1,728	1,938
Provision no longer required written back	—	440
Gain on Foreign currency transactions (net)	988	—
Gain on disposal of property, plant and equipment	366	—
Total	94,982	75,607
Note 18. Changes in value of finished goods (Tea)		
Inventories at the end of the year	22,197	53,516
Inventories at the beginning of the year	53,516	57,951
Net (increase)/decrease	31,319	4,435

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED
Notes to the Financial Statements as at and for the year ended 31st March 2025
(All amounts in Rs. thousands unless otherwise stated)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Note 19. Employee benefits expense		
Salaries, wages and bonus	1,71,991	1,81,005
Contribution to provident and family pension funds	16,943	17,227
Contribution to Superannuation Fund	1,247	810
Gratuity (Refer note: 23)	5,376	4,850
Workmen and staff welfare expenses	33,320	43,259
Total	2,28,877	2,47,151
Note 20. Finance Cost		
Interest expense on financial liability at FVTPL	980	991
Total	980	991
Note 21. Other Expenses		
Consumption of stores and spares	17,964	31,681
Decaffeination charges	16,066	—
Power and fuel	57,322	52,434
Repairs and maintenance		
Building	25,399	24,655
Machinery	11,621	12,016
Others	4,076	5,122
Rates and taxes	4,991	4,337
Insurance	8,500	8,910
Selling expenses		
Packing materials	14,271	17,571
Brokerage and Commission	3,189	3,406
Freight and other transport charges	71,250	23,622
Sampling and Other Expenses	8,169	8,149
Commission to Non-Wholetime Directors	875	875
Corporate Social Responsibility expense (Refer Note :26)	2,748	1,949
Directors' Sitting Fees	205	155
Remuneration to Auditors :		
- for Audit	800	800
- for certification	32	42
- for taxation	39	70
Legal and professional Charges	9,521	6,376
Transport charges	12,283	14,702
Travelling expenses	9,678	10,722
Rent	829	1,113
Allowance for doubtful debts	3,129	—
Bad debts written off	96	—
Loss on Foreign currency transactions	—	814
Miscellaneous expenses	16,777	17,062
Total	2,99,829	2,46,583

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED
Notes to the Financial Statements as at and for the year ended 31st March 2025
(All amounts in Rs. thousands unless otherwise stated)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Note 22. Tax Expense		
22.1 Current Tax:		
Current tax	25,500	27,500
Deferred tax (Refer Note: 12.2)	2,413	15,714
Total Tax Expenses	27,913	43,214
22.2 Reconciliation of tax expense and the accounting profit multiplied by tax rate:		
Profit before tax	2,13,013	2,03,743
Tax at the applicable tax rate of 25.168% (previous year 25.168%)	53,611	51,278
Tax effect of:		
Income that is exempt from tax	(9,887)	(11,401)
Expenses that are not deductible in determining taxable profit	2,989	3,587
Capital gains tax on sale of equity instrument designated at FCOCI	—	1,497
Effect of differential tax on long term capital gain	(18,731)	(1,664)
Others	(69)	(83)
Tax expense recognised in the statement of profit and loss	27,913	43,214
Note 23. Employee benefit obligations		
Post employment benefits		
(a) Defined contribution plan - Provident fund and Superannuation fund		
Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to recognised provident fund administered by the government. The Company also makes contribution to superannuation fund at a specified percentage of the basic pay of the eligible employees in accordance with the Company's scheme administered by the Trustees and managed by Life Insurance Corporation of India (LIC). The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.		
Amount recognised in statement of profit and loss	March 31, 2025	March 31, 2024
Provident Fund	16,943	17,227
Superannuation Fund	1,247	810
Total	18,190	18,037

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED
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Note 23. Employee benefit obligations (Contd.)

(b) Defined benefit plan - Gratuity

The Company provides for Gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for 5 years are eligible for Gratuity. The amount of Gratuity payable on retirement/termination is the employees' last drawn basic salary per month computed proportionately for 15 days' salary multiplied by the number of years of service. The Gratuity plan is a funded plan and the Company makes contribution to LIC.

(i) Reconciliation	Present value of obligation	Fair value of plan assets	Net amount
April 1, 2023	60,987	72,746	11,759
"Current service cost"	5,733	—	(5,733)
Interest expense/(income)	4,584	5,467	883
Total amount recognised in the statement of profit and loss	10,317	5,467	(4,850)
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	—	(1,234)	(1,234)
(Gain)/loss from change in financial assumptions	1,264	—	(1,264)
Experience (gains)/losses	923	—	(923)
Total amount recognised in other comprehensive income	2,187	(1,234)	(3,421)
Employer contributions	—	277	277
Benefit payments	(15,332)	(15,332)	—
March 31, 2024	58,159	61,924	3,765
April 1, 2024	58,159	61,924	3,765
Current service cost	5,646	—	(5,646)
Interest expense/(income)	4,185	4,455	270
Total amount recognised in the statement of profit and loss	9,831	4,455	(5,376)
Remeasurements			
Return on plan assets excluding amounts included in interest expense/(income)	—	(666)	(666)
(Gain) / loss from change in financial assumptions	1,958	—	(1,958)
Experience (gains)/losses	(2,736)	—	2,736
Total amount recognised in other comprehensive income	(778)	(666)	112
Employer contributions	—	1,484	1,484
Benefit payments	(10,110)	(10,110)	—
March 31, 2025	57,102	57,087	(15)
Net Asset / (liability) disclosed above relating to funded obligations are as follows:			
	March 31, 2025	March 31, 2024	
Present value of funded obligations	57,102	58,159	
Fair value of plan assets	57,087	61,924	
(Surplus) / Deficit of funded plan	15	(3,765)	

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Notes to the Financial Statements as at and for the year ended 31st March 2025
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Note 23. Employee benefit obligations (Contd.)				
(ii) Significant actuarial assumptions :				
The significant actuarial assumptions are as follows:				
Discount rate			6.75%	7.20%
Expected return on plan assets			7.00%	7.50%
Salary growth rate			5.00%	5.00%
Attrition rate			5.00%	5.00%
The estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotions and other relevant factors such as demand and supply in the employment market.				
(iii) (a) Sensitivity Analysis				
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
	Change in assumption		Defined Benefit Obligation	
Discount rate	1.00%	1.00%	52,920	54,145
	-1.00%	-1.00%	61,968	62,805
Salary growth rate	1.00%	1.00%	61,881	62,742
	-1.00%	-1.00%	52,930	54,095
The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.				
(b) The expected maturity analysis of undiscounted gratuity is as follows:				
			Year ended March 31, 2025	Year ended March 31, 2024
Within one year			6,097	8,589
1 - 2 years			6,596	8,777
2 - 3 years			9,066	8,525
3 - 4 years			6,873	10,349
4 - 5 years			6,955	8,658
5-10 years			22,850	25,831
Above ten years			59,755	59,676
Total			1,18,192	1,30,405
The Company has plan assets by way of investments in LIC.				
(iv) Risk exposure				
Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:				
Asset volatility				
The present value of the defined benefit plan obligation is calculated using a discount rate determined by reference to Government of India bond rate. If the return on plan asset is lower than this rate, then it will create a plan deficit.				

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Notes to the Financial Statements as at and for the year ended 31st March 2025
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Note 23. Employee benefit obligations (Contd.)

Changes in bond yields

A decrease in bond yields will increase plan liabilities, although this will be partly offset by increase in the value of the plan holdings.

- (v) The weighted average duration of the defined benefit obligation is 8 years (2024 – 8 years).

Note 24. The Company was permitted in an earlier year to retain excess holding of 333.67 acres of vacant land contiguous to the planted area in the tea garden but due to rocky terrain, the land could not be cultivated as stipulated by Government and eviction proceedings relating to the aforesaid piece of land had been stayed by the Supreme Court of India. In its final order dated 7th August 2013, the Supreme Court had directed the Land Board to review the case afresh.

Note 25. Earnings per Share	Particulars	Year ended 31st March 2025	Year ended 31st March 2024
	For the purpose of computing the earnings per share the net profit after tax has been used as the numerator and the weighted average number of shares outstanding has been considered as the denominator.		
	Profit for the year as per Statement of Profit and Loss	1,85,100	1,60,529
	Weighted average number of shares outstanding (Nos in thousands)	4,997	4,997
	Earnings per Share - (Basic and Diluted) - (Face value of Rs.10/-) - (Rs.)	37.04	32.13
Note 26. Corporate Social Responsibility :			
	(a) In compliance with Section 135(5) of the Companies Act, 2013, the Company is required to spend Rs.2,261/- (previous year Rs.1,984/-) calculated at 2% of the average net profits made during the three immediate preceding financial years towards Corporate Social Responsibility. Amounts spent towards CSR activities are monitored by CSR Committee and CSR Policy of the Company which covers predominantly Education, Healthcare and Rural development and Tribal welfare. The Company has incurred an expenditure of Rs.2,748/- (previous year Rs.1,949/-) as below :		
	(b) Amounts spent during the year in cash on :		
	(i) Construction /acquisition of any asset	—	—
	(ii) Purpose other than (i) above	2,748	1,949
	Total	2,748	1,949
	Current year's expenditure is net off Rs.46/- being excess amount spent during the year ended 31st March 2024.		
Note 27. Repairs to Building and Machinery include			
	Salaries and Wages	10,423	10,658
	Consumption of stores	15,094	15,189
	Total	25,517	25,847

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Note 28. Due to Micro, Small and Medium Enterprises :

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act")

The disclosures pursuant to the said MSMED Act are as follows:

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
i. Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end.	129	80
ii. Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end.	—	—
iii. Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year.	—	—
iv. Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	—	—
v. Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	—	—
vi. Interest due and payable towards suppliers registered under MSMED Act, for payments already made.	—	—
vii. Further interest remaining due and payable for earlier years.	—	—
Note 29. Contingent Liabilities and commitments		
i) Estimated amount of contracts remaining to be executed on capital accounts (Net of advances Rs. Nil; previous year Rs. 1,800/-)	—	9,267
ii) Claim against the Company not acknowledged as debt in respect of Income tax matters	13,201	13,201

Note 30. Related Party Disclosures

1. List of related parties and nature of relationship are as under :

- | | |
|------------------------------|---|
| i) Associates | Sivasailam Chamraj Education Foundation
Sivasailam Chamraj Hospital Foundation |
| ii) Key Managerial Personnel | Mr. R. Rajkumar, Whole-time Director
Mr. Shilajit Roy Choudhury, Vice President
Mr. S. Raghuraman, Chief Financial Officer
Mr. R.V. Sridharan, Company Secretary |

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Notes to the Financial Statements as at and for the year ended 31st March 2025

(All amounts in Rs. thousands unless otherwise stated)

Note 30. Related Party Disclosures (Contd.)

2. Particulars of transactions with related parties

Description		Associates		Key Managerial Personnel		Total	
		2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
(a)	Transactions during the year:						
	(i) CSR Expenditure	1,340	1,000			1,340	1,000
	(ii) Reimbursement of Expenses	5,001	4,879			5,001	4,879
	(ii) Reimbursement of Expenses	6,540	4,232			6,540	4,232
	(iv) Remuneration to Key Managerial Personnel			11,476	10,663	11,476	10,663
	Mr. S.Raghuraman	—	—	3,209	3,209	3,209	3,209
	Mr. R.V.Sridharan	—	—	1,031	1,001	1,031	1,001
	Mr. R.Rajkumar	—	—	3,718	3,274	3,718	3,274
	Mr. Shilajit Roy Choudhury	—	—	3,518	3,179	3,518	3,179
	(v) Dividend Paid			3	3	3	3
	Mr. S.Raghuraman	—	—	3	3	3	3
(b)	Balance at the end of the year:						
	<i>Other Current Assets</i>						
	Amount receivable from Sivasailam Chamraj Hospital Foundation	1,685	1,838			1,685	1,838
	Amount receivable from Sivasailam Chamraj Education Foundation	410	384			410	384

(c) Payment to Directors

Description		Directors	
		2024-2025	2023-2024
(i)	Sitting Fees paid :	205	155
	Ms. Mallika Srinivasan	35	20
	Mr. Sankar Datta	30	40
	Ms. Shobana Ravi	25	20
	Mr. P.B.Sampath	55	40
	Mr. R,Vijayaraghavan	55	35
	Ms. Sashikala Srikanth	5	—

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Note 30. Related Party Disclosures (Contd.)

Description		Directors	
		2024-2025	2023-2024
(ii)	Commission paid :	875	875
	Ms. Mallika Srinivasan	175	175
	Mr. Sankar Datta	117	175
	Mr. P.B.Sampath	175	175
	Mr. R.Vijayaraghavan	175	175
	Ms. Sashikala Srikanth	58	—
	Ms. Shobhana Ravi	175	175

31. Ageing of Capital-work-in-progress :

Particulars	Amount in CWIP for period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress - As at 31.03.2025	3,525	3,229	7,563	—	14,317
Projects in progress - As at 31.03.2024	6,161	7,626	8,353	—	22,140

There are no projects in capital work in progress, whose completion is overdue or has exceeded its cost compared to it's original plan in the current year or in the previous year.

32 Financial ratios :

Sl. No.	Ratio	Numerator and denominator	Ratio as at		% of Change	Reason for change of more than 25%
			As at 31.03.2025	As at 31.03.2024		
1	Current Ratio (Times)	Current Assets / Current Liabilities	9.51	7.62	25	NA
2	Return on Equity Ratio (%)	Profit after tax/ Average shareholders' equity	10.20	9.73	5	NA
3	Inventory turnover Ratio (Times)	Sale of Products/ Average Inventory	21.71	13.74	58	Due to increase in sales and reduction in inventory
4	Trade Receivables turnover Ratio (Times)	Revenue from Operations/ Average Trade Receivables	9.09	9.19	-1	NA
5	Trade payables turnover Ratio (Times)	Purchases/ Average trade payables	22.56	20.37	11	NA

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Notes to the Financial Statements as at and for the year ended 31st March 2025
(All amounts in Rs. thousands unless otherwise stated)

Note 32. Financial Ratios (Contd.)

Sl. No.	Ratio	Numerator and denominator	Ratio as at		% of Change	Reason for change of more than 25%
			As at 31.03.2025	As at 31.03.2024		
6	Net Capital turnover Ratio (Times)	Revenue from Operations/Net Working Capital	1.81	1.93	-6	NA
7	Net Profit ratio (%)	Profit after tax/ Revenue from Operations	20.61	19.11	8	NA
8	Return on Capital employed (%)	Earnings before Interest and Tax / Average capital employed	11.56	12.20	-5	NA
9	Return on investment (%)	Income from Investments/ Average invested funds	5.40	7.49	-28	Due to decrease in fair value of FVOCI equity instruments.

Note 33. Segment Information

33.1 The Whole-time Director and the Vice President of the Company have been identified as the Chief Operating Decision Makers (CODM) as defined by Ind AS 108, Operating Segments. The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators for business as a whole. The Company's main business is growing and manufacturing of tea and letting of Commercial Property. Income from investments and interest income are not allocated to segments as the related activities are carried out by the central treasury function which manages the cash position of the Company.

33.2(a) The business operations are restricted in India. The Company operates in domestic and foreign markets. The Company has opted to disclose segment information using quantitative threshold as per Ind AS 108.

Particulars	31st March 2025			31st March 2024		
	Segment I	Segment II	Total	Segment I	Segment II	Total
	Plantation	Commercial Property		Plantation	Commercial Property	
Segment revenue						
External sales	8,34,134	63,821	8,97,955	7,81,746	58,407	8,40,153
Inter-segment sales	—	—	—	—	—	—
Total Revenue	8,34,134	63,821	8,97,955	7,81,746	58,407	8,40,153
Segment results - Profit	1,15,226	43,204	1,58,430	1,25,117	38,253	1,63,370
Unallocated corporate expenses (H O expense)			37,644			33,803
Profit from operations			1,20,786			1,29,566
Investment income			93,207			75,167
Finance cost			980			991

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Notes to the Financial Statements as at and for the year ended 31st March 2025
(All amounts in Rs. thousands unless otherwise stated)

Note 33. Segment Information (Contd.)						
Particulars	31st March 2025			31st March 2024		
	Segment I	Segment II	Total	Segment I	Segment II	Total
	Plantation	Commercial Property		Plantation	Commercial Property	
Income taxes	4,51,905	1,27,880	27,913	5,36,627	1,33,464	43,214
Net Profit			1,85,100			1,60,529
Segment assets			5,79,785			6,70,091
Unallocated corporate assets			17,51,286			14,99,219
Total assets			23,31,071			21,69,310
Segment liabilities			83,036			86,076
Unallocated corporate liabilities			42,909			40,947
Total liabilities		1,25,945			1,27,023	
33.2(b) Segment Information - Geographical						
Particulars	Year ended 31st March 2025		Year ended 31st March 2024			
(i) Revenue						
India	3,94,442	3,93,045				
Outside India	5,03,513	4,47,108				
Total	8,97,955	8,40,153				
(ii) Assets *						
India	22,91,254	20,83,788				
Outside India	39,817	85,522				
Total	23,31,071	21,69,310				
* Trade receivables are disclosed on geographical locations of customers. Other assets are not identifiable separately to any reportable segments as these are used interchangeably between segments and are disclosed under “India”.						

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Notes to the Financial Statements as at and for the year ended 31st March 2025

Note 34. Fair Value Measurements (All amounts in Rs. thousands unless otherwise stated)

(a) Financial instrument by category and hierarchy

Particulars	Hierarchy	Notes	31st March 2025			31st March 2024		
			FVTPL	FVOCI	Amortized cost	FVTPL	FVOCI	Amortized cost
Financial assets								
(i) Financial assets at fair value								
Investments								
Equity instruments - quoted	1	5 a	—	59,381	—	—	69,102	—
Equity instruments - unquoted	3	5 a	—	2,46,910	250	—	2,46,061	250
Mutual funds	2	5 a	12,07,851	—	—	10,27,616	—	—
(ii) Financial assets at amortized cost								
Trade receivables	3	5b	—	—	68,719	—	—	1,28,768
Cash and cash equivalents	3	5c	—	—	53,810	—	—	48,381
Bank balances other than cash and cash equivalents	3	5d	—	—	44,657	—	—	23,415
Other financial assets	3	5e	—	—	1,23,637	—	—	73,454
Financial liabilities								
Financial liabilities held at amortized cost								
Trade payables	3	10 b	—	—	13,227	—	—	19,981
Other financial liabilities	3	10 a	—	—	32,241	—	—	32,733

Hierarchy

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is determined using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

(b) 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. This team reports directly to the board of directors. Discussions of valuation processes and results are held between the board of directors and the finance department biannually which is in accordance with the Company's policy.

(c) Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of trade receivables, trade payables, cash and cash equivalents, other financial assets and other financial liabilities(current) are considered to be the same as their fair values, due to their short-term nature and categorized as Level 3 hierarchy.

(d) Valuation techniques

- (i) Quoted equity instruments are valued using quoted prices.
- (ii) Open ended Mutual funds are valued at NAVs declared.
- (iii) The fair value of non current financial liabilities is determined using discounted cash flow analysis.

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Notes to the Financial Statements as at and for the year ended 31st March 2025

(All amounts in Rs. thousands unless otherwise stated)

Note 35. Financial Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, bank balances other than cash and cash equivalents, investments in equity instruments and trade receivables and investment in Corporate deposits.	Ageing analysis, Credit ratings	Diversification of bank deposits, review of credit ratings, credit limits and letters of credit
Liquidity risk	Trade payables and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines
Market risk - foreign exchange	Export trade receivables	Sensitivity analysis of exchange rates	Forward contracts and monitoring exchange rate movements
Market risk - security prices	Investment in equity instruments	Sensitivity analysis of the share prices	Portfolio Diversification

The Company's risk management is carried out by the treasury team under policies approved by the board of directors. The treasury identifies, evaluates and hedges financial risks in close co-operation with the company's operating units. The board provides written policies for overall risk management, as well as policies covering specific areas, such as foreign exchange risk and credit risk.

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Note 35. Financial Risk Management (Contd.)

(A) Credit Risk

Credit risk arises from cash and cash equivalents, bank balances other than cash and cash equivalents, financial assets measured at amortised cost and credit exposures to customers including outstanding receivables, advances given to vendors.

(i) Credit risk management

Credit risk on cash and cash equivalents is limited as the Company invests in deposits with Nationalised / Scheduled Commercial banks and Corporate deposits with AAA credit rating. Investments in equity are made only in AAA rated instruments. The Board of Directors periodically reviews the investment portfolio of the Company.

Credit risk with respect to domestic and export trade receivables is managed by the Company through setting up credit limits for customers and also periodically reviewing their credit worthiness.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information.

Based on the assessment made by the Company, credit risk increases significantly since the initial recognition if the financial assets are realised after three months from the due date.

A default on a financial asset occurs when the counterparty fails to make contractual payments within six months from the due date. This definition of default is determined by considering the business environment in which the entity operates and other macro-economic factors.

(ii) Provision for expected credit losses

The Company provides for loss allowance based on 12 month expected credit loss except for trade receivables. Trade receivables consist of large number of customers spread across diverse geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivables. The Company has adopted a policy of only dealing with credit worthy counterparties, where appropriate, as a means of mitigating the risk of financial loss from default.

In determining the allowances or credit losses of trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance of trade receivables taking into account historical credit loss experience and is adjusted for forward looking information.

Year ended March 31, 2025:

(a) Expected credit loss for trade receivables under simplified approach:

Ageing	Less than twelve months	More than twelve months	Total
Gross carrying amount	68,719	3,129	71,849
Loss allowance rate	0%	100%	100%
Expected credit losses (Loss allowance provision)	—	3,129	3,129
Carrying amount of trade receivables	68,719	—	68,719

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Notes to the Financial Statements as at and for the year ended 31st March 2025
(All amounts in Rs. thousands unless otherwise stated)

Note 35. Financial Risk Management (Contd.)

(A) Credit Risk (Contd.)

- (b) Expected credit loss for other financial assets

The other financial assets amounting to Rs.1,23,637/- are classified as standard assets and hence no provision for expected credit loss has been made.

- (c) Reconciliation of loss allowance provision- Other financial assets and investments at amortized cost

There is no loss allowance provision created for other financial assets and investments at amortized cost.

- (d) Reconciliation of loss allowance provision - Trade Receivables

During the year ended March 31, 2025 the Company has made a write off of trade receivables to the extent of Rs.96/-. It does not expect to receive future cash flow or recovery of dues previously written off.

Loss Allowance on April 1, 2024	NIL
Changes in the allowance-change in risk parameters	3,129
Loss Allowance on March 31, 2025	3,129

Year ended March 31, 2024:

- (a) Expected credit loss for trade receivables under simplified approach

Ageing	Less than twelve months	More than twelve months	Total
Gross carrying amount	1,28,768	—	1,28,768
Loss allowance rate	0%	0%	0%
Expected credit losses (Loss allowance provision)	—	—	—
Carrying amount of trade receivables	1,28,768	—	1,28,768

- (b) Expected credit loss for other financial assets

The other financial assets amounting to Rs.73,454/- are classified as standard assets and hence no provision for expected credit loss has been made.

(iii) Reconciliation of loss allowance provision - Trade receivables, loans and other financial assets

There is no loss allowance provision created for trade receivables, loans and other financial assets.

During the year ended March 31,2024 the Company has not made any write offs of trade receivables.

B. Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash equivalents, liquid mutual funds and the availability of funding through an adequate amount of internal financing by way of daily cash flow projection to meet obligations. Due to the dynamic nature of the underlying businesses, company treasury maintains flexibility in funding by maintaining availability of funds. Management monitors daily forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

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Note 35. Financial Risk Management (Contd.)

(i) Financing arrangements

The Company does not have any borrowing facility at the end of the reporting period.

(ii) Maturities of financial liabilities

The tables below analyse the financial liabilities into relevant maturity groupings based on their contractual maturities. The Company has only 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. Balances due beyond 12 months are carried at amortised cost.

Contractual maturities of financial liabilities:

	Less than 6 months	6 months to 1 year	More than 1 year
March 31, 2025			
Non-derivatives			
Trade payables	13,227	—	—
Other financial liabilities	8,856	—	29,039
Total non-derivative liabilities	22,083	—	29,039

	Less than 6 months	6 months to 1 year	More than 1 year
March 31, 2024			
Non-derivatives			
Trade payables	19,981	—	—
Other financial liabilities	11,583	—	25,056
Total non-derivative liabilities	31,564	—	25,056

(C) Market risk

(i) Foreign currency exposure

"The Company is exposed to foreign exchange risk arising from foreign currency transactions with respect to USD, EURO and GBP on account of sale of tea. Foreign exchange risk arises from recognised assets denominated in a currency that is not the Company's functional currency (Rs). The risk is measured through a forecast of foreign currency cash flows that would arise due to the underlying assets held. The objective of the hedges is to minimise the volatility of the INR cash flows arising on account of the underlying assets.

The Company has not taken options, futures or any other derivative instruments other than foreign exchange forward contracts to manage the foreign currency risk. The strategy followed by the Company is tracking the foreign currency exchange rates.

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Note 35. Financial Risk Management (Contd.)

The Company's exposure to foreign currency risk at the end of the reporting period expressed is as follows:

Particulars	March 31, 2025	March 31, 2024
Trade Receivables		
USD {3,13,537 (March 31,2024: 9,31,520)}	26,833	77,644
EURO {1,40,639 (March 31,2024: 87,321)}	12,984	7,878
Total	39,817	85,522

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments:

The following table details Company's sensitivity to a 10% increase and decrease in the exchange rate. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their transition at the period end for 10% change in foreign currency rates. A positive number below indicates an increase in profit or equity where the INR weakens 10% against the relevant currency. For a 10% strengthening of the INR against the relevant currency, there would be a comparable impact on the profit or equity, and the balance would be negative.

	Impact on Profit after tax	
	March 31, 2025	March 31, 2024
USD	2,683	7,764
EURO	1,298	788

(ii) Price risk

- (a) **Exposure:** The Company has invested in equity instruments and the exposure is equity securities price risk from investments held by the Company and classified in the balance sheet as FVOCI.
- (b) **Sensitivity:** An increase in the price risk by 100 basis points would increase the impact in the other comprehensive income by Rs.594/- as on March 31, 2025 and Rs.691/- as on March 31, 2024. A corresponding reduction in the other comprehensive income would be noted upon decreasing the market index levels.

Note 36. Capital Management

(a) Risk management

The Company has equity share capital and other reserves attributable to the equity shareholders, as the only source of capital and the Company does not have any interest bearing borrowings/debts.

The Company is cash surplus and has no capital other than Equity. The Company is not exposed to any regulatory imposed capital requirements. The cash surpluses are currently invested in income generating equity instruments and through mutual funds, in bank deposits and corporate deposits depending on economic conditions in line with the guidelines set out by the Management. Safety of capital is of prime importance to ensure availability of capital for operations. Investment objective is to provide safety and adequate return on the surplus funds.

THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED
Notes to the Financial Statements as at and for the year ended 31st March 2025
(All amounts in Rs. thousands unless otherwise stated)

Note 36. Capital Management (Contd.)

The Company does not have any borrowings and does not borrow funds unless circumstances require.

Particulars	March 31, 2025	March 31, 2024
Equity	22,05,126	20,42,287
Less : Tangible and other assets (net)	3,91,742	4,55,328
Working capital	1,12,780	1,63,951
Investment in equity instruments, mutual funds, bank and other deposits	17,00,604	14,23,008

(b) Dividends

Particulars	March 31, 2025	March 31, 2024
(i) Dividends recognised on equity shares		
Final dividend for the year ended 31st March 2024 of Rs.1.70(31st March 2023-Rs.1.70) per fully paid up share.	8,494	8,494
Interim dividend for the year ended 31st March 2025 of Re.1/- (31st March 2024- Re. 1/-) per fully paid up share.	4,997	4,997
(ii) Dividends not recognised at the end of the reporting period :		
In addition to the above dividends, since year end the Directors have recommended a final dividend of Rs.2/- per fully paid up equity share.(31st March 2024-Rs.1.70). This proposed final dividend is subject to approval of the shareholders in the ensuing Annual General meeting. The proposed dividend when approved by the shareholders will be met out of surplus in the retained earnings in the Balance Sheet.	9,993	8,494

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(All amounts in Rs. thousands unless otherwise stated)

Note 37. Events occurring after the reporting period

(a) Final dividend

Refer note 36 above for the final dividend recommended by the Directors, which is subject to approval of the shareholders in the ensuing Annual General meeting.

(b) Transfer of profits to general reserve

The transfer of profits to general reserve recommended by the Directors after the end of reporting period, which have not been recognised at the end of the reporting period

Particulars	31st March 2025	31st March 2024
Transfer of profits to general reserve not recognised as at the end of the reporting period	1,50,000	1,20,000

(c) The financial statements for the year ended March 31,2025 were approved by the Board of Directors and authorised for issuance on 23rd May, 2025.

As per our Report of even date attached
For K.S. Aiyar & Co.
Chartered Accountants
Firm Registration No.100186W
S. KALYANARAMAN
Partner
Membership No.200565
Place : Chennai
Date : 23.05.2025

MALLIKA SRINIVASAN
(DIN : 00037022)
Chairman

For and on behalf of the Board of Directors
P.B. SAMPATH R. RAJKUMAR
(DIN : 00037043) (DIN : 10044122)
Director *Director*

S.RAGHURAMAN
Chief Financial Officer

R.V.SRIDHARAN
Company Secretary

Place : Chennai
Date : 23.05.2025