

Teesta Valley Tea Company Limited

Board of Directors

Bharat Bajoria
Managing Director

Abha Bajoria

R. K. Dixit

Mudit Bajoria

Aloke Kumar Roy

Auditors

G. Basu & Co.
Chartered Accountants
3, Chowringhee Approach
Kolkata-700 072

Branch Auditors

B. C. Kundu & Co.,
Chartered Accountants
Faraday House,
P-17, Mission Row Extn.,
Kolkata-700 013.

Registered Office

5 & 7, Netaji Subhas Road,
Kolkata-700 001.

TEESTA VALLEY TEA COMPANY LIMITED
CIN : L15491WB1876PLC000347

NOTICE

Notice is hereby given that the Annual General Meeting of Teesta Valley Tea Co. Ltd. will be held at "McLeod House" at 3, Netaji Subhas Road, Kolkata: 700 001 on Monday, the 29th September, 2014 at 11.00 a.m. to transact the following business :-

1. To consider and adopt the Statement of Profit & Loss for the year ended 31st March, 2014, the Balance Sheet as at that date and the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mrs. Abha Bajoria who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Auditors and to fix their remuneration.
4. To appoint Branch Auditors and to fix their remuneration.
5. To declare dividend on Preference Shares.

SPECIAL BUSINESS :

6. To Consider and, if thought fit, to pass, with or without modification (s), the following Resolution as an ORDINARY RESOLUTION :
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provision of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Aloke Kumar Roy, a Non Executive Director of the Company who retires by rotation at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office from the date of this Annual General Meeting upto 31st. March, 2019 and shall not be liable to retire by rotation."
7. To Consider and, if thought fit, to pass, with or without modification (s), the following Resolution as an ORDINARY RESOLUTION :
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provision of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Mudit Bajoria, a Non Executive Director of the Company who retires by rotation at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office from the date of this Annual General Meeting upto 31st. March, 2019 and shall not be liable to retire by rotation."
8. To Consider and, if thought fit, to pass, with or without modification (s), the following Resolution as an ORDINARY RESOLUTION :
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provision of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. R.K. Dixit, a Non Executive Director of the Company who retires by rotation at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office from the date of this Annual General Meeting upto 31st. March, 2019 and shall not be liable to retire by rotation."
9. To Consider and, if thought fit, to pass, with or without modification (s), the following Resolution as an ORDINARY RESOLUTION :
"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the approval of the Company be and is hereby accorded to the re-appointment of Mr. Bharat Bajoria, as the Managing Director of the Company for a period of three years effective from 1st April, 2014, on the terms and conditions of re-appointment and remuneration as contained in the Letter of Re-appointment, a copy whereof initialed by the Chairman for the purpose of identification is placed before the Meeting."
10. To Consider and, if thought fit, to pass, with or without modification (s), the following Resolution as an ORDINARY RESOLUTION :
"RESOLVED THAT in supersession of the Resolution previously passed by the Shareholders in this regard and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory

modification(s) or re-enactment (hereof for the time being in force), the non-executive Directors of the Company (i.e. Directors other than the Managing Director and / or the Whole-time Directors) be paid remuneration, in addition to the sitting fee for attending the meeting of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine, not exceeding in the aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

11. To Consider and, if thought fit, to pass, with or without modification (s), the following Resolution as an ORDINARY RESOLUTION :

"RESOLVED THAT in supersession of the Resolution previously passed under Section 293(1)(a) of the Companies Act, 1956, consent of the Company be and hereby accorded to the Board of Directors of the Company (herein referred to as the "Board") pursuant to Section 180(1)(a) of the Companies Act, 2013 (the Act) to the creation by the Board of mortgages and charges in addition to the existing mortgages and charges created by the Company as the Board may decide on such of the assets of the Company, both present and future, in such manner as the board may direct, to or in favour of any one or more of the financial institutions/banks/any other investing agencies/trustees for the holders of debentures/bonds/other instruments which may be issued to and subscribed by any one or more of the financial institutions/banks/any other investing agencies/trustees or any other person(s)/bodies corporate by private placement or otherwise, to secure rupee/foreign currency loans, debentures, bonds or other instruments of an aggregate value not exceeding the borrowing limit available to the Board in terms of Section 180(1)(c) of the Act, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia or pre-payment, or on redemption, cost charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the Agreement/ Arrangements entered into/to be entered into by the Company in respect of the said loans/debentures/bonds or other instruments."

12. To Consider and, if thought fit, to pass, the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT in supersession of the Ordinary Resolution passed (pursuant to Section 293(1)(d) of the Companies Act, 1956), consent of the members of the Company be and hereby accorded under 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company (herein referred to as the "Board", which term shall be deemed to include any Committee thereof), to borrow, from time to time, any sum or sums of money as they may deem appropriate for the business and purpose of the Company, notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital and free reserves of the Company, provided however that the aggregate of the monies that may be borrowed by the Board together with monies already borrowed and outstanding shall not exceed Rs.40 crores (Rupees Forty crores only) at any point of time."

Registered Office :
5 & 7, Netaji Subhas Road,
Kolkata : 700 001
Dated, the 15th July, 2014

By Order of the Board
Teesta Valley Tea Co. Ltd.
R. K. DIXIT
Director

NOTES :

- a) A Member entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote thereat instead of himself. A Proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office situated at 5 & 7, Netaji Subhas Road, Kolkata : 700.001 not less than forty-eight hours before the Meeting.

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- b) The Explanatory Statement pursuant to Section 102 of the Companies Act, in respect of the Items of Special Business is annexed hereto.
- c) The Register of Members and Share Transfer Books of the Company will remain closed from 26th September, 2014 to 29th September, 2014 (both days inclusive).
- d) A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his queries to the Company at least seven days prior to the Meeting so that the required information can be made available at the Meeting.
- e) Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

TEESTA VALLEY TEA COMPANY LIMITED

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

ITEM NO. 6 TO 8

The Company appointed Mr. R.K. Dixit, Mr. Mudit Bajoria and Mr. A.K. Roy, who have been discharging the role and functions of Independent Directors in terms of Clause 49 of the Listing Agreement with the Stock Exchanges. The term of office of the aforesaid Directors was liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 of the Companies Act, 2013 (the Act), the Company is required to appoint at least one-third of its total number of Directors as Independent Directors for a fixed term and their office shall not be liable to determination by retirement of Directors by rotation. Accordingly, in compliance of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Act each of Mr. R.K. Dixit, Mr. Mudit Bajoria and Mr. A.K. Roy, is proposed to be appointed as an Independent Director who shall hold office from the date of this Annual General Meeting upto 31st. March, 2019 and shall not be liable to retire by rotation. Separate notices have been received from a few Members referring to Section 160 of the Act proposing each of them respectively for appointment as an Independent Director at the forthcoming annual General Meeting of the Company.

In the opinion of the Board, each of Mr. R.K. Dixit, Mr. Mudit Bajoria and Mr. A.K. Roy fulfills the conditions specified in the Act and meets the criteria of Independence specified in Section 149(6) of the Act and Rules made thereunder for appointment as an Independent Director. The Board considers that the continued association of the aforesaid persons would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommends the resolution set out at Item No.6 to 8 of the convening Notice for approval by the Shareholders of the Company.

Mr. R.K. Dixit, Mr. Mudit Bajoria and Mr. A.K. Roy and their relatives may be considered to be interested in the respective Resolution in so far as they relate to them individually. No other Director or the Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in respect of the said resolutions.

ITEM NO. 9

The term of re-appointment of Mr. Bharat Bajoria as the Managing Director of the Company, subject to the approval of the members at a general meeting for a period of 3 years with effect from 1st. April, 2014 on the following principal terms and conditions.

Period :	Three years with effect from 1st. April, 2014
Remuneration :	Salary Rs.40,000 per month with such revision as the Board may approve from time to time in the salary grade of Rs.10,000
Perquisites :	Gas, electricity, water etc. and telephone at residence will be borne by the Company in accordance with the Rules of the Company, Cost of personal long distance calls; however, will be borne by him.
Car :	Company car with driver under the Company's Scheme applicable for senior executive staff of the Company.
Medical :	Reimbursement of self and family at actuals, including cost of medical insurance.
Club Fees :	Reimbursement of Club Subscription/Fees as per applicable Rules of the Company.
Others :	Personal Accident Insurance and other perquisites, which are applicable to senior executive staff of the Company, shall also apply to him.
Retiral Benefits :	Contributions to the Provident Fund, Superannuation/Pension Fund and/or Annuity Fund in accordance with the Rules and Regulations governing the said funds. Gratuity will be payable in accordance with the Rules of the Company and such Gratuity shall not exceed half a month's salary for each completed year of service.
Minimum Remuneration :	In the event of loss or inadequacy of profits in any year during the tenure of his office, he shall be paid remuneration as above as minimum remuneration subject to compliance with the legal provisions as may be applicable.
Nature of Duties :	He shall have substantial power of management subject to the superintendence, control and direction of the Board.
Other Conditions :	<ol style="list-style-type: none"> 1. He shall not entitled to any sitting fees for attending meetings of the Board or Committees thereof. 2. Each party has the right of terminating the re-appointment by giving three months' notice on either side.

The aforesaid terms and conditions have been set out in the Company's letter dated 31st. March, 2014, addressed to Mr. Bharat Bajoria.

Pursuant to the provisions of Sections 196 and 197 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, the re-appointment of Mr. Bharat Bajoria as the managing Director and the terms as to remuneration require the approval of the Members in General Meeting. The above terms as to remuneration have been approved by the Remuneration Committee of the Board at its Meeting held on 2nd April, 2014.

ITEM NO.10

The Shareholders of the Company by a special resolution passed under the Companies Act, 1956 had approved payment of commission to the Non-Executive Directors (Directors other than the Managing and/or Wholtime Directors). In view of the important role played by the Non-Executive Directors who have been entrusted with new responsibilities to make their role more objective and purposeful and keeping in view the enhance role, responsibilities and duties of the Non-Executive Directors, it is considered appropriate that the Company continues to pay commission to the Non Executive Directors and pass a suitable resolution in terms of Section 197 and 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and remuneration of Managerial personnel) Rules, 2014 as set out at Item No.10 of the convening Notice. The said remuneration to the Non-Executive Director shall be in addition to the sitting fee payable to them for attending meetings of the Board and Committees thereof.

Save and except all the Non-Executive Directors of the company and their relatives, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.10 of the Notice. The Board recommends the resolution for approval by the Shareholders.

ITEM NO. 11

In the normal course of business, the Company is required, from time to time, to borrow funds by way of rupee/foreign currency loans, issue of debentures, bonds or other instrument from Banks, Financial Institutions and/or other persons/ bodies corporate etc. To secure such lendings the lenders usually call for adequate securities which is normally provided in the form of mortgage and charge on certain properties of the Company. In terms of Section 180(1)(a) of the Companies Act, 2013 ('the Act') besides sale, to lease or otherwise disposal of any 'undertaking' or 'substantially the whole of any undertaking' of a company, a consent of its Members by way of a Special Resolution is necessary.

The assets on which the security may be required to be created may come under the ambit of the definition of 'undertaking' or substantially the whole of any 'undertaking' as explained under Section 180(1)(a) of the Act, necessitating the Members' Consent by way of passing a Special Resolution. The Resolution set out in Item No.11 of the convening Notice is to be considered accordingly and the Board recommends the same.

No Director or Key managerial Personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in respect of the said Resolution.

ITEM NO. 12

The company is required from time to time, to raise monies through various sources for the purpose of its operations.

Section 180(1)(c) of the Companies Act, 2013 ('the Act') requires passing of a Special Resolution to borrow money, in excess of aggregate of paid share capital and free reserves of a Company.

Accordingly, it is proposed, vide Item No.12 to seek members' authorization to Board of Directors of the Company (herein-after referred to as "the Board", which term shall be deemed to include any Committee thereof wherever applicable), to borrow monies upto Rs.40 crores (Rupees Forty crores only).

Your Directors commend the resolutions for approval as Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in respect of the said Resolution.

Registered Office :
5 & 7, Netaji Subhas Road,
Kolkata : 700 001
Dated, the 15th July, 2014

By Order of the Board
Teesta Valley Tea Co. Ltd.
R. K. DIXIT
Director

DIRECTORS' REPORT

OF

TEESTA VALLEY TEA COMPANY LIMITED

TO THE MEMBERS

Your Directors have great pleasure in presenting the Annual Report with the Audited Accounts for the year ended 31st March, 2014.

CROP

During the year 4,18,234 kgs of tea was manufactured as against 4,81,945 kgs. in the previous year.

FINANCIAL HIGHLIGHTS & PERFORMANCE

Particulars	2013-14	2012-2013
Total Revenue	16,25,98,965	19,42,34,101
Total Expenses	14,92,31,276	16,28,52,211
Profit before Depreciation & Tax	1,33,67,689	3,13,81,890
Depreciation	43,96,748	41,84,801
Profit Before Tax	89,70,941	2,71,97,089
Current Tax	13,51,608	30,68,725
Profit for the Year	76,19,333	2,41,28,364
Balance brought forward from previous year	1,78,15,162	(23,13,202)
Balance available for appropriations	2,54,34,495	2,18,15,162
Preferential Dividend	46,02,724	-
Tax on Dividend	7,82,233	-
Transfer to General Reserve	10,00,000	40,00,000
Balance carried forward	1,90,49,538	1,78,15,162

PARTICULARS OF EMPLOYEES

Statement of particulars of employees pursuant to the provision of Section 217(2A) of the Companies Act 1956 is not applicable, hence it is not annexed.

SOCIAL RESPONSIBILITY

The two Tea Gardens of the Company in Darjeeling, Teesta Valley and Gietle, are situated in the most beautiful valley of Himalaya, facing Kanchenjunga snow clad peaks. Besides scientifically maintaining over 35 lakh tea bushes on both the gardens, the Company looks after its 2000 workers and staff with zeal and humane outlook. There are nine Primary Schools, four English Medium Nursery Schools and two High Schools to impart proper education to the children of the two gardens. The Estates have 32 beds — well built and well maintained hospital. Two standby Ambulances help serious patients to be moved to Siliguri and Darjeeling for specialized treatment at Company's expenses. There are well maintained 5 creches where workers' children are kept and looked after and provided with milk and biscuits. The houses of the workers and staff are well maintained with hygienic conditions kept around the labour lines.

COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES 1988

The particulars in terms of Sec. 217(1)(e) of the Companies Act, 1956 are annexed, forming part of the report.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217 of the Companies Act, the Directors hereby confirm that:

1. In the preparation of the Annual Accounts, the applicable accounting standards have been followed and there has been no material departure.
2. The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/loss of the Company for that period.
3. The Directors had taken proper and sufficient care for the 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 fraud and other irregularities;
4. The Directors had prepared the Annual Accounts on a going concern basis.

DEMATERIALIZATION OF SHARES

Your Company's Shares are tradable compulsorily in electronic form under ISIN No INE 718E01011 and your Company has established connectivity with Central Depository Services (India) Limited (CDSL).

COMPLIANCE CERTIFICATE :

Pursuant to the Proviso of Sub-Section(1) of Section 383A of the Companies Act, 1956, the Compliance Certificate dated 15th July, 2014 is attached and forms part of the Directors' Report.

AUDITORS REPORT

The observations of the Auditors in their Report are self-explanatory and therefore, need no further explanation. As regards, procedural lapses are concerned, effective steps are being taken to remove those lapses. As regards Gratuity the Company has always treated Gratuity in the accounts on cash basis. Since the value of the Gratuity as on 31.3.2014, does not fully relate to the current year, the Management decided not to provide the value of Gratuity as on 31.3.2014.

DIRECTORS

Mrs. Abha Bajoria retires by rotation, but being eligible, offers herself for the re-appointment.

REMUNERATION COMMITTEE

During the financial year the meeting of the Remuneration Committee was held on 9th January, 2014 to discuss and take a decision on following matters.

- a. To approve / recommend to the Board of Directors the remuneration package of the Managing Director and Whole time Directors and also to recommend remuneration payable to the Non-Executive Directors.
- b. To approve, in the event of loss or inadequacy of profits in any year, the minimum remuneration payable to the Managing Directors within the limits and subject to the parameters prescribed in Schedule XII to the Companies Act, 1956.

AUDITORS

M/s. G. Basu & Co. Chartered Accountants, Kolkata the present Auditor of the Company retires at the forthcoming Annual General Meeting and is eligible for re-appointment as Auditor. The Company has received confirmation from the firm to the effect that their re-appointment, if made, would be within the prescribed limit under Section 224(1B) of the Companies Act, 1956 and they are not disqualified for the appointment within the meaning of section 226 of the said Act.

COST AUDITORS

The Cost accounts maintained by the Company in respect of plantation products of Tea units are audited by firms of Cost Accountant appointed with the approval of Ministry of Corporate Affairs.

BRANCH AUDITORS

M/s B.C. Kundu & Co., Chartered Accountants, retire and are eligible for re-appointment.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industrial Structure, Development Opportunity and Outflow

We were able to improve upon Tea qualities by undertaking sound agricultural formalities timely. The production of Tea Estates in Darjeeling district as a whole was satisfactory during the year. Due to implementation of better agricultural technology your company was able to achieve higher production. The company has both short-term and long-term vision to keep the tea bushes in good heart by uprooting and replanting the old ones. For which price realization was better than the previous year.

The factories on both the gardens are large, spacious and equipped with the latest machineries in each department. In fact, out two factories should serve as model tea factories in the Darjeeling District.

With cheerful workers and staff, with beautiful plantation and with excellent factories on both the gardens, the future of the property will continue to remain bright and cheerful.

RISK CONCERN AND THREATS

Your Company has two Tea Plantation unit i.e. Teesta Valley and Gelle for producing quality Teas in this competitive market the company needs huge capital investments and also for replacement of its existing technology and machines. Though the Company has the comandable market in the Tea Industry, the fluctuation in the Capital Market and current recession leads to lowering the buying capacity of customers may lead to declining in the profits of the Company. Though the Company has a very reputation in the locality and vicinity of the Tea Plantaion, a permanent solutions to the disturbance of the Darjeeling and Siliguri area by the Government will definitely works towards the advantage of the Company's performance and revenue.

Registered Office :

5 & 7, Netaji Subhas Road,
Kolkata-700 001.

Dated the 15th day of July, 2014

BHARAT BAJORIA

ABHA BAJORIA

A. K. ROY

} Managing
Director

} Directors

TEESTA VALLEY TEA COMPANY LIMITED
ANNEXURE TO THE DIRECTORS' REPORT

(A) CONSERVATION OF ENERGY

Appropriate steps have been taken for conservation, viz-a-viz improved utilisation of energy by adopting better techniques and replacing old machinery and/or equipment where necessary.

FORM "A"

	31st March, 2014	31st March, 2013
Power and Fuel Consumption		
1. Electricity		
(a) Purchased		
Unit	3,58,776	3,34,440
Total Amount	Rs. 32,31,514	Rs. 29,45,865
Rate/Unit	Rs. 8.81	Rs. 8.81
(b) Own Generator		
i) Through Diesel Generator		
Unit	1,19,996	1,44,073
Unit per Litre of Diesel Oil	55.35	49.34
Cost/Unit	Rs. 13.48	Rs. 12.82
ii) Through Steam Turbine Generator		
Units	-	-
Unit/Litre of Fuel Oil/Gas	-	-
2. Coal (Quantity)	801.80 MT	884.72 MT
Total Cost	Rs. 62,48,851	Rs. 73,44,129
Average Rate	Rs. 7,794	Rs. 8,301
3. Furnace Oil		
Quantity (K.Lts.)	-	-
Total Amount	Rs. -	Rs. -
Average Rate	Rs. -	Rs. -
4. Other/Internal Generation		
Quantity	-	-
Total Cost	-	-
Average Rate/Unit	-	-
5. Consumption per unit of Production		
Products : TEA		
Production (Kgs.)	4,18,234	4,81,945
Electricity	1.14	0.99
Furnace Oil	=	-
Coal	1.92	1.84
Others	-	-

TEESTA VALLEY TEA COMPANY LIMITED

FORM "B"

(A) RESEARCH AND DEVELOPMENT (R & D)

- | | |
|--|-----|
| 1. Specific areas in which R & D carried out by the Company | Nil |
| 2. Benefits derived as a result of the R & D | Nil |
| 3. Future Plan of Action | Nil |
| 4. Expenditure on R & D | |
| a) Capital | Nil |
| b) Recurring | Nil |
| c) Total | Nil |
| d) Total R & D expenditure as a percentage of total turnover | Nil |

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

- | | |
|---|---|
| 1. Efforts, in brief, made towards technology absorption, adaptation and innovation. | Nil |
| 2. Benefits derived as a result of the above efforts e.g. product improvement, cost reduction, product development, import substitution. | Nil |
| 3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished :- | Nil |
| a) Technology imported | Nil |
| b) Year of import | Nil |
| c) Has technology been fully absorbed ? | Nil |
| d) If not fully absorbed, area where has not taken place, reasons therefore, and future plans of action. | The Company subscribes to Tea Research Association within the meaning of Section 35(1) of the Income Tax Act. |

FOREIGN EXCHANGE EARNINGS AND OUTGO

- | | |
|---|---------|
| a) Activities relating to exports, initiative taken to increase exports. | |
| b) Development of new export markets for product and services and export plan | |
| c) Total foreign exchange used and earned | |
| Foreign exchange used | Rs. NIL |
| Foreign exchange earned | Rs. NIL |

**ANNEXURE TO THE DIRECTOR'S REPORT
COMPLIANCE CERTIFICATE**

CIN : L15491WB1876PLC000347

Nominal Capital : Rs. 225 Lakhs

Paid Up Capital Rs. 177 Lakhs

To

The Members of

Teesta Valley Tea Company Ltd.

5 & 7, Netaji Subhas Road,

Kolkata-700 001

We have examined the registers, records, books and papers of **Teesta Valley Tea Company Ltd.** as required to be maintained under the Companies Act, 1956, (the Act) and the Rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2014. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year :

1. The company has kept and maintained the registers as stated in Annexure 'A' to this certificate.
2. The company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board.
3. The company, being a public limited company having the minimum paid up capital, comments are not required.
4. The Board of Directors had met Ten times respectively on 20.06.2013, 19.07.2013, 01.08.2013, 30.08.2013, 02.12.2013, 10.12.2013, 09.01.2014, 10.02.2014, 18.03.2014 and 25.03.2014 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed.
5. The company closed its Register of Members from 26th September 2013 to 27th September 2013 both days inclusive in compliance of section 154 of the Act.
6. The Annual General meeting for the financial year ended on 31/03/2013 was held on 27.09.2013 and the resolutions passed thereat were recorded in the Minutes Book maintained for the purpose.
7. No extraordinary general meeting was held during the financial year.
8. The Company has not advanced any loans to its Director, however as explained by the Management, the Corporate Guarantee given in favour of another Company doesn't fall under Section 295 of the Act.
9. As explained, the Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. As explained, the company has made entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Company has not issued any duplicate shares certificates during the financial year.
13. The Company has :
 - i) Delivered all the certificates and on Lodgement thereof for transfer. There was no allotment of Shares during the year.
 - ii) The company has not deposited any amount in a separate account as no dividend was declared during the financial year,
 - iii) The company was not required to post warrants to any member of the company as no dividend was declared during the financial year,
 - iv) The company was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
 - v) The company has duly complied with the requirements of section 217 of the Act;
14. The Board of Directors of the company is duly constituted. Further the Company has not appointed any alternate directors, additional directors and directors to fill casual vacancies during the financial year.

15. The Company has not appointed any Managing Director during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar under the various provisions of the Act during the financial year.
18. The directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the Rules made there under.
19. There were no issue of debentures or other securities during the financial year.
20. The company has not bought back any shares during the financial year.
21. There was no redemption of preference shares/debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The company has not invited / accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
24. The amount borrowed by the Company from Directors, Members, Public Financial Institutions, Banks and others during the financial year are within the borrowing limits of the Company and that necessary resolutions as per Section 293(1)(d) of the Act have been passed in duly convened Annual / Extra Ordinary General Meeting.
25. The company has not made any loans and investments to other bodies corporate. Further the Company has given Guarantee worth Rs. 12,00,00,000/- in favour of other Company in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.
26. The company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the Memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of the Memorandum with respect to share capital of the company during the financial year under scrutiny.
30. The company has not altered its Articles of Association with respect to Remuneration of Directors during the financial year under scrutiny.
31. There were no prosecutions initiated against or show cause notices received by the company and no fines or penalties for any other punishment was imposed on the company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company was regular in deposit of contribution to Provident Fund with prescribed authorities pursuant to section 418 of the Act.

It is stated that the compliance of all applicable provisions of the Companies Act, 1956 is the responsibility of the management. Our examination, on a test-check basis, was limited to procedures followed by the Company for ensuring the compliance with the said provisions. 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 its affairs. We further state that this is neither an audit nor an expression of opinion on the financial activities / statements of the Company. Moreover, we have not covered any matter related to any other law which may be applicable to the Company except the Companies Act, 1956.

For **M. RATHI & CO.**
(Company Secretaries)

MUKESH RATHI
(Partner)

C. P. No. : 4795

Dated : 15th day of July, 2014

Annexure - "A"

Registers as maintained by the Company

1. Register of Transfers u/s 108
2. Register of Members u/s 150
3. Minutes of Share Holders Meetings u/s 193
4. Minutes of Board Meeting u/s 193
5. Register of Contracts u/s 301
6. Register of Directors etc. u/s 303
7. Register of Directors Shareholdings u/s 307
8. Register of Charges u/s 143

Annexure - "B"

Forms and Returns as filed by the Company with Registrar of Companies during the financial year ended 31st March, 2014.

Sl. No.	Form No./Return	Filed under section	For the period	Date of filing	Whether filed within prescribed time (Yes/No)	If delay in filing whether requisite additional Fee paid (Yes/No)
1.	Annual Return (20B)	159	For AGM held on 27.09.2013	26.11.2013	Yes	NA
2.	Balance Sheet (23ACXBRL) & 23ACAXBRL)	220	For the financial year ending 31.03.2013	27.10.2013	Yes	NA
3.	Compliance Certificate (66)	383A	For the financial year ending 31.03.2013	30.10.2013	No	Yes
4.	Form 23 (Resolution) Managing Director Remuneration	269	Managing Director Remuneration	18.01.2014	Yes	NA
5.	Form 23C Appointment of Cost Auditor	233B(2)	Appointment of Cost Auditor	28.06.2013	Yes	NA
6.	Form 32 Appointment of Director	303	Appointment of Director	30.08.2013	Yes	NA
7.	Form 32 Appointment of Director	303	Appointment of Director	23.10.2013	Yes	NA
8.	Form 8	135	For Modification of Charge in favour of ICICI Bank Ltd.	05.09.2013	Yes	NA

AUDITORS' REPORT TO THE MEMBERS OF TEESTA VALLEY TEA COMPANY LIMITED

1. Report on the Financial Statements

We have audited the accompanying financial statements of **TEESTA VALLEY TEA COMPANY LIMITED** which comprise the Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

The report on the audit of accounts of the Branch of the Company by B. C. Kundu & Co., Chartered Accountants under section 228 of the Companies Act, 1956 has been forwarded to us as required by clause (c) sub-section (3) of that Section which has been considered in preparing our report and we entirely relied on the Branch Auditors in regard to their checking observations and comments on the accounts and other related matters pertaining to the Company.

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

4. Basis of Qualified Opinion

Neither any provision has been made against liabilities on account of gratuity nor the same have been determined. This is not in continuity with AS-15 (revised). The impacts thereof are not readily ascertainable.

5. Qualified Opinion

f) In our opinion and to the best of our information and according to the explanations given to us, except for possible effects of the matter referred to in 4, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

- a) In the case of the Balance Sheet, of the state of affairs of the company as at March 31, 2014;
- b) In the case of the Statement of Profit and Loss of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit except for the matter described in the Basis for Qualified Opinion paragraph;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purpose of our audit have been received from branches not visited by us;
 - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account (and with the returns received from branches not visited by us),
 - d. Except for the possible effects of the matter described in the basis for Qualified Opinion paragraph, in our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
 - e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

Place : Kolkata
Dated : July 15, 2014

For G. BASU & CO.
Chartered Accountants
Firm Reg. No. 301174E
P. K. CHAUDHURY
Partner
Membership No. 003814

ANNEXURE TO THE AUDITORS' REPORT

(As referred to in Para 1 of the said report of even date)

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which in our opinion is reasonable having regard to the size of the company and the nature of its fixed assets. No material discrepancies were noticed on such verification.

- (c) Sale of fixed assets during the year was too meagre to affect the going concern status of the Company.
- (ii) (a) The inventory has been physically verified by the management at regular intervals during the year.
- (b) The procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining proper records of its inventory and no material discrepancies were noticed on such physical verification.
- (iii) (a) The company has not granted unsecured loans/advances to Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (b) The Company has taken unsecured loans during the year repayable on demand for Rs. 30 lakhs (previous year Rs. 39 lakhs) from one party covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount due during the year was Rs. 30 lakhs (previous year Rs. 39 lakhs) and the year-end balance of the same was Rs. NIL including interest dues.
- (c) In our opinion, the rate of interest and other terms and conditions on which loans have been taken by the company are not *prima facie*, prejudicial to the interest of the company.
- (d) The Company is regular in repaying the principal amount as well as interest as and when demanded.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) According to the information and explanations given to us, the company has not accepted any deposits within the meaning of Sections 58A, 58AA or any other relevant provisions of the Companies Act, 1956.
- (vii) The company has an internal audit system during the year commensurate with the size and nature of its business.
- (viii) According to the information and explanations given to us, the cost records as prescribed by the Central Government under cost record rules under section 209 (1) (d) of the Companies Act, 1956 has been maintained.
- (ix) (a) The Company is regular in depositing undisputed dues on account of provident fund and Income Tax with appropriate authorities. The Company is also regular in depositing other undisputed statutory dues as applicable to it including Investor Education & Protection Fund, Employees State Insurance, Wealth Tax, Service Tax, Custom Duty and Excise Duty. According to the information and explanations given to us, the arrears of labour welfare fund dues as at the last day of financial year outstanding for a period of more than six months from the date they became payable amounted to Rs. 82511/- (previous year Rs. 77,282/-)

- (b) According to the information and explanation given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess which have not been deposited on account of any dispute other than the following :

Name of Statute	Nature of dues	Amount Rs.	Period of dues	Forum where Dispute is pending
Income Tax Act	Short deposit of Tax Deducted at Source	1,23,568	Asst. year 1993-94	Income Tax Officer (TDS)

- (x) The Company has not incurred cash loss during the year as well as in immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the company has not made any material default in repayment of dues to Financial Institutions and Banks. The Company has not issued any debenture.
- (xii) According to the information and explanations given to us, and the records examined by us, the company has not granted loans and advances on the basis of securities by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the company is not a chit / nidhi / mutual benefit fund / society and as such clause 4(xiii) of the Order, is not applicable to the company.
- (xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order is not applicable to the company.
- (xv) The Company has given guarantees for loan taken by others from bank, the terms and conditions of which are not prima facie prejudicial to the interest of the company.
- (xvi) In our opinion, the term loans have been applied for the purpose for which they were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we report that the company has not used funds raised on short-term basis for long term investment.
- (xviii) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act during the year.
- (xix) The company has not issued any debentures.
- (xx) The company has not raised money by public issues during the year.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.
- (xxii) Other para of the order are not applicable to the Company.

For G. BASU & CO.
Chartered Accountants
Firm Reg. No. 301174E
P. K. CHAUDHURY
Partner
Membership No. 003814

Place: Kolkata
Dated: July 15, 2014

STATEMENT OF ACCOUNTS

TEESTA VALLEY TEA COMPANY LIMITED
5&7, Netaji Subhas Road Kolkata - 700 001
Balance Sheet as at 31st March, 2014

	Note	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
I EQUITY AND LIABILITIES			
1. Share Holders' Funds			
(a) Share Capital	1	1,77,00,000	1,77,00,000
(b) Reserves and Surplus	2	2,40,49,538	2,18,15,162
2. Share Application money pending Allotment			
—			
3. Non-current liabilities			
(a) Long Term Borrowings	3	57,618	9,30,913
(b) Net Deferred Tax Liabilities (Depreciation)		16,819	65,211
(c) Long Term Provisions	4	6,311	49,272
4. Current Liabilities			
(a) Short Term Borrowings	5	4,90,05,802	4,84,90,533
(b) Trade Payables	6	55,37,274	43,78,839
(c) Other Current Liabilities	7	43,03,366	1,30,93,348
(d) Short Term Provisions	8	3,56,530	32,43,078
Total		<u>10,10,33,257</u>	<u>10,97,60,356</u>
II ASSETS			
1. Non-current Assets			
(a) Fixed Assets			
Tangible Assets	9	6,24,71,237	6,07,47,253
(b) Non-Current Investments	10	3,600	3,600
(c) Long Term Loans and Advances	11	4,06,798	5,71,570
(d) Other Non Current Assets	12	—	11,971
2. Current Assets			
(a) Inventories	13	1,47,50,029	2,19,21,403
(b) Trade Receivables	14	76,43,098	35,53,441
(c) Cash and Cash Equivalents	15	1,25,37,422	1,94,92,624
(d) Short Term Loans and Advances	16	27,27,303	31,18,537
(e) Other Current Assets	17	4,93,771	3,39,957
Total		<u>10,10,33,257</u>	<u>10,97,60,356</u>
Significant Accounting Policies & Notes to Accounts	24		

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

The Notes are an integral part of these Financial Statements.

For and on behalf of the Board of Directors

For G. BASU & CO.
Chartered Accountants
Firm Reg. No. 301174E
P. K. CHAUDHURY
Partner
Membership No. 003814

BHARAT BAJORIA
Managing
Director
ABHA BAJORIA
A. K. ROY
} Director
} Director

Dated: The 15th day of July, 2014

TEESTA VALLEY TEA COMPANY LIMITED
5&7, Netaji Subhas Road Kolkata - 700 001
Profit & Loss Statement for the year ended 31st March, 2014

	Note	31st March, 2014 Rs.	31st March, 2013 Rs.
INCOME			
Revenue from Operations	18	16,23,12,541	19,39,91,744
Other Income	19	2,86,424	2,42,357
Total Revenue		<u>16,25,98,965</u>	<u>19,42,34,101</u>
EXPENSES			
Change in Inventories of Finished Goods	20	69,07,402	(81,98,135)
Employees Benefits Expenses	21	7,79,39,291	9,09,64,351
Finance Costs	22	58,46,299	62,87,354
Depreciation & Amortisation Expenses	9	43,96,748	41,84,801
Other Expenses	23	5,85,38,285	7,37,98,641
Total Expenses		<u>15,36,28,025</u>	<u>16,70,37,012</u>
Profit before Exceptional & Extra Ordinary items		89,70,941	2,71,97,089
Exceptional Items		—	—
Extra Ordinary items		—	—
Profit before Tax		89,70,941	2,71,97,089
Tax Expenses :			
Income Tax		6,00,000	26,00,000
Agricultural Income Tax		8,00,000	6,50,000
Deferred Tax (Depreciation)		(48,392)	(14,410)
Excess Provision of Tax Written Back		—	(1,66,865)
Profit / (Loss) for the year		<u>76,19,333</u>	<u>2,41,28,364</u>
Earning per Equity share :			
Basic		50.80	160.86
Diluted		50.80	160.86
Significant Accounting Policies & Notes to Accounts	24		

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

The Notes are an integral part of these Financial Statements.

For and on behalf of the Board of Directors

For G. BASU & CO.
Chartered Accountants
Firm Reg. No. 301174E
P. K. CHAUDHURY
Partner
Membership No. 003814

BHARAT BAJORIA *Managing Director*
ABHA BAJORIA } *Director*
A. K. ROY } *Director*

Dated: The 15th day of July, 2014

TEESTA VALLEY TEA COMPANY LIMITED

Annexed to and forming part of the Balance Sheet

	31st March, 2014 Rs.	31st March, 2013 Rs.
1 SHARE CAPITAL		
Authorised Capital		
8,00,000 (P.Y. 5,00,000) Equity Shares of Rs. 10/- each	50,00,000	50,00,000
1,75,000 (P.Y. 1,75,000) 6% Redeemable Cumulative Preference Shares of Rs. 100/- each	1,75,00,000	1,75,00,000
	2,25,00,000	2,25,00,000
Issued, Subscribed & Fully Paid up		
1,50,000 (P. Y. 1,50,000) Equity Shares of Rs. 10/- each fully paid-up	15,00,000	15,00,000
Details of Equity Shares held by shareholders holding more than 5% of the equity shares in the Company	No. of Shares (% of holding)	No. of Shares (% of holding)
Bharal Bajoria, Managing Director	19600 (13.06%)	19600 (13.06%)
Mohanbari Investment Co. Pvt. Ltd.	15900 (10.60%)	15900 (10.60%)
Zen Industrial Services Ltd.	14152 (9.43%)	14152 (9.43%)
Trishul Company Pvt. Ltd.	11223 (7.48%)	11223 (7.48%)
Orlando Holdings Ltd.	10457 (6.97%)	10457 (6.97%)
Tingamira Tea Seeds Co. Ltd.	8525 (5.68%)	8525 (5.68%)
Teesta Valley Exports Ltd.	8000 (5.33%)	8000 (5.33%)
1,62,000 (P.Y. 1,62,000) 6% Redeemable Cumulative Preference Shares of Rs. 100/- each	1,62,00,000	1,62,00,000
(a) 6% Redeemable Cumulative Preference Shares are redeemable any time after expiry of five years and before expiry of twenty years. Respective date of allotment of Preference Shares numbering 50000, 50000, 25000 and 37000 were 26.03.2002, 12.03.2005, 27.03.2007 and 20.03.2009.		
(b) Details of Preference Shares held by shareholders holding more than 5%	No. of Shares (% of holding)	No. of Shares (% of holding)
Abha Bajoria - Director	71,000 (43.83%)	45,000 (27.78%)
Bharal Bajoria - Managing Director	47,000 (29.01%)	—
Agastya Bharlia Beneficiary Trust	10,000 (6.17%)	—
S. L. Bajoria & Other HUF	30,000 (18.52%)	—
Teesta Valley Exports Limited	—	60,000 (37.04%)
The Bormah Jan Tea Co. (1936) Limited	—	50,000 (30.86%)
Foot Note: 1. Right Preference Repayability & Restriction if any on:		
a) Shares (Equity & Preference) are freely transferable provided;		
i. Application of transfer is in duly prescribed instruments duly stamped, executed by transferor and transferee and accompanied by certificate of shares under transfer		
ii. For transfer application made by transferor in respect of partly paid shares, no objection comes from transferee within two weeks of his receipts of notice issued by Company in this regard u/s 34 (2) of Companies Act, 1956.		
b) Preference share holders will be entitled to preferential treatment in respect of Dividends & proceeds of realisation of assets of the company vis-a-vis equity share holders under circumstances of winding up of company.		
Total	1,77,00,000	1,77,00,000

TEESTA VALLEY TEA COMPANY LIMITED

	31st March, 2014 Rs.	31st March, 2013 Rs.
2 RESERVE & SURPLUS		
General Reserve :		
As per last Balance Sheet	40,00,000	—
Add : Transferred from Surplus in Statement of Profit & Loss	10,00,000	40,00,000
	50,00,000	40,00,000
Surplus In Statement of Profit and Loss :		
As per last Balance Sheet	1,78,15,162	(23,13,202)
Add : Profit for the year	76,19,333	2,41,28,364
	2,54,34,495	2,18,15,162
Less : Transfer to General Reserve	10,00,000	40,00,000
Preference Dividend	46,02,724	—
Tax on Dividend	7,82,233	—
	1,90,49,538	1,78,15,162
Total :	2,40,49,538	2,18,15,162
3 LONG TERM BORROWINGS		
Secured		
Term Loan from Bank	57,618	9,30,913
(a) Nature of Security :		
Hypothecation of Vehicles purchased		
(b) Terms of Repayment :		
EMI of Rs. 77,930/- from April 2014 to March 2015		
Note : There is no default in repayment of principal or interest against the above loan.		
	57,618	9,30,913
4. LONG TERM PROVISIONS		
Provision for Income Tax (net of advance tax Rs. 45,43,689/-)	6,311	43,272
Total	6,311	43,272
5 SHORT TERM BORROWINGS		
Secured		
Cash Credit Limit from ICICI Bank Limited	4,90,05,802	4,84,90,533
(a) Nature of Security :		
Exclusive charge by way of hypothecation on current assets and moveable fixed assets of the Company and exclusive charge by way of equitable mortgage on Land and Factory Building of Teesta Valley Tea Estate and Guelle Tea Estate having aggregate area of land 1204.04 hectares		
Note : There is no default in repayment of principal or interest against the above loan.		
	4,90,05,802	4,84,90,533
6. TRADE PAYABLES		
Creditors for goods and services	55,37,274	43,78,839
	55,37,274	43,78,839

TEESTA VALLEY TEA COMPANY LIMITED

	31st March, 2014 Rs.	31st March, 2013 Rs.
7 OTHER CURRENT LIABILITIES		
Component of terms loan repayable within a year :	8,73,295	7,79,026
Creditors for Capital Goods	—	18,20,000
Statutory Liabilities	11,08,167	13,61,986
Other Payables	23,21,904	91,32,336
Total	<u>43,03,366</u>	<u>1,30,93,348</u>
8 SHORT TERM PROVISIONS		
Provision for Income Tax / Agricultural Tax (net of advance tax Rs. 10,43,470/-)	3,56,530	32,43,078
	<u>3,56,530</u>	<u>32,43,078</u>
10 NON CURRENT INVESTMENT (held at cost unless stated otherwise) Other than trade (fully paid) :		
a. Investments in Equity instrument (Unquoted) Assam Bengal Cereals Limited (CY : 200 shares, PY : 200 shares of face value of Rs. 10 each)	2,000	2,000
b. Investments in Debentures (Unquoted) East India Clinic Limited (CY : 6 Debentures, PY : 6 Debentures of face value of Rs. 100 each)	600	600
c. Investments in Mutual Fund (Unquoted) G I C Mutual Fund (Fortune-94) (CY : 100 Units, PY : 100 Units of face value of Rs. 10 each)	1,000	1,000
Total	<u>3,600</u>	<u>3,600</u>
11 LONG TERM LOANS & ADVANCES (Unsecured & considered good)		
Security Deposits	4,06,798	5,71,570
Total	<u>4,06,798</u>	<u>5,71,570</u>
12 OTHER NON CURRENT ASSETS		
Fixed Deposit with Bank	—	11,971
	—	<u>11,971</u>
13 INVENTORIES		
Stock of Stores	43,67,394	48,06,245
Finished Goods (Stock of Tea)	1,02,01,733	1,71,09,135
Stock of Food Stuff	1,80,902	6,023
Total	<u>1,47,50,029</u>	<u>2,19,21,403</u>

TEESTA VALLEY TEA COMPANY LIMITED

9 FIXED ASSETS

Particulars of Assets	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK		
	Gross Cost Value as on 01.04.2013	Additions towards Acquisition during the year	Sub-Total	Sale / adjustment during the year	Gross Block as on 31.03.2014	Total as on 01.04.13	For the Year	Sale / adjustment during the year	Total as on 31.03.14	W.D.V as on 31.03.14	W.D.V as on 31.03.13
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Tangible Assets											
Leasehold Land & Development	2,90,80,741	—	2,90,80,741	—	2,90,80,741	—	—	—	—	2,90,80,741	2,90,80,741
Buildings	3,54,82,603	51,33,637	4,06,16,140	—	4,06,16,140	1,89,43,580	15,69,490	—	2,05,13,070	2,01,03,070	1,85,39,023
Plant & Machinery	2,60,09,109	8,53,290	2,68,62,399	—	2,68,62,399	1,65,15,229	13,75,727	—	1,76,90,956	89,71,443	94,93,880
Vehicles	1,11,25,369	—	1,11,25,369	—	1,11,25,369	62,30,334	13,37,607	—	75,67,941	35,57,428	48,95,035
Furniture & Fixtures	24,19,582	1,33,905	25,53,487	—	25,53,487	21,39,328	50,474	—	21,89,802	3,63,665	2,80,254
Water Supply Installation & Irrigation Equipments	15,44,571	—	15,44,571	—	15,44,571	10,86,251	63,450	—	11,49,701	3,94,870	4,58,320
TOTAL	10,56,61,975	61,20,792	11,17,82,707	—	11,17,82,707	4,49,14,722	43,96,748	—	4,93,11,470	5,24,71,237	6,07,47,253
Previous Year Total	10,22,96,823	37,49,152	10,60,45,975	3,84,000	10,56,61,975	4,11,06,127	41,84,801	3,76,206	4,49,14,722	6,07,47,253	

Note: Leasehold Land relates to 717.40 Hectares & 486.64 Hectares of land respectively for Teesta Valley T. G. and Guelle T. G. taken on lease from Govt. of West Bengal at Rangli Rangli in Darjeeling for period of 30 years w.e.f. 12.09.2004 and 09.02.2000 respectively.

TEESTA VALLEY TEA COMPANY LIMITED

	31st March, 2014 Rs.	31st March 2013 Rs.
14 TRADE RECEIVABLES (Unsecured and considered good)		
Debts outstanding for a period exceeding six months from the date they are due for payment	35,53,441	21,07,606
Other debts	40,89,657	14,45,835
Total	<u>76,43,098</u>	<u>35,53,441</u>
15 CASH & CASH EQUIVALENTS		
Balances with Banks	78,19,501	1,54,08,754
Balance with NABARD (TDAS-2007 Account)	46,06,600	40,06,200
Cash in Hand	1,11,320	89,641
Total	<u>1,25,37,422</u>	<u>1,95,04,595</u>
Less : Fixed Deposit Maturing after 12 months	—	11,971
Total	<u>1,25,37,422</u>	<u>1,94,92,624</u>
Note :		
i. Balance with Bank include fixed deposit maturing within a year	50,000	3,85,214
ii. Amount under withdrawal restriction on account of attachment of account by fiscal authorities	1,23,568	1,23,568
iii. Withdrawal restricted other than specified scheme within the meaning of Section 33AB of the Income Tax Act, 1961	46,06,600	40,06,200
16 SHORT TERM LOANS & ADVANCES (Unsecured and considered good)		
Advance to Employees	13,51,025	15,89,915
Loan to Body Corporate	4,09,732	4,09,732
Value Added Tax	2,76,508	3,68,824
Advance to Suppliers	4,07,524	3,18,556
Other Loans & Advances	2,82,515	4,31,510
Total	<u>27,27,303</u>	<u>31,18,537</u>
Staff advance includes due from officer of the Company	9,35,140	9,91,640
17 OTHER CURRENT ASSETS (Unsecured and considered good)		
Interest accrued on Fixed Deposit	1,819	75,217
Interest accrued on others	2,56,135	28,923
Interest accrued on loan to Body Corporate	2,35,817	2,35,817
Total	<u>4,93,771</u>	<u>3,39,957</u>
18 REVENUE FROM OPERATIONS		
A. Sale of Products		
Sale of Tea (Domestic)	15,93,69,248	19,19,48,317
B. Other Operating Revenues		
Tea Board Orthodox Subsidy	12,54,702	14,45,835
Tea Board Replantation Subsidy	16,87,341	4,90,056
Sale of Sample Tea	1,250	1,07,536
Total	<u>16,23,12,541</u>	<u>19,39,91,744</u>

TEESTA VALLEY TEA COMPANY LIMITED

	31st March, 2014	31st March, 2013
19 OTHER INCOME		
Other Interest Income (Fixed Deposits) (Gross TDS NIL P.Y. 3702/-)	1,819	43,249
Other Interest Income (NABARD) (Gross TDS 28,470/-P.Y. 3220/-)	2,84,605	32,143
Other Non-Operating Income :		
Profit on sale of Fixed Assets	—	88,356
Liabilities written back	—	78,609
Total	<u>2,86,424</u>	<u>2,42,357</u>
20 CHANGE IN INVENTORIES OF FINISHED GOODS		
Opening Stock	1,71,09,135	89,11,000
Closing Stock	1,02,01,733	1,71,09,135
Total	<u>69,07,402</u>	<u>(81,98,135)</u>
21 EMPLOYEES BENEFIT EXPENSES		
Salaries, Wages & Bonus	5,04,13,721	6,27,34,689
Contribution to PF and Other Funds	81,31,067	78,50,911
Gratuity	49,84,766	64,04,051
Staff & Labour Welfare Expenses.	1,44,09,737	1,39,74,700
Total	<u>7,79,39,291</u>	<u>9,09,64,351</u>
22 FINANCE COST		
Interest Expenses		
(a) On Cash/Credit Account	51,34,237	43,73,693
(c) On Other Loans	5,57,682	15,19,365
(d) Bank Charges	1,54,380	3,94,296
Total	<u>58,46,299</u>	<u>62,87,354</u>

TEESTA VALLEY TEA COMPANY LIMITED

	31st March, 2014	31st March, 2013
23 OTHER EXPENSES		
Auditor's remuneration		
Audit Fees	57,304	48,877
Consumption of Stores and spare parts (100% domestic)	1,12,07,098	1,81,61,256
Power and Fuel	37,49,340	29,94,183
Rent	4,95,617	2,26,897
Repairs to Buildings	54,13,551	55,08,166
Repairs to Machinery	12,07,009	24,35,633
Insurance	4,14,363	3,78,021
Rates & Tax	1,69,487	2,50,701
Miscellaneous Expenses :		
Cultivation Expenses	2,64,24,593	3,04,67,168
(including Pruning Expenses Rs. 35,13,727/- P.Y. Rs. 38,25,445/-)		
Tea Cess & Excise Duty	1,48,240	99,801
Sales Expenses (including Broker's Commission Rs. 11,34,217/-, [Previous year Rs. 15,68,345/-])	24,38,280	28,36,530
Carriage of Tea	6,22,661	7,08,532
Repairs to others	4,53,578	27,94,947
Directors' Fees	75,000	1,20,000
Telephone, Telex & Other Expenses	1,81,539	1,79,350
Other Miscellaneous Expenses	54,80,625	65,88,579
Total	5,85,38,285	7,37,98,641
Details of Miscellaneous Expenses :		
Electricity Charges	4,48,956	1,56,076
Legal & Professional Charges	1,75,275	2,13,750
Motor Car Expenses	5,734	15,396
Printing & Stationery	3,18,121	2,16,726
R O C Filing Fees	5,500	30,900
Subscription	8,27,270	3,98,882
Travelling & Conveyance Expenses	17,96,332	22,75,024
Donation	5,00,000	15,00,000
Advertisement	867	1,562
Postage & Courier Charges	14,195	10,398
Entertainment Expenses	—	1,732
Corporation Tax	2,050	2,050
Other Expenses	13,86,325	17,66,092
Total	54,80,625	65,88,579

TEESTA VALLEY TEA COMPANY LIMITED

24. Significant Accounting Policies & Notes to Accounts for the year ended 31st March, 2014.

A. Significant Accounting Policies

BASIS OF PREPARATION OF FINANCIAL STATEMENTS.

The Accounts have been prepared under the historical cost convention in accordance with the provisions of the Companies Act, 1956 and mandatory Accounting Standards issued by the Institute of Chartered Accountants of India. Accounting policies unless specifically stated to be otherwise, are consistent and are in consonance with generally accepted accounting principles.

USE OF ESTIMATES

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affects the reported amounts of Assets, Liabilities, Revenues and Expenses and disclosure of contingent liabilities on the date of the financial statements. Actual results may differ from those estimates.

Fixed Assets : (Tangible)

Fixed Assets are stated at cost which includes freight, duties, insurance, taxes and expenses incidental to acquisition and installation. All expenditure incurred on extension planting are capitalised.

Borrowing Cost

Borrowing costs relating to the acquisition /construction of qualifying assets are capitalised until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

Depreciation :

Depreciation has been provided on Reducing balance method at the rates and in the manner provided in Schedule XIV (as amended) to the Companies Act, 1956.

Investments :

Long term Investments are stated at cost, less provisions for diminution in value of investments other than temporary in nature.

Inventories :

Stock of Tea is valued at estimated realisable value, net of selling cost stock of stores (including Food Stuffs) is valued at cost. Cost for the purpose of valuation of stores is computed on FIFO basis. Cost comprises inward freight, duties, taxes etc. Provision is made for obsolete, slow moving and defective stocks where necessary. Excise duty and Cess on Tea lying at factory at the year end is accounted for on accrual basis.

Recognition of Income and Expenses :

- a) Sales include Excise Duty and Cess. Rebates, discounts, claims and other non-recoverable are excluded there from.
- b) Sales is recognised in the Accounts on passing of title to the goods, i.e. delivery as per terms of sale or on completion of auction in case of auction sale.
- c) All other items of income & expenses are accounted for on accrual basis unless specifically stated otherwise.

Retirement Benefits :

Gratuity if any is being accounted for as and when paid.

Research and Development Expenses :

Subscription to Tea Research Association is charged in the Profit and Loss Account under the Head "Miscellaneous Expenses".

TEESTA VALLEY TEA COMPANY LIMITED

Events Occurring after the Balance sheet date :

Events occurring after the date of balance sheet, where material, are considered up to the date of approval of the accounts by the Board of Directors.

Contingent Liabilities

Disputed liabilities and claims against the company including claims raised by fiscal authorities (e.g. Sales Tax, Income Tax, Excise etc.) pending in appeal / Court for which no reliable estimate can be made of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in notes to accounts.

However present obligation as a result of past event with possibility of outflow of resources, when reliably estimable is recognized in accounts.

Foreign Currency Transactions :

Foreign currency transactions are recorded at the exchange rate prevailing on the transaction date. Addition/ deletion in liability/asset at the point of settlement of transaction on a subsequent date on account of change in rate of overseas currency vis-a-vis reporting currency is accounted for as exchange gain or loss as the case may be.

GOVERNMENT GRANTS

Revenue grants including subsidy/ rebates are credited to Profit and Loss Account under "Other Income" / and / or deducted from the related expenses.

TAXATION

Provision for Current Tax is estimated on taxable income for the accounting year in accordance with Income Tax Rules. Deferred Tax for timing difference between Book Profit and Tax Profit is accounted for using the Tax rates laws substantially, enacted by the Balance Sheet date.

Miscellaneous Expenditure :

Preliminary and pre-operative expenditure are amortized over a period of five years.

IMPAIRMENT OF FIXED ASSETS

Fixed assets are subjected to test of impairment on the basis of Cash Generating Unit (CGU) concept if indication exists within the meaning of para 6, AS-28. Each garden constitute separate CGU.

Test of impairment involves ascertainment of recoverable value of the CGU being higher of worth of a CGU derived under value in use method and net selling price method. Value in use refers to as on date discounted value of net cash inflow to be generated by the CGU in its assessed life span.

Assets are held in accounts at lower of their carrying cost and recoverable value.

B. Notes on Accounts :

1. Additions to Leasehold Land and Development includes the Cost of New Extension and in accordance with past practice. No depreciation has been provided for on Leasehold Land and Developments due to usual practice of the authorities to renew the lease period after expiry of same.
2. The Company operates in a single business segment i.e. Tea. no further disclosure is required to be made as per AS - 17 on Segment Reporting.
3. In the opinion of the Board of Directors' the Current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.
4. Considering absence of indication of impairment for either of the two CGU within the meaning of para 6, AS-28, no exercise of test of impairment has been undertaken for the year.
5. The liability of the Company is estimated considering the provision of the Income Tax Act, 1961. Deferred Tax is recognised subject to the consideration of prudence, on time difference being the difference between taxable incomes and accounting income that originate in one period and capable of reversal in one or more subsequent periods in due cognizance of AS-22.

TEESTA VALLEY TEA COMPANY LIMITED

6. Related Party disclosure as identified by the management in accordance with the Accounting Standard 18.

a) Related parties and nature of relationships with whom the Company had transactions.

Key Management Personnel (KMP)

Mr. Bharat Bajoria – Managing Director

(Relative of KMP Mrs. Abha Bajoria (spouse of Mr. Bharat Bajoria))

b) Enterprises over which any person described in (a) above is able to exercise Significant influence.

The Tingamira Tea Seed Co. Limited

Teesta Valley Exports Limited

Orlando Holdings Limited

c) Disclosure of Transactions carried out with the related parties in the ordinary course of the business.

Transaction with Related Parties	KMP		Enterprises where KMP have control		Relatives of KMP	
	31.3.2014	31.3.2013	31.3.2014	31.3.2013	31.3.2014	31.3.2013
Sales			4,31,12,638	3,51,14,253	—	—
EXPENDITURE						
Interest paid	—	1,26,153	—	—	1,07,918	6,54,808
Rent Paid	—	—	96,000	72,000		
Consumption of Stores	—	—	11,02,500	11,30,220		
Remuneration	4,40,280	2,25,240	—	—		
Miscellaneous Expenses	—	—	1,20,000	1,20,000		
Directors Fee	—	—	—	—	20,000	40,000
FINANCE & INVESTMENTS						
Loans taken (net)	—	19,00,000	—	—	30,00,000	20,00,000
Loans refunded back (net)	—	19,00,000	—	—	30,00,000	1,03,50,000
Bank Guarantees	—	—	12,00,00,000	12,00,00,000		
OUTSTANDING						
Loans taken	—	—	—	—	—	—
Interest Payable	—	—	—	—	—	—
Sales Advance taken	—	—	—	—	—	—
Other Payable	—	—	—	—	18,000	61,500
Bank Guarantee	—	—	12,00,00,000	12,00,00,000		

Note: (i) Entire Sales and corporate guarantee related to Teesta Valley Exports Ltd.

(ii) Rent and miscellaneous expenses relate to Orlando Holdings Ltd. and The Tingamira Tea Seed Company Ltd. respectively.

TEESTA VALLEY TEA COMPANY LIMITED

	31.03.2014 Rs.	31.03.2013 Rs.
7. Earning per share		
Net Profit/(Loss) as per Profit & Loss Account	89,70,941	2,71,97,089
Less: Preference dividend on Pref. Shares	9,72,000	9,72,000
Net Profit/(Loss) attributable to Equity Shareholders	79,98,941	2,62,25,089
No. of Equity Shareholders	1,50,000	1,50,000
Earning per share (of Rs. 10/- each) basic & diluted	53.33	174.83
8. Raw Materials Produced & Consumed – Green Leaf (in Kgs)	18,29,873	19,61,286
9. Finished Goods (Quantity in Kgs)		
Opening Stock of Tea	38,020	9,274
Actual Production of Tea	4,18,234	4,81,945
Sale of Tea	4,21,832	4,33,268
Samples, Garden Use, Shortage etc.	20,079	19,931
Closing Stock of Tea	14,343	38,020
10. Contingent Liabilities & Commitments :		
Claim against company not acknowledge as debt :		
Agricultural Income Tax (1975-76) under appeal	80,339	80,339
Income Tax (TDS) for the Asst Year 1993-94 (Disallowed by the authorities and challenged by the Company)	1,23,568	1,23,568
Arrears of Dividend on Fixed Cumulative Pref. Shares	38,88,000	75,18,724
11. As the Production of Green Leaf (Raw materials) from Company's own Garden involves an integrated process having various stages such as Nursery, replanting etc. Details regarding the value of consumption cannot be given.		
12. Payments against supplies from enterprises registered as small & micro enterprise under MSMED Act, 2006 are made in accordance with agreed credit terms within the purview of relevant statute. There was no amount due/overdue for payment at the end of the year. Neither any payment made to such entrepreneur during the year in contravention of specified credit period. [Y.E. outstanding Rs. NIL (P.Y outstanding Rs. NIL)]		
13. Figures for the previous year have been rearranged and regrouped wherever necessary.		

Dated: The 15th day of July, 2014

For G. BASU & CO.
Chartered Accountants
Firm Reg. No. 301174E
P. K. CHAUDHURY
Partner
Membership No. 003814

BHARIAT BAJORIA *Managing Director*
ABHA BAJORIA } *Director*
A. K. ROY } *Director*

TEESTA VALLEY TEA COMPANY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.3.2014

Pursuant to clause 32 of the Listing Agreement

	Rs.	As at 31st March, 2014 Rs.	Rs.	As at 31st March, 2013 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before taxation and extraordinary items		89,70,941		2,71,97,089
Adjustments for:-				
1. Depreciation	43,96,748		41,84,801	
2. Profit on Sale of Assets	—		(88,356)	
3. Interest (Received)	(2,86,424)		(75,392)	
4. Interest (Paid)	56,91,919	<u>98,02,243</u>	<u>58,93,058</u>	<u>99,14,111</u>
Operating Profit before Working Capital changes		1,87,73,184		3,71,11,200
Adjustments for:-				
1. Trade & Current Receivables	(36,87,465)		2,68,621	
2. Inventories	71,71,374		(83,22,075)	
3. Trade Payables	(58,11,547)	<u>(23,27,638)</u>	<u>(1,48,22,978)</u>	<u>(2,28,76,432)</u>
Cash Generated from Operations		1,64,45,546		1,42,34,768
Direct Taxes Paid		(51,05,742)		(12,61,148)
Cash Flow before Extraordinary Items		1,13,39,804		1,29,73,620
Extraordinary Items :-				
Expenses for previous years		—		—
Cash Flow from Operating activities		<u>1,13,39,804</u>		<u>1,29,73,620</u>
B. CASH FLOW FROM INVESTING ACTIVITIES				
1. Payment against acquisition of Fixed Assets including payment against capital liability	(79,40,732)		(19,29,152)	
2. Interest Received	2,86,424		75,392	
3. Proceeds from sale of Fixed Assets	—	<u>(76,54,308)</u>	<u>96,150</u>	<u>(17,57,610)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES				
1. Proceeds Short Term Borrowings	5,15,269		1,50,40,539	
2. Proceeds Long Term Borrowings	(8,73,295)		(7,79,022)	
3. Interest Paid	(56,91,919)		(68,60,344)	
4. Preferential Dividend Paid	(46,02,724)	<u>(1,06,52,669)</u>	<u>—</u>	<u>74,01,173</u>
Net change in Cash and Cash Equivalents		<u>(69,67,173)</u>		<u>1,86,17,183</u>
Cash & Cash Equivalents (Opening Balance)		1,95,04,595		8,87,412
Cash & Cash Equivalents (Closing Balance)		<u>1,25,37,422</u>		<u>1,95,04,595</u>
		<u>(69,67,173)</u>		<u>1,86,17,183</u>

Notes :

1. Above statements have been prepared in indirect method except in case of interest, dividend, purchase & sale of investments and taxes which have been considered on the basis of actual movement of cash, with corresponding adjustments in assets & liabilities.
2. Cash and Cash Equivalents consist of cash in hand and balance with Banks.
3. Additions to Fixed Assets are stated inclusive of movements of Capital work in progress between beginning and end of the year and treated as part of investing activities.

For G. BASU & CO.
Chartered Accountants
Firm Reg. No. 301174E
P. K. CHAUDHURY
Partner

Membership No. 003814

For and on behalf of the Board of Directors
BHARAT BAJORIA *Managing Director*

ABHA BAJORIA } *Director*
A. K. ROY } *Director*

Dated: The 15th day of July, 2014